

QUARTERLY INTELLECTUAL PROPERTY ASSIGNMENT

WHEREAS, this Assignment is made between Edwards Systems Technology, Inc., a Connecticut corporation having offices at 90 Fieldstone Court, Cheshire, Connecticut 06410 (the "Company") and GSBS Development Corporation, a Delaware corporation having offices at 13515 Ballantyne Corporate Place, Charlotte, NC 28277 ("DevCorp");

WHEREAS, the Company, to the best of its information and belief is the owner of the entire right, title and interest in and to the trade secrets and know-how created and used by the Company, in connection with the Company's business during the calendar quarter, April 1, 2003 to June 30, 2003, along with the trademarks, both registered and unregistered, the trademark applications, the trade names, both registered and unregistered, the trade name applications, the patents and patent applications, if any, all identified in the accompanying schedule (hereinafter "IP Rights"); and

WHEREAS, DevCorp is desirous of acquiring all of the Company's IP Rights together with that part of the goodwill of the business connected with the use of and symbolized by the relevant IP Rights;

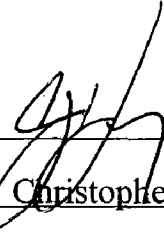
NOW, THEREFORE, in consideration of the issuance by DevCorp to the Company of 100 shares of common stock, par values \$.01 per share, of DevCorp, which shares represent 100% of the outstanding capital stock of DevCorp at the time of issuance, the receipt and sufficiency whereof is hereby acknowledged, the Company and DevCorp agree as follows:

1. The Company hereby assigns, transfers and conveys unto DevCorp its entire right, title and interest in, to and under the IP Rights together with the right of DevCorp to sue and recover damages for future or past infringements thereof and to fully and entirely stand in the place of the Company in all matters related thereto.

2. The Company agrees to take such further action and execute upon the request of DevCorp such additional documents as are necessary to continue, secure, defend, register, and otherwise give full effect to and perfect all rights of DevCorp under this Assignment, and said documents shall include any and all documents necessary to register, in the name of DevCorp, the assignment of each of the IP Rights assigned hereunder.

In testimony whereof, the Company has signed below, by its duly authorized legal representative, to be effective as of July 1, 2003.

EDWARDS SYSTEMS TECHNOLOGY, INC.

By:  _____

Typed Name: Christopher J. Kearney

Title: Vice President

Date: November 19, 2003

SCHEDULE

I. Trade Secrets and Know-How:

All trade secrets and know-how created and used by the Company during the calendar quarter April 1, 2003 to June 30, 2003.

II. Trademarks:

FIRESHIELD; USPTO Trademark Registration No.: 2,716,450; Registration Dated May 13, 2003;

G (Logo); USPTO Trademark Registration No.: 2,707,522; Registration dated April 15, 2003;

GENESIS; USPTO Trademark Registration No.: 2,717,722; Registration dated May 20, 2003;

STAR-BURST; USPTO Trademark Registration No.: 2,703,156; Registration dated April 1, 2003; and

STARCARE; USPTO Trademark Registration No.: 2,705,060; Registration dated April 8, 2003.

III. Patents

U.S. Patent Number **D472,887**; Issued April 8, 2003;

U.S. Patent Number **D474,174**; Issued May 6, 2003;

U.S. Patent Number **D474,173**; Issued May 6, 2003;

U.S. Patent Number **D476,252**; Issued June 24, 2003;

U.S. Patent Number **D475,943**; Issued June 17, 2003; and

U.S. Patent Number **D475,312**; Issued June 3, 2003.