

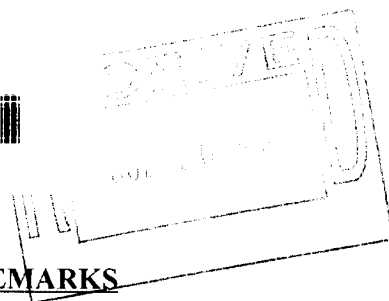
MRO 7-20-98

Box Assignment  
Commissioner of Patents and Trademarks  
Washington, D.C. 20231

07-23-1998



100772343



**RECORDATION FORM COVER SHEET -- TRADEMARKS**  
(Form PTO-1594)

Sir:

Please record the attached original documents or copy thereof:

1. The name of the conveying party is KINNEY SHOE CORPORATION, a New York Corporation.
2. The name and address of the party receiving the interest is VENATOR GROUP RETAIL, INC., 233 Broadway, New York, NY 10279, a New York Corporation.
3. The nature of the attached document is Certificate of Amendment of the Certificate of Incorporation, which was executed on June 11, 1998.
4. In connection with the trademark/service mark application(s) numbers:

75-039,199	Z IN THE ZONE and Design
75-039,198	Z IN THE ZONE and Design
75-039,197	ZONE Z and Design
75-039,196	ZONE Z and Design
74-801,684	THE ZONE and Design
74-483,871	IN THE ZONE
74-483,836	IN THE ZONE
74-439,586	IN THE ZONE
74-439,585	IN THE ZONE

07/23/1998 DNGUYEN 00000127 75039199

01 FC:481  
02 FC:482

40.00 DP  
200.00 DP

5. The name and address to whom all correspondence concerning this document should be mailed is:

Martin F. Majestic  
MAJESTIC, PARSONS, SIEBERT & HSUE PC  
4 Embarcadero Center, Suite 1100  
San Francisco, California 94111-4106  
Telephone: (415) 248-5500  
Telefacsimile: (415) 362-5418

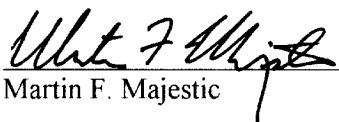
6. A total of nine (9) applications and/or registrations is/are involved in this request.

7. The fee of \$40 for the first property, plus \$25 each for the eight additional properties, or a total of \$240.00, is enclosed to cover the costs of recordal.
8. The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 13-1030.
9. 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.

Respectfully submitted,

MAJESTIC, PARSONS, SIEBERT & HSUE PC

Dated: July 15, 1998.

  
\_\_\_\_\_  
Martin F. Majestic

Atty. Docket: 3045.000XX0  
3045.012US0  
3045.012US1  
3045.011US0  
3045.011US1  
3045.003US1  
3045.001US4  
3045.001US6  
3045.001US1  
3045.001US0

The total number of pages (including cover sheet, attachments, and document) is 3.

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CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
KINNEY SHOE CORPORATION

Under Section 805 of the Business Corporation Law

We, the undersigned, John H. Cannon and Sheilaigh M. Clarke, being, respectively, the Vice President and the Secretary of Kinney Shoe Corporation, a corporation organized under the laws of the State of New York (the "Corporation"), do hereby state and certify that:


1. The name of the Corporation is Kinney Shoe Corporation.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 5, 1963.
3. The Certificate of Incorporation is hereby amended, as authorized by Section 801 of the Business Corporation Law of the State of New York, to change the name of the Corporation (in Paragraph 1 of such Certificate of Incorporation). To effect such amendment, Paragraph 1 of the Certificate of Incorporation is hereby amended to read, in its entirety, as follows:

"1. The name of the Company is Venator Group Retail, Inc."

4. The amendment of the Certificate of Incorporation set forth above was authorized by the unanimous written consent of the Board of Directors dated May 28, 1998, as authorized by Section 708(b) of the New York Business Corporation Law ("BCL"), followed by the written consent of the sole shareholder of the Corporation approving and adopting such amendments, such written consent having been given in lieu of a unanimous vote of the outstanding shares of the Corporation at a meeting of shareholders, as authorized by Section 615 of the BCL.

IN WITNESS WHEREOF, we have executed and subscribed this Certificate of Amendment of the Certificate of Incorporation of the Corporation and do affirm the foregoing as true under the penalties of perjury as of this 11th day of June 1998.

  
John H. Cannon  
Vice President

  
Sheilaigh M. Clarke  
Secretary

Amended