

09-13-1999

FORM PTO-1584
(Rev. 9-83)

OMB No. 0261-0311

9-10-99

RECC



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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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):

F.W. Woolworth Co.
233 Broadway
New York, NY 10279

- 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: 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
- Other

If assignee is not domiciled in the United States, a domestic representative designate 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

737,915 - Audition

751,994 - Audition

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: 35

7. Total fee (37 CFR 3.41).....\$ 890.00

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 BCUARTES 00000040 737915

DO NOT USE THIS SPACE

01 FO:481 40.00 OP
02 FO:482 150.00 OP

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: 5

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

F.W. WOOLWORTH CO.
(Conveying Party)

Registration No. and Corresponding Mark

| | |
|-----------|----------------------------|
| 1,811,728 | CANDY TREATS |
| 2,079,350 | CUPPS |
| 400,535 | DAILYAIDE |
| 1,820,720 | FANTASTIC KIDS |
| 1,410,917 | FINAL TOUCH BOUTIQUE |
| 1,401,662 | FRAME SCENE |
| 766,203 | HAPPY HOME |
| 732,571 | HARVEST HOUSE |
| 763,141 | HERALD SQUARE |
| 764,715 | HERALD SQUARE |
| 766,400 | HERALD SQUARE |
| 1,362,663 | HERALD SQUARE STATIONERS |
| 1,995,077 | LITTLE FOLKS |
| 99,275 | LITTLE FOLKS and Design |
| 1,603,430 | MINI MENDER |
| 411,437 | PETITE BELLE (Stylized) |
| 792,968 | PRIMSTYLE and Design |
| 763,674 | RED GRILLE |
| 1,508,136 | RIDGEFIELD |
| 1,596,502 | SIESTAWARE |
| 1,302,967 | STACK |
| 1,577,052 | THE BEST OF TIMES |
| 1,514,155 | THE JOY OF GIVING |
| 1,297,182 | THE QUIET CORNER |
| 1,408,996 | THE RX PLACE |
| 703,292 | TOPSALL |
| 731,592 | TOPSALL |
| 1,706,918 | TOWNSEND & LAKE and Design |
| 764,716 | UNIVERSITY |
| 1,432,475 | VALUES, OUR TRADITION |
| 763,679 | WOOLCO |
| 1,890,330 | WOOLWORTH and Design |
| 1,779,293 | WOOLWORTH EXPRESS |

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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

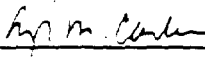
We, the undersigned, John H. Cannon and Sheilagh M. Clarke, being, respectively, the Vice President and the Secretary of F. W. Woolworth Co., a corporation organized under the laws of the State of New York (the "Company"), do hereby state and certify that:

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
Swamend


Sheilagh M. Clarke
Secretary

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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

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: TPB
New York

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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.

MAR 10 1999

Witness my hand and seal of the Department of State on



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

Special Deputy Secretary of State

DOS-1266 (5/96)