

9-10-99

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To the Honorable Commissioner of Patents and original documents or copy thereof.

1. Name of conveying party(ies):

Venator Group Retail, 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 16, 1999

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 designator is attached? Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

146

7. Total fee (37 CFR 3.41).....\$ 3665.00

- 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 388ATED 00000043 74301601

DO NOT USE THIS SPACE

01 FC-481 40.00 DP
02 FC-482 3623.00 UP

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: 24

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**

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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ACERO

UNITED STATES	T00094US0	3/18/94	74/501,601	10/31/95	1,932,310	REGISTERED	25
UNITED STATES	T00094US2	3/18/94	74/802,823	2/4/97	2,036,241	REGISTERED	25

ACTRA

UNITED STATES	T01062US0	3/11/96	75/070,653	3/17/98	2,145,192	REGISTERED	18
UNITED STATES	T01062US1	3/11/96	75/069,544	3/17/98	2,145,191	REGISTERED	25

AMERICA'S MOST COMPLETE ATHLETIC FOOTWEAR STORE

UNITED STATES	T00104US0	10/29/86	627,502	1/19/88	1,473,621	REGISTERED	42
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ATHLETIC SHOE FACTORY

UNITED STATES	T00116US1	6/22/95	74/692,410	7/30/96	1,989,844	REGISTERED	42
UNITED STATES	T00116US2	2/26/96	75/062,703			PENDING	35

ATHLETIC X-PRESS

UNITED STATES	T00118US0	1/22/88	706,946	1/3/89	1,519,330	REGISTERED	42
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BASICS BY FOOT LOCKER

UNITED STATES	T00126US0	8/9/93	74/422,143	11/22/94	1,864,425	REGISTERED	42
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CANVEES

UNITED STATES	T00152US0	6/1/64	194,621	9/14/85	796,002	REGISTERED	25
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COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
CERT-A-FIT							
UNITED STATES	T00156US0	11/20/85	569,512	7/1/86	1,399,942	REGISTERED	42
CHAMPS							
UNITED STATES	T00157US0	10/2/80	73/280,221	8/26/86	1,407,127	REGISTERED	42
CHAMPS SPORTS							
UNITED STATES	T00158US0	9/28/88	754,531	5/16/89	1,539,809	REGISTERED	42
CHAMPS SPORTS GET THE REAL STUFF FIRST							
UNITED STATES	T00161US0	8/26/93	74/428,697	10/25/94	1,860,121	REGISTERED	42
COLORADO							
UNITED STATES	T00170US0	2/9/83	73/412,907	3/19/85	1,325,823	REGISTERED	18
UNITED STATES	T00170US1	2/9/83	73/412,908	8/25/87	1,454,322	REGISTERED	25
UNITED STATES	T00170US3	10/10/89	73/830,801	7/10/90	1,606,044	REGISTERED	42
COLORADO (AND DESIGN)							
UNITED STATES	T00171US2	5/26/92	74/278,268	10/12/93	1,798,787	REGISTERED	25
UNITED STATES	T00171US3	5/26/92	74/278,269	8/9/94	1,849,658	REGISTERED	42
UNITED STATES	T00171US4	8/18/80	73/274,459	11/17/81	1,178,276	REGISTERED	25
COLORADO SPORTS							
UNITED STATES	T00173US0	6/21/82	370,845	11/20/84	1,305,894	REGISTERED	18
COLORADO THE SPIRIT OF ADVENTURE							
UNITED STATES	T00174US0	9/30/93	74/442,296	11/8/94	1,862,104	REGISTERED	42
DANCE MATES							
UNITED STATES	T00189US0	2/28/83	418,415	9/11/84	1,294,487	REGISTERED	25
DESIGN ONLY (STRIPED SHIRT-WOMAN)							
UNITED STATES	T00483US2	8/18/89	73/819,924	7/24/90	1,607,280	REGISTERED	09,25,26
UNITED STATES	T00483US3	5/4/92	74/271,735	3/30/93	1,761,857	REGISTERED	42
EAGLE ROCK							
UNITED STATES	T00199US0	12/5/88	73/767,374	4/17/90	1,592,088	REGISTERED	25
UNITED STATES	T00199US1	11/27/92	74/334,905	10/11/94	1,858,172	REGISTERED	18
UNITED STATES	T00199US2	8/10/93	74/422,803	12/6/94	1,866,473	REGISTERED	25
EAGLE ROCK (AND DESIGN)							
UNITED STATES	T00200US0	5/28/92	74/279,127	2/16/93	1,752,653	REGISTERED	25
ESPECIALLY FOR YOU							
UNITED STATES	T00213US0	4/8/91	74/155,241	10/27/92	1,727,500	REGISTERED	16
FOOT LOCKER							
UNITED STATES	T00232US0	1/3/78	73/154,005	11/20/79	1,126,857	REGISTERED	28,25

