

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Shoe Show, Inc.		08/01/2007	CORPORATION: NORTH DAKOTA

RECEIVING PARTY DATA

Name:	The Shoe Show of Rocky Mount, Inc.
Street Address:	2201 Trinity Church Road
City:	Concord
State/Country:	NORTH CAROLINA
Postal Code:	28027
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 62

Property Type	Number	Word Mark
Registration Number:	1525818	AIR FLEX
Registration Number:	1981681	AIR TWIST
Registration Number:	2456368	AIR STRETCH
Registration Number:	2887076	AIR UNDERGROUND
Registration Number:	3221705	ALOHA ISLAND
Registration Number:	2227564	ALTIER SHOES
Registration Number:	1632756	BOONE & CROCKETT
Serial Number:	78963695	BULLFROGS
Registration Number:	1742334	CLOUD FLEX
Registration Number:	1682094	
Registration Number:	2022280	
Registration Number:	1890569	

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Registration Number:	1802964	
Serial Number:	77095426	DOMINIQUE NICOLE
Registration Number:	1670841	DREXLITE
Registration Number:	2556560	EASYHOPPERS
Registration Number:	2588918	EASYHOPPERS
Serial Number:	77086337	HOT CAKES
Registration Number:	2680773	HOT TOMATO
Serial Number:	77095453	HYDROSLIP
Registration Number:	2336719	I.D. REQUIRED
Registration Number:	2776298	IT'S OK
Registration Number:	2727860	JOHN ROMAINE
Serial Number:	75347473	LCHASE
Registration Number:	2116452	MARBELLA
Registration Number:	3141887	MAUI ISLAND
Registration Number:	1602470	MOUNTAIN CREEK
Registration Number:	2792479	MR. CATFISH
Registration Number:	2333790	NIGHT CAST
Registration Number:	2255609	NO CALL
Registration Number:	2347956	OAK CLUB
Registration Number:	2721604	OUTBOUND TRADING COMPANY
Registration Number:	2266905	PALMS
Registration Number:	3036551	PAUL PIRATE
Registration Number:	3110001	POLL PARROT
Registration Number:	1841371	RED BONES
Serial Number:	77095598	ROBERT DAVID
Registration Number:	1800154	RODEO ROPERS
Registration Number:	1794332	RODEO ROPERS
Registration Number:	2168447	SAVANNAH HARBOR
Registration Number:	2084160	SAVANNAH TRADING CO.
Registration Number:	1720873	SHOE DEPT.
Registration Number:	1616208	SHOE SHOW
Registration Number:	2044295	SHOEBILEE
Registration Number:	2630575	IF THE SHOE FITS...WE'RE IT SHOEBILEE
Registration Number:	1956823	SHOW AND TELL
Registration Number:	2262094	SILVER SLIPPER

Registration Number:	2198930	SIMPLE IMAGES
Registration Number:	2179087	SOFT TWIST
Registration Number:	2079441	SOLAR SOLES
Registration Number:	2077742	SOLAR SOLES
Registration Number:	2077743	SOLAR SOLES
Registration Number:	1144306	SPORTS WORLD
Registration Number:	1779313	SPORTS WORLD
Registration Number:	2253628	STATUTES
Registration Number:	0840533	THE SHOE SHOW INC.
Registration Number:	1670839	STORMY MOUNTAIN
Registration Number:	1259466	SUGAR FOOT
Registration Number:	1660194	SURE SAVE
Registration Number:	2130772	TRAIL GUIDE
Registration Number:	1670840	TRINKETS
Registration Number:	2461717	YOU'RE GONNA LOVE IT IN OUR SHOES!

CORRESPONDENCE DATA

Fax Number: (704)444-8807
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (704) 343-2000
Email: gina.eikenberry-wray@hmw.com
Correspondent Name: Gina Eikenberry-Wray, Paralegal
Address Line 1: 201 North Tryon Street, P.O. Box 31247
Address Line 2: Helms Mulliss & Wicker, PLLC
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	4070385-124
NAME OF SUBMITTER:	Rakash Gopalan
Signature:	/Rakash Gopalan/
Date:	08/13/2007

Total Attachments: 4

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

The Shoe Show, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: North Carolina
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: The Shoe Show of Rocky Mount, Inc.

Internal Address: _____

Street Address: 2201 Trinity Church Road

City: Concord

State: North Carolina

Country: Cabarrus Zip: 28027

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship North Carolina
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 8/1/2007

- Assignment Merger
- Security Agreement Change of Name
- Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
See Exhibit A

B. Trademark Registration No.(s)
See Exhibit A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Gina Eikenberry-Wray, Paralegal

Internal Address: Helms Mulliss & Wicker, PLLC

Street Address: 201 North Tryon Street, P.O. Box 31247

City: Charlotte

State: North Carolina Zip: 28202

Phone Number: (704) 343-2000

Fax Number: (704) 444-8807

Email Address: gina.eikenberry-wray@hmv.com

6. Total number of applications and registrations involved:

62

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,565.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

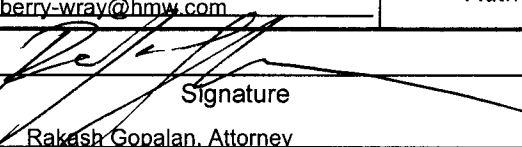
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 502505

Authorized User Name Gina Eikenberry-Wray

9. Signature:


Signature

8/10/07
Date

Rakash Gopalan, Attorney
Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Exhibit A
The Shoe Show – Trademarks

