

05-09-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): CALIFORNIA BANK & TRUST

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: FEB 28, 2002

2. Name and address of receiving party(ies)

Name: CALIFORNIA CUSTOM USA 2002, INC.

Internal Address:

Street Address: 10242 NORWALK BLVD.

City: SANTA FE SPRING State: CA Zip: 92670

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2427770

Additional number(s) attached Yes No

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

Name: JIM MONSERRAT

Internal Address:

Street Address: 10242 NORWALK BLVD.

City: SANTA FE SF State: CA Zip: 90670

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:

DO NOT USE THIS SPACE

9. Signature.

JIM MONSERRAT

Name of Person Signing

Signature

Signature

APRIL 17, 2002

Date

Total number of pages including cover sheet, attachments, and document: 15

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

05/08/2002 00000097 2427770

01 FD-1491

Handwritten mark and number 40.00

TRADEMARK REEL: 002502 FRAME: 0229

BILL OF SALE

This Bill of Sale is entered into by and between California Bank & Trust ("CB&T"), and Trader's ("Purchaser").

RECITALS

WHEREAS, CB&T entered into certain financing arrangements (the "Loan") with California Custom USA Motors, Inc. ("Borrower"), pursuant to, and without limitation: (i) a Commercial Loan Agreement dated October 27, 1997; (ii) a General Security Agreement dated October 27, 1997; (iii) a Revolving Line of Credit Note dated November 6, 1998; (iv) a Commercial Loan Note dated October 28, 1997; and (v) related documents and instruments, all as may have been amended from time to time (collectively the "Loan Documents")

WHEREAS, pursuant to the terms of the Loan Documents, CB&T extended loans, advances and other financial accommodations to the Borrower, and Borrower granted a security interest in the personal property assets of the Borrower to CB&T, including without limitation, the general intangibles ("General Intangible Collateral") of Borrower.

WHEREAS, CB&T has declared the Loan in default and accelerated the Loan

WHEREAS, CB&T sent to Borrower, and others, a Notification of Disposition of Collateral and on February 12, 2002, conducted a public sale pursuant to the California Commercial Code (the "UCC").

WHEREAS, the Purchaser submitted to CB&T a bid of \$7,500 to purchase certain General Intangible Collateral set forth in Exhibit "A" attached hereto (the "Purchased General Intangibles"), and the parties believe that this is a fair and reasonable value of the Purchased General Intangibles.

AGREEMENT

NOW, THEREFORE, in consideration of the promises and the mutual covenants herein contained, the Parties hereto agree as follows:

1. In consideration of the sum of \$7,500.00 and the terms and conditions hereinafter set forth, CB&T hereby transfers, assigns, sells and conveys to Purchaser, and Purchaser purchases and accepts all of Borrower's right title and interest in and to the Purchased General Intangibles as may be conveyed pursuant to a foreclosure sale conducted under the UCC. This is an agreement to purchase only the Purchased General Intangibles and Purchaser assumes no liabilities or indebtedness of Borrower.

2. All the Purchased General Intangibles are sold without covenant or warranty, express or implied, as to the rights, interest of title sold, the merchantability or fitness of the Purchased General Intangibles for any particular purpose or of any other matter or purpose.

3. CB&T makes no representation or warranty, except that the Purchased General Intangibles were sold in conformance with the provisions of the UCC as set forth above, and assumes no responsibility with respect to the condition and existence of the Purchased General Intangibles and that said Purchased General Intangibles are sold "AS IS" and "WHERE IS;" further, CB&T is relieved of any and all liability and/or responsibility for the condition of the Purchased General Intangibles, including without limitation, those conditions which are visible (patent defects) as well as conditions which cannot be detected through investigations (latent defects), and that Purchaser assumes responsibility with respect to the condition of said Purchased General Intangibles.

4. Purchaser represents and warrants that: (i) as it has deemed appropriate, it has made its own credit and valuation analysis as to the purchase the Purchased General Intangibles; and, (ii) has independently, without reliance upon CB&T, and based on such documents and information as it has deemed appropriate at the time, made its own decision to purchase the Purchased General Intangibles.

5. The Parties each agree to execute, acknowledge, verify, deliver, furnish, or cause to be furnished all documents and information necessary to do or cause to be done all other acts and things at such times and in such forms or substance as are reasonably necessary to effectuate the terms of this Agreement.

6. The Parties represent and warrant that: (i) the execution and delivery of this Agreement has been duly authorized by all necessary actions; (ii) that this Agreement will constitute legal, valid and binding obligations of the Parties; and, (iii) the person(s) executing this Agreement are authorized to do so on behalf of their respective Party.

7. This Agreement shall be binding on the Parties hereto and their respective successors and assigns.

8. No amendment of any provision of this Agreement shall be effective unless it is in writing and is signed by all parties.

