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DOCKET NO. 887 002

Form PTO 1595

U.S. Department of Commerce

T



To the Honorable Commissioner of Patents

102663625

the attached original documents on hand thereof.

1. Name of conveying party(ies)

Venator Group Canada Retail Company

Additional name(s) of conveying parties attached Yes No

- Individual Citizenship Corporation State
- Association Other
- General Partnership
- Limited Partnership

Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date 09/14/2001

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

Name: Venator Group Canada Retail Ltd.
Address: 100 Mainshep Road
Weston, Ontario, M9M 1L5, Canada

Additional name(s) attached? Yes No

- Individual Citizenship Corporation State-CANADA
- Association Other
- General Partnership
- Limited Partnership

If assignee is not domiciled in the USA, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)

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

If this application is being filed together with a new application the execution date of this application is \

A. Trademark Application No.(s)

B. Trademark Registration No.(s) See list of Trademark Registrations attached

Additional Numbers attached? Yes No

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

Name Kevin C. Brown
Address: BURR & BROWN
P.O. 7068
Syracuse NY 13261-7068
(315)233-8300

6. Total number of application and registrations involved: 10

7. Total fee (37 CFR 3.4) \$400.00

- Enclosed
- Authorized to be charged to Deposit Account No. 50-1446
(Attach duplicate copy of this page if paying by deposit)

8. Authorized to be charged to Deposit Account No. 50-1446
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02/05/2004 JJALLAH2 00000034 2306851
01 FC:8521 40.00 OP
02 FC:8522 225.00 OP

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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.

Kevin C. Brown
Name of Person Signing

Signature

January 23, 2004

Date

Total Number of Pages Comprising Cover Sheet 5

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PER FINANCE

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Mail documents to be recorded with required cover sheet information to:

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Janet M. Stevens

Refund Ref: 02/05/2004 JJALLAH2 0000133805

GENERAL POWER OF ATTORNEY AND
DOMESTIC REPRESENTATIVE FOR FOREIGN APPLICANT/REGISTRANT

We, **NORTHERN GROUP RETAIL LTD.**, a corporation organized and existing under the laws of the Canada, located at 2375 Skymark Avenue, Mississauga, Ontario, L4W 4Y6, Canada, hereby appoint and authorize the firm of **BURR & BROWN**, whose postal address is **P.O. Box 7068, Syracuse, New York 13261**, and each and every member and associate thereof, including Stephen P. Burr and Kevin C. Brown, each admitted to the Bar of the State of New York and the Bar of the State of Virginia, and Steven P. Caldwell and Nicole J. Buckner, each admitted to the Bar of the State of New York, jointly and severally to act as our attorneys to transact all business in the Patent and Trademark Office connected with all applications filed and registrations owned by us.

We authorize the attorneys of **BURR & BROWN** to sign our name to papers and writings and to such acts regarding same as may be necessary or expedient, and request that all notices, communications and correspondence relating thereto be sent to such attorneys at the above address.

And We hereby ratify and confirm all acts done by said attorneys or any of them in respect of the said matters or proceedings.

And further We hereby revoke all previous authorizations in respect of the said matters or proceedings.

We, **NORTHERN GROUP RETAIL LTD.**, a corporation organized and existing under the laws of the Canada, located at 2375 Skymark Avenue, Mississauga, Ontario, L4W 4Y6, Canada, hereby designate Kevin C. Brown, whose postal address is **BURR & BROWN**, P.O. Box 7068, Syracuse, New York 13261 (Telephone: (315) 233-8300, Facsimile: (315) 233-8320) as our Domestic Representative upon whom notice or process in proceedings affecting all applications filed and registrations owned by us may be served, pursuant to Section 1(e) of the Lanham Act, 15 U.S.C. Section 1051(e), and 37 C.F.R. Section 2.24.

Please direct all correspondence to Kevin C. Brown at **BURR & BROWN**, 101 South Salina Street, P.O. Box 7068, Syracuse, New York 13261, (315) 233-8300.

Dated this 16th day of January, 2004.

NORTHERN GROUP RETAIL LTD.

By: _____

Name:

Title:

Michael J. Stanek
Chief Financial Officer

Registration No.	Trademark
2,306,851	Authentic Northern Experience
2,189,048	Cabin Essentials
2,477,382	Northern Friends Rewards Program
1,853,340	Northern Getaway
1,870,224	Northern Getaway
2,364,372	Northern Mist
1,999,108	Northern Reflections and Designs
2,294,508	Northern Retreat
2,103,669	Southern Reflections
2,411,663	Trektex



Nova Scotia

CERTIFICATE OF AMENDMENT

Companies Act

Registry Number

3055083

I Hereby Certify that

VENATOR GROUP CANADA RETAIL LTD.

(formerly VENATOR GROUP CANADA RETAIL COMPANY) has by Special Resolution filed September 14, 2001, terminated the status of the Company as an unlimited liability company so that the Company be registered as a limited liability company pursuant to Section 68 of the Companies Act (Nova Scotia).

I Further Certify that by the said Special Resolution, the objects of the Company are amended as set out in the attached Schedule "A".

Registrar of Joint Stock Companies

September 14, 2001

Date of Amendment

