

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Converse, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Footwear Acquisition, Inc.
Internal Address: _____
Street Address: One Fordham Road
City: Reading State: MA Zip: 01864

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State DE
 Other _____

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)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 30, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached Schedule

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See attached Schedule

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kenneth Solomon
Internal Address: Suite 1400
Howell & Haferkamp L.C.
Street Address: 7733 Forsyth Blvd.
City: St. Louis State: MO Zip: 63105

6. Total number of applications and registrations involved: 74

7. Total fee (37 CFR 3.41).....\$ 1,865.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
012510
(Attach duplicate copy of this page if paying by deposit account)

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.

James T. Walsh [Signature] May 15, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 17

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK APPLICATIONS

74/638974
75/654970
75/662556
75/662557
75/662558
75/694054
75/694069
75/881244

TRADEMARK REGISTRATIONS

1275191	2098296	1249070
0369971	2061930	1185917
1276236	1738330	1766783
1868352	1138469	1248444
1981319	1877671	1206260
2435789	2435788	1736667
1146876	2063154	1588960
1201187	1177386	1658256
1490262	1195794	1998884
1191738	1654951	1525779
1473292	1804563	1215935
0315273	0924169	1053338
0777449	0121760	0741662
1493265	1525796	1632413
1790496	1538234	1078480
1854249	0535060	1789476
1843036	0938918	2296653
0868375	0583097	1825851
1868363	2082666	1797098
2402815	2164801	1826993
1823844	2209810	
2041159	2046194	
1138468	1868414	

GLOBAL TRADE MARK ASSIGNMENT

THIS ASSIGNMENT is made the 30th day of April 2001 BETWEEN **Converse Inc.**, a corporation of the State of Delaware located at One Fordham Road, North Reading, Massachusetts 01864, USA (hereinafter called the Assignor) of the one part AND **Footwear Acquisition, Inc.**, a corporation of the State of Delaware located at One Fordham Road, North Reading, Massachusetts 01864, USA (hereinafter called the Assignee) of the other part

WHEREAS

- 1 The Assignor is the proprietor of the registered trademarks and pending applications shown in Schedule TM--GLOBAL hereto, as well as all other proprietary rights in other trademarks, trade dress, product configurations and Internet domain names owned by Assignor or associated with the products in conjunction with which those registered trademarks and pending applications are used (collectively, the "Trademarks").
2. The Assignor has agreed that the Trademarks shall be assigned to the Assignee for the consideration hereinafter appearing.

NOW THIS ASSIGNMENT WITNESSES that, in consideration of the sum of \$1 (One U.S. Dollar) and other consideration paid by the Assignee to the Assignor, the receipt of which is hereby acknowledged, the Assignor hereby assigns to the Assignee all the said Trademarks, for all of the goods and/or services included in the relevant registrations or applications or in conjunction with which the Trademarks are used, together with the goodwill of the business

associated with and symbolized by the Trademarks and the right of the Assignee to bring actions and claim relief in respect of any infringement or other violation of rights with respect to any of the Trademarks occurring prior to the date hereof TO HOLD the same unto the Assignee absolutely.

The Assignor hereby consents, without any objection, that Assignee solely request recording of this transfer in any jurisdiction where a recording of this transfer may be effected.

IN WITNESS WHEREOF the Assignor has executed these presents the day and year first above written.

CONVERSE INC.

By: 

Name: Jack A. Green

Position: Senior Vice-President Administration, General Counsel and Secretary

[ATTACH NOTARIAL CERTIFICATE]

Accepted by: **FOOTWEAR ACQUISITION, INC.**

By: 

Name: Marsden S. Cason

Position: President

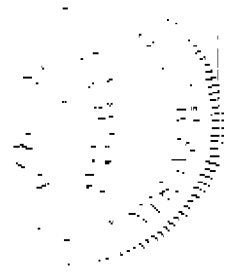
[ATTACH NOTARIAL CERTIFICATE]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of April, 2001, before me personally came Jack A. Green to me known, who being duly sworn, did depose and say, that he is the Senior Vice President Administration, General Counsel and Secretary of CONVERSE INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Elizabeth D'Attilio
Elizabeth D'Attilio, Notary Public

ELIZABETH R. D'ATTILIO
NOTARY PUBLIC, State of New York
No. 01D-4811481
Qualified in Orange County
Certificate filed in New York County
Commission Expires Nov. 30, ~~2002~~

