

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the name of the receiving party previously recorded on Reel 004806 Frame 0721. Assignor(s) hereby confirms the Security Interest.

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bakers Footwear Group, Inc.		06/13/2012	CORPORATION: MISSOURI

RECEIVING PARTY DATA	
Name:	Crystal Financial LLC, As Agent
Street Address:	Two International Place
Internal Address:	17th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 16		
Property Type	Number	Word Mark
Registration Number:	3107432	B
Registration Number:	719778	BAKERS
Registration Number:	3875198	BAKERS
Registration Number:	3876307	BAKERS
Registration Number:	3875200	BAKERS
Registration Number:	3321308	CIELLA
Registration Number:	719777	LEED'S
Registration Number:	1943049	NO PARKING
Registration Number:	430591	QUALI CRAFT
Registration Number:	3876318	RIVERSTONE
Registration Number:	4039478	SHOETERNITY
Registration Number:	4039479	SHOETERNITY.COM

CH \$415.00 3107432

Registration Number:	2273024	STOMP
Registration Number:	986497	THE LEGWORKS
Registration Number:	2745441	TOZ
Registration Number:	2849107	TOZ

CORRESPONDENCE DATA

Fax Number: 3026365454

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

Phone: 800-927-9801 x2348

Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	251636
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NAME OF SUBMITTER:	Jean Paterson
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Signature:	/jep/
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Date:	06/25/2012
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Total Attachments: 10

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TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bakers Footwear Group, Inc.		06/13/2012	CORPORATION: MISSOURI

RECEIVING PARTY DATA

Name:	Crystal Financial LLC. As Agent
Street Address:	Two International Place
Internal Address:	17 Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	3107432	B
Registration Number:	719778	BAKERS
Registration Number:	3875198	BAKERS
Registration Number:	3876307	BAKERS
Registration Number:	3875200	BAKERS
Registration Number:	3321308	CIELLA
Registration Number:	719777	LEED'S
Registration Number:	1943049	NO PARKING
Registration Number:	430591	QUALI CRAFT

TRADEMARK

REEL: 004807 FRAME: 0561

Registration Number:	3876318	RIVERSTONE
Registration Number:	4039478	SHOETERNITY
Registration Number:	4039479	SHOETERNITY.COM
Registration Number:	2273024	STOMP
Registration Number:	986497	THE LEGWORKS
Registration Number:	2745441	TOZ
Registration Number:	2849107	TOZ

CORRESPONDENCE DATA

Fax Number: 3026365454
 Phone: 202-408-3121 x2348
 Email: truckolls@cscinfo.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Corporation Service Co.-J. Paterson
 Address Line 1: 1090 Vermont Avenue, NW
 Address Line 2: Suite 430
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	14875.00059 DN
NAME OF SUBMITTER:	Tim Nuckolls
Signature:	/Tim Nuckolls/
Date:	06/22/2012

Total Attachments: 5
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RECEIPT INFORMATION

ETAS ID: TM238552
 Receipt Date: 06/22/2012
 Fee Amount: \$415

TRADEMARK

REEL: 004807 FRAME: 0562



UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

JUNE 25, 2012

PTAS

CORPORATION SERVICE CO.-J. PATERSON
1090 VERMONT AVENUE, NW
SUITE 430
WASHINGTON, DC 20005

900226431

UNITED STATES PATENT AND TRADEMARK OFFICE NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT RECORDATION BRANCH OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE ASSIGNMENT RECORDATION BRANCH AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT RECORDATION BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 06/22/2012

REEL/FRAME: 4806/0721
NUMBER OF PAGES: 6

BRIEF: SECURITY INTEREST

DOCKET NUMBER: 14875.00059 DN

ASSIGNOR:

BAKERS FOOTWEAR GROUP, INC.

DOC DATE: 06/13/2012
CITIZENSHIP: MISSOURI
ENTITY: CORPORATION

ASSIGNEE:

CRYSTAL FINANCIAL LLC. AS AGENT

CITIZENSHIP: DELAWARE
ENTITY: LIMITED LIABILITY COMPANY

TWO INTERNATIONAL PLACE
17 FLOOR
BOSTON, MASSACHUSETTS 02110

SERIAL NUMBER: 71498510

FILING DATE: 03/19/1946

REGISTRATION NUMBER: 430591

REGISTRATION DATE: 06/17/1947

MARK: QUALI CRAFT

DRAWING TYPE: AN ILLUSTRATION DRAWING WITH WORD(S) /LETTER(S)/ NUMBER(S) IN
STYLIZED FORM

SERIAL NUMBER: 72103122 FILING DATE: 08/22/1960
REGISTRATION NUMBER: 719777 REGISTRATION DATE: 08/08/1961
MARK: LEED'S
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 72103123 FILING DATE: 08/22/1960
REGISTRATION NUMBER: 719778 REGISTRATION DATE: 08/08/1961
MARK: BAKERS
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 72463471 FILING DATE: 07/20/1973
REGISTRATION NUMBER: 986497 REGISTRATION DATE: 06/18/1974
MARK: THE LEGWORKS
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74648455 FILING DATE: 03/13/1995
REGISTRATION NUMBER: 1943049 REGISTRATION DATE: 12/19/1995
MARK: NO PARKING
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 75399831 FILING DATE: 12/04/1997
REGISTRATION NUMBER: 2273024 REGISTRATION DATE: 08/24/1999
MARK: STOMP
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 75408616 FILING DATE: 12/19/1997
REGISTRATION NUMBER: 2745441 REGISTRATION DATE: 08/05/2003
MARK: TOZ
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 75449163 FILING DATE: 03/12/1998
REGISTRATION NUMBER: 3875198 REGISTRATION DATE: 11/16/2010
MARK: BAKERS
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 75979308 FILING DATE: 03/12/1998
REGISTRATION NUMBER: 3875200 REGISTRATION DATE: 11/16/2010
MARK: BAKERS
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 78030394 FILING DATE: 10/12/2000
REGISTRATION NUMBER: 2849107 REGISTRATION DATE: 06/01/2004
MARK: TOZ
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 78048493 FILING DATE: 02/15/2001
REGISTRATION NUMBER: 3107432 REGISTRATION DATE: 06/20/2006
MARK: B
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)
/NUMBER(S)

SERIAL NUMBER: 78115991 FILING DATE: 03/19/2002
REGISTRATION NUMBER: 3876307 REGISTRATION DATE: 11/16/2010
MARK: BAKERS
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 78834037 FILING DATE: 03/10/2006
REGISTRATION NUMBER: 3321308 REGISTRATION DATE: 10/23/2007
MARK: CIELLA
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 78879754
REGISTRATION NUMBER: 3876318
MARK: RIVERSTONE
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 05/09/2006
REGISTRATION DATE: 11/16/2010

SERIAL NUMBER: 85085639
REGISTRATION NUMBER: 4039478
MARK: SHOETERINITY
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 07/15/2010
REGISTRATION DATE: 10/11/2011

SERIAL NUMBER: 85085704
REGISTRATION NUMBER: 4039479
MARK: SHOETERINITY.COM
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 07/15/2010
REGISTRATION DATE: 10/11/2011

ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

BAKERS FOOTWEAR GROUP, INC.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: MISSOURI
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) JUNE 13, 2012

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: _____

Internal

Address: CRYSTAL FINANCIAL LLC, AS AGENT

Street Address: TWO INTERNATIONAL PLACE, 17TH FLOOR

City: BOSTON

State: MA

Country: USA Zip: 02110

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other LIMITED LIAB CO Citizenship DELAWARE

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

SEE ATTACHED

B. Trademark Registration No.(s)

SEE ATTACHED

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

SEE ATTACHED

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: JACKIE BILLARD

Internal Address: RIEMER & BRAUNSTEIN LLP

Street Address: THREE CENTER PLAZA

City: BOSTON

State: MA Zip: 02108

Phone Number: 617-880-3494

Fax Number: _____

Email Address: JBILLARD@RIEMERLAW.COM

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature: Jacqueline M. Billard
Signature
JACQUELINE BILLARD

6/22/12

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

5

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

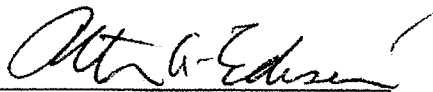
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BAKERS FOOTWEAR GROUP, INC., a Missouri corporation (the "Grantor") with its principal place of business at 2815 Scott Avenue, Suite C, St. Louis, MO 63103, hereby grants to CRYSTAL FINANCIAL LLC, as Agent for its own benefit and the benefit of the other Credit Parties (as defined in the Credit Agreement (as defined in the Security Agreement referred to below)), with offices at Two International Place, 17th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (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 or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement dated as of June 13, 2012 (as amended, modified, supplemented or restated and in effect from time to time, the "Security Agreement") by and between, among others, the Grantor and the Grantee. 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.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 13 day
of June, 2012.

BAKERS FOOTWEAR GROUP, INC., as Grantor

By: 
Name: Peter A. Edison
Title: Chief Executive Officer and
President

CRYSTAL FINANCIAL LLC,
as Grantee

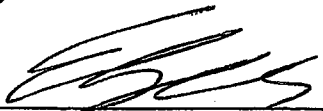
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 13 day
of June, 2012.

BAKERS FOOTWEAR GROUP, INC., as Grantor

By: _____
Name:
Title:

CRYSTAL FINANCIAL LLC,
as Grantee

By: 
Name: Evren Ozargun
Title: Managing Director

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
B & Design	3,107,432	06/20/2006
Bakers	719,778	08/08/1961
Bakers	3,875,198	11/16/2010
Bakers	3,876,307	11/16/2010
Bakers	3,875,200	11/16/2010
Ciella	3,321,308	10/23/2007
Leed's	719,777	08/08/1961
No Parking	1,943,049	12/19/1995
Quali Craft (Stylized)	430,591	06/17/1947
Riverstone	3,876,318	11/16/2010
Shoeternity	4,039,478	10/11/2011
Shoeternity.com	4,039,479	10/11/2011
Stomp	2,273,024	08/24/1999
The LegWorks	986,497	06/18/1974
TOZ	2,745,441	08/05/2003
TOZ	2,849,107	06/01/2004

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