

09-13-1999

FORM PTO-1584
(Rev. 6-83)
OMB No. 0261-0011

9-10-99

REC



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101144319

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Venator Group Specialty, Inc.
233 Broadway
New York, NY 10279-0003

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

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

2. Name and address of receiving party(ies)

Name: The Bank of New York,
Internal Address: as Administrative Agent
Street Address: One Wall Street
City: New York State: NY ZIP: 10286

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Bank

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 16, 1999

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

A. Trademark Application No.(s)

Please see attached.

B. Trademark Registration No.(s)

Please see attached.

Additional numbers attached? Yes No

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

Name: Jackie Lee
Internal Address: _____
Access Information Services
Street Address: 1773 Western Avenue
P.O. Box 3709
City: Albany State: NY ZIP: 12203

6. Total number of applications and registrations involved: 59

7. Total fee (37 CFR 3.41).....\$ 1490⁰⁰

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

09/13/1999 DCURTES 0000041 193916

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 1430.00 DP

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.

Jackie Lee
Name of Person Signing

Jackie Lee
Signature

7-6-99
Date

Total number of pages including cover sheet, attachments, and document: 14

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

**U.S TRADEMARK
REGISTRATIONS AND APPLICATIONS**

VENATOR GROUP SPECIALTY, INC.

Owner Trademark Report by Mark
 Country: US
 Status: ACTIVE

Printed: 6/28/99 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
ACCESSORY LADY							
UNITED STATES	T00093US0	12/1/78	195,318	7/14/81	1,160,867	REGISTERED	14,18,25 42
ACTIVEDGE							
UNITED STATES	T00095US0	3/15/85	526,989	11/12/85	1,370,661	REGISTERED	42
AFTER THOUGHTS							
UNITED STATES	T00100US0			3/7/95	1,883,162	REGISTERED	42
UNITED STATES	T00100US1			10/31/95	1,931,774	REGISTERED	25
UNITED STATES	T00100US2			10/31/95	1,931,783	REGISTERED	18
UNITED STATES	T00100US3			11/7/95	1,933,245	REGISTERED	26
UNITED STATES	T00100US4			11/21/95	1,937,244	REGISTERED	14
UNITED STATES	T00100US5	12/15/94	74/611,387	2/13/96	1,956,013	REGISTERED	09
UNITED STATES	T00100US6	9/9/96	75/162,207	9/9/97	2,095,025	REGISTERED	03
AFTER THOUGHTS STYLIZED TRIANGLE DESIGN							
UNITED STATES	T01174US0	5/19/97	75/294,602	6/2/98	2,162,003	REGISTERED	03
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UNITED STATES	T00101US0	12/17/84	513,830	6/18/85	1,343,617	REGISTERED	42
BODY DANCE							
UNITED STATES	T01199US0	12/15/97	75/404,911			PENDING	03
DEVIL DIP							
UNITED STATES	T01352US0	7/13/98	75/518,125			PENDING	03
DRESS CODE							
UNITED STATES	T01350US0	6/25/98	75/508,710			PENDING	03
HIP STIXS							
UNITED STATES	T01453US0	2/19/99	75/643,924			PENDING	03
LIL THOUGHTS							
UNITED STATES	T00333US0	4/10/95	74/658,805	7/9/96	1,985,314	REGISTERED	14
UNITED STATES	T00333US1	4/10/95	74/699,908	3/11/97	2,044,925	REGISTERED	26
PRINCIE							
UNITED STATES	T01353US0	1/21/99	75/625,344			PENDING	03
UNITED STATES	T01353US1	1/21/99	75/625,238			PENDING	28
RAIN DANCE							
UNITED STATES	T01205US0	2/6/98	75/429,851			PENDING	03

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SENSITIVE SOLUTIONS

UNITED STATES	T00444US0	3/13/95	74/646,673	1/23/96	1,951,435	REGISTERED	14
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VILLAGE WHEELS

UNITED STATES	T00556US0	8/15/94	74/560,881	9/3/96	1,997,856	REGISTERED	42
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WOOLWORTH

UNITED STATES	T00581US0	8/24/81	73/325,132	7/27/82	1,202,853	REGISTERED	42,25
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WOOLWORTH'S