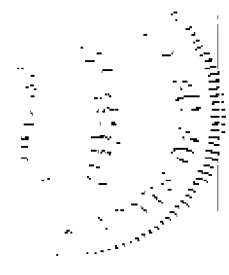


STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of April, 2001, before me personally came Marsden S. Cason to me known, who being duly sworn, did depose and say, that he is the President of FOOTWEAR ACQUISITION, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Elizabeth D'Attilio
Elizabeth D'Attilio, Notary Public

ELIZABETH R. D'ATTILIO
NOTARY PUBLIC, State of New York
No. 01D-4811481
Qualified In Orange County
Certificate filed in New York County
Commission Expires Nov. 30, ~~2002~~



UNITED STATES OF AMERICA
TRADEMARKS

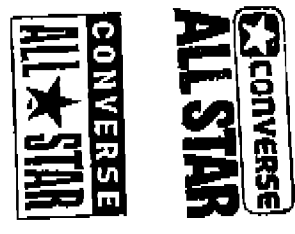
MARK	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE	STATUS/DUE DATE	CLASS/GOODS
ALL STAR	731207.532	03/15/1979	1,275,191	04/24/1984	Renewal Due - 04/24/2004	18 - all purpose sports bags, excluding bags intended primarily for sports equipment
ALL STAR	714417.401	03/23/1939	360,971	08/08/1939	Renewal Due - 08/08/2009	25 - athletic shoes of rubber and fabric
ALL STAR	73219.261	06/11/1979	1,278,296	05/01/1984	Renewal Due - 05/01/2004	25 - shirts
ALL STAR	741044.587	04/02/1990	1,868,352	12/20/1994	Use Due - 12/20/2010	25 - footwear
STAR	74638.974	02/27/1985			Suspended due to ALL STAR GAME application of Major League Baseball	14 - watches
ALL STAR	74302.907	06/10/1992	1,981,319	06/18/1996	Use Due - 06/18/2001 Renewal Due 06/18/2003	25 - clothing, namely, T-shirts, shorts, tank tops, sweat suits, vests, pants, jackets, swimwear, sweaters, jeans and outerwear, namely, lined jackets, insulated snow mobile suits and nylon jackets
ALL STAR	751662.556	03/17/1999			Pending - OA Response due 10/09/01	18 - exercise books, wirebound books, wirebound handbook books, ball point pens, cartridge pens, elasticated binders, erasers, fitted pencil cases, pencils, pencil packs, pencil sets, organizers, pencil pouches/cases, pencil liners, project binders, ringbinders, school agendas, lunch coolers, sharpeners, stonhard notebooks, stationery kits, lined pen sets, desk mats, book bags and portfolios
ALL STAR	751662.559	03/17/1999	2,435,749	03/13/2001	Renewal Due - 03/13/2011	25 - men's briefs, boxers, boxerbriefs, pants, shirts in knit, including screen-printed underwear/longwear/shirts
ALL STAR	731228.706	08/23/1979	1,146,878	02/10/1981	Renewal Due - 02/10/2011	25 - footwear
ALL STAR	731229.874	07/18/1979	1,201,197	07/13/1982	Renewal Due - 07/13/2002	25 - FOOTWEAR

