

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	05/21/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
B.B. Walker Company, Inc.		05/21/2002	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

Name:	Abilene Boot Co., Inc.
Street Address:	841 South Center Street
City:	Somerset
State/Country:	PENNSYLVANIA
Postal Code:	15501
Entity Type:	CORPORATION: PENNSYLVANIA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2392405	AFFORDABLE QUALITY

**CORRESPONDENCE DATA**

Fax Number: (336)378-5400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 336-378-5200  
 Email: wanda.armstrong@smithmoorelaw.com  
 Correspondent Name: Kimberly Bullock Gatling  
 Address Line 1: Smith Moore LLP  
 Address Line 2: P.O. Box 21927  
 Address Line 4: Greensboro, NORTH CAROLINA 27420

ATTORNEY DOCKET NUMBER:	5005061.1
NAME OF SUBMITTER:	Wanda D. Armstrong

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Signature:	/wda/
Date:	03/30/2007
Total Attachments: 4 source=ABILENE#page1.tif source=ABILENE#page2.tif source=ABILENE#page3.tif source=ABILENE#page4.tif	

**TRADEMARK ASSIGNMENT**  
**SUPPLEMENT TO**  
**PURCHASE AGREEMENT**

This Trademark Assignment Supplement ("Assignment") to the Purchase Agreement (the "Purchase Agreement") made as of the 21<sup>st</sup> day of May, 2002, between B.B. Walker Company, Inc. ("Walker") and Bender Shoe Company ("Bender"), as debtors-in-possession, (Walker and Bender collectively referred to as "Seller"), and Abilene Boot Co., Inc., as successor to the rights and interests of French Humphries under the Purchase Agreement, ("Purchaser").

W I T N E S S E T H

WHEREAS, pursuant to the Purchase Agreement, Seller conveyed and assigned certain intellectual property assets to Purchaser for good and valuable consideration ("the IP Assignment"); and

WHEREAS, to further document the assignment of the trademarks, service marks and trade names encompassed within the IP Assignment, Seller is willing to enter into this Assignment confirming the assignment to Purchaser, effective as of May 21, 2002, of any and all of its right, title and interest in and to the trademarks, service marks, trade names, design marks and logos set forth in Schedule A hereto, including, without limitation, the registrations thereof on the Principal Register of the United States Patent and Trademark Office, and any and all other federal, state and foreign country registrations thereof (hereinafter collectively referred to as the "Marks") and the goodwill associated with the Marks;

NOW, THEREFORE, in consideration of the assignment in the IP Assignment, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

Seller does hereby sell, assign, transfer and set over to Purchaser, any and all of the Seller's right, title, and interest in and to the Marks, any and all registrations thereof, and all of the goodwill associated with the Marks, together with any and all rights to action or choses in action for infringement of the Marks or for unfair competition in business that may have accrued or existed on or prior to May 21, 2002, or thereafter.

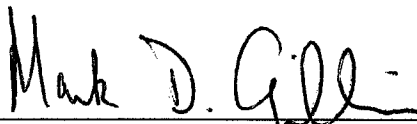
IN WITNESS WHEREOF, Seller has caused this Assignment to be executed by its duly authorized representative effective as of the date of the Purchase Agreement.

SELLER:

B. B. WALKER COMPANY

BENDER SHOE COMPANY

By:

  
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MARK D. GILLIS, Chief Liquidating Officer

