

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM745944

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	COURT ORDER
RESUBMIT DOCUMENT ID:	900680963

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sun Pace American Finance, LLC		11/02/2011	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Pace American Enterprises, Inc.
Street Address:	2223 Lakeside Drive
City:	Bannockburn
State/Country:	ILLINOIS
Postal Code:	60015-1265
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3696010	CARGO EXPRESS WORLD CLASS TRAILERS
Registration Number:	3352407	XL SERIES
Registration Number:	3692631	CARGO EXPRESS WORLD CLASS TRAILERS
Registration Number:	3771565	JOURNEY
Registration Number:	3102978	SHADOW
Registration Number:	2962359	AEROSPORT
Registration Number:	3344931	OUTBACK
Registration Number:	3732560	CARGO EXPRESS
Registration Number:	2765081	SUMMIT
Registration Number:	2815411	LEGACY
Registration Number:	3325053	PURSUIT
Registration Number:	2360684	CARGOSPORT
Registration Number:	2358335	CONQUEST
Registration Number:	1604522	PACE AMERICAN
Registration Number:	1604521	P

CORRESPONDENCE DATA

Fax Number: 5742371125

TRADEMARK

REEL: 007775 FRAME: 0156

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 574-237-1165
Email: michelle.horvath@btlaw.com
Correspondent Name: Barnes & Thornburg LLP
Address Line 1: 201 South Main Street
Address Line 2: Suite 400
Address Line 4: South Bend, INDIANA 46601

ATTORNEY DOCKET NUMBER:	61535-29
NAME OF SUBMITTER:	Michelle LW Horvath
SIGNATURE:	/Michelle LW Horvath/
DATE SIGNED:	08/04/2022

Total Attachments: 45

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
SOUTH BEND DIVISION**

IN RE:) **Case No. 11-33416**
PACE AMERICAN ENTERPRISES,)
INC.,) **Chapter 7 Bankruptcy**
Debtor.)

MOTION FOR APPROVAL OF AUCTION

Comes now Rebecca Hoyt Fischer, Trustee, and for her Motion for Approval of Auction states:

1. That the debtor has an interest in personal property, including but not limited to inventory, office equipment and furniture, machinery and equipment and trademarks (the "Property"), which is currently at the following locations:

2290 McGuffey Road, McGregor , Tx 76657
210 N. Highway 91, Hurricane, UT 84737
2000 West Oak Street, Lebanon, OR 97355
11550 Harter Dr., Middlebury IN 46540
223 Rip Wiley Road, Fitzgerald, GA 31750

2. The Property is subject to the properly perfected security interest of The Private Bank, (the "Bank") which has consented to an Auction of the Property. It would be in the best interests of the creditors and of the estate if the Trustee were allowed to sell the Property at public auction. The Property is located at leased premises in 5 states. There will be costs to preserve the Property until it is sold, including but not limited to security for the premises, utilities, insurance and lease payments. There are currently no assets in the bankruptcy estate with which to pay these costs. The Bank had planned an Article 9 UCC sale of the assets prior to the filing of the involuntary bankruptcy petition and had made efforts to market the Property and identify parties that may be interested in the Property. The Trustee has been advised that some of the parties originally interested in the Property

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have lost interest as a result of the delay in the sale and the filing of the bankruptcy and the number of interested parties may continue to decline the longer the sale is delayed.

3. The proposed public auction will take place as follows:

- (a) The auction will take place on October 17, 2011 or such later date agreeable to the Bank and Trustee;
- (b) The auction will take place at the offices of Bank's counsel, Katten Muchin Rosenman LLP ("Katten"), located at 525 W. Monroe Street, Chicago, Illinois 60661-3693, at 11am Central Time;
- (c) Any bidder planning on attending the auction must contact the following counsel to the Bank: John Sieger by phone at (312) 902-5455 or by email to john.sieger@kattenlaw.com or Peter Siddiqui by phone at (312) 902-5455 or by email to peter.siddiqui@kattenlaw.com no later than 48 hours before the auction is to be held and provide the financial ability, acceptable to the Bank, to close any transaction;
- (d) The auction will be conducted by Katten and the Trustee and will go forward either in bulk or in lots, as determined by Bank in its discretion.
- (e) The auction may be suspended, postponed, and/or rescheduled in Bank's discretion and after consultation with Trustee.

4. Upon completion of the auction, the Trustee will file a report summarizing the results of the auction and seek entry of one or more orders approving the sale of property of the estate under 11 USC § 363 and, if appropriate, provide that such sale is free and clear of certain liens, claims and encumbrances, with such liens, claims and encumbrances attaching to the proceeds, that the buyers are entitled to the good faith protections of 11 USC § 363(m), that there was no collusion warranting

relief under 11 USC § 363(n), and such other customary sale order provisions.

WHEREFORE, the Trustee requests that the Court approve the auction pursuant to the terms set forth above and for all other just and proper relief in the premises.

/s/ Rebecca H. Fischer
Rebecca Hoyt Fischer #10537-72
LADERER & FISCHER, P.C.
112 West Jefferson Blvd., Ste. 310
South Bend, IN 46601
Telephone: (574) 284-2354
Facsimile: (574) 284-2356
Email: Rebecca@ladfislaw.com

CERTIFICATE OF SERVICE

I hereby certify that on October 4, 2011, a true and correct copy of the above and foregoing Motion was served by ECF/PACER electronic transmission upon the following:

U.S. Trustee
USTPRegion10.SO.ECF@usdoj.gov

James E. Rossow
jim@rubin-levin.net

R. William Jonas, Jr.
rwj.haj@sbcglobal.net

and by depositing same in the United States mail, correct postage prepaid, upon the following interested parties on the attached matrix.

/s/ Rebecca H. Fischer
Rebecca H. Fischer, Trustee

Jay Pearson
American Trailer Works & Carry-On
Trailer, inc.
101 Joe Harvey Street
Lavonia, GA 30553

Michael A. Wildish
Universal Trailers
c/o Corporate Partners, LLC
45 Rockefeller Plaza, Suite 1919
New York, NY 10111

Rodney Culp
First Value Companies
Via email to rcculp@cox.net

David B. Thompson, Jr.
Garrison Investment Group LP
1350 Avenue of the Americas – 9th Fl
New York, NY 10019

Matthew J. DelGuidice
GoIndustry DoveBid North America
300 Saunders Road, Suite 200
Riverwoods, IL 60015

David Piccinini
Asset Management Group
20501 Hoover Road
Detroit, MI 48205

Trevor Muir
Liquid Asset Partners
4060 29th SE
Grand Rapids, MI 49512

Mark Schustrin
Machinery Network Auctions
15910 Ventura Blvd, Suite 1410
Encino CA 91436

Tom Beerle
Bertam Capital Management LLC
800 Concar Drive, Suite 100
San Mateo, CA 94402

Vaughn Barber
Director Business Development
Counsel RB Capital, LLC
904 Buena Vista
San Clemente, CA 92672

Tom Dana
c/o Southlake Equity Group
180 State Street – Suite 230
Southlake, TX 76092

P.J. Richardson, Chairman
Extol Group, Inc
Evergreen Advisors, LLC
9256 Bendix Road, Suite 300
Columbia, MD 21045

Mitch Bender
Bravo Tailers
19319 County Rd 8
Bristol, IN 46507

Britton New
Investment Recovery Services
3421 N. Sylvania Ave.
Fort Worth, TX 76111

Ken Tallering
Industrial Opportunity Partners
1603 Orrington Avenue, Suite 700
Evanston, IL 60201

Mike Presto
Great American Group
21860 Burbank Blvd, Suite 300 South
Woodland Hills, CA 91367

Gary L. Rogg
Cincinnati Industrial Auctioneers
2020 Dunlap Street
Cincinnati, OH 45214

Michael A. Wildish
Managing Principal
Corporate Partners LLC
45 Rockefeller Plaza, Suite 1919
New York, NY 10111

Brad B. Hooley
Owner & Auctioneer
Bartel & Co. Auctioneers & Realtors
P.O. Box 1381
Middlebury, IN 46540

Carry-On Trailer Inc. Attn: J. Pearson
P.O. Box 542
101 Joe Harvey Street
Lavonia GA. 30553

Tom Keene
c/o Southlake Equity Group
180 State Street, Suite 230
Southlake, TX 76092

Matt Arnold
c/o Look Trailers
52400 SR 15 – Building 6
P.O. Box 339
Bristol, IN 46507-0339

Steve Bermes
Novae Corp.
One Novae Parkway
Markel, IN 46770

Chris Lee
Myron Bowling Auctioneers
3901 Kraus Lane
Hamilton, OH 45014

Bill Grantmyre
Red Wagon Moving & Storage
19-8465 HARVARD PLACE
CHILLIWACK BC, V2P 7Z5, Canada

P.J. Richardson
Extol Group, Inc.
623 North Main Street, No. 10
Greenville, SC 29601

J. Pearson
Carry-On Trailer
c/o Southlake Equity Group
180 State Street – Suite 230
Southlake, TX 76092

Ken Tallering
Industrial Opportunity Partners
1603 Orrington Avenue, Suite 700
Evanston, IL 60201

Ross C. Miller
SIOR
FM Stone Commercial
421 S. 2nd Street, 5th Floor
Elkhart, IN 46516

In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and his name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
------------------	------------------	--------------------------------------	---	---

- | | | | | |
|---|---|--|--|--|
| 1. Cash on hand | X | | | |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or companies. | | | | |

Pace American Enterprises, Inc. had two local depository bank accounts as part of their ordinary course cash management program that were closed.