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
FOOT LOCKER <i>continued</i>							
UNITED STATES	T00232US1	11/12/91	74/220,363	9/8/92	1,713,673	REGISTERED	18
FOOT LOCKER (STYLIZED)							
UNITED STATES	T00235US0	4/24/75	73/050,452	2/3/76	1,032,592	REGISTERED	42
UNITED STATES	T00235US1	7/19/76	73/093,921	3/22/77	1,061,754	REGISTERED	25
FOOT LOCKER ATHLETIC CLUB							
UNITED STATES	T00236US0	7/12/95	74/700,075	8/6/96	1,991,158	REGISTERED	41
FOOT LOCKER DIRECT							
UNITED STATES	T00235US2	8/21/97	75/344,913	10/27/98	2,199,743	REGISTERED	35
FOOT LOCKER SLAM FEST AND DESIGN							
UNITED STATES	T00240US0	10/11/88	73/757,007	3/13/90	1,587,167	REGISTERED	41
FOOTQUARTERS							
UNITED STATES	T00243US0	12/7/88	73/768,564	9/19/89	1,557,357	REGISTERED	42
UNITED STATES	T00243US2	7/22/92	74/296,610	11/9/93	1,803,589	REGISTERED	03
GLOBAL CASUAL							
UNITED STATES	T00253US0	3/18/94	74/501,443	10/3/95	1,924,705	REGISTERED	25
GOING TO THE GAME							
UNITED STATES	T00255US0	6/11/91	74/175,065	5/26/92	1,689,459	REGISTERED	42
IN THE ZONE							
UNITED STATES	T00275US0	1/28/94	74/483,836			PENDING	42
UNITED STATES	T00275US3	1/28/94	74/483,871			PENDING	26
UNITED STATES	T00275US5	9/24/93	74/439,585			PENDING	18
UNITED STATES	T00275US6	9/24/93	74/439,586			PENDING	25
IN THE ZONE (AND DESIGN)							
UNITED STATES	T00276US0	1/2/96	75/039,198			PENDING	25
UNITED STATES	T00276US1	1/2/96	75/039,199			PENDING	18
INCENTIVE PARTNERSHIPS							
UNITED STATES	T00277US0	4/26/93	74/383,584	12/28/93	1,813,707	REGISTERED	16
ITZ							
UNITED STATES	T00278US0	1/5/93	74/345,693	7/5/94	1,843,386	REGISTERED	18,25
ITZ (AND DESIGN)							
UNITED STATES	T00279US0	8/26/92	74/308,255	7/5/94	1,843,380	REGISTERED	18,25
KIDS FOOT LOCKER							
UNITED STATES	T00299US0	2/27/89	73/783,332	10/24/89	1,562,804	REGISTERED	42

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
KIDS FOOT LOCKER (AND DESIGN)							
UNITED STATES	T00300US0	12/17/93	74/470,704	6/13/95	1,899,341	REGISTERED	42
KINNEY							
UNITED STATES	T00307US1	3/28/88	73/719,309	7/25/89	1,549,579	REGISTERED	42
UNITED STATES	T00307US3	8/12/60	72/102,550	6/20/61	717,220	REGISTERED	25
KINNEY (STYLIZED)							
UNITED STATES	T00311US1	4/7/88	73/721,054	3/6/90	1,586,183	REGISTERED	42
UNITED STATES	T00311US2	12/30/74	73/040,649	12/23/75	1,028,019	REGISTERED	25
LADY FOOT LOCKER							
UNITED STATES	T00326US0	7/11/83	73/434,171	12/17/85	1,376,373	REGISTERED	42
UNITED STATES	T00326US1	8/21/97	75/344,949	10/27/98	2,199,745	REGISTERED	35
LADY FOOT LOCKER SPORT (AND DESIGN)							
UNITED STATES	T01155US0		75/249,993			ALLOWED	25
LYNX							
UNITED STATES	T00348US1	4/11/83	73/420,910	6/9/87	1,442,168	REGISTERED	25
NOATAK							
UNITED STATES	T00370US0	12/29/93	74/475,042	7/11/95	1,905,071	REGISTERED	25
UNITED STATES	T00370US1	12/29/93	74/575,043	7/18/95	1,906,538	REGISTERED	18
O.U.T. OUTDOOR URBAN TERRAIN							
UNITED STATES	T01261US0	2/6/98	75/429,839			PENDING	18,25
ONE PLACE. EVERY WOMAN.							
UNITED STATES	T00384US0	2/15/96	75/058,767	12/17/96	2,024,083	REGISTERED	42
RANDY RIVER							
UNITED STATES	T00417US0	12/19/83	73/457,608	3/26/85	1,327,104	REGISTERED	25
SHOE OUT							
UNITED STATES	T00447US0	1/14/85	73/517,459	8/27/85	1,357,349	REGISTERED	42
SNEAK IN & SAVE							
UNITED STATES	T00458US0	4/4/83	73/420,026	6/12/84	1,281,933	REGISTERED	42
SNEAKEE FEET (AND DESIGN)							
UNITED STATES	T00460US0	12/28/82	73/407,126	9/18/84	1,297,085	REGISTERED	42
STADIA							
UNITED STATES	T00473US3	9/12/86	73/619,442	11/3/87	1,463,504	REGISTERED	18
STRIPED SHIRT DESIGN							
UNITED STATES	T00483US0	5/15/89	73/800,151	4/10/90	1,591,435	REGISTERED	42
UNITED STATES	T00483US1	5/15/89	73/800,218	3/27/90	1,588,443	REGISTERED	01,26.25 03

