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
Collective Brands, Inc.		10/09/2012	CORPORATION: DELAWARE
Payless ShoeSource Distribution, Inc.		10/09/2012	CORPORATION: KANSAS
Payless ShoeSource, Inc.		10/09/2012	CORPORATION: MISSOURI
WBG PSS HOLDINGS LLC		10/09/2012	LIMITED LIABILITY COMPANY: DELAWARE
Payless Customer Service Solution, LLC		10/09/2012	LIMITED LIABILITY COMPANY: DELAWARE
Collective Licensing, LP		10/09/2012	LIMITED PARTNERSHIP: DELAWARE
Payless Collective GP, LLC		10/09/2012	LIMITED LIABILITY COMPANY: DELAWARE
Collective Brands Franchising Services, LLC		10/09/2012	LIMITED LIABILITY COMPANY: KANSAS
Collective Brands, LLC		10/09/2012	LIMITED LIABILITY COMPANY: KANSAS
Payless International Franchising, LLC		10/09/2012	LIMITED LIABILITY COMPANY: KANSAS
Payless Gold Value WY, Inc.		10/09/2012	CORPORATION: KANSAS
Clinch, LLC		10/09/2012	LIMITED LIABILITY COMPANY: DELAWARE
Collective Brands Finance, Inc.		10/09/2012	CORPORATION: NEVADA
Collective Brands Services, Inc.		10/09/2012	CORPORATION: DELAWARE
Collective Licensing International, LLC		10/09/2012	LIMITED LIABILITY COMPANY: DELAWARE
Dyelights, Inc.		10/09/2012	CORPORATION: DELAWARE
Eastborough, Inc.		10/09/2012	CORPORATION: KANSAS
Payless NYC, Inc.		10/09/2012	CORPORATION: KANSAS
Payless Purchasing Services, Inc.		10/09/2012	CORPORATION: KANSAS
Payless ShoeSource Leasing, LLC		10/09/2012	LIMITED LIABILITY COMPANY: DELAWARE
Payless ShoeSource Merchandising, Inc.		10/09/2012	CORPORATION: KANSAS

CH $4140.00 2538220

Payless ShoeSource Worldwide, Inc.		10/09/2012	CORPORATION: KANSAS
PSS Delaware Company 2, Inc.		10/09/2012	CORPORATION: DELAWARE
PSS Delaware Company 4, Inc.		10/09/2012	CORPORATION: DELAWARE
Shoe Sourcing, Inc.		10/09/2012	CORPORATION: KANSAS
Payless Gold Value, LLC		10/09/2012	LIMITED LIABILITY COMPANY: WYOMING

RECEIVING PARTY DATA

Name:	Morgan Stanley Senior Funding, Inc.
Street Address:	1585 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 165

Property Type	Number	Word Mark
Registration Number:	2538220	A
Registration Number:	2152877	A
Registration Number:	2042013	A
Registration Number:	3577082	A
Registration Number:	2091338	A
Registration Number:	3790244	A AIRWALK UNSIGNED HERO
Registration Number:	1812197	A CLUB
Registration Number:	3325504	AIRWALK
Registration Number:	2109810	AIRWALK
Registration Number:	1511840	AIRWALK
Registration Number:	2314004	AIRWALK
Registration Number:	3902942	AIRWALK
Registration Number:	3577081	AIR WALK
Registration Number:	3902941	AIRWALK
Registration Number:	3902891	AIRWALK DOING YOUR PART
Registration Number:	3902890	AIRWALK DOING YOUR PART
Registration Number:	3078840	BO GO
Registration Number:	4068485	BRASH
Registration Number:	4071773	BRASH

Registration Number:	4071873	BRASH
Registration Number:	3238076	BRASH
Registration Number:	4071774	BRASH
Registration Number:	2599625	BUNDLES
Registration Number:	1183870	CHANCELLORS
Registration Number:	2362874	CITY SNEAKS
Registration Number:	4161500	CLINCH GEAR
Registration Number:	2087912	COASTERS
Registration Number:	1691641	COMFORT PLUS
Registration Number:	3204098	COMPEL
Registration Number:	4116093	COSMIC STAR
Registration Number:	2572443	CROSS TREKKERS
Registration Number:	2619496	
Registration Number:	3902943	A
Registration Number:	3902945	A
Registration Number:	1450940	
Registration Number:	3795166	
Registration Number:	3765573	
Registration Number:	3756261	
Registration Number:	3942330	
Registration Number:	3733145	
Registration Number:	3748098	
Registration Number:	4043502	
Registration Number:	3865217	DESIGNED TO PROTECT YOUR MOST VALUABLE ASSETS - YOUR EMPLOYEES.
Registration Number:	3988875	DURABON
Registration Number:	3988876	DURABON
Registration Number:	2664597	DYELIGHTS
Registration Number:	2667463	EXTREME
Registration Number:	3993459	FIONI
Registration Number:	4001765	FRESH GREEN FASHION
Registration Number:	4069707	FRESH GREEN FASHION
Registration Number:	4105653	FRESH GREEN FASHION
Registration Number:	2600366	GENETIC
Registration Number:	4183628	GIVE YOUR WALK A WORKOUT

