

11-18-1998



100829368

11-17-98

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

481 40 E  
482 50 E  
484 120 E

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

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.)

Citizenship/State of Incorporation/Organization

11/19/1998 TTOM11 00000048 181260 1734415  
Sale Ref: 00000113 DAB: 181260 1734415  
01 FC:481 40.00 CH  
02 FC:482 50.00 CH  
03 FC:484 120.00 CH

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231  
REEL: 1772 FRAME: 0292

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

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"/>	<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" value="1734415"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1734416"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1736111"/>	<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

*charge \$90<sup>00</sup> recording fee plus \$120<sup>00</sup> expedite fee*

**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.

Name of Person Signing

Signature

Date Signed

NO. 95-50388-367

FIRST STATE BANK OF TEXAS  
V.  
O-RATCHET, INC. and RUSSELL FRYMAN

§  
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§  
§  
§

95 AUG 13 PM 2:08  
IN THE DISTRICT COURT OF  
DENTON COUNTY, TEXAS  
367TH JUDICIAL DISTRICT

**TURNOVER ORDER**

On this the 13th day of August, 1995, the application of FIRST STATE BANK OF TEXAS for issuance of an order for the delivery of certain property and records relating to that property, pursuant to Section 31.002 of the Civil Practice and Remedies Code, was presented ex parte.

After considering the pleadings and other papers on file with the Court, the evidence presented, and the argument of counsel, the Court finds and concludes that Plaintiff is entitled to an order for the delivery of the property and records of O-RATCHET, INC., as requested, for the reason that said property and records are not exempt from attachment, execution, or any other type of seizure for the satisfaction of liabilities, and cannot be readily attached or levied on by ordinary legal process. The property and records include the following located at 1512 I-35W, Suites 102 and 103, Denton, Texas: J&L single spindle finishing lathe, filing cabinet, assembly tables, assembly tools and performing tools, copy machine, inventory, parts; located at 1512 West Hickory Street, Suite 100, Denton, Texas: LSI 486 computer (including software on hard drive), keyboard, VGA color monitor, Epson printer LQ 570, Fountain 386 computer, keyboard, VGA color monitor and HPLaser Jetprinter, customer information, files, sales records, correspondence, U.S. Patent No. 4,520,697 awarded June 4, 1985, U.S. Patent No. 4,602,534 awarded June 29, 1986, and U.S. Design Patent No. 353,756 awarded December 24, 1994.

The Court further finds that a receiver should be appointed to take possession of and sell the above described property, together with any other property belonging to O-RATCHET, INC., and that the Receiver should be L. A. Nelson.

IT IS THEREFORE ORDERED THAT L. A. NELSON be, and he is hereby appointed Receiver of the property set out above and in the Application for Turnover Order by First State Bank of Texas. Said Receiver shall take possession of the property and hold same for a period of at least five (5) days, during which time, the property shall be accessible for examination, during regular business hours, by all parties and potential purchasers. The Receiver shall sell the property at a public sale advertised pursuant to the terms of this Order, and shall publish notice of the sale in a Denton County Newspaper with daily circulation for a period of five (5) days,

after which time the property shall be sold to the highest bidder for cash, but subject to the approval of this Court. Proceeds from such sale shall be applied as provided in the Application.

IT IS FURTHER ORDERED, upon completion of such sale, the Receiver shall submit a Report of Sale to the Court for approval, including approval of the terms and conditions of the sale, and, upon approval of this Court by written order, the Receiver shall consummate the sale by transferring the property to the Purchaser at such sale, and upon transfer, the receiver shall be discharged from further responsibility pursuant to this appointment.

IT IS FURTHER ORDERED that the officers and agents of O-Ratchet shall execute all documents reasonably requested by the Receiver to effectuate the sale approved by the Court.

SO ORDERED.

SIGNED this 18th day of August, 1995.



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THE HONORABLE ~~LEE STANLEY~~  
Judge Presiding

1512 I-35W, Suites 102 and 103, Denton, Texas

J&L single spindle finishing lathe  
Filing cabinet  
Assembly tables  
Assembly tools and performing tools  
Copy machine  
Inventory  
Parts  
Unfilled back orders  
Lost and production records  
Vendor information  
Filing Cabinets  
UPC code, foreign patents, and copyrights and trademarks  
Design work and/or prototypes on new products or product improvements

512 West Hickory, Suite 100, Denton, Texas

LSI 486 computer (including software on hard drive)  
Keyboard  
VGA color monitor  
Epson printer LQ 570  
Fountain 386 computer  
Keyboard  
VGA color monitor  
HP Laser Jet printer  
Customer information  
Files  
Sales records  
Correspondence  
U.S. Patent No. 4,520,697 awarded June 4, 1985  
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U.S. Design Patent No. 353,756 awarded December 24, 1994  
Unfilled back orders  
Cost and production records  
Vendor's information  
Filing cabinet  
UPC codes  
Foreign patents  
Copyrights and trademarks  
Design work and/or prototypes on new products or product improvements  
including all other assets, be they tangible or intangible, real or personal, wheresoever  
located that are the property of O-Ratchet, Inc.

