

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Charles E. Sims		02/18/2004	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA	
Name:	N2itive1 Innovations
Street Address:	7645 North Union Boulevard, Suite 110
City:	Colorado Springs
State/Country:	COLORADO
Postal Code:	80920
Entity Type:	COMPANY: UNITED STATES

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	2481791	
Registration Number:	2762140	GUARDIAN ANGEL
Registration Number:	2798065	GUARDIAN ANGEL

CORRESPONDENCE DATA	
Fax Number:	(608)218-6910
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(608)218-6900
Email:	dapayne@medlencarroll.com
Correspondent Name:	David A. Payne
Address Line 1:	101 Howard Street
Address Line 2:	Suite 350
Address Line 4:	San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	ANGL-02928
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NAME OF SUBMITTER:	David A. Payne
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Total Attachments: 7
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CH \$90.00 2481791

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1 BUCHALTER, NEMER, FIELDS & YOUNGER
A Professional Corporation
2 ARON M. OLINER (#152373)
333 Market Street, 25th Floor
3 San Francisco, California 94105-2130
Telephone: (415) 227-0900/Facsimile (415) 227-0770
4 Attorneys for Charles E. Sims
5 Chapter 7 Trustee
6
7

8 UNITED STATES BANKRUPTCY COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN FRANCISCO DIVISION

11 In re) Chapter 7
12 GUARDIAN ANGEL HOLDINGS,) Case No. 03-33314-SFM7
13 INC., a California corporation,) [NO HEARING SCHEDULED]
14 Debtor.)

15 **APPLICATION FOR ORDER AUTHORIZING TRUSTEE'S SALE OF**
16 **PROPERTY OF THE ESTATE PURSUANT TO 11 U.S.C. § 363(b)**

17 Charles E. Sims, Chapter 7 trustee ("Trustee"), respectfully applies for an
18 Order authorizing him to sell property of the estate pursuant to 11 U.S.C. §363(b) and
19 represents as follows:

20 1. This bankruptcy case was commenced by the filing of a voluntary
21 petition under Chapter 7 of the Bankruptcy Code on or about November 10, 2003. The
22 Trustee is the duly appointed, qualified and acting Chapter 7 trustee of the Debtor's estate.

23 2. The Debtor developed certain technology and a type of "test strip" by
24 which individuals can test the level of alcohol in their system. The Debtor filed bankruptcy
25 among other things as a result of a substantial decline in its income from business operations.
26 This was filed as a straight Chapter 7 case, as the Debtor believed it impossible to effectively
27 reorganize.
28

1 3. Among the assets of the bankruptcy estate are certain tangible items
2 located in St. Paul, Minneapolis, and at other sites. The Trustee was contacted by N2itive I
3 Innovations ("Buyer"), who completed rudimentary due diligence and made an offer, which
4 the Trustee accepted subject to overbid, to purchase certain assets.

5 4. The Buyer agreed to purchase all the estate's right, title and interest in
6 and to the property identified in this paragraph, as is, where is, if is, and without any
7 representations or warranties. The Buyer agreed to purchase, subject to these conditions, the
8 estate's interests in all inventory (approximately 67,000 finished wallets), various displays
9 as well as whatever interest the estate may have in intellectual property including, but no
10 limited to patents, trademarks and copyrights. The parties agreed that neither the Trustee nor
11 the bankruptcy estate would be responsible for any charges, fees, back rent or storage costs
12 or the like, associated with these assets and that it would be the Buyer's responsibility to deal
13 with any such issues. The Buyer tendered to the Trustee a check in the amount of \$5,000
14 and offered a total purchase price of \$15,000, subject to an overbid procedure.

15 5. On January 21, 2004, the Trustee served a Notice of Trustee's Intention
16 to Sell Property of the Estate Pursuant to 11 U.S.C. § 363(b); and Opportunity for Overbid
17 on all creditors and parties-in-interest (the "Notice"). An entity known as SENK, LLC
18 ("Overbidder") timely qualified as an overbidder consistent with the terms described in the
19 Notice. On February 13, 2004, the Trustee conducted an auction. There were various
20 overbids made and the Buyer ultimately was the highest bidder. The Buyer's overbid was
21 \$20,500.

22 6. The Trustee believes that this Court should approve the sale as described
23 herein as it is in the best interest of creditors and the estate. Other than as described above
24 there has been no activity on this matter and the Trustee is not in receipt of, nor is he aware
25 of any objection to the transaction.

1 **WHEREFORE**, the Trustee respectfully requests that this Court enter an
2 order authorizing the sale described hereinabove.

3 Dated: February 11, 2004

BUCHALTER, NEMER, FIELDS & YOUNGER
A Professional Corporation

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5 By _____

Aron M. Oliner
Attorneys for Charles E. Sims
Chapter 7 Trustee

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5 Attorneys for Charles E. Sims
Chapter 7 Trustee

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7 UNITED STATES BANKRUPTCY COURT
8 NORTHERN DISTRICT OF CALIFORNIA
9 SAN FRANCISCO DIVISION

10 In re) Chapter 7
11 GUARDIAN ANGEL HOLDINGS,) Case No. 03-33314-SFM7
12 INC., a California corporation,)
13 Debtor.) [NO HEARING SCHEDULED]

14 **DECLARATION OF ARON M. OLINER IN SUPPORT OF APPLICATION FOR**
15 **ORDER AUTHORIZING TRUSTEE'S SALE OF PROPERTY OF THE ESTATE**
16 **PURSUANT TO 11 U.S.C. § 363(b)**

17 I, Aron M. Oliner, declare:

18 1. I am an attorney at law duly licensed to practice before this Court
19 and am a shareholder of the law firm of Buchalter, Nemer, Fields & Younger, a
20 Professional Corporation, counsel of record to Charles E. Sims, Chapter 7 trustee
21 ("Trustee"). If called upon to testify as to the matters set forth herein, I could and would
22 competently testify thereto as these matters are personally known to me to be true. As to
23 those matters stated as information and belief, I would competently testify as to those
24 matters as I believe them to be true.

