

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM574548

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DSW Shoe Warehouse, Inc.		04/30/2020	Corporation: MISSOURI
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association		
Street Address:	155 East Broad Street		
City:	Columbus		
State/Country:	OHIO		
Postal Code:	43215		
Entity Type:	National Banking Association: OHIO		
PROPERTY NUMBERS Total: 80			
Property Type	Number	Word Mark	
Registration Number:	4508205	ABELLA	
Serial Number:	88714806	ABELLA	
Registration Number:	5267560	AIDEN & MASON	
Registration Number:	4779086	AMELIA GRACE	
Registration Number:	3416290	ASTON GREY COLLECTION	
Registration Number:	5146939	ASTON GREY COLLECTION	
Serial Number:	87256765	ASTON GREY COLLECTION	
Registration Number:	5206275	AUBREY LYNN	
Registration Number:	3130435	AUDREY BROOKE	
Serial Number:	87761752	BLEECKER & BOND	
Registration Number:	3548150	COACH AND FOUR	
Serial Number:	88286291	COACH AND FOUR	
Registration Number:	0581571	COACH AND FOUR	
Registration Number:	5728793	COACH AND FOUR	
Registration Number:	5409180	COM+SENS	
Serial Number:	87340339	COM+SENS	
Registration Number:	3757925	CROWN VINTAGE	
Registration Number:	3955825	CROWN VINTAGE	
Registration Number:	3763627	CROWN VINTAGE	

OP \$2015.00 4508205

Property Type	Number	Word Mark
Registration Number:	5637993	CROWN VINTAGE
Registration Number:	5206276	DAKOTA CHASE
Serial Number:	88305929	DB
Serial Number:	88350666	DB DESIGNER BRANDS
Registration Number:	3687813	DESIGNER SHOE WAREHOUSE
Serial Number:	88644107	DESIGNER SHOE WAREHOUSE
Registration Number:	3821777	DESIGNER SHOES. WAREHOUSE PRICES.
Registration Number:	1891493	DSW
Registration Number:	4098905	DSW
Serial Number:	88033893	DSW
Registration Number:	4617653	DSW
Registration Number:	5031123	DSW
Registration Number:	3935371	DSW DESIGNER SHOE WAREHOUSE
Registration Number:	5035489	DSW DESIGNER SHOE WAREHOUSE
Registration Number:	5802067	DSW GIVES
Registration Number:	3350296	DSW REWARDS
Registration Number:	1895449	DSW SHOE WAREHOUSE
Registration Number:	2238281	DSW SHOE WAREHOUSE
Registration Number:	5035503	DSW SHOE WAREHOUSE
Registration Number:	2356300	DSW SHOES
Serial Number:	87488886	DSW SHOES
Registration Number:	3273387	DSW SHOES
Registration Number:	5645180	DSW VIP
Serial Number:	88805944	EIGHT10
Registration Number:	5729361	ESSEX LANE
Registration Number:	5267262	FIG & IVY
Registration Number:	5351504	FIT STEP PRO
Registration Number:	5997816	FOUR BROTHERS
Serial Number:	88021162	FOUR BROTHERS
Serial Number:	87912107	G & G MAINTENANCE COMPANY
Serial Number:	87912028	GODDESSES & GENTLEMEN MAINTENANCE COMPAN
Serial Number:	87501189	GODDESS MAINTENANCE COMPANY
Registration Number:	3024236	KELLY & KATIE
Registration Number:	4042385	KELLY & KATIE
Registration Number:	4384064	KELLY & KATIE
Registration Number:	5637944	KK
Serial Number:	88361289	
Serial Number:	88361276	

Property Type	Number	Word Mark
Registration Number:	4342914	LEVITY
Registration Number:	5645282	LEVITY
Registration Number:	3541690	LULU TOWNSEND
Registration Number:	4043199	LULU TOWNSEND
Registration Number:	3541691	LULU TOWNSEND
Registration Number:	5205555	MAX + JAKE
Serial Number:	88712892	MIX6
Registration Number:	3888062	MIX NO. 6
Registration Number:	4524279	MIX NO. 6
Registration Number:	4685456	OLIVE & EDIE
Registration Number:	4720936	ONE WINK
Serial Number:	88791451	ON THE RISE AT DSW
Serial Number:	88791466	ON THE RISE
Registration Number:	5578698	QUICK FIX
Registration Number:	5267261	SAGE & SIMPLE
Registration Number:	5147830	SEVEN91
Registration Number:	5403512	7 - 91
Serial Number:	88714384	SEVEN91
Registration Number:	4153700	SHOE LOVERS CARE
Registration Number:	4053962	SHOEPHORIA
Registration Number:	5978780	SHOEVATOR
Registration Number:	5637818	SOLE LOUNGE
Serial Number:	87807586	VEND-A-SHOE

CORRESPONDENCE DATA

Fax Number: 4123942555

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: 4123947767

Email: traip@clarkhill.com

Correspondent Name: Paul D. Bangor, Jr., Esquire

Address Line 1: 301 Grant Street, 14th Floor

Address Line 2: One Oxford Centre

Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER: 83359.191810

NAME OF SUBMITTER: Paul D. Bangor, Jr.