9. If any one or more of the provisions contained in this Agreement shall be deemed by a court of competent jurisdiction to be invalid, illegal or unenforceable in any respect, the legality and enforceability of the remaining provisions contained herein shall not in any way be impaired.

10. If any type of legal proceeding is necessary to enforce the terms of this Agreement, the prevailing party will be entitled to attorneys' fees, expenses and costs.

11. This Agreement shall be governed by and construed in accordance with the laws of the State of California.

12. This Agreement, and all other documents referred to herein, constitute the entire and exclusive agreement between Borrower and Purchaser with respect to the subject matter hereof. All prior or contemporaneous oral agreements relating to the subject matter hereof are merged herein.

13. The Parties have had the opportunity to seek the advice of independent legal counsel prior to the signing of this Agreement, and have either obtained such advise or have voluntarily chosen not to do so. In either event, the Parties execute this Agreement voluntarily, with full knowledge of its significance and the legal consequences thereof.

"CB&T"

Dated: February 28, 2002

California Bank & Trust

By *Luise Doreen Trojer*
Its: *Vice President*

"Purchaser"

Dated: February 28, 2002

Trader's *2000* . *ST*

By *[Signature]*
Its: *President*

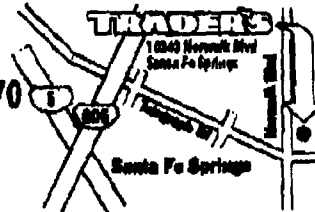
EXHIBIT "A"

1. The name: "California Custom USA"
2. The web address: www.californiacustomusa.com
3. The telephone numbers of California Custom USA (800 and regular numbers)
4. The logo: "California Custom USA"
5. Any remaining signs and banners on or around the building (however, Purchaser cannot damage the building and will be responsible in the event of any damage caused by removal of these items)
6. To the extent they exist, customer lists and information on vendors and sales history

**TRADER'S
NEW LOCATION**

WE HAVE MOVED

NEW ADDRESS AND PH#: **10242 Norwalk Blvd
Santa Fe Springs, CA 90670
Ph (562) 204 2044
Fax (562) 204 2050**



UNITED STATES BANKRUPTCY COURT

Central District of California

A chapter 7 bankruptcy case concerning the debtor(s) listed below was filed on November 5, 2001.

You may be a creditor of the debtor. This notice lists important deadlines. You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at 3420 Twelfth Street Riverside, CA 92501-3819.

NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

Debtor(s) (name(s) address)
CALIFORNIA CUSTOM USA MOTORS I
DBA CALIFORNIA CUSTOM ACCESSORIES DBA STAGE I
SUSPENSION

15497 DUPONT AVENUE CHINO, CA 91710

Case Number:
RS 01-28260-DN

Taxpayer ID Nos.:
89-0330125

Attorney for Debtor(s) (name, address, telephone)
REBECCA CALLAHAN
2010 MAIN ST STE 800
IRVINE, CA 92614

Telephone number: (949) 864-5152

Bankruptcy Trustee (name, address, telephone)
STEVEN M SPIER
3403 TENTH ST SUITE 742
Riverside, CA 92501

Telephone number: (909) 778-3071

Date: December 10, 2001 **Time:** 1:00 P.M.

Location: 3420 Twelfth St. Room 100, Riverside, CA 92501

The filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

Please Do Not File A Proof of Claim Unless You Receive a Notice To Do So

Address of the Bankruptcy Clerk's Office:

U.S. Bankruptcy Court
3420 Twelfth Street
Riverside, CA 92501-3819

Telephone number: (909) 774-1000

Clerk of the Bankruptcy Court:
Jon D. Ceretto

Hours Open:
9:00 A.M. to 4:00 P.M.

Date:
November 7, 2001

TS AH



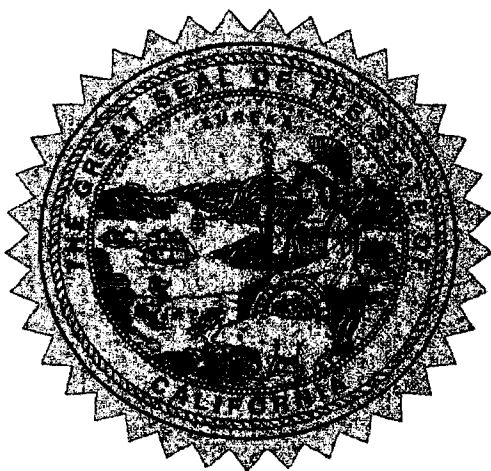
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 20 2002



Bill Jones

Secretary of State

2393222

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

OF

MAR 15 2002

CALIFORNIA CUSTOM USA 2002, INC.