<u>Trademark</u>	<u>Application Number</u>	<u>Registration Number</u>
1. AIR FLEX	73/728,687	1,525,818
2. AIR TWIST	74/587,965	1,981,681
3. AIR STRETCH	75/827,452	2,456,368
4. AIR UNDERGROUND	76/401,309	2,887,076
5. ALOHA ISLAND	78/729,845	3,221,705
6. ALTIER SHOES	75/346,949	2,227,564
7. BOONE & CROCKETT	74/004,559	1,632,756
8. BULLFROGS	78/963,695	
9. CLOUD FLEX	74/163,561	1,742,334
10. DESIGN (BIRD)	74/156,528	1,682,094
11. DESIGN (HAND & FOOT)	75,064,299	2,022,280
12. DESIGN (SHOE CLOWN)	74/275,414	1,890,569
13. DESIGN (SHOE CLOWN)	74/801,368	1,802,964
14. DOMINIQUE NICOLE	77/095,426	
15. DREXLITE	74/066,215	1,670,841
16. EASYHOPPERS	75/684,555	2,556,560
17. EASYHOPPERS (STYLIZED)	75/682,721	2,588,918
18. HOT CAKES	77/086,337	
19. HOT TOMATO	76/394,838	2,680,773
20. HYDROSLIP	77/095,453	
21. I.D. REQUIRED	75/484,932	2,336,719
22. IT'S OK	76/258,421	2,776,298
23. JOHN ROMAINE	76/258,422	2,727,860
24. LCHASE (<i>ABANDONED</i>)	75/347,473	
25. MARBELLA	75/244,130	2,116,452
26. MAUI ISLAND	78/729,682	3,141,887
27. MOUNTAIN CREEK	73/839,940	1,602,470
28. MR. CATFISH	76/395,131	2,792,479
29. NIGHT CAST	75/484,931	2,333,790
30. NO CALL	75/484,934	2,255,609
31. OAK CLUB	75/244,174	2,347,956
32. OUTBOUND TRADING COMPANY	74/649,542	2,721,604
33. PALMS	75/485,528	2,266,905
34. PAUL PIRATE	78/304,188	3,036,551
35. POLL PARROT	78/304,168	3,110,001
36. RED BONES	74/173,514	1,841,371
37. ROBERT DAVID	77/095,598	
38. RODEO ROPERS (& DESIGN)	74/278,163	1,800,154
39. RODEO ROPERS	74/262,734	1,794,332

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Shoe_Show_Trademark_Listing (3).DOC

TRADEMARK
REEL: 003599 FRAME: 0623

40.	SAVANNAH HARBOR	75/187,954	2,168,447
41.	SAVANNAH TRADING CO (& DESIGN)	75/198,159	2,084,160
42.	SHOE DEPT	74/015,883	1,720,873
43.	SHOE SHOW	74/004,720	1,616,208
44.	SHOEBILEE (<i>CANCELLED</i>)	74/580,214	2,044,295
45.	SHOEBILEE (& DESIGN)	78/209,763	2,630,575
46.	SHOW AND TELL	74/502,665	1,956,823
47.	SILVER SLIPPER	75/347,474	2,262,094
48.	SIMPLE IMAGES (& DESIGN)	75/197,114	2,198,930
49.	SOFT TWIST	75/118,200	2,179,087
50.	SOLAR SOLES	75/188,991	2,079,441
51.	SOLAR SOLES (& FOOT DESIGN)	75/188,992	2,077,742
52.	SOLAR SOLES (& SUN DESIGN)	75/188,993	2,077,743
53.	SPORTS WORLD	73/211,601	1,144,306
54.	SPORTS WORLD	74/251,896	1,779,313
55.	STATUTES	75/484,933	2,253,628
56.	THE SHOE SHOW INC.	72/257,315	840,533
57.	STORMY MOUNTAIN	74/066,209	1,670,839
58.	SUGAR FOOT	73/273,084	1,259,466
59.	SURE SAVE	74/086,062	1,660,194
60.	TRAIL GUIDE	75/276,681	2,130,772
61.	TRINKETS	74/066,213	1670840
62.	YOU'RE GONNA LOVE IT IN OUR SHOES!	76/066,163	2,461,717

SOSID: 0133239
 Date Filed: 7/31/2007 1:32:00 PM
 Effective: 8/1/2007
 Elaine F. Marshall
 North Carolina Secretary of State
 C200721200116

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER


Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57C-9A-22(a), 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is THE SHOE SHOW OF ROCKY MOUNT, INC., a corporation organized under the laws of North Carolina.
2. The address of the surviving entity is:

 2201 Trinity Church Rd.
 Concord NC 28027 Cabarrus County
3. For each merging entity:
 - (a) The name of the merged entity is THE SHOE SHOW, INC., a corporation organized under the laws of North Carolina.
 - (b) The name of the merged entity is THE SHOE SHOW OF WILMINGTON, INC., a corporation organized under the laws of North Carolina.
4. The Plan of Merger does not include any amendments to the Articles of Incorporation of the surviving corporation.
5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.
6. These articles will be effective as of 12:01 a.m. on August 1, 2007.

This the 30 day of July, 2007.

THE SHOE SHOW OF ROCKY MOUNT, INC.



Signature

Jack van der Poel, Vice President-Finance
 Type or Print Name and Title

NOTES:

1. Filing fee is \$50 for For-profit entities.
2. Filing fee is \$25 for Non-profit entities.
3. This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

(Revised September 2005)
 CORPORATIONS DIVISION

P. O. BOX 29622

(Form BE-15)
 RALEIGH, NC 27626-0622

CB66516