

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT																	
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL																	
CONVEYING PARTY DATA																		
<table border="1"><thead><tr><th>Name</th><th>Formerly</th><th>Execution Date</th><th>Entity Type</th></tr></thead><tbody><tr><td>Payless Shoesource Worldwide, Inc.</td><td></td><td>11/02/2010</td><td>CORPORATION: KANSAS</td></tr></tbody></table>	Name	Formerly	Execution Date	Entity Type	Payless Shoesource Worldwide, Inc.		11/02/2010	CORPORATION: KANSAS										
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Payless Shoesource Worldwide, Inc.		11/02/2010	CORPORATION: KANSAS															
RECEIVING PARTY DATA																		
Name:	Retail Royalty Company																	
Street Address:	101 Convention Center Drive																	
City:	Las Vegas																	
State/Country:	NEVADA																	
Postal Code:	89109																	
Entity Type:	CORPORATION: NEVADA																	
PROPERTY NUMBERS Total: 4																		
<table border="1"><thead><tr><th>Property Type</th><th>Number</th><th>Word Mark</th></tr></thead><tbody><tr><td>Registration Number:</td><td>1943730</td><td>AMERICAN EAGLE</td></tr><tr><td>Registration Number:</td><td>2994962</td><td>AMERICAN EAGLE</td></tr><tr><td>Registration Number:</td><td>3462217</td><td>AMERICAN EAGLE</td></tr><tr><td>Registration Number:</td><td>3495581</td><td>AMERICAN EAGLE AE</td></tr></tbody></table>	Property Type	Number	Word Mark	Registration Number:	1943730	AMERICAN EAGLE	Registration Number:	2994962	AMERICAN EAGLE	Registration Number:	3462217	AMERICAN EAGLE	Registration Number:	3495581	AMERICAN EAGLE AE			
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Registration Number:	3495581	AMERICAN EAGLE AE																
CORRESPONDENCE DATA																		
Fax Number:	(513)241-6234																	
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																		
Phone:	513-241-2324																	
Email:	tremaklus@whepatent.com																	
Correspondent Name:	Theodore R. Remaklus																	
Address Line 1:	441 Vine Street																	
Address Line 2:	2700 Carew Tower																	
Address Line 4:	Cincinnati, OHIO 45202																	
ATTORNEY DOCKET NUMBER:	RVI-04 / 122																	

900186004

TRADEMARK
REEL: 004493 FRAME: 0706

OP \$115.00 1943730

NAME OF SUBMITTER:	Theodore R. Remaklus
Signature:	/theodore r remaklus/
Date:	03/09/2011
Total Attachments: 3 source=Trademark Assignment'#page1.tif source=Trademark Assignment'#page2.tif source=Trademark Assignment'#page3.tif	

UNITED STATES TRADEMARK ASSIGNMENT

This United States Trademark Assignment is made and entered into as of November 2, 2010 (this "Assignment"), by Payless Shoesource Worldwide, Inc., a Kansas corporation with an address at 700 SW Jackson, Ste. 202, Topeka, Kansas 66603 ("Assignor"), in favor of Retail Royalty Company, a Nevada corporation, with an address at 101 Convention Center Drive, Las Vegas, Nevada 89109 ("Assignee").

WHEREAS, Assignor has agreed to sell, convey, assign and transfer to Assignee all of its right, title and interest in and to certain intellectual property, including, without limitation, the trademarks listed on Schedule 1 attached hereto (the "Trademarks"), and Assignee has agreed to accept such sale, conveyance, assignment and transfer.

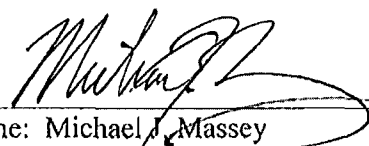
THEREFORE, In consideration of the promises and the mutual representations, warranties, covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns and transfers, and delivers to Assignee any and all rights, title and interest Assignor has in and to each of the Trademarks, including the underlying goodwill symbolized by the Trademarks.

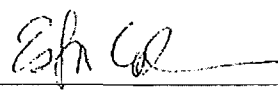
2. Assignor hereby acknowledges and agrees that from and after the date hereof, Assignee shall be the exclusive owner of the Trademarks.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly authorized and executed as of the date hereof.

PAYLESS SHOESOURCE WORLDWIDE,
INC.

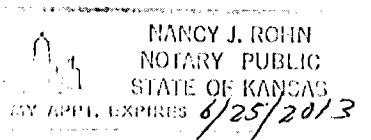
By: 
Name: Michael J. Massey
Title: Senior Vice President

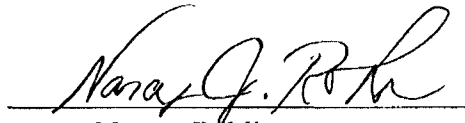
RETAIL ROYALTY COMPANY

By: 
Name: Esta Cohen
Title: Secretary

STATE OF KANSAS,)
) ss:
COUNTY OF SHAWNEE)

On this 2nd day of November, 2010 before me personally came MICHAEL J. MASSEY, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is a representative of Payless ShoeSource Worldwide, Inc.; he signed the instrument in the name of Payless ShoeSource Worldwide, Inc. and he had the authority to sign the instrument on behalf of Payless ShoeSource Worldwide Inc.

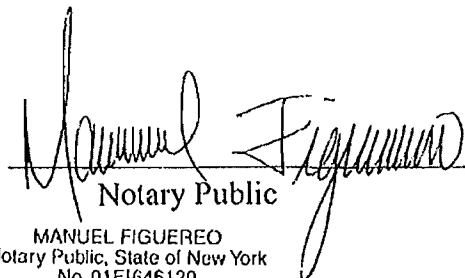




Notary Public

STATE OF NEW YORK,)
) ss:
COUNTY OF NEW YORK)

On this 2nd day of November, 2010 before me personally came ESTA COHEN, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that she is a representative of Retail Royalty Company; she signed the instrument in the name of Retail Royalty Company and she had the authority to sign the instrument on behalf of Retail Royalty Company.



Notary Public
MANUEL FIGUEROA
Notary Public, State of New York
No. 01F1646120
Qualified in New York County
Commission Expires May 15, 2011

SCHEDULE 1

Trademarks

Mark	Class Number	Serial No.	Reg No.
AMERICAN EAGLE	18	78447838	2994962
AMERICAN EAGLE design	18	74568083	1943730
AMERICAN EAGLE & Design	18	77384633	3462217
AMERICAN EAGLE AE & Design	18	77384683	3495581