

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
The Thymes, Ltd.		06/20/2007	CORPORATION: MINNESOTA

RECEIVING PARTY DATA	
Name:	The Thymes, LLC
Street Address:	629 9th Street SE
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55414
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2613360	GOLDLEAF
Registration Number:	2598844	THE THYMES
Registration Number:	2454113	SLEEP WELL
Registration Number:	2478395	REPAIRITIF
Registration Number:	2241339	FILIGREE
Registration Number:	2347544	BEST OF THYMES
Registration Number:	1623206	THE THYMES LIMITED
Serial Number:	78943136	SWEETLEAF BABY
Serial Number:	78939291	INDIGENOUS
Serial Number:	78582007	T THYMES
Serial Number:	78581879	THYMES
Serial Number:	78581782	HOME THYMES
Serial Number:	77035494	GOOD INC.
Serial Number:	76607797	THE THYMES GARDENER

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Serial Number:	76592585	DAILY PRACTICE
Serial Number:	77152850	HOME THYMES
Serial Number:	77160303	WILD GINGER

CORRESPONDENCE DATA

Fax Number: (612)492-7077
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (612) 492-7306
Email: jpickerill@fredlaw.com
Correspondent Name: John Pickerill
Address Line 1: 200 South 6th Street
Address Line 2: Suite 4000
Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER:	John Pickerill
Signature:	/John Pickerill/
Date:	06/20/2007

Total Attachments: 3
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TRADEMARK TRANSFER AGREEMENT

This Trademark Transfer Agreement ("Transfer Agreement") is made by and between The Thymes, Ltd., a Minnesota corporation with a principal place of business at 629 9th Street SE, Minneapolis, MN 55414 ("Corporation") and The Thymes, LLC, a Delaware limited liability company with a principal place of business at 629 9th Street SE, Minneapolis, MN 55414 ("Company").

WHEREAS, Company and Corporation are parties to a certain Securities Purchase and Contribution Agreement with an effective date of June __, 2007 ("Purchase Agreement");

WHEREAS, Corporation is the owner of the trademarks and corresponding registrations and applications attached as Schedule A hereto (collectively the "Marks");

WHEREAS, under the terms of the Purchase Agreement, Corporation has agreed to assign, transfer and deliver the Marks to Company;

WHEREAS, Company wishes to acquire ownership of Marks; and

WHEREAS, Company is a successor to the business of Corporation to which the Marks pertain, which business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Corporation hereby assigns to Company all right, title and interest in and to the Marks for the United States and throughout the world, together with the goodwill of the business associated therewith.

This Transfer Agreement includes all rights in the nature of trademark, service mark, and trade name rights, as well as the right to sue for past infringement of such rights by any third party.

Corporation agrees to execute any additional documents presented to Corporation by Company and to perform any other acts at the Company's expense which are or may be reasonably necessary to evidence or perfect the assignment, including those reasonably necessary to effectuate the recordation of the assignment.

CORPORATION:

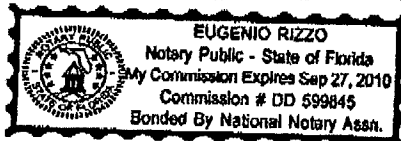
The Thymes, Ltd.

By [Signature]

Its CEO

STATE OF Florida)
MINNESOTA) ss.
COUNTY OF Sussex)

On this 20th day of June, 2007, before me appeared [Signature] to me known to be the same person described in and who executed the foregoing instrument, and acknowledged that she executed the same as a free act and deed with authority to do so.



[Signature]
Notary Public


Schedule A

Trademarks and Corresponding Registrations/Applications



U.S. FEDERAL TRADEMARK/SERVICE MARK REGISTRATIONS:

Trademark	Status	Registration No.	Registration Date
GOLDLEAF	Registered	2,613,360	08/27/2002
THE THYMES	Registered	2,598,844	07/23/2002
SLEEP WELL	Registered	2,454,113	05/22/2001
REPAIRITIF	Registered	2,478,395	08/14/2001
FILIGREE	Registered	2,241,339	04/20/1999
BEST OF THYMES	Registered	2,347,544	05/02/2000
THE TYMES LIMITED	Registered	1,623,206	11/20/1990


U.S. FEDERAL TRADEMARK/SERVICE MARK APPLICATIONS:

Trademark	Status	Application No.	Filing Date
SWEETLEAF BABY	Pending	78-943,136	08/02/2006
INDIGENOUS	Pending	78-939,291	07/27/2006
T THYMES and Design  THYMES	Pending	78-582,007	03/07/2005
THYMES	Pending	78-581,879	03/07/2005
HOME THYMES	Pending	78-581,782	03/07/2005
GOOD INC.	Pending	77-035,494	11/02/2006
THE THYMES GARDENER	Pending	76-607,797	08/19/2004
DAILY PRACTICE	Pending	76-592,585	05/17/2004
HOME THYMES	Pending	77-152850	04/10/2007
WILD GINGER	Pending	77-160303	04/19/2007

CANADIAN TRADEMARK/SERVICE MARK REGISTRATIONS:

Trademark	Status	Registration No.	Registration Date
GOLDLEAF	Registered	TMA607,416	04/13/2004
HERBAL METAPHORS	Registered	TMA479,471	08/04/1997
GOLDLEAF AND HYDRANGEA	Registered	TMA479,604	08/05/1997
WATERMARK	Registered	TMA467,155	12/04/1996
FLORAL NOTES and Design 	Registered	TMA479,601	08/05/1997
FILIGREE and Design 	Registered	TMA346,525	10/14/1988

CANADIAN TRADEMARK/SERVICE MARK APPLICATIONS:

Trademark	Status	Application No.	Filing Date
T THYMES and Design  THYMES	Pending	1,252,795	03/30/2005

FRENCH TRADEMARK/SERVICE MARK REGISTRATIONS:

Trademark	Status	Registration No.	Registration Date
VITAL THYMES	Registered	96 651926	11/22/1996
GREEN TEA & GINKGO LEAVES	Registered	96 652649	11/27/1996
TEA THYMES	Registered	96 651927	11/22/1996

JAPAN TRADEMARK/SERVICE MARK REGISTRATIONS:

Trademark	Status	Registration No.	Registration Date
FILIGREE	Registered	4339418	11/26/1999

ITALIAN TRADEMARK/SERVICE MARK REGISTRATIONS:

Trademark	Status	Registration No.	Registration Date
OO LONG & ORANGE BLOSSOM	Registered	814475	05/18/2000
WOODLANDS	Registered	842991	04/24/2001
JASMINE & LOTUS FLOWER	Registered	814474	05/18/2000

UNITED KINGDOM TRADEMARK/SERVICE MARK REGISTRATIONS:

Trademark	Status	Registration No.	Registration Date
WOODLANDS	Registered	2167986	11/06/1998

EUROPEAN UNION TRADEMARK/SERVICE MARK REGISTRATIONS:

Trademark	Status	Registration No.	Registration Date
HOMEKEEPING	Registered	1735216	12/19/2002
FOLKLORIA	Registered	1604016	06/25/2001
FILIGREE	Registered	879767	10/05/1999
GOLDLEAF	Registered	2181733	06/19/2002

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