

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Termination and Release

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Bank of New York as Administrative Agent, LC Agent and Swingline Bank		05/16/2008	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Foot Locker Retail, Inc.
Street Address:	112 West 34th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10120
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	2145191	ACTRA
Registration Number:	1473621	AMERICA'S MOST COMPLETE ATHLETIC FOOTWEAR STORE
Registration Number:	1539809	CHAMPS SPORTS
Registration Number:	2542354	CHAMPSSPORTS.COM
Registration Number:	1454322	COLORADO
Registration Number:	1798689	COLORADO
Registration Number:	1798787	COLORADO
Registration Number:	1178276	COLORADO
Registration Number:	1126857	FOOT LOCKER
Registration Number:	2682492	FOOT LOCKER
Registration Number:	1032592	FOOT LOCKER
Registration Number:	1587167	FOOT LOCKER SLAM FEST

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Registration Number:	2554892	FOOTLOCKER.COM
Registration Number:	1562804	KIDS FOOT LOCKER
Registration Number:	2485367	KIDSFOOTLOCKER.COM
Registration Number:	1549579	KINNEY
Registration Number:	1028019	KINNEY
Registration Number:	1376373	LADY FOOT LOCKER
Registration Number:	2554889	LADYFOOTLOCKER.COM
Registration Number:	1591435	
Registration Number:	1588443	
Registration Number:	1839747	WORLD FOOT LOCKER
Registration Number:	1864412	WORLD FOOT LOCKER
Registration Number:	1545925	BOOT CITY
Registration Number:	1293487	
Registration Number:	1297167	FINAL CUT
Registration Number:	1274670	
Registration Number:	0796781	KAPERS BY KINNEY
Registration Number:	1858172	EAGLE ROCK
Registration Number:	1769689	AUTOGRAPHS
Registration Number:	1557357	FOOTQUARTERS
Registration Number:	1519330	ATHLETIC X-PRESS
Registration Number:	1471492	SUSIE Q'S
Registration Number:	1470741	MISS FLINGS
Registration Number:	1470717	SARAH TAYLOR
Registration Number:	1463504	STADIA
Serial Number:	78414932	AXP
Serial Number:	78153636	HOUSE OF HOOPS
Serial Number:	78310130	GOING TO THE GAME
Serial Number:	76592447	ELYSIUM
Serial Number:	78273075	WHERE SPORT LIVES

CORRESPONDENCE DATA

Fax Number: (917)777-4104

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 9177774104

Email: kellie.weilbrenner@skadden.com

Correspondent Name: Skadden, Arps, Slate, Meagher & Flom LLP

Address Line 1: Four Times Square
Address Line 2: Attn: James Talbot, Esq.
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	615600/0016
NAME OF SUBMITTER:	James Talbot
Signature:	/James Talbot/
Date:	05/27/2008

Total Attachments: 11
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TRADEMARK TERMINATION AND RELEASE

THIS TRADEMARK TERMINATION AND RELEASE (this "Agreement") dated as of May 16, 2008, is made by and among Foot Locker Retail, Inc., a New York corporation (the "Grantor"), and The Bank of New York as Administrative Agent, LC Agent and Swingline Bank (the "Agent"). Capitalized terms used herein, but otherwise not defined, shall have the meanings ascribed to them in the Credit Agreement (as defined below).

RECITALS

A. WHEREAS, the Grantor and the Agent are parties to that certain Fifth Amended and Restated Credit Agreement, dated as of April 9, 1997 and amended and restated as of May 19, 2004 (as amended or amended and restated from time to time, the "Credit Agreement"), by and among Foot Locker, Inc., its Subsidiaries party thereto, the banks from time to time party thereto, the Agent, Banc of America Securities LLC and BNY Capital Markets, Inc., as Joint Lead Arrangers and Book Runners, the Co-Syndication Agents party thereto and the Co-Documentation Agents party thereto;

B. WHEREAS, pursuant to the terms of an Amended and Restated Security Agreement dated as of May 19, 2004 (as amended from time to time, the "Security Agreement") among Foot Locker, Inc., its Subsidiaries party thereto and the Agent, as Administrative Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, "Grantee"), Grantor granted to Grantee for the ratable benefit of such Secured Parties a continuing security interest in and to the assets of each Grantor specified therein, including all right, title and interest of Grantor in and to the Trademark Collateral, whether then owned or existing or thereafter acquired or arising, to secure the full and punctual payment of the Secured Obligations (as defined in the Security Agreement) of Grantor;