*FIELDERS' disclaimer






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	7/3/87 8,527	08/14/1987	1,480,282	03/31/1988	Renewal Due - 03/31/2008	25 - athletic footwear
	7/3/228,355	08/11/1979	1,191,738	03/09/1982	Renewal Due - 03/09/2002	25 - footwear
	7/3/652,317	05/21/1987	1,473,292	04/19/1988	Renewal Due - 04/19/2008	25 - apparel, namely sweaters, pants, shirts, shorts, jackets and warm-up suits
	7/1/348,806	02/01/1934	315,273	07/24/1934	Renewal Due - 07/27/2004	25 - shoes made of rubber, leather, fabric and combinations thereof
	7/21/81,708	11/21/1963	777,449	09/22/1984	Renewal Due - 09/22/2004	25 - canvas and rubber shoes
CONQUEST	7/3/893,237	11/02/1987	1,493,285	03/21/1988	Renewal Due - 08/21/2008	25 - footwear
CONNS	7/4/341,914	12/21/1992	1,790,498	08/31/1983	Renewal Due - 08/31/2003	25 - clothing; namely, knit T-shirts, collar placket shirts, woven shirts, swimwear, knit and woven shorts, knit and woven pants, tank tops, fleece tops and bottoms, wind suits, wind resistant jackets, sports caps and knit caps, and spandex exercise wear; namely T-shirts, sweat shorts, sweat pants, shorts, and tank tops
CONNS	7/4/928,374	10/29/1992	1,854,249	09/13/1994	Use Due - 09/13/2010 Renewal Due 09/13/2004	28 - inflatable sports balls
	7/4/438,558	09/24/1993	1,843,038	07/05/1994	Use Due - 07/05/2010 Renewal Due - 07/05/2004	25 - clothing; namely knit T-shirts, collar placket shirts, woven shirts, swimwear, knit and woven shorts, knit and woven pants, exercise wear, tank tops, fleece tops and bottoms, wind suits and wind resistant jackets and footwear
CONVERSE	7/2/888,155	04/05/1988	888,375	04/22/1989	Renewal Due - 04/22/2009	25 - golf shoes, tack shoes, wrestling shoes, basketball shoes, football shoes; clothing, namely hunting boots, fishing boots, industrial boots, rubber boots, tennis shoes, basketball shoes, boat shoes, general purpose athletic sneakers, casual shoes, jackets, trousers

CONVERSE	74341,370	12/21/1992	1,868,383	12/20/1994	Use Due - 12/20/2010 Renewal Due 12/20/2004	25 - clothing, namely, knit T-shirts, collar placket shirts, woven shirts, swimwear, knit and woven shorts, knit and woven pants, tank tops, fleece tops and bottoms, wind resistant suits and jackets, sports caps and knit caps
CONVERSE	761692,558	03/17/1999			Pending	18 - exercise books, wirebound books, wirebound hardback books, ball point pens, cartridge pens, elasticated binders, erasers, filled pencil cases, pencils, pencil packs, pencil sets, organizers, pencil pouches/cases, pencil kits, project binders, ringbinders, school agendas, lunch coolers, sharpeners, shortland notebooks, stationery kits, lined pen sets, desk mats, book bags and portfolios
CONVERSE	75,682,555	03/17/1999	2,402,915	11/07/2000	Renewal Due - 11/07/2010	25-men's briefs, boxers, boxerbriefs, pants, shirts in knits including screen-printed underwear/oungewear *shirts
CONVERSE	741328,354	10/29/1992	1,823,844	02/22/1994	Use Due - 02/22/2010 Renewal Due - 02/22/2004	28 - inflatable balls
CONVERSE	741699,004	02/27/1995	2,041,159	02/25/1997	Use Due - 02/25/2003 Renewal Due 02/25/2007	14 - watches
CONVERSE	731228,707	08/23/1978	1,136,488	08/05/1980	Renewal Due - 08/05/2010	25 - footwear
CONVERSE ALL STAR	751075,527	03/20/1986	2,098,236	09/16/1997	Use Due - 09/16/2003 Renewal Due - 09/16/2007	26 - athletic footwear and clothing, namely T-shirts, shorts, hats, jackets, tank tops, sweatpants and sweatshirts






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	746398,976	02/27/1995	2,081,390	05/13/1997	Use Due - 05/13/2003 Renewal Due - 05/13/2007	14 -- matches
	741207,058	09/26/1991	1,728,330	12/08/1992	Renewal Due - 12/08/2002	18 -- sport bags
	731228,708	08/23/1979	1,138,489	08/05/1980	Renewal Due - 08/05/2010	25 -- footwear
	741302,298	08/10/1992	1,877,871	02/07/1995	Renewal Due 02/07/2005	25 -- clothing, namely T-shirts, shorts, tank tops, sweat suits, vests, pants, jackets, swimwear, sweaters, jeans, and outerwear, namely, lined jackets, insulated snow mobile suits and nylon jackets
	756892,554	03/17/1998	2,435,788	03/13/2001	Renewal Due - 03/13/2011	25 -- men's briefs, boxers, boxerbriefs, pants, shirts in knits, including screen-printed underwear/outerwear t-shirts

