TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM439557

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the trademark registration no. 4245564 and the supporting Grant of Security Interest in Trademarks document previously recorded on Reel 006127 Frame 0297. Assignor(s) hereby confirms the Security Interest.
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PAYLESS INC.		08/10/2017	Corporation: DELAWARE
PAYLESS FINANCE, INC.		08/10/2017	Corporation: NEVADA
PAYLESS SHOESOURCE DISTRIBUTION, INC.		08/10/2017	Corporation: KANSAS
PAYLESS SHOESOURCE, INC.		08/10/2017	Corporation: MISSOURI
WBG - PSS HOLDINGS LLC		08/10/2017	Limited Liability Company: DELAWARE
CLINCH, LLC		08/10/2017	Limited Liability Company: DELAWARE
COLLECTIVE BRANDS SERVICES, INC.		08/10/2017	Corporation: DELAWARE
COLLECTIVE LICENSING INTERNATIONAL, LLC		08/10/2017	Limited Liability Company: DELAWARE
COLLECTIVE LICENSING, LP		08/10/2017	Limited Partnership: DELAWARE
PAYLESS COLLECTIVE GP, LLC		08/10/2017	Limited Liability Company: DELAWARE
PSS DELAWARE COMPANY 4, INC.		08/10/2017	Corporation: DELAWARE
COLLECTIVE BRANDS FRANCHISING SERVICES, LLC		08/10/2017	Limited Liability Company: KANSAS
EASTBOROUGH, INC.		08/10/2017	Corporation: KANSAS
PAYLESS INTERNATIONAL FRANCHISING, LLC		08/10/2017	Limited Liability Company: KANSAS
PAYLESS NYC, INC.		08/10/2017	Corporation: KANSAS
PAYLESS PURCHASING SERVICES, INC.		08/10/2017	Corporation: KANSAS
PAYLESS SHOESOURCE MERCHANDISING, INC.		08/10/2017	Corporation: KANSAS
PAYLESS SHOESOURCE WORLDWIDE, INC.		08/10/2017	Corporation: KANSAS

OP $40.00 4254464

Name	Formerly	Execution Date	Entity Type
SHOE SOURCING, INC.		08/10/2017	Corporation: KANSAS
PAYLESS GOLD VALUE CO, INC.		08/10/2017	Corporation: COLORADO
PAYLESS SHOESOURCE OF PUERTO RICO, INC.		08/10/2017	Puerto Rico corporation:
PSS CANADA, INC.		08/10/2017	Corporation: KANSAS
PAYLESS SHOESOURCE CANADA INC.		08/10/2017	Federal Corporation: CANADA
PAYLESS SHOESOURCE CANADA GP INC.		08/10/2017	Federal Corporation: CANADA
PAYLESS SHOESOURCE CANADA LP		08/10/2017	Limited Partnership: ONTARIO

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	One Boston Place
Internal Address:	18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	4254464	BRASH

CORRESPONDENCE DATA

Fax Number: 6172484000

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.

Email: tmadmin@choate.com

Correspondent Name: Daniel L. Scales

Address Line 1: Two International Place

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Daniel L. Scales
SIGNATURE:	/daniel l. scales/
DATE SIGNED:	08/16/2017

Total Attachments: 33

source=Confirmation filing receipt#page1.tif

source=Confirmation filing receipt#page2.tif

source=Confirmation filing receipt#page3.tif

source=Confirmation filing receipt#page4.tif
source=Confirmation filing receipt#page5.tif
source=Confirmation filing receipt#page6.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page1.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page2.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page3.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page4.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page5.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page6.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page7.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page8.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page9.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page10.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page11.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page12.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page13.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page14.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page15.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page16.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page17.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page18.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page19.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page20.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page21.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page22.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page23.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page24.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page25.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page26.tif
source=Payless (Exit Facility) - Grant of Security Interest in Trademarks (Executed)#page27.tif

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PAYLESS INC.		08/10/2017	Corporation: DELAWARE
PAYLESS FINANCE, INC.		08/10/2017	Corporation: NEVADA
PAYLESS SHOESOURCE DISTRIBUTION, INC.		08/10/2017	Corporation: KANSAS
PAYLESS SHOESOURCE, INC.		08/10/2017	Corporation: MISSOURI
WBG - PSS HOLDINGS LLC		08/10/2017	Limited Liability Company: DELAWARE
CLINCH, LLC		08/10/2017	Limited Liability Company: DELAWARE
COLLECTIVE BRANDS SERVICES, INC.		08/10/2017	Corporation: DELAWARE
COLLECTIVE LICENSING INTERNATIONAL, LLC		08/10/2017	Limited Liability Company: DELAWARE
COLLECTIVE LICENSING, LP		08/10/2017	Limited Partnership: DELAWARE
PAYLESS COLLECTIVE GP, LLC		08/10/2017	Limited Liability Company: DELAWARE
PSS DELAWARE COMPANY 4, INC.		08/10/2017	Corporation: DELAWARE
COLLECTIVE BRANDS FRANCHISING SERVICES, LLC		08/10/2017	Limited Liability Company: KANSAS
EASTBOROUGH, INC.		08/10/2017	Corporation: KANSAS
PAYLESS INTERNATIONAL FRANCHISING, LLC		08/10/2017	Limited Liability Company: KANSAS
PAYLESS NYC, INC.		08/10/2017	Corporation: KANSAS
PAYLESS PURCHASING SERVICES, INC.		08/10/2017	Corporation: KANSAS
PAYLESS SHOESOURCE MERCHANDISING, INC.		08/10/2017	Corporation: KANSAS
PAYLESS SHOESOURCE WORLDWIDE, INC.		08/10/2017	Corporation: KANSAS
SHOE SOURCING, INC.		08/10/2017	Corporation: KANSAS
PAYLESS GOLD VALUE CO, INC.		08/10/2017	Corporation: COLORADO
PAYLESS SHOESOURCE OF PUERTO RICO, INC.		08/10/2017	Puerto Rico corporation:
PSS CANADA, INC.		08/10/2017	Corporation: KANSAS
PAYLESS SHOESOURCE CANADA INC.		08/10/2017	Federal Corporation: CANADA
PAYLESS SHOESOURCE CANADA GP INC.		08/10/2017	Federal Corporation: CANADA
PAYLESS SHOESOURCE CANADA LP		08/10/2017	Limited Partnership: ONTARIO

