

06-14-2002

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

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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Venator Group Canada Inc.

6-11-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Canada Corporation - federal

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

2. Name and address of receiving party(ies)

Name: Venator Group Canada Retail Company

Internal Address: c/o Legal Dept.

Street Address: 100 Mainshep Road

City: Weston State: On Zip: M9M 1L5

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Canada Corporation - Nova Scotia

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: Apr 7 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) see attached schedule

B. Trademark Registration No.(s) see attached schedule

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Northern Group Retail Ltd.

Internal Address: tsqueo@northerngroup.ca

Street Address: c/o Legal Dept.

100 Mainshep Road

City: Weston State: On Zip: M9M 1L5

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 3.41): \$ 465

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Michael J. Stanek Name of Person Signing

Signature

5/2/02 Date

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

06/14/2002 GT0N11 00000036 75337643

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

01 FC:481 40.00 DP 02 KC:482 425.00 DP

TRADEMARK REEL: 002524 FRAME: 0726

FOREIGN TRADE-MARKS

Trade-mark	Application No.	Registration No.	Country	
Authentic Northern Experience	3,157	3,007	Mongolia	
Authentic Northern Experience	75/337,643	2,306,851	U.S.	* 1
Authentic Northern Reflections	76/057,455	Pending <i>Abn</i>	U.S.	
Cabin Essentials	75/277,833	2,189,048	U.S.	* 2
Cottage Essentials	74/647,630	1,946,206	U.S.	* 3
Northern Elements	3,159	3,009	Mongolia	
Northern Elements	74/589,426	1,990,736	U.S.	* 4
Northern Elements	74/589,403	2,016,807	U.S.	* 5
Northern Elements	74/589,421	2,011,369	U.S.	* 6
Northern Elements	74/589,427	2,009,394	U.S.	* 7
Northern Friends Rewards Program	75/842,463	Pending	U.S.	* 8
Northern Getaway	841,628	564,238	Benelux	
Northern Getaway	3,158	3,008	Mongolia	
Northern Getaway	74/288,361	1,853,340	U.S.	* 9
Northern Getaway	74/288,362	1,870,224	U.S.	* 10
Northern Getaway	75/921,422	Pending	U.S.	* 11
Northern Mist	75/717,723	2,364,372	U.S.	* 12
Northern Reflections	AM 4189/89	128,484	Austria	
Northern Reflections	830,500	555,222	Benelux	
Northern Reflections	VA06,384 1989	VR02,455 1992	Denmark	
Northern Reflections	35,311	35,311	European Union	
Northern Reflections	4416/89	112,698	Finland	
Northern Reflections	187,904	1,642,848	France	
Northern Reflections	W 39,581/35Wz	1,180,911	Germany	
Northern Reflections	W 65,713	DD 648,814	East Germany	
Northern Reflections	95,764	95,764	Greece	
Northern Reflections	676/1989	996/1989	Iceland	
Northern Reflections	3624/99	114/00	Iceland	

Trade-mark	Application No.	Registration No.	Country
Northern Reflections	3624/99	114/00	Iceland
Northern Reflections	10295C/89	571,633	Italy
Northern Reflections	196,879	485,032	Mexico
Northern Reflections	3,155	3,005	Mongolia
Northern Reflections	258,870	258,870	Portugal
Northern Reflections	89-8085	225,518	Sweden
Northern Reflections	5814	396,782	Switzerland
Northern Reflections	75/337,638	Pending Abn	U.S.
Northern Reflections	20,570	17,172	Vietnam
Northern Reflections & Design 2	313,359	313,359	New Zealand
Northern Reflections & Design 2	794439	794439	Australia
Northern Reflections & Design 2	313,358	313,358	New Zealand
Northern Reflections & Design 2	74/600,266	1,999,108	U.S. *
Northern Reflections & Design	AM 4190/89	129,534	Austria
Northern Reflections & Design	733,522	465,516	Benelux
Northern Reflections & Design	VA96,385 1992	02,456 1992	Denmark
Northern Reflections & Design	4417/89	112,699	Finland
Northern Reflections & Design	153,624	1,550,306	France
Northern Reflections & Design	W 39 544/25Wz	1,155,993	Germany
Northern Reflections & Design	W 65,714	DD 648 813	East Germany
Northern Reflections & Design	95,765	95,765	Greece
Northern Reflections & Design	4811/89	135,853	Ireland
Northern Reflections & Design	10294C/89	564,735	Italy
Northern Reflections & Design	258,871	258,871	Portugal
Northern Reflections & Design	89-08084	227,158	Sweden
Northern Reflections & Design	5807	396,828	Switzerland
Northern Reflections & Design	74/030,411	1,681,519	U.S. *
Northern Retreat	75/602,649	2,294,508	U.S. *
Northern Traditions	3,156	3,006	Mongolia
Northern Vanilla Blossom	75/508,368	Pending	U.S. *
Reflect	78/017,648	Pending Abn	U.S.