C. WHEREAS, in connection with the transactions contemplated by the Credit Agreement and the Security Agreement, each of the Grantors granted to Grantee for the ratable benefit of the Secured Parties a continuing security interest in and to the Trademarks and Trademark licenses identified on Exhibit A attached hereto (collectively, the "Trademarks"), pursuant to individual Trademark Security Agreements described below;

D. WHEREAS, in order to evidence the grant of security interests under the Security Agreement, the Grantor caused the due execution and delivery of, inter alia, certain filings in the United States Trademark and Trademark Office (the "USPTO");

E. WHEREAS, Grantor and the Agent entered into a Trademark Security Agreement as of August 11, 2004, pursuant to which Grantor granted to Grantee for the ratable benefit of the Secured Parties a continuing security interest in and to the Trademarks and Trademark licenses identified therein, which such Trademark Security Agreement was recorded with the USPTO on August 17, 2004 at Reel 2931, Frame

0684 and again with an amended schedule on November 10, 2004 at Reel 2975, Frame 0489.

F. WHEREAS, the Agent has agreed to terminate and release all security interests, liens and other encumbrances granted to or held by the Agent for the benefit of the Secured Parties as security for the Secured Obligations under the Credit Agreement, the Security Agreement and all documents ancillary or related thereto (collectively, the "Credit Documents").

NOW THEREFORE, with intent to be legally bound hereby and for other good and valuable consideration, receipt of which is hereby acknowledged, each of the Grantor and the Agent hereby agree as follows:

SECTION 1. Termination, Release and Discharge. The Agent agrees to terminate and release all security interests, liens and other encumbrances granted to or held by the Agent in the Trademarks and the Trademark Collateral as security for the Secured Obligations under the Credit Documents. The Agent agrees that the Trademarks and the Trademark Collateral securing the Secured Obligations are released and discharged (without recourse, representation or warranty) from the security interests, liens and other encumbrances granted pursuant to the Credit Documents and are reconveyed to the Grantor automatically and without further action by the Agent and the Agent will forthwith terminate any security interests granted in connection therewith.

SECTION 2. Further Assurances. The Agent agrees that it shall, from time to time, at the expense of the Borrower, execute, acknowledge and deliver to each Grantor and its designees, successors or assigns such instruments, agreements, and other documents as such Grantor or its successors or assigns shall reasonably request in order to further evidence the releases and discharges described in Section 1 above.


SECTION 3. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York without giving effect to the conflict of laws principles thereof.

SECTION 4. Counterparts. This Agreement may be executed in any number of counterparts (including by facsimile transmission), each of which shall be an original, but all of which, taken together, shall constitute one and the same document.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Agent hereto has caused this Agreement to be executed by an officer duly authorized, as of the date first set forth above.

THE BANK OF NEW YORK, as Administrative Agent

By: 
Name: William M. Feathers
Title: Vice President

Acknowledged:

FOOT LOCKER RETAIL, INC.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Agent hereto has caused this Agreement to be executed by an officer duly authorized, as of the date first set forth above.

THE BANK OF NEW YORK, as Administrative Agent

By: _____
Name: _____
Title: _____

Acknowledged:

FOOT LOCKER RETAIL, INC.

By: John A. Maurer
Name: John A. Maurer
Title: VP and Treasurer

Exhibit A

Trademarks

[See attached]

TRADEMARK REGISTRATIONS

<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
2,145,191	03/17/1998	ACTRA
1,473,621	01/19/1988	America's Most Complete Athletic Footwear Store
796,002	09/14/1965	Canvees (stylized letters)
1,407,127	08/26/1986	Champs
1,539,809	05/16/1989	Champs Sports
2,542,354	02/26/2002	Champssports.com
1,325,823	03/19/1985	Colorado
1,454,322	08/25/1987	Colorado
1,798,689	10/12/1993	Colorado (and Design)
1,798,787	10/12/1993	Colorado (and Design)
1,178,276	11/17/1981	Colorado (and Design)
1,305,894	11/20/1984	Colorado Sports (and Design)
1,126,857	11/20/1979	Foot Locker
2,145,192	03/17/1998	Foot Locker Femme
2,682,492	02/04/2003	Foot Locker (and Stripes Design)
1,032,592	02/03/1976	Foot Locker (Stylized)
1,061,754	03/22/1977	Foot Locker
2,199,743	10/27/1998	Foot Locker Direct
1,587,167	03/13/1990	Foot Locker Slam Fest (and Design)
2,554,892	04/02/2002	Footlocker.com
1,562,804	10/24/1989	Kids Foot Locker
1,899,341	06/13/1995	Kids Foot Locker
2,485,367	09/04/2001	Kidsfootlocker.com
1,549,579	07/25/1989	Kinney
1,028,019	12/23/1975	Kinney (Stylized)
1,376,373	12/17/1985	Lady Foot Locker
2,199,745	10/27/1998	Lady Foot Locker
2,257,615	06/29/1999	Lady Foot Locker Sport (and Design)
2,554,889	04/02/2002	Ladyfootlocker.com
2,648,479	11/12/2002	Miscellaneous Design