Upon closing, the following amounts were wired to the Pace American bank account at the PrivateBank in Chicago.

1. First National Bank 401 South Main Street McGregor, Texas	Account No. 11712734 Closed on 9/8/2011	\$941.29
2. Zion's Bank St. George Office 40 E. St. George Blvd. St. George, UT 84770-2854	Account No. 034168666 Closed on 9/6/2011	\$1,265.39

In re Pace American Enterprises, Inc.
a/k/a Pace American

Debtor

Case No. 11-33416

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

3. Security deposits with public utilities, telephone companies, landlords, and others.

Northern Indiana Public Service Co
Certificate Number 6192977
Account # 563-455-008-7
P.O. Box 13007
Merrillville, IN 46411-3007
(Created 9/13/2010)

\$46,780.00

Commonwealth Edison ("ComEd")
Bill Payment Center
Chicago, IL 60668-0001
Tel - 800-334-7661
Service location - (Created July, 2010)
2231 Lakeside Drive
Bannockburn, IL 60015
Acct # 2232381049

\$ 380.00

Atmos Energy
P.O. Box 790311
St. Louis, MO 63179-0311
Service location - (Created July, 2010)
McGregor, Texas
Account # 80-000794640-0668811-2

\$ 1,624.00

4. Household goods and furnishings, including audio, video, and computer equipment.

See Schedule B (4) -1 - Computer Equipment

Unknown

5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.

Misc. pictures located within the real property at the IN, GA, UT, OR, and TX locations are included on Line 28, Office equipment, furnishings, and supplies

Unknown

In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claims or Exemption
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.				
		Claims filed under the Lumberman's policy # 330157:		Unknown
		Lumbermen's Underwriting Alliance		
		A Reciprocal Inter-Insurance Exchange Company Headquarters • Boca Raton, FL		
		1805 N.W. Corporate Blvd., Boca Raton, FL 33431-7303 P: 561-994-1900 • F: 561-994-8382 • www.lus.co		
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(o).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Book Value – Market Value Unknown		\$1,158,306.29

In re Pace American Enterprises, Inc.
 a/k/a Pace American
 Debtor

Case No. 11-33416
 Chapter 7

SCHEDULE B - PERSONAL PROPERTY

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~~petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.~~
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Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		Various trademarks per Schedule B (22) - 1		Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			

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Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		See Schedule B (25) -1 Book Value - Market Value Unknown		\$123,440.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Schedule B (28) -1 Book Value - Market Value Unknown		\$183,176.00
29. Machinery, fixtures, equipment, and supplies used in business.		See Schedule B (29) - 1 Book Value - Market Value Unknown		\$1,273,869.00

In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

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Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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30. Inventory.

Physical inventory taken
August 24, 25, and 26, 2011
Calculated on a First-In, First-Out
Method of accounting - Book Value
Net of reserve for excess and
Obsolete inventory - Mkt. Value Unknown \$4,282,669.15

Detail provided under Statement of
Financial Affairs - Exhibits 20-1 - 20-4

- | | |
|--|---|
| 31. Animals. | X |
| 32. Crops - growing or harvested. Give particulars. | X |
| 33. Farming equipment and implements. | X |
| 34. Farm supplies, chemicals, and feed. | X |
| 35. Other personal property of any kind not already listed. Itemize. | X |

Total Schedule B - Personal Property

\$7,072,451.12

In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

SCHEDULE B (4) -1 - COMPUTER EQUIPMENT

4. Household goods and furnishings,
including audio, video, and
computer equipment.

Location	User	Type	Model	Make	Serial Numbers	Notes
Indiana	Don Metzger	Monitor	Q19wb	Optiquest	QGU017165335	
Indiana	Don Metzger	Printer	HP Photosmart 776	HP	My45QZK3N1	
Indiana	Melissa Abbott	Monitor	LCD19V	NEC	77H01929NA	
Indiana	Melissa Abbott	PC	Compaq	HP	MXM7510C1B	
Indiana	Melissa Abbott	Printer	CK420D	Zebra	z8j09350345	
Indiana	Melissa Abbott	Printer	H6210	Datamax	11637028	
Indiana	Melissa Abbott	Monitor	a11716	ACER	ETC460C00554900998Y11	
Indiana	Melissa Abbott	PC	COMPAQ	HP	U303LB4ZA166	
Indiana	Dave Wason	Monitor	E172FP	Dell	CN -0J1806-71618-422-AA55	
Indiana	Dave Wason	PC	Compaq	HP	M8D4290MCK	
Indiana		Printer	F4-2190N	Epson	C11C52600INT	
Indiana	Kathy Zelms	Monitor	wZZY2P	LG	008NDGLDL583	
Indiana	Kathy Zelms	Printer	SP3400SF	Ricoh	TH44r165bp	
Indiana		Printer	M121znf MFP	HP	CNG981MZ	
Indiana	Downstairs Conference	Monitor	AL17166	ACER	ETL460C0055460054APY11	
Indiana	Downstairs Conference	PC	Compaq	HP	7P2ckkm8a0bc	
Indiana		Monitor	AL1703	ACER	ETL340900451201056PQ10	
Indiana		PC	dx2000MD Compa	HP	PX835AA#aba	
Indiana	Matt Myers	Monitor		HP	CNKHE00915	
Indiana	Matt Myers	PC		Dell	z9481963693	
Corp Act'g	Warren Nigh	Monitor	VS12106	Optiquest	Qy6074701945	
Corp Act'g	Warren Nigh	PC	DCCY1F	Dell	DFY3NMI	
Corp Act'g	Kathy Myers	Monitor	E171FPb	Dell	CN-05w540-46633-34a-1h8ut	
Corp Act'g	Kathy Myers	Monitor	AL1714b	ACER	etl180903143701290Pq12	
Corp Act'g	Kathy Myers	PC	dx2300	HP	mxl7310T3q	
Corp Act'g	Celeste Wilkinson	Monitor		Dell	cn0cc299641805cr4aqs	
Corp Act'g	Celeste Wilkinson	Monitor		Dell	cn0cc299641805cr4ajs	
Corp Act'g	Celeste Wilkinson	Pc		HP	Mxl7310t80	
Corp Act'g	Angela Wright	Monitor	w2242pt	LG	008NDCRE6979	
Corp Act'g	Angela Wright	Monitor	vs11654	viewsonic	qk20773228580	
Corp Act'g	Angela Wright	PC	Optiplex 745	Dell	6K8q8c1	
Corp Act'g	Ann Crowder	Monitor	AL1715	ACER	etc170azz8526004fcpy24	
Corp Act'g	Ann Crowder	Monitor	al1715	ACER	etiz10213553101700ed22	
Corp Act'g	Ann Crowder	PC	dx2300	HP	MXL7310WKR	
Corp Act'g	Ann Crowder	Printer	P1606dn	HP	Vnb3b38575	
Corp Act'g	Laura Gremore	Monitor	Syncmaster173t	Samsung	Nb17HCJx104808V	
Corp Act'g	Laura Gremore	Monitor	Syncmaster173t	Samsung	Nb17HCJx109836N	
Corp Act'g	Laura Gremore	PC	dx2300	HP	MXC7310w85	
Corp Act'g	Spare	Monitor	q7	Optiquest	PU3063822358	
Corp Act'g	Spare	pc	dx2200	HP	mxl64607s0	
	Joel Conrad	Laptop				
	Jeff Dolan	Laptop				
	Sunny Farmer	Laptop				
	Terry Mitchell	Laptop				
	Dave Lamberts	Laptop				
	John Kendall	Laptop				