SIGNATURE: /Paul D. Bangor, Jr./

DATE SIGNED: 05/01/2020

Total Attachments: 7

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ASSIGNMENT FOR SECURITY - - TRADEMARKS

WHEREAS, DSW Shoe Warehouse, Inc., a Missouri corporation (the “**Assignor**”) has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “**Trademarks**”);

WHEREAS, the Assignor and certain of its Affiliates has entered into a Pledge and Security Agreement, dated April 30, 2020 (as amended, restated, supplemented, modified or otherwise changed from time to time, the “**Security Agreement**”), in favor of PNC Bank, National Association, as the Agent for itself and the Secured Parties (as defined therein) (in such capacity, together with its successors and assigns, if any, the “**Assignee**”); and

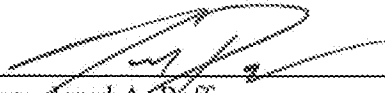
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “**Collateral**”), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 30, 2020.

DSW Shoe Warehouse, Inc.,
a Missouri corporation

By: 
Name: Jared A. Poff
Title: Executive Vice President, Chief Financial Officer

[Signature Page to Assignment for Security (Trademarks)]

223790554

TRADEMARK
REEL: 006928 FRAME: 0785


Schedule A – United States Trademarks

Mark	Status	Owner	Classes	Goods/Services	App. No.	App. Date	Reg. No.	Reg. Date
ABELLA	Registered	DSW Shoe Warehouse, Inc.	25 35	Footwear On-line and retail store services featuring footwear	85/863,018	2/28/2013	4508205	4/1/2014
ABELLA	Filed	DSW Shoe Warehouse, Inc.	18 35	Handbags On-line and retail store services featuring handbags	88714806	12/4/2019		
AIDEN & MASON	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	87144729	8/19/2016	5267560	8/15/2017
AMELIA GRACE	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	86/221,450	3/14/2014	4779086	7/21/2015
ASTON GREY COLLECTION	Registered	DSW Shoe Warehouse, Inc.	25	Footwear, namely, shoes, boots, athletic shoes	78/989,893	5/2/2005	3416290	4/22/2008
ASTON GREY COLLECTION	Registered	DSW Shoe Warehouse, Inc.	25	Gloves, Hats, Hosiery, Scarves	86/000,542	7/2/2013	5146939	2/21/2017
ASTON GREY COLLECTION	Filed	DSW Shoe Warehouse, Inc.	18 35	Handbags On-line and retail store services featuring handbags	87256765	12/5/2016		
AUBREY LYNN	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	87049509	5/25/2016	5206275	5/15/2017
AUDREY BROOKE	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	76/978,086	3/18/2004	3130435	8/15/2006
BLEECKER & BOND	Filed	DSW Shoe Warehouse, Inc.	18 25 35	Handbags Footwear Retail store and on-line retail store services featuring footwear and handbags	87761752	1/19/2018		
COACH AND FOUR	Registered	DSW Shoe Warehouse, Inc.	25	Ladies' and misses' shoes, made of leather, suede, canvas, fabric, or compositions and combinations thereof	77/976,128	10/10/2006	3548150	12/16/2008
COACH AND FOUR	Filed	DSW Shoe Warehouse, Inc.	18	Handbags	88286291	2/1/2019		
COACH AND FOUR & Design 	Registered	DSW Shoe Warehouse, Inc.	25	Ladies' and misses' shoes, made of leather, suede, canvas, fabric, or compositions and combinations thereof	71/633,531	8/6/1952	0581571	10/27/1953
COACH AND FOUR & Design 	Registered	DSW Shoe Warehouse, Inc.	18	Handbags	87613690	9/19/2017	5728793	4/16/2019
COM+SENS	Registered	DSW Shoe Warehouse, Inc.	25 35	Footwear Retail store services and online retail stores services in the field of footwear	87976589	2/17/2017	5409180	2/20/2018
COM+SENS	Filed	DSW Shoe Warehouse, Inc.	18 35	Handbags Retail store services and online retail stores services in the field of handbags	87340339	2/17/2017		
CROWN VINTAGE	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	77/094,613	1/30/2007	3757925	3/9/2010
CROWN VINTAGE	Registered	DSW Shoe Warehouse, Inc.	18	Handbags	77/969,359	3/26/2010	3955825	5/3/2011
CROWN VINTAGE (Stylized) 	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	77/120,491	3/2/2007	3763627	3/23/2010
CROWN VINTAGE	Registered	DSW Shoe Warehouse, Inc.	14	Jewelry	87924228	5/16/2018	5637993	12/25/2018
DAKOTA CHASE	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	87049529	5/25/2016	5206276	5/16/2017