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
TFL (AND DESIGN)							
UNITED STATES	T00506US0	8/24/92	74/801,337	11/2/93	1,802,819	REGISTERED	25
TFL (AND OVAL DESIGN)							
UNITED STATES	T00507US0	4/13/92	74/265,015	11/2/93	1,802,818	REGISTERED	25
TFL TEAM FOOT LOCKER (AND OVAL DESIGN)							
UNITED STATES	T00510US0	4/13/92	74/801,339	11/2/93	1,802,820	REGISTERED	25
UNITED STATES	T00510US1	5/4/93	74/385,983	2/22/94	1,822,220	REGISTERED	03
UNITED STATES	T00510US2	6/7/93	74/398,093	3/8/94	1,825,145	REGISTERED	18
TFL TEAM FOOT LOCKER (AND SHOE BOX DESIGN)							
UNITED STATES	T00511US0	8/14/92	74/801,332	12/21/93	1,813,001	REGISTERED	25
THE PLAYERS EDGE							
UNITED STATES	T00523US0	7/23/90	74/080,573	4/7/92	1,682,106	REGISTERED	28
THE SHOE FACTORY							
UNITED STATES	T00530US0	1/29/79	73/201,832	8/11/81	1,165,008	REGISTERED	42
THE WORLD'S MOST COMPLETE ATHLETIC FOOTWEAR STORE							
UNITED STATES	T00532US0	4/19/94	74/514,157	10/17/95	1,927,299	REGISTERED	42
THE ZONE (AND DESIGN)							
UNITED STATES	T00534US1	7/13/92	74/801,684			PENDING	25
TOWN DALES							
UNITED STATES	T00540US0	12/21/82	73/406,869	4/10/84	1,273,645	REGISTERED	25
VILLAGE TRENDS							
UNITED STATES	T00555US0	3/25/91	74/150,986	6/22/93	1,778,394	REGISTERED	25
VOLTAGE							
UNITED STATES	T01196US0	12/15/97	75/404,910	12/15/98	2,211,146	REGISTERED	28
WHEN YOU REALLY LIVE SPORTS							
UNITED STATES	T01454US0	3/8/99	75/655,566			PENDING	35
WHERE IT ALL BEGINS							
UNITED STATES	T00571US0	4/8/91	74/154,625	3/24/92	1,680,363	REGISTERED	16
UNITED STATES	T00571US1	4/24/91	74/160,523	3/24/92	1,680,733	REGISTERED	42
WORLD FOOT LOCKER							
UNITED STATES	T00591US1	8/9/93	74/421,925	6/14/94	1,839,747	REGISTERED	42
WORLD FOOT LOCKER (AND DESIGN)							
UNITED STATES	T00592US0	8/24/92	74/306,578	11/22/94	1,864,412	REGISTERED	42
WORLD FOOT LOCKER (AND DESIGN) (ATLAS)							
UNITED STATES	T00592US1	1/18/94	74/479,368	3/14/95	1,884,090	REGISTERED	42

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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ZONE (AND DESIGN)

UNITED STATES	T00596US0	1/2/96	75/039,196			PENDING	25
UNITED STATES	T00596US1	1/2/96	75/039,197			PENDING	18

ZONEDIN (STYLIZED LETTERS)

UNITED STATES	T01194US1	6/16/95	74/689,709	12/9/97	2,118,711	REGISTERED	25
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COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
APHRODITE							
UNITED STATES	T00109US1	6/15/89	73/806,797	1/16/90	1,577,893	REGISTERED	25
AXP (AND DESIGN)							
UNITED STATES	T00122US0	8/19/93	74/426,220	6/6/95	1,898,333	REGISTERED	42
BEYOND PERFORMANCE							
UNITED STATES	T00128US1	4/15/94	74/512,694	4/11/95	1,888,494	REGISTERED	18
BOOT CITY							
UNITED STATES	T00131US0	6/18/87	667,121	7/4/89	1,545,925	REGISTERED	01,25
BP BEYOND PERFORMANCE (STYLIZED)							
UNITED STATES	T00132US0	8/28/92	74/308,442	9/28/93	1,795,877	REGISTERED	18
COLORADO (AND DESIGN)							
UNITED STATES	T00171US1	5/26/92	74/278,267	10/12/93	1,798,689	REGISTERED	18
DEL CINO							
UNITED STATES	T00190US0	9/14/60	104,460	7/4/81	717,933	REGISTERED	25
DESIGN ONLY (RUNNING WOMAN)							
UNITED STATES	T00436US0	7/21/83	73/435,495	9/4/84	1,293,487	REGISTERED	42
EAGLE ROCK (AND DESIGN)							
UNITED STATES	T00200US1	11/27/92	74/334,906	9/27/94	1,856,267	REGISTERED	18
FINAL CUT							
UNITED STATES	T00223US0	9/15/83	73/443,829	9/18/84	1,297,167	REGISTERED	42
FLINGS							
UNITED STATES	T00226US0	11/10/60	72/108,183	1/2/62	726,009	REGISTERED	25
FREDELLE							
UNITED STATES	T00245US0	12/14/81	73/341,372	3/29/83	1,232,855	REGISTERED	25
UNITED STATES	T00245US1	8/16/82	73/380,003	8/16/83	1,248,730	REGISTERED	42
FRUGAL FRANK'S							
UNITED STATES	T00246US0	3/8/82	73/353,348	2/22/83	1,228,798	REGISTERED	42
HEY, FASHION IS WHERE YOU FIND IT.							
UNITED STATES	T00271US0	8/3/92	74/300,862	3/16/93	1,759,016	REGISTERED	42
IN THE ZONE (AND DESIGN)							
UNITED STATES	T00276US2	9/30/94	74/580,763			PENDING	25
KAPERS							
UNITED STATES	T00288US0	7/23/87	73/673,850	2/23/88	1,477,864	REGISTERED	25

