

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

VCM, Ltd.

- Individual(s)
- General Partnership
- Corporation-State
- Other an Ohio limited liability company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 1, 2003

2. Name and address of receiving party(ies)

Name: GB Retailers, Inc.

Internal Address: _____

Street Address: 3241 Westerville Road

City: Columbus State: OH Zip: 43224

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware
- Other _____

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)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,582,696

WHEEL TECH

Additional number(s) attached Yes No

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

Name: Donald F. Frei, Esq.

Internal Address: Wood, Herron & Evans, L.L.P.

2700 Carew Tower

Street Address: 441 Vine Street

City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-3000

DO NOT USE THIS SPACE

9. Signature.

Theodore R. Remaklus, #38,754
Name of Person Signing

Theodore R. Remaklus
Signature

3/18/04
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 233000 2582696

ASSIGNMENT OF ASSETS AND REDEMPTION OF MEMBERSHIP INTEREST

THIS ASSIGNMENT OF ASSETS AND REDEMPTION OF MEMBERSHIP INTEREST (this "Agreement") is made this 1st day of August, 2003, by and between VCM, Ltd., an Ohio limited liability company (the "Company"), and GB Retailers, Inc., a Delaware corporation (the "Member").

BACKGROUND INFORMATION

A. The Company's board of directors, managers, and sole member have adopted a plan of complete liquidation (the "Plan").

B. In order to commence liquidation pursuant to the Plan, the Member desires to redeem its membership interests in the Company.

C. The Member desires to receive any property available to be transferred by the Company to it pursuant to the Plan.

PROVISIONS

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants set forth herein, the parties agree as follows:

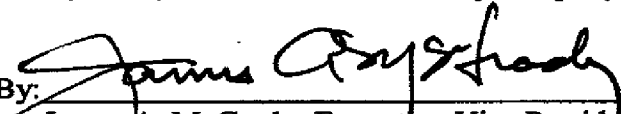
Section 1. Transfer of Assets and Membership Interest. In complete satisfaction of the rights of the Member, the Company hereby assigns, transfers and conveys all of its right, title and interest in and to all of its property, real, personal and mixed, both tangible and intangible, whether known or unknown, including, but not limited to, United States Trademark No. 2582696 for "Wheel Tech," to its Member ("Assignment") in accordance with the Plan, effective as of February 3, 2002. Effective October 8, 2003 (the "Effective Time"), the Member shall be required pursuant to Section 2 hereof to deliver its membership interests in the Company to the Company.

Section 2. Cancellation of Membership Interest. At the Effective Time, the Member shall tender or transfer to the Company all certificates for any membership interests in the Company which are in the Member's possession, if any, or of which it is the owner of record on the Company's books and records. The President, Secretary or any other authorized officer, director or agent of the Company shall cancel any such certificates delivered pursuant to this Section by marking "CANCELLED" and the date thereof upon the face of each certificate.

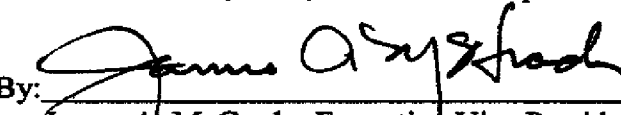
Section 3. Further Acts. Both parties to this Agreement agree, at any time and from time to time, upon the request of the other party, to do, execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, all such further acts, documents and instruments as may be required to effect any of the transactions contemplated by this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment of Assets and Redemption of Membership Interest on the day and year first set forth above.

VCM, LTD., an Ohio limited liability company

By: 
James A. McGrady, Executive Vice President,
Chief Financial Officer, Treasurer and Secretary

GB RETAILERS, INC., a Delaware corporation

By: 
James A. McGrady, Executive Vice President,
Chief Financial Officer, Treasurer and Secretary