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	One Boston Place
Internal Address:	18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 154

Property Type	Number	Word Mark
Registration Number:	4392329	24/7 COMFORT INSOLE
Registration Number:	4318543	BOGO
Registration Number:	4321986	BOGO
Registration Number:	4654631	BRASH
Registration Number:	4245564	CREATIVEALLIES
Registration Number:	4068485	BRASH
Registration Number:	4209986	BRASH
Registration Number:	4071773	BRASH
Registration Number:	4071873	BRASH
Registration Number:	4071774	BRASH
Registration Number:	2599625	BUNDLES
Registration Number:	2362874	CITY SNEAKS
Registration Number:	2087912	COASTERS
Registration Number:	1691641	COMFORT PLUS
Registration Number:	4802871	COMFORT PLUS BY PREDICTIONS
Registration Number:	4116093	COSMIC STAR
Registration Number:	2572443	CROSS TREKKERS
Registration Number:	4269730	CROSS TREKKERS
Registration Number:	4852020	DANCE CLOUDS
Registration Number:	4690997	
Registration Number:	4692348	
Registration Number:	4247568	
Registration Number:	4247567	
Registration Number:	3942330	
Registration Number:	3733145	
Registration Number:	3748098	
Registration Number:	4043502	
Registration Number:	3865217	DESIGNED TO PROTECT YOUR MOST VALUABLE A
Registration Number:	3988875	DURABON
Registration Number:	3988876	DURABON
Registration Number:	4441495	EVERYBODY LOVES TO PAYLESS
Registration Number:	3993459	FIONI
Registration Number:	4716500	FIONI NIGHT
Registration Number:	4001765	FRESH GREEN FASHION
Registration Number:	4069707	FRESH GREEN FASHION
Registration Number:	4105653	FRESH GREEN FASHION
Registration Number:	4309839	GIFTCARDS. ALWAYS THE PERFECT FIT.
Registration Number:	4415312	GIFTCARDS. ALWAYS THE PERFECT FIT.
Registration Number:	4183628	GIVE YOUR WALK A WORKOUT
Registration Number:	4632537	GUSTO
Registration Number:	4139314	HB
Registration Number:	4116091	HEART ATTACK
Registration Number:	2392314	HUNTER'S BAY

Registration Number:	4105797	I SHOES
Registration Number:	4198703	I SHOES
Registration Number:	4096452	I SHOES
Registration Number:	4451411	I LOVE SHOES
Registration Number:	4096451	I LOVE SHOES
Registration Number:	4019720	INSPIRING FUN FASHION POSSIBILITIES FOR
Registration Number:	4019721	INSPIRING POSSIBILITIES
Registration Number:	2416437	LOWER EAST SIDE
Registration Number:	3273998	M
Registration Number:	3273999	M
Registration Number:	3274000	M
Registration Number:	3278737	M
Registration Number:	4723765	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:	4731788	MINICCI
Registration Number:	2846898	MINICCI
Registration Number:	4727449	MINICCI
Registration Number:	4165211	MINICCI GIRL
Registration Number:	4165210	MINICCI GIRL
Registration Number:	4165209	MINICCI GIRL
Registration Number:	4172261	MINICCI GIRL
Registration Number:	4180028	MINICCI GIRL
Registration Number:	3965519	MONTEGO BAY CLUB
Registration Number:	2444712	MONTEGO BAY CLUB
Registration Number:	4190965	NEVER PREDICTABLE.
Registration Number:	4183587	NEVER PREDICTABLE. ALWAYS COMFORTABLE.
Registration Number:	4276895	OCTOFLEX
Registration Number:	4093931	P
Registration Number:	4692540	P
Registration Number:	4780742	P
Registration Number:	4451514	P
Registration Number:	4455106	P
Registration Number:	3336965	P
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:	3503082	P PAYLESS SHOESOURCE
Registration Number:	3750789	P PAYLESS SHOESOURCE
Registration Number:	3750790	P PAYLESS SHOESOURCE