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
KAPERS BY KINNEY							
UNITED STATES	T00289US0	9/28/65	72/189,709	9/28/65	796,781	REGISTERED	25
Kf Ltd (STYLIZED)							
UNITED STATES	T00291US0	1/16/96	75/042,881	11/12/96	2,015,851	REGISTERED	25
KIMOSHI <FEELING MOOD>							
UNITED STATES	T00306US0	4/13/93	74/378,359	8/9/94	1,849,473	REGISTERED	28
KINNEY KIDS							
UNITED STATES	T00314US1	2/6/78	73/157,612	6/19/79	1,120,749	REGISTERED	42
UNITED STATES	T00314US2	11/2/77	73/146,897	10/9/79	1,125,802	REGISTERED	18,25
KINNEY KRITTERS							
UNITED STATES	T00317US0	12/13/78	73/196,730	5/13/80	1,135,204	REGISTERED	25
MISS FLINGS							
UNITED STATES	T00357US0	4/30/87	73/659,257	12/29/87	1,470,741	REGISTERED	25
MUDKATS BY KINNEY							
UNITED STATES	T00362US0	12/28/81	73/343,472	3/29/83	1,232,857	REGISTERED	25
OSAGA							
UNITED STATES	T00385US0	1/10/74	73/010,660	6/3/75	1,012,264	REGISTERED	25
PORKYS							
UNITED STATES	T00399US0	10/29/62	72/156,128	9/22/64	777,436	REGISTERED	25
POWER CELL							
UNITED STATES	T00400US0	7/13/92	74/293,189	12/13/94	1,867,683	REGISTERED	25
POWER-FLEX							
UNITED STATES	T00401US0	6/7/85	73/541,870	12/3/85	1,373,980	REGISTERED	25
QUALIFIER							
UNITED STATES	T00412US0	1/30/84	73/463,090	2/12/85	1,319,489	REGISTERED	25
QUALIFIER (AND DESIGN)							
UNITED STATES	T00413US0	4/21/80	73/258,755	2/16/82	1,190,060	REGISTERED	25
RANGE MASTER							
UNITED STATES	T00421US0	3/13/61	72/115,454	2/20/62	727,757	REGISTERED	25
RUFFOUTS							
UNITED STATES	T00433US0	6/12/81	73/314,359	7/27/82	1,202,843	REGISTERED	25
RUNNING MAN DESIGN							
UNITED STATES	T00435US2	2/10/83	73/413,061	4/17/84	1,274,670	REGISTERED	42
SAN DALES							
UNITED STATES	T00439US0	1/27/65	72/210,792	6/27/67	831,090	REGISTERED	25

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
SARAH TAYLOR							
UNITED STATES	T00442US0	8/29/83	73/441,531	9/11/84	1,294,601	REGISTERED	25
UNITED STATES	T00442US1	10/1/84	73/501,981	7/9/85	1,348,735	REGISTERED	42
UNITED STATES	T00442US2	11/24/86	73/632,068	12/29/87	1,470,717	REGISTERED	25
STADIA							
UNITED STATES	T00473US0	8/17/82	73/380,302	12/11/84	1,309,075	REGISTERED	25
UNITED STATES	T00473US1	4/17/86	73/593,940	11/4/86	1,415,891	REGISTERED	18
STADIA (STYLIZED)							
UNITED STATES	T00477US0	4/28/86	73/596,018	12/9/86	1,420,062	REGISTERED	25,18
STALWARTS							
UNITED STATES	T00478US0	8/21/62	72/151,591	4/28/64	768,820	REGISTERED	25
STORM							
UNITED STATES	T01078US0	6/7/96	75/115,686			PENDING	28
STUART HOLMES							
UNITED STATES	T00486US0	7/25/60	72/101,384	6/27/61	717,620	REGISTERED	25
STUDIO SIX							
UNITED STATES	T00487US0	12/19/83	73/457,587	10/8/85	1,364,567	REGISTERED	25
STYLE DANCER							
UNITED STATES	T00488US0	3/7/83	73/416,101	6/12/84	1,281,651	REGISTERED	25
SUSIE Q'S							
UNITED STATES	T00495US0	5/18/87	73/661,652	1/5/88	1,471,492	REGISTERED	25
SUSIE'S							
UNITED STATES	T00496US0	2/28/83	73/415,166	4/24/84	1,275,565	REGISTERED	42
THORPE SHOE							
UNITED STATES	T00536US0	11/10/88	73/763,054	2/6/90	1,581,976	REGISTERED	42
THREE STICK FIGURES IN CIRCLE DESIGN							
UNITED STATES	T00537US0	4/22/94	74/515,442	4/18/95	1,890,331	REGISTERED	42
TUFF KRITTERS							
UNITED STATES	T00543US0	5/20/85	73/538,720	3/11/86	1,386,075	REGISTERED	25
WORLD CUP (AND DESIGN)							
UNITED STATES	T00590US0	1/12/81	73/292,622	5/15/84	1,278,091	REGISTERED	25
YOUR SHOES ARE READY							
UNITED STATES	T01066US0	4/18/96	75/090,345	2/4/97	2,035,830	REGISTERED	42

END OF REPORT

- TRADEMARK-SECURITY AGREEMENT

WHEREAS, VENATOR GROUP RETAIL, 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.

