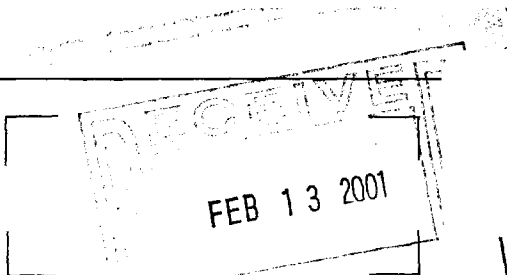


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

MJD
2-13-01



03-14-2001



101635342

**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

- 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
02 03 01

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
02 01 01

Name Morse Shoe, Inc.

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 Footstar Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 933 MacArthur Boulevard

Address (line 2) _____

Address (line 3) Mahwah New Jersey 07430
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Texas

FOR OFFICE USE ONLY

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: 002249 FRAME: 0525**

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)

FEB 13 2001

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1176628"/>	<input type="text" value="1416739"/>	<input type="text" value="1635544"/>
<input type="text" value="996507"/>	<input type="text" value="1798783"/>	<input type="text" value="2406059"/>
<input type="text" value="1340996"/>	<input type="text" value="1182260"/>	<input type="text" value="1960903"/>

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 Dooley

02-12-01

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

FEB 13 2001

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)

74578558	75942594	

Registration Number(s)

1978914	1272851	1727750
2070079	1347871	1620083
1495699	1422983	1137446
1803786	1748615	1866437
1899942	1997363	895580
943443	1396903	990408
1008162	1987622	1671838

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

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Registration Number(s)

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1131842	1463676	1866440
1883005	1292969	1288320
1268045	1366752	1381495
1358104	1359911	1238442
982297	977357	1004023
1336854	616598	1329754
1333371	1883004	1089773

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

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Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

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Citizenship State of Incorporation/Organization

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Registration Number(s)

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717219	1463695	1343475
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of February 3, 2001, by and between MORSE SHOE, INC., a Delaware corporation, with offices and a place of business at 555 Turnpike Street, Canton, Massachusetts 02021 ("Assignor"), and FOOTSTAR CORPORATION, a Texas corporation, with offices and a place of business at 933 MacArthur Boulevard, Mahwah, New Jersey 07430 ("Assignee").

WHEREAS, Assignor, by itself and through its predecessors in interest, adopted, has used, and is the owner of the U.S. Trademark Registrations and pending applications listed in Exhibit A annexed hereto and made a part hereof, and the goodwill of the business symbolized by such trademarks (collectively, the "Trademarks"); and

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to the Trademarks (including all registrations, renewals and applications therefor), together with the goodwill of the business in connection with which the Trademarks are used and which are symbolized by the Trademarks, along with the right to recover damages and profits for past infringements thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and otherwise convey to Assignee, its successor and assigns, free and clear of all liens and encumbrances, all of Assignor's right, title and interest, whether statutory or at common law, in and to the Trademarks, and all applications, registrations and renewals thereof, together with the goodwill of the business symbolized by them, and all registrations and pending applications therefor in all countries throughout the world (collectively, "All Marks"), together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor further agrees to execute further papers and to do such other acts as may be reasonably necessary and proper to transfer Assignor's right, title and interest in and to All Marks to the Assignee or to obtain, renew, issue or enforce All Marks.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their duly authorized officers as of the day and year first above written.

MORSE SHOE, INC.

By: [Signature]
Name: MICHAEL A. O'HARA
Title: FIRST SENIOR VICE PRESIDENT
State of NEW JERSEY GENERAL COUNSEL & SECRETARY
County of MORRIS)

On this 1st day of February, 2001, before me personally appeared _____ to me known, who being by me duly sworn, did depose and say that he/she is the _____ of Morse Shoe, Inc., the assignor named above, and acknowledged that he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

[Signature]
Notary Public

SANDY O. DEPOL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 9, 2004

FOOTSTAR CORPORATION

By: [Signature]
Name: Marc G. Schwaback
Title: Vice President
State of NEW JERSEY) SS:
County of MORRIS)

On this 3rd day of February, 2001, before me personally appeared Marc G. Schwaback to me known, who being by me duly sworn, did depose and say that he/she is the Vice President of Footstar Corporation the assignee named above, and acknowledged that he/she executed the foregoing Assignment on behalf of said assignee and pursuant to authority duly received.

[Signature]
Notary Public

SANDY O. DEPOL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 9, 2004

EXHIBIT A

MARK	SERIAL NO. or REG. NO.
A DIFFERENT KIND OF SHOE STORE	1,176,628
ACTIVES	1,416,739
AMERICAN WOMAN	1,635,544
AMERI KIDS & Design	996,507
BAYBERRY & CO.	1,798,783
BAYBERRY & CO.	2,406,059
BELLE AMIE	1,340,996
BIG THUNDER (Stylized)	1,182,260
BROOK HOLLOW	1,960,903
CANDID STATEMENTS	1,978,914
CARA MIA	1,272,851
CHARTERHOUSE	1,727,750
CITY CONNECTION	2,070,079
COUNTRY BAGS	1,347,871
COUNTRY BOOTS	1,620,083
COUNTRY BOOTS & Design	1,495,699
COUNTRY SOCKS	1,422,983
CRÈME PUFFS	1,137,446
DOCKMATES	1,803,786
DOCKMATES & Design	1,748,615
DURASOFT	1,866,437
EUROFORM	1,899,942
EXECUTIVE CLASSICS	1,997,363
FAYVA	895,580
FAYVA	943,443
FAYVA (Stylized)	1,396,903
FAYVA (Stylized)	990,408
FUN STEPS	1,008,162
GRAPHITES	74-578,558
HARTWOOD	1,987,622
J.S. ATTITUDES	1,671,838
JACK AND JILL	75-942,594
JACK AND JILL (Stylized)	1,131,842

JONATHAN BLACK	1,463,676
JV'S	1,866,440
JV'S BY STUART FRAZIER	1,883,005
M & Design	1,292,969
M & Design	1,288,320
MOLTO BENE	1,268,045
OLYMPIAN	1,366,752
OLYMPIAN & Design	1,381,495
OLYMPIAN (Stylized)	1,358,104
OUTDOOR BOOTS (Stylized)	1,359,911
PALS	1,238,442
RED DRUM	982,297
RED WAGON	977,357
ROSELLINI	1,004,023
SANDRA MILLER	1,336,854
SIESTA (Stylized)	616,598
SNUGAMALS (Stylized)	1,329,754
STORMERS	1,333,371
STUART FRAZIER	1,883,004
SUNSEEKERS & Design	1,089,773
THE INSIDE STORY SHOE BY ROBERT	717,219
UPSTAGE	1,463,695
WALK A LITTLE SMARTER	1,343,475