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Trade-mark	Application No.	Registration No.	Country	
Reflect Jeans	78/017,653	Pending <i>Abn</i>	U.S.	
Southern Reflections	74/357,565	2,103,669	U.S. *	17
Traditional Memories	75/337,642	Pending <i>Abn</i>	U.S.	
Traditional Memories	75/337,641	Pending <i>Abn</i>	U.S.	
Trektex	75/402,683	2,411,663	U.S. *	18

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**Domestic Representative Designation
of Northern Group Retail Ltd.**

York Management Services, Inc.
764 Easton Avenue
Suite #8
Somerset, NJ
08873

**ASSIGNMENT OF UNREGISTERED
AND FOREIGN TRADE-MARKS**

WHEREAS Venator Group Canada Inc., the full post office address of whose principal office or place of business is 100 Mainshep Road, Weston, Ontario, M9M 1L5, (the "Assignor") is the beneficial owner of all right, title and interest in certain unregistered trade-marks existing at common law by virtue of the use thereof, in relation to the business of its Northern Group division, including those unregistered trade-marks indicated in the schedule annexed hereto, and certain trade-marks in the foreign jurisdictions specified in such schedule (collectively, the "Trade-marks").

AND WHEREAS, Venator Group Canada Retail Company, the full post office address of whose principal office or place of business is 100 Mainshep Road, Weston, Ontario, M9M 1L5, (the "Assignee") is desirous of acquiring from the Assignor the whole right, title and interest in and to the Trade-marks together with the goodwill of the business carried on in association with the Trade-marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The Assignor hereby sells, assigns and transfers to the Assignee the whole right, title and interest in and to the Trade-marks and the goodwill associated therewith, together with all right of action resulting from any adverse use of the Trade-marks or any confusingly similar trade-marks and the right to claim such relief as is appropriate, the same to be held and enjoyed by the said Assignee, its successors and assigns as fully and effectually as they would have been held by the Assignor had this sale, assignment and transfer had not been made.
2. The Assignor shall:
 - (a) not oppose any application by the Assignee for registration of the Trade-marks or any confusingly similar trade-mark;
 - (b) not oppose the use by the Assignee of the Trade-marks or any confusingly similar trade-mark;

- (c) render all necessary assistance to the Assignee in prosecuting any application for registration of the Trade-marks or any confusingly similar trade-mark;
- (d) pending registration of the Assignee as owner of the Trade-marks, lend its name as predecessor in title to any proceedings for adverse use of the Trade-marks or any confusingly similar trade-marks including proceedings for infringement which the Assignee may require to be brought against any third party; and
- (e) not file any application to register any trade-mark confusingly similar to any of the Trade-marks.

EXECUTED at Toronto as of the 7th day of April, 2001.

Assignor

By: 

Name: R. Gary Miller

Title: Senior Vice President, Finance

Assignee

By: 

Name: David Zender

Title: Vice President

SCHEDULE

UNREGISTERED TRADE-MARKS

GETAWAY

GETAWAY DESIGN

NE JEANS

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