**COPY**

95 AUG 28 AM 8:57

FIRST STATE BANK OF TEXAS

§ IN THE DISTRICT COURT OF  
§ DISTRICT OF DENTON  
§ DENTON COUNTY, TEXAS  
§ BY \_\_\_\_\_ DEPUTY  
§ 367TH JUDICIAL DISTRICT

V.

O-RATCHET, INC. and RUSSELL FRYMAN

**DECREE CONFIRMING SALE OF PERSONAL PROPERTY  
OF O-RATCHET, INC.**

On this day the Court heard and considered the Report of Sale of Property of O-Ratchet, Inc. by L. A. NELSON, and the Court finds as follows:

- a. That L. A. Nelson, Receiver hereir., was duly appointed to serve as Receiver without bond on the 18th day of August, 1995;
- b. That the Receiver has discharged his duties and responsibilities herein by assimilating and taking into his possession and control all of the property that could reasonably be found by the Receiver, as shown by the inventory of the Receiver, filed herein on August 24, 1995;
- c. That the Receiver caused the property to be advertised pursuant to the August 18, 1995, Order and that the property was sold at a public sale after advertising the property, to-wit, on August 26, 1995, at 10:00 A.M. to the highest bidder for cash, being SUMMIT TOOLS, INC., whc bid \$80,650.00;
- d. That the proceeds of the sale should be distributed as shown in the Receiver's Report of Sale, as follows: To First State Bank of Texas the sum of \$76,525.00,

**COPY**

to Hilton & Davidge, L.L.P. the sum of \$3,250.00, to Receiver, L. A. Nelson, the sum of \$875.00.

IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED that the sale described in the Report of Sale is hereby approved and confirmed and conveyance of the property is hereby authorized by the Receiver to be conveyed to SUMMIT TOOLS, INC. by and through the Receiver's Bill of Sale of all the property that came into the Receiver's possession.

IT IS FURTHER ORDERED AND DECREED that the distribution of the proceeds as described hereinabove in this Order and as shown in the Report of Sale be, and the same is hereby authorized by the Receiver.

IT IS FURTHER ORDERED that the Receiver is discharged from any further responsibility in this matter, upon his delivery of the Bill of Sale to the Purchaser and his distribution and delivery of funds as herein called for, said Receiver having discharged his duties and responsibilities pursuant to the prior order of the Court.

SO ORDERED.

DATED: August 28, 1995



\_\_\_\_\_  
Judge Lee Gabriel

**BILL OF SALE**

---

Date: August 26, 1995

Seller: L. A. NELSON, Receiver

Seller's Mailing Address (including county): 101 S. Locust, Suite 700, Denton, Denton County, Texas 76201

Buyer: SUMMIT TOOLS, INC.

Buyer's Mailing Address (including county): 3111 Bel Air Dr., Suite 202, Las Vegas, Clark County, Nevada 89109-1509

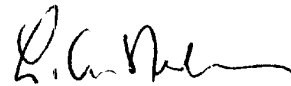
Consideration: EIGHTY THOUSAND SIX HUNDRED FIFTY AND NO/100 -- (\$80,650.00) -- DOLLARS

Personal Property: See Exhibit "A" attached hereto and made a part hereof for all purposes, in addition to all other assets owned by O-Ratchet, Inc. be they tangible or intangible, real or personal, wheresoever located.

This Bill of Sale and conveyance is executed pursuant to a Turnover Order entered in Cause No. 95-50388-367, dated August 18, 1995, L. A. Nelson was appointed Receiver to take possession of the property of O-Ratchet, Inc. and to sell the property at a public sale to the highest bidder for cash, but subject to the approval of the Court, which approval was obtained pursuant to a decree confirming sale of personal property of O-Ratchet, Inc. dated the 21st day of August, 1995.

For value received, I, L. A. Nelson, Receiver of the assets of O-Ratchet, Inc., hereby sell and convey the personal property described in Exhibit "A", including all other assets of O-Ratchet, be they tangible or intangible, real or personal, wheresoever located, to the Buyer, Summit Tools, Inc., without warranty and pursuant to the Court's order, hereby conveying title to the personal property to Buyer, its successors and assigns.

