TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM598645

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	SECURITY INTEREST
RESUBMIT DOCUMENT ID:	900563049

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DSW Shoe Warehouse, Inc.		08/07/2020	Corporation: MISSOURI

RECEIVING PARTY DATA

Name:	Sixth Street Specialty Lending, Inc., as Administrative Agent
Street Address:	2100 McKinney Avenue, Suite 1500
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	Regulated Investment Corp.: DELAWARE

PROPERTY NUMBERS Total: 80

Property Type	Number	Word Mark
Registration Number:	4508205	ABELLA
Registration Number:	5267560	AIDEN & MASON
Registration Number:	4779086	AMELIA GRACE
Registration Number:	3416290	ASTON GREY COLLECTION
Registration Number:	5146939	ASTON GREY COLLECTION
Registration Number:	5206275	AUBREY LYNN
Registration Number:	3130435	AUDREY BROOKE
Registration Number:	3548150	COACH AND FOUR
Registration Number:	0581571	COACH AND FOUR
Registration Number:	5728793	COACH AND FOUR
Registration Number:	5409180	COM+SENS
Registration Number:	3757925	CROWN VINTAGE
Registration Number:	3955825	CROWN VINTAGE
Registration Number:	3763627	CROWN VINTAGE
Registration Number:	5637993	CROWN VINTAGE
Registration Number:	5206276	DAKOTA CHASE
Registration Number:	3687813	DESIGNER SHOE WAREHOUSE
Registration Number:	3821777	DESIGNER SHOES. WAREHOUSE PRICES.

TRADEMARK REEL: 007044 FRAME: 0363

900570493

Registration Number: 1891493 DSW Registration Number: 4088905 DSW Registration Number: 5031123 DSW Registration Number: 5031423 DSW Registration Number: 5035489 DSW DESIGNER SHOE WAREHOUSE Registration Number: 3850296 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: 3273387 DSW SHOES Registration Number: 3273387 DSW SHOES Registration Number: 3273381 ESSEX LANE Registration Number: 5645180 DSW VIP Registration Number: 5267262 FIG & IVY Registration Number: 5297816 FOUR BROTHERS Registration Number: 4042385 KELLY & KATIE Registration Number: 8751404 FIT STEP PRO Registration Number:	Property Type	Number	Word Mark
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Serial Number: 88714384 SEVEN91		88791451	
	Serial Number:	88791466	ON THE RISE
Serial Number: 87807586 VEND-A-SHOE	Serial Number:	87807586	VEND-A-SHOE

Property Type	Number	Word Mark
Serial Number:	88899601	SHOEME
Serial Number:	88026249	ABELLA TRUE COMFORT
Serial Number:	90042111	ASTON GREY COLLECTION
Serial Number:	90014111	COM + SENS
Registration Number:	5637944	КК
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
Registration Number:	3888062	MIX NO. 6
Registration Number:	4524279	MIX NO. 6
Registration Number:	4685456	OLIVE & EDIE
Registration Number:	4720936	ONE WINK
Registration Number:	5578698	QUICK FIX
Registration Number:	5267261	SAGE & SIMPLE
Registration Number:	5147830	SEVEN91
Registration Number:	5403512	7 - 91
Registration Number:	4153700	SHOE LOVERS CARE
Registration Number:	4053962	SHOEPHORIA
Registration Number:	5978780	SHOEVATOR
Registration Number:	5637818	SOLE LOUNGE
Registration Number:	3729625	AUDREY BROOKE

CORRESPONDENCE DATA

Fax Number: 6175269899

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: 6175269628

Email: cslattery@proskauer.com

Correspondent Name: Christine Slattery
Address Line 1: Proskauer Rose LLP

Address Line 2: One International Place, 23rd Floor Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	74267 / 034
NAME OF SUBMITTER:	Christine Slattery
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	09/21/2020

Total Attachments: 16 source=DBI - Assignment of Security Interest - Trademarks#page1.tif source=DBI - Assignment of Security Interest - Trademarks#page2.tif source=DBI - Assignment of Security Interest - Trademarks#page3.tif source=DBI - Assignment of Security Interest - Trademarks#page4.tif source=DBI - Assignment of Security Interest - Trademarks#page5.tif source=DBI - Assignment of Security Interest - Trademarks#page6.tif source=DBI - Assignment of Security Interest - Trademarks#page7.tif source=DBI - Assignment of Security Interest - Trademarks#page8.tif source=DBI - Assignment of Security Interest - Trademarks#page9.tif source=DBI - Assignment of Security Interest - Trademarks#page10.tif source=DBI - Assignment of Security Interest - Trademarks#page11.tif source=DBI - Assignment of Security Interest - Trademarks#page12.tif source=DBI - Assignment of Security Interest - Trademarks#page13.tif source=DBI - Assignment of Security Interest - Trademarks#page14.tif source=DBI - Assignment of Security Interest - Trademarks#page15.tif source=DBI - Assignment of Security Interest - Trademarks#page16.tif