## SCHEDULE A

### U. S. Marks

Owner	Issue Date	Mark	Registration No.
B. B. Walker	10/3/00	AFFORDABLE QUALITY (Re-established by Kent Auberry – Supplemental Register)	2,392,405
B. B. Walker	2/8/00	ABILENE & Mesa Design (Replace No. 1,701,911 & 1,701,912 for socks and belts)	2,315,927
B. B. Walker	12/7/99	ABILENE (with L design) (Renewal of original Registration No. 1,693,150 dated 6/9/92)	2,297,888
B. B. Walker	4/6/99	FEEL THE DIFFERENCE	2,237,564
B. B. Walker	11/17/98	DURATUFF	2,204,546
B. B. Walker	7/1/97	AIRRIDE	2,075,819
B. B. Walker	5/30/95	WALKER FOOTWEAR & Logo	1,897,135
B. B. Walker	12/21/93	GOLDEN RETRIEVER	1,812,229
B. B. Walker	7/27/93	RAWHIDE	1,784,872
B. B. Walker	3/9/93	ABILENE BOOTS & Logo (Mesa)	1,757,673
B. B. Walker	4/28/92	SAGE COLLECTION	1,684,506
B. B. Walker	2/7/89	SILVERADO	1,523,597
B. B. Walker	9/22/87	LADY WALKER & Design	1,458,429
B. B. Walker	5/12/87	WALKER-FOOTWEAR THAT WORKS & Design	1,439,264
B. B. Walker	8/13/85	SAGE	1,354,242
B. B. Walker	7/23/85	ABILENE & Design	1,350,754
B. B. Walker	5/28/85	THE BEST PAIR IN THE FIELD	1,337,998
B. B. Walker	5/3/83	FOOTFACTORY	1,236,845
B. B. Walker	4/13/82	MAXGARD	1,193,684
B. B. Walker	12/12/78	GOLDEN RETRIEVER & Design	1,108,742
B. B. Walker	9/3/94	AMERICAN WALKER	992,565
B. B. Walker	12/4/93	TUFF BLEND	974,389
B. B. Walker	5/18/85	ARMOR-TUNG	789,715
B. B. Walker	9/5/90	SAFETY FIRST	535,069
Walker Shoe Co.	3/17/80	GOLDEN WATERPROOF INSULATED BOOTS	Counter Card VA 52462

TRADEMARK

REEL: 003511 FRAME: 0196

**SCHEDULE A** (continued)

**Foreign Marks**

<b>Owner</b>	<b>Issue Date</b>	<b>Mark</b>	<b>Reg. No.</b>	<b>Country</b>	<b>Action Due</b>
B. B. Walker	12/25/96	WALKER FOOTWEAR THAT WORKS	2,718,698	Japan	Renewal due June 2006 – Expires 12/25/2006
B. B. Walker	11/30/93	TRUE WALKERS	2,600,258	Japan	Renewal due May 2003 – Expires 11/30/2003
B. B. Walker	11/30/93	SAGE & BUSH Logo	2,600,232	Japan	Renewal due May 2003 – Expires 11/30/2003
B. B. Walker	11/17/93	WALKER WORKS	2,575,163	Japan	Renewal due April 1, 2003 – Expires 9/30/2003
B. B. Walker		ABILENE & Design (Assignment Recordal & Endorsed Deed of Assignment)	2,440,288	Japan	Renewal due Feb. 28, 2002 – Expires 7/31/2002
B. B. Walker		ABILENE BOOTS (Granted 7/27/97 but mailed to Kent Auberry 3/8/99 - rec'd 4/8/99)	00721431	Italy	(Genuine Use filing July 22, 2002 – Renewal App. due 12/22/2005)
B. B. Walker	7/29/97	WALKER FOOTWEAR THAT WORKS (Granted 7/27/97, but mailed to Kent Auberry 3/8/99 - rec'd 4/8/99)	00721430	Italy	(Genuine Use filing due July 22, 2002 – Renewal App. due 12/22/2005)
B. B. Walker	11/29/85	ABILENE	TMA308,862	Canada	Renewed 12/1/2000
B. B. Walker	3/27/84	ABILENE	B405,873	Australia	Renewal due 3/27/2005
B. B. Walker	8/18/98	GOLDEN RETRIEVER	416,862	Korea	Renewal due Aug. 18, 2007 – Expires 8/18/2008

**TRADEMARK**