BILL JONES, Secretary of State

I

The name of the corporation is CALIFORNIA CUSTOM USA 2002, INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

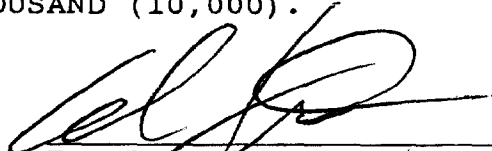
The name and address in the State of California of this corporation's initial agent for service of process is:

E. LEONARD FRUCHTER
1609 Cravensw Blvd., Suite 203B
Torrance, CA 90505

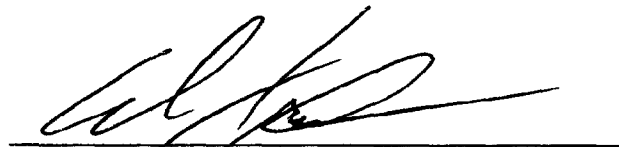
This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is TEN THOUSAND (10,000).

Dated:

3/13/02


E. LEONARD FRUCHTER

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


E. LEONARD FRUCHTER



TRADEMARK
REEL: 002502 FRAME: 0236

ACTION OF BOARD OF DIRECTORS
OF
CALIFORNIA CUSTOM USA 2002, INC.
A California Corporation
Effective April 4, 2002

The following action was taken by the written consent of the Board of Directors of CALIFORNIA CUSTOM USA 2002, INC., a California corporation.

RESOLUTION NO. 1

RESOLVED, that the Articles of Incorporation filed with the California Secretary of State on March 15, 2002, be and they hereby are adopted, ratified and affirmed by this corporation and the Secretary of this corporation is authorized and directed to insert certified copies of the Articles of Incorporation in the Book of Minutes of this corporation.

RESOLUTION NO. 2

WHEREAS, by written Action by Incorporator dated April 4, 2002, the Incorporator of the corporation has adopted By-Laws for the corporation and elected the first Directors of the corporation; and

WHEREAS, the Action by Incorporator signed by the Incorporator and a copy of the By-Laws thereby adopted were presented to the Directors for review.

NOW, THEREFORE, BE IT RESOLVED, that the By-Laws of this corporation adopted by the Incorporator of this corporation by written Action dated April 4, 2002 be and they hereby are approved and the adoption of such By-Laws as and for the By-Laws of this corporation be and it hereby is ratified and approved.

RESOLVED, FURTHER, that the Secretary of this corporation is hereby authorized and directed to execute a Certificate of the adoption of the By-Laws and to insert the By-Laws as so certified in the Book of Minutes of this corporation and to see that a copy of the By-Laws, being similarly certified, is kept at the principal executive office of California of this corporation in accordance with Section 213 of the General Corporation Law.

RESOLUTION NO. 3

RESOLVED, that the following persons are elected to the offices set opposite their names for the ensuing year or until their successors should be elected and qualified, and to perform such duties as are imposed upon each of them by the By-Laws of this corporation or by the Board of Directors:

TED NAKAYAMA	PRESIDENT
JIM MONSERRAT	VICE-PRESIDENT, TREASURER
SIMON PURVES	VICE-PRESIDENT, SECRETARY

RESOLUTION NO. 4

WHEREAS, the Articles of Incorporation designated E. LEONARD FRUCHTER as the initial agent of this corporation for the purpose of service of process; and

WHEREAS, the corporation will be required to file a Statement By Domestic Stock Corporation with the Secretary of State each year designating an agent for service of process.

NOW, THEREFORE, BE IT RESOLVED, that JONATHAN DUNN is hereby designated as the agent of this corporation for the purpose of service of process, to serve as such agent until his resignation or a new agent for service of process is designated by the Board of Directors of this corporation.

RESOLUTION NO. 5

RESOLVED, that the corporate seal of the corporation consisting of two concentric circles with the words "CALIFORNIA CUSTOM USA 2002, INC." and the words and figures "INCORPORATED 2002 CALIFORNIA" be and same hereby is adopted as the seal of this corporation, and the Secretary is directed to impress an imprint of such seal adjacent to this resolution.

RESOLUTION NO. 6

RESOLVED, that the form of share certificate attached to these resolutions be and the same hereby is approved and adopted as the form of certificate to represent outstanding shares of capital stock of the corporation.

RESOLUTION NO. 7

RESOLVED, that as there are various expenses connected with the incorporation and organization of this corporation, including attorneys' fees, filing fees, and other costs and

expenses advanced by the Director of this corporation for its organization, the Treasurer of this corporation be, and he hereby is authorized and directed to pay such expenses of incorporation and organization of this corporation.

RESOLUTION NO. 8

RESOLVED, that 10242 Norwalk Boulevard, Santa Fe Spring, CA 90670 be and the same is designated and fixed as the principal executive office of this corporation.

