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01-20-1999



Tab settings

To the Honorable Commissioner of Patent

100944842

and original documents or copy thereof

1. Name of conveying party(ies):

Kinney Shoe Corporation

- Individual(s)
- General Partnership
- Corporation-State: New York
- Other

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

2. Name and address of receiving party(ies):

Name: Venator Group Retail, Inc.

Internal Address: _____

Street Address: 233 Broadway

City: New York State: NY ZIP: 10279

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State: New York
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 11, 1998

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

MRD 1,19,99

A. Trademark Application No.(s)

75/052,703 - ATHLETIC SHOE FACTORY

B. Trademark registration No.(s)

1,932,310 - ACERO

Additional numbers attached? Yes No

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

Name: Jillian D. Sexsmith, Esq.

Internal Address: Venator Group, Inc.

Street Address: 233 Broadway

City: New York State: NY ZIP: 10279

6. Total number of applications and registrations involved: _____

96

7. Total fee (37 CFR 3.41):..... \$ 415.00 E

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-3062

(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.

Jillian D. Sexsmith
Name of Person Signing

Jillian D. Sexsmith
Signature

1/14/99
Date

Total number of pages comprising cover sheet: _____

5

01/20/1999 TTON11 00000016 233062 1932310

01 FC:481 40.00 CH
02 FC:482 2375.00 CH

CONTINUATION OF SECTION 4A

Application No. and Corresponding Mark

75/452,259 – COMPETITION TECH
75/452,261 – COMPETITION TECH
75/452,258 – EXTREME COMPETITION
75/452,257 – EXTREME COMPETITION
75/249,993 – LADY FOOT LOCKER SPORT and Design
75/429,839 – O.U.T. OUTDOOR URBAN TERRAIN
75/462,034 – O.U.T. OUTDOOR URBAN TERRAIN
75/482,933 – O.U.T. OUTDOOR URBAN TERRAIN
75/115,686 – STORM
75/093,459 – ZONEDIN (Stylized)
74/689,709 – ZONEDIN (Stylized)

CONTINUATION OF SECTION 4B

Registration No. and Corresponding Mark

2,036,241 – ACERO
2,145,191 – ACTRA
2,145,192 – ACTRA
1,473,621 – AMERICA'S MOST COMPLETE ATHLETIC FOOTWEAR STORE
1,989,844 – ATHLETIC SHOE FACTORY
1,519,330 – ATHLETIC EXPRESS
1,864,425 – BASICS BY FOOT LOCKER
796,002 – CANVEES
1,399,942 – CERT-A-FIT
1,407,127 – CHAMPS
1,539,809 – CHAMPS SPORTS
1,860,121 – CHAMPS SPORTS GET THE REAL STUFF FIRST
1,763,432 – CHAMPS SPORTS NOT YOUR AVERAGE SPORTS STORE
1,325,823 – COLORADO
1,454,322 – COLORADO
1,606,044 – COLORADO
1,769,689 – COLORADO and Design
1,798,787 – COLORADO and Design
1,849,658 – COLORADO and Design
1,178,276 – COLORADO and Design
1,766,793 – COLORADO COUNTRY
1,305,894 – COLORADO SPORTS
1,862,104 – COLORADO THE SPIRIT OF ADVENTURE
1,294,487 – DANCE MATES
1,592,088 – EAGLE ROCK
1,858,172 – EAGLE ROCK
1,866,473 – EAGLE ROCK
1,752,653 – EAGLE ROCK and Design
1,858,267 – EAGLE ROCK and Design
1,727,500 – ESPECIALLY FOR YOU
1,297,167 – FINAL CUT
1,126,857 – FOOT LOCKER
1,713,673 – FOOT LOCKER
1,032,592 – FOOT LOCKER (Stylized)
1,061,754 – FOOT LOCKER (Stylized)
1,991,158 – FOOT LOCKER ATHLETIC CLUB
2,199,743 – FOOT LOCKER DIRECT
1,557,357 – FOOTQUARTERS
1,748,623 – FOOTQUARTERS
1,803,589 – FOOTQUARTERS

CONTINUATION OF SECTION 4B (CONTINUED)

Registration No. and Corresponding Mark (Continued)

