

**ASSIGNMENT OF INVENTION
UNIVERSAL**

WHEREAS, WE, GAD SHAANAN and WALTER FRANCOVICH, of 49 Oakland Avenue, Westmount, Montreal, H3Y 1P1, Quebec, Canada, and 1724 Antoine Facon, Pierrefonds, Quebec, H9J 3S8, Canada, respectively, are named as inventors in an invention relating to WATER AND COFFEE DISTRIBUTOR FOR COFFEE MACHINE and:

WHEREAS, NEWCO ENTERPRISES, INC. of 1735 South River Road, St. Charles, Missouri 63303, United States of America, (hereinafter referred to as the assignee), is desirous of acquiring the entire right, title and interest in and to said invention or inventions and in and to any and all patents to be obtained therefore;

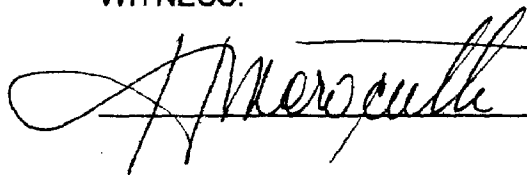
NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration, the receipt of which is hereby acknowledged, We have and by these presents do hereby sell, assign and transfer unto said assignee, its successors and assigns, the entire right, title and interest in and to said invention or inventions, as described in the aforesaid application, in any form or embodiment thereof, and in and to the aforesaid application; and in and to any applications filed in any foreign country based thereon, including the right to file said foreign applications under the provisions of the International Convention; also the entire right, title and interest in and to any and all patents, reissues or extensions thereof to be obtained in this or any foreign country upon said invention or inventions, and any divisional, continuation, continuation-in-part, substitute application(s) or supplementary disclosure(s) which may be filed upon said invention or inventions, in any country; and We hereby authorize and request the issuing authority to issue any and all patents on said application or applications to said assignee.

We further agree without any payment by said assignee other than expenses incurred by the undersigned, to communicate to said assignee, its representatives or agents, any facts relating to said invention or inventions, including evidence for interference purposes or for other proceedings, whenever requested; testify in any interference, litigation or other proceedings, whenever requested; and execute and deliver, on request, all lawful papers required to make any of the foregoing provisions effective, and likewise make these provisions binding upon our heirs, legal representatives, administrators and assigns.

EXECUTED at

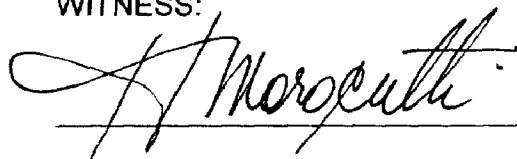
this 30 day of July, 2002, in the presence of the undersigned witness.

WITNESS:




GAD SHAANAN

WITNESS:




WALTER FRANCOVICH