

12-23-1999



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TRADEMARK

DEC 9

RECORDATION FORM COVER SHEET
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MWD 12.9.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
11/18/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Hofheimer's Shoe Company Incorporated

11/18/99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Athlete's Foot Marketing Associates, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1950 Vaughn road

Address (line 2) _____

Address (line 3) Kennesaw

City

Georgia

State/Country

30144

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

12/23/1999 TTOM11 00000041 012506 1667041

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002003 FRAME: 0439

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name SCOTT E. TAYLOR, ESQUIRE

Address (line 1) ARNALL GOLDEN & GREGORY, LLP

Address (line 2) 2800 ONE ATLANTIC CENTER

Address (line 3) 1201 WEST PEACHTREE STREET

Address (line 4) ATLANTA, GEORGIA 30309-3450

Correspondent Name and Address

Area Code and Telephone Number (404) 873-8728

Name SCOTT E. TAYLOR

Address (line 1) ARNALL GOLDEN & GREGORY, LLP

Address (line 2) 2800 ONE ATLANTIC CENTER

Address (line 3) 1201 WEST PEACHTREE STREET

Address (line 4) ATLANTA, GEORGIA 30309-3450

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

1

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

74/696520

1,667,041

Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

012506

Authorization to charge additional fees:

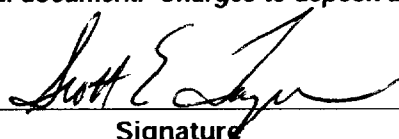
Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Scott E. Taylor



December 8, 1999

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the 18 day of NOVEMBER, 1999, by and between Hofheimer's Shoe Company Incorporated, a Delaware corporation, (hereinafter referred to as "ASSIGNOR"), and Athlete's Foot Marketing Associates, Inc., a Delaware corporation (hereinafter referred to a "ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the federal trademark registration for the trademark THE LOCKER ROOM, Registration No. 1,667,041, and the pending federal trademark application for the trademark LOCKER ROOM, Serial No. 74696520 (hereinafter collectively referred to as the "Trademarks");

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademarks, is using the Trademarks and has not abandoned the same;

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademarks worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademarks worldwide subject to the approval of the bankruptcy court;

NOW, THEREFORE, for consideration of Fifteen Thousand Dollars (\$15,000.00), which shall be paid to "PGH International, Inc." within five (5) business days of the aforementioned bankruptcy court approval, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademarks together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by said Trademarks.

Hofheimer's Shoe Company Incorporated
a Delaware corporation

By: A. Haussmann

Name: ANDREAS HAUSSMANN

Title: CFO

Date 11/1/99

Athlete's Foot Marketing Associates, Inc.
a Delaware corporation

By: Douglas P. Haensel

Name: _____

Douglas P. Haensel, EVP/CFO

Title: _____

Date 11/18/99