1,924,705 – GLOBAL CASUAL
1,689,459 – GOING TO THE GAME
1,813,707 – INCENTIVE PARTNERSHIPS
1,843,386 – ITZ
1,843,380 – ITZ and Design
1,562,804 - KIDS FOOT LOCKER
1,899,341 – KIDS FOOT LOCKER and Design
1,549,579 – KINNEY
717,220 – KINNEY
1,586,183 – KINNEY (Stylized)
1,028,019 – KINNEY (Stylized)
1,376,373 – LADY FOOT LOCKER
2,199,745 – LADY FOOT LOCKER
1,442,168 – LYNX
1,905,071 – NOATAK
1,906,538 – NOATAK
1,782,149 – NOT JUST FOR SPORTS
2,024,083 – ONE PLACE. EVERY WOMAN.
1,327,104 – RANDY RIVER
1,357,349 - SHOE OUT
1,281,933 – SNEAK IN & SAVE
1,297,085 – SNEAKEE FEET and Design
1,591,435 – Striped Shirt Design
1,588,443 – Striped Shirt Design
1,607,280 – Striped Shirt Design
1,761,857 – Striped Shirt Design
1,802,819 – TFL and Design
1,802,818 – TFL and Design
1,802,820 – TFL TEAM FOOT LOCKER and Design
1,822,220 – TFL TEAM FOOT LOCKER and Design
1,825,145 – TFL TEAM FOOT LOCKER and Design
1,813,001 – TFL TEAM FOOT LOCKER and Design
1,704,278 – THE ADVENTURERS CHOICE
1,682,106 – THE PLAYERS EDGE
1,165,008 – THE SHOE FACTORY
1,927,299 – THE WORLD'S MOST COMPLETE ATHLETIC FOOTWEAR STORE

CONTINUATION OF SECTION 4B (CONTINUED)

Registration No. and Corresponding Mark (Continued)

1,778,394 - VILLAGE TRENDS
2,211,146 - VOLTAGE
1,680,363 - WHERE IT ALL BEGINS
1,680,733 - WHERE IT ALL BEGINS
1,839,747 - WORLD FOOT LOCKER
1,864,412 - WORLD FOOT LOCKER and Design
1,884,090 - WORLD FOOT LOCKER and Design

United States of America
State of New York

Alexander F. Treadwell

Secretary of State and Custodian of the Great Seal Thereof

It is hereby certified, that James C. Aube was on the day of the date of the annexed certificate Special Deputy, Department of State, State of New York and duly authorized to grant the same; that the same is in due form, and executed by the proper officer; that the seal affixed to said certificate is the seal of Department of State, State of New York that the signature thereto of the said James C. Aube, Special Deputy, Department of State, State of New York is in his proper handwriting, and is genuine; and that full faith and credit may and ought to be given to his official acts.

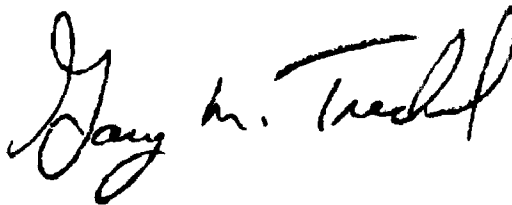
*In testimony whereof, the Great Seal
of the State is hereunto affixed.*

*Witness my hand at the city of Albany
the 20th day of November
in the year of our Lord*

One Thousand Nine Hundred and Ninety-Eight

Alexander F. Treadwell

Secretary of State



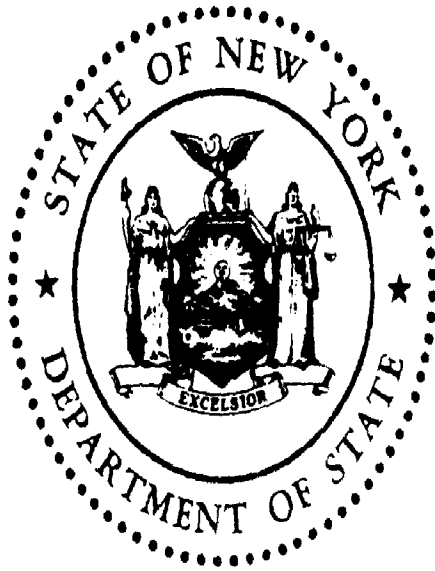
Gary M. Trechel
Special Deputy Secretary of State

State of New York }
Department of State } ^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

NOV 16 1998



A handwritten signature in cursive script, appearing to read "J. Leub", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

f-980612000182

CT-07

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

CT-07

Under Section 805 of the Business Corporation Law

We, the undersigned, John H. Cannon and Sheila 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:

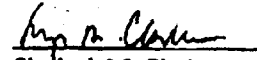
- 1 The name of the Corporation is Kinney Shoe Corporation.
- 2 The Certificate of Incorporation of the Corporation was filed by the Department of State on August 5, 1963.
- 3 The Certificate of Incorporation is hereby amended, as authorized by Section 801 of the Business Corporation Law of the State 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


Sheila M. Clarke
Secretary

knyamcmd

F 980612000182

CT-07

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
KINNEY SHOE CORPORATION

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

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JUN 12 10 55 AM '98

JUN 12 10 55 AM '98

REC'D

WOOLWORTH CORPORATION
WOOLWORTH BUILDING
233 BROADWAY
NEW YORK, NY 10279

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 1 2 1998

TAX \$

BY: m j
New York

BILLED

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