

05-08-2003

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



102442537

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 Tomato Machinery LLC 5.6.03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
XX Other Limited Liability Company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Westside Equipment Co.
Name:
Internal Address: Attn: John Perez
Street Address: 18 Fink Rd.
City: Crows Landing State: CA Zip: 95338
Individual(s) citizenship
Association
General Partnership
Limited Partnership
XX 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

3. Nature of conveyance:
XX Assignment Merger
Security Agreement Change of Name
Other
Execution Date: December 31, 2002

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 Ave., Ste. 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:
(Attach duplicate copy of this page if paying by deposit account)

Handwritten notes: 05/07/2003 ECOOPER 00000244 2624752 01 FC:4521 40.00 OP

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.
Mark D. Miller Signature Date May 1, 2003

Total number of pages including cover sheet, attachments, and document: 9

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

TRADEMARK REEL: 002728 FRAME: 0025

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.

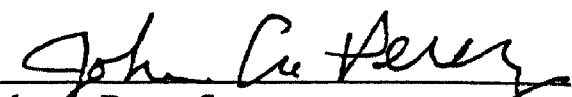
IN WITNESS WHEREOF, Transferor and Transferee have executed this Bill of Transfer as of the date first set forth above.

"Transferor"

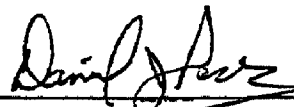
CALIFORNIA TOMATO MACHINERY LLC, a California limited liability company

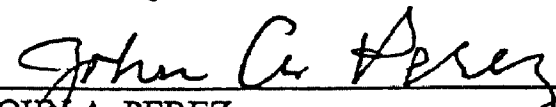
By: Westside Equipment Co., a California corporation, Manager

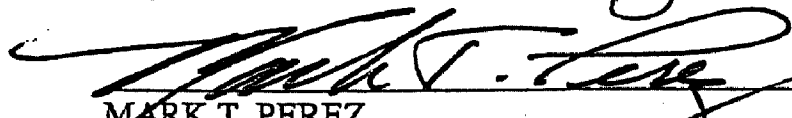
By 
Daniel L. Rodrick, President

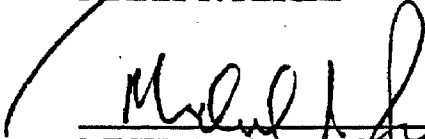
By 
John A. Perez, Secretary

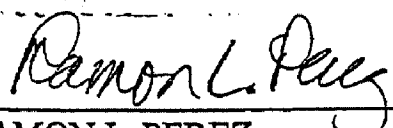
"Transferee"


DANIEL J. PEREZ


JOHN A. PEREZ


MARK T. PEREZ


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


RAMON L. PEREZ

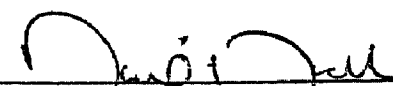

DANIEL L. RODRICK

EXHIBIT A

The Balance Sheet

[Attached]

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Assets	Liabilities	Equity
Current Assets	Current Liabilities	Current Equity
Fixed Assets	Long-Term Liabilities	Long-Term Equity
Total Assets	Total Liabilities	Total Equity

EXHIBIT A
TO
BILL OF TRANSFER

CAL ORNIA TOMATO MACHINE Y, 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			

BILL OF TRANSFER

THIS BILL OF TRANSFER is made as of December 31, 2002, by DANIEL J. PEREZ, as to an undivided 16 2/3% interest, being all of his interest; JOHN A. PEREZ, as to an undivided 16 2/3% interest, being all of his interest; MARK T. PEREZ, as to an undivided 16 2/3% interest, being all of his interest; MICHAEL J. PEREZ, Trustee of the MICHAEL J. PEREZ LIVING TRUST, as to an undivided 16 2/3% interest, being all of his interest; RAMON L. PEREZ, as to an undivided 16 2/3% interest, being all of his interest; and DANIEL L. RODRICK, as to an undivided 16 2/3% interest, being all of his interest (collectively, "Transferor"), and WESTSIDE EQUIPMENT CO., a California corporation ("Transferee").

Transferor hereby transfers, assigns and delivers to Transferee, all of Transferor's right, title and interest in and to all property that Transferor acquired from California Tomato Machinery LLC, a California limited liability company ("CTM"), as of the date hereof, which property is generally described as of October 31, 2002 under the heading "Assets" in CTM's October 31, 2002 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 CTM'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.

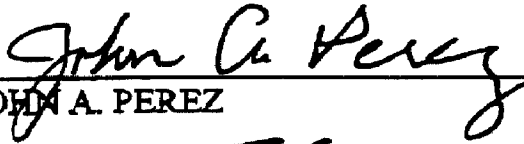
This Bill of Transfer may be executed in any number of counterparts and any party may execute any counterpart, each of which when executed and delivered shall be deemed to be an original and all of which, taken together, shall be deemed to be but one and the same instrument. Facsimile signatures shall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

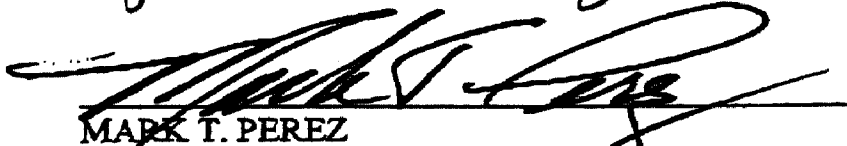
"Transferor"



DANIEL J. PEREZ



JOHN A. PEREZ




MARK T. PEREZ



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



RAMON L. PEREZ



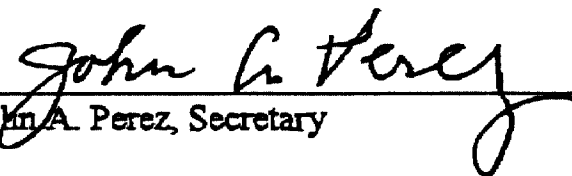
DANIEL L. RODRICK

"Transferee"

WESTSIDE EQUIPMENT CO., a California corporation

By 

Daniel L. Rodrick, President

By 

John A. Perez, Secretary

EXHIBIT A

The Balance Sheet

[Attached]

EXHIBIT A
TO
BILL OF TRANSFER

CAI CALIFORNIA TOMATO MACHINERY, LLC

Balance Sheet

As of October 31, 2002

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

RECORDED: 05/06/2003

TRADEMARK
REEL: 002728 FRAME: 0033