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	<p>75/654,970 03/15/1999</p>	<p>Pending - Statement of Use due 06/13/2001 (FINAL)</p>	<p>16-exercise books, wirebound books, wirebound hardback books, ballpoint pens, cartridge pens, elasticated binders, erasers, filled pencil cases, pencils, pencil packs, pencil sets, organizers, pencil pouches/cases, pencil tins, project binders, ring binders, school agendas, sharpeners, short-hand notebooks, stationery tins, tinnet pen sets, desk mats, book bags and portfolios</p>	
	<p>75/110,027 05/28/1996</p>	<p>2,063,154 05/20/1997</p>	<p>Use Due - 06/20/2003 Renewal Due - 05/20/2007</p>	<p>25 - headwear, namely, sport and knit hats and caps</p>
	<p>75/981,244 12/27/1999</p>	<p>Pending - Opposition deadline 5/2/01</p>	<p>9 --- eyewear</p>	
<p>CONVERSE.COM</p>	<p>75/894,054 04/29/1999</p>	<p>Pending - Check for registration 11/6/2001</p>	<p>35-dissemination of advertising for others via an on-line electronic communications network 41-providing a computer game that may be accessed via on-line computer networks by computer users</p>	
<p>75/894,069 04/29/1999</p>	<p>Notice of Allowance issued 10/17/00; Statement of Use due 4/17/01</p>	<p>42-computer services, namely, providing an interactive database of information on clothing, footwear, sporting equipment and activities, and sports personalities 25-clothing and footwear</p>		



CONVERSE CLASSIC

CONVERSE PRO CLASSIC

CONVERSE




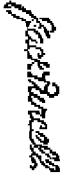

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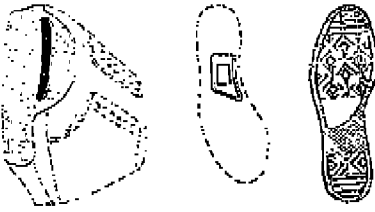
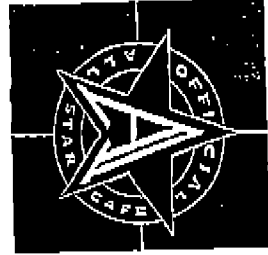
ENERGY WAVE

73/252,072	02/28/1980	1,177,386	1/16/1981	Renewal Due - 11/10/2001	25 - footwear
73/292,858	01/12/1981	1,195,794	05/18/1982	Renewal Due - 08/18/2002	25 - footwear
74/004,591	04/02/1990	1,854,951	08/27/1991	Renewal Due - 08/27/2001	25 - clothing; namely, footwear
74/341,917	12/21/1992	1,894,983	11/18/1993	Renewal Due 11/18/2003	25 - clothing; namely, knit T-shirts, collar placket shirts, woven shirts, swimwear, knit and woven shorts, knit and woven pants, tank tops, fleece tops and bottoms, wind resistant suits and jackets, sports caps and knit caps
72/372,578	10/06/1970	924,369	11/23/1971	Renewal Due - 11/23/2001	25 - golf shoes, track shoes, wrestling shoes, baseball shoes, football shoes, hunting boots, fishing boots, industrial boots, rubber boots, tennis shoes, basketball shoes, boat shoes, general purpose athletic sneakers, casual shoes, athletic sneakers, casual shoes, wading sandals, jackets, trousers, parkas, shirts, overalls, hats, raincoats and suspenders
71/0922283	01/21/1918	121,760	05/28/1918	Renewal Due - 05/28/2008	25 - skate scarbands, ankle supports, teeth guards, hockey pucks, air floats and air mattresses
73/710,090	02/08/1988	1,555,796	02/21/1989	Renewal Due - 02/21/2009	25 - footwear

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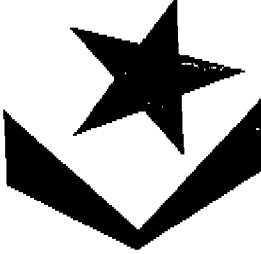


	737728,295	02/16/1988	1,538,234	05/09/1989	Renewal Due - 05/09/2009	25 - footwear
	714590,842	02/14/1950	535,050	12/19/1950	Renewal Due - 12/19/2010	25 - athletic shoes made of canvas, leather, rubber or combinations thereof
	723887,974	03/31/1971	398,918	07/25/1972	Renewal Due - 07/25/2002	25 - footwear, namely, rubber-soled or plastic-soled canvas shoes
	71632,083	07/02/1952	589,097	12/01/1953	Renewal Due - 12/01/2003	25 - rubber-soled canvas shoes for the use of men, women and children
OASC	75975,165	01/18/1994	2,082,696	07/22/1997	Assignment to Converse not yet recorded.	25 - clothing
	75077,120	08/22/1994	2,164,801	03/09/1998	Assignment to Converse not yet recorded. Renewal Due - 05/09/2008	25 - clothing

