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FORM PTO-1594 (Rev. 8-93) OMB No. 0651-0011 (exp. 4/94)

RECORDED TI

02-10-1999

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings



To the Honorable Commissioner of Patents a

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original documents or copy thereof.

1. Name of conveying party(ies):

Genesco Inc.

MKD 2-3-99

- Individual(s), General Partnership, Corporation-State Tennessee, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

22

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: 7/14/98

2. Name and address of receiving party(ies)

Name: Texas Boot, Inc.

Internal Address:

Street Address: 127 E. Forrest Avenue

City: Lebanon State: TN ZIP: 37087

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

TM

See Schedule I attached hereto

B. Trademark Registration No.(s)

- 1,852,775 971,920 1,861,982 1,644,686

Additional numbers attached? Yes No

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

Name: Michael L. Perry, LA

Internal Address:

Paul, Hastings, Janofsky & Walker

Suite 2000

Street Address:

600 Peachtree Street NE

City: Atlanta State: GA ZIP: 30308

02/09/1999 BNGUYEN 00000074-1852775

6. Total number of applications and registrations involved:

19

7. Total fee (37 CFR 3.41).....\$ 490.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 DP 02 FC:482 450.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael L. Perry Name of Person Signing

Signature

1/22/99

Date

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

10

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK REEL: 1852 FRAME: 0610



SCHEDULE I

TRADEMARK REGISTRATION NUMBERS

1,751,334
1,769,020
1,495,199
1,654,968
1,872,558
2,056,330
1,668,594
1,389,154
1,251,177
1,902,190
1,886,114
1,893,645
1,772,052
2,043,798
1,376,028

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, Genesco Inc., a Tennessee corporation having an address of Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217 (hereinafter "Assignor") or its predecessor(s) in interest have adopted and used certain trademarks, including certain trademarks/service marks which have been registered, or for which applications for registration have been filed, in the applicable government offices, as listed on Schedule "A" attached hereto, for use in connection with the goods/services indicated in said registrations or applications therefor (collectively, the "Marks");

WHEREAS, Texas Boot, Inc., a Delaware corporation having an address of 127 East Forrest Drive, Lebanon, Tennessee 37087 (hereinafter "Assignee") is desirous of acquiring all rights, title and interest in and to said Marks; and

WHEREAS, pursuant to that certain Asset Purchase Agreement dated June 12, 1998 by and between Assignor and Assignee, Assignor has agreed to transfer to Assignee all rights, title and interest of Assignor in and to said Marks.

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and convey to Assignee, its successors, assigns or other legal representatives, all Assignor's rights, title and interest in and to, and to the use of, the above-identified Marks, together with the goodwill of the business symbolized by the Marks, all registrations thereof and applications therefor, and the right to recover damages for past acts of infringement of said Marks.

Assignor hereby consents to and requests recordation of this transfer and further authorizes and requests that all official documents and communications relating to said Marks or the registration(s) and/or application(s) therefor issue and deliver to Assignee, its attorneys, agents, successors or assigns.

Assignor hereby agrees at Assignee's request to use reasonable efforts to execute in Assignee's favor any and all additional papers which may be necessary for the transfer, by complete assignment, of all Assignor's proprietary rights in and to the above-identified Marks and all registrations thereof or applications therefor.

IN WITNESS WHEREOF, Assignor has caused this document to be duly and legally executed as of this 14th day of July, 1998, effective as of 11:59 P.M. Central time on such day.

GENESCO INC. _____

By: James S. Gulmi

Name: JAMES S. Gulmi

Its: SVP

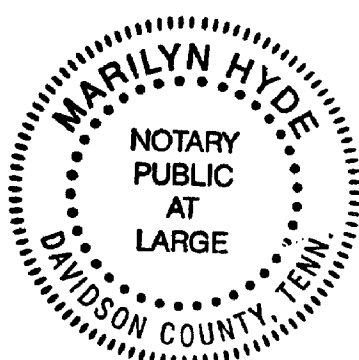
STATE OF Tennessee
COUNTY OF Davidson

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared James S. Gulmi with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (or herself) to be the Sr. V.P. of Genesco Inc. (the "Assignor"), the within-named bargainer, a corporation, and that he as such Sr. Vice Pres, being duly authorized so to do, executed the foregoing Assignment of U.S. Trademarks for the purposes therein contained, by signing the name of the corporation by him self as such Sr. Vice Pres.