Registration Number:	2938154	GOT BOGO ON THE BRAIN?
Registration Number:	4139314	HB
Registration Number:	4116091	HEART ATTACK
Registration Number:	1128335	HIGHLIGHTS
Registration Number:	1412432	HIND
Registration Number:	3144118	HIND
Registration Number:	3002970	HIND
Registration Number:	3177327	HL
Registration Number:	2392314	HUNTER'S BAY
Registration Number:	4105797	I SHOES
Registration Number:	4198703	I SHOES
Registration Number:	4096452	I SHOES
Registration Number:	2646852	I LOVE SHOES
Registration Number:	4096451	I LOVE SHOES
Registration Number:	3600358	INSPIRING FUN FASHION POSSIBILITIES
Registration Number:	4019720	INSPIRING FUN FASHION POSSIBILITIES FOR THE FAMILY
Registration Number:	4019721	INSPIRING POSSIBILITIES
Registration Number:	3188767	L
Registration Number:	2416437	LOWER EAST SIDE
Registration Number:	3273998	M
Registration Number:	3273999	M
Registration Number:	3274000	M
Registration Number:	3278737	M
Registration Number:	3539079	M
Registration Number:	4042474	MÁS AHORROS. MÁS ESTILOS.
Registration Number:	4051889	METAFLEX
Registration Number:	4093929	MINICCI
Registration Number:	2978682	MINICCI
Registration Number:	2880421	MINICCI
Registration Number:	2992430	MINICCI
Registration Number:	2846898	MINICCI
Registration Number:	4165211	MINICCI GIRL
Registration Number:	4165210	MINICCI GIRL
Registration Number:	4165209	MINICCI GIRL
Registration Number:	4172261	MINICCI GIRL

	4180028	MINICCI GIRL
Registration Number:	3965519	MONTEGO BAY CLUB
Registration Number:	2735573	MONTEGO BAY CLUB
Registration Number:	2444712	MONTEGO BAY CLUB
Registration Number:	4190965	NEVER PREDICTABLE.
Registration Number:	4183587	NEVER PREDICTABLE. ALWAYS COMFORTABLE.
Registration Number:	4093931	P
Registration Number:	3336965	P
Registration Number:	3759411	P PAYLESS SHOESOURCE
Registration Number:	3759412	P PAYLESS SHOESOURCE
Registration Number:	3482321	P PAYLESS SHOESOURCE
Registration Number:	3759413	P PAYLESS SHOESOURCE
Registration Number:	3759409	P PAYLESS SHOESOURCE
Registration Number:	3413177	P PAYLESS SHOESOURCE
Registration Number:	3759410	P PAYLESS SHOESOURCE
Registration Number:	3503082	P PAYLESS SHOESOURCE
Registration Number:	3750788	P PAYLESS SHOESOURCE
Registration Number:	3750789	P PAYLESS SHOESOURCE
Registration Number:	3750790	P PAYLESS SHOESOURCE
Registration Number:	3469562	P PAYLESS SHOESOURCE
Registration Number:	3750787	P PAYLESS SHOESOURCE
Registration Number:	3482324	P PAYLESS SHOESOURCE
Registration Number:	1949546	PAYLESS
Registration Number:	3941159	PAYLESS GIVES.
Registration Number:	2283329	PAYLESS KIDS
Registration Number:	1837194	PAYLESS KIDS
Registration Number:	3430968	PAYLESS ON THE RUNWAY
Registration Number:	2126944	PAYLESS SHOE SOURCE
Registration Number:	2126943	PAYLESS SHOE SOURCE
Registration Number:	1958918	PAYLESS SHOESOURCE
Registration Number:	1731803	PAYLESS SHOESOURCE
Registration Number:	1903614	PAYLESS SHOESOURCE
Registration Number:	1155940	PAYLESS SHOESOURCE
Registration Number:	2389340	PAYLESS.COM
Registration Number:	4116092	PETAL CRUSH