Registration Number:	3469562	P PAYLESS SHOESOURCE
Registration Number:	3482324	P PAYLESS SHOESOURCE
Registration Number:	4292412	P PAYLESS SHOESOURCE
Registration Number:	4451427	PAYLESS
Registration Number:	4451460	PAYLESS
Registration Number:	1949546	PAYLESS
Registration Number:	5079476	PAYLESS FOR STYLE
Registration Number:	3941159	PAYLESS GIVES.
Registration Number:	4716194	PAYLESS INSIDER
Registration Number:	2283329	PAYLESS KIDS
Registration Number:	4362098	PAYLESS REWARDS
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:	4692541	PAYLESS SHOESOURCE
Registration Number:	4716530	PAYLESS SHOESOURCE
Registration Number:	4375727	PAYLESS SHOESOURCE
Registration Number:	4314423	PAYLESS SHOESOURCE REWARDS
Registration Number:	4690011	PAYLESS SUPER STORE
Registration Number:	2389340	PAYLESS.COM
Registration Number:	4116092	PETAL CRUSH
Registration Number:	2483736	PLUSHEEZ
Registration Number:	4147372	POWER CHASERS
Registration Number:	754243	PREDICTIONS
Registration Number:	3160542	PRO SPRINTS
Registration Number:	3880614	PROSPRINTS
Registration Number:	4478158	PROSPRINTS
Registration Number:	3513484	R
Registration Number:	3509528	R RUGGED OUTBACK
Registration Number:	4093805	RUGGED OUTBACK
Registration Number:	4105238	SAFE T STEP
Registration Number:	4167992	SAFETSTEP
Registration Number:	4229459	SAFETSTEP
Registration Number:	4372653	SB SPOT-BILT
Registration Number:	4606325	SHOE FINDER
Registration Number:	2806039	SMART FIT
Registration Number:	3578943	SMART FIT
Registration Number:	3462218	SMART FIT
Registration Number:	2881936	SMART FIT
Registration Number:	4292762	SPLASH -N- GO
Registration Number:	4372685	SPOTLIGHTS
Registration Number:	4509302	SPOTLIGHTS
Registration Number:	954968	SPOT-BILT

Registration Number:	1129304	SPOT-BILT
Registration Number:	324181	SPOT-BILT
Registration Number:	2663284	STATE STREET
Registration Number:	4716435	TEENY TOES
Registration Number:	3027047	TEENY TOES
Registration Number:	3204101	TEENY TOES
Registration Number:	4238222	THE GOOD SHOE PROJECT!
Registration Number:	3610174	UNFORGETTABLE MOMENTS
Registration Number:	3928949	UNFORGETTABLE MOMENTS
Registration Number:	5054774	UNFORGETTABLE MOMENTS
Registration Number:	4692538	UNWIND
Registration Number:	1868389	WATER SOCK BY PAYLESS SHOESOURCE
Registration Number:	338768	
Registration Number:	3911554	ZOE & ZAC
Registration Number:	3908547	ZOE & ZAC
Registration Number:	4132329	ZOE & ZAC
Registration Number:	5193042	ZOE & ZAC
Serial Number:	76705420	SXY BY UNFORGETTABLE MOMENTS
Serial Number:	87432038	FIGHT THE SLIP

CORRESPONDENCE DATA

Fax Number:	6172484000
Email:	tmadmin@choate.com

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.

Correspondent Name:	Sara M. Bauer
Address Line 1:	Two International Place
Address Line 2:	Choate Hall & Stewart LLP
Address Line 4:	Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2009985-0036
NAME OF SUBMITTER:	Sara M. Bauer
Signature:	/sara bauer/
Date:	08/10/2017

Total Attachments: 27

source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page1.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page2.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page3.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page4.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page5.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page6.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page7.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page8.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page9.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page10.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page11.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page12.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page13.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page14.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page15.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page16.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page17.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page18.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page19.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page20.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page21.tif

source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page22.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page23.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page24.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page25.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page26.tif
source=Payless (Exit Facility) -- Grant of Security Interest in Trademarks (Executed)#page27.tif

RECEIPT INFORMATION

ETAS ID:	TM438831
Receipt Date:	08/10/2017
Fee Amount:	$3865

GRANT OF SECURITY INTEREST IN TRADEMARKS

August 10, 2017

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 WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association with offices at One Boston Place, 18th Floor, Boston, Massachusetts 02108 (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 and all of the Grantors' right, title and interest in, to and under to the Canadian trademarks, trademark registrations and trademark applications set forth on Schedule C attached hereto (collectively, the "Marks"), (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.

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 August 10, 2017 (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.

GRANTORS:

PAYLESS INC.,
a Delaware corporation

By: _____
Name: Michael C. Schwindle
Title: Senior Vice President and Chief Financial Officer

PAYLESS FINANCE, INC.,
a Nevada corporation

By: _____
Name: Michael C. Schwindle
Title: President

PAYLESS SHOESOURCE DISTRIBUTION, INC.,
a Kansas corporation

By: _____
Name: Michael C. Schwindle
Title: Vice President

PAYLESS SHOESOURCE, INC.,
a Missouri corporation

By: _____
Name: Michael C. Schwindle
Title: Senior Vice President and Chief Financial Officer

WBG – PSS HOLDINGS LLC,
a Delaware limited liability company

By: _____
Name: Michael C. Schwindle
Title: President

[Signature Page to Grant of Security Interest in Trademarks]