It Equipment

Location	User	Type (PC, Printer, Monitor,...)	Brand	Model	Serial#	Notes
Server Room		Printer	HP	CM2320nf	CNF98EDT08	Color Laser Jet
IT Storage		Equipment Rack				Single Rail Telecom Rack - from CHI
IT Storage		Router	Cisco	1841-V05	T1231779	May be property of ATT
IT Storage		Phone System	Avaya	IP Office 500	07FC25501157	PBX from CHI
IT Storage		Phone System	Avaya	IP 400 Digital station	46USC002UKGA	PBX Expansion
IT Storage		PC	Gateway	ATX	19665498	old
IT Storage		PC	Dell	Optiplex 745	37TQDD1	
IT Storage		PC	MAC	PowerMac G4	XB250001MMA	
IT Storage		Fax	Xerox	Workcenter Pro S80	KKM-008702	
IT Storage		Fax	Brother	Intellifax2820	U6132510NS65464	
IT Storage		Printer	HP	C8569A	MY6207R2PT	Color Inkjet
IT Storage		Phone System	??			Voicemail Server
IT Office		Server	Dell	Poweredge 2650	JM0WP31	
IT Office		Server	Dell	Poweredge R210	CC80WN1	svr4DC1
IT Office		Server	HP	ML350 G6	MXQ 05001FR9	LTO4 Tape Drive SVR48KUP1
IT Storage	Eginton	Laptop	HP	nc6120	CNU6092NL8	XP
IT Office	Jason Ontell	Laptop	Apple	MacBookPro	W88240SK2MF	OSX
IT Storage	GA	Laptop	HP	nx6325	CNU701019P	XP
IT Storage	Tilbury	Laptop	HP	6710b	CNU7300RW2	Bad Disk
IT Storage	Horvath	Laptop	HP	6710b	CNU7353HXR	XP
IT Storage	Tennat	Laptop	HP	nc6400	CND70108S6	XP
User	Phil	Laptop	HP	Probook 6455b	CNU0220KC4	Win7
IT Storage	Bruce	Laptop	HP	6710b	CNU8043FQW	XP
IT Storage	Shafer	Laptop	HP	nx9420	CND64915GH	Win7
Server Room		Firewall	WatchGuard	FireboxX750a	90851081-C0D1	
IT Office		Firewall	WatchGuard	Firebox X10aW Edge	727306443-66E8	
IT Office		Firewall	WatchGuard	Firebox XTM21-W	70A10387D-966C	
Weld Office		Switch	Allied Telsyn	10/100 Switch		
Weld Office		PC	HP		HXL8480T34	XP
Weld Office		MFP	Ricoh	AC105	K99792000366	
Weld Office		Monitor	Dell	1702FP	KR08G1524760221EA734	
Server Room		AC Unit	Tripp Lite	SRC00L12K	9920AAIAC718400927	
Server Room		AC Unit	Tripp Lite	SRC00L12K		
Server Room		Server	IBM	AS400 9406-170	S1037KYM	OS400
Server Room		Server	Dell	Poweredge 1850	J568T91	
Server Room		Server	Dell	Poweredge 1950	8K1Q4C1	
Server Room		Server	Dell	Poweredge 1950	72LPVC1	
Server Room		Server	Dell	Poweredge 2950	3JXP6C1	
Server Room		Server	Dell	Poweredge 2950	9LXP6C1	
Server Room		Server	Dell	Poweredge 2950	FS85LP1	
Server Room		Server	Dell	Poweredge 2650	838V461	
Server Room		Disk Array	Dell	PowerVault 2205	X04339299	
Server Room		Server	IBM	AS400 9406-170	S1032G4M	OS400
Server Room		UPS	PowerWare		5125	
Server Room		UPS	APC	SmartUPS3000		
Server Room		UPS	PowerWare	PW9130L1500R-XL2V		
IT Office		Data Projector	Mitsubishi	XD5GU	0002384	
IT Office		Router	ADTRAN	TA924e+VPN	4242924L2	Property of Qwest from CHI
IT Office	Terry Mitchel	Laptop	HP	6710b	CNU7300SSD	
IT Office	Tonya Axe	Laptop	hp	6710b	CNU7353WXP	win7
IT Office	Dave Lammert	Laptop	HP	6710b	CNU73806FD	Win7
IT Office	Lloyd Russell	Laptop	HP	6710B	CNU7380BC9	XP

In re Pace American Enterprises, Inc.
a/k/a Pace American
Debtor

Case No. 11-33416
Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint

~~petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.~~
Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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Schedule B (22) - 1 - INTELLECTUAL PROPERTY

22. Patents, copyrights, and other intellectual property. Give particulars.

Narrative related to the transition from the trademarks acquired upon the creation of Pace American Enterprises, Inc. to what trademarks were being used in operations leading up to the date of the Petition for Chapter 7.

It begins with an abstract from the narrative of the investment banker engaged to market the assets of Pace American prior to June 11, 2010.

Recognized National Brand Names

Pace is a leader in providing a full spectrum of quality trailers, ranging from basic, lower price point trailers to high quality enclosed trailer products with highly customized options. For 23 years, Pace has been synonymous with innovative, high quality, and long lasting trailers. The Company promotes its premium brand names through sponsorships of associations, national publications advertising, and first-rate dealer support materials. Pace also uses point of purchase materials as well as the industry's leading warranty program to constantly reinforce and gain brand equity within the trailer market. This customer-focused approach has successfully strengthened the overall Pace brand.

Figure 2: Representative Pace Brand Names



Lincoln highlighted 13 product offerings in their Confidential Information Memorandum for Pace. After the SKU rationalization, that field narrowed.

They included:

- .. Shadow GT
- .. Pursuit
- .. Stackers
- .. Rallye
- .. Conquest
- .. Aerosport
- .. Legacy
- .. Summit
- .. Midway
- .. Utility Trailers
- .. Journey
- .. Outback
- .. Cargosport

After the SKU rationalization:




2011 Product Offering

	End Item	Standard Option	Package A Option	Package B Option	Custom Option	Other Option
Standard Models						
Basic Level	Outback	Standard	Package A	Package B		Standard
Mid Level	Journey	Standard	Package A	Package B	Custom	
	Aerosport					Standard
	Pursuit					Custom
High End	Cargo Express	Standard	Package A	Package B		
	Shadow	Custom	Custom	Custom		Custom

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The intent of the SKU rationalization was to create a good, better, and best product offering as noted below:

Good, Better, Best Models Cargo Line

Outback	Journey	Shadow and/or Cargo Express
		
<ul style="list-style-type: none"> Economically priced & equipped Flat top Z-Post Construction <p>Cargo Available Sizes</p> <ul style="list-style-type: none"> 5x8 6x10 6x12 7x14 7x16 	<ul style="list-style-type: none"> Stronger Construction Round top (for th snow) Flat post construction <p>Cargo Available Sizes</p> <ul style="list-style-type: none"> 5x8 6x10 6x12 7x14 7x16 8x18 9x20 	<ul style="list-style-type: none"> Heavy Duty Construction Round top (for th snow) Tubular Construction <p>In Process</p> <p style="text-align: center;">Like in process of etc</p>

File No.	Trademark	Goods	Filing Date	Reg/Serial No	Reg. Date	Renewal Due Date	Status
T-313	OUTBACK	trailers, namely, cargo trailers	7/30/2002	3,344,931	11/27/2007	11/27/2013	8&15 declaration due 11/27/13; 8&9 renewal due 11/27/17
T-321	JOURNEY	trailers, namely, cargo trailers	1/29/2004	3,771,565	4/6/2010	4/6/2016	8&15 declaration due 04/06/16; 8&9 renewal due 04/06/20
T-318	SHADOW	trailers, namely, cargo trailers and automobile hauling trailers	1/29/2004	3,102,978	6/13/2006	6/13/2012	8&15 declaration due 6/13/12; 8&9 renewal due 06/13/16
T-329	CARGO EXPRESS WORLD CLASS TRAILERS + Design	cargo trailers	8/4/2006	3,692,631	10/6/2009	10/6/2015	8&15 declaration due 10/06/15; 8&9 renewal due 10/06/19
T-330	CARGO EXPRESS WORLD CLASS TRAILERS	cargo trailers	8/4/2006	3,696,010	10/13/2009	10/13/2015	8&15 declaration due 10/13/15; 8&9 renewal due 10/13/19
T-331	CARGO EXPRESS	trailers	11/26/2008	3,732,560	12/29/2009	12/29/2015	8&15 declaration due 12/29/15; 8&9 renewal due 12/29/19