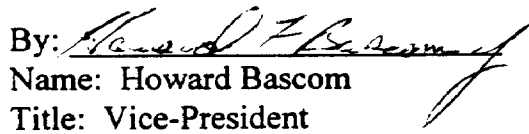
IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 16th day of June, 1999.

VENATOR GROUP RETAIL, 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 Retail, 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 RETAIL, INC.

Owner Trademark Report by Mark

Printed: 6/28/99

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
ACERO							
UNITED STATES	T00094US0	3/18/94	74/501,601	10/31/95	1,932,310	REGISTERED	25
UNITED STATES	T00094US2	3/18/94	74/802,823	2/4/97	2,036,241	REGISTERED	25
ACTRA							
UNITED STATES	T01062US0	3/11/96	75/070,653	3/17/98	2,145,192	REGISTERED	18
UNITED STATES	T01062US1	3/11/96	75/069,544	3/17/98	2,145,191	REGISTERED	25
AMERICA'S MOST COMPLETE ATHLETIC FOOTWEAR STORE							
UNITED STATES	T00104US0	10/29/86	627,502	1/19/88	1,473,621	REGISTERED	42
ATHLETIC SHOE FACTORY							
UNITED STATES	T00116US1	6/22/95	74/692,410	7/30/96	1,989,844	REGISTERED	42
UNITED STATES	T00116US2	2/26/96	75/062,703			PENDING	35
ATHLETIC X-PRESS							
UNITED STATES	T00118US0	1/22/88	706,946	1/3/89	1,519,330	REGISTERED	42
BASICS BY FOOT LOCKER							
UNITED STATES	T00126US0	8/9/93	74/422,143	11/22/94	1,864,425	REGISTERED	42
CANVEES							
UNITED STATES	T00152US0	6/1/64	194,621	9/14/85	796,002	REGISTERED	25

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
CERT-A-FIT							
UNITED STATES	T00156US0	11/20/85	569,512	7/1/86	1,399,942	REGISTERED	42
CHAMPS							
UNITED STATES	T00157US0	10/2/80	73/280,221	8/26/86	1,407,127	REGISTERED	42
CHAMPS SPORTS							
UNITED STATES	T00158US0	9/28/88	754,531	5/16/89	1,539,809	REGISTERED	42
CHAMPS SPORTS GET THE REAL STUFF FIRST							
UNITED STATES	T00161US0	8/26/93	74/428,697	10/25/94	1,860,121	REGISTERED	42
COLORADO							
UNITED STATES	T00170US0	2/9/83	73/412,907	3/19/85	1,325,823	REGISTERED	18
UNITED STATES	T00170US1	2/9/83	73/412,908	8/25/87	1,454,322	REGISTERED	25
UNITED STATES	T00170US3	10/10/89	73/830,801	7/10/90	1,606,044	REGISTERED	42
COLORADO (AND DESIGN)							
UNITED STATES	T00171US2	5/26/92	74/278,268	10/12/93	1,798,787	REGISTERED	25
UNITED STATES	T00171US3	5/26/92	74/278,269	8/9/94	1,849,658	REGISTERED	42
UNITED STATES	T00171US4	8/18/80	73/274,459	11/17/81	1,178,276	REGISTERED	25
COLORADO SPORTS							
UNITED STATES	T00173US0	6/21/82	370,845	11/20/84	1,305,894	REGISTERED	18
COLORADO THE SPIRIT OF ADVENTURE							
UNITED STATES	T00174US0	9/30/93	74/442,296	11/8/94	1,862,104	REGISTERED	42
DANCE MATES							
UNITED STATES	T00189US0	2/28/83	418,415	9/11/84	1,294,487	REGISTERED	25
DESIGN ONLY (STRIPED SHIRT-WOMAN)							
UNITED STATES	T00483US2	8/18/89	73/819,924	7/24/90	1,607,280	REGISTERED	09,25,26
UNITED STATES	T00483US3	5/4/92	74/271,735	3/30/93	1,761,857	REGISTERED	42
EAGLE ROCK							
UNITED STATES	T00199US0	12/5/88	73/767,374	4/17/90	1,592,088	REGISTERED	25
UNITED STATES	T00199US1	11/27/92	74/334,905	10/11/94	1,858,172	REGISTERED	18
UNITED STATES	T00199US2	8/10/93	74/422,803	12/6/94	1,866,473	REGISTERED	25
EAGLE ROCK (AND DESIGN)							
UNITED STATES	T00200US0	5/28/92	74/279,127	2/16/93	1,752,653	REGISTERED	25
ESPECIALLY FOR YOU							
UNITED STATES	T00213US0	4/8/91	74/155,241	10/27/92	1,727,500	REGISTERED	16
FOOT LOCKER							
UNITED STATES	T00232US0	1/3/78	73/154,005	11/20/79	1,126,857	REGISTERED	28,25

