

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM333567

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/31/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brown Group Retail, Inc.		01/31/2015	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	BG Retail Inc.
Street Address:	8300 Maryland Avenue
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63105
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	86348315	F REWARDS
Serial Number:	85541760	BACK FRIDAY
Registration Number:	4578649	STYLEZINE
Registration Number:	4578648	THE FAMOUS STYLEZINE
Registration Number:	4389352	VICTORY IS YOURS
Registration Number:	4455865	LA VICTORIA ES TUYA
Registration Number:	4323077	FAMOUS
Registration Number:	4468135	FAMOUS FOOTWEAR
Registration Number:	4468134	FAMOUS FOOTWEAR
Registration Number:	3607461	MAKE TODAY FAMOUS
Registration Number:	1584042	SUPERMARKET OF SHOES

CORRESPONDENCE DATA

Fax Number: 3148544098

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

Phone: 314-854-4000

Email: cgordon@brownshoe.com

Correspondent Name: Deborah L. Norman

TRADEMARK

Address Line 1: 8300 Maryland Avenue
Address Line 4: St. Louis, MISSOURI 63105

NAME OF SUBMITTER: Deborah L. Norman

SIGNATURE: /deborah l. norman/

DATE SIGNED: 02/27/2015

Total Attachments: 3

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GLOBAL TRADEMARK ASSIGNMENT

Brown Group Retail, Inc. (the "Assignor"), is the owner of the trademarks listed on Exhibit A, including, without limitation, the trademark applications and registrations and all goodwill associated therewith (collectively referred to as "Trademarks").

BG Retail, Inc., a Delaware corporation (the Assignee"), desires to acquire from Assignor the Trademarks and all goodwill associated therewith.

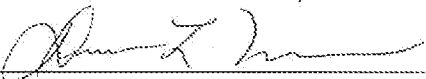
NOW, THEREFORE, as of January 31, 2015 ("Effective Date"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby sells, transfers, conveys, and assigns to the Assignee all right, title, and interest in and to the Trademarks, including the right to sue for past infringement thereof, and the goodwill associated therewith.

Assignor agrees to execute all documents and assist in all proceedings (at the sole cost and expense of the Assignee) to the extent necessary to perfect, register, or record the rights of the Assignee to the Trademarks as Assignee may reasonably deem appropriate.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed in its corporate name by its duly authorized officer this 31st day of January, 2015.

ASSIGNOR:

BROWN GROUP RETAIL, INC.

By: 

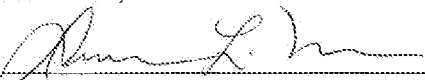
Title: Associate General Counsel ~ Assistant Secretary

Date: 1/31/15

ACKNOWLEDGED AND ACCEPTED:

ASSIGNEE:

BG RETAIL, INC.

By: 

Title: Associate General Counsel ~ Assistant Secretary

Date: 1/31/15

CONTINUED

COUNTRY	MARK	SERIAL NUMBER	REGISTRATION NUMBER
Bahrain	FAMOUS FOOTWEAR & DESIGN	45001	45001
Bolivia	FAMOUS FOOTWEAR (STYLIZED)	61347C	66881-A
Canada	FACTORY BRAND SHOES	1041723	TMA631,201
Canada	FAMOUS FOOTWEAR	1195513	TMA633,563
Canada	FAMOUS FOOTWEAR	1525016	TMA858,962
Canada	FAMOUS FOOTWEAR & DESIGN	1525027	TMA858,844
Canada	F FAMOUS	1568456	
Canada	VICTORY IS YOURS	1568487	TMA891,288
Canada	BACK FRIDAY	1568488	
Canada	LA VICTORIS ES TUYA	1577938	
Canada	FAMOUS FOOTWEAR OUTLET	1580264	
China	FAMOUS FOOTWEAR & DESIGN	6522455	
China	FAMOUS FOOTWEAR & DESIGN	6522454	
China	UTONE	8183996	8183996
China	U TONE	8183995	8383995
Colombia	FAMOUS FOOTWEAR & DESIGN	94043260	173494
Ecuador	FAMOUS FOOTWEAR (STYLIZED)		130/96
Egypt	FAMOUS FOOTWEAR & DESIGN	188294	188294
Guam	FAMOUS FOOTWEAR & DESIGN (LINEAR)	SM-800-148-188	SM-800-148-188
Indonesia	FAMOUS FOOTWEAR (STYLIZED)	D002003.27707.27979	IDM000034562
Japan	FAMOUS FOOTWEAR DESIGN & KATAKANA	2002-90102	4695109
Jordan	FAMOUS FOOTWEAR & DESIGN	89466	89466
Kuwait	FAMOUS FOOTWEAR & DESIGN	71739	60878
Lebanon	FAMOUS FOOTWEAR & DESIGN	108142	108142
Mexico	FAMOUS FOOTWEAR	1387570	1402178

COUNTRY	MARKING	CLASS NUMBER	REGISTRATION NUMBER
Oman	FAMOUS FOOTWEAR & DESIGN	36503	36503
Paraguay	FAMOUS FOOTWEAR (STYLIZED)	18030	183195
Puerto Rico	FAMOUS FOOTWEAR & DESIGN	81549	
Qatar	FAMOUS FOOTWEAR & DESIGN	35738	35738
Russia	FAMOUS FOOTWEAR & DESIGN	2008703310	389072
Saudi Arabia	FAMOUS FOOTWEAR & DESIGN	99165	889/60
United Arab Emirates	FAMOUS FOOTWEAR & DESIGN	70339	58509
United States	F REWARDS	86/348,315	
United States	BACK FRIDAY	85/541,760	
United States	STYLEZINE	85/958,057	4,578,649
United States	THE FAMOUS STYLEZINE	85/958,050	4,578,648
United States	VICTORY IS YOURS	85/663,154	4,389,352
United States	LA VICTORIA ES TUYA	85/625,881	4,455,865
United States	FAMOUS	85/564,296	4,323,077
United States	FAMOUS FOOTWEAR	77/684,067	4,468,135
United States	FAMOUS FOOTWEAR	77/684,032	4,468,134
United States	MAKE TODAY FAMOUS	77/501,906	3,607,461
United States	SUPERMARKET OF SHOES	73/507,736	1,584,042
Venezuela	FAMOUS FOOTWEAR (STYLIZED)	1994-015164	5003769