

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Apache Minnesota Thom McAn, Inc.		12/22/2005	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Footaction Center, Inc.
Street Address:	933 MacArthur Blvd.
City:	Mahwah
State/Country:	NEW JERSEY
Postal Code:	07430
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0860158	TOM THUMB

CORRESPONDENCE DATA

Fax Number: (201)934-2270
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: linda.rurka.dooley@footstar.com
 Correspondent Name: Linda M. Rurka Dooley / FOOTSTAR
 Address Line 1: 933 MacArthur Blvd.
 Address Line 4: Mahwah, NEW JERSEY 07430

NAME OF SUBMITTER:	Linda M. Rurka Dooley
Signature:	/l. dooley/
Date:	01/30/2006

OP \$40.00 0860158

Total Attachments: 7

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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

*MN: APACHE-MINNESOTA THOM CAN, INC.
NY: FOOTACTION CENTER, INC.*

State of Formation and Name of Surviving Entity:

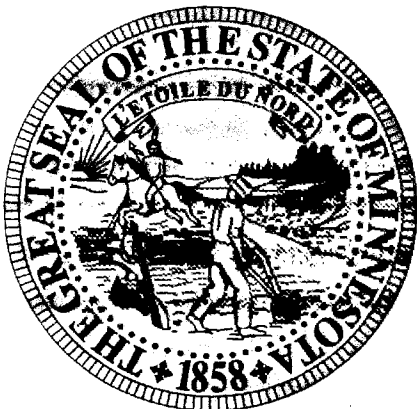
NY: FOOTACTION CENTER, INC.

Effective Date of Merger: December 31, 2005

Name of Surviving Entity After Effective Date of Merger:

FOOTACTION CENTER, INC.

This certificate has been issued on: December 27, 2005



Mary Kiffmeyer
Secretary of State.



16433920005

14-816

DCM

ARTICLES OF MERGER

OF

Apache-Minnesota Thom Mcan, Inc.

AND

Footaction Center, Inc.

To the Secretary of State
State of Minnesota

Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a domestic wholly-owned subsidiary corporation for profit into its foreign parent corporation for profit, the foreign parent corporation hereinafter named does hereby adopt the following Articles of Merger.

1. The following is the Plan of Merger for merging Apache-Minnesota Thom Mcan, Inc., into Footaction Center, Inc., as set forth in a resolution approved by the affirmative vote of the Board of Directors of Footaction Center, Inc. under the provisions of Section 302A.621 of the Minnesota Business Corporation Act and pursuant to the applicable provisions of the laws by which it is governed.

- 1. The name of the subsidiary corporation, which is a corporation for profit organized under the laws of the State of Minnesota, and which is subject to the provisions of the Minnesota Business Corporation Act, is Apache-Minnesota Thom Mcan, Inc.
- 2. The name of the parent corporation, which is a corporation for profit organized under the laws of the State of New York, is Footaction Center, Inc.
- 3. The issued shares of Apache-Minnesota Thom Mcan, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

2. The number of outstanding shares of Apache-Minnesota Thom Mcan, Inc. is 100, all of which are of one class, and all of which are owned by Footaction Center, Inc.

3. Footaction Center, Inc., as the holder of all outstanding shares of Apache-Minnesota Thom Mcan, Inc., waived the mailing of a copy of the Plan of Merger to itself.

4. The laws of the jurisdiction of organization of Footaction Center, Inc. permit the merger of a corporation for profit of another jurisdiction with and into a corporation for profit of the jurisdiction

of organization of Footaction Center, Inc.; and the merger of Apache-Minnesota Thom Mcan, Inc. with and into Footaction Center, Inc. is in compliance with the laws of the jurisdiction of organization of Footaction Center, Inc..

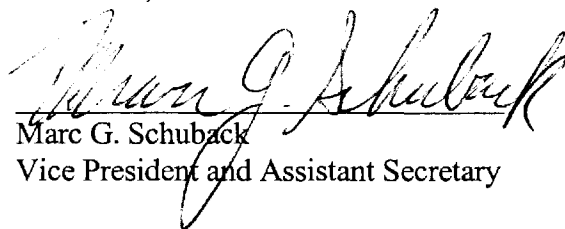
5. Footaction Center, Inc. does hereby agree that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of Apache-Minnesota Thom Mcan, Inc. and Footaction Center, Inc.; and does hereby irrevocably appoint the Secretary of State of the State of Minnesota as its agent to accept service of process in any proceeding. The address to which process may be forwarded is: 933 MacArthur Blvd., Mahwah, New Jersey 07430.

6. The merger of Apache-Minnesota Thom Mcan, Inc. into Footaction Center, Inc. shall become effective in the State of Minnesota on the 31st day of December, 2005.

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48, Minnesota Statutes as if I had signed this document under oath.

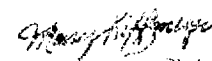
Executed on December 22, 2005

Footaction Center, Inc.

By: 
Marc G. Schuback
Vice President and Assistant Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 27 2005


Secretary of State

M

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

January 03, 2006



A handwritten signature in black ink, appearing to read "R. H. ...".

Special Deputy Secretary of State

DOS-1266 (9/05)

05123000576

Certificate of Merger

of

Apache-Minnesota Thom Mcan, Inc.
(A Minnesota Corporation)

into

Footaction Center, Inc.
(A New York Corporation)

Under Section 905 of the Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of Footaction Center, Inc. the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging Apache-Minnesota Thom Mcan, Inc. the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of Minnesota, on December 25, 1930, is Apache-Minnesota Thom Mcan, Inc. No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on February 4, 1997, is Footaction Center, Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

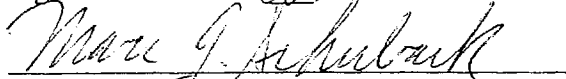
DESIGNATION	NUMBER
Common Stock No Par Value	100

SIXTH: The merger of the subsidiary corporation into the surviving corporation has

been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 31st day of December, 2005.

Signed on December 22 2005



Marc G. Schuback

Vice President and Assistant Secretary of surviving corporation

051230000576

CERTIFICATE OF MERGER

OF

Apache-Minnesota Thom Mean, Inc.
(A Minnesota Corporation)

into

Footaction Center, Inc.
(A New York Corporation)

Under Section 905 of the Business Corporation Law.

RECEIVED
DEC 28 PM 2:02

100
STATE OF NEW YORK
DEPARTMENT OF STATE

DEC 30 2005

Filed by: Marc G. Schuback
(Name)
933 MacArthur Blvd.
(Mailing address)
Mahwah, New Jersey 07430
(City, State and Zip code)

FILED
TAX S
BY: [Signature]
ROCK

Case Ref # 776550CMJ

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2005 DEC 30 AM 11:33

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JAS.

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2005 DEC 30 PM 2:17
2005 DEC 23 PM 2:02

NY BC D--CERTIFICATE OF MERGER S>P F>D 08/13/98-3 (#609)

RECEIVED FILED

RECORDED: 01/30/2006

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