

05-17-2000



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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year
10 30 99

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Footaction Center, Inc.

Execution Date
Month Day Year
10 30 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Rosedale Open Country, 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 Minnesota

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.)

FOR OFFICE USE ONLY

05/17/2000 DNGUYEN 00000036 132534 75620562

01 FC:481
02 FC:482
40-00 CH
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. 20531 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

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

Name of Person Signing



Signature

April 18, 2000

Date Signed

ASSIGNMENT

This Assignment, effective this 30th of October, 1999, is by and between FOOTACTION CENTER, INC., a New York Corporation, with an office at 2 Executive Boulevard, Suffern, New York 10901 (hereinafter "Assignor") and ROSEDALE OPEN COUNTRY, INC., a Minnesota 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.

FOOTACTION CENTER, INC.

By: Donna Wangenstein
Name: Donna Wangenstein
Vice President

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

On this 30 day of October, 1999, before me appeared Donna Wangenstein, to me known, who is being by me duly sworn, did depose and say that she is the Vice President of Footaction Center, Inc. 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 22, 2004

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



Footstar, Inc.
933 MacArthur Blvd. Tel 201 934-2239
Mahwah, NJ 07430 Fax 201 236-8457

Linda M. Rurka
Associate Counsel

April 18, 2000

VIA EXPRESS MAIL

Box ASSIGNMENTS
Commissioner of Patents and Trademarks
Washington, D.C. 20231

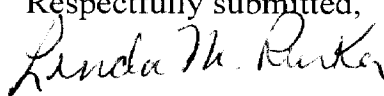
Re: Recordation of Assignment

Dear Sir or Madam:

Enclosed please find the following documents in connection with the recordal of a *Trademark Assignment*:

1. Recordation Form Cover Sheet;
2. *Trademark Assignment*;
3. Payment in the amount of \$315.00, the fee for filing this recordal, in the following form:
Please charge the fee required for this recordal to Deposit Account No. 13-2534. This letter is being submitted in duplicate for this purpose.
4. Certificate of Express Mailing (Express Mail No.: EE212397664US); and
5. Return-addressed postcard for acknowledgment.

Please address all correspondence to the undersigned at the above address.

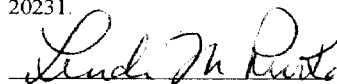
Respectfully submitted,

Linda M. Rurka

LMR/st
Enclosures

Certificate of Express Mail Under 37 CFR § 1.10

I hereby certify that this foregoing correspondence and/or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service (Express Mail Label No. EE212397664US) under 37 CFR §1.10 on the date indicated below, and is addressed to: *Box Assignments*, Commissioner of Patents and Trademarks, Washington, D.C. 20231.

04-18-00
Date of Deposit


Linda M. Rurka

TRADEMARK
REEL: 002074 FRAME: 0818



Footstar, Inc.
933 MacArthur Blvd. Tel 201 934-2239
Mahwah, NJ 07430 Fax 201 236-8457

Linda M. Rurka
Associate Counsel

April 18, 2000

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04-18-00
Date of Deposit

Linda M. Rurka

RECORDED: 04/18/2000

TRADEMARK
REEL: 002074 FRAME: 0819