WITNESS my hand and seal at office, on this the 14 day of July, 1998.

Marilyn Hyde
Notary Public

My Commission Expires: 1-27-2001



My Commission Expires JAN 27, 2001



SCHEDULE "A"

✓ MK BOOT EZE
CTY United States
GD Shoe care products, namely cleaners and polishes for shoes and boots (Class 3) and insoles (Class 25)
CL 3 & 25
SN 74-160,499
RN 1,852,775
RD 06 SEP 94
REN 06 SEP 04

✓ MK BOOT FACTORY
CTY United States
GD Wearing apparel, namely t-shirts and socks
CL 25
SN 74-467,555
RN 1,861,982
RD 08 NOV 94
REN 08 NOV 04

✓ MK BOOT FACTORY
CTY United States
GD Retail Store services specializing in Western style leather boots
CL 42 (U.S. 101)
RN 1,644,686
RD 14 MAY 91
REN 14 MAY 01

✓ MK CEDAR CREST
CTY United States
GD Shoes and boots
CL 25
RN 971,920
RD 30 OCT 73
REN 30 OCT 03

MK CIMARRON

CTY United States
GD Boots and Shoes
CL 25
SN 73,800,117
RN 1,751,334
RD 09 FEB 93
REN 09 FEB 03

MK CODE WEST
CTY United States
GD Retail Store Services in the field of Apparel and footwear
CL 42
SN 74-315,798
RN 1,769,020
RD 04 MAY 93
REN 04 MAY 03

MK CODE WEST
CTY United States
GD Shoes & Boots
CL 25
RN 1,495,199
RD 05 JUL 88
REN 05 JUL 08

MK CODE WEST
CTY United States
GD Sportswear, namely jackets & shirts
CL 25
SN 74-108,162
RN 1,654,968
RD 27 AUG 91
REN 27 AUG 01

MK CODE WEST & DESIGN
CTY United States
GD Footwear & clothing, mainly shoes, boots, shirts and jackets
CL 25
SN 74-427,110
RN 1,872,558
RD 10 JAN 95
FU 00 UNK 88
REN 10 JAN 05

MK COWBOY LOGO DESIGN
CTY United States
GD Shoes, boots and footwear
CL 25
SN 75-021,830
RN 2,056,330
RD 22 APR 97
REN 22 APR 07

MK FLYING COWBOY DESIGN
CTY United States
GD Shoes & Boots
CL 25
SN 74-142,216
RN 1,668,594
RD 17 DEC 91
REN 17 DEC 01

MK 421
CTY United States
GD Western Boots
CL 25
RN 1,389,154
RD 08 APR 86
REN 08 APR 06

✓
MK LAREDO & Design
CTY United States
GD Men's boots
CL 25
RN 1,251,177
RD 13 SEP 83
REN 13 SEP 03

MK LAREDO & DESIGN (CACTUS)
CTY United States
GD Belts
CL 25
SN 74/358614
RN 1,902,190
RD 27 JUN 95
REN 27 JUNE 05

✓
MK LAREDO & DESIGN
CTY United States
GD Apparel and footwear
CL 25
SN 74/363,806
RN 1,886,114
RD 28 MAR 95
REN 28 MAR 05

✓
MK LAREDO
CTY United States
GD Belts
CL 25
SN 74/358,612
RN 1,893,645
RD 09 MAY 95
REN 09 MAY 05

MK LAREDO RACER LACERS
CTY United States
GD Footwear, namely, shoes and boots
CL 25
SN 74-126,824
RN 1,772,052
RD 06 OCT 92
REN 06 OCT 02

MK PERFORMAIR
CTY United States
GD Shoes and boots
CL 25
SN 75-105,538
RN 2,043,798
RD 11 MAR 97
REN 11 MAR 07

MK TOUGH RIDERS
CTY United States
GD Western Boots
CL 25
RN 1,376,028
RD 17 DEC 85
REN 17 DEC 05

MK BOOT FACTORY
STATE Tennessee
GD Retail store services in connection with shoes, boots and footwear
CL 101
RN 00
RD 05 JAN 90
REN 05 JAN 00

MK CIMARRON
STATE Tennessee
GD Clothing
CL 39
RN None
RD 16 JUN 89
REN 16 JUN 99