

01-20-1999

NET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MAD 1.19.99
Tab settings



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ached original documents or copy thereof

1. Name of conveying party(ies):

P.W. Woolworth Co.

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

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

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

Name: Venator Group Specialty, 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):

A. Trademark Application No.(s)

75,401,911 - BODY DANCE

B Trademark registration No.(s)

1,160,867 - ACCESSORY LADY

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: _____

23

7. Total fee (37 CFR 3.41):..... \$ 390.00 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

J. Sexsmith
Signature

1/14/99
Date

Total number of pages composing cover sheet: _____

3

01/20/1999 T1011 0000015 233062 1160867

01 FC:481 40.00 CH
02 FC:482 550.00 CH

TRADEMARK
REEL: 1841 FRAME: 0137

CONTINUATION OF SECTION 4A

Application No. and Corresponding Mark

75/385,715 – HIP STIX

75/337,640 – KUDDLE KLUB

75/429,851 – RAIN DANCE

75/404,912 – WIND DANCE

CONTINUATION OF SECTION 4B

Registration No. and Corresponding Mark

1,370,661 - ACTIVEEDGE
1,883,162 - AFTER THOUGHTS
1,931,774 - AFTER THOUGHTS
1,931,783 - AFTER THOUGHTS
1,933,245 - AFTER THOUGHTS
1,937,244 - AFTER THOUGHTS
1,956,013 - AFTER THOUGHTS
2,095,025 - AFTER THOUGHTS
2,162,003 - Triangle Design
1,343,617 - AFTERTHOUGHTS
1,600,052 - CARIMAR
1,985,314 - LIL THOUGHTS
2,044,925 - LIL THOUGHTS
1,951,435 - SENSITIVE SOLUTIONS
1,997,856 - VILLAGE WHEELS
1,202,853 - WOOLWORTH
1,434,297 - WOOLWORTH'S

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1,434,297 - WOOLWORTH'S

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.

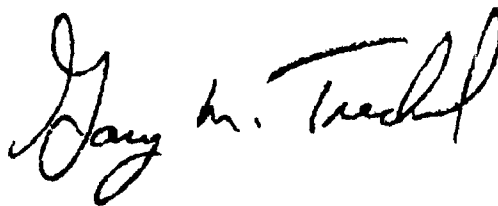
*In testimony whereof, the Great Seal
of the State is hereunto affixed.*

*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



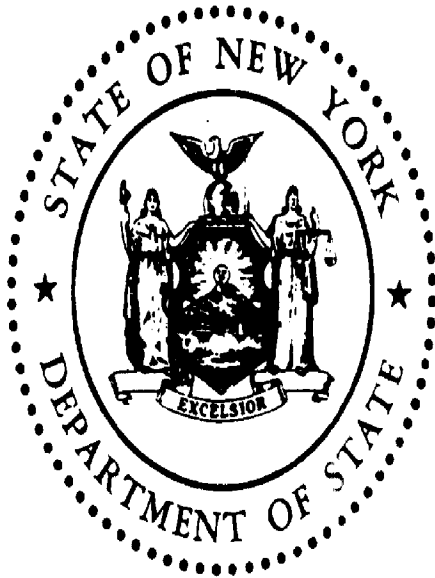
Gary M. Trechel
Special Deputy Secretary of State

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 18 1998



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

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CT-07

CT-07

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
F. W. WOOLWORTH CO.

Under Section 805 of the Business Corporation Law

We, the undersigned, John H. Cannon and Sheilagh M. Clarke, being, respectively, the Vice President and the Secretary of F. W. Woolworth Co., a corporation organized under the laws of the State of New York (the "Company"), do hereby state and certify that

- 1 The name of the Company is F. W. Woolworth Co.
- 2 The Certificate of Incorporation of the Corporation was filed by the Department of State on December 15, 1911; the Restated Certificate of Incorporation of the Corporation was filed by the Department of State on November 15, 1989
- 3 The Restated 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 Company (in Article FIRST of such Restated Certificate of Incorporation). To effect such amendment, Article FIRST of the Restated Certificate of Incorporation is hereby amended to read, in its entirety, as follows:

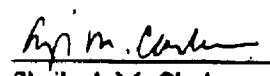
"FIRST -- The name of the corporation is 'Venator Group Specialty, Inc.' (hereinafter called the 'Company')."

- 4 The amendment of the Certificate of Incorporation set forth above was authorized by the unanimous written consent of the Board of Directors dated June 8, 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 Company approving and adopting such amendments, such written consent having been given in lieu of a unanimous vote of the outstanding shares of the Company 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 Company 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
fwamend



Sheilagh M. Clarke
Secretary

F980612000291
CT-07

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
F. W. WOOLWORTH CO.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

JUN 12 1 40 PM '98

JUN 12

REC-

WOOLWORTH CORPORATION
WOOLWORTH BUILDING
233 BROADWAY
NEW YORK, NY 10279

loc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 12 1998

TAX \$

BY: TPB

New York

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