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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

12.26.07

1. Name of conveying party(ies):

TMI Holdings, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: California
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) December 19, 2007

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes

No

Name: Galaxy 701 Corp.

Internal \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: 152 West 36th Street, Room 701

City: New York

State: New York

Country: USA Zip: 10018

Association Citizenship \_\_\_\_\_

General Partnership Citizenship \_\_\_\_\_

Limited Partnership Citizenship \_\_\_\_\_

Corporation Citizenship New York

Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2925596

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

TTC THE TRAVEL COLLECTION (and TTC Design)

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Arthur Goldstein

Internal Address: Todtman, Nachamie, Spizz & Johns, P.C.

Street Address: 425 Park Avenue

City: New York

State: New York Zip: 10022

Phone Number: (212) 754-9400

Fax Number: (212) 754-6262

Email Address: agoldstein@tnsj-law.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature:

*Arthur Goldstein*

Signature

12/26/07

Date

Arthur Goldstein

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

## TRADEMARK ASSIGNMENT

**WHEREAS, TMI HOLDINGS, INC.**, a California Corporation, with its principal place of business at 5424 East Slauson Avenue, Commerce, California 90040 ("Assignor") has adopted, and is using or has used the mark "TTC The Travel Collection (and TTC Design)" (the "Mark") in connection with the following goods and/or services: the design, manufacture, marketing, distribution and sale of clothing, namely jackets, sweaters, vests, sweat shirts, sweat pants, shirts, blouses, T-Shirts, pants, shorts, skirts, skorts, dresses, swimwear, hats and shoes; and

**WHEREAS**, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Registration No. 2,925,596, registered on February 8, 2005; and

**WHEREAS, GALAXY 701 CORP.**, a New York corporation, with its principal place of business at 152 West 36<sup>th</sup> Street, Room 701, New York, New York 10018 ("Assignee") desires to acquire the Mark and the above-referenced Registration;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark and the registration thereof, together with that portion of the goodwill of the business with which the Mark is associated, and all right, title and interest in the Mark, including but not limited to the right to register the Mark, to renew registration of the Mark and to license use of the Mark.

TMI HOLDINGS, INC.

By: \_\_\_\_\_

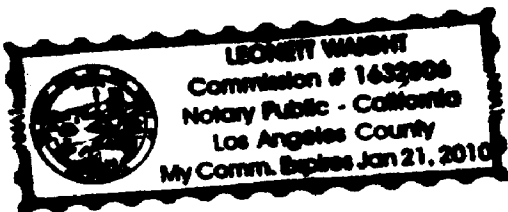
Name: MARK SINGER

Title: President

Dated effective as of DECEMBER 19, 2007

COUNTY OF Los Angeles)

On the 19th day of DECEMBER, 2007, before me came MARK SINGER, to me known, who, being by me duly sworn, did depose and say that he resides at 930 N. Doheny Dr #306 N. Hollywood CA 91609 that he is the **President of TMI HOLDINGS, INC.**, the corporation described in, and which executed, the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



*Leonett Washnt*  
\_\_\_\_\_  
Notary Public