

KOLISCH
HARTWELL
DICKINSON
McCORMACK
& HEUSER

11-25-1998



100912564

A Professional Corporation

11.23.98

PATENTS AND TRADEMARKS

November 18, 1998

Jon M. Dickinson
John M. McCormack*
Peter E. Heuser*
James G. Stewart*
David A. Fanning*
David P. Cooper
Pierre C. Van Ryselberghe*
Walter W. Karnstein
Charles H. DeVoe
Stephen E. Gass, Ph.D.
Kasey C. Christie
David S. D'Ascenzo
Owen W. Dukelow*
James R. Abney, Ph.D.*
Nathan O. Jensen
Mark D. Alleman
James David Fulmer

Assistant Commissioner for Patents
Box Assignment
Washington, D.C. 20231

Sir:

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

Enclosed for recordation in the records of the U.S. Patent and
Trademark Office is a copy of a document with particulars as follows:

(1) Name of conveying party:

Kenneth M. Larkin
3865 S.W. Ben Hogan Drive
Redmond, Oregon

(2) Name and address of receiving party:

Larkin Technology, Inc.
3865 S.W. Ben Hogan Drive
Redmond, Oregon 97756

(3) The nature of the conveyance is a Bill of Sale Document with

Minutes of the Organizational Meeting of Larkin Technology, Inc.

(4) Patent/Patent App. No. Patent Date/Filing

5,435,585 July 25, 1995

08/862,786 May 23, 1997

*Rec'd
11-23-98
12:43 PM
W*

Of Counsel:

J. Pierre Kolisch
M. H. Hartwell

- CA & DC Bars
- *OR & CA Bars
- OR & WA Bars
- *OR CA & ID Bars

OREGON
200 Pacific Building
520 S.W. Yamhill Street
Portland, Oregon 97204
Telephone: 503/224-6655
Facsimile: 503/295-6679

CALIFORNIA
420 Florence Street
Palo Alto, California 94301
Telephone: 650/325-8673
Facsimile: 650/325-5076

IDAHO
802 W. Bannock, Suite 403A
Boise, Idaho 83702
Telephone: 208/384-9166
Facsimile: 208/384-9169

E-mail: info@khdmh.com
URL: http://www.khdmh.com

(5) Any and all correspondence concerning this document should be addressed and mailed to the following:

David P. Cooper
Kolisch, Hartwell, Dickinson,
McCormack & Heuser
200 Pacific Building
520 S.W. Yamhill Street
Portland, Oregon 97204

(6) The total number of patents/patent applications involved in this conveyance is 2.

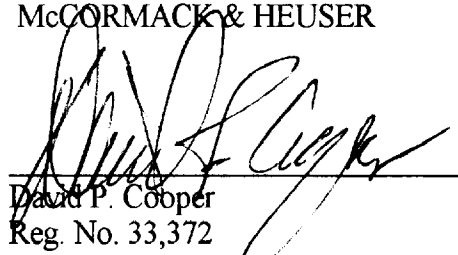
(7) Our two checks, each in the amount of \$40.00 (totaling \$80.00) to cover the recordation fees is enclosed, in accordance with 37 C.F.R. § 3.41.

(8) Please charge our Deposit Account No. 11-1540 for any additional fees which may be required. A duplicate copy of this form is attached.

(9) 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.

Respectfully submitted,

KOLISCH, HARTWELL, DICKINSON,
McCORMACK & HEUSER



David P. Cooper
Reg. No. 33,372
200 Pacific Building
520 S.W. Yamhill Street
Portland, Oregon 97204
Telephone: (503) 224-6655
Facsimile: (503) 295-6679
of Attorneys for Patentee

TOTAL NUMBER OF PAGES
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ATTACHMENTS AND DOCUMENT: 7

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PATENT
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BILL OF SALE

In consideration of the exchange for 100 shares of Stock in Larkin Technology, Inc., to Kenneth M. Larkin, Kenneth M. Larkin does hereby sell, convey and deliver to the said Larkin Technology, Inc. and its assigns, all of the following described personal property:

The following Patents:

- Pat. No. 5,435,585
- Pat. No. 5,571,270
- Pat. pending/Allowed Serial No. 08/674,135
- Pat. pending application serial No. 08/862,786

Kenneth M. Larkin hereby covenants that:

1. He is the lawful owner of the said personal property, except as set forth above;
2. Said personal property is free from all encumbrances, except as set forth above and except for the encumbrances created in this transaction;
3. He has the right to sell the said personal property to the Larkin Technology, Inc.; and
4. He will forever defend the title thereto against the lawful claims and demands of all persons whomsoever, for the benefit of Larkin Technology, Inc.