T-301	PACE AMERICAN	trailers	11/30/1989	1,604,522	7/3/1990	7/3/2020	8&9 renewal due 7/3/20
FT-301	PACE AMERICAN	trailers	8/11/1999	TMA 341,443	2/22/2001	2/22/2016	Canadian TM - renewal due 02/22/16

T-320	AEROSPORT	trailers, namely, cargo trailers, automobile hauling trailers, and snowmobile hauling trailers	1/29/2004	2,962,359	6/14/2005	6/14/2015	8&9 renewal due 06/14/15
T-309	FLRSUIT	cargo trailers, namely, enclosed trailers for hauling an automobile	6/28/2001	3,325,053	10/30/2007	10/30/2013	8&15 declaration due 10/30/13; 8&9 renewal due 10/30/17

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 Home Depot – Worksport -- both open and enclosed

Model	Trademark	Goods	Reg. Date	Reg. Serial No.	Reg. Date	Renewal Due Date	Notes
T-305	WORKSPORT	cargo trailers	4/14/1998	2,379,822	8/22/2000	8/22/2010	SSR renewal due 8/22/20

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 Home Depot trailer converted for ordinary course dealer sales

T-300 FP-300	F Design P + design	trailers trailers	11/30/1989 8/11/1999	1,804,521 TMA 541,446	7/3/1980 2/23/2004	7/3/2020 2/23/2016	SSR renewal due 7/3/20 Canadian TMI -- renewal due 03/23/16
T-314	HAMMER	trailers, namely, cargo trailers	7/30/2002	2,921,456	1/25/2005	1/25/2015	SSR renewal due 01/25/15

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 Higher End – Commercial (Landscaping)

T-311	GLADBIT	enclosed trailers, namely cargo trailers and trailers for hauling landscape products and equipment	8/7/2001	2,765,081	9/16/2003	9/16/2013	SSR renewal due 09/16/13
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Higher End --

T-323	EXPLORER	non-customized trailers, namely, cargo trailers, sports trailers, and camper trailers	1/30/2004	3,278,292	9/14/2007	9/14/2017	SS15 declaration due 09/14/17; SSR renewal due 09/14/17
T-325	MIDWAY	trailers	7/6/2005	3,342,978	11/29/2007	11/29/2017	SS15 declaration due 11/29/17; SSR renewal due 11/29/17
T-326	DAYTONA	trailers, namely, cargo trailers and vehicle hauling trailers	1/3/2007	3,944,475	4/12/2011	4/12/2017	SS15 declaration due 04/12/17; SSR renewal due 04/12/17

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 Related to Cargo Express

T-337	PRO SERIES	cargo trailers	9/14/2007	3,448,460	6/17/2008	6/17/2014	SS15 declaration due 06/17/14; SSR renewal due 06/17/14
T-338	XL SERIES	cargo trailers	8/15/2006	3,352,407	12/11/2007	12/11/2013	SS15 declaration due 12/11/13; SSR renewal due 12/11/17

Divested trademarks – Optima – Divested 2008

File No.	Trademark	Goods	Filing Date	Reg/Serial No	Reg. Date	Renewal Due Date	Status
T-316	OPTIMA	trailers, namely, cargo and automobile trailers	4/3/2003	3,846,264	5/23/2004	5/23/2014	8&9 renewal due 05/23/14
T-317	OPTIMA	motorhomes	9/22/2003	3,038,966	1/10/2006	7/10/2012	Abandon? 8&15 declaration due 7/10/12; 8&9 renewal due 01/10/16

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Old Trademarks – No Longer Produced

File No.	Trademark	Goods	Filing Date	Reg/Serial No	Reg. Date	Renewal Due Date	Status
T-302	RALLYE	cargo trailers, excluding vehicle tires	4/4/1996	2,059,074	5/6/1997	5/6/2017	8&9 renewal due 5/6/17
T-303	CONQUEST	cargo trailers	4/14/1998	2,358,335	6/13/2000	6/13/2020	8&9 renewal due 6/13/20
T-304	CARGOSPORT	cargo trailers	4/14/1998	2,360,684	6/20/2000	6/20/2020	8&9 renewal due 6/20/20
T-306	TRACKSIDE SERVICE	repair and assistance of enclosed trailers	2/18/1999	2,404,815	11/14/2000	11/14/2020	8&9 renewal due 11/14/20

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Commercial logo

T-333	BUILT FOR BUSINESS	trailers	6/28/2011	85/337,972			Application pending
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File No.	Trademark	Goods	Filing Date	Reg/Serial No.	Reg. Date	Renewal Due Date	Status
T-300	"p" Design	trailers	11/30/1989	1,604,521	7/3/1990	7/3/2020	8&9 renewal due 7/3/20
T-301	PACE AMERICAN	trailers	11/30/1989	1,604,522	7/3/1990	7/3/2020	8&9 renewal due 7/3/20
T-302	RALLYE	cargo trailers, excluding vehicle tires	4/4/1996	2,059,074	5/6/1997	5/6/2017	8&9 renewal due 5/6/17
T-303	CONQUEST	cargo trailers	4/14/1998	2,358,335	6/13/2000	6/13/2020	8&9 renewal due 6/13/20
T-304	CARGOSPORT	cargo trailers	4/14/1998	2,360,684	6/20/2000	6/20/2020	8&9 renewal due 6/20/20
T-305	WORKSPORT	cargo trailers	4/14/1998	2,379,922	8/22/2000	8/22/2020	8&9 renewal due 8/22/20
T-306	TRACKSIDE SERVICE	repair and maintenance of enclosed trailers	2/18/1999	2,404,815	11/14/2000	11/14/2020	8&9 renewal due 11/14/20
T-309	PURSUIT	cargo trailers, namely, enclosed trailers for hauling an automobile	6/28/2001	3,325,053	10/30/2007	10/30/2013	8&15 declaration due 10/30/13; 8&9 renewal due 10/30/17
T-310	LEGACY	cargo trailers, namely, enclosed trailers for hauling an automobile	7/20/2001	2,815,411	2/17/2004	2/17/2014	8&9 renewal due 02/17/14
T-311	SUMMIT	enclosed trailers, namely cargo trailers and trailers for hauling landscape products and equipment	8/7/2001	2,765,081	9/16/2003	9/16/2013	8&9 renewal due 09/16/13
T-313	OUTBACK	trailers, namely, cargo trailers	7/30/2002	3,344,931	11/27/2007	11/27/2013	8&15 declaration due 11/27/13; 8&9 renewal due 11/27/17
T-314	HAMMER	trailers, namely, cargo trailers	7/30/2002	2,921,456	1/25/2005	1/25/2015	8&9 renewal due 01/25/15
T-316	OPTIMA	trailers, namely, cargo and automobile trailers	4/3/2003	2,846,264	5/25/2004	5/25/2014	8&9 renewal due 05/25/14
T-317	OPTIMA	motorhomes	9/22/2003	3,038,966	1/10/2006	7/10/2012	Abandon? 8&15 declaration due 7/10/12; 8&9 renewal due 01/10/16

