

02-13-2003



Form PTO-1594 R
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102364802

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

1. Name of conveying party(ies): 2-10-03
California Tomato Machinery LLC

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

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

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name

Execution Date: December 31, 2002

2. Name and address of receiving party(ies)
Name: Westside Equipment Co.

Internal Address: Attn: John Perez

Street Address: 18 Fink Road
City: Crows Landing State: CA Zip: 95313

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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) 2,624,752

Additional number(s) attached Yes No

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

Internal Address: _____

Street Address: 5260 N. Palm, Suite 221

City: Fresno State: CA Zip: 93704

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.

Mark D. Miller
Name of Person Signing

[Signature]
Signature

Jan. 29, 2003
Date

Total number of pages including cover sheet, attachments, and document: 5

RECORDED
JAN 29 10 AM '03
FINANCE SECTION

02/12/2003 ECDOPER 00000170 2624752

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

01 FC:0521

40.00 DP

TRADEMARK
REEL: 002670 FRAME: 0773

BILL OF TRANSFER

THIS BILL OF TRANSFER is made as of December 31, 2002, by CALIFORNIA TOMATO MACHINERY LLC, a California limited liability company ("Transferor"), and DANIEL J. PEREZ, as to an undivided 16 2/3% interest; JOHN A. PEREZ, as to an undivided 16 2/3% interest; MARK T. PEREZ, as to an undivided 16 2/3% interest; MICHAEL J. PEREZ, Trustee of the MICHAEL J. PEREZ LIVING TRUST, as to an undivided 16 2/3% interest; RAMON L. PEREZ, as to an undivided 16 2/3% interest; and DANIEL L. RODRICK, as to an undivided 16 2/3% interest (collectively, "Transferee").

Transferor hereby transfers, assigns and delivers to Transferee, all of Transferor's right, title and interest in and to all property that Transferor owns as of the date hereof, which property is generally described as of October 31, 2002 under the heading "Assets" in Transferor's balance sheet attached hereto as Exhibit A, together with all products and proceeds of such listed property, and all replacements and substitutions therefor (the "Assets").

Transferor warrants that it is lawfully possessed of good title to the Assets, and that it has the legal right and authority to transfer the Assets.

The Assets are transferred subject to all liens and encumbrances, and "AS IS" and without any representations or warranties, whether express or implied, as to condition, merchantability or fitness for a particular purpose, all of which are hereby disclaimed by Transferor.

Transferee hereby accepts the assignment of the Assets, and assumes any and all of Transferor's duties, obligations and liabilities in any way relating to the Assets, including without limitation those described in Transferor's October 31, 2002 balance sheet attached hereto as Exhibit A.

This Bill of Transfer shall be binding upon and inure to the benefit of Transferor and Transferee and their respective successors and assigns.

This Bill of Transfer may be executed in any number of counterparts and any party may execute any counterpart, each of which when executed and delivered shall be deemed to be an original and all of which, taken together, shall be deemed to be but one and the same instrument. Facsimile signatures shall be effective as though they were originals.

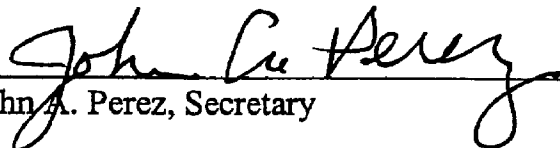
IN WITNESS WHEREOF, Transferor and Transferee have executed this Bill of Transfer as of the date first set forth above.

“Transferor”

CALIFORNIA TOMATO MACHINERY LLC, a
California limited liability company

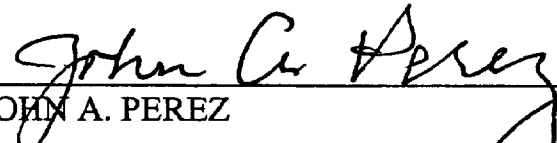
By: Westside Equipment Co., a California
corporation, Manager

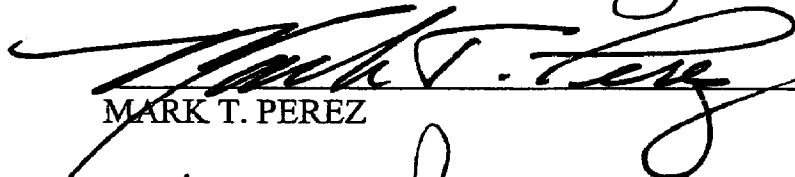
By 
Daniel L. Rodrick, President

By 
John A. Perez, Secretary

“Transferee”


DANIEL J. PEREZ


JOHN A. PEREZ


MARK T. PEREZ


MICHAEL J. PEREZ, Trustee of the MICHAEL J.
PEREZ LIVING TRUST


RAMON L. PEREZ

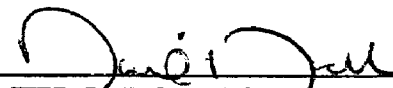

DANIEL L. RODRICK

EXHIBIT A

The Balance Sheet

[Attached]

EXHIBIT A
TO
BILL OF TRANSFER

CALIFORNIA TOMATO MACHINERY, LLC

Balance Sheet

As of October 31, 2002

	<u>10/31/2002</u>	<u>10/31/2001</u>	<u>Variance PY</u>
ASSETS			
CURRENT ASSETS			
Cash			
Inventory			
Accounts Receivable - Trade			
Accounts Receivable - WSE			
Prepaid expenses			
Security Deposit			
Total current assets			
PROPERTY, PLANT AND EQUIPMENT, at cost			
Less accumulated depreciation			
OTHER ASSETS			
Patent and design rights			
Covenant not to compete			
Goodwill and customer information			
Organization costs			
Less accumulated amortization			
LIABILITIES AND MEMBERS' EQUITY			
CURRENT LIABILITIES			
Notes payable - Union Bank - Operating line of credit			
Accounts payable - trade			
Accrued liabilities			
Customer deposits			
Interest payable			
Income Tax Payable			
Advances due to affiliates-WSE			
Current portion of long-term debt			
Total current liabilities			
LONG-TERM DEBT			
Notes payable - Union Bank			
Total liabilities			
MEMBER'S EQUITY			
Members' contribution			
Members' distribution			
Prior retained earnings			
Current retained earnings			
Total equity			
Working Capital			
Debt to Tangible Net Worth			
Debt Percentage			
Equity Percentage			