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Re

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies): 9-19-00
TOP STAR DISTRIBUTION GROUP INC.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: APRIL 1 1999

2. Name and address of receiving party(ies)
Name: REX INC.
Internal Address: _____
19 KILLARNEY ST
Street Address: 19 Killarney Street
City: Richmond Hill State: ONT ZIP: L4B 3G4

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): Trademark app 75/142044
If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: REX INC.
Internal Address: _____
Street Address: 19 Killarney Street
City: Richmond Hill State: ONT ZIP: L4B 3G4

6. Total number of applications and patents involved: 1

7. Total fee (37.CFR 3.41).....\$ already paid
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Arash Missaghi
Name of Person Signing

Signature

Sep 14 2000
Date

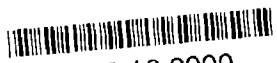
Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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**IN THE MATTER OF THE TRADE-MARK "1&1"
FILED UNDER APPLICATION SERIAL NUMBER 75/142044
IN THE UNITED STATES PATENT & TRADEMARK OFFICE**

IN THE UNITED STATES PATENT & TRADEMARK OFFICE



06-16-2000

U.S. Patent & TMO/c/TM Mail Rcpt. Dt. #31

ASSIGNMENT

This Trademark Agreement is made as of the date below, to be effective as of January 1, 1999.

WHEREAS the undersigned **Top Star Distribution Group Inc.** ("Assignor"), a corporation located in the Province of Ontario in Canada, represents that it is the owner of United States Trademark filed under Application Serial Number 75/142044 for the trademark "1&1" represents that it is willing to assign the whole right, title and interest for the United States in and to the above identified Trademark for all the associated wares; and

WHEREAS **Rex Inc.** ("Assignee"), a corporation duly organized and existing under the laws of the Province of Ontario, Canada, located in the Province of Ontario, Canada, represents that it is desirous of acquiring the whole right, title and interest for the United States in and to the Trade-mark for the following wares:

Processed great northern beans, processed mung beans, processed garbanzo beans, processed red lentils, processed green lentils, processed black eyed beans, processed yellow split peas, quince preserve, rose petal jam, sour cherry preserve, carrot preserve, fig preserve, 3 fruit jam, cucumbers pickled, shallots pickled, mixed vegetables pickled, egg plants pickled, pomegranate paste, tamarind paste, sabzi ghomah, (dehydrated dried vegetables), sabzi polo (dehydrated dried vegetables), sabzi kookoo (dehydrated dried vegetables), sabzi aash (dehydrated

dried vegetables); noodle veggie soup, barley & 7 spice soup, and golden prunes; sour cherry dried; processed mulberries, processed barberry (IC 29).

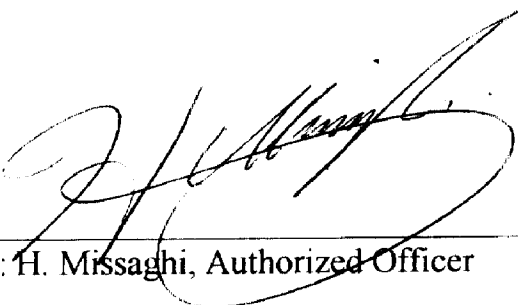
Barley, soft wheat kernel, dry vermicelli, roasted vermicelli, turmeric, spice for rice, BBQ powder, black pepper, white pepper, cardamom green, cayenne pepper, cloves, coriander, curry powder, fish powder, garlic granulated, marjoram ground, kabob seasoning, saffron; black caraway seed, shallots, & barberry for use as seasonings; sour cherry syrup, quince syrup, orange blossom syrup, rose syrup, lemon syrup, pomegranate molasses, grape molasses, date molasses; seasonings: namely; dillweed, fenugreek, savory leaves, mint cut, cilantro leaves, basil leaves, leeks, spinach flakes and tarragon leaves; wheat flour, rice flour, chick pea flour, baking powder, pure honey, pure honey comb, pure light honey, white basmati rice and Thai jasmine rice (IC 30).

Rose water, mint water, willow water, tarooneh water, Kashni water, shahtareh water, sour grape juice, pomegranate juice, lime juice, lemon juice, mango juice, tamarind juice and apricot juice (IC 32).

NOW THEREFORE, the said Assignor confirms that it has sold, assigned and transferred for a sum of Ten dollars (\$10.00) herewith paid by Rex Inc. to Top Star Distribution Group Inc., the receipt and sufficiency of which is hereby acknowledged, and by these presents does sell, assign and transfer unto the said Assignee its successors and assigns, the whole right, title and interest for United States in and to the above identified Trademark together with the goodwill associated therewith.

EXECUTED this 23rd day of December 1998.

By: **Top Star Distribution Group Inc.**


per: H. Missaghi, Authorized Officer