

10/07/2003
700047196

Form PTO-1594 (Rev. 10/02) OMB No. 0681-0027 (exp. 6/30/2008)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>Venator Group Retail, Inc.</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Dennis Sheehan</u> Internal Address: <u>Foot Locker Retail, Inc.</u> Street Address: <u>112 West 34th Street</u> City: <u>New York</u> state: <u>NY</u> Zip: <u>10120</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>11/1/01</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>179 87 87</u> <u>179 86 89</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Tracy Bombata</u> Internal Address: <u>Foot Locker Retail, Inc.</u> Street Address: <u>112 West 34th Street</u> <u>4th Floor</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10120</u>			6. Total number of applications and registrations involved: <input type="checkbox"/> 1 <input checked="" type="checkbox"/> 2		
			7. Total fee (37 CFR 3.41)..... <u>\$65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
			8. Deposit account number: <u>233062</u> (Attach duplicate copy of this page if paying by deposit account)		
DO NOT USE THIS SPACE					
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. <u>Tracy Bombata</u> <u>Tracy Bombata</u> <u>10/7/03</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5					

All documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

CHANGE OF NAME RECORDAL

OLD NAME & ADDRESS

Venator Group Retail, Inc.
233 Broadway
New York, NY 10279
United States

NEW NAME & ADDRESS

Foot Locker Retail, Inc.
112 West 34th Street
New York, NY 10120
United States

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

July 22, 2003



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title of the Secretary of State.

Secretary of State

DOS-200 (Rev. 03/02)

NOV. 1. 2001 11:17AM 101. (212) 720-4116 NO. 518 P. 2

558
F011101000

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
VENATOR GROUP RETAIL, INC.

Under Section 605 of the Business Corporation Law

We, the undersigned, Peter D. Brown and Sheilagh M. Clarke, being, respectively, the Vice President and the Secretary of Venator Group Retail, Inc., a corporation organized under the laws of the State of New York (the "Corporation"), do hereby state and certify that:

1. The name of the Corporation is Venator Group Retail, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 5, 1963 under the name Kinney Shoe Corporation.
3. The Certificate of Incorporation is hereby amended, as authorized by Section 801 of the Business Corporation Law of the State of New York, to change the name of the Corporation (in Paragraph 1 of such Certificate of Incorporation). To effect such amendment, Paragraph 1 of the Certificate of Incorporation is hereby amended to read, in its entirety, as follows:

"1. The name of the Company is 'Foot Locker Retail, Inc.'"

4. The amendment of the Certificate of Incorporation set forth above was authorized by the unanimous written consent of the Board of Directors dated October 4, 2001, as authorized by Section 708(b) of the New York Business Corporation Law ("BCL"), followed by the written consent of the sole shareholder of the Corporation approving and adopting such amendment, such written consent having been given in lieu of a unanimous vote of the outstanding shares of the Corporation at a meeting of shareholders, as authorized by Section 615 of the BCL.

IN WITNESS WHEREOF, we have executed and subscribed this Certificate of Amendment of the Certificate of Incorporation of the Corporation and do affirm the foregoing as true under the penalties of perjury as of this 1st day of November 2001.

Peter D. Brown
Peter D. Brown
Vice President

Sheilagh M. Clarke
Sheilagh M. Clarke
Secretary

LDS - 50

FO11101000

568

CERTIFICATE OF AMENDMENT
Of the
CERTIFICATE OF INCORPORATION
OF
VENATOR GROUP RETAIL, INC.

(Under Section 805 of the Business Corporation Law)

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

NOV 01 2001

Filed By
Venator Group
112 West 34th Street
New York, NY 10120

FILED
TAXS
BY: SUN
NEW YORK

NOV 1 11 PM '01

RECEIVED

LDS - 50

CUSTOMER REF. #

1708166-2

DRAWDOWN

2

579