ASSIGNMENT OF SECURITY INTEREST - TRADEMARKS

August 7, 2020

WHEREAS, **DSW Shoe Warehouse, Inc.** (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 or Canadian Intellectual Property Office, as applicable (the "**Trademarks**");

WHEREAS, the Assignor and certain of its Affiliates has entered into a U.S. Security Agreement, dated August 7, 2020 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Sixth Street Specialty Lending, Inc., as the Agent for itself and the other 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 (on behalf of the Secured Parties) 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 the event that any provision of this assignment is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

THIS ASSIGNMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE INTERNAL LAWS (AND NOT THE LAW OF CONFLICTS) OF THE STATE OF NEW YORK.

[Signatures Follow]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first written above.

DSW SHOE WAREHOUSE, INC.

By:

Title: Executive Vice President

[Trademark Security Agreement]

TRADEMARK

REEL: 007044 FRAME: 0368

ACCEPTED:

Sixth Street Specialty Lending, Inc., as Assignee

Name: Robert (Bo) Stanley

Title: President

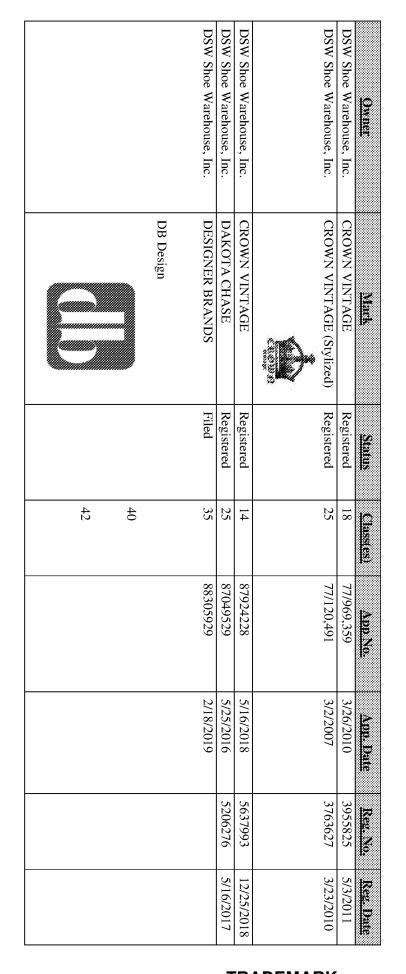
[Trademark Security Agreement]

SCHEDULE A TO ASSIGNMENT OF SECURITY INTEREST – TRADEMARKS

U.S. Trademarks

DSW Shoe Warehouse, Inc.		DSW Shoe Warehouse, Inc.		DSW Shoe Warehouse, Inc.	<u>Owner</u>						
AUDREY BROOKE	AUBREY LYNN	ASTON GREY COLLECTION	ASTON GREY COLLECTION	ASTON GREY COLLECTION	AMELIA GRACE	AIDEN & MASON		ABELLA		ABELLA	Mark
Registered	Registered	Filed	Registered	Registered	Registered	Registered		Filed		Registered	Status
25	25	35	25	25	25	25	35	18	35	25	Class(es)
76/978,086	87049509	87256765	86/000,542	78/989,893	86/221,450	87144729		88714806		85/981,040	App No.
3/18/2004	5/25/2016	12/5/2016	7/2/2013	5/2/2005	3/14/2014	8/19/2016		12/4/2019		2/28/2013	App. Date
3130435	5206275		5146939	3416290	4779086	5267560				4508205	Reg. No.
8/15/2006	5/15/2017		2/21/2017	4/22/2008	7/21/2015	8/15/2017				4/1/2014	Reg. Date