	2483736	PLUSHEEZ
Registration Number:	4147372	POWER CHASERS
Registration Number:	754243	PREDICTIONS
Registration Number:	3160542	PRO SPRINTS
Registration Number:	3880614	PROSPRINTS
Registration Number:	3865216	PROTECT YOUR MOST VALUABLE ASSETS - YOUR EMPLOYEES.
Registration Number:	3041312	P-TEK
Registration Number:	3513484	R
Registration Number:	3509528	R RUGGED OUTBACK
Registration Number:	3509527	R RUGGED OUTBACK
Registration Number:	1747820	RUGGED OUTBACK
Registration Number:	4093805	RUGGED OUTBACK
Registration Number:	4105238	SAFE T STEP
Registration Number:	4167992	SAFETSTEP
Registration Number:	2806039	SMART FIT
Registration Number:	3578943	SMART FIT
Registration Number:	3462218	SMART FIT
Registration Number:	2881936	SMART FIT
Registration Number:	1687941	SOFT FLEXIBLE BY HIGHLIGHTS
Registration Number:	3865768	SPOT-BILT
Registration Number:	0954968	SPOT-BILT
Registration Number:	1129304	SPOT-BILT
Registration Number:	0324181	SPOT-BILT
Registration Number:	2663284	STATE STREET
Registration Number:	3368483	TAKING STEPS TO FIGHT BREAST CANCER
Registration Number:	3027047	TEENY TOES
Registration Number:	3204101	TEENY TOES
Registration Number:	3625749	THE FRIENDSHIP SHOE
Registration Number:	3610175	UNFORGETTABLE MOMENTS
Registration Number:	3610174	UNFORGETTABLE MOMENTS
Registration Number:	3928949	UNFORGETTABLE MOMENTS
Registration Number:	1868389	WATER SOCK BY PAYLESS SHOESOURCE
Registration Number:	338768	
Registration Number:	3911554	ZOE & ZAC

Registration Number:	3911553	ZOE & ZAC
Registration Number:	3908547	ZOE & ZAC
Registration Number:	4132329	ZOE & ZAC
Serial Number:	85551736	BRASH
Serial Number:	76703537	BRASH
Serial Number:	85555343	SAFETSTEP
Serial Number:	76705420	SXY BY UNFORGETTABLE MOMENTS
Serial Number:	85686646	P PAYLESS SHOESOURCE

CORRESPONDENCE DATA

Fax Number: 3128622200

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

Phone: 312-862-3865

Email: christine.casey@kirkland.com

Correspondent Name: Kirkland & Ellis LLP

Address Line 1: 300 N. LaSalle Street, 28th Floor

Address Line 2: c/o Christine Casey

Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	38310-486 CAC
NAME OF SUBMITTER:	Christine Casey
Signature:	/Christine Casey/
Date:	10/16/2012

Total Attachments: 19

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GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

October 9, 2012

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the entities listed on Schedule A, each with its principal office as reflected on such Schedule (collectively, the "Grantors"), hereby grant to MORGAN STANLEY SENIOR FUNDING, INC., a national banking association with offices at 1585 Broadway, New York, NY 10036 (the "Grantee"), a continuing security interest in (i) all of the Grantors' right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (except any intent-to-use applications for trademark registrations for which a statement of use has not yet been filed) set forth on Schedule B attached hereto (the "Marks"), (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, (iv) all income, fees, royalties, damages, claims and payments now or hereafter due and/or payable thereunder and with respect thereto including, without limitation, damages and payments for past, present or future infringements thereof, (v) any and all rights corresponding thereto throughout the world, and (vi) any and all rights to sue for past, present or future infringements thereof.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of October 9, 2012 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). 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.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

COLLECTIVE BRANDS, INC., a Delaware corporation

By: _____
Name: Harold J. Herman, II
Title: Secretary

PAYLESS SHOESOURCE DISTRIBUTION, INC., a Kansas corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

PAYLESS SHOESOURCE, INC., a Missouri corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

WBG - PSS HOLDINGS LLC, a Delaware limited liability company

By: _____
Name: Harold J. Herman, II
Title: Secretary

PAYLESS CUSTOMER SERVICE SOLUTION, LLC, a Delaware limited liability company

By: PAYLESS SHOESOURCE, INC.
Its: Managing Member

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS]

