

O:MIRIAM SHOAP COMPANY:810 DSW DRIVE

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TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Value City of Michigan, Inc.		08/27/2010	CORPORATION:
RECEIVING PARTY DATA			
Name:	DSW Shoe Warehouse, Inc.		
Street Address:	810 DSW Drive		
City:	Columbus		
State/Country:	OHIO		
Postal Code:	43219		
Entity Type:	CORPORATION: MISSOURI		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3548150	COACH AND FOUR	
Registration Number:	3548148	COACH AND FOUR	
Registration Number:	0581571	COACH AND FOUR	
Registration Number:	3397133	MAZZONI	
Registration Number:	3068908	MAZZONI	
CORRESPONDENCE DATA			
Fax Number:	(614)872-1475		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	miriamshoap@dswno.com		
Correspondent Name:	Miriam Shoap		
Address Line 1:	810 DSW Drive		
Address Line 4:	Columbus, OHIO 43219		
NAME OF SUBMITTER:	William L. Jordan		
Signature:	/s/ William L. Jordan		

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Date:	08/30/2010
Total Attachments: 3 source=Trademark Assignment Agreement#page1.tif source=Trademark Assignment Agreement#page2.tif source=Trademark Assignment Agreement#page3.tif	

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) : MIRIAM SHOAP COMPANY : 810 DSW DRIVE

Trademark Assignment Agreement

This Trademark Assignment Agreement (the "Assignment") is made this 11 day of August, 2010 (the "Effective Date") by and between by and between Value City Michigan, Inc., a Michigan corporation (the "Assignor") and DSW Shoe Warehouse, Inc., a Missouri corporation, having a place of business at 810 DSW Drive, Columbus, Ohio 43219 ("Assignee").

WHEREAS Assignor owns certain intellectual property described as the "Marks" more particularly described on Exhibit "A" attached hereto and made a part hereof;

WHEREAS, Assignor wishes to assign the Marks to Assignee;

WHEREAS, Assignee wishes to accept the assignment of the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor does hereby sell, assign, transfer, and convey all right, title, and interest of Assignor in, to, and under the Assignor's Marks to Assignee, free and clear of any security interests, liens, pledges, encumbrances, assignments, or other charges of any nature, and Assignee hereby accepts all right, title, and interest of Assignor in, to, and under the Assignor's Marks.
2. Assignor hereby authorizes and requests the United States Patent and Trademark Office to issue, certify, or assign as appropriate the registrations to Assignee and Assignee's successors, assigns, designees, nominees, and other legal representatives in accordance with the terms of this Assignment.
3. This Assignment shall be binding upon Assignor, Assignee, and each respective successors and assigns and shall inure to the benefit Assignor, Assignee, and respective successors and assigns.
4. This Assignment represents the entire agreement between the parties with respect to the subject matter hereof and replaces and supersedes any and all prior or contemporaneous agreements or understandings, written, oral, or otherwise, with respect to the subject matter hereof.
5. This Assignment shall be governed by, and construed in accordance with, the laws of the United States with respect to trademark issues and in all other respects by the laws of the State of Ohio, without giving effect to the conflict of laws rules thereof.

[Signature Page to follow]

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IN WITNESS THEREOF, Assignor and Assignee have caused this Assignment to be executed by a duly authorized representative to be effective as of the date set forth above.

Assignee:

**DSW Shoe Warehouse, Inc.,
a Missouri corporation**

By:

William Jordan
W. William Jordan
Title: *EVP + General Counsel*

Assignor:

**Value City of Michigan, Inc.,
a Michigan corporation**

By:

W. Edward Clingman, Jr.
W. Edward Clingman, Jr.
Title: Chief Wind Down Officer

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Exhibit "A"

1. COACH AND FOUR, United States Registration No. 3548150, a standard character mark registered in International Class 18 for use in commerce on goods; namely, handbags, wallets, purses, tote bags, luggage, and small leather goods, namely, clutch purses, leather key cases, and credit card cases.
2. COACH AND FOUR, United States Registration No. 3548150, a standard character mark registered in International Class 25 for use in commerce on goods; namely, gloves, hats, dresses, pants, skirts, jackets, coats, shirts, blouses, vests, shorts and sweaters, belts, men's ties, ladies' and misses' shoes, made of leather, suede, canvas, fabric, or compositions and combinations thereof.
3. COACH AND FOUR, United States Registration No. 3548149, a design mark registered in International Class 18 for use in commerce on goods; namely, handbags, wallets, purses, tote bags, luggage, and small leather goods, namely, clutch purses, leather key cases, and credit card cases.
4. COACH AND FOUR, United States Registration No. 0581571, a design mark registered in International Class 25 for use in commerce on goods; namely, ladies' and misses' shoes, made of leather, suede, canvas, fabric, or compositions and combinations thereof.
5. MAZZONI, United States Registration No. 3397133, a standard character mark registered in International Class 25 for use in commerce on goods; namely, dress shirts, knit sport shirts, sweaters, and ties.
6. MAZZONI, United States Registration No. 3069906, a standard character mark registered in International Class 25 for use in commerce on goods; namely, men's suits, sport coats, slacks, top coats, and raincoats.