File No.	Trademark	Goods	Filing Date	Reg. Serial No.	Reg. Date	Renewal Date	Status
T-318	SHADOW	trailers, namely, cargo trailers and automobile hauling trailers	1/29/2004	3,102,978	6/13/2006	6/13/2012	8&15 declaration due 6/13/12; 8&9 renewal due 06/13/16
T-320	AEROSPOKT	trailers, namely, cargo trailers, automobile hauling trailers, and snowmobile hauling trailers	1/29/2004	2,962,359	6/14/2005	6/14/2015	8&9 renewal due 06/14/15
T-321	JOURNEY	trailers, namely, cargo trailers	1/29/2004	3,771,565	4/6/2010	4/6/2016	8&15 declaration due 04/06/16; 8&9 renewal due 04/06/20
T-322	EXPLORER	non-motorized trailers, namely, cargo trailers, sports trailers, and camper trailers	1/30/2004	3,279,292	8/14/2007	8/14/2013	8&15 declaration due 08/14/13; 8&9 renewal due 08/14/17
T-325	MIDWAY	trailers	7/6/2006	3,342,078	11/20/2007	11/20/2013	8&15 declaration due 11/20/13; 8&9 renewal due 11/20/17
T-326	DAYTONA	trailers, namely, cargo trailers and vehicle hauling trailers	1/3/2007	3,944,475	4/12/2011	4/12/2017	8&15 declaration due 04/12/17; 8&9 renewal due 04/12/21
T-327	PRO SERIES	cargo trailers	9/14/2007	3,448,400	6/17/2008	6/17/2014	8&15 declaration due 06/17/14; 8&9 renewal due 06/17/18
T-328	XL SERIES	cargo trailers	8/15/2006	3,352,407	12/11/2007	12/11/2013	8&15 declaration due 12/11/13; 8&9 renewal due 12/11/17
T-329	CARGO EXPRESS WORLD CLASS TRAILERS + Design	cargo trailers	8/4/2006	3,692,631	10/6/2009	10/6/2015	8&15 declaration due 10/06/15; 8&9 renewal due 10/06/19
T-330	CARGO EXPRESS WORLD CLASS TRAILERS	cargo trailers	8/4/2006	3,696,010	10/13/2009	10/13/2015	8&15 declaration due 10/13/15; 8&9 renewal due 10/13/19

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Serial No.	Trademark	Goods	Filing Date	Registration No.	Reg. Due	Renewal Due Date	Status
T-331	CARGO EXPRESS	trailers	11/26/2008	3,732,560	12/29/2009	12/29/2015	8&15 declaration due 12/29/15, 8&9 renewal due 12/29/19
T-333	BUILT FOR BUSINESS	trailers	6/28/2011	85357,972			Application pending
FT-300	P + design	trailers	8/11/1999	TMA 541,446	2/22/2001	2/22/2016	Canadian TM -- renewal due 02/22/16
FT-301	PACE AMERICAN	trailers	8/11/1999	TMA 541,445	2/22/2001	2/22/2016	Canadian TM -- renewal due 02/22/16

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In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(n).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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25. Automobiles, trucks, trailers, and other vehicles and accessories.

Schedule B (25) 1 - AUTOMOBILES, TRUCKS, AND TRAILERS - DETAIL - \$123,440

The values used are the estimated replacement costs as assigned following the acquisition of the assets by Pace American Enterprises, Inc. during June, 2010. Subsequent additions have been added at cost.

Values are at gross values. Market value - Unknown

		Value At Acquisition (at estimated replacement value)
Corporate		
	Transportation	95,509
Georgia		
	Office trailer / misc. equipment	4,058
	Transportation	8,510
Indiana		
	Transportation	97,000
Utah		
	Office trailer / misc. equipment	5,944
	Transportation	92,425
TOTAL		123,440

In re Pace American Enterprises, Inc.
 a/k/a Pace American

Debtor

Case No. 11-33416

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (25) 1 - Continued

Corporate		
	Transportation	85,509

Transportation	2004 GMC Sierra vln 32163	08/25/10	11,850.00
Transportation	Polaris Ranger 500-TX	08/25/10	6,800.00
Transportation	Polaris-500 Ranger EFI-IN	08/25/10	5,007.00
Transportation	Polaris-500 Ranger EFI-IN	08/25/10	5,007.00
Transportation	Company Mail Truck	08/25/10	4,079.00
Transportation	Golf cart for Georgia trackside	08/25/10	3,780.00
			35,503.00

Georgia		
	Office trailer / misc. equipment	4,058
	Transportation	8,510

Office trailer / misc equipmer	OFFICE TRAILER	08/25/10	4,058.00
			4,058.00

Transportation	2000 F350 Ford Pickup	08/25/10	8,510.00
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Indiana		
	Transportation	97,000

Transportation	'96 CHEVY PICK-UP	08/25/10	4,000.00
Transportation	2008 Ford F-250 VIN #27434	08/25/10	13,000.00
Transportation	2007 Chevrolet 3/4 ton 4x4	08/25/10	20,000.00
			37,000.00

Utah		
	Office trailer / misc. equipment	5,944
	Transportation	92,425

Office trailer / misc equipmer	Office Trailer	08/25/10	5,944.00
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Transportation	2001 Ford F350 Pickup	08/25/10	13,425.00
Transportation	Unknown Vehicle	12/31/10	18,000.00
			32,425.00

In re Pace American Enterprises, Inc.
a/k/a Pace American

Debtor

Case No. 11-33416

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

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Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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28. Office equipment, furnishings, and supplies.

Schedule B (28) - 1 - OFFICE EQUIPMENT - DETAIL - \$183,176

The values used are the estimated replacement costs as assigned following the acquisition of the assets by Pace American Enterprises, Inc. during June, 2010. Subsequent additions have been added at cost.

Values are at gross values. Market value - Unknown.

		Value At Acquisition (at estimated replacement value)
Cargo Express		
	Furniture & Fixtures	41,701
Corporate		
	Furniture & Fixtures	105,539
Indiana		
	Furniture & Fixtures	5,422
Utah		
	Furniture & Fixtures	2,951
SUB-TOTAL		155,613
2011 Additions		
5/1/2011 Electric Fossil		29,750
5/31/2011 IP Solutions - Refurbished PRI Can.		776
4/12/2011 - Video Equipment		3,098
TOTAL		189,176

In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (28) - 1 - Continued

Cargo Express		
	Furniture & Fixtures	41,701

Furniture & Fixtures	Telephone System	08/25/10	10,480.00
Furniture & Fixtures	Microsoft SQL Software Upgrade	08/25/10	5,832.00
Furniture & Fixtures	Maxima 841 (traded in teleseis bench mark)	08/25/10	4,888.00
Furniture & Fixtures	Window's Software Upgrade for all Computers	08/25/10	4,832.00
Furniture & Fixtures	Switch For Server	08/25/10	4,421.00
Furniture & Fixtures	CE Flow Software Development	08/25/10	3,282.00
Furniture & Fixtures	Scanner & Software	08/25/10	2,853.00
Furniture & Fixtures	Dell Computer	08/25/10	2,813.00
Furniture & Fixtures	CE Quote Software Development	08/25/10	2,700.00
			<u>41,701.00</u>

Corporate		
	Furniture & Fixtures	105,539

Furniture & Fixtures	Workstations for bullpen area - finance dept	08/25/10	20,000.00
Furniture & Fixtures	tannsmith mechanical shear	08/25/10	12,000.00
Furniture & Fixtures	Comdial FXB NT telephone and voice mail system	08/25/10	7,224.00
Furniture & Fixtures	Mitch Office Furniture	08/25/10	7,200.00
Furniture & Fixtures	Mitch Office Furniture	08/25/10	5,481.00
Furniture & Fixtures	Storage Trailer	08/25/10	5,000.00
Furniture & Fixtures	4 P72-00164 Enterprise Servers	08/25/10	5,000.00
Furniture & Fixtures	Innovative Voice Technologies - IP Office System	08/25/10	4,882.00
Furniture & Fixtures	Innovative Voice Tech - Telephone system	08/25/10	4,826.00
Furniture & Fixtures	CE Pro Series Vin #27196-Storage	08/25/10	4,755.00
Furniture & Fixtures	CE FEMA Shower Vin #27203-Storage	08/25/10	4,613.00
Furniture & Fixtures	Storage Unit Vin	08/25/10	3,488.00
Furniture & Fixtures	Storage Unit Vin 108280	08/25/10	3,430.00
Furniture & Fixtures	DELL PowerEdge Server & Accessories	08/25/10	3,288.00
Furniture & Fixtures	Telephone lines, computer lines, hard drives, adapters,...	08/25/10	3,228.00
Furniture & Fixtures	Computer lines, adapters,....	08/25/10	3,022.00
Furniture & Fixtures	Office furniture - 4 offices corporate move	08/25/10	2,833.00
Furniture & Fixtures	Parts Storage Trailer VIN 134118	08/25/10	2,705.00
Furniture & Fixtures	Upgrade Computer System	08/25/10	2,674.00
GL Asset Acct No - 1850			<u>106,539.00</u>

Indiana		
	Furniture & fixtures	5,422

GL Asset Acct No - 1850			
Furniture & fixtures	Unknown F&F Addition	12/31/10	5,422.00

In re Pace American Enterprises, Inc.
a/k/a Pace American
Debtor

Case No. 11-33416
Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (28) - 1 - Continued

Utah		
Furniture & fixtures		2,951

Furniture & Fixtures NEW PHONE SYSTEM 08/26/10 2,951.00

2011 Additions		
5/1/2011 Electric Easel		29,750
5/31/2011 IP Solutions - Refurbished PRI Con.		776
4/12/2011 - Video Equipment		3,038

In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint

~~petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.~~
Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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29. Machinery, fixtures, equipment, and supplies used in business.