DATED this ____ day of April, 1998.


KENNETH M. LARKIN

MINUTES OF THE ORGANIZATIONAL MEETING
OF
LARKIN TECHNOLOGY, INC.

The meeting was called to order at 3:13 p.m. by temporary president, Kenneth M. Larkin on the 31st day of March, 1998.

Present were: Kenneth M. Larkin, director; Dean Larkin and Stanley E. Clark, attorney.

Mr. Clark presented a copy of the Articles of Incorporation to the directors and informed them that the Articles of Incorporation had been filed with the Corporation Commissioner for the State of Oregon on the 30th day of March, 1998. Mr. Clark further informed the directors that the articles provided that the registered office of the corporation would be at 3865 SW Ben Hogan Dr., Redmond, Oregon and the registered agent for the corporation would be Kenneth M. Larkin.

Nominations were then held for offices of the corporation. The following slate of officers was nominated and by unanimous vote, elected to serve as officers of the corporation for the ensuing year and until their successors are elected, qualified and take office:

President: Kenneth M. Larkin
Secretary/Treasurer: Dean Larkin

A Waiver of Notice was presented and executed by Kenneth M. Larkin, the only director of the corporation, who was present, all of the members of the initial Board of Directors being present.

Mr. Clark then presented a set of proposed By-Laws for the corporation to the directors. Since Kenny Larkin recently went through the formation of Roadwing, Inc., and the reading of the by-laws in the organizational meeting of that corporation, a cursory review of the by-laws in this meeting was had. After that cursory review, it was moved, seconded and unanimously passed that they be adopted as amended, in the following particulars.

- a. Setting annual meeting date and place to be the 3rd Monday in March at the registered office of the corporation
- b. Setting the number of Board members to be one
- c. Adopting a stock certificate, a copy of which is attached to the adopted by-laws and made a part hereof by this reference.

- d. Setting the corporation business date and tax commencement to be April 1, 1998, with the fiscal year for the corporation to be a calendar year.
- e. Dispensing with a corporate seal.

A copy of the By-laws so adopted has been attached hereto, and by this reference made a part hereof.

The president presented to the meeting his recommendation for the bank for deposit of funds and check signature authorization. Upon motion duly made, seconded and unanimously passed, it was

RESOLVED, that the Juniper Bank, Redmond Branch, be designated as the bank for deposit of corporation funds; and it was further

RESOLVED, that the signature of Kenneth M. Larkin or Dean Larkin be required to execute checks on the corporate account.

It was then moved, seconded and unanimously passed that the signature of the President be required to obligate the corporation on any contractual agreement.

It was moved, seconded and unanimously passed that the acts of the Board of Directors prior to incorporation be ratified, including, but not limited to the following:

Hiring Stanley E. Clark of Redmond, Oregon, to be the corporate attorney

Negotiations on a contract to be entered into with Atwood Mobile Products.

Atwood Industries

It was then moved, seconded and unanimously passed that none of the officers corporation receive salaries.

It was moved, seconded and passed that Rick Nissen of Nissen & Meyer be retained as accountant for the corporation, and that he be reimbursed for services rendered prior to incorporation and services required in the future from the corporate bank account.

It was further moved, seconded and passed that Mr. Clark of Redmond be retained as attorney for the corporation, and that he be reimbursed for legal services rendered prior to incorporation and services required in the future, from the corporate bank account.

The secretary was authorized to issue the following shares of stock to the following persons:

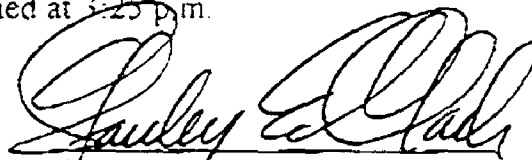
100 shares to Kenneth M. Larkin

All shares so issued will be fully paid upon the transfer by Kenneth M. Larkin to the corporation of three patents which have been issued to him relating to chains associated with retractable ball trailer hitches and a fourth patent which is still pending and non assessable when the above conditions have been met.

The matter of corporate insurance was discussed. Kenneth M. Larkin agreed to contact Mr. Cooper, his patent attorney concerning potential liability of the company surrounding the patents and potential infringement of them.

It was further moved, seconded and unanimously passed that the president take whatever steps are necessary to qualify the corporation under Sub-Chapter S, with the Internal Revenue Service. Mr. Clark was directed to write a letter to Mr. Nissen informing him of this action by the Board of Directors.

There being no further business to come before the Board of Directors and Shareholders, the meeting was duly adjourned at 3:25 p.m.


Acting Secretary