

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Minnetonka Brands, Inc.		02/28/2005	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	THE VILLAGE COMPANY, LLC		
Street Address:	124 West Columbia Court, Ste. 100		
City:	Chaska		
State/Country:	MINNESOTA		
Postal Code:	55318		
Entity Type:	Limited Liability Company:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78975766	THE VILLAGE COMPANY	
Serial Number:	78517984		
CORRESPONDENCE DATA			
Fax Number:	(612)332-9081		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612.332.5300		
Email:	dockmpls@merchant-gould.com		
Correspondent Name:	Sandra Epp Ryan		
Address Line 1:	PO Box 2910		
Address Line 4:	Minneapolis, MINNESOTA 55402-0910		
NAME OF SUBMITTER:	Sandra Epp Ryan		
Signature:	/Sandra Epp Ryan/		
Date:	02/28/2005		

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Total Attachments: 2

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DECLARATION REGARDING TRADEMARK ASSIGNMENT

I, Ron Williams, hereby declare as follows:

1. I am President and CEO of The Village Company, LLC, a Minnesota limited liability company, with a business address of 124 West Columbia Court, Suite 100, Chaska, MN 55318, and owner of United States Trademark Serial Nos. 78/975766 for the mark THE VILLAGE COMPANY and 78/517984 for the mark House Design.
2. I have been continuously employed by the Village Company, LLC since December 1, 2004.
3. Immediately prior to my current position, I was President and CEO of Minnetonka Brands, Inc., a Minnesota limited liability company, with a business address of 124 West Columbia Court, Suite 100, Chaska, MN 55318.
4. On or about November 30, 2004, Minnetonka Brands, Inc. sold the majority of its assets, including all of its trademarks and corresponding federal trademark registrations and pending applications, together with the goodwill associated with the marks and the business to which the marks pertain, which business was existing and ongoing, to The Village Company, LLC. I served as President and CEO of Minnetonka Brands, Inc. at that time.
5. Immediately after the acquisition by The Village Company, LLC, Minnetonka Brands, Inc. ceased operations.
6. On October 24, 2002 Minnetonka Brands, Inc. filed an application for the mark THE VILLAGE COMPANY, Serial No. 78/177950. On or about November 8, 2004, Minnetonka Brands, Inc. filed a Request to Divide the application. The divisional request was processed by the U.S. Patent and Trademark Office on or about November 29, 2004, and the new "child" application was assigned Serial No. 78/975766. However, Minnetonka Brands, Inc. did not receive notice of the "child" Serial Number from the U.S. Patent and Trademark Office until December 6, 2004.
7. Both the "parent" and "child" applications for the mark THE VILLAGE COMPANY were acquired by The Village Company, LLC on November 30, 2004. However, because Minnetonka Brands, Inc. had not been notified of the "child" Serial Number at that time, that Serial Number was not included on the schedule of marks attached to a written trademark assignment executed on behalf of Minnetonka Brands, Inc. on November 30, 2004 and recorded in the U.S. Patent and Trademark Office on December 6, 2004.
8. On November 16, 2004, Minnetonka Brands, Inc. filed an application for federal registration of the mark House Design which was assigned Serial No. 78/517984. This application was acquired by The Village Company, LLC on November 30, 2004. However, the Serial Number was inadvertently excluded from the schedule of marks

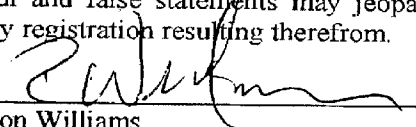
attached to a written trademark assignment executed on behalf of Minnetonka Brands, Inc. on November 30, 2004 and recorded in the U.S. Patent and Trademark Office on December 6, 2004.

9. The Village Company, LLC is the actual and sole owner of U.S. Serial No. 78/975766 for the mark THE VILLAGE COMPANY and U.S. Serial No. 78/517984 for the mark House Design.

10. It has come to my attention that the record owner of U.S. Serial No. 78/975766 for the mark THE VILLAGE COMPANY and U.S. Serial No. 78/517984 for the mark House Design is listed as Minnetonka Brands, Inc. As Minnetonka Brands, Inc. no longer exists as an operating entity, a confirmatory assignment of these applications can not now be executed on behalf of Minnetonka Brands, Inc.

11. As President and CEO of The Village Company, Inc., I hereby declare that there was a valid assignment on November 30, 2004 of all of Minnetonka Brands, Inc.'s right, title, and interest in and to the trademarks THE VILLAGE COMPANY and House Design, and corresponding trademark applications Serial Nos. 78/975766 and 78/517984, (hereinafter, "the Marks"), together with the goodwill of the business associated with the Marks, the business of Minnetonka Brands, Inc. or portion thereof, to which the Marks pertain, which business is ongoing and existing, and the right to sue and recover for past infringements, dilution and other violations.

12. I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge 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 and false statements may jeopardize the validity of the applications or documents or any registration resulting therefrom.


Ron Williams
President & CEO
Minnetonka Brands, Inc.

STATE OF Minnesota)
) ss.
COUNTY OF Carver)

On this 28th day of February, 2005 before me personally appeared the person described herein who executed the foregoing instrument and first duly sworn, stated that he/she had authority to sign the above instrument and that he/she duly acknowledged to me that he/she executed the same for the uses and purposes therein set forth.

[SEAL]


Notary Public