Schedule B (29) - 1 - MACHINERY & EQUIPMENT - DETAIL - \$1,273,869

The values used are the estimated replacement costs as assigned following the acquisition of the assets by Pace American Enterprises, Inc. during June, 2010. Subsequent additions have been added at cost.

Values are at gross values. Market Value - Unknown.

In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (29) - 1 - MACHINERY & EQUIPMENT - Continued

		Value At Acquisition (at estimated replacement value)
Cargo Express	Machinery & Equipment	214,867
Corporate	Machinery & Equipment	17,111
Georgia	Machinery & Equipment	218,465
Indiana	Machinery & Equipment	299,787
Oregon	Machinery & Equipment	250,754
Texas	Machinery & Equipment	122,148
Utah	Machinery & Equipment	122,297
SUB-TOTAL		1,245,969
Historical variance - detail to GL control		(910)
2011 Additions		
GA 9/16/2011 - Two Ton Hoist 115V		2,841
IN 5/19/2011 - Elkhart Plastics - Sprinkler Pump		15,111
IN 5/2/2011 - Ancon Const. - Door Replacements		7,785
IN 5/2/2011 - Tractor Supply - Cub RZT50 50 Inch		3,079
TOTAL		1,273,869

In re Pace American Enterprises, Inc.
a/k/a Pace American
Debtor

Case No. 11-33416
Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (29) - 1 - MACHINERY & EQUIPMENT - Continued

Cargo Express		
Machinery & Equipment		214,867

Machinery & Equipment	1 Kaiser Compressor 25A831 Weld Shop	08/25/10	44,840.00
Machinery & Equipment	1 Air Compressor-Ing RAnd 50PE Asseb Plant	08/25/10	41,780.00
Machinery & Equipment	1 Kaiser Dryer T831 Weld Shop	08/25/10	20,180.00
Machinery & Equipment	1 Air Dryer - Ing Rand TBIA Assemb. Plant	08/25/10	18,720.00
Machinery & Equipment	27 Miller Welder MP302 Weld Shop	08/25/10	15,552.00
Machinery & Equipment	44 48" Adjustable Racks Assem Plant	08/25/10	11,088.00
Machinery & Equipment	3 Plasma Cutter Procut 65 Weld Shop	08/25/10	10,800.00
Machinery & Equipment	8 Torch Sets w/Carts Weld Shop	08/25/10	7,200.00
Machinery & Equipment	1 Shecter 10' Shear D83633 Assem Plant	08/25/10	5,400.00
Machinery & Equipment	2 Binger Floor Jack 1605B Weld Shop	08/25/10	4,104.00
Machinery & Equipment	Remanufactured 118-SA Bandsaw	08/25/10	3,888.00
Machinery & Equipment	1 Plasma Cutter Pro Cut 55 Assem. Plant	08/25/10	3,600.00
Machinery & Equipment	1 Heat Exchanger Paint Shop	08/25/10	3,600.00
Machinery & Equipment	1 Plasma Cutter Procut 55 Plant 3	08/25/10	3,600.00
Machinery & Equipment	1 Kaiser Compressor 8860 Maintenance	08/25/10	3,600.00
Machinery & Equipment	15 38" Racks Weld Shop	08/25/10	3,240.00
Machinery & Equipment	Intercomp PT300-10 Scale	08/25/10	3,141.00
Machinery & Equipment	Tennsmith Apron Brake	08/25/10	3,138.00
Machinery & Equipment	Tennsmith Hand Brake	08/25/10	2,797.00
Machinery & Equipment	1 Tinsmith 10' Brake HB121 Assem Plant	08/25/10	2,620.00
Machinery & Equipment	1 Tennsmith Brake 10" B12116 Maintenance	08/25/10	2,620.00

214,867.00

In re Pace American Enterprises, Inc.
a/k/a Pace American
Debtor

Case No. 11-33416
Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (29) - 1 -- MACHINERY & EQUIPMENT -- Continued

Georgia
Machinery & Equipment 218,465

Machinery & Equipment	2008 Ford F-350 Pickup Truck	08/25/10	21,500.00
Machinery & Equipment	Welding Machines	08/25/10	17,820.00
Machinery & Equipment	FORKLIFT 9P3884	08/25/10	15,500.00
Machinery & Equipment	FORKLIFT 9P3885	08/25/10	16,500.00
Machinery & Equipment	Trackside Trlr Vin #128807 8CX8628TA4	08/25/10	13,308.00
Machinery & Equipment	NISSAN FORKLIFT	08/25/10	12,728.00
Machinery & Equipment	Ingersoll-Rand Air Compressor	08/25/10	12,580.00
Machinery & Equipment	CAT LIFT TRUCK	08/25/10	12,100.00
Machinery & Equipment	2002 Ford F-350 Delest Pickup	08/25/10	11,050.00
Machinery & Equipment	LABOR FOR ROOF AND CATWALK MODIFICATIONS	08/25/10	10,210.00
Machinery & Equipment	NEW MITSUBISHI FG35-0 LIFT TRUCK	08/25/10	9,400.00
Machinery & Equipment	2005 New Holland Tractor	08/25/10	8,500.00
Machinery & Equipment	CUT TO LENGTH LINE	08/25/10	7,382.00
Machinery & Equipment	Trackside Service Trailer #101210	08/25/10	7,000.00
Machinery & Equipment	INSTALLATION AND PURCHASE OF RACKING	08/25/10	6,880.00
Machinery & Equipment	QUICK-PIC FLOW RACK SYSTEM	08/25/10	5,848.00
Machinery & Equipment	CANTILEVER	08/25/10	4,988.00
Machinery & Equipment	LX Door Tooling Package	08/25/10	4,980.00
Machinery & Equipment	B.Ross Loaner Trlr Vin #134819 JT718TA2	08/25/10	4,380.00
Machinery & Equipment	Racking	08/25/10	3,882.00
Machinery & Equipment	8X Door Tooling Package	08/25/10	3,917.00
Machinery & Equipment	EE Loaner Trlr Vin #109572 HR712TA4	08/25/10	3,255.00
Machinery & Equipment	EE Loaner Trlr Vin #123877 JT820TA2	08/25/10	3,100.00
Machinery & Equipment	2 Ton Hoists	08/25/10	2,973.00
			<u>218,465.00</u>

In re Pace American Enterprises, Inc.
a/k/a Pace American

Debtor

Case No. 11-33416

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (29) - 1 - MACHINERY & EQUIPMENT - Continued

