

FORM PTO-1594 (Modified) (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Copyright 1994-97 LegalStar TM09/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

3197

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
REX INTERNATIONAL LTD.; ARASH M. MISSAGHI; TOP STAR DISTRIBUTION GROUP INC.; HOSSEIN MISSAGHI; IMPERIAL RICE LTD; CATA BRANDS INC.; ROBERT BISHARA

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **CANADA**
 Other _____

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

2. Name and address of receiving party(ies):

Name: **KUSHA, INC.**

Internal Address: _____

Street Address: **2332 BARRANCA PARKWAY**

City: **IRVINE** State: **CA** ZIP: **92606**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **CALIFORNIA**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other **ORDER AND TRADEMARK ASSIGNMENT**

Execution Date: **JANUARY 31, 2001**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

2,156,123

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **WALTER A. HACKLER, Ph.D.**

Internal Address: _____

Street Address: **2372 S.E. BRISTOL STREET, SUITE B**

City: **NEWPORT BEACH** State: **CA** ZIP: **92660**

6. Total number of applications and registrations involved: **1**


7. Total fee (37 CFR 3.41): \$ **\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-0114

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.

WALTER A. HACKLER  **AUGUST 2, 2004**
 Name of Person Signing Signature Date

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

CH \$40.00 080114 2156123

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK

*Filed: U.S.D. Ct., W.D.N.Y., Buffalo
January 31, 2001 at 5:30p.m.
John P. [Signature], S.U.S.D.J.*

KUSHA, INC.

Plaintiff,

v.

Civil No. 98-CV-0747E(Sc)

REX INTERNATIONAL LTD., ARASH M.
MISSAGHI, TOP STAR DISTRIBUTION
GROUP INC., HOSSEIN MISSAGHI,
IMPERIAL RICE LTD., CATA BRANDS INC.
AND ROBERT BISHARA

Defendants.

ORDER & TRADEMARK ASSIGNMENT

This matter came before this Court on the motion of plaintiff, Kusha, Inc. ("Kusha"), filed October 11, 2001, requesting that this Court issue an Order: (1) placing a lien against four United States Trademark Registrations and one United States Application that were and continue to be owned by the defendant Top Star Distribution Group Inc. ("Top Star"); (2) placing a monetary value on those marks; and (3) assigning the four Trademark Registrations and the one Trademark Application to Kusha in partial satisfaction of the Judgment entered by this Court on January 31, 2000 against Top Star and in favor of Kusha in the amount of \$1,000,000.

In a January 27, 2000 Order, this Court found all of the defendants, including, Rex International Ltd., Top Star, Hossein Missaghi, and Arash Missaghi liable for trademark infringement, trademark counterfeiting, and fraud. The January 27, 2000 Order imposed a

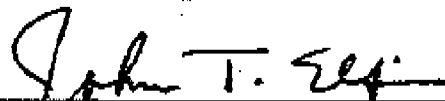
- 3 -

ORDERED that as of January 26, 2001, Kusha obtained a lien against Top Star's United States Trademark Registrations Numbered 2,342,491, 2,344,643, 2,156,123, and 2,315,825 for the marks TOP TEA, MAHRAM, 1 & 1, and TRUST BASMATI RICE PRODUCE OF INDIA, respectively, and a lien against Top Star's United States Trademark Application Serial Number 75/585,255 for the mark 1&1, and Kusha obtained priority against other creditors as to those marks, and such priority attached and became effective as of January 26, 2001; and it is hereby further

ORDERED, that in partial satisfaction of the Judgment entered by this Court in favor of Kusha and against Top Star, a corporation incorporated in the Province of Ontario in Canada, with addresses at 348 Rexdale Boulevard, Etobicoke, Ontario, M9W 1R6, and 19 Killarney Street, Richmond Hill, Ontario L4B 3G4, all rights, title and interest in and to Top Star's United States interest in the marks TOP TEA, MAHRAM, 1 & 1, and TRUST BASMATI RICE PRODUCE OF INDIAN, including all rights, title and interest in and to United States Trademark Registrations Numbered 2,342,491, 2,344,643, 2,156,123, and 2,315,825 for the marks TOP TEA, MAHRAM, 1 & 1, and TRUST BASMATI RICE PRODUCE OF INDIA, respectively, and Top Star's United States Trademark Application Serial Number 75/585,255 for the mark 1&1, (hereinafter, the "Marks"), along with the goodwill associated with and symbolized by each of those marks, is hereby assigned to Kusha, free and clear of any encumbrances; and it is hereby further

ORDERED, that as of the date of this Order, Top Star and all of agents, officers, and directors of Top Star, shall discontinue using, selling and shipping in the United States, either directly or indirectly through Top Star or any other Missaghi family company, products set forth in the United States Trademark Registrations Numbered 2,342,491, 2,344,643, 2,156,123, 2,315,825 and in United States Application Serial Number 75/585,255, bearing the marks TOP TEA, MAHRAM, I&I, and/or TRUST BASMATI RICE PRODUCE OF INDIA or any confusingly similar marks.

Dated: January 31, 20001.
Buffalo, New York



Hon John T. Elfvin, S.U.S.D.J.

BFLODOCSM30327_2 (921101)