

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT OF TRADEMARK REGISTRATION**


WHEREAS, Venator Group Retail, Inc., a corporation organized and existing under the laws of the State of New York and having a place of business at 233 Broadway, New York, New York 10279, has adopted, used and is using the mark RANDY RIVER, which is now duly registered in the United States Patent and Trademark Office under Registration No. 1,327,104 (hereinafter referred to as "the said mark"),

AND WHEREAS, Randy River Inc., a corporation organized and existing under the laws of Canada and having a place of business at 111 Orfus Road, Toronto, Ontario M6A 1M4, Canada, is desirous of acquiring the said mark, the goodwill of the business appurtenant to the said mark and the United States registration for the said mark.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Venator Group Retail, Inc. does hereby sell, assign and transfer unto Randy River Inc. all right, title and interest in and to the said mark, together with the goodwill of the business appurtenant to the said mark and the United States registration for the said mark.

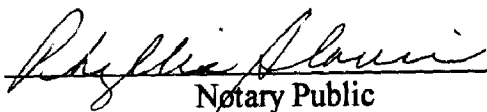
Signed in New York, New York on this 28th day of June, 2000.

VENATOR GROUP RETAIL, INC.

By: 
Name: John H. Cannon
Title: Vice President and Treasurer

State of New York)
) ss.:
County of New York)

On this 28th day of June in the year 2000, before me personally came John H. Cannon, to me know, who, being by me duly sworn, did depose and say that he is Vice President and Treasurer of Venator Group Retail, Inc., the corporation described in and which executed the above instrument and that he signed his name thereto by authority of the board of directors of said corporation.


Notary Public

(SEAL)

PHYLLIS SLAVIN
Notary Public, State of New York
No. 01 SL4910527
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Nov. 9, 2001

VENATOR

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REGISTRANT: Randy River Inc.)
)
TRADEMARK: RANDY RIVER)
)
INTL. CLASS: 25)
)
REG. NO.: 1,327,104)
)
REG. DATE: March 26, 1985)

DESIGNATION OF DOMESTIC REPRESENTATIVE

Registrant, Randy River Inc., hereby designates Mark Feldman, Esq. of the firm of Piper, Marbury, Rudnick & Wolfe, of 203 North LaSalle Street, Chicago, Illinois 60601-1293, as its domestic representative upon whom notice or process in proceedings affecting the mark in the above-captioned registration may be served.

RANDY RIVER INC.

Dated: July 7/2000

By: _____

Paul Brener
Name: Paul Brener
Title: Director of Finance