

06-24-2002

Form PTO-1594

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U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

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 Retail, Inc.

6.17.02

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

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

3. Nature of Conveyance(s):

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 1, 2001

2. Name and address of receiving party(ies):

Name: Foot Locker Retail, Inc.

Internal Address:

Street Address: 112 West 34th Street

City: New York State: NY Zip: 10120

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation-State New York

Other

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

717, 220; 796, 781; 1, 028, 019; 1, 232, 857; and 1, 549, 579

Additional number(s) attached  Yes  No

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

Name: Melissa L. Klipp

Internal Address:

Street Address: Drinker Biddle & Shanley LLP

500 Campus Drive

City: Florham Park State: NJ Zip: 07932

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

233062-1257

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Melissa L. Klipp

Name of Person Signing

*[Handwritten Signature]*

Signature

June 10, 2002

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

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FINANCE SECTION

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CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
VENATOR GROUP RETAIL, INC.

Under Section 805 of the Business Corporation Law

We, the undersigned, Peter D. Brown and Sheilagh M. Clarke, being, respectively, the Vice President and the Secretary of Venator Group Retail, Inc., a corporation organized under the laws of the State of New York (the "Corporation"), do hereby state and certify that:

1. The name of the Corporation is Venator Group Retail, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 5, 1963 under the name Kinney Shoe Corporation.
3. The Certificate of Incorporation is hereby amended, as authorized by Section 801 of the Business Corporation Law of the State of New York, to change the name of the Corporation (in Paragraph 1 of such Certificate of Incorporation). To effect such amendment, Paragraph 1 of the Certificate of Incorporation is hereby amended to read, in its entirety, as follows:

"1. The name of the Company is 'Foot Locker Retail, Inc.'"

4. The amendment of the Certificate of Incorporation set forth above was authorized by the unanimous written consent of the Board of Directors dated October 4, 2001, as authorized by Section 708(b) of the New York Business Corporation Law ("BCL"), followed by the written consent of the sole shareholder of the Corporation approving and adopting such amendment, such written consent having been given in lieu of a unanimous vote of the outstanding shares of the Corporation at a meeting of shareholders, as authorized by Section 615 of the BCL.

IN WITNESS WHEREOF, we have executed and subscribed this Certificate of Amendment of the Certificate of Incorporation of the Corporation and do affirm the foregoing as true under the penalties of perjury as of this 1st day of November 2001.

Peter D. Brown  
Peter D. Brown  
Vice President

Sheilagh M. Clarke  
Sheilagh M. Clarke  
Secretary

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State of New York }  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of The Department of State on NOV 01 2001



A handwritten signature in black ink, appearing to read "J. Sheehy", is written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (7/00)