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PHMETON	73/374,682	07/14/1992	1,249,070	08/23/1993	Renewal Due - 08/23/2003	25 - footwear
PRO STAR	73/283276	24 OCT 1990	1,155,917	07/12/1992	Renewal Due - 01/12/2002	25 -- footwear
REACT	74/199,990	03 SEP 1991	1,756,785	04/20/1993	Renewal Due - 04/20/2003	25 - footwear
SELENA	73/374,981	07/14/1992	1,248,444	08/16/1993	Renewal Due - 08/16/2003	25 - footwear
SKIDGRIP	73/294,756	01/28/1991	1,206,250	08/24/1992	Renewal Due - 08/24/2002	25 -- footwear
SMALL STAR	73/708,224	01/28/1998	1,735,867	12/01/1992	Renewal Due - 12/01/2002	25 - footwear
	73/876,528	08/14/1987	1,588,950	03/27/1990	Renewal Due - 03/27/2010	25 - athletic footwear
	73/808,840	08/16/1989	1,656,256	09/24/1991	Renewal Due - 09/24/2001	25 - footwear
	73/810,428	07/03/1989	1,998,854	08/10/1995	Use Due - 09/10/2002 Renewal Due -- 09/10/2006	25 -- footwear
OFFICIAL ALL STAR CAFE	74/350,403	01/21/1993	2,046,194	03/18/1997	Assignment to Converse not yet recorded. Renewal Due - 03/18/2007	25 - clothing
	74/463,082	11/26/1993	1,968,414	12/20/1994	Use Due - 12/20/2010 Renewal Due 12/20/2004	25 -- footwear
	75/977,638	03/08/1994	2,208,810	12/08/1998	Assignment to Converse not yet recorded. Renewal Due - 12/08/2008	25 - clothing

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	73/663,258	11/02/1987	1,525,778	02/21/1989	Renewal Due - 02/21/2009	25 - socks
	75/662,557	03/17/1999			Pending - OA Response due 07/02/01	16 - exercise books, wirebound books, wirebound hardback books, ball point pens, cartridge pens, elasticated binders, erasers, filled pencil cases, pencils, pencil packs, pencil sets, organizers, pencil pouches/cases, pencil lins, project binders, ringbinders, school agendas, lunch caskets, sharpeners, shorthand notebooks, stationery lins, lined pen sets, desk mats, book bags and portfolios
	73/293,693	01/18/1981	1,215,935	11/09/1982	Renewal Due - 11/09/2002	25 - shirts
	73/044,904	02/24/1976	1,053,338	11/23/1976	Renewal Due - 11/23/2006	25 - canvas and imitation leather topped soft soled athletic shoes and casual shoes

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	72138,834	01/28/1982	741,862	12/04/1982	Renewal Due - 12/04/2002	25 - canvas-topped, rubber-soled athletic shoes
	731815,375	07/28/1989	1,632,413	01/22/1991	Renewal Due - 01/22/2011	25 - footwear, socks and warm-up suits
	73118,741	03/11/1977	1,078,480	11/29/1977	Renewal Due - 11/29/2007	25 - footwear
	74328,801	11/08/1992	1,789,476	08/24/1993	Renewal Due - 08/24/2003	25 - footwear
	758373,121	10/15/1997	2,296,853	11/30/1999	Renewal Due - 11/30/2009	25 - footwear
STAY TRUE	74323,020	10/18/1992	1,825,891	03/08/1994	Renewal Due - 03/08/2004	25 - clothing; namely, knit T-shirts, collar placket shirts, woven shirts, swimwear, knit and woven shorts, knit and woven pants, tank tops, fleece tops and bottoms, wind resistant skirts and jackets
TARMAX	741270,724	04/30/1992	1,797,938	10/05/1993	Renewal Due - 10/05/2003	25 - footwear and clothing; namely, T-shirts, shorts, tank tops, sweat shirts and sweat pants

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TARMAX	74/326,385	10/29/1992	1,926,993	03/15/1994	Renewal Due - 03/15/2004	28 - inflatable balls, namely, basketball, footballs, volleyball and soccer balls
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