

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Trademark and Service Mark Assignment		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TEXAS BOOT, INC.		06/28/2005	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	MCRAE INDUSTRIES, INC.
<b>Street Address:</b>	400 North Main Street
<b>City:</b>	Mt. Gilead
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	27306
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 35**

Property Type	Number	Word Mark
Registration Number:	1691672	AMERICA'S BOOTMAKER
Registration Number:	1411864	AMERICA'S BOOTMAKER
Registration Number:	1877045	AMERICA'S BOOTMAKER
Registration Number:	1901056	BOOT COUNTRY
Registration Number:	1508609	BOOT COUNTRY
Registration Number:	1852775	BOOT EZE
Registration Number:	1644686	BOOT FACTORY
Registration Number:	1951425	BRONCO
Registration Number:	0971920	CEDAR CREST
Registration Number:	1751334	CIMARRON
Registration Number:	1495199	CODE WEST
Registration Number:	1769020	CODE WEST
Registration Number:	1872558	CODE WEST
Registration Number:	1654968	CODE WEST

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Registration Number:	1690276	DURABUCK
Registration Number:	1882281	EL DORADO
Registration Number:	1440013	THE EL DORADO HANDMADE BOOT
Registration Number:	1923763	J. CHISHOLM HANDCRAFTED BOOTS
Registration Number:	1825204	J. CHISHOLM
Registration Number:	1886114	LAREDO
Registration Number:	1251177	LAREDO
Registration Number:	1902190	LAREDO
Registration Number:	1893645	LAREDO
Registration Number:	1060356	MAGIC-FLEX
Registration Number:	1597608	MAGIC-FLEX
Registration Number:	2043798	PERFORMAIR
Registration Number:	2058009	SCOOTER'S BOOTS
Registration Number:	2162333	SCOOTER'S WORLD TOUR 1959 KY-59
Registration Number:	2216010	SCOOTER'S XY-59 WORLD TOUR 1959
Registration Number:	1280781	TEXAS TEXAS BRAND BOOTS
Registration Number:	0964732	TEXAS BRAND BOOTS
Registration Number:	0822175	TEXAS BRAND BOOTS
Registration Number:	2034590	T.O. PRIDE DRY GOODS
Registration Number:	1376028	TOUGH RIDERS
Registration Number:	1389154	421

**CORRESPONDENCE DATA**

Fax Number: (704)353-3145  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 704.331.7400  
Email: docket@kennedycovington.com  
Correspondent Name: Myra Askins-Sullivan  
Address Line 1: 214 North Tryon Street  
Address Line 2: Hearst Tower, 47th Floor  
Address Line 4: Charlotte, NORTH CAROLINA 28202

NAME OF SUBMITTER:	Myra T. Askins-Sullivan
Signature:	/Myra T. Askins-Sullivan/
Date:	07/20/2005

Total Attachments: 6  
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## TRADEMARK AND SERVICE MARK ASSIGNMENT

WHEREAS, Texas Boot, Inc., a Delaware corporation (“**Texas Boot**”), owns all rights, title and interests to and in the trademarks, service marks, trade names, logos and corporate names identified in Appendix A (the “**Marks**”); and

WHEREAS, McRae Industries, Inc. (“**McRae**”), a Delaware corporation, is desirous of acquiring all rights in the Marks and the goodwill of the business associated therewith, as well as all federal, state, and foreign applications and registrations therefore; and

WHEREAS, Texas Boot and McRae have entered into a certain Asset Purchase Agreement dated May 18, 2005, pursuant to which this assignment is executed.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Texas Boot hereby conveys, transfers, and assigns to McRae all its worldwide rights, title, and interests in and to the Marks (whether or not registered), together with translations, adaptations, derivations and combinations thereof, and all the federal, state, and foreign applications and registrations therefor, including any and all renewals and extensions thereof, together with the goodwill of the business symbolized thereby. Texas Boot further assigns to McRae all rights to sue for, recover and retain damages occurring from past infringements of the Marks.