UNITED STATES	T00588US0	3/15/85	73/526,988	3/24/87	1,434,297	REGISTERED	42
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AUDITION							
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UNITED STATES	T00151US0	8/27/93	74/304,342	12/14/93	1,811,728	REGISTERED	30
CARIMAR							
UNITED STATES	T00153US0	9/12/89	73/824,856	6/5/90	1,600,052	REGISTERED	42
CUPPS							
UNITED STATES	T00185US2	8/30/96	75/158,972	7/15/97	2,079,350	REGISTERED	42
DAILYAIDE							
UNITED STATES	T00188US0	10/12/42	456,162	3/16/43	400,535	REGISTERED	16
FANTASTIC KIDS							
UNITED STATES	T00219US0	11/12/92	74/330,315	2/8/94	1,820,720	REGISTERED	28
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UNITED STATES	T00224US0	1/17/86	73/578,716	9/23/86	1,410,917	REGISTERED	42
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UNITED STATES	T00263US3	5/31/63	170,140	3/10/64	766,203	REGISTERED	13
HARVEST HOUSE							
UNITED STATES	T00265US0	10/7/60	106,016	6/5/62	732,571	REGISTERED	42
HERALD SQUARE							
UNITED STATES	T00268US2	4/1/63	72/165,881	1/14/64	763,141	REGISTERED	37
UNITED STATES	T00268US3	5/27/63	72/169,810	2/11/84	764,715	REGISTERED	37
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LITTLE FOLKS							
UNITED STATES	T00338US0	6/9/95	74/686,636	8/20/96	1,995,077	REGISTERED	28
LITTLE FOLKS (AND DESIGN)							
UNITED STATES	T00339US0	1/15/1914	71/075,191	8/25/1914	99,275	REGISTERED	28
MINI MENDER							
UNITED STATES	T00356US0	10/19/89	73/832,508	6/26/90	1,603,430	REGISTERED	07
PETITE BELLE (STYLIZED)							
UNITED STATES	T00395US0	7/25/44	71/472,624	1/16/45	411,437	REGISTERED	25

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
PRIMSTYLE (AND DESIGN)							
UNITED STATES	T00407US0	5/11/64	72/193,249	7/20/65	792,968	REGISTERED	25
RED GRILLE							
UNITED STATES	T00422US0	7/27/62	72/149,988	1/21/64	763,674	REGISTERED	42
RIDGEFIELD							
UNITED STATES	T00428US0	3/2/88	73/714,336	10/11/88	1,508,136	REGISTERED	18
SIESTAWARE							
UNITED STATES	T00450US0	10/19/89	73/832,506	5/15/90	1,596,502	REGISTERED	21
STACK							
UNITED STATES	T00472US0	9/12/83	73/443,545	10/30/84	1,302,967	REGISTERED	30
THE BEST OF TIMES							
UNITED STATES	T00516US0	4/27/89	73/796,172	1/9/90	1,577,052	REGISTERED	42
THE JOY OF GIVING							
UNITED STATES	T00519US0	4/8/88	73/721,378	11/22/88	1,514,155	REGISTERED	42
THE QUIET CORNER							
UNITED STATES	T00524US0	9/23/83	73/445,045	9/18/84	1,297,182	REGISTERED	42
THE RX PLACE							
UNITED STATES	T00525US0	5/21/85	73/538,913	9/9/86	1,408,996	REGISTERED	42
TOPSALL							
UNITED STATES	T00538US2	1/14/60	72/089,039	8/23/60	703,292	REGISTERED	25
UNITED STATES	T00538US3	6/28/61	72/123,053	5/15/62	731,592	REGISTERED	25
TOWNSEND & LAKE (AND DESIGN)							
UNITED STATES	T00541US0	11/12/91	74/220,365	8/11/92	1,706,918	REGISTERED	25
UNIVERSITY							
UNITED STATES	T00550US0	5/27/63	72/169,811	2/11/64	764,716	REGISTERED	16
VALUES, OUR TRADITION							
UNITED STATES	T00551US0	5/1/86	73/596,616	3/10/87	1,432,475	REGISTERED	42
WOOLCO							
UNITED STATES	T00577US0	7/27/62	72/149,989	1/21/64	763,679	REGISTERED	42
WOOLWORTH (AND DESIGN)							
UNITED STATES	T00584US0	4/22/94	74/515,441	4/18/95	1,890,330	REGISTERED	42
WOOLWORTH EXPRESS							
UNITED STATES	T00586US0	10/7/87	73/688,501	6/29/93	1,779,293	REGISTERED	42

END OF REPORT

- TRADEMARK SECURITY AGREEMENT

WHEREAS, VENATOR GROUP SPECIALTY, INC., a New York corporation (herein referred to as "**Grantor**") owns, or in the case of licenses, is a party to, the Trademark Collateral (as defined below);

WHEREAS, Venator Group, Inc., its Subsidiaries party thereto, the banks party thereto, the co-agents party thereto, Bank of America National Trust & Savings Association, as Documentation Agent, The Bank of New York, as Administrative Agent, LC Agent and Swingline Bank and the Lead Arrangers party thereto are parties to a Second Amended and Restated Credit Agreement dated as of April 9, 1997 and amended and restated as of March 19, 1999 (as amended or amended and restated from time to time, the "**Credit Agreement**"); and