Indiana		
	Machinery & Equipment	299,787

Machinery & Equipment	PAINT SPRAY BOOTH	08/25/10	80,000.00
Machinery & Equipment	Decoller machine	08/25/10	37,600.00
Machinery & Equipment	Ground Scale in shipping yard	08/25/10	25,000.00
Machinery & Equipment	Crane system/Overhead Hoist over Frame Jig	08/25/10	18,000.00
Machinery & Equipment	Tennsmith Shear - NEW	08/25/10	12,800.00
Machinery & Equipment	Time Clock - Attendance Enterprise 400ee 100	08/25/10	12,000.00
Machinery & Equipment	COIL MACHINE -DEPOBI	06/25/10	10,000.00
Machinery & Equipment	Racking - Harter Drive	08/25/10	10,000.00
Machinery & Equipment	Workstation Lifts / Roof Scaffold	06/25/10	10,000.00
Machinery & Equipment	Door Fixtures	08/25/10	10,000.00
Machinery & Equipment	HYDRAULIC EXCAVATOR - TROJAN 2000	08/25/10	7,800.00
Machinery & Equipment	Weld Shop Expansion 6 - Miller Welders	08/25/10	8,000.00
Machinery & Equipment	KOMATSU LIFT TRUCK	08/25/10	5,000.00
Machinery & Equipment	100HP AIR COMPRESSOR	08/25/10	5,000.00
Machinery & Equipment	SCAFFOLDING PROJECT	08/25/10	5,000.00
Machinery & Equipment	LIFT KING LIFT TRUCK	08/25/10	5,000.00
Machinery & Equipment	Dust Collection System	08/25/10	5,000.00
Machinery & Equipment	LX door package	08/25/10	5,000.00
Machinery & Equipment	Racks	08/25/10	5,000.00
Machinery & Equipment	Supervisor's Office Project	08/25/10	5,000.00
Machinery & Equipment	Vin #104881 8CG8540 - storage trailer	08/25/10	5,000.00
Machinery & Equipment	4 - Millermatic 350P Aluminum Welders	08/25/10	3,800.00
Machinery & Equipment	John Deere 2305 Compact Utility Tractor (new)	08/25/10	3,599.00
Machinery & Equipment	PHOB WASH SYSTEM	08/25/10	3,500.00
Machinery & Equipment	MF 2315 Tractor	08/25/10	3,500.00
Machinery & Equipment	Tennsmith Apron Brake - NEW	08/25/10	3,468.00
Machinery & Equipment	Massey Ferguson 231 Diesel Utility Tractor (used)	08/25/10	3,283.00
Machinery & Equipment	CPR System Upgrade in Paint Shop	08/25/10	3,283.00
Machinery & Equipment	MF 231 TRACTOR	08/25/10	3,000.00
Machinery & Equipment	RACKS FOR NEW BUILD	08/25/10	3,000.00
Machinery & Equipment	FORKLIFT REPAIRS - TRANSMISSION	08/25/10	2,923.00
Machinery & Equipment	SC8524TA3 trailer for Trackside use	08/25/10	2,861.00
Machinery & Equipment	WELDING EQUIPMENT	08/25/10	2,500.00
			<u>289,787.00</u>

In re Pace American Enterprises, Inc.
a/k/a Pace American

Debtor

Case No. 11-33416

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (29) - 1 - MACHINERY & EQUIPMENT - Continued

Oregon			
Machinery & Equipment			250,754
Machinery & Equipment	Paint Booth	08/25/10	84,240.00
Machinery & Equipment	Ford F350 Truck Vin#97817	08/25/10	32,000.00
Machinery & Equipment	De Celler	08/25/10	27,456.00
Machinery & Equipment	Kubota Tractor	08/25/10	15,790.00
Machinery & Equipment	TCM Forklift	08/25/10	10,818.00
Machinery & Equipment	Champion RCB 40 HSP Screw Compressor, Receiver and Tank	08/25/10	8,134.00
Machinery & Equipment	St Johns Work Stations	08/25/10	7,545.00
Machinery & Equipment	MIL 951108 Welding Package	08/25/10	6,380.00
Machinery & Equipment	Pipeline for Welding Equipment	08/25/10	5,853.00
Machinery & Equipment	Asay Fixture 5x8" Tool 100	08/25/10	5,148.00
Machinery & Equipment	Security System	08/25/10	4,127.00
Machinery & Equipment	IBM Printers	08/25/10	3,881.00
Machinery & Equipment	Panasonic Digital Copier	08/25/10	3,850.00
Machinery & Equipment	Enerpac Rectangle Notch Die	08/25/10	3,582.00
Machinery & Equipment	Enerpac Notch Die	08/25/10	3,323.00
Machinery & Equipment	Outdoor Sign	08/25/10	3,215.00
Machinery & Equipment	Golf Cart Serial # 2544518	08/25/10	3,118.00
Machinery & Equipment	Marbel PR-8 Closed End Punch Roller 8/N10442	08/25/10	2,995.00
Machinery & Equipment	Phone and Paging System	08/25/10	2,888.00
Machinery & Equipment	Welding Machine 050125W	08/25/10	2,745.00
Machinery & Equipment	Welding Machine 050130W	08/25/10	2,745.00
Machinery & Equipment	Welding Machine 050128W	08/25/10	2,745.00
Machinery & Equipment	Welding Machine 050128W	08/25/10	2,745.00
Machinery & Equipment	Welding Machine 050127W	08/25/10	2,745.00
Machinery & Equipment	Welding Machine 050128W	08/25/10	2,745.00
			<u>250,754.00</u>

In re Pace American Enterprises, Inc.
a/k/a Pace American

Debtor

Case No. 11-33416

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (29) - 1 - MACHINERY & EQUIPMENT - Continued

Texas		
Machinery & Equipment		122,148

Machinery & Equipment	BRIDGE STRUCTURE	08/25/10	2,983.00
Machinery & Equipment	PAINT BOOTH	08/25/10	14,580.00
Machinery & Equipment	Trackside Trailer Vin #59131	08/25/10	13,330.00
Machinery & Equipment	DAEWOO FORKLIFT	08/25/10	12,728.00
Machinery & Equipment	Toyota Forklift Model 7FGU30	08/25/10	12,200.00
Machinery & Equipment	2003 Ford F250 Truck vin 79949	08/25/10	11,800.00
Machinery & Equipment	Kubota Tractor	08/25/10	9,900.00
Machinery & Equipment	CLARK FORKLIFT COP25	08/25/10	8,683.00
Machinery & Equipment	FORD F360 TRUCK VIN#85819	08/25/10	8,510.00
Machinery & Equipment	LX TOOLING PKG	08/25/10	6,008.00
Machinery & Equipment	tooling package for ex door project	08/25/10	5,228.00
Machinery & Equipment	CUT TO LENGTH LINE	08/25/10	4,752.00
Machinery & Equipment	Gantry Crane	08/25/10	4,872.00
Machinery & Equipment	H/D Line Racks	08/25/10	4,087.00
Machinery & Equipment	A.T.V. Honda TRX420TE7 Vin#9603	08/25/10	2,788.00
			<u>122,148.00</u>

In re Pace American Enterprises, Inc.
a/k/a Pace American

Case No. 11-33416

Debtor

Chapter 7

SCHEDULE B - PERSONAL PROPERTY

Schedule B (29) - 1 - MACHINERY & EQUIPMENT - Continued

Utah			
Machinery & Equipment			122,237
Machinery & Equipment	2005 Ingersoll Rand Lift Truck	06/25/10	16,876.00
Machinery & Equipment	YALE FORKLIFT - A875B018004W	08/25/10	15,500.00
Machinery & Equipment	JD 4210 TRACTOR	08/25/10	13,375.00
Machinery & Equipment	R90 LIFT TRUCK/CAT	08/25/10	12,100.00
Machinery & Equipment	PAINT BOOTH	08/25/10	11,260.00
Machinery & Equipment	2001 Ford Explorer	08/25/10	9,300.00
Machinery & Equipment	MABIFERG. TRACTOR	08/25/10	8,850.00
Machinery & Equipment	PHOSPHEROUS WASH SYS	08/25/10	6,838.00
Machinery & Equipment	5 - Millermatic welders 6- Python Welders	08/25/10	5,379.00
Machinery & Equipment	LX Door Tooling Package	08/25/10	4,980.00
Machinery & Equipment	LM 1014 Shear	08/25/10	4,880.00
Machinery & Equipment	Racking Systems - Building Expansion	08/25/10	4,489.00
Machinery & Equipment	SX Door Fixtures	08/25/10	3,817.00
Machinery & Equipment	Labor - Building Expansion M&E	08/25/10	3,367.00
Machinery & Equipment	Tennamith Shear	08/25/10	3,276.00
			<u>122,237.00</u>

	Historical variance - detail to GL control	(310)
2011 Additions		
GA	3/16/2011 - Two Ton Hoist 115V	2,841
IN	5/13/2011 - Elkhart Plastics - Sprinkler Pump	15,111
IN	5/2/2011 - Ancen Const - Door Replacements	7,785
IN	5/2/2011 - Tractor Supply - Cub RZT50 50 inch	3,073

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
SOUTH BEND DIVISION**

In re:

PACE AMERICAN ENTERPRISES, INC.,

Debtor.