25 2. This bankruptcy case was commenced by the filing of a voluntary
26 petition under Chapter 7 of the Bankruptcy Code on or about November 10, 2003. The
27 Trustee is the duly appointed, qualified and acting Chapter 7 trustee of the Debtor's estate.
28

1 3. The Debtor developed certain technology and a type of "test strip"
2 by which individuals can test the level of alcohol in their system. The Debtor filed
3 bankruptcy among other things as a result of a substantial decline in its income from
4 business operations. This was filed as a straight Chapter 7 case, as the Debtor believed
5 impossible to effectively reorganize.

6 4 Among the assets of the bankruptcy estate are certain tangible items
7 located in St. Paul, Minneapolis, and at other sites. The Trustee was contacted by
8 N2itive1 Innovations ("Buyer"), who completed rudimentary due diligence and made an
9 offer, which the Trustee accepted subject to overbid, to purchase certain assets.

10 5. The Buyer agreed to purchase all the estate's right, title and interest
11 in and to the property identified in this paragraph, as is, where is, if is, and without any
12 representations or warranties. The Buyer agreed to purchase, subject to these conditions
13 the estate's interests in all inventory (approximately 67,000 finished wallets), various
14 displays, as well as whatever interest the estate may have in intellectual property
15 including, but not limited to patents, trademarks and copyrights. The parties agreed that
16 neither the Trustee nor the bankruptcy estate would be responsible for any charges, fees,
17 back rent or storage costs, or the like, associated with these assets and that it would be the
18 Buyer's responsibility to deal with any such issues. The Buyer tendered to the Trustee a
19 check in the amount of \$5,000, and offered a total purchase price of \$15,000, subject to
20 overbid procedure.

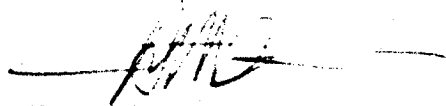
21 6. ~~On January 21, 2004, the Trustee served a Notice of Trustee's~~
22 Intention to Sell Property of the Estate Pursuant to 11 U.S.C. § 363(b); and Opportunity
23 for Overbid on all creditors and parties-in-interest (the "Notice"). A true and correct
24 copy of the Notice, together with the Proof of Service, is attached hereto as Exhibit "A"
25 and is incorporated by reference.

26 7. An entity known as SENK, LLC ("Overbidder") timely qualified as
27 an overbidder consistent with the terms described in the Notice. On February 13, 2004,
28 conducted an auction in my offices. There were various overbids made and the Buyer

1 ultimately was the highest bidder. The Buyer's overbid was \$20,500.

2 8. I believe that the transaction described above and in the
3 accompanying Application is in the best interests of the estate and should be approved.
4 There has been no objection to the transaction.

5 I declare under penalty of perjury under the laws of the United States of
6 America that the foregoing is true and correct, and that this declaration was executed on
7 February 13, 2004, at San Francisco, California.

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ARON M. OLINER

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ORIGINAL

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Attorneys for Charles E. Sims
Chapter 7 Trustee

04 FEB 18 PM 3:31

U.S. BANKRUPTCY COURT
NORTHERN DIST. OF CA.
SAN FRANCISCO, CA.

UNITED STATES BANKRUPTCY COURT
Northern District of California

I certify that this is a true, correct and full copy
of the original document on file in my custody.

Dated APR 12 2004
by [Signature]
Deputy Clerk

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION



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In re) Chapter 7
GUARDIAN ANGEL HOLDINGS,)
INC., a California corporation) Case No. 03-33314-SFM7
Debtor.)

**ORDER AUTHORIZING TRUSTEE'S SALE OF PROPERTY OF THE ESTATE
PURSUANT TO 11 U.S.C. §363(b)**

On the basis of the Application for an Order Authorizing Trustee to Sell
Property of the Estate pursuant to 11 U.S.C. §363(b); and Opportunity for Overbid, (the
"Application") submitted by Charles E. Sims, Chapter 7 trustee (the "Trustee"), due and
proper notice of the Trustee's Notice of Intention to Sell Property of the Estate Pursuant to
11 U.S.C. §363(b) having been given;

IT IS HEREBY ORDERED as follows:

1. The Application for Order Authorizing Trustee's Sale of Property of the
Estate Pursuant to 11 U.S.C. §363(b), is hereby approved.
2. The Trustee and N2itive1 Innovations are hereby authorized to execute
any and all documents and to take any and all steps necessary and proper to consummate the
sale as described in the Application.

Dated: Feb 18, 2004

[Signature]
UNITED STATES BANKRUPTCY JUDGE

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