

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Order authorizing sale of assets

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. Bankruptcy Court, Central District of California (Los Angeles Division)		06/02/2006	Bankruptcy Court:

RECEIVING PARTY DATA

Name:	Olympia Group, Inc.
Street Address:	505 South Seventh Avenue
City:	City of Industry
State/Country:	CALIFORNIA
Postal Code:	91746
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1178879	ROUGHNECK
Registration Number:	2227873	MAGNA CUT
Registration Number:	2362616	EUROCUT DIAMOND PRODUCTS
Registration Number:	2390954	CONTINENTAL ABRASIVES
Registration Number:	2393374	SIDEKICK
Registration Number:	2557716	EUROCUT
Registration Number:	2559203	EURO CUT
Registration Number:	2593923	STUD CHOPPER
Registration Number:	2961715	
Registration Number:	3028748	ROUGHNECK

CORRESPONDENCE DATA

Fax Number: (612)607-7100

CH \$265.00 1178879

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 612-607-7325
Email: cclassen@oppenheimer.com
Correspondent Name: Barbara J. Grahn, Esq.
Address Line 1: Suite 3300, 45 South Seventh St.
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	12908/200 CC14
NAME OF SUBMITTER:	Barbara J. Grahn
Signature:	/Barbara J. Grahn cc14/
Date:	08/23/2006

Total Attachments: 7

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ORIGINAL

PACHULSKI STANG ZIEHL YOUNG JONES & WEINTRAUB LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA

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Jeffrey N. Pomerantz (CA Bar No. 143717)
Jeffrey W. Dulberg (CA Bar No. 181200)
PACHULSKI STANG ZIEHL YOUNG
JONES & WEINTRAUB LLP
10100 Santa Monica Blvd., 11th Floor
Los Angeles, California 90067-4100
Telephone: 310/277-6910
Facsimile: 310/201-0760

Attorneys for Olympia Group, Inc., Debtor and Debtor in Possession

FILED
MAY 3 1 2006
U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
BY

ENTERED
JUN 2 2006
U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
BY

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:
OLYMPIA GROUP, INC.,
Debtor.
Fed. Tax I.D. No.: 94-2431092

Case No.: LA 06-10111-EC
Chapter 11

ORDER RE MOTION FOR ORDER (1) AUTHORIZING SALE OF CERTAIN ASSETS FREE AND CLEAR OF LIENS CLAIMS AND ENCUMBRANCES, (2) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF INTELLECTUAL PROPERTY LICENSES; AND (3) APPROVING EMPLOYMENT OF THE PRIDE CAPITAL GROUP, LLC D/B/A GREAT AMERICAN GROUP AS AUCTIONEER IN CONNECTION THEREWITH

Date: May 31, 2006
Time: 1:30 p.m.
Place: Courtroom 1639
255 East Temple Street
Los Angeles, CA 90012
Judge: Honorable Ellen Carroll

THIS MATTER CAME BEFORE THE COURT at a hearing held on May 31, 2006, at 1:30 p.m., before the Honorable Ellen Carroll, United States Bankruptcy Judge, in Courtroom 1639, 255 East Temple Street, Los Angeles, California, to consider the Motion for Order (1) Authorizing Sale of Certain Assets Free and Clear of Liens Claims and Encumbrances, (2) Authorizing Assumption and Assignment of Intellectual Property Licenses; and (3) Approving Employment of The Pride Capital Group, LLC d/b/a Great American Group as Auctioneer in Connection Therewith

MAY 3 1 2006

1 (the "Motion").¹ Jeffrey W. Dulberg of Pachulski Stang Ziehl Young Jones & Weintraub LLP
2 appeared on behalf of Olympia Group, Inc., a California corporation, debtor and debtor in possession
3 herein (the "Debtor"). All other appearances were as noted in the record.