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
FOOT LOCKER continued . . .							
UNITED STATES	T00232US1	11/12/91	74/220,363	9/8/92	1,713,673	REGISTERED	18
FOOT LOCKER (STYLIZED)							
UNITED STATES	T00235US0	4/24/75	73/050,452	2/3/76	1,032,592	REGISTERED	42
UNITED STATES	T00235US1	7/19/76	73/093,921	3/22/77	1,061,754	REGISTERED	25
FOOT LOCKER ATHLETIC CLUB							
UNITED STATES	T00236US0	7/12/95	74/700,075	8/6/96	1,991,158	REGISTERED	41
FOOT LOCKER DIRECT							
UNITED STATES	T00235US2	8/21/97	75/344,913	10/27/98	2,199,743	REGISTERED	35
FOOT LOCKER SLAM FEST AND DESIGN							
UNITED STATES	T00240US0	10/11/88	73/757,007	3/13/90	1,587,167	REGISTERED	41
FOOTQUARTERS							
UNITED STATES	T00243US0	12/7/88	73/768,564	9/19/89	1,557,357	REGISTERED	42
UNITED STATES	T00243US2	7/22/92	74/296,610	11/9/93	1,803,589	REGISTERED	03
GLOBAL CASUAL							
UNITED STATES	T00253US0	3/18/94	74/501,443	10/3/95	1,924,705	REGISTERED	25
GOING TO THE GAME							
UNITED STATES	T00255US0	6/11/91	74/175,065	5/26/92	1,689,459	REGISTERED	42
IN THE ZONE							
UNITED STATES	T00275US0	1/28/94	74/483,836			PENDING	42
UNITED STATES	T00275US3	1/28/94	74/483,871			PENDING	26
UNITED STATES	T00275US5	9/24/93	74/439,585			PENDING	18
UNITED STATES	T00275US6	9/24/93	74/439,586			PENDING	25
IN THE ZONE (AND DESIGN)							
UNITED STATES	T00276US0	1/2/96	75/039,198			PENDING	25
UNITED STATES	T00276US1	1/2/96	75/039,199			PENDING	18
INCENTIVE PARTNERSHIPS							
UNITED STATES	T00277US0	4/26/93	74/383,584	12/28/93	1,813,707	REGISTERED	16
ITZ							
UNITED STATES	T00278US0	1/5/93	74/345,693	7/5/94	1,843,386	REGISTERED	18,25
ITZ (AND DESIGN)							
UNITED STATES	T00279US0	8/26/92	74/308,255	7/5/94	1,843,380	REGISTERED	18,25
KIDS FOOT LOCKER							
UNITED STATES	T00299US0	2/27/89	73/783,332	10/24/89	1,562,804	REGISTERED	42

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
KIDS FOOT LOCKER (AND DESIGN)							
UNITED STATES	T00300US0	12/17/93	74/470,704	6/13/95	1,899,341	REGISTERED	42
KINNEY							
UNITED STATES	T00307US1	3/28/88	73/719,309	7/25/89	1,549,579	REGISTERED	42
UNITED STATES	T00307US3	8/12/60	72/102,550	6/20/61	717,220	REGISTERED	25
KINNEY (STYLIZED)							
UNITED STATES	T00311US1	4/7/88	73/721,054	3/6/90	1,586,183	REGISTERED	42
UNITED STATES	T00311US2	12/30/74	73/040,649	12/23/75	1,028,019	REGISTERED	25
LADY FOOT LOCKER							
UNITED STATES	T00326US0	7/11/83	73/434,171	12/17/85	1,376,373	REGISTERED	42
UNITED STATES	T00326US1	8/21/97	75/344,949	10/27/98	2,199,745	REGISTERED	35
LADY FOOT LOCKER SPORT (AND DESIGN)							
UNITED STATES	T01155US0		75/249,993			ALLOWED	25
LYNX							
UNITED STATES	T00348US1	4/11/83	73/420,910	6/9/87	1,442,168	REGISTERED	25
NOATAK							
UNITED STATES	T00370US0	12/29/93	74/475,042	7/11/95	1,905,071	REGISTERED	25
UNITED STATES	T00370US1	12/29/93	74/575,043	7/18/95	1,906,538	REGISTERED	18
O.U.T. OUTDOOR URBAN TERRAIN							
UNITED STATES	T01261US0	2/6/98	75/429,839			PENDING	18,25
ONE PLACE. EVERY WOMAN.							
UNITED STATES	T00384US0	2/15/96	75/058,767	12/17/96	2,024,083	REGISTERED	42
RANDY RIVER							
UNITED STATES	T00417US0	12/19/83	73/457,608	3/26/85	1,327,104	REGISTERED	25
SHOE OUT							
UNITED STATES	T00447US0	1/14/85	73/517,459	8/27/85	1,357,349	REGISTERED	42
SNEAK IN & SAVE							
UNITED STATES	T00458US0	4/4/83	73/420,026	6/12/84	1,281,933	REGISTERED	42
SNEAKEE FEET (AND DESIGN)							
UNITED STATES	T00460US0	12/28/82	73/407,126	9/18/84	1,297,085	REGISTERED	42
STADIA							
UNITED STATES	T00473US3	9/12/86	73/619,442	11/3/87	1,463,504	REGISTERED	18
STRIPED SHIRT DESIGN							
UNITED STATES	T00483US0	5/15/89	73/800,151	4/10/90	1,591,435	REGISTERED	42
UNITED STATES	T00483US1	5/15/89	73/800,218	3/27/90	1,588,443	REGISTERED	01,26,25 03

