

06-30-2003



Form PTO-1594 (Rev. 10/02) 6-25-03 R
OMB No. 0651-0027 (exp. 6/30/2005)
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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):

The Athlete's Foot Stores, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 06/19/2003

2. Name and address of receiving party(ies)

Name: Athlete's Foot Marketing Associates, LLC

Internal Address:

Address:

Street Address: 1950 Vaughn Road

City: Kennesaw State: GA Zip: 30144

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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) 2,513,753 and 2,392,475

Additional number(s) attached Yes No

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

Name: Leslie D. Smith

Internal Address:

Street Address: 2800 One Atlantic Center;

1201 West Peachtree Street

City: Atlanta State: GA Zip: 30309-3450

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

012506

DO NOT USE THIS SPACE

9. Signature.

Scott E. Taylor

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 5

06/27/2003 ECOOPER 00000304 012506 2513753

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

01 FC:8521 40.00 DA
02 FC:8522 25.00 DA

TRADEMARK
REEL: 002766 FRAME: 0648

TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the 18th day of April, 2003, by and between The Athlete's Foot Stores, Inc., a Pennsylvania corporation (hereinafter referred to as "ASSIGNOR"), and Athlete's Foot Marketing Associates, LLC, a Delaware limited liability company (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the registered trademarks and service marks, or pending trademark and service mark applications, all as listed on Exhibit "A" (hereinafter collectively referred to the "Trademarks"); and

WHEREAS, ASSIGNEE wishes to acquire from ASSIGNOR, and ASSIGNOR wishes to assign to ASSIGNEE all right, title and interest in and to the Trademarks, together with the good will associate therewith; and

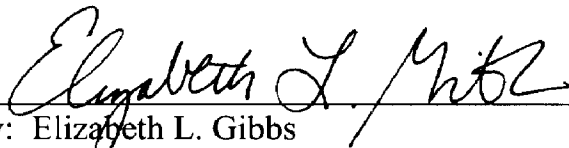
WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all right, title and interest as ASSIGNOR may possess in and to the Trademarks worldwide;

NOW, THEREFORE, for \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR and ASSIGNEE each intend to be legally bound, hereby agree as follows:

1. ASSIGNOR does hereby sell and assign to ASSIGNEE the entire right, title and interest in and to the Trademarks together with the good will of the business in connection with the Trademarks are used and which is symbolized by the Trademarks, and all registrations and applications therefor, including any renewals and extensions of the registrations that are or may be secured under law, now hereinafter in effect for ASSIGNEE's own use and enjoyment, and for the use and enjoyment of ASSIGNEE's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by ASSIGNOR if the Assignment had not been made. In addition, ASSIGNOR assigns to ASSIGNEE all claims for damages by reason of past, present or future infringement or other unauthorized use of the Trademarks, together with the right to sue for, and collect such damages.

ASSIGNOR

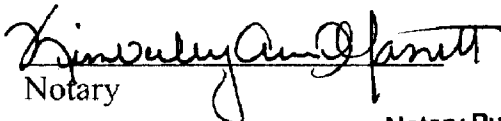
The Athlete's Foot Stores, Inc.



By: Elizabeth L. Gibbs

Title: Vice President, General Counsel and Secretary

Date: 6/19/03



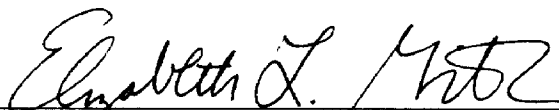
Notary

Notary Public, Cobb County, Georgia
My Commission Expires Nov. 14, 2003.

My commission expires on _____.

ASSIGNEE

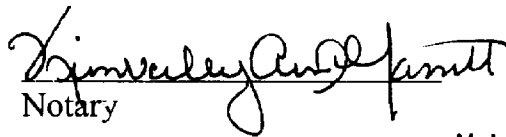
Athlete's Foot Marketing Associates, LLC



By: Elizabeth L. Gibbs

Title: Vice President, General Counsel and Secretary

Date: 6/19/03



Notary

Notary Public, Cobb County, Georgia
My Commission Expires Nov. 14, 2003.

My commission expires on _____.

Exhibit A

<u>Mark</u>	<u>Registration Number</u>
THE LOCKER ROOM	2,513,753
THE LOCKER ROOM	2,392,475