DSW Shoe Warehouse, Inc.	Dow slide wateriouse, inc.	DOWN CL. WY. L. L. L.	DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.		DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.			Owner DSW Shoe Warehouse, Inc.
CROWN VINTAGE	COMESENS	COMPANY	COM+SENS	COACH AND FOUR & Design	Coach and Four	COACH AND FOUR & Design	COACH AND FOUR	COACH AND FOUR			Mark BLEECKER & BOND
Registered	נוזפת		Registered	Registered		Registered	Filed	Registered			Status Filed
25	35	33	25	18		25	18	25	35	25	(lass(es) 18
77/094,613	0/340339		87976589	87613690		71/633,531	88286291	77/976,128			<u>App No.</u> 87761752
1/30/2007	2/11/12/01/		2/17/2017	9/19/2017		8/6/1952	2/1/2019	10/10/2006			App. Date 1/19/2018
3757925			5409180	5728793		0581571		3548150			Reg. No.
3/9/2010			2/20/2018	4/16/2019		10/27/1953		12/16/2008			Reg. Date



DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.		Owner DSW Shoe Warehouse, Inc.					
DSW	DSW	DSW	DSW	DSW	DESIGNER SHOES. WAREHOUSE PRICES.	DESIGNER SHOE WAREHOUSE	DESIGNER SHOE WAREHOUSE	DB Design #2 DESIGNER BRANDS	Mark DESIGNER BRANDS
Registered	Registered	Filed	Registered	Registered	Registered	Filed (Principle Register)	Supplemental Registration		Status Filed
35	36	25	18	42 (now 35)	35	35	35	40 42	<u>Class(es)</u> 35
86879752	86/238,491	88033893	85/361,988	74/498,698	77/895,470	88644107	77/672,917		<u>App No.</u> 88350666
1/19/2016	4/1/2014	7/11/2018	7/1/2011	3/9/1994	12/17/2009	10/7/2019	2/18/2009		App. Date 3/21/2019
5031123	4617653		4098905	1891493	3821777		3687813		Reg. No.
8/30/2016	10/7/2014		2/14/2012	4/25/1995	7/20/2010		9/22/2009		Reg. Date

Owner	Wast	Charine	f Tagging)	Ann Vo	Ama Flato	Ban No	Bar Date
DSW Shoe Warehouse, Inc.	DSW DESIGNER SHOE WAREHOUSE	Registered	35	77/884,576	12/2/2009	3935371	3/22/2011
DSW Shoe Warehouse, Inc.	DSW DESIGNER SHOE WAREHOUSE	Registered	35	86879806	1/18/2016	5035489	9/6/2016
DSW Shoe Warehouse, Inc.	DSW GIVES	Registered	35	88021207	6/29/2018	5802067	7/9/2019
DSW Shoe Warehouse, Inc.	DSW REWARDS	Registered	35	78/910,880	6/19/2006	3350296	12/4/2007
			36				
DSW Shoe Warehouse, Inc.	DSW SHOE WAREHOUSE	Registered	42 (now 35)	74/499,066	3/9/1994	1895449	5/23/1995
DSW Shoe Warehouse, Inc.	DSW SHOE WAREHOUSE & Design DSW	Registered	35	75/348,465	8/28/1997	2238281	4/13/1999
DSW Shoe Warehouse, Inc.	DSW SHOE WAREHOUSE	Registered	35	86880391	1/20/2016	5035503	9/6/2016
DSW Shoe Warehouse, Inc.	DSW SHOES	Registered	42 (now 35)	75/978,767	8/7/1995	2356300	6/6/2000
DSW Shoe Warehouse, Inc.	DSW SHOES	Filed	25	87488886	6/14/2017		

8/13/2013	4384064	2/28/2013	85863179	14	Registered	KELLY & KATIE	DSW Shoe Warehouse, Inc.
10/18/2011	4042385	4/1/2008	77/437,092	18	Registered	KELLY & KATIE	DSW Shoe Warehouse, Inc.
12/6/2005	3024236	3/18/2004	76/977,811	25	Registered	KELLY & KATIE	DSW Shoe Warehouse, Inc.
				35			
		6/29/2018	88021162	18	Filed	FOUR BROTHERS	DSW Shoe Warehouse, Inc.
2/25/2020	5997816	6/28/2018	88018604	25	Registered	FOUR BROTHERS	DSW Shoe Warehouse, Inc.
				35			
12/5/2017	5351504	8/2/2016	87123938	25	Registered	FIT STEP PRO	DSW Shoe Warehouse, Inc.
8/15/2017	5267262	5/25/2016	87049556	25	Registered	FIG & IVY	DSW Shoe Warehouse, Inc.
				35			
4/16/2019	5729361	2/15/2018	87799225	25	Registered	ESSEX LANE	DSW Shoe Warehouse, Inc.
1/1/2019	3043180	1/19/2018	81/02293	9	Kegistered	DSW VIT	DS w Snoe w arehouse, Inc.
8/7/2007	3273387	9/20/2006	77/003,570	35	Registered	DSW SHOES (Stylized) DSWSHOES DSWSHOES	DSW Shoe Warehouse, Inc.
Reg. Date	Reg. No.	App. Date	App No.	Class(es)	Status	Mark	Омпет

DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.		DSW Shoe Warehouse, Inc.		DSW Shoe Warehouse, Inc.			DSW Shoe Warehouse, Inc.			DSW Shoe Warehouse, Inc.		DSW Shoe Warehouse, Inc.	Owner
LULU TOWNSEND (Stylized) Lulu Townsend	LULU TOWNSEND	LULU TOWNSEND		LEVITY		LEVITY			KELLY & KATIE			KELLY & KAT''		KELLY & KATIE	Mark
Registered	Registered	Registered		Registered		Registered			Filed			Filed	_ **	Filed	Status
18	25	18	35	25	35	18	25	18	14	25	18	14		18	Class(es)
77/976,115	85/145,320	77/976,113		87810456		85/013,536			88361276			88361289		87920061	App No.
4/5/2007	10/5/2010	3/30/2007		2/26/2018		4/14/2010			3/28/2019			3/28/2019		5/14/2018	App. Date
3541691	4043199	3541690		5645282		4342914								5637944	Reg. No.
12/2/2008	10/18/2011	12/2/2008		1/1/2019		5/28/2013								12/25/2018	Reg. Date

DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.	DSW Shoe Warehouse, Inc.		DSW Shoe Warehouse, Inc.		DOM SHOC Wardiouse, He.	DSW Shoe Warehouse Inc		DSW Shoe Warehouse, Inc.			DSW Shoe Warehouse, Inc.		DSW Shoe Warehouse, Inc.	Owner
ON THE RISE	ON THE RISE AT DSW	ONE WINK		OLIVE & EDIE		MIZELOG. O	MIX NO 6		MIX NO. 6			MIX6		MAX + JAKE	Mark
Filed	Filed	Registered		Registered		Wegister	Registered		Registered					Registered	Status
35	35	14	35	25	35	10	18	35	25	35	25	18	35	25	Class(es)
88791466	88791451	86/037,297		85/573,081		0.7017,077	85/814 679		77/980,501			88712892		86753835	App No.
2/10/2020	2/10/2020	8/14/2013		3/19/2012		11512012	1/3/2012		6/19/2009			12/3/2019		9/11/2015	App. Date
		4720936		4685456		7,272,7	4524279		3888062					5205555	Reg. No.
		4/14/2015		2/10/2015		5/0/2/07	5/6/2014		12/7/2010					5/16/2017	Reg. Date

DSW Shoe Warehouse, Inc.		Owner DSW Shoe Warehouse, Inc.							
SOLE LOUNGE	SHOEVATOR	SHOEPHORIA!	SHOE LOVERS CARE	SEVEN91	SEVEN91 7- 91	SEVEN91	SAGE & SIMPLE	,	Mark OUICK FIX
Registered	Registered	Registered	Registered	Filed	Registered	Registered	Registered	c	Status Registered
35	35	35	35	18	25	35	25	44	Class(es)
87917265	87807560	85/134,406	85/441,569	88714384	87976412	86838267	87049546		<u>App No.</u> 87722545
5/11/2018	2/22/2018	9/21/2010	10/6/2011	12/4/2019	7/11/2016	12/3/2015	5/25/2016		App. Date 12/15/2017
5637818	5978780	4053962	4153700		5403512	514/830	5267261		Reg. No. 5578698
12/25/2018	2/4/2020	11/8/2011	6/5/2012		2/13/2018	2/21/2017	8/15/2017		Reg. Date 10/9/2018

