

9-10-99

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kinney Shoe Corporation
233 Broadway
New York, NY 10279

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 11, 1998

2. Name and address of receiving party(ies)

Name: Venator Group Retail, Inc.

Internal Address:

Street Address: 233 Broadway

City: New York State: NY ZIP: 10279

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

74/580,763 - In the Zone (and Design)
75/115,686 - Storm

B. Trademark Registration No.(s)

1,577,893 - Aphrodite
1,898,333 - AXP and Design

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jackie Lee

Internal Address:

Access Information Services

Street Address: 1773 Western Avenue

P.O. Box 3709

City: Albany State: NY ZIP: 12203

6. Total number of applications and registrations involved: 55

7. Total fee (37 CFR 3.41).....\$ 1390.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

09/13/1999 DCURTES 0000042 74380763

DO NOT USE THIS SPACE

01 FC=481
02 FC=482

40.00 OP
1350.00 DP

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.

Jackie Lee
Name of Person Signing

Jackie Lee
Signature

7-6
Date

Total number of pages including cover sheet, attachments, and document: 6

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

KINNEY SHOE CORPORATION
(Conveying Party)

<u>REG. NO.</u>	<u>TRADEMARK</u>
1,888,494	BEYOND PERFORMANCE
1,545,925	BOOT CITY
1,795,877	BP BEYOND PERFORMANCE (Stylized)
1,798,689	COLORADO (AND DESIGN)
717,933	DEL CINO
1,856,267	EAGLE ROCK (AND DESIGN)
726,009	FLINGS
1,587,167	FOOT LOCKER SLAM FEST (AND DESIGN)
1,232,855	FREDELLE
1,248,730	FREDELLE
1,228,798	FRUGAL FRANK'S
1,759,016	HEY, FASHION IS WHERE YOU FIND IT
1,477,864	KAPERS
796,781	KAPERS BY KINNEY
2,015,851	KF LTD (Stylized)
1,849,473	KIMOSHI
1,120,749	KINNEY KIDS
1,125,802	KINNEY KIDS
1,135,204	KINNEY KRITTERS
1,470,741	MISS FLINGS
1,232,857	MUDKATS BY KINNEY
1,012,264	OSAGA
777,436	PORKYS
1,867,683	POWER CELL
1,373,980	POWER-FLEX
1,319,489	QUALIFIER
1,190,060	QUALIFIER (AND DESIGN)
727,757	RANGE MASTER
1,202,843	RUFFOUTS
1,274,670	RUNNING MAN DESIGN
1,293,487	RUNNING WOMAN DESIGN
831,090	SAN DALES
1,294,601	SARAH TAYLOR
1,348,735	SARAH TAYLOR
1,470,717	SARAH TAYLOR
1,309,075	STADIA

REG. NO.**TRADEMARK**

1,415,891	STADIA
1,463,504	STADIA
1,420,062	STADIA (STYLIZED)
768,820	STALWARTS
717,620	STUART HOLMES
1,364,567	STUDIO SIX
1,281,651	STYLE DANCER
1,471,492	SUSIE Q'S
1,275,565	SUSIE'S
1,581,976	THORPE SHOE
1,890,331	THREES STICK FIGURES IN CIRCLE DESIGN
1,273,645	TOWN DALES
1,386,075	TUFF KRITTERS
1,278,091	WORLD CUP (AND DESIGN)
2,035,830	YOUR SHOES ARE READY

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CT-07

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
KINNEY SHOE CORPORATION

CT-07

3 Under Section 805 of the Business Corporation Law

We, the undersigned, John H. Cannon and Sheilagh M. Clarke, being, respectively, the Vice President and the Secretary of Kinney Shoe Corporation, 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 Kinney Shoe Corporation.
- 2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 5, 1963.

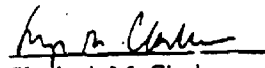
3 The Certificate of Incorporation is hereby amended, as authorized by Section 801 of the Business Corporation Law of the State of New York, to change the name of the Corporation (in Paragraph 1 of such Certificate of Incorporation). To effect such amendment, Paragraph 1 of the Certificate of Incorporation is hereby amended to read, in its entirety, as follows:

"1. The name of the Company is Venator Group 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 May 28, 1998, 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 amendments, 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 11th day of June 1998.


John H. Cannon
Vice President


Sheilagh M. Clarke
Secretary

knymend

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CT-07

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
KINNEY SHOE CORPORATION

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

JUN 12 11 55 AM '98

JUN 12

WOOLWORTH CORPORATION
WOOLWORTH BUILDING
233 BROADWAY
NEW YORK, NY 10279

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 12 1998
TAXS _____
BY: m j
New York

BILLED

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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

MAR 10 1999



A handwritten signature in black ink, appearing to read "J. Leach", written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)