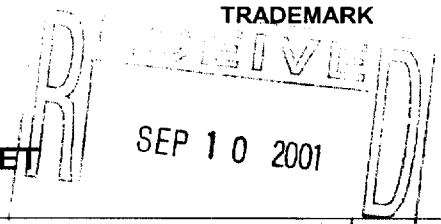


09-17-2001



101845223

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 09/10/01
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other Confirmatory Assignment

Conveying Party

Mark if additional names of conveying parties attached

Name Dimensions, Inc. Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Pennsylvania

Receiving Party

Mark if additional names of receiving parties attached

Name Dimensions Acquisition LLC

DBA/AKA/TA

Composed of

Address (line 1) 1801 N. 12th Street

Address (line 2)

Address (line 3) Reading PA 19604
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other limited liability company
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/14/2001 DBYRNE 00000043 2114808
40.00 OP
600.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002367 FRAME: 0786

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)



Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="2114808"/>	<input type="text" value="2421474"/>	<input type="text" value="1809328"/>
<input type="text" value="2027935"/>	<input type="text" value="2082389"/>	<input type="text" value="0988486"/>
<input type="text" value="1695412"/>	<input type="text" value="1276328"/>	<input type="text" value="1953731"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Bryna S. Silver, Attorney for Applicant

Name of Person Signing

Bryna Silver

Signature

Sept. 7, 2001

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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1777271	1980286	1521059
1980240	1967310	2272959
2086904	1341060	1174296
1187817	1194015	1224373
1232807	1176272	1536491
1214121	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

CONFIRMATORY ASSIGNMENT OF TRADEMARK

STATE OF PENNSYLVANIA)
) ss
COUNTY OF)

WHEREAS, on April 30, 2001, Dimensions, Inc., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, United States of America, with its principal place of business at 1801 N. 12th Street, Reading, Pennsylvania 19604-1527, United States of America, was the owner of the entire right, title and interest in and to the following U.S. trademarks:

<u>Trademark</u>	<u>Registration No.</u>
CHARTS & CHARMS	2,114,808
CREATIVE ACCENTS	2,272,959
DAYDREAMS	2,421,474
DIMENSIONS	1,214,121
DIMENSIONS	1,809,328
FELTWORKS	2,027,935
FROM THE HEART	1,536,491
FROM THE HEART	2,082,389
JIFFY STITCHERY	0,988,486
LEARN-A-CRAFT	1,695,412
PERLER	2,086,904
PERLER BEADS	1,341,060
PLASTICPOINT	1,276,328
QUILTIES	1,953,731
SENTIMENTALS	1,777,271
SIMPLE PLEASURES	1,980,286
STITCHABLES	1,521,059
SUNSET	1,174,296
SUNSET	1,176,272

<u>Trademark</u>	<u>Registration No.</u>
SUNSET	1,194,015
SUNSET	1,187,817
S Design	1,224,373
S Logo & Design	1,232,807
WIRE WHIMSY	1,980,240
WOODEN TREASURES	1,967,310

therefor (together, "trademarks"), together with the good will of the business symbolized by the marks;

WHEREAS, by Asset Purchase Agreement dated April 30, 2001 (hereinafter "Agreement"), Dimensions, Inc. assigned to Dimensions Acquisition LLC, a limited liability company duly organized and existing under the laws of the State of Delaware, with its principal place of business at 1801 N. 12th Street, Reading, Pennsylvania 19604-1527, United States of America, all right, title and interest in and to the trademarks, together with the good will of the business symbolized by the marks;

WHEREAS, Dimensions Acquisition LLC desires to confirm its record title ownership to said trademarks;

NOW, THEREFORE, BE IT KNOWN, Dimensions, Inc. does hereby acknowledge and confirm, nunc pro tunc, as of April 30, 2001, subject to the terms and conditions of the Agreement, the sale, transfer and assignment of said trademarks and the good will of the business symbolized by the marks.

IN WITNESS WHEREOF, Dimensions, Inc., a Pennsylvania corporation, has this 4th day of September, 2001 caused these presents to be executed nunc pro tunc as of April 30, 2001.

DIMENSIONS, INC.

By: Gwendolyn G. Martin
Name: Gwendolyn G. Martin
Title: Secretary

Subscribed to and sworn to before me
this 4th day of September, 2001.

Cynthia B. Nedved
Notary Public for South Carolina
My Commission Expires October 14, 2007