CLINCH, LLC,
a Delaware limited liability company

By: _____
Name: Michael C. Schwindle
Title: Chief Executive Officer

COLLECTIVE BRANDS SERVICES, INC.,
a Delaware corporation

By: _____
Name: Michael C. Schwindle
Title: President

COLLECTIVE LICENSING INTERNATIONAL, LLC, a Delaware limited liability company

By: _____
Name: Michael C. Schwindle
Title: Chief Executive Officer and President

COLLECTIVE LICENSING, LP,
a Delaware limited partnership

By: _____
Name: Michael C. Schwindle
Title: President

PAYLESS COLLECTIVE GP, LLC,
a Delaware limited liability company

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

By: _____
Name: Michael C. Schwindle
Title: Senior Vice President and Chief Financial Officer

[Signature Page to Grant of Security Interest in Trademarks]

PSS DELAWARE COMPANY 4, INC.,
a Delaware corporation

By: _____
Name: Michael C. Schwindle
Title: President

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

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

By: _____
Name: Michael C. Schwindle
Title: Senior Vice President and Chief Financial Officer

EASTBOROUGH, INC.,
a Kansas corporation

By: _____
Name: Robert C. Donohoo
Title: Vice President

PAYLESS INTERNATIONAL FRANCHISING, LLC, a Kansas limited liability company

By: _____
Name: Michael C. Schwindle
Title: Vice President

PAYLESS NYC, INC.,
a Kansas corporation

By: _____
Name: Robert C. Donohoo
Title: Vice President

[Signature Page to Grant of Security Interest in Trademarks]

PSS DELAWARE COMPANY 4, INC.,
a Delaware corporation

By: _____
Name: Michael C. Schwindle
Title: President

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

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

By: _____
Name: Michael C. Schwindle
Title: Senior Vice President and Chief Financial Officer

EASTBOROUGH, INC.,
a Kansas corporation

By: _____
Name: Robert C. Donohoo
Title: Vice President

PAYLESS INTERNATIONAL FRANCHISING, LLC, a Kansas limited liability company

By: _____
Name: Michael C. Schwindle
Title: Vice President

PAYLESS NYC, INC.,
a Kansas corporation

By: _____
Name: Robert C. Donohoo
Title: Vice President

[Signature Page to Grant of Security Interest in Trademarks]

PAYLESS PURCHASING SERVICES, INC.,
a Kansas corporation

By: _____
Name: Michael C. Schwindle
Title: President

PAYLESS SHOESOURCE MERCHANDISING, INC., a Kansas corporation

By: _____
Name: Michael C. Schwindle
Title: Senior Vice President and Chief Financial Officer

PAYLESS SHOESOURCE WORLDWIDE, INC.,
a Kansas corporation

By: _____
Name: Michael C. Schwindle
Title: Senior Vice President and Chief Financial Officer

SHOE SOURCING, INC.,
a Kansas corporation

By: _____
Name: Michael C. Schwindle
Title: Chairman and President

PAYLESS GOLD VALUE CO, INC.,
a Colorado corporation

By: _____
Name: Michael C. Schwindle
Title: President

[Signature Page to Grant of Security Interest in Trademarks]

PAYLESS SHOESOURCE OF PUERTO RICO, INC., a Puerto Rico corporation

By: _____
Name: Michael C. Schwindle
Title: Chief Executive Officer

PSS CANADA, INC.,
a Kansas corporation

By: _____
Name: Michael C. Schwindle
Title: President

PAYLESS SHOESOURCE CANADA INC.,
a Canadian federal corporation

By: _____
Name: Michael C. Schwindle
Title: Vice President and Treasurer

PAYLESS SHOESOURCE CANADA GP INC.,
a Canadian federal corporation

By: _____
Name: Michael C. Schwindle
Title: Vice President and Treasurer

PAYLESS SHOESOURCE CANADA LP,
an Ontario limited partnership

By: PAYLESS SHOESOURCE CANADA GP INC.,
its General Partner

By: _____
Name: Michael C. Schwindle
Title: Vice President and Treasurer

[Signature Page to Grant of Security Interest in Trademarks]

GRANTEE:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: _____
Name: Joseph Burt
Title: Director

[Signature Page to Grant of Security Interest in Trademarks]

SCHEDULE A

Grantor	Address of Principal Office
Payless Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless Finance, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource Distribution, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
WBG – PSS Holdings LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Clinch, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Collective Brands Services, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Collective Licensing International, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Collective Licensing, LP	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless Collective GP, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
PSS Delaware Company 4, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Collective Brands Franchising Services, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Eastborough, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless International Franchising, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless NYC, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless Purchasing Services, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource Merchandising, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource Worldwide, Inc.	Jayhawk Tower, 700 SW Jackson Street, Suite 202 Topeka, Kansas 66603
Shoe Sourcing, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless Gold Value CO, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource of Puerto Rico, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
PSS Canada, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource Canada Inc.	191 The West Mall Suite 915 Etobicoke Ontario M9C 5K8 Canada
Payless ShoeSource Canada GP Inc.	191 The West Mall Suite 915 Etobicoke Ontario M9C 5K8 Canada
Payless ShoeSource Canada LP	191 The West Mall Suite 915 Etobicoke Ontario M9C 5K8 Canada

