

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made as of the 1st day of May, 2002, between Newport Pacific Management, Inc. a corporation of the State of California with a place of business at 580 California Street, Suite 1960, San Francisco, California 94104 (the "Assignor") and FleetBoston Financial Corporation, a corporation of the State of Rhode Island, having a place of business at 100 Federal Street, Boston, Massachusetts 02110 (the "Assignee").

WHEREAS, the Assignor is the registered proprietor in the United States of the Trademarks listed in Schedule A, attached hereto (the "Trademarks").

WHEREAS, the Assignee is the successor to the ongoing and existing business of the Assignor, or portion of the business for which the Trademarks will be used.

WHEREAS, the Assignor has agreed to assign the Trademarks to the Assignee, and the Assignee has agreed to accept such assignment.

NOW, THEREFORE, for good and valuable consideration, the Assignor hereby assigns to the Assignee, its successors and assigns, all its full right to and title in the Trademarks, including the right to sue for past infringement(s), together with the good will of the business concerned in the goods/services for which the Trademarks are registered.

The Assignor covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment and sale.

The Assignor further covenants that the Assignor will, upon the Assignee's request, promptly execute and deliver to the Assignee or its legal representative any and all papers or instruments required to maintain, prosecute and/or register the Trademarks which may be necessary or desirable to carry out the purposes hereof.

SCHEDULE A

| <u>Mark</u> | <u>Application Number</u> | <u>Filing Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|----------------------|--------------------------------------|-------------------------------|------------------------|-------------------------|
| GROWTH THAT LASTS | 76/177,200 | 12/7/00 | -- | -- |
| LASTING GROWTH | 76/177,576 | 12/7/00 | -- | -- |
| POWERED BY GROWTH | 76/177,302 | 12/7/00 | -- | -- |

#386786

RECORDED: 05/22/2002

TRADEMARK
REEL: 002512 FRAME: 0976