<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
2,327,231	03/07/2000	Out Outdoor Urban Terrain
1,357,349	08/27/1985	Shoe Out
1,591,435	04/10/1990	Striped Shirt Design
1,588,443	03/27/1990	Striped Shirt Design
1,927,299	10/17/1995	The World's Most Complete Athletic Footwear Store
2,211,146	12/15/1998	Voltage
1,839,747	06/14/1994	World Foot Locker
1,864,412	11/22/1994	World Foot Locker (and Design)
1,545,925	07/04/1989	Boot City
1,293,487	09/04/1984	Design Only (Running Woman)
1,297,167	09/18/1984	Final Cut
1,273,670	04/17/1984	ACTRA
796,781	09/28/1965	Kapers by Kinney
1,905,071	07/11/1995	Noatak
1,858,267	10/11/1994	Form a Rainbow
1,858,172	10/11/1994	Eagle Rock
1,769,689	05/11/1993	Autographs
1,557,357	09/19/1989	Footquarters
1,592,088	04/17/1990	Eagle Rock
1,519,330	01/03/1989	Athletic Express
1,477,864	02/23/1988	Kapers
1,471,492	01/05/1988	Susie Q's
1,470,741	12/29/1987	Miss Flings
1,470,717	12/29/1987	Sarah Taylor
1,463,504	11/03/1987	Stadia
1,415,891	11/04/1986	Stadia (stylized letters)
1,399,942	07/10/1986	Cert-A-Fit
1,373,980	12/03/1985	Power-Flex
1,386,075	03/11/1986	Tuff Kritters
1,348,735	07/09/1985	Sarah Taylor
1,319,489	02/21/1985	Qualifier
1,364,567	10/08/1985	Studio Six
1,442,168	06/09/1987	Lynx
1,281,933	06/12/1984	Sneak in & Save
1,294,487	09/11/1984	Dance Mates
1,281,651	06/12/1984	Style Dancer
1,275,565	04/24/1984	Susie's
1,297,085	09/18/1984	Sneakee Feet (and design)
1,273,645	04/10/1984	Town Dales
1,309,075	12/11/1984	Stadia

<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
1,278,091	05/15/1984	World Cup (and design)
831,090	06/27/1967	San Dales (stylized letters)
777,436	09/22/1964	Porkys
768,820	04/28/1964	Stalwarts

TRADEMARK APPLICATIONS

<u>Application No.</u>	<u>Filing Date</u>	<u>Mark</u>
78-414,956	05/07/2004	Athletic Shoe Factory
76-591,686	05/12/2004	Athletic X-press
78-414,932	05/07/2004	AXP
78-128,995	05/15/2002	Extreme Competition
78-309,009	10/03/2003	Foot Locker Cross Country Championships
78-310,136	10/07/2003	Going to the Game
78-153,636	08/13/2002	House of Hoops
78-251,896	05/20/2003	Katakana
76-581,478	03/17/2004	Lady Striper (and Design)
78-263,460	06/17/2003	Miles Ahead
78-172,018	10/08/2002	Osaga
78-128,998	05/15/2002	Xtreme Competition
78-156,011	08/20/2002	Acero
78-251,908	05/20/2003	Design Only
78-310,130	10/07/2003	Going to the Game
76-528,515	07/01/2003	Kinney
78-251,916	05/20/2003	Platinum by Footlocker
76-952,447	05/17/2003	Selysium (and design)
78-273,075	07/11/2003	Where Sport Lives

TRADEMARK LICENSES

None.

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