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ks of.

1. Name of Party(ies) conveying an interest:
Footstar Corporation

1-9-03

Entity:

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

3. Interest Conveyed:

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

Execution Date: November 1, 2002

2. Name and Address of Party(ies) receiving an interest:
Name: BDSRCO, Inc.

Address: 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801

Entity:

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

Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

Yes

No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,879,396

5. Please mail documents back to:

Paul W. Kruse
Pillsbury Winthrop LLP
1600 Tysons Boulevard
McLean, Virginia 22102

6. Number of applications and registrations involved:

7. Amount of fee enclosed: \$40.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 41465 / 301200
C# M#

DO NOT USE THIS SPACE

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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.

Total number of pages including cover sheet, attachments and document (excluding duplicate cover sheet)

6

Signature

Attorney: Paul W. Kruse

Date: January 9, 2003

Atty/Sec: PWK

Tel: (703) 905-2120

Fax: (703) 905-2000

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT made as of November 1, 2002 by and among Footstar Corporation with an address at 1 Crosfield Avenue, West Nyack, New York 10994 (the "Assignor") and BDSRCO, Inc. with an address at 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801 (the "Assignee"). Assignee is a Corporation of Delaware.

Assignor owns ~~all right, title and interest~~ ^{MR} to certain trademark(s), the applications and/or registrations for which are set forth in SCHEDULE A (collectively, the "Trademark(s)"). Assignor wishes to assign ~~all right, title and interest~~ ^{its MR} to the Trademark(s) to Assignee. ^{in the United States. MR}

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, its successors, assigns and legal representatives, ~~the~~ ^{its MR} entire, full and exclusive right, title and interest in and to the Trademark(s), together with the good will of the business symbolized by the Trademark(s) and any applications and/or registrations therefor, and the right (but not the obligation) to assert the Trademark(s) and to collect for all past, present and future infringements, and claims for damages and the proceeds thereof, including, without limitation, license royalties and proceeds of infringement suits and all rights corresponding thereto throughout the world by reason of any past and future acts of infringement that have occurred or may occur.

Assignor agrees to wholly and permanently discontinue any and all use of the Trademark(s) and agrees thereafter not to use the mark on or in connection with any product or service and not to use anything confusingly similar thereto on or in connection with any product or service ^{in the United States. MR}.

If any of the Trademark(s) are the subject of an application based on Assignor's bona fide intent to use the Trademark(s) in commerce, Assignor hereby represents that Assignee is the successor to the portion of Assignor's ongoing and existing business to which the application and the Trademark(s) pertain.

in the United States. MR

Footstar Corporation
By: Maureen Richards
Name: Maureen Richards
Title: Sr. V.P.

BDSRCO, Inc.
By: Michael Maddaloni
Name: Michael Maddaloni
Title: President

SCHEDULE A

Mark(s)

WINDHAM

Reg. No. 1,879,396

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant Name: BDSRCO, Inc.

Mark: WINDHAM

Reg. No. 1,879,396

Reg. Date: February 14, 1995

Class No. 25

Our Ref. No. 41465/301200

**POWER OF ATTORNEY
DESIGNATION OF REPRESENTATIVE**

The undersigned hereby appoints the attorneys named below of Pillsbury Winthrop LLP, P.O. Box 10500, McLean, Virginia 22102, (703) 905-2000, and all members of that firm and all other attorneys associated with that firm, to file this declaration, and to transact all business in the Patent and Trademark Office connected therewith. The undersigned further hereby designates Pillsbury Winthrop LLP, whose postal address is P.O. Box 10500, McLean, Virginia 22102, as a representative upon whom notices or processes affecting the mark may be served.

Please direct all communications to Paul W. Kruse at (703) 905-2120 or James R. Menker at (703) 905-2145.

BDSRCO, Inc.

By:  _____

Name: Paul W. Kruse

Title: Attorney

Date: January 9, 2003