WHEREAS, pursuant to the terms of a related Security Agreement dated as of June 16, 1999 (as amended from time to time, the "**Security Agreement**") among Venator Group, Inc., its Subsidiaries party thereto and The Bank of New York, as Administrative Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, "**Grantee**"), Grantor has granted to Grantee for the benefit of such Secured Parties a continuing security interest in and to the assets of Grantor specified therein, including all right, title and interest of Grantor in and to the Patent Collateral, whether now owned or existing or hereafter acquired or arising, to secure the Secured Obligations (as defined in the Security Agreement) of Grantor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Grantee, to secure the Secured Obligations, a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "**Trademark Collateral**"), whether now owned or existing or hereafter acquired or arising:

(i) each Trademark (as defined in the Security Agreement) owned by Grantor, including, without limitation, each U.S. Trademark registration and application referred to in Schedule 1 hereto, and the goodwill of the business symbolized by, each Trademark;

(ii) each Trademark License (as defined in the Security Agreement), including, without limitation, each Trademark License identified in Schedule 1 hereto; and

(iii) all proceeds of, and all other profits, products, rents or receipts, in whatever form, arising from the collection, sale, lease, exchange, assignment, licensing or other disposition of, or other realization upon, any Trademark Collateral described in clauses (i) and (ii), including without limitation all claims against third parties for loss of, damage to or destruction of, or any past, present or future dilution, infringement or unauthorized use of, unfair competition with, or violation of intellectual property rights in connection with or injury to, any such collateral or for injury to the goodwill associated with any of the foregoing, in each case whether now existing or hereafter arising.

Grantor hereby irrevocably constitutes and appoints Grantee and any officer or agent thereof, with full power of substitution, as its true and lawful attorney-in-fact with full power and authority in the name of Grantor or in its name, from time to time, in Grantee's discretion, so long as an Event of Default has occurred and is continuing, to take with respect to the Trademark Collateral any and all appropriate action which is permitted under the Security Agreement.

The foregoing security interest is granted in conjunction with the security interests granted to Grantee pursuant to the Security Agreement. Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 16th day of June, 1999.

VENATOR GROUP SPECIALTY, INC.

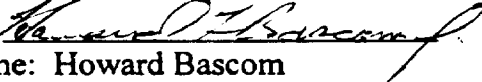
By: 

Name: John H. Cannon

Title: Vice-President and Treasurer

Acknowledged:

THE BANK OF NEW YORK,
as Administrative Agent

By: 
Name: Howard Bascom
Title: Vice-President

STATE OF NEW YORK)


) ss.:

COUNTY OF NEW YORK)

I, Sheilagh M Clarke, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that John H. Cannon, Vice-President and Treasurer of Venator Group Specialty, Inc. (the "Company"), personally known to me to be the same person whose name is subscribed to the foregoing instrument as such John H. Cannon, appeared before me this day in person and acknowledged that he signed, executed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said Company, for the uses and purposes therein set forth being duly authorized so to do.

GIVEN under my hand and Notarial Seal this 17th day of June, 1999.

[Seal]


Signature of notary public
My Commission expires May 31, 2001

SHEILAGH M. CLARKE
Notary Public, State of New York
No. 01CL4739218
Qualified in New York County
Commission Expires May 31, 20 01

SCHEDULE 1

**U.S TRADEMARK
REGISTRATIONS AND APPLICATIONS**

VENATOR GROUP SPECIALTY, INC.

Owner Trademark Report by Mark
 Country: US
 Status: ACTIVE

Printed: 6/28/99 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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ACCESSORY LADY

UNITED STATES	T00093US0	12/1/78	195,318	7/14/81	1,160,867	REGISTERED	14,18,25 42
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UNITED STATES	T00100US6	9/9/96	75/162,207	9/9/97	2,095,025	REGISTERED	03

AFTER THOUGHTS STYLIZED TRIANGLE DESIGN

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BODY DANCE

UNITED STATES	T01199US0	12/15/97	75/404,911			PENDING	03
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DEVIL DIP

UNITED STATES	T01352US0	7/13/98	75/518,125			PENDING	03
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DRESS CODE

UNITED STATES	T01350US0	6/25/98	75/508,710			PENDING	03
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UNITED STATES	T01353US0	1/21/99	75/625,344			PENDING	03
UNITED STATES	T01353US1	1/21/99	75/625,238			PENDING	28

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UNITED STATES	T01205US0	2/6/98	75/429,851			PENDING	03
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UNITED STATES	T00586US0	10/7/87	73/688,501	6/29/93	1,779,293	REGISTERED	42

END OF REPORT

VENATOR GROUP SPECIALTY, INC.
EXCLUSIVE TRADEMARK LICENSES

None.