

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BTWW Retail, L.P.		09/14/2005	LIMITED PARTNERSHIP: TEXAS
RECEIVING PARTY DATA			
Name:	Kestrel Capital, L.P.		
Composed Of:	COMPOSED OF Peregrine Management, LLC, a Texas limited liability company		
Street Address:	14701 Saint Mary's Lane		
Internal Address:	Suite 800		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77079-2914		
Entity Type:	LIMITED PARTNERSHIP: TEXAS		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Serial Number:	78638633	YEEHAH!BRANDS	
Registration Number:	2402400	OLD WEST WAREHOUSE	
Registration Number:	2308184	BOOT TOWN	
Registration Number:	1868292	SILVER MESA	
Registration Number:	2308183	BOOT TOWN	
Registration Number:	1460377	COOPER'S	
Registration Number:	1441282	COOPER'S	
Registration Number:	1197321	WESTERN WAREHOUSE	
Registration Number:	1818497	CODY JAMES	
Registration Number:	1892683	D. D. COOPER	
Registration Number:	1892435	WILD WILBUR	
Registration Number:	1835862	WW	

CH \$465.00 78638633

900032759

TRADEMARK  
REEL: 003165 FRAME: 0118

Registration Number:	1786004	WESTERN WAREHOUSE
Registration Number:	2316559	WE COVER THE WEST
Serial Number:	78409583	ANGEL RANCH
Registration Number:	2193695	JOB SITE
Serial Number:	78491369	
Serial Number:	78573516	COOPER'S RANCH

#### CORRESPONDENCE DATA

Fax Number: (214)999-3623

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 2149994682

Email: ip@gardere.com, lhemphill@gardere.com

Correspondent Name: Gardere Wynne Sewell LLP/Lisa Hemphill

Address Line 1: 1601 ELM STREET

Address Line 2: 3000 Thanksgiving Tower

Address Line 4: Dallas, TEXAS 75201-4761

NAME OF SUBMITTER:	Lisa R. Hemphill
Signature:	/Lisa R. Hemphill/
Date:	09/26/2005

#### Total Attachments: 6

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## **TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, BTWW RETAIL, L.P., a limited partnership formed under the laws of Texas, located at 1130 Dragon Street, Suite 190, Dallas, Texas 75207 ("Borrower"), is the owner of the registrations and registration applications for the marks shown in the attached Schedule I (the "Registered Marks"); and

WHEREAS, Borrower is obligated to Kestrel Capital, L.P., a Texas limited partnership, as collateral agent (the "Collateral Agent"), pursuant to a certain Security Agreement, dated as of August 23, 2005, by and between Borrower and Collateral Agent (as such Security Agreement may be amended, modified, restated or supplemented from time to time, the "Agreement"); and

WHEREAS, pursuant to the Agreement, Borrower is granting to Collateral Agent for its benefit a security interest in the Registered Marks, and such goodwill of the business symbolized thereby.

NOW, THEREFORE, for good and valuable consideration, and pursuant to the terms and conditions of the Agreement, receipt of which is hereby acknowledged, Borrower does hereby assign unto Collateral Agent for its benefit and grant to Collateral Agent, for the benefit of Noteholders (as defined in the Agreement), a security interest in and to the Registered Marks, together with the goodwill of the business that may be symbolized by the Registered Marks, which assignment and security interest shall secure all the Note Obligations as defined in the Agreement and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Collateral Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

**BUT IT IS EXPRESSLY AGREED THAT THIS ASSIGNMENT AND THE AGREEMENT, AND THE LIENS AND SECURITY INTERESTS GRANTED AND/OR EVIDENCED HEREBY AND/OR THEREBY, ARE SUBJECT TO A SUBORDINATION AGREEMENT DATED AS OF AUGUST 30, 2005, BY AND AMONG: (1) KESTREL CAPITAL, L.P., IN ITS CAPACITY AS COLLATERAL AGENT FOR ITSELF AND EACH OF THE SUBORDINATED LENDERS (HEREINAFTER DEFINED); (2) J. LUTHER KING, JR., KESTREL CAPITAL, L.P., CORBIN ROBERTSON, III, PAUL GREENWELL, SCOT HOLLMANN, AND MARK HOLLMANN (TOGETHER WITH THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, THE "SUBORDINATED LENDERS"); AND (3) WELLS FARGO RETAIL FINANCE, LLC, A DELAWARE LIMITED LIABILITY COMPANY IN ITS CAPACITY AS AGENT PURSUANT TO THE CERTAIN SENIOR FINANCING DOCUMENTS.**

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**TRADEMARK ASSIGNMENT—New SubDebt**

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**TRADEMARK  
REEL: 003165 FRAME: 0120**

Dated as of August 23, 2005.

BTWW RETAIL, L.P.