COLLECTIVE LICENSING, LP,
a Delaware limited partnership

By: PAYLESS COLLECTIVE GP, LLC,
Its: General Partner

By: PAYLESS SHOESOURCE WORLDWIDE, INC.
Its: Managing Member

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

PAYLESS COLLECTIVE GP, LLC,
a Delaware limited liability company

By: PAYLESS SHOESOURCE WORLDWIDE, INC.
Its: Managing Member

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

COLLECTIVE BRANDS FRANCHISING SERVICES, LLC,
a Kansas limited liability company

By: PAYLESS SHOESOURCE WORLDWIDE, INC.
Its: Managing Member

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

COLLECTIVE BRANDS, LLC,
a Kansas limited liability company

By: PAYLESS SHOESOURCE WORLDWIDE, INC.
Its: Managing Member

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS]

PAYLESS INTERNATIONAL FRANCHISING, LLC,
a Kansas limited liability company

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

PAYLESS GOLD VALUE WY, INC.,
a Wyoming corporation
By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

CLINCH, LLC,
a Delaware limited liability company

By: COLLECTIVE LICENSING INTERNATIONAL, LLC, its Managing Member

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

COLLECTIVE BRANDS FINANCE, INC.,
a Nevada corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

COLLECTIVE BRANDS SERVICES, INC., a
Delaware corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS]

COLLECTIVE LICENSING INTERNATIONAL, LLC, a Delaware limited liability company

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

DYELIGHTS, INC.,
a Delaware corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

EASTBOROUGH, INC.,
a Kansas corporation

By: _____
Name: Darrel J. Pavelka
Title: President

PAYLESS NYC, INC.,
a Kansas corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

PAYLESS PURCHASING SERVICES, INC., a Kansas corporation

By: _____
Name: Douglas J. Treff
Title: President

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS]

COLLECTIVE LICENSING INTERNATIONAL, LLC, a Delaware limited liability company

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

DYELIGHTS, INC.,
a Delaware corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

EASTBOROUGH, INC.,
a Kansas corporation

By: _____
Name: Darrel J. Pavelka
Title: President

PAYLESS NYC, INC.,
a Kansas corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

PAYLESS PURCHASING SERVICES, INC., a Kansas corporation

By: _____
Name: Douglas J. Treff
Title: President

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS]

COLLECTIVE LICENSING INTERNATIONAL, LLC, a Delaware limited liability company

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

DYELIGHTS, INC.,
a Delaware corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

EASTBOROUGH, INC.,
a Kansas corporation

By: _____
Name: Darrel J. Pavelka
Title: President

PAYLESS NYC, INC.,
a Kansas corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

PAYLESS PURCHASING SERVICES, INC., a Kansas corporation

By: _____
Name: Douglas J. Treff
Title: President

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS]

PAYLESS SHOESOURCE LEASING, LLC,
a Delaware limited liability company

By: PAYLESS SHOESOURCE, INC.
Its: Managing Member

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

PAYLESS SHOESOURCE MERCHANDISING, INC., a Kansas corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

PAYLESS SHOESOURCE WORLDWIDE, INC., a Kansas corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Assistant Secretary

PSS DELAWARE COMPANY 2, INC., a Delaware corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

PSS DELAWARE COMPANY 4, INC., a Delaware corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS]

SHOE SOURCING, INC., a Kansas corporation

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

PAYLESS GOLD VALUE, LLC,
a Wyoming limited liability company

By: _____
Name: Harold J. Herman, II
Title: Vice President and Secretary

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS]

SCHEDULE A

Grantor	Address of Principal Office
Payless Gold Value WY, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Payless Gold Value, LLC	3231 SE 6th Avenue, Topeka, KS 66607
Payless Customer Service Solution, LLC	3231 SE 6th Avenue, Topeka, KS 66607
WBG - PSS Holdings LLC	One Embarcadero Center, Suite 3900, San Francisco, CA 94111
Clinch, LLC	800 Englewood Parkway, Suite C-200, Englewood, CO 80110
Collective Brands Finance, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Collective Brands Franchising Services, LLC	3231 SE 6th Avenue, Topeka, KS 66607
Collective Brands, LLC	3231 SE 6th Avenue, Topeka, KS 66607
Collective Brands Services, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Collective Brands, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Collective Licensing International, LLC	800 Englewood Parkway, Suite C-200, Englewood, CO 80110
Collective Licensing, LP	800 Englewood Parkway, Suite C-200, Englewood, CO 80110
Dyelights, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Eastborough, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Payless Collective GP, LLC	3231 SE 6th Avenue, Topeka, KS 66607
Payless International Franchising, LLC	3231 SE 6th Avenue, Topeka, KS 66607
Payless NYC, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Payless Purchasing Services, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Payless ShoeSource Distribution, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Payless ShoeSource Leasing, LLC	3231 SE 6th Avenue, Topeka, KS 66607
Payless ShoeSource Merchandising, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Payless ShoeSource Worldwide, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Payless ShoeSource, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
PSS Delaware Company 2, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
PSS Delaware Company 4, Inc.	3231 SE 6th Avenue, Topeka, KS 66607
Shoe Sourcing, Inc.	3231 SE 6th Avenue, Topeka, KS 66607