DSW Shoe Warehouse, Inc.	DSW SHOE WAREHOUSE, INC.	DSW SHOE WAREHOUSE, INC.	DSW Shoe Warehouse, Inc.	Омпег			
COM + SENS	ASTON GREY COLLECTION	AUDREY BROOKE	DSW DESIGNER SHOE WAREHOUSE	ABELLA TRUE COMFORT	SHOEME	VEND-A-SHOE	Mark
Pending	Pending	Registered	Registered	Filed	Filed	Filed	Status
		25	35	25 & 35	35	35	Classies)
90014111	90042111	77581478	77884576	88026249	88899601	87807586	App No.
6/22/2020	7/8/2020	9/29/2008	12/2/2009	7/5/2018	5/4/2020	2/22/2018	App. Date
		3729625	3935371				Reg. No.
		12/22/2009	3/22/2011				Reg. Date

Canadian Trademarks

DSW SHOE WAREHOUSE, INC.	DSW SHOE WAREHOUSE, INC.	Current Owner/ Applicant
ShoeMe.ca	DSW	Trademark
Registered	Registered	Status
1597207	1420836	Application No.
TMA876673	TMA826700	Registration No.
2014-04-29	2012-06-20	Registration Date

Current Owner/ Applicant DSW SHOE WAREHOUSE, INC. DSW SHOE WAREHOUSE, INC. DSW SHOE WAREHOUSE, INC. DSW SHOE WAREHOUSE, INC.	DSW DSW DESIGNER SHOE WAREHOUSE ABELLA AUDREY BROOKE	Registered Registered Registered Registered	Application No. 1672049 1672056 1688245 1688245	Registration No. TMA969371 TMA969372 TMA978464 TMA978463	Registration Date 2017-04-27 2017-04-27 2017-08-15 2017-08-15
DSW SHOE WAREHOUSE, INC. DSW SHOE WAREHOUSE, INC.	AUDREY BROOKE CROWN VINTAGE	Registered Registered	1688257	TMA978463 TMA978462	2017-08-15
DSW SHOE WAREHOUSE, INC.	KELLY & KATIE	Registered	1688265	TMA978461	2017-08-15
DSW SHOE WAREHOUSE, INC.	MIX NO. 6	Registered	1688271	TMA978460	2017-08-15
DSW SHOE WAREHOUSE, INC.	SHOEPHORIA!	Registered	1688317	TMA1040918	2019-07-12
DSW SHOE WAREHOUSE, INC.	SEVEN91	Registered	1759617	TMA1003730	2018-08-28
DSW SHOE WAREHOUSE, INC.	791 Stylized	Registered	1790947	TMA1032381	2019-06-26
DSW SHOE WAREHOUSE, INC.	AIDEN & MASON	Registered	1796846	TMA1041055	2019-07-12
DSW SHOE WAREHOUSE, INC.	COM + SENS	Filed	1827603		Filed: 2017-03-15

Current Owner/ Applicant	Trademark	Status	Application No.	Registration No.	Registration Date
DSW SHOE WAREHOUSE, INC.	GRAIL	Registered	1844620	TMA1017142	2019-03-13
DSW SHOE WAREHOUSE, INC.	TS & Design	Filed	1858384		Filed: 2017-09-20
DSW SHOE WAREHOUSE, INC.	BLEECKER & BOND	Registered	1884952	TMA1063765	2019-11-20
DSW SHOE WAREHOUSE, INC.	ESSEX LANE	Registered	1885226	TMA1053736	2019-09-11
DSW SHOE WAREHOUSE, INC.	LEVITY	Registered	1898536	TMA1041069	2019-07-12
DSW SHOE WAREHOUSE, INC.	ABELLA TRUE COMFORT	Registered	1907848	TMA1038736	2019-07-09
DSW SHOE WAREHOUSE, INC.	FOUR BROTHERS	Filed	1910747		Filed: 2018-07-20
DSW SHOE WAREHOUSE, INC.	DB Logo	Filed	1951597		Filed: 2019-03-14
DSW SHOE WAREHOUSE, INC.	DB Designer Brands Logo	Filed	1952367		Filed: 2019-03-19
DSW SHOE WAREHOUSE, INC.	K&K Design	Filed	1954485		Filed: 2019-03-29

DSW SHOE WAREHOUSE, INC.	Current Owner/ Applicant				
MIX #6	SHOE VIP	ASTON GREY COLLECTION	DSW VIP	K&K Design Pattern	Trademark
Filed	Filed	Filed	Filed	Filed	Status
1976769	1976325	1957938	1956311	1954491	Application No.
					Registration No.
Filed: 2019-07-22	Filed: 2019-07-18	Filed: 2019-04-17	Filed: 2019-04-09	Filed: 2019-03-29	Registration Date

RECORDED: 08/07/2020