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
TFL (AND DESIGN)							
UNITED STATES	T00506US0	8/24/92	74/801,337	11/2/93	1,802,819	REGISTERED	25
TFL (AND OVAL DESIGN)							
UNITED STATES	T00507US0	4/13/92	74/265,015	11/2/93	1,802,818	REGISTERED	25
TFL TEAM FOOT LOCKER (AND OVAL DESIGN)							
UNITED STATES	T00510US0	4/13/92	74/801,339	11/2/93	1,802,820	REGISTERED	25
UNITED STATES	T00510US1	5/4/93	74/385,983	2/22/94	1,822,220	REGISTERED	03
UNITED STATES	T00510US2	6/7/93	74/398,093	3/8/94	1,825,145	REGISTERED	18
TFL TEAM FOOT LOCKER (AND SHOE BOX DESIGN)							
UNITED STATES	T00511US0	8/14/92	74/801,332	12/21/93	1,813,001	REGISTERED	25
THE PLAYERS EDGE							
UNITED STATES	T00523US0	7/23/90	74/080,573	4/7/92	1,682,106	REGISTERED	28
THE SHOE FACTORY							
UNITED STATES	T00530US0	1/29/79	73/201,832	8/11/81	1,165,008	REGISTERED	42
THE WORLD'S MOST COMPLETE ATHLETIC FOOTWEAR STORE							
UNITED STATES	T00532US0	4/19/94	74/514,157	10/17/95	1,927,299	REGISTERED	42
THE ZONE (AND DESIGN)							
UNITED STATES	T00534US1	7/13/92	74/801,684			PENDING	25
TOWN DALES							
UNITED STATES	T00540US0	12/21/82	73/406,869	4/10/84	1,273,645	REGISTERED	25
VILLAGE TRENDS							
UNITED STATES	T00555US0	3/25/91	74/150,986	6/22/93	1,778,394	REGISTERED	25
VOLTAGE							
UNITED STATES	T01196US0	12/15/97	75/404,910	12/15/98	2,211,146	REGISTERED	28
WHEN YOU REALLY LIVE SPORTS							
UNITED STATES	T01454US0	3/8/99	75/655,566			PENDING	35
WHERE IT ALL BEGINS							
UNITED STATES	T00571US0	4/8/91	74/154,625	3/24/92	1,680,363	REGISTERED	16
UNITED STATES	T00571US1	4/24/91	74/160,523	3/24/92	1,680,733	REGISTERED	42
WORLD FOOT LOCKER							
UNITED STATES	T00591US1	8/9/93	74/421,925	6/14/94	1,839,747	REGISTERED	42
WORLD FOOT LOCKER (AND DESIGN)							
UNITED STATES	T00592US0	8/24/92	74/306,578	11/22/94	1,864,412	REGISTERED	42
WORLD FOOT LOCKER (AND DESIGN) (ATLAS)							
UNITED STATES	T00592US1	1/18/94	74/479,368	3/14/95	1,884,090	REGISTERED	42

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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ZONE (AND DESIGN)

UNITED STATES	T00596US0	1/2/96	75/039,196			PENDING	25
UNITED STATES	T00596US1	1/2/96	75/039,197			PENDING	18

ZONEDIN (STYLIZED LETTERS)

UNITED STATES	T01194US1	6/16/95	74/689,709	12/9/97	2,118,711	REGISTERED	25
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COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
APHRODITE							
UNITED STATES	T00109US1	6/15/89	73/806,797	1/16/90	1,577,893	REGISTERED	25
AXP (AND DESIGN)							
UNITED STATES	T00122US0	8/19/93	74/426,220	6/6/95	1,898,333	REGISTERED	42
BEYOND PERFORMANCE							
UNITED STATES	T00128US1	4/15/94	74/512,694	4/11/95	1,888,494	REGISTERED	18
BOOT CITY							
UNITED STATES	T00131US0	6/18/87	667,121	7/4/89	1,545,925	REGISTERED	01,25
BP BEYOND PERFORMANCE (STYLIZED)							
UNITED STATES	T00132US0	8/28/92	74/308,442	9/28/93	1,795,877	REGISTERED	18
COLORADO (AND DESIGN)							
UNITED STATES	T00171US1	5/26/92	74/278,267	10/12/93	1,798,689	REGISTERED	18
DEL CINO							
UNITED STATES	T00190US0	9/14/60	104,460	7/4/81	717,933	REGISTERED	25
DESIGN ONLY (RUNNING WOMAN)							
UNITED STATES	T00436US0	7/21/83	73/435,495	9/4/84	1,293,487	REGISTERED	42
EAGLE ROCK (AND DESIGN)							
UNITED STATES	T00200US1	11/27/92	74/334,906	9/27/94	1,856,267	REGISTERED	18
FINAL CUT							
UNITED STATES	T00223US0	9/15/83	73/443,829	9/18/84	1,297,167	REGISTERED	42
FLINGS							
UNITED STATES	T00226US0	11/10/60	72/108,183	1/2/62	726,009	REGISTERED	25
FREDELLE							
UNITED STATES	T00245US0	12/14/81	73/341,372	3/29/83	1,232,855	REGISTERED	25
UNITED STATES	T00245US1	8/16/82	73/380,003	8/16/83	1,248,730	REGISTERED	42
FRUGAL FRANK'S							
UNITED STATES	T00246US0	3/8/82	73/353,348	2/22/83	1,228,798	REGISTERED	42
HEY, FASHION IS WHERE YOU FIND IT.							
UNITED STATES	T00271US0	8/3/92	74/300,862	3/16/93	1,759,016	REGISTERED	42
IN THE ZONE (AND DESIGN)							
UNITED STATES	T00276US2	9/30/94	74/580,763			PENDING	25
KAPERS							
UNITED STATES	T00288US0	7/23/87	73/673,850	2/23/88	1,477,864	REGISTERED	25