SCHEDULE B

U.S. Federal Trademark Applications

Trademark	Application Number	Filing Date	Registrant
BRASH	85551736	2/24/2012	Payless ShoeSource Worldwide, Inc.
BRASH (word)	76703537	6/28/2010	Payless ShoeSource Worldwide, Inc.
SAFETSTEP	85555343	2/28/2012	Payless ShoeSource Worldwide, Inc.
SXY BY UNFORGETTABLE MOMENTS	76705420	11/15/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE	85686646	7/25/2012	Payless ShoeSource Worldwide, Inc.

U.S. Federal Trademark Registrations

Trademark	Registration Number	Registration Date	Registrant
A & Design (Peak A)	2538220	2/12/2002	Collective Licensing International, LLC
A & Design (Peak A)	2152877	4/21/1998	Collective Licensing International, LLC
A & Design (Peak A)	2042013	3/4/1997	Collective Licensing International, LLC
A & Design (Peak A)	3577082	2/17/2009	Collective Licensing International, LLC
A & Design (Script A Reverse)	2091338	8/26/1997	Collective Licensing International, LLC
A AIRWALK UNSIGNED HERO & Design	3790244	5/18/2010	Collective Licensing International, LLC
A CLUB	1812197	12/21/1993	Payless ShoeSource Worldwide, Inc.
AIRWALK	3325504	10/30/2007	Collective Licensing International, LLC
AIRWALK	2109810	10/28/1997	Collective Licensing International, LLC
AIRWALK	1511840	11/8/1988	Collective Licensing International, LLC
AIRWALK	2314004	2/1/2000	Collective Licensing International, LLC
AIRWALK (28)	3902942	1/11/2011	Collective Licensing International, LLC

Trademark	Registration Number	Registration Date	Registrant
AIRWALK (9 12 18)	3577081	2/17/2009	Collective Licensing International, LLC
AIRWALK (9)	3902941	1/11/2011	Collective Licensing International, LLC
AIRWALK DOING YOUR PART (Design) (36)	3902891	1/11/2011	Collective Licensing International, LLC
AIRWALK DOING YOUR PART (Design) (41)	3902890	1/11/2011	Collective Licensing International, LLC
BO GO button design	3078840	4/11/2006	Payless ShoeSource Worldwide, Inc.
BRASH (14)	4068485	12/6/2011	Payless ShoeSource Worldwide, Inc.
BRASH (18)	4071773	12/13/2011	Payless ShoeSource Worldwide, Inc.
BRASH (25)	4071873	12/13/2011	Payless ShoeSource Worldwide, Inc.
BRASH (25)	3238076	5/1/2007	Payless ShoeSource Worldwide, Inc.
BRASH (26)	4071774	12/13/2011	Payless ShoeSource Worldwide, Inc.
BUNDLES (25)	2599625	7/23/2002	Payless ShoeSource Worldwide, Inc.
CHANCELLORS	1183870	12/29/1981	Payless ShoeSource Worldwide, Inc.
CITY SNEAKS	2362874	6/27/2000	Payless ShoeSource Worldwide, Inc.
CLINCH GEAR (16 25 26)	4161500	6/19/2012	Clinch, LLC
COASTERS	2087912	8/12/1997	Payless ShoeSource Worldwide, Inc.
COMFORT PLUS	1691641	6/9/1992	Payless ShoeSource Worldwide Inc.
COMPEL	3204098	1/30/2007	Payless ShoeSource Worldwide, Inc.
COSMIC STAR (3)	4116093	3/20/2012	Payless ShoeSource Worldwide, Inc.
CROSS TREKKERS	2572443	5/28/2002	Payless ShoeSource Worldwide, Inc.
Design (Dot A) (25)	2619496	9/17/2002	Collective Licensing International, LLC
Design (Peak A) (18)	3902943	1/11/2011	Collective Licensing International, LLC
Design (Peak A) (28)	3902945	1/11/2011	Collective Licensing International, LLC