SCHEDULE B

U.S. Federal Trademark Applications

Trademark	Application Number	Filing Date	Registrant
SXY BY UNFORGETTABLE MOMENTS	76705420	11/15/2010	Payless ShoeSource Worldwide, Inc.
FIGHT THE SLIP	87432038	5/1/2017	Payless ShoeSource Worldwide, Inc.
SEASON OF YOU	87534898	7/19/2017	Payless ShoeSource Worldwide, Inc.
IT FEELS GOOD TO PAYLESS	87317457	1/30/2017	Payless ShoeSource Worldwide, Inc.
SURE FEELS GOOD TO PAYLESS	87317455	1/30/2017	Payless ShoeSource Worldwide, Inc.
DIAMOND TREAD	87296947	1/11/2017	Payless ShoeSource Worldwide, Inc.
CAMINE CON CONFORT Y CONFIANZA	86826848	11/20/2015	Payless ShoeSource Worldwide, Inc.
STEP WITH COMFORT AND CONFIDENCE	86826846	11/20/2015	Payless ShoeSource Worldwide, Inc.
STEP WITH CONFIDENCE	86762657	9/21/2015	Payless ShoeSource Worldwide, Inc.
#PAYLESSSHOESOURCE	86920104	2/25/2016	Payless ShoeSource Worldwide, Inc.
#PAYLESS	86920102	2/25/2016	Payless ShoeSource Worldwide, Inc.

U.S. Federal Trademark Registrations

Trademark	Registration Number	Registration Date	Registrant
24/7 COMFORT INSOLE	4392329	8/27/2013	Payless ShoeSource Worldwide, Inc.
BOGO	4318543	4/9/2013	Payless ShoeSource Worldwide, Inc.
BOGO	4321986	4/16/2013	Payless ShoeSource Worldwide, Inc.
BRASH (3)	4654631	12/16/2014	Payless ShoeSource Worldwide, Inc.

Trademark	Registration Number	Registration Date	Registrant
BRASH (9)	~~4245564~~ 4254464	12/4/2012	Payless ShoeSource Worldwide, Inc.
BRASH (14)	4068485	12/6/2011	Payless ShoeSource Worldwide, Inc.
BRASH (14)	4209986	12/18/2012	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 (26)	4071774	12/13/2011	Payless ShoeSource Worldwide, Inc.
BUNDLES (25)	2599625	7/23/2002	Payless ShoeSource Worldwide, Inc.
CITY SNEAKS	2362874	6/27/2000	Payless ShoeSource Worldwide, Inc.
COASTERS	2087912	8/12/1997	Payless ShoeSource Worldwide, Inc.
COMFORT PLUS	1691641	6/9/1992	Payless ShoeSource Worldwide Inc.
COMFORT PLUS BY PREDICTIONS	4802871	9/1/2015	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.
CT CROSS TREKKERS	4269730	1/1/2013	Payless ShoeSource Worldwide, Inc.
DANCE CLOUDS	4852020	11/10/2015	Payless ShoeSource

CAA 8/15/2017

Trademark	Registration Number	Registration Date	Registrant
			Worldwide, Inc.
Design	4690997	2/24/2015	Payless ShoeSource Worldwide, Inc.
Design	4692348	2/24/2015	Payless ShoeSource Worldwide, Inc.
Design	4247568	11/20/2012	Payless ShoeSource Worldwide, Inc.
Design	4247567	11/20/2012	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.
EVERYBODY LOVES TO PAYLESS	4441495	11/26/2013	Payless ShoeSource Worldwide, Inc.
FIONI (25)	3993459	7/12/2011	Payless ShoeSource Worldwide, Inc.
FIONI NIGHT	4716500	4/7/2015	Payless ShoeSource Worldwide, Inc.
FRESH GREEN FASHION (18)	4001765	7/26/2011	Payless

Trademark	Registration Number	Registration Date	Registrant
			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.
GIFTCARDS. ALWAYS THE PERFECT FIT.	4309839	3/26/2013	Payless ShoeSource Worldwide, Inc.
GIFTCARDS. ALWAYS THE PERFECT FIT.	4415312	10/8/2013	Payless ShoeSource Worldwide, Inc.
GIVE YOUR WALK A WORKOUT (25)	4183628	7/31/2012	Payless ShoeSource Worldwide, Inc.
GUSTO	4632537	11/4/2014	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.
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)	4451411	12/17/2013	Payless ShoeSource Worldwide, Inc.
I LOVE SHOES (Word) (9)	4096451	2/7/2012	Payless ShoeSource Worldwide, Inc.

