

Patent and Trademark Office

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

<p>1. Name of conveying party(ies): BUM Equipment, LLC, a New Jersey limited liability company, located at 71 Ironia Road, Mendham, New Jersey 07945, U.S.A.</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Liability Company</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Seymour Adler, an individual, residing at 2300 Olinville Avenue, New York, New York 10467-7817 U.S.A.</p> <p><input checked="" type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <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 Designations must be a separate document from Assignment) Additional name(s) & address(es) 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 <input type="checkbox"/> Other</p> <p>Execution Date: 6/17/2004</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>78,402,559</u></p>	<p>B. Trademark Registration No.(s) <u>1,784,895</u></p> <p>Additional numbers attached? Yes XNo</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Frank J. Colucci, Esq.</u></p> <p>Internal Address: <u>Colucci & Umans</u> <u>Manhattan Tower</u></p> <p>Street Address: <u>101 East 52nd Street</u></p> <p>City: <u>New York</u> State: <u>New York</u> ZIP: <u>10022</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41): <u>\$ 65.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account.</p> <p>8. Deposit account number: <u>20-0050</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Frank J. Colucci Frank J. Colucci/AP July 9, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet 5

OMB No. 0651-0011

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Washington, D.C. 20231**

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TRADEMARK

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ASSIGNMENT

WHEREAS, BUM Equipment, LLC, a New Jersey limited liability company, with offices at 71 Ironia Road, Mendham, New Jersey 07945 ("BUM") has adopted, used, and is using and is the owner of United States Registration No. 1,784,895, which issued July 27, 1993, for the trademark BASIC INSTINCT for "men's and boy's wearing apparel, namely, t-shirts, sweatshirts, tank tops, woven shirts, sweaters, cardigans, vests, jackets, pants, sweatpants, shorts, hats, caps, coats, shoes, socks and underwear; and women's and girl's wearing apparel; namely, t-shirts, sweatshirts, tank tops, woven shirts, sweaters, cardigans, vests, jackets, pants, sweatpants, shorts, skirts, dresses, blouses, hats, caps, coats, shoes, socks and underwear" in International Class 25; and has also adopted, used and is using and is the owner of United States Application Serial No., 78/402,559 for registration of the trademark BASIC INSTINCT filed on April 15, 2004 for "men's and boy's wearing apparel; namely t-shirts, sweatshirts, tank tops, woven shirts, sweaters, cardigans, vests, jackets, pants, sweatpants, shorts, hats, caps, coats, shoes, socks, and underwear; and women's and girl's wearing apparel; namely, t-shirts, sweatshirts, tank tops, woven shirts, sweaters, cardigans, vests, jackets, pants, sweatpants, shorts, skirts, dresses, blouses, hats, caps, coats, shoes, socks and underwear" in International Class 25 (the "BASIC INSTINCT Marks"),

WHEREAS, Seymour Adler, an individual, residing at 2300 Olinville Avenue, New York, New York 10467-7817 ("ADLER"), is desirous of acquiring the BASIC INSTINCT Marks and the registration and application for registration therefor

NOW, THEREFORE, in consideration of the above Recitals, which are incorporated herein by this reference, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BUM hereby assigns to ADLER all right, title and interest in and to the BASIS INSTINCT Marks together with the goodwill of the business symbolized by the trademarks and said registration and application for registrations for said trademarks.

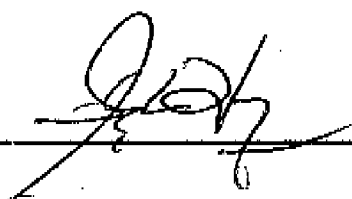
Dated: 6-17, 2004

BUM Equipment, LLC

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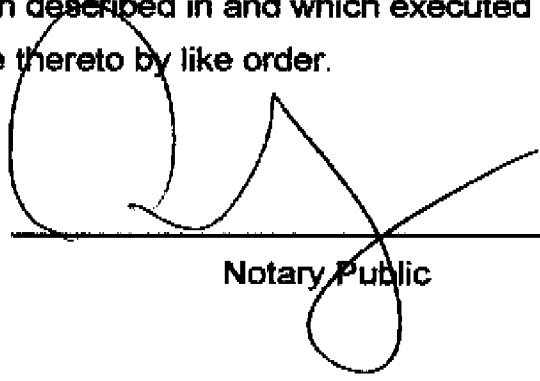
BUM EQUIPMENT, LLC

By:  _____

**Stephen Wayne
President**

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On the 17th day of June, 2004, before me personally came STEPHEN WAYNE, to me known, who being by me duly sworn, did depose and say that he resides at 71 Ironia Road, Mendham, New Jersey 07945; that he is the President of BUM EQUIPMENT, LLC, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by like order.



Notary Public

B. EDWARD JAFFE
Notary Public, State of New York
No. 31-7065876
Qualified in New York County
Commission Expires Nov. 30, 2008