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Form PTO-1594
(Rev. 03/01) FINANCE SECTION
OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇨⇨⇨ ▼ ▼

04-11-2002

102051270

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Paten... ...al documents or copy thereof.

1. Name of conveying party(ies):
Apache Minnesota Thom McAn, Inc.

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State
- [ ] Other

Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies)
Name: Footstar Corporation
Internal Address:
Street Address: One Crosfield Avenue
City: West Nyack State: NY Zip: 10994

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State Texas
- [ ] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [x] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance:

- [x] Assignment
- [ ] Merger
- [ ] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: 10-27-01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75785941, 76068498, 76073462, 78074486,
B. Trademark Registration No.(s) 1453696, 2449326, 2464311, 2488855, 2494940

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Linda M. Rurka Dooley, Esq.
Internal Address: Footstar Corporation
Street Address: One Crosfield Avenue
City: West Nyack State: NY Zip: 10994

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41).....$ 365

- [ ] Enclosed
- [x] Authorized to be charged to deposit account

8. Deposit account number:
13-2534

DO NOT USE THIS SPACE

9. Signature.

Linda M. Rurka Dooley — Name of Person Signing
L. Dooley — Signature
03-14-02 — Date

Total number of pages including cover sheet, attachments, and document: 3

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

04/10/2002 GTON11 00000195 132534 75785941

01 FC:481 40.00 CH
02 FC:482 325.00 CH

Continuation of Item 4.

Trademark Application Nos.: 78076116
78084255
78092463
78107268
78107271

TRADEMARK ASSIGNMENT

This Assignment, effective the 27th day of October, 2001, is by and between APACHE MINNESOTA THOM MCAN, INC., a Minnesota corporation, with an office at 1 Crosfield Avenue, West Nyack, New York 10994 (hereinafter "Assignor") and FOOTSTAR CORPORATION, a Texas corporation, with an office at 1 Crosfield Avenue, West Nyack, New York 10994 (hereinafter "Assignee").

WHEREAS, Assignor has adopted, used and is the owner of the trademarks ("Marks") registered and/or pending in the United States Patent and Trademark Office, 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 registrations therefor, together with the goodwill of the business in connection with which the Mark are used and which are symbolized by the Marks, along with the right to recover damages and profits for past infringements thereof;

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 are symbolized by the respective Marks, along with the right to recover for damages and profits for past infringements thereof;

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.

APACHE MINNESOTA THOM MCAN, INC.

By: Donna Wangenstein
Name: **Donna Wangenstein**
Title: **Vice President**

STATE of New York)
) ss.:
COUNTY of Rockland)

On this 13th day of March, 2002, before me appeared Donna Wangenstein, to me known and known to me to be Vice President of APACHE MINNESOTA THOM MCAN, 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.

Tracy Peplowski
Notary Public

TRACY PEPLOWSKI
Notary Public, State of New York
No. 01PE6067335
Qualified in Rockland County
Commission Expires 12/10/2005

AGREED AND ACCEPTED:

FOOTSTAR CORPORATION

By: Maureen Richards
Name: **Maureen Richards**
Title: **Vice President**

STATE of New York)
) ss.:
COUNTY of Rockland)

On this 13th day of March, 2002, before me appeared Maureen Richards, to me known and known to me to be Vice President of FOOTSTAR CORPORATION, the assignee named above, and acknowledged that he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

Tracy Peplowski
Notary Public

TRACY PEPLOWSKI
Notary Public, State of New York
No. 01PE6067335
Qualified in Rockland County
Commission Expires 12/10/2005

EXHIBIT A

MARK	APPLIC. SERIAL NO. or REGISTRATION NO.
540B	78-074486
ACTION LADY	1,453,696
ACTION LIGHTS	2,464,311
ARE YOU ON THE UPRISE?	78-107271
BETTYZ	2,494,940
BETTYZ	76-073462
BRICK CITY	75-785941
BRICK CITY	76-068498
HOWZIT	2,449,326
HOWZIT	2,488,855
PUSH OR GET PULLED	78-084255
THE STREET STARTS HERE	78-107268
THIN AIR	78-076116
UPRISE	78-092463