

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT												
NATURE OF CONVEYANCE:	Declaration Concerning Ownership Offered Pursuant to Trademark Rule 3.73 and Trademark Manual of Examining Procedure Section 1063.05(a)												
CONVEYING PARTY DATA													
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:30%;">Name</th> <th style="width:30%;">Formerly</th> <th style="width:15%;">Execution Date</th> <th style="width:25%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>The Hat Zone, Inc.</td> <td></td> <td>07/13/2006</td> <td>CORPORATION: MISSOURI</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	The Hat Zone, Inc.		07/13/2006	CORPORATION: MISSOURI				
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CORRESPONDENCE DATA													
<p>Fax Number: (404)815-6555 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i></p> <p>Phone: 404-815-6500 Email: tadmin@kilpatrickstockton.com Correspondent Name: William H. Brewster Address Line 1: 1100 Peachtree Street, Suite 2800 Address Line 4: Atlanta, GEORGIA 30309</p>													
ATTORNEY DOCKET NUMBER:	56672/324726												
NAME OF SUBMITTER:	Tywanda Harris Lord												
Signature:	/Tywanda Harris Lord/												
Date:	07/13/2006												

OP \$40.00 1948751

Total Attachments: 4

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TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

CURRENT OWNER: Hat World, Inc.
8142 Woodland Drive
Indianapolis, Indiana 46278

TRADEMARK: THE HAT ZONE & Design

REGISTRATION NO.: 1,948,751

INTERNATIONAL CLASS NO.: 42

**DECLARATION CONCERNING OWNERSHIP OFFERED
PURSUANT TO TRADEMARK RULE 3.73 AND
TRADEMARK MANUAL OF EXAMINING PROCEDURE §1603.05(a)**

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

1. My name is Kenneth Kocher, and I am the current President of Hat World, Inc. This Declaration is submitted as evidence of a chain of title from The Hat Zone, Inc., the original owner of the above-referenced federal trademark registration, to Hat World, Inc., its current owner.

2. On January 16, 1996, The Hat Zone, Inc. obtained a registration for THE HAT ZONE & Design mark for use in connection with retail store services featuring hats and clothing. The Hat Zone, Inc. used its mark in connection with its franchising business which was managed by an affiliate company, The Hat Zone Franchising Company LLC. The Hat Zone, Inc. permitted The Hat Zone Franchising Company LLC to use the mark THE HAT ZONE & Design in connection with the franchising business.

3. In or about October 2002, Hat World, Inc. purchased substantially all the assets of The Hat Zone, Inc. in accordance with the terms and conditions of an Asset Purchase Agreement, including, without limitation, all of The Hat Zone, Inc.'s inventory, equipment, leases, intellectual property and contracts, but excluding the federally registered trademark THE HAT ZONE & Design.

4. The Asset Purchase did not include the purchase of The Hat Zone Franchising Company LLC. due to on-going contract negotiations with individual franchisees who had the right to approve any transfer of the franchise rights. Consequently, the trademark was not included in the Asset Purchase. The Asset Purchase Agreement, however, included a twelve month option to purchase The Hat Zone Franchising Company LLC, which was principally owned by the same sellers as The Hat Zone, Inc., for a pre-negotiated sales price and on terms and conditions of an already drafted agreement. Because of the delay in purchasing The Hat Zone Franchising Company LLC business, The Hat Zone, Inc. granted Hat World, Inc. a perpetual license to use the mark THE HAT ZONE & Design. However, both parties contemplated that all rights to the mark would be conveyed to Hat World Inc. when it completed the purchase of The Hat Zone Franchising Company LLC.

5. On or about March 2003, Hat World, Inc. purchased 100% of the ownership interest in The Hat Zone Franchising Company LLC. However, because that transfer was structured as a sale of the interests of the individual owners of the LLC who did not own title to the trademark, the mark was not included in that transfer.

6. As a part of the original Asset Purchase transaction, Hat World, Inc. acquired substantially all of the inventory and business assets of The Hat Zone, Inc. which ceased doing business around October of 2002. All of its employees and operations were taken over completely by Hat World Inc. at that time including the operation of various stores and franchises. The Hat Zone Inc. was subsequently administratively dissolved by the Missouri Secretary of State on October 21, 2004.

7. Since the Assets Purchase transaction in October 2002, Hat World, Inc. has been the sole and exclusive owner and operator of all of the Hat Zone stores formerly owned by The Hat Zone, Inc. and, as a result of the acquisition of The Hat Zone Franchising Company LLC also became the acknowledged franchisor under all of The Hat Zone, Inc. franchise agreements. The Hat Zone, Inc. intentionally discontinued and abandoned all use of THE HAT ZONE & Design mark in favor of Hat World, Inc. Consequently, Hat World, Inc. is the successor in interest of all rights formerly owned by The Hat Zone, Inc. in THE HAT ZONE & Design mark and should be shown as the registrant of U.S. Reg. No. 1,948,751.

8. During the transactions described in paragraphs 3-6 above, I was the corporate secretary of Hat World, Inc. and have personal knowledge of the events described herein. I have also reviewed the purchase agreements related to each such transaction.

I, **Kenneth Kocher of Hat World, Inc.** being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section

1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the registrations referred to herein, declare that the foregoing is true and correct.

Hat World, Inc.

By:

Kenneth Kocher

Kenneth Kocher, President

Date:

7-13-06