Trademark	Registration Number	Registration Date	Registrant
Design (Running Man) (25)	1450940	8/4/1987	Collective Licensing International, LLC
DESIGN ONLY ("Mind" Outsole) (25)	3795166	5/25/2010	Payless ShoeSource Worldwide, Inc.
DESIGN ONLY ("Safe Harbor" #1) (25) Side Design	3765573	3/23/2010	Payless ShoeSource Worldwide, Inc.
DESIGN ONLY ("Safe Harbor" #2) (25) Side Design	3756261	3/2/2010	Payless ShoeSource Worldwide, Inc.
DESIGN ONLY ("Safe Harbor" #6) (25) Side Design	3942330	4/5/2011	Payless ShoeSource Worldwide, Inc.
DESIGN ONLY ("Spider" Outsole) (25)	3733145	1/5/2010	Payless ShoeSource Worldwide, Inc.
DESIGN ONLY (Shoe Curved Band Side Design)	3748098	2/16/2010	Payless ShoeSource Worldwide, Inc.
DESIGN ONLY (Trade dress for Shine Sponge) (Supplemental Register)	4043502	10/18/2011	Payless ShoeSource Worldwide, Inc.
DESIGNED TO PROTECT YOUR MOST VALUABLE ASSETS - YOUR EMPLOYEES. (35)	3865217	10/19/2010	Payless ShoeSource Worldwide, Inc.
DURABON (25)	3988875	7/5/2011	Payless ShoeSource Worldwide, Inc.
DURABON Design (25)	3988876	7/5/2011	Payless ShoeSource Worldwide, Inc.
DYELIGHTS (25)	2664597	12/17/2002	Payless ShoeSource Worldwide, Inc.
EXTREME (25)	2667463	12/31/2002	Collective Licensing International, LLC
FIONI (25)	3993459	7/12/2011	Payless ShoeSource Worldwide, Inc.
FRESH GREEN FASHION (18)	4001765	7/26/2011	Payless ShoeSource Worldwide, Inc.
FRESH GREEN FASHION (25)	4069707	12/13/2011	Payless ShoeSource Worldwide, Inc.
FRESH GREEN FASHION (35)	4105653	2/28/2012	Payless ShoeSource Worldwide, Inc.
GENETIC (25)	2600366	7/30/2002	Collective Licensing International, LLC
GIVE YOUR WALK A	4183628	7/31/2012	Payless ShoeSource

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WORKOUT (25)			Worldwide, Inc.
GOT BOGO ON THE BRAIN?	2938154	4/5/2005	Payless ShoeSource Worldwide, Inc.
HB & Design (25)	4139314	5/8/2012	Payless ShoeSource Worldwide, Inc.
HEART ATTACK (3)	4116091	3/20/2012	Payless ShoeSource Worldwide, Inc.
HIGHLIGHTS	1128335	12/25/1979	Payless ShoeSource Worldwide, Inc.
HIND & Design (25)	1412432	10/7/1986	Collective Licensing International, LLC
HIND (25)	3144118	9/19/2006	Collective Licensing International, LLC
HIND (Stylized) (25)	3002970	9/27/2005	Collective Licensing International, LLC
HL stylized	3177327	11/28/2006	Payless ShoeSource Worldwide, Inc.
HUNTER'S BAY (25)	2392314	10/3/2000	Payless ShoeSource Worldwide, Inc.
I (Heart) SHOES (one line) (9)	4105797	2/28/2012	Payless ShoeSource Worldwide, Inc.
I (Heart) SHOES Logo (35)	4198703	8/28/2012	Payless ShoeSource Worldwide, Inc.
I (Heart) SHOES Logo (9)	4096452	2/7/2012	Payless ShoeSource Worldwide, Inc.
I LOVE SHOES (35)	2646852	11/5/2002	Payless ShoeSource Worldwide, Inc.
I LOVE SHOES (Word) (9)	4096451	2/7/2012	Payless ShoeSource Worldwide, Inc.
INSPIRING FUN FASHION POSSIBILITIES (35)	3600358	3/31/2009	Payless ShoeSource Worldwide, Inc.
INSPIRING FUN FASHION POSSIBILITIES FOR THE FAMILY (35)	4019720	8/30/2011	Payless ShoeSource Worldwide, Inc.
INSPIRING POSSIBILITIES (35)	4019721	8/30/2011	Payless ShoeSource Worldwide, Inc.
L stylized (leather logo)	3188767	12/26/2006	Payless ShoeSource Worldwide, Inc.
LOWER EAST SIDE (25)	2416437	12/26 /2000	Payless ShoeSource Worldwide, Inc.
M Design (14)	3273998	8/7/2007	Payless ShoeSource Worldwide, Inc.