This Assignment shall be binding on Texas Boot and all others acting by, through, with, or under its direction.

[SIGNATURES FOLLOW ON NEXT PAGE]

TEXAS BOOT, INC.

By: Bill Whitlock  
Printed Name: Bill Whitlock  
Title: President  
Date: 6-28-05

State of Tennessee  
County of Davidson

Before me personally appeared Bill Whitlock, the above-identified individual who acknowledged that he executed the foregoing assignment in the capacity indicated on behalf of Texas Boot, Inc. on the 28<sup>th</sup> day of June, 2005.

Jammy Turner Fox  
Notary Public in and for  
State of Tennessee  
My Commission Expires: 1-27-07

**Appendix A**

**MARKS  
(U.S. - Federal)**

<b><u>Marks</u></b>	<b><u>Goods &amp; Services</u></b>	<b><u>Serial No.</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
AMERICA'S BOOTMAKER	Boots	74/168,828	1,691,672	06/09/1992
AMERICA'S BOOTMAKER (stylized)	Boots	73/544,992	1,411,864 (P)	09/30/1986
AMERICA'S BOOTMAKER	Retail shoe store services	74/457,078	1,877,045	01/31/1995
BOOT COUNTRY	Retail shoe and boot store services	74/529,141	1,901,056	06/20/1995
BOOT COUNTRY & design	Retail shoe and boot store services	73/468,886	1,508,609 (P)	10/11/1988
BOOT EZE	Shoe care products, namely cleaners and polishes for shoes and boots	74/160,499	1,852,775	09/06/1994
BOOT FACTORY	Retail store services specializing in western-style leather boots	74/017,324	1,644,686	05/14/1991
BRONCO	Cowboy boots	74/646,133	1,951,425	01/23/1996
CEDAR CREST	Shoes and boots	72/439,838	0,971,920	10/30/1973
CIMARRON	Shoes and boots	73/800,117	1,751,334	02/09/1993
CODE WEST	Shoes and boots	73/693,336	1,495,199 (P)	07/05/1988
CODE WEST	Retail store services in the field of apparel and footwear	73/315,798	1,769,020	05/04/1993
CODE WEST & design	Footwear and clothing; namely, shoes, boots, shirts and jackets	74/427,110	1,872,558 (P)(1)	01/10/1995

<u>Marks</u>	<u>Goods &amp; Services</u>	<u>Serial No.</u>	<u>Registration No.</u>	<u>Registration Date</u>
CODE WEST	Sportswear; namely, jackets and shirts	74/108,262	1,654,968	08/27/1991
DURABUCK (stylized)	Men's, women's & children's cowboy boots made of leather	74/176,812	1,690,276	06/02/1992
EL DORADO	Men's, women's, and children's cowboy boots	74/372,741	1,882,281 (P)	03/07/1995
THE EL DORADO HANDMADE BOOT & design	Men's, women's and children's cowboy boots sold to western apparel stores only	73/377,307	1,440,013 (P)	05/19/1987
J. CHISHOLM HANDCRAFTED BOOTS & design	Boots	74/533,604	1,923,763 (P)(1)	10/03/1995
J. CHISHOLM & design	Boots	74/134,626	1,825,204	03/08/1994
LAREDO & design	Apparel and footwear; namely, shoes, boots, shirts and jackets	74/363,806	1,886,114 (P)	03/28/1995
LAREDO	Men's boots	73/193,691	1,251,177	09/13/1983
LAREDO & design	Belts	74/358,614	1,902,190	06/27/1995
LAREDO & design	Belts	74/358,612	1,893,645	05/09/1995
MAGIC-FLEX & design	Shoes	73/075,844	1,060,356	03/01/1977
MAGIC-FLEX & design	Western boots	73/835,350	1,597,608	05/22/1990
PERFORMAIR	Shoes and boots	75/105,538	2,043,798 (P)(1)	03/11/1997
SCOOTER'S BOOTS	(IC 25) Wearing apparel, namely, hats, belts, shirts, jeans, trousers, vests, jackets, skirts, blouses, and footwear  (IC 42) retail clothing, hat, and footwear store	74/644,467	2,058,009	04/29/1997

