

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
Footaction Center, Inc.		12/27/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

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

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

Total Attachments: 12

900040884

**TRADEMARK
 REEL: 003236 FRAME: 0160**

OP \$40.00 0860158

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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:

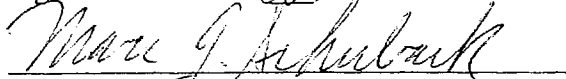
DESIGNATION	NUMBER
Common Stock No Par Value	100

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 # 776550CMT

RECEIVED
DEC 30 AM 11:33

CSC 45
DRAW DOWN

JAS.

051230000653

DEC 23 PM 2:17
DEC 30 PM 2:17

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

RECEIVED FILED

3

TRADEMARK
REEL: 003236 FRAME: 0165

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documents, visit www.sos.state.co.us
and select Business Center.

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\$ 300.00
SECRETARY OF STATE
12-29-2005 15:03:46

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger

filed pursuant to §7-90-301, et seq. and §7-90-203 Colorado Revised Statutes (C.R.S.)

1. Entity name or true name of each
merging entity
(other than the surviving entity)

Footaction Center, Inc.

(Enter name exactly as it appears in the records of the secretary of state if applicable)

Form of entity

Corporation

Jurisdiction under which the
entity was formed

New York

ID number (if applicable)

Principal office street address:

933 MacArthur Blvd.

(Street name and number)

Mahwah

(City)

NJ

(State)

07430

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

Principal office mailing address
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

Entity name or true name
(other than the surviving entity)

Feet Center, Inc.

(Enter name exactly as it appears in the records of the secretary of state if applicable)

Form of entity

Corporation

Jurisdiction under which the
entity was formed

Arizona

ID number (if applicable)

Principal office street address 933 MacArthur Blvd.
(Street name and number)

Mahwah NJ 07430
(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

Principal office mailing address
(if different from above) _____
(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

Entity name or true name
(other than the surviving entity) CDirect, Inc.
(Enter name exactly as it appears in the records of the secretary of state if applicable)

Form of entity Corporation

Jurisdiction under which the
entity was formed Wisconsin

ID number (if applicable) _____

Principal office street address 933 MacArthur Blvd.
(Street name and number)

Mahwah NJ 07430
(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

Principal office mailing address
(if different from above) _____
(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

(If there are more than three merging entities, mark this box and include an attachment stating the entity name, ID number, and the principal office address of each additional merging entity.)

2. Entity name of the surviving entity Athletic Center, Inc.
(Enter name exactly as it appears in the records of the secretary of state if applicable)

Form of entity Corporation

Jurisdiction under which the
entity was formed Colorado

ID number (if applicable) 20011221582

Principal office street address 933 MacArthur Blvd.
(Street name and number)

Mahwah NJ 07430
(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

Principal office mailing address (if different from above) _____
(Street name and number or Post Office Box information)

_____ (City) (State) (Postal/Zip Code)
(Province - if applicable) (Country - if not US)

3. The merging entities are merged into the surviving entity.
4. If one or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state, mark this box and state below the document number of each such filed document.

Document number _____

Document number _____

(If more than two trademarks, mark this box and include an attachment stating the additional document numbers.)

5. Additional information may be included. If applicable, mark this box and include an attachment stating the additional information.

6. (Optional) Delayed effective date: 12/31/2005
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Schuback Marc G _____
(Last) (First) (Middle) (Suffix)

933 MacArthur Blvd.

(Street name and number or Post Office Box information)

<u>Mahwah</u>	<u>NJ</u>	<u>07430</u>
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
<i>(Province - if applicable)</i>	<i>(Country - if not US)</i>	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

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 be "R. H. ...", is written over the seal area.

Special Deputy Secretary of State

DOS-1266 (9/05)

051230000 784

CSC 45

Certificate of Merger

of

Footaction Center, Inc.

into

Athletic Center, Inc.

Under Section 907 of the Business Corporation Law

It is hereby certified on behalf of the corporation named herein as the surviving corporation as follows:

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

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation and is in compliance with said laws.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on February 4, 1997 is Footaction Center, Inc.


FOURTH: The name of the surviving corporation, which was organized under the laws of the State of Colorado, on November 20, 2001, is Athletic Center, 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, and it is not to do business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

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:

TENTH: 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 27, 2005

Athletic Center, Inc.


Name: Vincent Zanna
Capacity Treasurer

F 051230000 787 ~

MERGER OF A NEW YORK WHOLLY OWNED
SUBSIDIARY CORPORATION INTO ITS
FOREIGN PARENT CORPORATION

OF

Footaction Center, Inc.

into

Athletic Center, Inc.

CSC 45
Grant

Under Section 907 of the Business Corporation Law.

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

Call 201 782 4730 CMTJ

100
STATE OF NEW YORK
DEPARTMENT OF STATE

DEC 30 2005

FILED
TAX S
BY: *MA*

MA

051230000 *AS*

NY 96 D - CERTIFICATE OF MERGER S->P D>F 100 PERCENT 08/13/98-5 (#467)
2005 DEC 30 PM 2: 02
2005 DEC 30 PM 3: 39

FILED

RECEIVED

RECORDED: 01/30/2006

TRADEMARK
REEL: 003236 FRAME: 0173

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