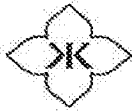

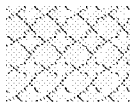
Attachment IIA – United States Trademarks

Mark	Status	Owner	Classes	Goods/Services	App. No.	App. Date	Reg. No.	Reg. Date
DESIGNER BRANDS DB Design 	Filed	DSW Shoe Warehouse, Inc.	35 40 42	Wholesale, retail, and online store services featuring handbags, footwear, and small leather goods; Business services, namely, combined strategic goods or services sourcing and cooperative purchasing for others. Contract manufacturing in the field of handbags, footwear, and small leather goods.	88305929	2/18/2019		
DESIGNER BRANDS DB Design #2 	Filed	DSW Shoe Warehouse, Inc.	35 40 42	Wholesale, retail, and online store services featuring handbags, footwear, and small leather goods; Business services, namely, combined strategic goods or services sourcing and cooperative purchasing for others. Contract manufacturing in the field of handbags, footwear, and small leather goods. Design for others in the field of handbags, footwear, and small leather goods; Product design and development in the field of handbags, footwear, and small leather goods.	88350666	3/21/2019		
DESIGNER SHOE WAREHOUSE	Supplemental Registration	DSW Shoe Warehouse, Inc.	35	Retail store services featuring shoes	77/672,917	2/18/2009	3687813	9/22/2009
DESIGNER SHOE WAREHOUSE	Filed (Principle Register)	DSW Shoe Warehouse, Inc.	35	Retail store services featuring shoes	88644107	10/7/2019		
DESIGNER SHOES, WAREHOUSE PRICES.	Registered	DSW Shoe Warehouse, Inc.	35	Retail store and on-line retail store services featuring footwear, hosiery and clothing accessories	77/895,470	12/17/2009	3821777	7/20/2010
DSW	Registered	DSW Shoe Warehouse, Inc.	42 (now 35)	Retail shoe store services	74/498,698	3/9/1994	1891493	4/25/1995
DSW	Registered	DSW Shoe Warehouse, Inc.	18	Handbags	85/361,988	7/1/2011	4098905	2/14/2012
DSW	Filed	DSW Shoe Warehouse, Inc.	25	Footwear	88033893	7/11/2018		
DSW	Registered	DSW Shoe Warehouse, Inc.	36	Credit Card Services	86/238,491	4/1/2014	4617653	10/7/2014
DSW	Registered	DSW Shoe Warehouse, Inc.	35	Retail store and on-line retail store services featuring footwear, handbags and small leather goods.	86879752	1/19/2016	5031123	8/30/2016
DSW DESIGNER SHOE WAREHOUSE	Registered	DSW Shoe Warehouse, Inc.	35	Retail store services featuring shoes	77/884,576	12/2/2009	3935371	3/22/2011
DSW DESIGNER SHOE WAREHOUSE	Registered	DSW Shoe Warehouse, Inc.	35	Retail store and on-line retail store services featuring footwear, handbags and small leather goods.	86879806	1/18/2016	5035489	9/6/2016
DSW GIVES	Registered	DSW Shoe Warehouse, Inc.	35	Charitable services, namely, organizing and conducting volunteer programs and community service projects	88021207	6/29/2018	5802067	7/9/2019
DSW REWARDS	Registered	DSW Shoe Warehouse, Inc.	35 36	Retail store services, in the field of footwear, hosiery and clothing accessories Financially-related card implemented services, namely, issuing stored value cards that may be redeemed for the purchase of goods	78/910,880	6/19/2006	3350296	12/4/2007
DSW SHOE WAREHOUSE	Registered	DSW Shoe Warehouse, Inc.	42 (now 35)	Retail store services in the field of footwear, hosiery and clothing accessories	74/499,066	3/9/1994	1895449	5/23/1995
DSW SHOE WAREHOUSE & Design 	Registered	DSW Shoe Warehouse, Inc.	35	Retail store services in the field of footwear, dress and casual shoes, athletic footwear, boots, hosiery, socks, overshoes and rubbers, shoe polish, shoe trees, and umbrellas	75/348,465	8/28/1997	2238281	4/13/1999
DSW SHOE WAREHOUSE	Registered	DSW Shoe Warehouse, Inc.	35	Retail store and on-line retail store services featuring footwear, handbags and small leather goods.	86880391	1/20/2016	5035503	9/6/2016

