

Assignment of Service Mark

This Assignment of Service Mark ("Assignment") is by and between **NovaFunds, Inc.**, a Delaware corporation, with its principal office at 103 Foulk Road, Wilmington, Delaware 19803 ("Assignor"), and **NC Resources, Inc.**, a Delaware corporation, with its principal office at 103 Foulk Road, Wilmington, Delaware 19803 ("Assignee"), and is effective as of May 31, 1999, at **10:00 p.m. (EST)**.

Whereas, Assignor has used and is using in its business and practice, directly and by license to others, and Assignor owns all of the entire right, title and interest in and to the service mark, trademark and trade name "VIGOR and Design" (the "VIGOR Mark"), and the goodwill symbolized thereby;

Whereas, the Assignor is the record owner of, and Assignor owns all of the entire right, title and interest in and to, the registration for the VIGOR Mark with the U.S. Patent and Trademark Office as U.S. Service Mark No. 2,149,663 dated April 7, 1998 (the "VIGOR Registration");

Whereas, Assignor has agreed to transfer to Assignee all of Assignor's ongoing and existing business, or portion thereof, to which the VIGOR Mark and the VIGOR Registration pertain (the "Business"), including goods and services designated and associated by Assignor with the VIGOR Mark and the VIGOR Registration; and

Whereas, Assignor agrees to assign and transfer to Assignee the exclusive ownership of the VIGOR Mark and the VIGOR Registration along with the Business, and all rights incident thereto, including the goodwill of the Business symbolized by the VIGOR Mark;

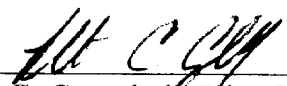
Whereas, it is desired that the assignment of the VIGOR Mark and the VIGOR Registration be made of record in the U.S. Patent and Trademark Office, and any and all other appropriate authorities and agencies;

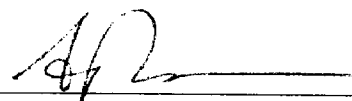
Now, Wherefore, in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the VIGOR Mark and the VIGOR Registration, and the goodwill symbolized by said VIGOR Mark.

In Witness Whereof, intending to be legally bound in accordance with the law of the State of Delaware, the parties have caused this Assignment to be executed by their authorized representatives in Wilmington, Delaware, U.S.A., as of the 31st day of May, 1999, at **10:00 p.m.**

NovaFunds, Inc. (Assignor)

NC Resources, Inc. (Assignee)

by 
Robert C. Campbell, Vice President

by 
Andrew T. Panaccione, Secretary