

ASSIGNMENT OF TRADEMARKS

WHEREAS, Service Merchandise Company, Inc., a corporation organized under the laws of Tennessee, located and doing business at 7100 Service Merchandise Drive, Brentwood, Tennessee 37027 (hereinafter referred to as "ASSIGNOR"), has certain rights and interests in the marks listed on the annexed Schedule (hereinafter referred to as the "TRADEMARKS");

WHEREAS, 24/7 International, LLC, a New York limited liability company, located and doing business at 24 West 40th Street, 10th Floor, New York, New York 10169 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of the rights and interests of the ASSIGNOR in the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS;

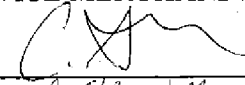
AND, WHEREAS, for the purpose of registration and by way of further assurance, the said ASSIGNOR has requested the said ASSIGNEE to execute and deliver this Assignment;

NOW THEREFORE, in consideration of the sum of TEN (\$10.00) DOLLARS and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR confirms the transfer and assigns to ASSIGNEE, the entire right and interest in the TRADEMARKS, together with the portion of the goodwill of the business associated with the TRADEMARKS and the United States registration and applications therefor.

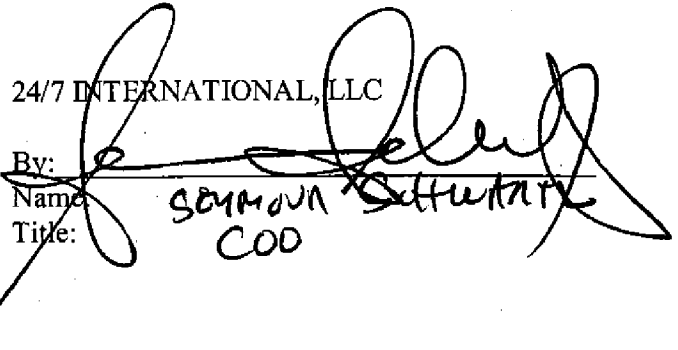
IN WITNESS WHEREOF, the parties have executed this instrument on this

3 day of June, 2004.

SERVICE MERCHANDISE COMPANY, INC.

By: 
Name: C. Steven Moore
Title: President

24/7 INTERNATIONAL, LLC

By: 
Name: Seymour Shturman
Title: COO

SCHEDULE

Registered U.S. Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
DESTINATIONS	1,815,910	1/11/94
BUSINESS CLASS	1,774,198	6/1/93