

TRAD

02-25-1999

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documents or copy thereof.

To the Honorable Commissioner of Patents and Trade

ing party(ies):

1. Name of conveying party(ies):

100972879

F.W. Woolworth Co

Name: Venator Group Specialty, Inc.

Internal Address:

Street Address: 233 Broadway

City: New York State: NY ZIP: 10279

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

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

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

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)

B. Trademark registration No.(s)

(NONE)

1,819,493-LITTLE TOWN OF BETHLEHEM

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.

6. Total number of applications and registrations involved: 1

02/23/1999 SBURNS 00000112 233062 1819493  
01 FC:481 40.00 CH

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

Street Address: 233 Broadway

8. Deposit account number:

23-3062

City: New York State: NY ZIP: 10279

(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

2/5/99

Date

Total number of pages comprising cover sheet: 1

MRD 2-28-99

F480612000291  
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 45 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:           

*JPB*  
*New York*

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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 Sheila 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:

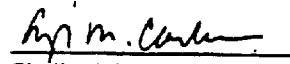
- 1 The name of the Company is F. W. Woolworth Co.
- 2 The Certificate of Incorporation of the Corporation was filed by the Department of State on December 15, 1911; the Restated Certificate of Incorporation of the Corporation was filed by the Department of State on November 15, 1989.
- 3 The Restated 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

  
Sheila M. Clarke  
Secretary