Trademark	Registration Number	Registration Date	Registrant
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.
LOWER EAST SIDE (25)	2416437	12/26 /2000	Payless ShoeSource Worldwide, Inc.
M Design (14)	3273998	8/7/2007	Payless ShoeSource Worldwide, Inc.
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 Design (26)	4723765	4/21/2015	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 (25)	4731788	5/5/2015	Payless ShoeSource

Trademark	Registration Number	Registration Date	Registrant
			Worldwide, Inc.
MINICCI (9)	2846898	5/25/2004	Payless ShoeSource Worldwide, Inc.
MINICCI (26)	4727449	4/28/2015	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 (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.
OCTOFLEX	4276895	1/15/2013	Payless ShoeSource Worldwide, Inc.
P DESIGN (35)	4093931	1/31/2012	Payless ShoeSource Worldwide, Inc.
P Design (9)	4692540	2/24/2015	Payless ShoeSource Worldwide, Inc.
P Design (9 14 18 26)	4780742	7/28/2015	Payless

Trademark	Registration Number	Registration Date	Registrant
			ShoeSource Worldwide, Inc.
P Design (25)	4451514	12/17/2013	Payless ShoeSource Worldwide, Inc.
P Color Design (25)	4455106	12/24/2013	Payless ShoeSource Worldwide, Inc.
P color design (35)	3336965	11/13/2007	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 stacked) (35)	3503082	9/16/2008	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 stacked) (35)	3482324	8/5/2008	Payless ShoeSource Worldwide, Inc.
P PAYLESS SHOESOURCE & Design (35)	4292412	2/19/2013	Payless ShoeSource Worldwide, Inc.

Trademark	Registration Number	Registration Date	Registrant
PAYLESS	4451487	12/17/2013	Payless ShoeSource Worldwide, Inc.
PAYLESS	4451460	12/17/2013	Payless ShoeSource Worldwide, Inc.
PAYLESS (42)	1949546	1/16/1996	Payless ShoeSource Worldwide, Inc.
PAYLESS FOR STYLE	5079476	11/8/2016	Payless ShoeSource Worldwide, Inc.
PAYLESS GIVES (35 45)	3941159	4/5/2011	Payless ShoeSource Worldwide, Inc.
PAYLESS INSIDER	4716194	4/7/2015	Payless ShoeSource Worldwide, Inc.
PAYLESS KIDS (35)	2283329	10/5/1999	Payless ShoeSource Worldwide, Inc.
PAYLESS REWARDS	4362098	7/2/2013	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 SHOESOURCE (9)	4692541	2/24/2015	Payless

Trademark	Registration Number	Registration Date	Registrant
			ShoeSource Worldwide, Inc.
PAYLESS SHOESOURCE	4716530	4/7/2015	Payless ShoeSource Worldwide, Inc.
PAYLESS SHOESOURCE	4375727	7/30/2013	Payless ShoeSource Worldwide, Inc.
PAYLESS SHOESOURCE REWARDS	4314423	4/2/2013	Payless ShoeSource Worldwide, Inc.
PAYLESS SUPER STORE	4690011	2/17/2015	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) (25)	3880614	11/23/2010	Payless ShoeSource Worldwide, Inc.
PROSPRINTS	4478158	2/4/2014	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.

Trademark	Registration Number	Registration Date	Registrant
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.
SAFETSTEP	4229459	10/23/2012	Payless ShoeSource Worldwide, Inc.
SB SPOT-BILT	4372653	7/23/2013	Payless ShoeSource Worldwide, Inc.
SHOE FINDER	4606325	9/16/2014	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.
SPLASH-N-GO	4292762	2/19/2013	Payless ShoeSource Worldwide, Inc.
SPOTLIGHTS	4372685	7/23/2013	Payless ShoeSource Worldwide, Inc.
SPOTLIGHTS	4509302	4/8/2014	Payless ShoeSource Worldwide, Inc.
SPOT-BILT (25)	954968	3/13/1973	Payless ShoeSource Worldwide, Inc.
SPOT-BILT (25)	1129304	1/15/1980	Payless

Trademark	Registration Number	Registration Date	Registrant
			ShoeSource Worldwide, Inc.
SPOT-BILT (Design plus characters) (25)	324181	5/14/1935	Payless ShoeSource Worldwide, Inc.
STATE STREET (25)	2663284	12/17/2002	Payless ShoeSource Worldwide, Inc.
TEENY TOES (25)	4716435	4/7/2015	Payless ShoeSource Worldwide, Inc.
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 GOOD SHOE PROJECT!	4238222	11/6/2012	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.
UNFORGETTABLE MOMENTS (18)	5054774	10/4/2016	Payless ShoeSource Worldwide, Inc.
UNWIND	4692538	2/24/2015	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	Payless ShoeSource Worldwide, Inc.
ZOE & ZAC (18)	3911554	1/25/2011	Payless ShoeSource Worldwide, Inc.
ZOE & ZAC (25)	3908547	1/18/2011	Payless

Trademark	Registration Number	Registration Date	Registrant
			ShoeSource Worldwide, Inc.
ZOE & ZAC (3)	4132329	4/24/2012	Payless ShoeSource Worldwide, Inc.
ZOE & ZAC (25)	5193042	12/27/2016	Payless ShoeSource Worldwide, Inc.

