

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Genesco Brands, Inc.		01/31/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Genesco Brands, LLC
Street Address:	300 DELAWARE AVENUE
Internal Address:	9TH FLOOR, DE 5403
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 50

Property Type	Number	Word Mark
Registration Number:	1533199	ARISTOCRAFT
Registration Number:	2721054	
Registration Number:	1490241	CROWN ARISTOCRAFT
Registration Number:	1843711	DOMANI
Registration Number:	2015884	FIC FIRST IN COMFORT
Registration Number:	4222464	FIND-A-SHINE
Registration Number:	2013975	FIRST IN COMFORT
Registration Number:	2054259	
Registration Number:	3232063	
Registration Number:	2073349	HERITAGE
Registration Number:	1721290	J&M
Registration Number:	1734916	J & M
Registration Number:	1294579	J&M

OP \$1265.00 1533199

Registration Number:	0124004	J & M
Serial Number:	85525767	J&M EST. 1850
Registration Number:	1770171	J. MURPHY
Registration Number:	1945341	JARMAN
Registration Number:	4384343	JARMAN
Registration Number:	3811578	J M
Registration Number:	1734265	JOHNSTON & MURPHY
Registration Number:	1291249	JOHNSTON & MURPHY
Registration Number:	4088246	JOHNSTON & MURPHY DIVIDENDS COLLECTION
Registration Number:	0604265	JOHNSTON & MURPHY J&M
Registration Number:	1490309	JOHNSTON & MURPHY SIGNATURE
Registration Number:	1304509	JOHNSTON & MURPHY WEATHER GUARD
Registration Number:	1458854	JOURNEYS
Registration Number:	1475093	JOURNEYS
Registration Number:	3099876	JOURNEYS
Registration Number:	1558147	JOURNEYS AN ATTITUDE YOU CAN WEAR
Registration Number:	2952068	JOURNEYS KIDZ
Registration Number:	2957414	JOURNEYS KIDZ
Registration Number:	2620681	JOURNEYS ZAP CARD
Registration Number:	2501052	JOURNEYS ZAPCARD
Registration Number:	1310170	MIDTOWN BEACH COMPANY
Registration Number:	3550949	NADARA
Registration Number:	1493242	OPTIMA
Registration Number:	3819149	QUICK RETRIEVE
Registration Number:	1395863	QUOTES
Registration Number:	3429356	SHI
Registration Number:	3771988	SHI
Registration Number:	3406723	SHI BY JOURNEYS
Registration Number:	1494319	SKI-MOC
Registration Number:	3455300	SWEET 554
Registration Number:	1674307	TRAMPOLINE
Serial Number:	85522805	UNDERGROUND BY JOURNEYS
Registration Number:	2305150	UNDERGROUND STATION
Registration Number:	2309825	UNDERGROUND STATION
Registration Number:	4202953	

	4065941	XC4
Registration Number:	4079093	XC4

**CORRESPONDENCE DATA**

Fax Number: 4045413372  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 404-815-6500  
Email: brook@kilpatricktownsend.com,  
tmadmin@kilpatricktownsend.com  
Correspondent Name: William H. Brewster  
Address Line 1: 1100 Peachtree Street, Suite 2800  
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	G2120/049438
NAME OF SUBMITTER:	Beth Rook
Signature:	/Beth Rook/
Date:	12/13/2013

**Total Attachments: 4**  
source=Genesco - Conversion from Inc. to LLC#page1.tif  
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source=Genesco - Conversion from Inc. to LLC#page3.tif  
source=Genesco - Conversion from Inc. to LLC#page4.tif

# Delaware

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*The First State*

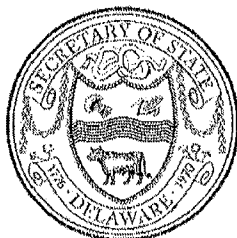
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GENESCO BRANDS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GENESCO BRANDS, INC." TO "GENESCO BRANDS, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2013, AT 4:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF FEBRUARY, A.D. 2013, AT 11:59 O'CLOCK P.M.

3236349 8100V

130116770

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0187341

DATE: 02-01-13

TRADEMARK  
REEL: 005173 FRAME: 0240

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
3. The date the Corporation first formed is May 30, 2000.
4. The name of the Corporation immediately prior to filing this Certificate of Conversion is GENESCO BRANDS, INC.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is GENESCO BRANDS, LLC.
6. This Certificate of Conversion shall be effective at 11:59pm on February 2, 2013.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Corporation has executed this Certificate of Conversion as of the 31st day of January, 2013.

GENESCO BRANDS, INC.



Name: Roger G. Sisson

Title: Vice President

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "GENESCO BRANDS, LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2013, AT 4:50 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE SECOND DAY OF FEBRUARY, A.D. 2013, AT 11:59 O'CLOCK P.M.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0187341

DATE: 02-01-13

TRADEMARK  
REEL: 005173 FRAME: 0242

STATE OF DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE OF FORMATION

OF

GENESCO BRANDS, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is Genesco Brands, LLC.
2. The name and street and mailing address of the initial registered office and the registered agent for service of process of the limited liability company in the State of Delaware are as follows: Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, New Castle County, Delaware 19808.
3. This Certificate shall be effective at 11:59pm on February 2, 2013.

The undersigned has executed this Certificate of Formation this 31st day of January, 2013.

/s/ Rishab Jaju

Rishab Jaju, Authorized Person