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M Design (18)	3273999	8/7/2007	Payless ShoeSource Worldwide, Inc.
M Design (25)	3274000	8/7/2007	Payless ShoeSource Worldwide, Inc.
M design (9)	3278737	8/14/2007	Payless ShoeSource Worldwide, Inc.
M Pattern - Small (18)	3539079	11/25/2008	Payless ShoeSource Worldwide, Inc.
MÁS AHORROS. MÁS ESTILOS. (35)	4042474	10/18/2011	Payless ShoeSource Worldwide, Inc.
METAFLEX (25)	4051889	11/08/2011	Payless ShoeSource Worldwide, Inc.
MINICCI (14)	4093929	1/31/2012	Payless ShoeSource Worldwide, Inc.
MINICCI (14)	2978682	7/26/2005	Payless ShoeSource Worldwide, Inc.
MINICCI (18)	2880421	8/31/2004	Payless ShoeSource Worldwide, Inc.
MINICCI (25)	2992430	9/6/2005	Payless ShoeSource Worldwide, Inc.
MINICCI (9)	2846898	5/25/2004	Payless ShoeSource Worldwide, Inc.
MINICCI GIRL (14)	4165211	6/26/2012	Payless ShoeSource Worldwide, Inc.
MINICCI GIRL (18)	4165210	6/26/2012	Payless ShoeSource Worldwide, Inc.
MINICCI GIRL (25)	4165209	6/26/2012	Payless ShoeSource Worldwide, Inc.
MINICCI GIRL (26)	4172261	7/10/2012	Payless ShoeSource Worldwide, Inc.
MINICCI GIRL (9)	4180028	7/24/2012	Payless ShoeSource Worldwide, Inc.
MONTEGO BAY CLUB & Palm Tree Design (25)	3965519	5/24/2011	Payless ShoeSource Worldwide, Inc.
MONTEGO BAY CLUB (18)	2735573	7/8/2003	Payless ShoeSource Worldwide, Inc.
MONTEGO BAY CLUB (25)	2444712	4/17/2001	Payless ShoeSource Worldwide, Inc.
NEVER PREDICTABLE. (25)	4190965	8/14/2012	Payless ShoeSource Worldwide, Inc.
NEVER PREDICTABLE. ALWAYS COMFORTABLE. (25)	4183587	7/31/2012	Payless ShoeSource Worldwide, Inc.

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P DESIGN (35)	4093931	1/31/2012	Payless ShoeSource Worldwide, Inc.
P color design (35)	3336965	11/13/2007	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (b/w one line) (14)	3759411	3/9/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (b/w one line) (18)	3759412	3/9/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (b/w one line) (25)	3482321	8/5/2008	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (b/w one line) (26)	3759413	3/9/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (b/w one line) (3)	3759409	3/9/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (b/w one line) (35)	3413177	4/15/2008	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (b/w one line) (9)	3759410	3/9/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (b/w stacked) (35)	3503082	9/16/2008	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (color one line) (14)	3750788	2/16/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (color one line) (18)	3750789	2/16/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (color one line) (25)	3750790	2/16/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (color one line) (35)	3469562	7/15/2008	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (color one line) (9)	3750787	2/16/2010	Payless ShoeSource Worldwide, Inc.
P PAYLESS	3482324	8/5/2008	Payless ShoeSource

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SHOESOURCE & Design (color stacked) (35)			Worldwide, Inc.
PAYLESS (42)	1949546	1/16/1996	Payless ShoeSource Worldwide, Inc.
PAYLESS GIVES (35 45)	3941159	4/5/2011	Payless ShoeSource Worldwide, Inc.
PAYLESS KIDS (35)	2283329	10/5/1999	Payless ShoeSource Worldwide, Inc.
PAYLESS KIDS colors design (42	1837194	5/17/1994	Payless ShoeSource Worldwide, Inc.
PAYLESS ON THE RUNWAY (35)	3430968	5/20/2008	Payless ShoeSource Worldwide, Inc.
PAYLESS SHOE SOURCE & Design (old) (stacked blk on wht) (25)	2126944	1/6/1998	Payless ShoeSource Worldwide, Inc.
PAYLESS SHOE SOURCE & Design (old) (stacked blk on wht) (35)	2126943	1/6/1998	Payless ShoeSource Worldwide, Inc.
PAYLESS SHOESOURCE & Design (old) (orange & yellow on blk bkgrd-one line) (42)	1958918	2/27/1996	Payless ShoeSource Worldwide, Inc.
PAYLESS SHOESOURCE & Design (old) (yellow/orange-one line) (42)	1731803	11/10/1992	Payless ShoeSource Worldwide, Inc.
PAYLESS SHOESOURCE (word) (25)	1903614	7/4/1995	Payless ShoeSource Worldwide, Inc.
PAYLESS SHOESOURCE (word) (42)	1155940	5/26/1981	Payless ShoeSource Worldwide, Inc.
PAYLESS.COM (35)	2389340	9/26/2000	Payless ShoeSource Worldwide, Inc.
PETAL CRUSH (3)	4116092	3/20/2012	Payless ShoeSource Worldwide, Inc.
PLUSHEEZ	2483736	8/28/2001	Payless ShoeSource Worldwide, Inc.
POWER CHASERS	4147372	5/22/2012	Payless ShoeSource Worldwide, Inc.
PREDICTIONS	754243	8/6/1963	Payless ShoeSource Worldwide, Inc.
PRO SPRINTS	3160542	10/17/2006	Payless ShoeSource Worldwide, Inc.
PROSPRINTS (and design)	3880614	11/23/2010	Payless ShoeSource

