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Box Assignment
Assistant Commissioner for Patents
Washington, DC 20231

Please record the attached document.

1. Name of conveying party(ies):

Wai Shing Sze
Ho Choi Chan

2. Name and address of receiving party(ies)

Name: Grow'N Up Ltd.
Street Address: 9/F., Block D & F, Mai Tak Industrial Building
221 Wai Yip Street, Kwun Tong
City, State, ZIP: Kowloon, Hong Kong
Country: China

State of Incorporation: China

3. Nature of Conveyance: Assignment
Execution Date: November 11, 1999

4. This document is being filed with a new application, the execution date of which is November 11, 1999.

29 114500

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

Guy D. Yale, Esq.
Alix, Yale & Ristas, LLP
750 Main Street
Hartford, CT 06103-2721

6. Total number of applications involved: 1

7. Total fee enclosed: \$40.00. If this amount is incorrect, please charge or credit the difference to Deposit Account No. 16-2563.

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

To the best of my knowledge and belief, the foregoing information is true and correct.

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Date: November 24, 1999
Attorney's Docket No. HKPC/161DES/US

Guy D. Yale, Reg. No. 29,125

EL052086421US

PATENT
REEL: 010419 FRAME: 0217

Attorney Docket HKPC/161DES/US**ASSIGNMENT**

WHEREAS, we, Wai Shing Sze and Ho Choi Chan, respectively residing at 9/F., Block D & F, Mai Tak Industrial Building, 221 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, China, and 9/F., Block D & F, Mai Tak Industrial Building, 221 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, China, have invented new and useful improvements in

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for which we are making application for Letters Patent of the United States, which application was executed by us on the 11th day of November, 1999; and

WHEREAS, Grow'N Up Ltd., a corporation of China, having a place of business at 9/F., Block D & F, Mai Tak Industrial Building, 221 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, China, is desirous of acquiring the entire right, title and interest in and to said improvements and any Letters Patent which may be granted thereon;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the sum of One Dollar (\$1.00) to us in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, we, the said Wai Shing Sze and Ho Choi Chan, sell, assign and transfer to Grow'N Up Ltd., its successors and assigns (hereinafter called "Assignee"), the entire right, title and interest in and to said improvements and in and to any Letters Patent which may be obtained thereon in the United States, together with said application and all divisional, continuing, substitute, renewal, reissue, and other applications for Letters Patent which have been or may be filed on said improvements in the United States, the same to be held and enjoyed by the Assignee for its and their sole use and behoof.

We hereby authorize and request the Commissioner of Patents and Trademarks to issue all Letters Patent of the United States on said improvements to the Assignee.

We further covenant and agree that when requested by the Assignee, and without further consideration, but at the cost and expense of the Assignee, we will execute and deliver all applications for patent on said improvements, execute all lawful oaths and other papers, supply to the Assignee all facts and evidence known to us relating to said improvements and the history and development thereof, testify in all interferences, suits, and other legal proceedings, and generally do everything rightful which the Assignee shall consider desirable for aiding in securing, maintaining, and enforcing proper patent protection for said improvements and for vesting the title to said improvements in the Assignee.

We further covenant that we have the lawful right to assign the interest in said improvements in the manner and form as herein expressed, that the interests herein


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EL052086421US


PATENT**REEL: 010419 FRAME: 0218**

conveyed are free from prior assignment, grant, mortgage, license, or other encumbrance whatsoever and that the execution of this Assignment is our own free act and deed.


Date Nov. 11, 1999

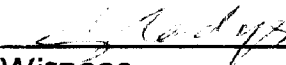

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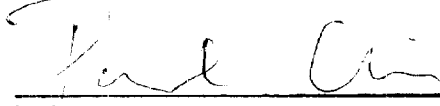

Witness


Witness

Date 11/11/99


Ho Choi Chan


Witness


Witness