4 Having reviewed and considered the Motion and the declarations filed in support thereof, the
5 pleadings and documents on file in this case, and the arguments made by counsel at the hearing, this
6 Court finds notice of the Motion was adequate and appropriate under the circumstances, no further
7 notice need be given, and no objections were filed or any such objections were resolved
8 consensually, and after due deliberation and sufficient cause appearing

9 **THE COURT HEREBY FINDS AS FOLLOWS:**

10 A. This Court has jurisdiction to hear and determine the Motion pursuant to 28 U.S.C. §§
11 157 and 1334.

12 B. Determination of the Motion is a core proceeding under 28 U.S.C. § 157(b)(2)(A),
13 (M) and (N).

14 C. The statutory predicates for the relief requested herein are sections 363 and 365 of the
15 Bankruptcy Code and Bankruptcy Rules 2002, 6004, and 6006.

16 D. Proper, timely, adequate and sufficient notice of the Motion has been provided in
17 accordance with Sections 102(1), 363 and 365 of the Bankruptcy Code and Bankruptcy Rules 2002,
18 6004 and 6006 and no other or further notice of the Motion is required.

19 E. A reasonable opportunity to object or be heard with respect to the Motion and the ⁽³⁵⁾
20 relief requested therein has been afforded to all interested persons and entities, including: ^{but not limited to} (i) the
21 Office of the United States Trustee; (ii) the Official Committee of Unsecured Creditors; (iii) the
22 Lender; (iv) the Junior Participant; (v) all entities known to have asserted any lien, claim,
23 encumbrance, right of refusal or other interest (collectively "Interests") in or upon the Assets; and
24 (vi) all entities on the 2002 Service List.

25 F. The Pride Capital Group, LLC d/b/a Great American Group ("Great American") does
26 not hold or represent any interest adverse to the estate. Great American is a "disinterested" person
27 and its employment is in the best interests of the estate.

28 _____
¹ All capitalized terms that are not defined in this Order have the definitions given them in the Motion.

1 G. The Debtor may sell the Assets free and clear of all Interests because, in each case,
2 one or more of the standards set forth in section 363(f)(1)-(5) of the Bankruptcy Code has been
3 satisfied. ~~Those holders of Interests who did not object, or who withdrew their objections, to the~~
4 Motion are deemed to have consented pursuant to section 363(f)(2) of the Bankruptcy Code. Those
5 holders of Interests who did object are adequately protected by having their Encumbrances, if any,
6 ~~attach to the proceeds of the sale, with the same validity and priority as existed prior to the sale.~~

7 H. The Debtor has demonstrated that approval of the Agreement and conducting the
8 Auction at this time is in the best interests of the Debtor, the estate and its creditors. The Debtor has
9 advanced good and sufficient business justification supporting the sale of the Assets to the successful
10 bidder(s) at the Auction pursuant to section 363(b) of the Bankruptcy Code and outside of a plan of
11 reorganization, as set forth in the Motion and at the hearing thereon, and it is a reasonable exercise of
12 the Debtor's business judgment to employ Great American to conduct an Auction of the Assets on
13 the terms and conditions set forth in the Agreement, and to execute, deliver and perform its
14 obligations thereunder.

15 **IT IS THEREFORE ORDERED THAT:**

16 1. The Motion is granted and approved in all respects.

17 2. The Debtor is authorized to sell the Assets and, except as set forth in paragraph 3
18 below, such sales shall be free and clear of all Interests, with any such Interests to attach to the sale
19 proceeds with the same validity (or invalidity) and priority as existed prior to the sales.

20 3. The Debtor is authorized to assume and assign, pursuant to sections 363 and 365 of
21 the Bankruptcy Code, its interest as a licensor of any patent it holds (collectively, "Licensed
22 Patents") to the successful bidder for the purchase of the respective Licensed Patents at any auction
23 of the Assets, including, but not limited to, the Debtor's interest in (a) that certain License
24 Agreement dated May 1, 2004, by and between the Debtor and Dasco Pro, Inc., concerning United
25 States Patent Numbers 6,257,553 and 5,957,429 (collectively, the "Dasco Pro Licensed Patents" and
26 the "Dasco Pro License Agreement"); and (b) that certain License Agreement dated June 9, 2003, by
27 and between the Debtor and Rooster Products International, Inc., concerning United States Patent
28 Number 6,059,109.

