

02-21-2003



Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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): 02.19.03
 Venator Group Specialty, Inc.

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

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

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

Name: Foot Locker Specialty, Inc.

Internal Address: _____

Street Address: 112 West 34th Street

City: New York State: New York 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

3. Nature of Conveyance:s

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 1, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,202,853

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: Drinker Biddle & Reath LLP

Street Address: 500 Campus Drive

City: Florham Park State: New Jersey Zip 07932

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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 [Signature] 2/14/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document. 2

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

02/21/2003 ECDOPER 00000007 1202853
 01 FC:MS21 40.00 DP
 SFNJ1 805627v3

TRADEMARK
 REEL: 002675 FRAME: 0711

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 02 2001**



A handwritten signature in black ink, appearing to read "J. Shub", with a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (7/00)

FO11102000361

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
VENATOR GROUP SPECIALTY, 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 Specialty, 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 Specialty, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on December 15, 1911 under the name F. W. Woolworth Co
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 Article FIRST of such Certificate of Incorporation). To effect such amendment, Article FIRST of the Certificate of Incorporation is hereby amended to read, in its entirety, as follows:

"FIRST -- The name of the corporation is 'Foot Locker Specialty, Inc.' (hereinafter called the 'Company')."

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 5, 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
Vice President


Sheilagh M. Clarke
Secretary

February 14, 2003

Law Offices

500 Campus Drive
Florham Park, NJ
07932-1047

973-360-1100
973-360-9831 fax
www.drinkerbiddle.com

PHILADELPHIA
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WILMINGTON

Commissioner of Patents and Trademarks
Box ASSIGNMENTS
Washington, DC 20231

Re: Foot Locker Specialty, Inc.
Trademark: WOOLWORTH, registration no. 1,202,853
Our Reference: 123141

Dear Sirs:

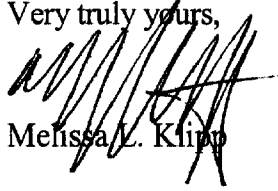
Enclosed for recordation is the following:

1. Recordation Cover Sheet;
2. Certificate of Amendment of the Certificate of Incorporation of Venator Group Specialty, Inc.;
3. Check Number 16230.

Please record and index this transfer against the United States trademark registration number 1,202,853. Also enclosed is check number 16230 in the amount of \$40.00 to cover the cost of this request.

Please acknowledge receipt of the enclosed documents by returning the attached pre-paid postcard.

Very truly yours,


Melissa L. Klipp

MLK/dlc

Enclosures

cc: Dennis Sheehan, Esq.
Robert M. Leonard, Esq.
Heather M. Hughes, Esq.

Daniel F. O'Connell,
Partner responsible for
Florham Park Office

I, Diane L. Caso do hereby certify that the foregoing documents are being deposited with the United States Postal Service as First Class Mail, postage prepaid, in an envelope addressed to the Commissioner for Trademarks, Box Assignments, Washington, DC 20231, on this date of 2/14/03


Diane L. Caso

Established
1849

F011102000-361

CERTIFICATE OF AMENDMENT
Of the
CERTIFICATE OF INCORPORATION
OF
VENATOR GROUP SPECIALTY, INC.

(Under Section 805 of the Business Corporation Law)

FILED
NOV 2 11 00 AM '01

REC'D
NOV 2 10 50 AM '01

NOV 1 11 11 AM '01

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

NOV 02 2001

FILED
TAXS
BY: LAS

NEW YORK

Filed By:
Venator Group
112 West 34th Street
New York, NY 10120

LDS - 50

DRAWDOWN

CUSTOMER REF. #

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RECEIVED

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