When the context requires, singular nouns and pronouns include the plural.



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L. A. NELSON, Receiver

**COPY**



THE STATE OF TEXAS §  
§  
COUNTY OF DENTON §

This instrument was acknowledged before me on the 25 day of August, 1995, by L. A. Nelson, Receiver.



*Teresa Sherling*  
\_\_\_\_\_  
Notary Public, State of Texas

AFTER RECORDING RETURN TO:

SUMMIT TOOLS, INC.  
3111 BEL AIR DR., STE 202  
LAS VEGAS, NV 89109-1509

1512 I-35W, Suites 102 and 103, Denton, Texas

J&L single spindle finishing lathe  
Filing cabinet  
Assembly tables  
Assembly tools and performing tools  
Copy machine  
Inventory  
Parts  
Unfilled back orders  
Lost and production records  
Vendor information  
Filing Cabinets  
UPC code, foreign patents, and copyrights and trademarks  
Design work and/or prototypes on new products or product improvements

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Filing cabinet  
UPC codes  
Foreign patents  
Copyrights and trademarks  
Design work and/or prototypes on new products or product improvements  
including all other assets, be they tangible or intangible, real or personal, wheresoever  
located that are the property of O-Ratchet, Inc.

NO. 95-50388-367

95 AUG 26 AM 8:38  
DISTRICT COURT OF  
DENTON COUNTY, TEXAS  
367TH JUDICIAL DISTRICT

FIRST STATE BANK OF TEXAS

§  
§  
§  
§  
§

IN THE DISTRICT COURT OF

V.

DENTON COUNTY, TEXAS

O-RATCHET, INC. and RUSSELL FRYMAN

367TH JUDICIAL DISTRICT

**REPORT OF SALE OF PROPERTY OF O-RATCHET, INC.**

COMES NOW, L. A. NELSON, Receiver herein and makes the following report:

I.

Pursuant to the Court's Turnover Order dated August 18, 1995, the Receiver took into his possession the property described in Exhibit "A" attached hereto and held the same for a period of five (5) days, during which time, the Receiver made the property accessible for examination during regular business hours by all parties for potential purchasers. Likewise pursuant to the Court's order, the Receiver advertised the sale of the property in the Denton Record Chronicle, a Denton County newspaper with daily circulation. The notice was published for five (5) days, being August 21 and August 25, 1995. In said publication, the Receiver also advertised that the property would be sold at a public sale to the highest bidder for cash, which sale took place on Saturday, August 26, 1995 at 10:00 a.m., at the offices of the Receiver at First State Bank Building, 101 South Locust, Suite 700, Denton, Texas.

II.

The name of the purchaser at such sale was SUMMIT TOOLS, INC., a Nevada corporation.

**COPY**

III.

The total sales price of the property sold was \$80,650.00. The Receiver requests that the proceeds of the sale be ordered to be distributed as follows: To First State Bank of Texas the sum of \$76,525.00, to Hilton & Davidge, L.L.P. a sum of \$3,250.00, to Receiver, L. A. Nelson, the sum of \$875.00.

IV.

This sale is in the best interest of the Plaintiff, First State Bank of Denton, Texas, who holds the judgment in this cause and Receiver represents that he has consulted with representatives of the First State Bank of Texas, holder of the judgment herein and First State Bank of Texas has no objection to the Receiver completing this sale for the amount stated herein. Therefore, the Receiver would show that the sale is in the best interest of the estate. The Receiver is ready to complete this sale upon order of the Court.

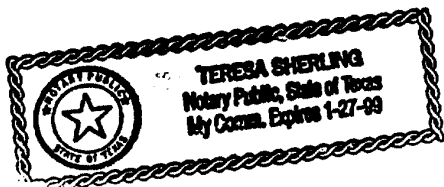
WHEREFORE, the Receiver prays that the Court approve the sale and order the Receiver to issue his Bill of Sale conveying the property to the purchaser.

Respectfully submitted,



L. A. NELSON, Receiver

SWORN TO AND SUBSCRIBED before me by L. A. Nelson on August 28, 1995.

  
Notary Public, State of Texas

1512 I-35W, Suites 102 and 103, Denton, Texas

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filing cabinet  
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assembly tools and performing tools  
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512 West Hickory, Suite 100, Denton, Texas

Unfilled back orders

Cost and production records

Vendor's information

Filing cabinet

UPC codes

Foreign patents

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Design work and/or prototypes on new products or product improvements

Other assets, be they tangible or intangible, real or personal, wheresoever located that are the property of O-Ratchet, Inc.