<u>Marks</u>	<u>Goods &amp; Services</u>	<u>Serial No.</u>	<u>Registration No.</u>	<u>Registration Date</u>
	services.			
SCOOTER'S WORLD TOUR 1959 KY-59 & design	(IC 25) hats, caps, shirts, T-shirts, blouses, jeans, jackets, vests, and coats.  (IC 42) retail recorded music, hats, footwear and clothing store services.	74/664,775	2,162,333	06/02/1998
SCOOTER'S XY-59 WORLD TOUR 1959 & design	(IC 25) hats, caps, shirts, T-shirts, blouses, jeans, jackets, vests, and coats.  (IC 35) retail recorded music, hats, footwear and clothing store services.	75/331,663	2,216,010	01/05/1999
TEXAS TEXAS BRAND BOOTS & design	Men's, women's, and children's boots	73/348,905	1,280,781	06/05/1984
TEXAS BRAND BOOTS	Cowboy boots	72/424,909	0,964,732	07/24/1973
TEXAS BRAND BOOTS & design	Cowboy boots	72/246,239	0,822,175 (P)	01/10/1967
T.O. PRIDE DRY GOODS	(IC 25) hats, boots, shoes and footwear, shirts, blouses, jeans, trousers, jackets, vests, suits, skirts, dresses and head bands.  (IC 42) retail hat, footwear and clothing store services.	75/975,570	2,034,590	01/28/1997
TOUGH RIDERS	Western boots	73/544,517	1,376,028	12/17/1985
421	Western boots	73/521,722	1,389,154	04/08/1986



**MARKS  
(U.S. - State)**

<u>Mark</u>	<u>Good &amp; Services</u>	<u>State</u>	<u>Registration No.</u>	<u>Registration Date</u>
J. CHISHOLM & design		Kansas		12/02/1994
J. CHISHOLM		Oklahoma	27,017	04/14/1991
AMERICA's BOOTMAKER (stylized)		Tennessee		10/28/1993
J. CHISHOLM (stylized)	Cowboy boots	Texas	44,921	05/28/1995
J. CHISHOLM	Cowboy boots	Wisconsin	N/A	04/17/1985
J. CHISHOLM	Cowboy boots	Georgia	T5818	04/30/1985
J. CHISHOLM	Cowboy boots	Missouri	8591	04/18/1985
J. CHISHOLM	n/a	Nebraska	785628	04/16/1985
J. CHISHOLM	Cowboy boots	North Dakota	5373000	05/03/1985
J. CHISHOLM	Cowboy boots	Ohio	6132	04/17/1985
J. CHISHOLM	Cowboy boots	Iowa	6122	04/15/1985
J. CHISHOLM	Cowboy boots	Mass.	37045	05/31/1985
J. CHISHOLM	Cowboy boots	Alabama	102511	04/29/1985
J. CHISHOLM	Cowboy boots	Idaho	10384	04/15/1985
J. CHISHOLM	Cowboy boots	Maine	19850234	04/16/1985
J. CHISHOLM HAND CRAFTED	Western Boots	Tennessee		04/17/1985
J. CHISHOLM HAND CRAFTED	Clothing	West Virginia		04/18/1985

Legend:

(P) These registrations are primary registrations.

(1) These registrations were cancelled under 15 U.S.C. §1058. Seller has filed actual use applications to re-register these marks with the United States Patent and Trademark Office ("USPTO"): U.S. Serial No. 78/625,120 for PERFORMAIR to identify shoes and boots; U.S. Serial No. 78/623,418 for CODE WEST and design to identify footwear and clothing, namely, shoes, boots, shirts and jackets; and U.S. Serial No. 78/622,042 for J. CHISHOLM HANDCRAFTED BOOTS & design to identify boots. Seller represents and warrants that Seller has used these marks continuously in interstate commerce since cancellation of the original marks and believes that new registrations for these marks will be granted by the USPTO in due course.