Attachment IIA – United States Trademarks

Mark	Status	Owner	Classes	Goods/Services	App. No.	App. Date	Reg. No.	Reg. Date
DSW SHOES	Registered	DSW Shoe Warehouse, Inc.	42 (now 35)	Retail shoe store services in the field of footwear, hosiery and clothing accessories	75/978,767	8/7/1995	2356300	6/6/2000
DSW SHOES	Filed	DSW Shoe Warehouse, Inc.	25	Footwear	87488886	6/14/2017		
DSW SHOES (Stylized) 	Registered	DSW Shoe Warehouse, Inc.	35	Retail store services, in the field of footwear, hosiery and clothing accessories	77/003,570	9/20/2006	3273387	8/7/2007
DSW VIP	Registered	DSW Shoe Warehouse, Inc.	35	Customer loyalty services and customer club services, for commercial, promotional and/or advertising purposes; Retail store services in the field of footwear and handbags featuring a bonus incentive program for customers	87762295	1/19/2018	5645180	1/1/2019
EIGHT10	Filed	DSW Shoe Warehouse, Inc.	18 25 35	handbags footwear Online and retail store services featuring footwear and handbags	88805944	2/21/2020		
ESSEX LANE	Registered	DSW Shoe Warehouse, Inc.	25 35	footwear Online and retail store services featuring footwear	87799225	2/15/2018	5729361	4/16/2019
FIG & IVY	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	87049556	5/25/2016	5267262	8/15/2017
FIT STEP PRO	Registered	DSW Shoe Warehouse, Inc.	25 35	Insoles; Insoles for footwear Retail and online retail store services featuring insoles and insoles for footwear	87123938	8/2/2016	5351504	12/5/2017
FOUR BROTHERS	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	88018604	6/28/2018	5997816	2/25/2020
FOUR BROTHERS	Filed	DSW Shoe Warehouse, Inc.	18 35	Handbags Retail and online retail store services featuring handbags	88021162	6/29/2018		
G & G MAINTENANCE COMPANY	Filed	DSW Shoe Warehouse, Inc.	03 35 44	Hair shampoo, hair conditioner, hair color, body lotion, facial lotion, bath lotion. Online and retail store services featuring body care products such as body, bath & face lotions. Hair care products such as shampoo, conditioner, & hair color. Beauty salon services	87912107	5/8/2018		
GODDESSES & GENTLEMEN MAINTENANCE COMPANY	Filed	DSW Shoe Warehouse, Inc.	03 35 44	Hair shampoo, hair conditioner, hair color, body lotion, facial lotion, bath lotion. Online and retail store services featuring body care products such as body, bath & face lotions. Hair care products such as shampoo, conditioner, & hair color. Beauty salon services	87912028	5/8/2018		
GODDESS MAINTENANCE COMPANY	Filed	DSW Shoe Warehouse, Inc.	03 35 44	Hair shampoo, hair conditioner, hair color, body lotion, facial lotion, bath lotion. Online and retail store services featuring body care products such as body, bath & face lotions. Hair care products such as shampoo, conditioner, & hair color. Beauty salon services	87501189	6/22/2017		
KELLY & KATIE	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	76/977,811	3/18/2004	3024236	12/6/2005
KELLY & KATIE	Registered	DSW Shoe Warehouse, Inc.	18	Handbags, wallets, purses, shoulder bags	77/437,092	4/1/2008	4042385	10/18/2011
KELLY & KATIE	Registered	DSW Shoe Warehouse, Inc.	14	Jewelry	85863179	2/28/2013	4384064	8/13/2013

