

09-11-2002

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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

DEKA Medical, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Offer to Purchase/Bill of Sale
- Merger
- Change of Name

Execution Date: April 13, 2001

2. Name and address of receiving party(ies)

Name: Joseph Petringa and Tracy Thompson

Internal

Address: _____

Street Address: 431 Park Village Drive, Suite E

City: Knoxville State: TN Zip: 37923

Individual(s) citizenship United States

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)

2000064

Additional number(s) attached Yes No

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

Name: Jocelyn R. Dabeau

Internal Address: Thompson & Knight L.L.P.

Street Address: 1700 Pacific Avenue

Suite 3300

City: Dallas State: Texas Zip: 75201

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:

20-0821

(Attach duplicate copy of this page if paying by deposit account)

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.

Jocelyn R. Dabeau

Name of Person Signing

Jocelyn R. Dabeau
Signature

September 10, 2002

Date

3

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

09/11/2002 DBYRNE

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

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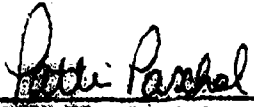
OFFER TO PURCHASE

Joseph Petringa and Tracy Thompson (the buyers) hereby offer to purchase the "Gel-Lite Division," formerly KAP Industries and P&K Products, from DEKA Medical (the seller) under the following terms and conditions:


1. This offer is subject to inspection of inventories and acceptance of this offer on or before Thursday, April 12, 2001. The customer list, machines, equipment and intellectual property and other non-inventory assets will be valued in this offer of \$20,000. Upon acceptance of this offer, the \$20,000 will be paid by Friday, April 13, 2001.
2. Upon Buyers completion and acceptance of the inventory, the remaining \$25,000 for the inventory will be paid no later than Tuesday, April 17, 2001.
3. Offer is contingent upon the seller satisfying all Gel-Lite payables with seven days. (See attached Schedule A)
4. Seller must release trailers containing equipment, finished and unfinished inventories, supplies, etc. immediately in order for buyers to relocate and begin production.



 Joseph Petringa
 Buyer



 DEKA Medical, Inc.
 Seller



 Tracy Thompson
 Buyer

5. Upon closing, Petringa will be deemed to have released Seller and its affiliates from any and all claims arising from his relationship with Seller, including but not limited to the agreements entered into in connection with Seller's original purchase of KAP Industries, Inc. and P&K Products, Inc.

Buyer:
 Joseph Petringa JP (initialed)
 Tracy Thompson TT (initialed)

Seller:
 DEKA Medical, Inc. PP (initialed)

BILL OF SALE

This Bill of Sale, effective as of April 13, 2001, is made from Deka Medical, Inc. ("Seller") to Joseph Petringa and Tracy Thompson (collectively "Purchaser").

WHEREAS, Purchaser and Seller entered into that Offer to Purchase, dated April 2001 (the "Offer") relating to the "Gel-Lite Division" (the "Division") of Seller;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and certain other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Sale and Purchase of Assets. Seller hereby sells, assigns, transfers and sets over to Purchaser, and by its acceptance hereof, Purchaser hereby acknowledges receipt of, all right, title and interest of Seller in and to the assets of the Division described in the Offer on as "AS IS, WHERE IS" basis. Seller hereby represents and warrants that it owns the foregoing assets free and clear of all liens, claims and encumbrances.

2. Agreement. This Bill of Sale shall not be deemed to supersede any of the provisions of the Offer and if there is any conflict between the terms of this Bill of Sale and the terms of the Offer, the terms of the Offer will prevail.

3. Successors and Assigns. All terms and provisions of this Bill of Sale shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the Seller has executed this Bill of Sale as of the date first above written.

Deka Medical, Inc.

By: Patti Paschal