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FORM PTO-1584

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>April Walker</p> <p><input checked="" type="checkbox"/> Individual(s) U.S. <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation Other: Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>BMC Players, Inc. 300 Delaware Avenue, Suite 900 Wilmington, DE 19801</p> <p><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 - Delaware <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment) Additional name(s) & address(s) attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name Other: Effective Date: <u>March 21, 2000</u></p>	

4. Application number(s) or registration number(s): **75 446615**

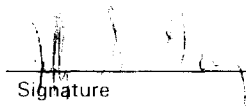
<p>A. Trademark Application No.(s)</p> <p>75 446.615</p>	<p>B. Trademark Registration No.(s)</p>
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Additional Numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Jeffrey S. Ginsberg, Esq. Address: KENYON & KENYON One Broadway New York, New York 10004</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 C.F.R. 3.41) \$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 11-0600</p>
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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.

Jeffrey S. Ginsberg  March 27, 2000
Name of Person Signing Signature Date

Total number of pages comprising cover sheet 3

OMB No. 0651-0011 (exp. 4-94)
05/01/2000 TT0M11 00000384 110600 75446615
01 FC:481 40.00 CH
NY01 268687 v 1

TRADEMARK
REEL: 002063 FRAME: 0070

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment") from APRIL WALKER, an individual with an address of 420 Clinton Avenue, Suite 1A, Brooklyn, NY 11238 ("Assignor") to BMC PLAYERS, INC., a Delaware corporation having a place of business at 300 Delaware Ave., Suite 900, Wilmington, DE 19801 ("Assignee"), is effective as of the date last written below.

WHEREAS, Assignor owns all right, title and interest in and to (i) United States Trademark Application Serial No. 75/446,615 for the mark DIMES in connection with men's and women's clothing; namely, pants, shirts, dresses skirts overalls, blouses, shorts, sweaters, vests, coats, jackets and hats (filed on March 9, 1998; statement of use filed March 22, 2000 pursuant to §1051(d)); (ii) all common law rights relating to the DIMES mark for the aforementioned goods, since at least as early as March 2000; and (iii) all goodwill symbolized by the DIMES mark ((i), (ii) and (iii) are hereinafter collectively referred to as the "Trademark"); and

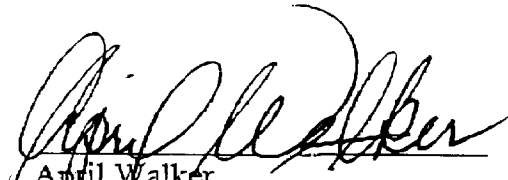
WHEREAS, Assignee wishes to acquire from Assignor, and Assignor wishes to assign to Assignee, all of Assignor's right, title and interest in and to the Trademark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all of her right, title and interest in and to the Trademark, together with the goodwill of the business appurtenant to and symbolized by the Trademark and including, without limitation, all common law rights in and to the Trademark and the right to recover for the past infringement of the Trademark.

Assignor is assigning the Trademark as part of that portion of the business to which the Trademark pertains as required by Section 10 of the Trademark Act (15 U.S.C. §1060).

Assignor will execute and deliver any and all additional documents requested by Assignee to effectuate this Assignment.

Date: March 21, 2000

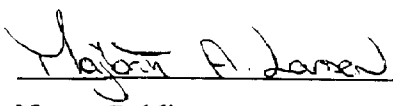

April Walker

STATE OF PENNSYLVANIA)

) ss.:

COUNTY OF CHESTER)

On this 21 day of March, 2000, before me personally appeared April Walker, who duly acknowledged the signing of the foregoing instrument to be a voluntary act and deed, and who executed the same with full power and authority to do so, and for the purposes therein specified.


Notary Public



Notarial Seal
Majbritt A. Larsen, Notary Public
Willstown Twp., Chester County
My Commission Expires Feb. 2, 2004
Member, Pennsylvania Association of Notaries