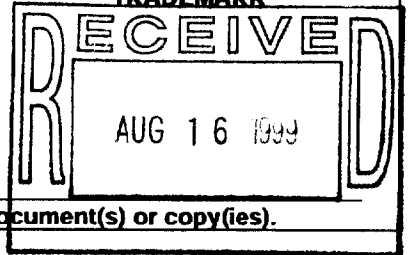


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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
 07-30-99

Name RAINBOW ROCK, INC.

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization CA

Receiving Party

Mark if additional names of receiving parties attached

Name DUNCAN ENTERPRISES

DBA/AKATA

Composed of

Address (line 1) 5673 E. SHIELDS AV.

Address (line 2)

Address (line 3) FRESNO CA 93727
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization CA

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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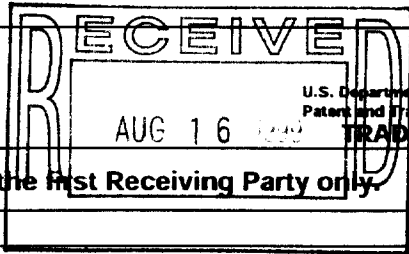
08/18/1999 NTH011 00000092 75647574

01 FC:481 40.00 OP

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Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/647574"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

TRACY A. AGRALL
Name of Person Signing

Tracy Agrall
Signature

AUGUST 12, 1999
Date Signed

ASSIGNMENT

WHEREAS, RAINBOW ROCK, INC., a corporation organized and existing under the laws of California and whose business address is 10463 Austin Drive, Suite E, Spring Valley, California 91978, is the owner of the entire right, title and interest in and to the trademark "RAINBOW ROCK DYE ADVENTURES" and design together with the goodwill of the business symbolized by the mark, which has an application pending in the United States Patent and Trademark Office as Serial No. 75/647,574, filed February 20, 1999; and

WHEREAS, DUNCAN ENTERPRISES, a California corporation, whose principal business address is 5673 E. Shields Avenue, Fresno, CA 93727, is desirous of acquiring the exclusive rights to use said mark together with the registration thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, RAINBOW ROCK, INC., does hereby assign into DUNCAN ENTERPRISES, the exclusive right, title and interest in and to the said mark together with the goodwill of the business symbolized by the mark, the above-identified application and any subsequent registration thereof, and any and all causes of action for infringement of said mark arising prior to the recording of this Assignment in the United States Patent and Trademark Office.

Dated: July 30, 1999

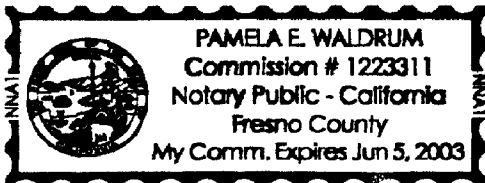
RAINBOW ROCK, INC., a California corporation

By: *Sulfiati Harris*
Sulfiati Harris, President

State of California)
)
County of Fresno)

On July 30, 1999, before me, *Pam Waldrum*, a duly commissioned Notary Public, personally appeared Sulfiati Harris, ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.



Pamela E. Waldrum
Notary's Signature