

01-27-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
11-23-99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11-23-99

Name Grow Biz International, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Minnesota

Receiving Party

Mark if additional names of receiving parties attached

Name Times Two, LLC

CSA/AKA/TA _____

Composed of _____

Address (line 1) c/o Custom Wheels Unlimited

Address (line 2) 2605 Cabover Drive, Suite 5

Address (line 3) Hanover Maryland 21076
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/25/2000 DCURTES 00000011 2245031

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number: (216) 861-7864

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,245,051"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,044,277"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Deborah A. Wilcox

Deborah A. Wilcox

12/21/99

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, GROW BIZ INTERNATIONAL, INC., a corporation of the State of Minnesota, having an address at 4200 Dahlberg Drive, Minneapolis, Minnesota 55422, ("Assignor"), has adopted and is using the registered service marks listed on the attached Exhibit A; and

WHEREAS, Assignor is the registered owner of the United States service mark registrations listed on the attached Exhibit A; and

WHEREAS, TIMES TWO, LLC, a Delaware Limited Liability Company having its principal place of business at c/o Custom Wheels Unlimited, 2605 Cabover Drive, Suite 5, Hanover, Maryland 21076, ("Assignee"), is desirous of acquiring said service marks, said service mark registrations, and the good will associated therewith;

NOW, THEREFORE, for good and valuable consideration, Assignor does hereby assign unto Assignee all right, title, and interest in and to the said service marks, together with the good will of the business symbolized by the said service marks and the registrations of the said service marks.

Signed at Minneapolis, Minnesota, this 23rd day of November, 1999.

GROW BIZ INTERNATIONAL, INC.

By Gaylen L. Knack

Name Gaylen L. Knack

Title Vice President / General Counsel

STATE OF Minnesota)
COUNTY OF Hennepin) SS.

On this 23rd day of November, 1999, before me personally came Gaylen L. Knack to me known to be the Vice President of Grow Biz International, Inc., a corporation of the State of Minnesota, the assignor above-named and acknowledged that he executed the foregoing instrument and he did swear that he executed this assignment as his free act on behalf of said assignor and pursuant to authority duly received.

Joan M. Salek
Notary Public

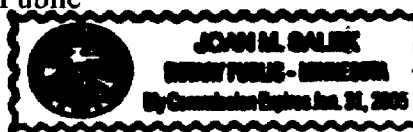


EXHIBIT A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>ISSUANCE DATE</u>
IT'S ABOUT GAMES!	2,245,051	May 11, 1999
VGE VIDEO GAME EXCHANGE (Stylized)	2,044,277	March 11, 1997