Attachment IIA – United States Trademarks

Mark	Status	Owner	Classes	Goods/Services	App. No.	App. Date	Reg. No.	Reg. Date
KELLY & KATIE 	Filed	DSW Shoe Warehouse, Inc.	18	Handbags	87920061	5/14/2018	5637944	12/25/2018
KELLY & KAT TM 	Filed	DSW Shoe Warehouse, Inc.	14 18 25	Jewelry Handbags Footwear, apparel (namely, shirts, jackets, coats, and pants), and belts	88361289	3/28/2019		
KELLY & KATIE 	Filed	DSW Shoe Warehouse, Inc.	14 18 25	Jewelry Handbags Footwear, apparel, and belts	88361276	3/28/2019		
LEVITY	Registered	DSW Shoe Warehouse, Inc.	18 35	Handbags Retail and online retail store services featuring handbags	85/013,536	4/14/2010	4342914	5/28/2013
LEVITY	Registered	DSW Shoe Warehouse, Inc.	25 35	Footwear Retail and online retail store services featuring footwear	87810456	2/26/2018	5645282	1/1/2019
LULU TOWNSEND	Registered	DSW Shoe Warehouse, Inc.	18	Handbags	77/976,113	3/30/2007	3541690	12/2/2008
LULU TOWNSEND	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	85/145,320	10/5/2010	4043199	10/18/2011
LULU TOWNSEND (Stylized) <i>Lulu Townsend</i>	Registered	DSW Shoe Warehouse, Inc.	18	Handbags	77/976,115	4/5/2007	3541691	12/2/2008
MAX + JAKE	Registered	DSW Shoe Warehouse, Inc.	25 35	Footwear Retail store and on-line retail store services featuring footwear	86753835	9/11/2015	5205555	5/16/2017
MIX6		DSW Shoe Warehouse, Inc.	18 25 35	Handbags Footwear Retail store and on-line retail store services featuring footwear and handbags	88712892	12/3/2019		
MIX NO. 6	Registered	DSW Shoe Warehouse, Inc.	25 35	Footwear, Shoes Retail store and on-line retail store services featuring shoes	77/980,501	6/19/2009	3888062	12/7/2010
MIX NO. 6	Registered	DSW Shoe Warehouse, Inc.	18 35	Handbags Retail store and on-line retail store services featuring handbags	85/814,679	1/3/2012	4524279	5/6/2014
OLIVE & EDIE	Registered	DSW Shoe Warehouse, Inc.	25 35	Footwear On-line and retail store services featuring footwear.	85/573,081	3/19/2012	4685456	2/10/2015
ONE WINK	Registered	DSW Shoe Warehouse, Inc.	14	Jewelry	86/037,297	8/14/2013	4720936	4/14/2015
ON THE RISE AT DSW	Filed	DSW Shoe Warehouse, Inc.	35	Retail store and on-line retail store services featuring footwear and handbags	88791451	2/10/2020		
ON THE RISE	Filed	DSW Shoe Warehouse, Inc.	35	Retail store and on-line retail store services featuring footwear and handbags	88791466	2/10/2020		
QUICK FIX	Registered	DSW Shoe Warehouse, Inc.	35 44	Retail store services featuring nail care products. Nail care services.	87722545	12/15/2017	5578698	10/9/2018
SAGE & SIMPLE	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	87049546	5/25/2016	5267261	8/15/2017
SEVEN91	Registered	DSW Shoe Warehouse, Inc.	25 35	Footwear On-line and retail store services featuring footwear.	86838267	12/3/2015	5147830	2/21/2017
SEVEN91 7- 91	Registered	DSW Shoe Warehouse, Inc.	25	Footwear	87099452	7/11/2016	5403512	2/13/2018

Attachment IIA – United States Trademarks

Mark	Status	Owner	Classes	Goods/Services	App. No.	App. Date	Reg. No.	Reg. Date
SEVEN91	Filed	DSW Shoe Warehouse, Inc.	18	Handbags, Back packs, Briefcases	88714384	12/4/2019		
SHOE LOVERS CARE	Registered	DSW Shoe Warehouse, Inc.	35	Charitable services, namely, organizing and conducting volunteer programs and community service projects	85/441,569	10/6/2011	4153700	6/5/2012
SHOEPHORIA!	Registered	DSW Shoe Warehouse, Inc.	35	Customer service in the field of footwear, apparel, handbags and accessories; Retail store and on-line retail store services featuring footwear, apparel, handbags and accessories	85/134,406	9/21/2010	4053962	11/8/2011
SHOEVATOR	Registered	DSW Shoe Warehouse, Inc.	35	Retail store services and online retail store services featuring footwear and handbags	87807560	2/22/2018	5978780	2/4/2020
SOLE LOUNGE	Registered	DSW Shoe Warehouse, Inc.	35	Retail store services and online retail store services featuring footwear and handbags.	87917265	5/11/2018	5637818	12/25/2018
VEND-A-SHOE	Filed	DSW Shoe Warehouse, Inc.	35	Retail store services and online retail store services featuring footwear and handbags	87807586	2/22/2018		