

05-17-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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OPR/FINANCE

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

Submission Type 4-18-00

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

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Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
10 30 99

Conveying Party Mark if additional names of conveying parties attached

Name Footstar Corporation Execution Date
Month Day Year
10 30 99

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Texas

Receiving Party Mark if additional names of receiving parties attached

Name Footaction Center, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2 Executive Boulevard

Address (line 2) _____

Address (line 3) Suffern New York 10901
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New York

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.)

05/17/2000 DNGUYEN 00000037 132534 75620562

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 275.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002074 FRAME: 0783

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)

<input type="text" value="75620562"/>	<input type="text" value="75814056"/>	<input type="text" value="75785941"/>	<input type="text" value="1453696"/>	<input type="text" value="2192188"/>	<input type="text" value="1770689"/>
<input type="text" value="75654543"/>	<input type="text" value="75544294"/>	<input type="text" value="75806842"/>	<input type="text" value="2079237"/>	<input type="text" value="1776875"/>	<input type="text"/>
<input type="text" value="75805906"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

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.

Linda M. Rurka

April 18, 2000

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

This Assignment, effective this 30th of October, 1999, is by and between FOOTSTAR CORPORATION, a Texas corporation, with an office at 933 MacArthur Blvd., Mahwah, New Jersey 07430 (hereinafter "Assignor") and FOOTACTION CENTER, INC., a New York Corporation, with an office at 2 Executive Boulevard, Suffern, New York 10901 (hereinafter "Assignee").

WHEREAS, Assignor has adopted, used and is the owner of the trademarks and service marks ("Marks"), registered and/or pending in the United States Patent and Trademark Office and various Secretary of State Offices, as set forth on the attached Exhibit A; and

WHEREAS, Assignee is desirous of acquiring any and all rights that Assignor may have in and to the Marks and the registration therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks;

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby transfer, assign and set over to Assignee all of its, right, title and interest in and to the Marks, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the respective Marks, together with all claims for damages by reason of past infringement of the Marks with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or legal representatives.

Assignor hereby requests that the Commissioner of Patents and Trademarks of the United States of America, whose duty it is to issue the Certificate of Registration, Renewal, or Assignment, for any federal registration, or federal registration resulting from any applications listed in attached Exhibit A, to Assignee, its successors and assigns, in accordance with the terms of this instrument.

Assignor further covenants that it will, upon request, execute, deliver to Assignee further documents and instruments, and take all other lawful acts deemed necessary by Assignee, to enable Assignee to obtain, maintain and enforce the full benefit of the successors, assigns or other legal representatives of Assignee.

This Assignment shall be binding upon the successors, assigns or other legal representatives of Assignor and shall inure to the benefit of the successors, assigns or other legal representatives of Assignee.

FOOTSTAR CORPORATION

By: Maureen Richards

Name: Maureen Richards
Vice President

STATE of New Jersey)
) ss.:
COUNTY of Bergen)

On this 30 day of October, 1999, before me appeared Maureen Richards, to me known, who is being by me duly sworn, did depose and say that she is the Vice President of Footstar Corporation, the assignor named above, and acknowledged that she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

Therese M. Straut
Notary Public

THERESE M. STRAUT
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JUNE 28, 200

TRADEMARK
REEL: 002074 FRAME: 0785

EXHIBIT A

FEDERAL REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>
ACTION LADY	1,453,696
FOOACTION	2,192,188
FOOACTION FOR KIDS & Design	1,770,689
FOOACTION STAR	2,079,237
FOOACTION USA & Design	1,776,875

PENDING FEDERAL APPLICATIONS

<u>Mark</u>	<u>Application Serial No.</u>
ACTION LIGHTS	75-620562
BETTYZ	75-814056
BRICK CITY	75-785941
FA & Design	75-654543
FOOACTION STAR CARD	75-544294
HOWZIT	75-806842
Two Star Design	75-805906

STATE REGISTRATIONS

<u>Mark</u>	<u>State</u>	<u>Registration No.</u>
FOOACTION USA	Alabama	105681
FOOACTION FOR KIDS	Alabama	105680
FOOACTION FOR KIDS	New Mexico	92122303
FOOACTION USA	New Mexico	92122301
FOOACTION	Texas	57391
FOOACTION USA	Texas	57392