Chapter 7 /crd

Case No. 11-33416-hcd

ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 363 (A) APPROVING THE SALE OF CERTAIN OF THE DEBTOR'S ASSETS AND (B) GRANTING RELATED RELIEF

At South Bend, Indiana on **NOV 02 2011**

This matter coming before the court on the Report of Sale (the "Report") of Rebecca Hoyt Fischer ("Trustee") seeking entry of an order approving the sale of Pace American Enterprises, Inc.'s ("Debtor") assets (the "Assets") free and clear of liens, claims, and encumbrances to a joint venture consisting of Myron Bowling Auctioneers, Inc., GoIndustry DoveBid North America, Cincinnati Industrial Auctioneers, Maynards Industries, Inc. and PPL Group, LLC jointly and severally (collectively "Buyer"); and upon the record and all other pleadings and proceedings in this case, including the Report; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

1. On October 4, 2011 the Trustee filed a Motion to Approve Auction. After notice to all creditors and the only limited objection to the Motion having been withdrawn, the Court on October 12, 2011 entered its Order Approving Auction. Pursuant to that Order, a sale of the Assets was held on November 1, 2011 (the "Sale").

2. The findings and conclusions set forth herein constitute the Court's findings of fact and conclusions of law pursuant to Bankruptcy Rules 7052 and 9014.

3. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

4. The Court has jurisdiction over the Report of Sale and the Sale pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (N). Venue of this case and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

5. Proper, timely, adequate, and sufficient notice of the Sale was provided in accordance with sections 102(1) and 363 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, and 9014, and the local rules of this Court, such notice was good, sufficient, and appropriate under the particular circumstances, and except as otherwise set forth in this Order, no other or further notice of the Sale is or shall be required.

6. On November 1, 2011, Trustee and The PrivateBank and Trust Company (the "Bank") conducted a public auction for the sale of the Assets.

7. Buyer's bid of \$2,300,000.00 was the highest and best bid for the Assets, which bid was acceptable to Trustee and the Bank and which bid Buyer has the financial ability to pay. Buyer will close the sale within three (3) business days after the entry of this Order, pursuant to the terms and conditions of the Asset Purchase Agreement between the Trustee, the Bank and Myron Bowling Auctioneers, Inc. (the "stalking horse bidder") dated October 24, 2011, as amended at the Sale.

8. The Sale has been undertaken by Trustee, the Bank and Buyer at arms'-length, without collusion or fraud, and in good faith within the meaning of 11 U.S.C. § 363(m). As a result of the foregoing, Trustee, the Bank and Buyer are entitled to the protections of 11 U.S.C. §

363(m). Neither Trustee, the Bank, nor Buyer have engaged in any conduct that would cause or permit the Sale to be avoided under 11 U.S.C. § 363(n). Buyer has not otherwise violated 11 U.S.C. § 363(n) by any action or inaction, and the Sale does not violate the provisions of 11 U.S.C. § 363(n).

9. The consideration provided by Buyer for the Assets (i) is fair and reasonable, (ii) is the highest or best offer for the Assets, and (iii) will provide a greater recovery for Debtor's creditors than would be provided by any other practical, available alternative. The terms and conditions of the Sale are fair and reasonable. Therefore, the Sale is in the best interests of Debtor and its estate, creditors, and other parties in interest and is an exercise of Trustee's sound business judgment.

10. The transfer of the Assets to Buyer will be a legal, valid, and effective transfer of the Assets and will vest Buyer with all right, title, and interest of Debtor in and to the Assets free and clear of all liens and claims of any kind or nature whatsoever.

11. Trustee may sell the Assets free and clear of all interests of any kind or nature whatsoever because one or more of the standards set forth in 11 U.S.C. § 363(f)(1)-(5) has been satisfied. Specifically, the Bank, the only party that holds a security interest in the Assets, has consented to their sale.

For all of the foregoing and after due deliberation, the Court ORDERS, ADJUDGES, AND DECREES THAT:

- A. The Report of Sale is APPROVED as set forth herein.
- B. The Sale is hereby approved in all respects and Trustee is authorized to consummate the Sale pursuant to 11 U.S.C. § 363(b).

C. Any and all objections and responses concerning the Report of Sale are resolved in accordance with the terms of this Order. To the extent any such objections or responses were not otherwise withdrawn, waived, or settled, all such objections, and all reservations of rights or relief requested therein, are hereby overruled on the merits and denied with prejudice.

D. This Order shall be binding in all respects upon all creditors (whether known or unknown) of Debtor, Trustee, all successors and assigns of Buyer and Debtor and its affiliates and shall not be subject to rejection.

E. Except as expressly permitted or otherwise specifically provided for in this Order, pursuant to 11 U.S.C. §§ 105(a) and 363(f), upon consummation of the Sale, Buyer shall acquire good and marketable title in and to the Assets, free and clear of all interests of any kind or nature whatsoever with all such interests of any kind or nature whatsoever to attach to the net proceeds of the Sale in the order of their priority, with the same validity, force, and effect which they now have as against the Assets.

F. Under no circumstances shall Buyer be deemed a successor of or to Debtor or Trustee for any interests against or in Debtor, Trustee, or the Assets of any kind or nature whatsoever other than as provided for in this Order.

G. The Sale is undertaken by Buyer in good faith, as that term is used in 11 U.S.C. § 363(m), and accordingly, the reversal or modification on appeal of the authorization provided herein to consummate the sale shall not affect the validity of the sale of the Assets to Buyer, unless such authorization is duly stayed pending such appeal. Buyer is a purchaser in good faith of the Assets and is entitled to all of the protections afforded by 11 U.S.C. § 363(m). Buyer has not violated 11 U.S.C. § 363(n) by any action or inaction, and the Sale does not violate the provisions of 11 U.S.C. § 363(n).

H. This Order is immediately enforceable and not subject to the stay of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure.

I. This Court retains jurisdiction to enforce and implement the terms and provisions of this Order.



Honorable Harry C. Dees, Jr., Judge
United States Bankruptcy Court

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF INDIANA
SOUTH BEND DIVISION

IN RE:) Case No. 11-33416
Pace American Enterprises, Inc.)
)
Debtor.) Chapter 7 /crd

STIPULATION TO AMEND CLAIM NO. 246 OF
SUN PACE AMERICAN FINANCE, LLC TO A
GENERAL UNSECURED CLAIM

Comes now Rebecca Hoyt Fischer, Trustee, and Sun Pace American Finance, LLC, by counsel and hereby stipulate as follows:

1. That on the August 31, 2011, an involuntary petition for relief under Chapter 7 of the United States Bankruptcy Code was filed and thus initiated the case styled In re Pace American Enterprises, Inc., Case No. 11-33416 (the "Case").

2. Sun Pace American Finance, LLC ("Sun") filed a secured claim on January 26, 2012, in the amount of \$5,156,250.00, which was designated "Claim No. 246". Sun had security interests in certain assets of the Debtor (the "Sun Collateral"), which was subordinate only to the security interest of The Private Bank and Trust Company ("Private Bank").

3. To the best of the Trustee's knowledge, all of the Sun Collateral has been liquidated and the proceeds thereof have been distributed to Private Bank. The remaining assets available for distribution in the Case are avoidance and preference recovery actions under 11 U.S.C. §§ 544, 545, 547, 548, 549 and 550. Sun does not have a security interest in those assets. This Stipulation shall not affect Sun's right to the proceeds of any Sun Collateral which is recovered by the Trustee in the future.

4. The parties hereby stipulate that Sun's Claim No. 246, filed on January 26, 2012, is hereby amended as a general unsecured claim.

Dated this 14th day of March, 2013.

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CERTIFICATE OF SERVICE

I hereby certify that on March 14th 2013, a true and correct copy of the above and foregoing was served by electronic transmission upon the following parties:

U.S. Trustee
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and by first class postage prepaid U.S. mail upon the following:

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Sun Capital Partners, Inc.
c/o Deryl Couch, Esq.
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Boca Raton, FL 33486

/s/ Rebecca H. Fischer
Rebecca Hoyt Fischer

AGREED, ADJUDGED AND SO ORDERED. Sun Pace American Finance, LLC's ("Sun") Claim No. 246, filed January 26, 2012, is a general unsecured claim in the amount of \$5,156,250.00. This Order shall not affect Sun's right, if any, to the proceeds from any Sun Collateral which is recovered by the Trustee in the future.

Dated this **MAR 26 2013**



Harry C. Dees, Jr., Judge
United States Bankruptcy Court