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(25)			Worldwide, Inc.
PROTECT YOUR MOST VALUABLE ASSETS - YOUR EMPLOYEES (35)	3865216	10/19/2010	Payless ShoeSource Worldwide, Inc.
P-TEK (18)	3041312	1/10/2006	Payless ShoeSource Worldwide, Inc.
R (Design Only) - (25)	3513484	10/7/2008	Payless ShoeSource Worldwide, Inc.
R RUGGED OUTBACK & Design (One-Line) (25)	3509528	9/30/2008	Payless ShoeSource Worldwide, Inc.
R RUGGED OUTBACK & Design (Stacked) (25)	3509527	9/30/2008	Payless ShoeSource Worldwide, Inc.
RUGGED OUTBACK	1747820	1/19/1993	Payless ShoeSource Worldwide, Inc.
RUGGED OUTBACK (25)	4093805	1/31/2012	Payless ShoeSource Worldwide, Inc.
SAFE T STEP (25)	4105238	2/28/2012	Payless ShoeSource Worldwide, Inc.
SAFETSTEP	4167992	7/3/2012	Payless ShoeSource Worldwide, Inc.
SMART FIT	2806039	1/20/2004	Payless ShoeSource Worldwide, Inc.
SMART FIT & Design (one line-bw) (25) (Footwear)	3578943	2/24/2009	Payless ShoeSource Worldwide, Inc.
SMART FIT (25) (Footwear)	3462218	7/8/2008	Payless ShoeSource Worldwide, Inc.
SMART FIT and design (one line)	2881936	9/7/2004	Payless ShoeSource Worldwide, Inc.
SOFT FLEXIBLE BY HIGHLIGHTS	1687941	5/19/1992	Payless ShoeSource Worldwide, Inc.
SPOT-BILT & Design (25)	3865768	10/19/2010	Collective Licensing International, LLC
SPOT-BILT (25)	954968	3/13/1973	Collective Licensing International, LLC
SPOT-BILT (25)	1129304	1/15/1980	Collective Licensing International, LLC
SPOT-BILT (Design plus characters) (25)	324181	5/14/1935	Collective Licensing International, LLC
STATE STREET (25)	2663284	12/17/2002	Payless ShoeSource Worldwide, Inc.
TAKING STEPS TO FIGHT BREAST CANCER	3368483	1/15/2008	Payless ShoeSource Worldwide, Inc.

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TEENY TOES (35)	3027047	12/13/2005	Payless ShoeSource Worldwide, Inc.
TEENY TOES b/w design	3204101	1/30/2007	Payless ShoeSource Worldwide, Inc.
THE FRIENDSHIP SHOE (25 36)	3625749	5/26/2009	Payless ShoeSource Worldwide, Inc.
UNFORGETTABLE MOMENTS (18)	3610175	4/21/2009	Payless ShoeSource Worldwide, Inc.
UNFORGETTABLE MOMENTS (25)	3610174	4/21/2009	Payless ShoeSource Worldwide, Inc.
UNFORGETTABLE MOMENTS (3)	3928949	3/8/2011	Payless ShoeSource Worldwide, Inc.
WATER SOCK BY PAYLESS SHOESOURCE (25)	1868389	12/20/1994	Payless ShoeSource Worldwide, Inc.
White Spot or Disk on Upper Portion of Shoe (25) (Design mark)	338768	9/15/1936	Collective Licensing International, LLC
ZOE & ZAC (18)	3911554	1/25/2011	Payless ShoeSource Worldwide, Inc.
ZOE & ZAC (25)	3911553	1/25/2011	Payless ShoeSource Worldwide, Inc.
ZOE & ZAC (25)	3908547	1/18/2011	Payless ShoeSource Worldwide, Inc.
ZOE & ZAC (3)	4132329	4/24/2012	Payless ShoeSource Worldwide, Inc.