RESOLUTION NO. 9

WHEREAS, to facilitate the financial operations and record keeping of the corporation, the Treasurer of this corporation deems it advisable to open accounts at such official institutions as that officer shall designate, and that authorized signatories to the accounts be any two of the following:

TED NAKAYAMA, JIM MONSERRAT, SIMON PURVES

RESOLVED, that in order to provide for a depository for the funds of the corporation, the President is hereby authorized and directed to open said bank account; and

RESOLVED, FURTHER, that the resolutions dealing with this matter and appearing on the pages immediately following these resolutions are hereby adopted and approved.

RESOLUTION NO. 10

WHEREAS, the Treasurer noted that certain resolutions relating to the sale and issuance of the corporation capital stock be adopted in view of the general rules of Section 1244 of the Internal Revenue Code; and

WHEREAS, as provided for in the rules of Section 1244 of the Internal Revenue Code, in the case of an individual, a loss on Section 1244 stock issued to such individual or to a partnership which would (but for this section) be treated as a loss from the sale or exchange of a capital asset shall, to the extent provided in this section, be treated as a loss from the sale or exchange of an asset which is not a capital asset.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the provisions of Section 1244 of the Internal Revenue Code and the Regulations promulgated thereunder, this corporation hereby adopts this written plan to issue stock within the time allowed by California Law, and in all events, within two (2) years after the adoption hereof; that the only stock covered by this plan shall be common; that a maximum of WWW shares of stock shall be offered under this plan; that no other stock offering is outstanding at

this time; and that the corporation is a small business corporation in that the sum of the amount of stock to be offered under this plan and the money and other property received by the corporation as of the date of this plan for stock, as a contribution to capital and as paid-in surplus, shall in no event exceed Five Hundred Thousand Dollars (\$500,000.00), and the sum of the amount of stock to be offered hereunder and the equity capital of the corporation shall in no event exceed One Million Dollars (\$1,000,000.00).

RESOLUTION NO. 11

WHEREAS, this corporation is authorized in its Articles of Incorporation to issue 10,000 shares of common stock; and

WHEREAS, it is intended that the offer, issuance and sale of common stock of this corporation as set forth in these resolutions be conducted in such a manner as to be exempt from the qualification provision of the California Corporations Code pursuant to the exemption provided in Section 25102(f) of the California Corporations Code.

WHEREAS, the facts establishing qualification must be set forth on a notice form required to be filed with the Commissioner of Corporations' office;

NOW, THEREFORE, BE IT RESOLVED, that the shares hereinafter proposed to be issued be issued and restricted only to such persons and in such a manner that immediately after the sale and issuance the issuer will have only one (1) class of stock outstanding, which will be owned beneficially by no more than thirty-five (35) "counted" persons each of whom has a pre-existing personal or business relationship with the issuer or, by reason of business or financial experience or the business or financial experience of an advisor not affiliated with or compensated by the issuer are able to protect their own interests in connection with this transaction; and

RESOLVED, FURTHER, that the offer and sale of this stock not be accomplished by the publication of any advertisement; and

RESOLVED, FURTHER, that the Officers and Directors of this corporation be and they hereby are authorized to cause to be prepared, verified and filed in connection with the issuance of capital stock of this corporation, a Notice of Issuance of Securities (pursuant to Subdivision (f) of Section 25102 of the California Corporations Code) with the Commissioner of Corporations of the State of California (including amendments and supplements thereto) notifying the Commissioner of the sale and issuance of this corporation of its capital stock for cash and in the number and for the consideration as shown by the following table:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
TED NAKAYAMA	250	\$1,750.00
JIM MONSERRAT	250	1,750.00
SIMON PURVES	500	3,500.00

RESOLVED, FURTHER, that the Officers of this corporation are directed to prepare and file said Notice of Issuance of Securities with the Commissioner of Corporations of the State of California in connection with the issuance of such shares of capital stock as set forth in the foregoing table, not later than thirty (30) days after the consideration for the stock is received and to take all such further proceedings before the Commissioner of Corporations as are necessary and proper.

RESOLVED, FURTHER, that the President or the Vice President and Secretary be, and they are hereby, authorized to sell and issue shares of stock in accordance with the foregoing table complying with all of the terms and conditions of these resolutions.

RESOLUTION NO. 12

RESOLVED, that this corporation adopt an accounting year, as follows:

DATE ACCOUNTING YEAR BEGINS: January 1
DATE ACCOUNTING YEAR ENDS: December 31

We direct that this consent be filed with the minutes of the proceedings of the Board of Directors of this corporation, to be effective as of April 4, 2002.

This consent is executed pursuant to Section 307(b) of the Corporations Code of the State of California, as well as Section 10 of Article II of the By-Laws of this corporation, both of which authorize the taking of action by the Board of Directors by unanimous written consent without a meeting.

WITNESS our signatures as Directors this 4th day of April, 2002.

TED NAKAYAMA

JIM MONSERRAT

SIMON PURVES