1 4. In order to provide adequate protection to Dasco Pro under section 365(f)(2)(b) of the
2 Bankruptcy Code, the sale of either or both of the Dasco Pro Licensed Patents is made expressly
3 subject to Dasco Pro's rights under the Dasco Pro License Agreement.

4 5. Union Bank of California, NA, as the holder of an undisputed first priority security
5 interest in the Assets, is entitled to enter a "credit bid" for the Assets; provided, however, that such
6 bid will not reduce the Compensation to which Great American is entitled in the event Union's credit
7 bid is the successful bid for any particular Asset.

8 6. The Debtor is authorized to employ Great American as its auctioneer to provide the
9 liquidation consulting services described in the Motion on the terms and conditions set forth therein.

10 7. The Debtor is authorized to pay the Compensation described in the Motion, and
11 reimburse the Sale Expenses described in the Motion, without further order of the Court, as an
12 expense of administration pursuant to sections 507(a) and 503(b) of the Bankruptcy Code, upon the
13 submission of an auctioneer's report in accordance with Federal Rule of Bankruptcy Procedure
14 6004(f)(1).

15 8. Each and every term and provision of this Order shall be binding in all respects upon
16 the successful bidders at the Auction, the Debtor, the Debtor's bankruptcy estate, its creditors, and
17 all individuals or entities holding an interest in the Debtor, including, without limitation, any entity
18 purporting to hold an Interest in any of the Assets.

19 9. With the consent of the Lender, the Agreement may be modified, amended, or
20 supplemented by the parties thereto, in a writing signed by both parties in accordance with the terms
21 thereof without further order of the Court, provided that any such modification, amendment, or
22 supplement is immaterial and the Debtor is authorized to execute any additional documents
23 reasonably necessary to consummate the transactions set forth in the Agreement.

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10. This Order will be effective immediately, notwithstanding the 10-day stay imposed by Federal Rule of Bankruptcy Procedure 6004(h).

Dated: 5/31/06

Ellen Carroll
UNITED STATES BANKRUPTCY JUDGE

PACHULSKI STANG ZIEHL YOUNG JONES & WEINTRAUB LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA

NOTE TO USERS OF THIS FORM:

Physically attach this form as the last page of the proposed Order or Judgment.
Do not file this form as a separate document.

In re OLYMPIA GROUP, INC.,	Debtor.	CHAPTER <u>11</u> CASE NUMBER: LA 06-10111-EC
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**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**

TO ALL PARTIES IN INTEREST ON THE ATTACHED SERVICE LIST:

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(a)(1)(E), that a judgment or order entitled *(specify)*:

ORDER RE MOTION FOR ORDER (1) AUTHORIZING SALE OF CERTAIN ASSETS FREE AND CLEAR OF LIENS CLAIMS AND ENCUMBRANCES, (2) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF INTELLECTUAL PROPERTY LICENSES; AND (3) APPROVING EMPLOYMENT OF THE PRIDE CAPITAL GROUP, LLC D/B/A GREAT AMERICAN GROUP AS AUCTIONEER IN CONNECTION THEREWITH

was entered on *(specify date)*: 6-2-06

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the attached service list on *(specify date)*:

6-2-06

Dated:

6-2-06

JON D. CERETTO
Clerk of the Bankruptcy Court

By: Nancy Van

Deputy Clerk

NOTICE OF ENTRY SERVICE LIST

Jeffrey W. Dulberg, Esq.
Pachulski Stang Ziehl Young Jones & Weintraub LLP
10100 Santa Monica Blvd., 11th Floor
Los Angeles, CA 90067