

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
Athletic Center, Inc.		12/27/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Footstar Corporation
Street Address:	933 MacArthur Blvd.
City:	Mahwah
State/Country:	NEW JERSEY
Postal Code:	07430
Entity Type:	CORPORATION: TEXAS

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

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**TRADEMARK
 REEL: 003236 FRAME: 0174**

OP \$40.00 0860158

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Document processing fee

If document is filed on paper

\$150.00

If document is filed electronically

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Fees & forms/cover sheets

are subject to change.

To file electronically, access instructions

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and select Business Center.

Paper documents must be typewritten or machine printed.

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\$ 300.00

SECRETARY OF STATE

12-29-2005 15:03:46

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)

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)

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

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

Form of entity

Jurisdiction under which the entity was formed

ID number (if applicable)

Principal office street address

(Street name and number)

(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)

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

Form of entity

Jurisdiction under which the
entity was formed

ID number (if applicable)

Principal office street address

(Street name and number)

(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

Footstar Corporation
(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

Texas

ID number (if applicable) 19901037644

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)

Mahwah	NJ	07430
<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 read "R. H. [unclear]".

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)

cont ed 782473 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

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f

TRADEMARK
REEL: 003236 FRAME: 0183

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

December 30, 2005

Corporation Service Company
701 Brazos, Suite 1050
Austin, TX 78701 USA

RE:
FOOTSTAR CORPORATION (Filing Number: 37276500)

It has been our pleasure to approve and place on record your articles of merger. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division

Enclosure

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

Athletic Center, Inc.
Foreign Business Corporation
Colorado, USA
[Entity not of Record, Filing Number Not Available]

Into

FOOTSTAR CORPORATION
Domestic Business Corporation
[Filing Number: 37276500]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 12/29/2005

Effective: 12/31/2005 11:59 pm



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

TRADEMARK

ARTICLES OF MERGER

OF

Athletic Center, Inc.

INTO

Footstar Corporation

FILED
In the Office of the
Secretary of State of Texas

DEC 29 2005

Corporations Section

To Secretary of State
State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the domestic parent corporation hereinafter named does hereby adopt the following articles of merger for the purpose of merging its foreign wholly-owned subsidiary corporation into said domestic parent corporation.

1. The name of the parent corporation is Footstar Corporation; and the jurisdiction under which it is organized is the State of Texas.
2. The name of the subsidiary corporation is Athletic Center, Inc.; and the jurisdiction under which it is organized is the State of Colorado.
3. The number of outstanding shares of the subsidiary corporation is 100, all of which are of one class, and all of which are owned by the parent corporation.
4. The following is a copy of the resolution to merge the subsidiary corporation into the parent corporation as adopted by the Board of Directors of the parent corporation on December 27, 2005:

RESOLVED that this corporation, as the owner of all of the outstanding shares of Athletic Center, Inc., a business corporation of the state of Colorado, does hereby merge Athletic Center, Inc. into this Corporation.

RESOLVED that the Board of Directors and the proper officers of this corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger of Athletic Center, Inc. into this Corporation.

TX BC D-:ARTICLES OF MERGER S>P F>D 09/97-1 (#613)

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5. The approval of the Plan of Merger was duly authorized by all action required by the laws under which Athletic Center, Inc. was incorporated and by its constituent documents.

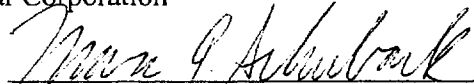
6. The merger herein provided for shall be effective in the State of Texas at 11:59 p.m.

on 12-31-05

Executed on December 27, 2005

Footstar Corporation

By:



Marc G. Schuback

Its:

Vice President and Assistant Secretary

TX BC D-ARTICLES OF MERGER S>P F>D 09/97-2 (#613)