

ASSIGNMENT

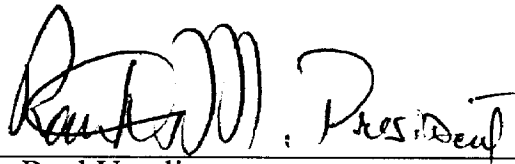
WHEREAS, KENCAR, INC., a California corporation having a principal place of business at 3242 Meeker Avenue, El Monte, California (hereinafter "Assignor"), is the owner of all right, title and interest in and to the trademark listed in Schedule A registered in the United States Patent and Trademark Office and the indicated foreign Patent and Trademark Offices:

WHEREAS, RAINBOW ACQUISITION CORP., an Ohio corporation having a principal place of business at 1620 Hawkins Avenue, Sanford, North Carolina 27330-9538, (hereinafter "Assignee"), is desirous of acquiring said mark(s) and the registration(s) thereof;

WHEREAS, for good and valuable consideration, receipt of which is hereby acknowledged, KENCAR, INC. does hereby assign unto RAINBOW ACQUISITION CORP. all United States and foreign rights, title and interest in and to the aforementioned marks and all rights it may have in any mark together with the goodwill of the business symbolized by the marks, and the United States and foreign Trademark registrations thereof,

AND HEREBY AGREES upon request of ASSIGNEE, and without further remuneration, to execute any and all papers desired by ASSIGNEE for the filing and granting of foreign applications and the perfecting of title thereto in ASSIGNEE.

KENCAR, INC.

A handwritten signature in black ink, appearing to read "Raul Umali, President". The signature is written in a cursive style and is positioned above a horizontal line.

Name: Raul Umali

Title: President

October 27, 1999

Date

SCHEDULE A

KENCAR, INC.

U.S. TRADEMARK REGISTRATION

Mark	Application No.	Filing Date	Registration No.	Registration Date
LIFEGARD	75/686,593	04-19-99		