

11-19-2001

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TRADEMARKS ONLY



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marks: nt or copy thereof.

1. NAME OF PARTY(IES) CONVEYING AN INTEREST:

CCT Distribution, Inc.

11-13-01

ENTITY:

Individual(s) Association

General Partnership Limited Partnership

X Corporation State: Kansas

Other:

2. NAME OF PARTY(IES) RECEIVING AN INTEREST:

Name: Hillcrest Bank

Internal Address:

Street Address: 11111 West 95th Street

City: Overland Park State: KS

Zip: 66214

ENTITY:

Individual(s) Association

General Partnership Limited Partnership

Corporation State:

X Other: Banking Corporation (KS)

If not domiciled in the United States, a domestic representative designation is attached: Yes No

(The attached document must not be an assignment)

3. INTEREST CONVEYED: Entire

Assignment

Security

Name Change

Merger

X Other Order Granting Relief From Automatic Stay



11-13-2001

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #11

4. Application no's or registration no's. Additional sheet attached? Yes X No

A. Trademark Application

No. ; filed

No. ; filed

B. Trademark Registration

No. 2,095,632; Reg. Date: September 9, 1997

No. 2,165,408; Reg. Date: June 16, 1998

No. 2,119,970; Reg. Date: December 9, 1997

No. 2,121,770; Reg. Date: December 16, 1997

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

Marcia J. Rodgers, Esq. Shughart Thomson & Kilroy, P.C. 120 West 12th Street Kansas City, Missouri 64105

7. Amount of fee enclosed or authorized to be charged: \$115.00

(Check No. 348690 enclosed)

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

12-1660

6. Number of applications and registrations involved: 4

11/19/2001 TDMZ1 00000007 2075632

DO NOT USE THIS SPACE

01 FC:481 40.00 OP 02 FC:482 75.00 OP

9. Date of execution of attached document is: May 31, 2001 nunc pro tunc March 10, 2000

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. This document executed on: November 6, 2001.

Signature

Reg. No.

Marcia J. Rodgers Name of Person Signing

W

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF KANSAS

FILED
KANSAS CITY, KS
MAY 31 2001

CLERK
U.S. COURT OF BANKRUPTCY
By *[Signature]* Deputy

IN RE:)
)
CALIDO CHILE TRADERS)
SYSTEMS, INC.,)
)
Debtor.)

Case No. 97-23027-7C-jtf

IN RE:)
)
CCT DISTRIBUTIONS, INC.,)
)
Debtor.)

Case No. 97-23026-7C-jtf

**AMENDED ORDER GRANTING MOTION OF HILLCREST BANK
FOR ORDER NUNC PRO TUNC
CLARIFYING ORDER FOR RELIEF FROM THE AUTOMATIC STAY**

COMES on for consideration Hillcrest Bank (the "Bank"), by and through undersigned counsel, Cynthia F. Grimes of Grimes & Rebein, L.C., and hereby moves this Court for an Order Nunc Pro Tunc Clarifying Order for Relief From the Automatic Stay. Notice with opportunity for nonevidentiary hearing was mailed to all interested parties, no objections were filed and no hearing was held on this matter. The Court, being well and fully advised in the premises, finds as follows:

1. These cases were commenced by the filing of voluntary Chapter 11 petitions for relief on October 27, 1997.
2. These cases were converted to Chapter 7 cases on January 24, 2000.
3. The Bank holds a valid lien in all assets including all general intangibles. General intangibles include, *inter alia*, trademark registrations, common law trademark rights and trade names, together with goodwill symbolized by the marks.
4. An Order Granting Motion of Hillcrest Bank for Relief From Automatic Stay and

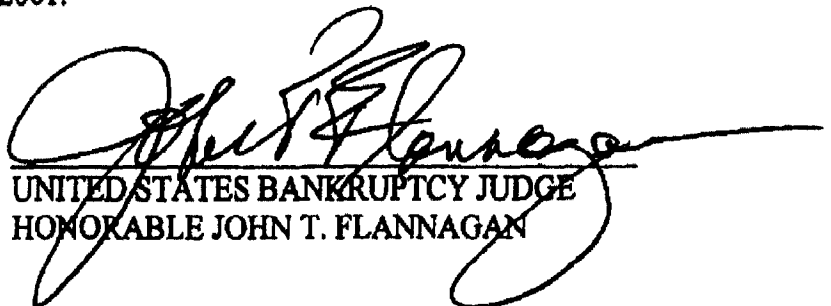
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abandoning the assets was entered on March 10, 2000.

5. The Bank foreclosed and sold by private sale all assets including the trademarks on April 14, 2000 to Original Juan Specialty Foods, Inc.
6. The Bank has fully accounted to the Trustee regarding the sale.
7. The Order did not reference the trademarks with specificity, nor did it include the technical language associated with the transfer of trademarks rights.
8. The Bank is in need of a document for recording its chain of title with the U.S. Patent and Trademark Office.
9. The Bank requests that the Court enter an amended Order clarifying that the Bank's lien extends to all trademarks including the identified registrations together with the goodwill symbolized by the marks and that Hillcrest Bank's Order Granting Relief authorized it to foreclose upon and sell the trademarks and identified registrations together with the goodwill symbolized by the marks.

IT IS THEREFORE ORDERED that the Order for Relief From Automatic Stay be clarified to provide that the lien of Hillcrest Bank in assets includes, but is not limited to, all patents and trademarks.

Dated this 31st day of May, 2001.


UNITED STATES BANKRUPTCY JUDGE
HONORABLE JOHN T. FLANNAGAN

United States Bankruptcy Court
District of Kansas
In Re: Calido Chile Traders Systems, Inc.
Case No. 97-23027-7C-jtf and
CCT Distributions, Inc., Case No. 97-23026-7C-jtf
AMENDED ORDER GRANTING MOTION OF HILLCREST BANK
FOR ORDER NUNC PRO TUNC
CLARIFYING ORDER FOR RELIEF FROM THE AUTOMATIC STAY
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Prepared by:

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