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
KAPERS BY KINNEY							
UNITED STATES	T00289US0	9/28/65	72/189,709	9/28/65	796,781	REGISTERED	25
Kf Ltd (STYLIZED)							
UNITED STATES	T00291US0	1/16/96	75/042,881	11/12/96	2,015,851	REGISTERED	25
KIMOSHI <FEELING MOOD>							
UNITED STATES	T00306US0	4/13/93	74/378,359	8/9/94	1,849,473	REGISTERED	28
KINNEY KIDS							
UNITED STATES	T00314US1	2/6/78	73/157,612	6/19/79	1,120,749	REGISTERED	42
UNITED STATES	T00314US2	11/2/77	73/146,897	10/9/79	1,125,802	REGISTERED	18,25
KINNEY KRITTERS							
UNITED STATES	T00317US0	12/13/78	73/196,730	5/13/80	1,135,204	REGISTERED	25
MISS FLINGS							
UNITED STATES	T00357US0	4/30/87	73/659,257	12/29/87	1,470,741	REGISTERED	25
MUDKATS BY KINNEY							
UNITED STATES	T00362US0	12/28/81	73/343,472	3/29/83	1,232,857	REGISTERED	25
OSAGA							
UNITED STATES	T00385US0	1/10/74	73/010,660	6/3/75	1,012,264	REGISTERED	25
PORKYS							
UNITED STATES	T00399US0	10/29/62	72/156,128	9/22/64	777,436	REGISTERED	25
POWER CELL							
UNITED STATES	T00400US0	7/13/92	74/293,189	12/13/94	1,867,683	REGISTERED	25
POWER-FLEX							
UNITED STATES	T00401US0	6/7/85	73/541,870	12/3/85	1,373,980	REGISTERED	25
QUALIFIER							
UNITED STATES	T00412US0	1/30/84	73/463,090	2/12/85	1,319,489	REGISTERED	25
QUALIFIER (AND DESIGN)							
UNITED STATES	T00413US0	4/21/80	73/258,755	2/16/82	1,190,060	REGISTERED	25
RANGE MASTER							
UNITED STATES	T00421US0	3/13/61	72/115,454	2/20/62	727,757	REGISTERED	25
RUFFOUTS							
UNITED STATES	T00433US0	6/12/81	73/314,359	7/27/82	1,202,843	REGISTERED	25
RUNNING MAN DESIGN							
UNITED STATES	T00435US2	2/10/83	73/413,061	4/17/84	1,274,670	REGISTERED	42
SAN DALES							
UNITED STATES	T00439US0	1/27/65	72/210,792	6/27/67	831,090	REGISTERED	25

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
SARAH TAYLOR							
UNITED STATES	T00442US0	8/29/83	73/441,531	9/11/84	1,294,601	REGISTERED	25
UNITED STATES	T00442US1	10/1/84	73/501,981	7/9/85	1,348,735	REGISTERED	42
UNITED STATES	T00442US2	11/24/86	73/632,068	12/29/87	1,470,717	REGISTERED	25
STADIA							
UNITED STATES	T00473US0	8/17/82	73/380,302	12/11/84	1,309,075	REGISTERED	25
UNITED STATES	T00473US1	4/17/86	73/593,940	11/4/86	1,415,891	REGISTERED	18
STADIA (STYLIZED)							
UNITED STATES	T00477US0	4/28/86	73/596,018	12/9/86	1,420,062	REGISTERED	25,18
STALWARTS							
UNITED STATES	T00478US0	8/21/62	72/151,591	4/28/64	768,820	REGISTERED	25
STORM							
UNITED STATES	T01078US0	6/7/96	75/115,686			PENDING	28
STUART HOLMES							
UNITED STATES	T00486US0	7/25/60	72/101,384	6/27/61	717,620	REGISTERED	25
STUDIO SIX							
UNITED STATES	T00487US0	12/19/83	73/457,587	10/8/85	1,364,567	REGISTERED	25
STYLE DANCER							
UNITED STATES	T00488US0	3/7/83	73/416,101	6/12/84	1,281,651	REGISTERED	25
SUSIE Q'S							
UNITED STATES	T00495US0	5/18/87	73/661,652	1/5/88	1,471,492	REGISTERED	25
SUSIE'S							
UNITED STATES	T00496US0	2/28/83	73/415,166	4/24/84	1,275,565	REGISTERED	42
THORPE SHOE							
UNITED STATES	T00536US0	11/10/88	73/763,054	2/6/90	1,581,976	REGISTERED	42
THREE STICK FIGURES IN CIRCLE DESIGN							
UNITED STATES	T00537US0	4/22/94	74/515,442	4/18/95	1,890,331	REGISTERED	42
TUFF KRITTERS							
UNITED STATES	T00543US0	5/20/85	73/538,720	3/11/86	1,386,075	REGISTERED	25
WORLD CUP (AND DESIGN)							
UNITED STATES	T00590US0	1/12/81	73/292,622	5/15/84	1,278,091	REGISTERED	25
YOUR SHOES ARE READY							
UNITED STATES	T01066US0	4/18/96	75/090,345	2/4/97	2,035,830	REGISTERED	42

END OF REPORT

VENATOR GROUP RETAIL, INC.
EXCLUSIVE TRADEMARK LICENSES

None.