

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
Bakers Footwear Group, Inc.		06/13/2012	CORPORATION: MISSOURI

RECEIVING PARTY DATA

Name:	Crystal Financial LLC. As Agent
Street Address:	Two International Place
Internal Address:	17 Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	3107432	B
Registration Number:	719778	BAKERS
Registration Number:	3875198	BAKERS
Registration Number:	3876307	BAKERS
Registration Number:	3875200	BAKERS
Registration Number:	3321308	CIELLA
Registration Number:	719777	LEED'S
Registration Number:	1943049	NO PARKING
Registration Number:	430591	QUALI CRAFT
Registration Number:	3876318	RIVERSTONE
Registration Number:	4039478	SHOETERNITY
Registration Number:	4039479	SHOETERNITY.COM
Registration Number:	2273024	STOMP

CH \$415.00 3107432

Registration Number:	986497	THE LEGWORKS
Registration Number:	2745441	TOZ
Registration Number:	2849107	TOZ

CORRESPONDENCE DATA

Fax Number: 3026365454
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-408-3121 x2348
 Email: tnuckolls@cscinfo.com
 Correspondent Name: Corporation Service Co.-J. Paterson
 Address Line 1: 1090 Vermont Avenue, NW
 Address Line 2: Suite 430
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	14875.00059 DN
NAME OF SUBMITTER:	Tim Nuckolls
Signature:	/Tim Nuckolls/
Date:	06/22/2012

Total Attachments: 5
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

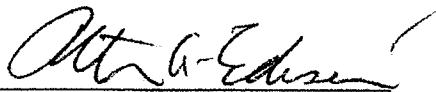
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BAKERS FOOTWEAR GROUP, INC., a Missouri corporation (the "Grantor") with its principal place of business at 2815 Scott Avenue, Suite C, St. Louis, MO 63103, hereby grants to CRYSTAL FINANCIAL LLC, as Agent for its own benefit and the benefit of the other Credit Parties (as defined in the Credit Agreement (as defined in the Security Agreement referred to below)), with offices at Two International Place, 17th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement dated as of June 13, 2012 (as amended, modified, supplemented or restated and in effect from time to time, the "Security Agreement") by and between, among others, the Grantor and the Grantee. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 13 day
of June, 2012.

BAKERS FOOTWEAR GROUP, INC., as Grantor

By: 
Name: Peter A. Edison
Title: Chief Executive Officer and
President

CRYSTAL FINANCIAL LLC,
as Grantee

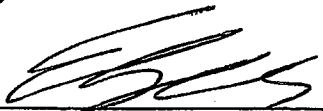
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 13 day
of June, 2012.

BAKERS FOOTWEAR GROUP, INC., as Grantor

By: _____
Name:
Title:

CRYSTAL FINANCIAL LLC,
as Grantee

By: 
Name: Evren Ozargun
Title: Managing Director

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
B & Design	3,107,432	06/20/2006
Bakers	719,778	08/08/1961
Bakers	3,875,198	11/16/2010
Bakers	3,876,307	11/16/2010
Bakers	3,875,200	11/16/2010
Ciella	3,321,308	10/23/2007
Leed's	719,777	08/08/1961
No Parking	1,943,049	12/19/1995
Quali Craft (Stylized)	430,591	06/17/1947
Riverstone	3,876,318	11/16/2010
Shoeternity	4,039,478	10/11/2011
Shoeternity.com	4,039,479	10/11/2011
Stomp	2,273,024	08/24/1999
The LegWorks	986,497	06/18/1974
TOZ	2,745,441	08/05/2003
TOZ	2,849,107	06/01/2004

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