Witness:

By: BTWW Genpar, LLC, its general partner

Tracy Mills

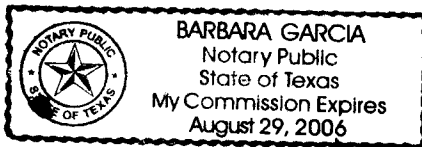
By: [Signature]  
Kevin Prigel, Manager

STATE OF TEXAS )

ss:

COUNTY OF TARRANT )

On the 13<sup>th</sup> day of SEPTEMBER, 2005, before me personally came Kevin Prigel to me known, who being by me duly sworn, did depose and say he is the Manager of BTWW Genpar, LLC, the general partner of BTWW Retail, L.P., the limited partnership described in and which executed the foregoing instrument.



[Signature]  
Notary Public  
My Commission Expires: 8-29-06

KESTREL CAPITAL, L.P.

By: PEREGRINE MANAGEMENT, LLC,  
its general partner

Witness:

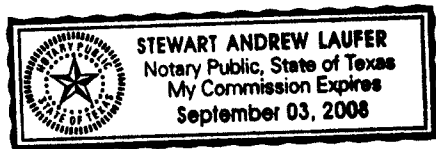
Mary Kay Engbrecht

By: [Signature]  
Name: Barrett L. Webster  
Title: Manager

STATE OF Texas )  
 )  
COUNTY OF Harris )

ss:

On the 14<sup>th</sup> day of September, 2005, before me personally came  
Barrett L. Webster, to me known, who being by me duly sworn, did  
depose and say he is the Manager of PEREGRINE  
MANAGEMENT, LLC, the general partner of KESTREL CAPITAL, L.P., the limited partnership  
described in and which executed the foregoing instrument.



[Signature]  
Notary Public  
My Commission Expires:

**SCHEDULE I**

**REGISTERED MARKS**




Old West Warehouse, U.S. Registration Number 2,402,400.



Boot Town, U.S. Registration Number 2,308,184.

Silver Mesa, U.S. Registration Number 1,868,292.

Boot Town logo **BOOT-TOWN** U.S. Registration Number 2,308,183.

YEEHAH!BRANDS, U.S. Application Number 78/638,633.

Trademark	Jurisdiction	Status	Registration No.	Registration Date	Application No.	Application Date	Howrey File No
 COOPER'S (and Design)	US (Federal)	Registered	1,460,377	10/06/87	73/597,865	05/09/86	10547.0003.TMUS00
 COOPER'S (and Design)	US (Federal)	Registered	1,441,282	06/02/87	73/597,881	05/09/86	10547.0004.TMUS00
WESTERN WAREHOUSE	US (Federal)	Registered	1,197,321	06/08/82	73/229,113	06/08/82	10547.0006.TMUS00
COOPER'S WESTERN & CASUAL WEAR	Arizona (State)	Registered	22430	06/24/82			10547.0007.AZTM00
CODY JAMES	US (Federal)	Registered	1,818,497	01/25/94	74/209,357	10/03/91	10547.0014.TMUS00
D. D. COOPER	US (Federal)	Registered	1,892,683	05/02/95	74/224,750	11/22/91	10547.0015.TMUS00
WESTERN WAREHOUSE	Colorado (State)	Registered	921062544	06/22/82			10547.0018.COTM01
WILD WILBUR	US (Federal)	Registered	1,892,435	05/02/95	74/419,473	07/29/93	10547.0021.TMUS00
							
WILD WILBUR DESIGN	US (Federal)	Registered	1,835,862	05/10/94	74/418,889	07/29/93	10547.0023.TMUS00
WESTERN WAREHOUSE	US (Federal)	Registered	1,786,004	08/03/93	74/334,293	11/24/92	10547.0026.TMUS00
WESTERN WAREHOUSE	Arizona (State)	Registered	22,657	05/18/84			10547.0034.AZTM00
JOB SITE	Arizona (State)	Registered		08/15/03		07/31/03	10547.0045.AZTM00
JOB SITE	US (Federal)	Registered	2,193,695	10/06/98	75/346,364	08/25/97	10547.0045.TMUS00
WE COVER THE WEST	US (Federal)	Registered	2,316,559	02/08/00	75/632,722	02/02/99	10547.0054.TMUS00
ANGEL RANCH	US (Federal)	Pending			78/409,583	04/28/04	10547.0061.TMUS00
ANGEL RANCH	Canada	Pending			1,235,345	10/28/04	10547.0061.TMCA00

Trademark	Jurisdiction	Status	Registration No.	Registration Date	Application No.	Application Date	Howrey File No
 WINGED BOOT DESIGN	US (Federal)	Pending			78/491,369	09/29/04	10547.0063.TMUS00
 WINGED BOOT DESIGN COOPER'S RANCH	Canada US (Federal)	Pending Pending			1,249,090 78/573,516	02/24/05 2/23/2005	10547.0063.TMCA00 10547.0064.TMUS00