SCHEDULE C

CANADIAN TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Owner	Name	Registration No.	Registration Date
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOES THAT WORK	TMA563605	2002-06-18
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOESOURCE & P DESIGN	TMA739803	2009-05-11
PAYLESS SHOESOURCE WORLDWIDE, INC.	HB HUNTER'S BAY LEATHER COLLECTION DESIGN	TMA691067	2007-06-28
PAYLESS SHOESOURCE WORLDWIDE, INC.	HUNTER'S BAY	TMA567860	2002-09-23
PAYLESS SHOESOURCE WORLDWIDE, INC.	PARADE	TMA576661	2003-02-27
PAYLESS SHOESOURCE WORLDWIDE, INC.	HIGHLIGHTS	TMA485349	1997-11-06
PAYLESS SHOESOURCE WORLDWIDE, INC.	DOESN'T IT FEEL GOOD TO PAY LESS?	TMA485172	1997-11-03
PAYLESS SHOESOURCE WORLDWIDE, INC.	LOWER EASTSIDE	TMA485159	1997-11-03
PAYLESS SHOESOURCE WORLDWIDE, INC.	PRO WINGS	TMA399157	1992-06-12
PAYLESS SHOESOURCE WORLDWIDE, INC.	GIFTCARDS, ALWAYS THE PERFECT FIT.	TMA930863	2016-03-08
PAYLESS SHOESOURCE WORLDWIDE, INC.	J'LES CHAUSSURES & HEART DESIGN	TMA806053	2011-09-06
PAYLESS SHOESOURCE WORLDWIDE, INC.	COMFORT PLUS	TMA514388	1999-08-12
PAYLESS SHOESOURCE WORLDWIDE, INC.	UNFORGETTABLE MOMENTS	APP NO. 1780468	2016-05-03 (filed only)
PAYLESS SHOESOURCE	OCTOFLEX	TMA844779	2013-02-26

Owner	Name	Registration No.	Registration Date
WORLDWIDE, INC.			
PAYLESS SHOESOURCE WORLDWIDE, INC.	UNFORGETTABLE MOMENTS	TMA811083	2011-11-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	SAFE-T-STEP	TMA580133	2003-04-29
PAYLESS SHOESOURCE WORLDWIDE, INC.	CITY SNEAKS	TMA533963	2000-10-02
PAYLESS SHOESOURCE WORLDWIDE, INC.	CHANCELLORS	TMA485009	1997-10-30
PAYLESS SHOESOURCE WORLDWIDE, INC.	THE LEATHER COLLECTION & DESIGN	TMA485007	1997-10-30
PAYLESS SHOESOURCE WORLDWIDE, INC.	PRO WINGS	TMA485728	1997-11-18
PAYLESS SHOESOURCE WORLDWIDE, INC.	A LA MODE PAYLESS	APP. NO. 1756243	2015-11-24 (filed only)
PAYLESS SHOESOURCE WORLDWIDE, INC.	DANCE CLOUDS	TMA917730	2015-10-21
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS.COM	TMA612899	2004-06-16
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS KIDS DESIGN	TMA467037	1996-12-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	EAGLE DESIGN	TMA323017	1987-01-30
PAYLESS SHOESOURCE WORLDWIDE, INC.	P DESIGN	APP. NO. 1705446	2014-12-02 (filed only)
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOESOURCE	TMA910292	2015-08-05
PAYLESS SHOESOURCE WORLDWIDE, INC.	BRASH	TMA933819	2016-04-06
PAYLESS SHOESOURCE WORLDWIDE, INC.	R & DESIGN	TMA817829	2012-02-17
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOESOURCE	TMA469106	1997-01-21
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOE SOURCE	TMA485137	1997-10-31
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SUPER	TMA957158	2016-12-05

Owner	Name	Registration No.	Registration Date
	STORE		
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOESOURCE & P DESIGN	TMA902690	2015-05-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	THE GOOD SHOE PROJECT	TMA851673	2013-05-27
PAYLESS SHOESOURCE WORLDWIDE, INC.	P DESIGN	TMA739699	2009-05-08
PAYLESS SHOESOURCE WORLDWIDE, INC.	EVERYDAY ATHLETICS CROSS TREKKERS LEATHER COLLECTION DESIGN	TMA565207	2002-07-25
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOE SOURCE DESIGN (STACKED)	TMA558747	2002-03-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	MINICCI	APP. NO. 1786465	2016-06-10 (filed only)
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS FOR STYLE	TMA957157	2016-12-05
PAYLESS SHOESOURCE WORLDWIDE, INC.	TOUT LE MONDE AIME PAYLESS	TMA919837	2015-11-10
PAYLESS SHOESOURCE WORLDWIDE, INC.	BRASH	TMA840616	2013-01-18
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS	TMA468726	1997-01-14
PAYLESS SHOESOURCE WORLDWIDE, INC.	COASTERS	TMA485162	1997-11-03
PAYLESS SHOESOURCE WORLDWIDE, INC.	HUNTER'S BAY	TMA598415	2003-12-30
PAYLESS SHOESOURCE WORLDWIDE, INC.	PLUSHEEZ	TMA575822	2003-02-18
PAYLESS SHOESOURCE WORLDWIDE, INC.	CITY SNEAKS LEATHER COLLECTION	TMA564985	2002-07-22
PAYLESS SHOESOURCE WORLDWIDE, INC.	SMART FIT	TMA551735	2001-09-27
PAYLESS SHOESOURCE WORLDWIDE, INC.	RUGGED OUTBACK	TMA497042	1998-07-03

