

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Headwear, Inc.		09/12/2005	CORPORATION: NORTH CAROLINA
Charles Edward Payne		09/12/2005	INDIVIDUAL: UNITED STATES
Jason Maximillian Baker		09/12/2005	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA

Name:	HW Acquisition, LLC
Street Address:	5821 Fairview Road
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28209
Entity Type:	LIMITED LIABILITY COMPANY: NORTH CAROLINA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78345257	ELECTROBOOT
Serial Number:	78345241	ELECTROLOCK
Serial Number:	78398984	BREATHE WEAR
Registration Number:	2815790	BREATHE BAND
Registration Number:	2982094	ELECTROBAND
Registration Number:	2988212	AIREBAND

CORRESPONDENCE DATA

Fax Number: (919)834-4564
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 919-828-0564
 Email: trademarks@parkerpoe.com
 Correspondent Name: James A. Thomas

OP \$165.00 78345257

Address Line 1: 150 Fayetteville Street Mall, Suite 1400
Address Line 4: Raleigh, NORTH CAROLINA 27601

NAME OF SUBMITTER:

James A. Thomas

Signature:

/jat/

Date:

10/18/2005

Total Attachments: 4

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ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL

This Assignment ("Assignment") is made effective as of the 2nd day of September, 2005 from HEADWEAR, INC., a North Carolina corporation having its principal place of business at 4215 Alderwood Lane; Charlotte, NC 28215, and CHARLES EDWARD PAYNE, a resident of North Carolina of 4215 Alderwood Lane, Charlotte, NC 28215 and JASON MAXIMILLIAN BAKER, a resident of North Carolina of 13800 Walkers Creek Drive, Charlotte, North Carolina, 28217, both Mr. Payne and Mr. Baker being the shareholders of HEADWEAR, INC., (Headwear, Inc., Mr. Payne, and Mr. Baker are hereinafter referred to jointly and severally as the "Assignor") to HW ACQUISITION, LLC., a North Carolina limited liability company having its principal place of business in North Carolina at 5821 Fairview Road, Charlotte, NC 28209, (hereinafter referred to as the "Assignee")

WHEREAS Assignor is the owner of the trademark(s), including any and all registration(s) therefor, listed on Exhibit A, attached to and incorporated by this reference herein (the "Marks"), together with the goodwill of the business symbolized thereby; and

WHEREAS Assignee is desirous of acquiring Assignor's Marks;

NOW, THEREFORE, in consideration of the payment of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby conveys, transfers, assigns, delivers, and contributes to Assignee all of Assignor's right, title, and interest of whatever kind in and to the Marks, together with (1) the goodwill of the business symbolized by such Marks, and (2) all income, royalties, and damages hereafter due or payable to Assignor with respect to the Marks, including without limitation, damages, and payments for past or future infringements and misappropriations of the Marks, and (3) all rights to sue for past, present and future infringements or misappropriations of the Marks. Assignor further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in Assignee full right, title, and interest in the Marks.

IN WITNESS WHEREOF, ASSIGNOR has duly executed under seal and delivered this Assignment, as of the day and year first above written.

[SIGNATURE ON NEXT PAGE]

IN WITNESS WHERETO, the Assignor executes this Assignment under seal this 12th day of September, 2005.

ASSIGNOR:
HEADWEAR, INC.
4215 Alderwood Lane
Charlotte, NC 28215

[CORPORATE SEAL]

By: *Jason M. Baker*
Name: JASON M BAKER
Title: PRESIDENT

North Carolina
Mecklenburg County

This 12th day of September, 2005, personally came before me, Michelle S. Lipke, Notary Public for Mecklenburg County, North Carolina, JASON BAKER, who, being by me duly sworn, says that he/she is PRESIDENT of the HEADWEAR, INC., a corporation, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said company, and that said writing was signed and sealed by him/her on behalf of said corporation by its authority duly given. And the said Jason Baker acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and official seal, this the 12th day of September, 2005.

Michelle S. Lipke
Notary Public
My commission expires 1/31/2006

[OFFICIAL SEAL]

Charles Edward Payne [seal]
CHARLES EDWARD PAYNE
Address: 4215 Alderwood Lane,
Charlotte, NC 28215

Jason M. Baker [seal]
JASON MAXIMILLIAN BAKER
Address: 13800 Walkers Creek Drive,
Charlotte, North Carolina, 28217

North Carolina
Mecklenburg County

I, Michelle S. Lipke, a Notary Public for Mecklenburg County, North Carolina, do hereby certify that CHARLES EDWARD PAYNE and JASON MAXIMILLIAN BAKER personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal, this the 12th day of September, 2005.

Michelle S. Lipke
Notary Public
My commission expires 1/31/2006

[OFFICIAL SEAL]

[SIGNATURES CONTINUED ON NEXT PAGE]

ASSIGNEE:
HW ACQUISITION, LLC.
5821 Fairview Road
Charlotte, NC 28209

By: Fred G. Singer
Name: FRED G. SINGER
Title: MEMBER / CEO

North Carolina
Mecklenburg County

This 12th day of September, 2005, personally came before me, Michelle S. Lipke, Notary Public for Mecklenburg County, North Carolina, Jason B. Fred Singer, who, being by me duly sworn, says that he/she is Member / CEO of the HW ACQUISITION, LLC, a limited liability company, and that the seal affixed to the foregoing instrument in writing is the seal of said company, and that said writing was signed and sealed by him/her on behalf of said company by its authority duly given. And the said Fred Singer acknowledged the said writing to be the act and deed of said limited liability company.

Witness my hand and official seal, this the 12th day of September, 2005.

Michelle S. Lipke
Notary Public
My commission expires 4/31/2006

[OFFICIAL SEAL]

**EXHIBIT A
TO
ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL**

REGISTRATIONS

TRADEMARK	REGISTRATION NUMBER	DATE OF REGISTRATION
BREATHE BAND	2815790	February 17, 2004
ELECTROBAND	2982094	August 2, 2005
AIREBAND	2988212	August 23, 2005

PENDING APPLICATIONS

TRADEMARK	SERIAL NUMBER
ELECTROBOOT	78345257
ELECTROLOCK	78345241
BREATHE WEAR	78398984