Owner	Name	Registration No.	Registration Date
PAYLESS SHOESOURCE WORLDWIDE, INC.	COMFORTWALKERS & DESIGN	TMA499596	1998-08-28
PAYLESS SHOESOURCE WORLDWIDE, INC.	CROSS TREKKERS	TMA494592	1998-05-14
PAYLESS SHOESOURCE WORLDWIDE, INC.	SAFESTEP & DESIGN	APP. NO. 1772437	2016-03-15 (filed only)
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS REWARDS	TMA919432	2015-11-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	LOOK SMART, PAYLESS.	TMA594452	2003-11-12
PAYLESS SHOESOURCE WORLDWIDE, INC.	COASTERS & DESIGN	TMA580465	2003-05-01
PAYLESS SHOESOURCE WORLDWIDE, INC.	BABY'S FIRST SHOES	TMA570328	2002-11-06
PAYLESS SHOESOURCE WORLDWIDE, INC.	COASTERS LEATHER COLLECTION	TMA565210	2002-07-25
PAYLESS SHOESOURCE WORLDWIDE, INC.	CROSS TREKKERS EVERYDAY ATHLETICS	TMA565208	2002-07-25
PAYLESS SHOESOURCE WORLDWIDE, INC.	FIONI	TMA529364	2000-06-16
PAYLESS SHOESOURCE WORLDWIDE, INC.	PRO WINGS EAGLE	TMA499132	1998-08-25
PAYLESS SHOESOURCE WORLDWIDE, INC.	I LOVE SHOES	TMA921853	2015-12-01
PAYLESS SHOESOURCE WORLDWIDE, INC.	M DESIGN	TMA727718	2008-11-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOESOURCE & P DESIGN	TMA739802	2009-05-11
PAYLESS SHOESOURCE WORLDWIDE, INC.	SOFT FLEXIBLE BY HIGHLIGHTS	TMA492268	1998-04-02
PAYLESS SHOESOURCE WORLDWIDE, INC.	HONCHOS & DESIGN	TMA485461	1997-11-14
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS KIDS & DESIGN	TMA489387	1998-02-05
PAYLESS SHOESOURCE WORLDWIDE, INC.	VOLUME SHOESOURCE	TMA467032	1996-12-04

Owner	Name	Registration No.	Registration Date
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOESOURCE	APP. NO. 1705444	2014-12-02 (filed only)
PAYLESS SHOESOURCE WORLDWIDE, INC.	EVERYBODY LOVES TO PAYLESS	TMA919838	2015-11-10
PAYLESS SHOESOURCE WORLDWIDE, INC.	SPOT BILT	UCA8854	1936-11-17
PAYLESS SHOESOURCE WORLDWIDE, INC.	HB HUNTER'S BAY & DESIGN	TMA840590	2013-01-18
PAYLESS SHOESOURCE WORLDWIDE, INC.	ZOE & ZAC	TMA783900	2010-12-01
PAYLESS SHOESOURCE WORLDWIDE, INC.	TEENY TOES	TMA740969	2009-05-28
PAYLESS SHOESOURCE WORLDWIDE, INC.	BUNDLES	TMA622197	2004-10-07
PAYLESS SHOESOURCE WORLDWIDE, INC.	POWER CHASERS	TMA513876	1999-08-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	HONCHOS	TMA484762	1997-10-28
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOESOURCE DESIGN	TMA487852	1998-01-20
PAYLESS SHOESOURCE WORLDWIDE, INC.	STREET HOT	TMA409956	1993-03-26
PAYLESS SHOESOURCE WORLDWIDE, INC.	CT DESIGN	TMA942067	2016-06-29
PAYLESS SHOESOURCE WORLDWIDE, INC.	DYELIGHTS	TMA640623	2005-05-27
PAYLESS SHOESOURCE WORLDWIDE, INC.	FLEX COMFORT SYSTEM	TMA606072	2004-03-23
PAYLESS SHOESOURCE WORLDWIDE, INC.	SMART FIT & DESIGN	TMA545393	2001-05-18
PAYLESS SHOESOURCE WORLDWIDE, INC.	PREDICTIONS LEATHER COLLECTION	TMA565209	2002-07-25
PAYLESS SHOESOURCE WORLDWIDE, INC.	HUNTER'S BAY LEATHER COLLECTION	TMA691068	2007-06-28
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOES & ACCESSORIES	TMA473088	1997-03-19

Owner	Name	Registration No.	Registration Date
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS	TMA485373	1997-11-06
PAYLESS SHOESOURCE WORLDWIDE, INC.	P DESIGN	TMA902689	2015-05-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	I SHOES & HEART DESIGN	TMA917244	2015-10-16
PAYLESS SHOESOURCE WORLDWIDE, INC.	MINICCI	TMA643439	2005-06-30
PAYLESS SHOESOURCE WORLDWIDE, INC.	STATE STREET	TMA579827	2003-04-25
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOEFINDER	TMA645391	2005-08-04
PAYLESS SHOESOURCE WORLDWIDE, INC.	LOWER EAST SIDE	TMA542716	2001-03-20
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOE SOURCE	TMA531935	2000-08-30
PAYLESS SHOESOURCE WORLDWIDE, INC.	MONTEGO BAY CLUB	TMA533942	2000-10-02
PAYLESS SHOESOURCE WORLDWIDE, INC.	PREDICTIONS	TMA517264	1999-09-28
PAYLESS SHOESOURCE WORLDWIDE, INC.	PAYLESS SHOESOURCE AND DESIGN (STACKED)	TMA513841	1999-08-03
PAYLESS SHOESOURCE WORLDWIDE, INC.	COMFORT PLUS STYLES	TMA516189	1999-09-13