

2/25/05

03-01-2005

OMB No. 0651-0027 (exp. 5/31/2002)



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102950273

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Scientific Utilization, Inc.

Additional name(s) of conveying party(ies) attached? No

2. Name and address of receiving party(ies)
Name: Thompson Investment Company, LLC
Internal Address _____
Street Address: 2401 Pinson Valley Parkway
City: Birmingham ST: AL ZIP 35217
Additional name(s) & address(es) attached? Yes

3. Nature of conveyance:
Assignment
Execution Date: October 12, 2004

4. Application number(s) or patent number(s):
A. Patent Application No.(s): _____
B. Patent No.(s): 6,781,087
Additional numbers attached? No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: WADDEY & PATTERSON
Internal Address: BANK OF AMERICA PLAZA
SUITE 2020
Street Address: 414 UNION STREET
City: NASHVILLE State: TN Zip: 37219
Customer No. 23456

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41):..... \$40.00
The fee is enclosed

8. Deposit account number:
23-0035
(Attach duplicate copy of this page if paying by deposit account.)

OFFICE OF PUBLIC RECORDS
2005 FEB 25 PM 12:33
FINANCE SECTION

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Emily A. Shouse, Reg. No. 44,336
Name of Person Signing

Signature

2-24-05
Date

Total number of pages including cover sheet, attachments, and document: 12

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents, Mail Stop Assignment Recordation Services
P.O. Box 1450
Alexandria, VA 22313-1450

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

CONTINUATION SHEET

Item 2 - Name and Address of Receiving Party(ies):

Wyatt R. Haskell
2001 Park Place North
1400 Park Place Tower
Birmingham, AL 35203

BILL OF SALE BY SECURED PARTY
TO PURCHASER AT FORECLOSURE SALE

KNOW ALL MEN BY THESE PRESENTS, That:

WHEREAS, Scientific Utilization, Inc., an Alabama corporation (the "Debtor") is justly indebted to Thompson Investment Company, LLC ("Thompson") as evidenced by two Debentures, one of which is that certain 10% Senior Convertible Debenture Series B dated July 29, 1999, in the original principal amount of \$390,000.00, as amended (the "Thompson Senior Debenture");

WHEREAS, the Debtor is also justly indebted to Wyatt R. Haskell (together with Thompson, the "Secured Parties") as evidenced by that certain 10% Convertible Debenture Series A dated July 29, 1999 in the original principal amount of \$1,390,000.00 (the "Haskell Senior Debenture" and together with the Thompson Senior Debenture, the "Senior Debentures");

WHEREAS, pursuant to a Security Agreement dated July 29, 1999 made in favor of the Secured Parties, the Debtor secured, *inter alia*, the Senior Debentures with security interests in the following described collateral (the "Collateral"):

All of Debtor's right, title and interest in all manufacturing and processing rights, processes, formulas, trade secrets, patents, patent rights, patent applications, products, licenses, franchises, privileges, trademarks, trade names and copyrights and any and all industrial and intellectual property rights, including without limitation, those patents listed below:

United States Patent No. 5,464,513 - *Method and Apparatus for Water Decontamination Using Electrical Discharge*;

United States Patent No. 5,630,915 - *Liquid Decontamination System Using Electrical Discharge with Gas Injection*;

United States Patent No. 4,957,606 - *Separation of Dissolved and Undissolved Substances from Liquids Using High-Energy Discharge Initiated Shock Waves*

United States Patent No. 4,917,785 - *Liquid Processing System Involving High-Energy Discharge*;

United States Patent No. 5,037,524 - *Apparatus for Treating Liquids with High-Intensity Pressure Waves*;

United States Patent No. 5,801,489 - *Three-Phase Alternating Plasma Generator*,
and

all royalties, rents, proceeds, franchise fees, licensing fees, fees, payments and any other revenues derived from the foregoing Collateral or any use or licensing thereof and any and all documents, agreements, code, software, magnetic data and the like relating to or evidencing the foregoing Collateral;

WHEREAS, default occurred in the payment of the Senior Debentures, and after giving notice of the time and place of the intended public foreclosure sale of the Collateral pursuant to Section 7-9A-611 of the Alabama Code, the Secured Parties offered the Collateral for sale at public auction at the time and place stated in such notice;

WHEREAS, at said foreclosure sale, the highest and best bid was a joint bid received from the Secured Parties in the amount of \$1,000,000 for the Collateral (the "Joint Bid"); and

WHEREAS, the Joint Bid was offered as a credit in the amount of \$500,000 against the indebtedness owing under the Thompson Senior Debenture and \$500,000 against the indebtedness owing under the Haskell Senior Debenture.

NOW, THEREFORE, in consideration of the Joint Bid made by the Secured Parties, and the credit thereof on the indebtedness owing under the Senior Debentures as aforesaid, the undersigned Secured Parties, pursuant to Sections 7-9A-610 and 7-9A-617 of the Alabama Code, do hereby sell, transfer, assign and deliver to Thompson Investment Company, LLC and Wyatt R. Haskell, as equal tenants in common, all of the Debtor's right, title and interest in and to the Collateral, free and clear of all liens, security interests and other rights subordinate to the foreclosed security interests held by the Secured Parties.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned, Thompson Investment Company, LLC, and Wyatt R. Haskell, have caused these presents to be executed, as of and effective the 12th day of October 2004.

SECURED PARTIES:

THOMPSON INVESTMENT COMPANY, LLC

By: Thompson Development Company, Inc., an Alabama corporation

By: Paul Tombrello
Paul Tombrello
Its: Treasurer

WYATT R. HASKELL
Wyatt R. Haskell
Wyatt R. Haskell

ACCEPTED AND AGREED TO:

PURCHASERS:

THOMPSON INVESTMENT COMPANY, LLC

By: Thompson Development Company, Inc.,
an Alabama corporation

By: Paul Tombrello
Paul Tombrello
Its: Treasurer

WYATT R. HASKELL
Wyatt R. Haskell
Wyatt R. Haskell

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
NORTHERN DIVISION**

In re:)
)
SCIENTIFIC UTILIZATION, INC.) **Case Number: 04-82488**
)
Debtor.)

**JOINT MOTION TO APPROVE AGREEMENT
TERMINATING THE AUTOMATIC STAY OF 11 U.S.C. § 362(a)**

COME NOW Scientific Utilization, Inc. (the "Debtor"), Heritage Bank ("Heritage"), Thompson Investment Co., LLC ("Thompson"), Wyatt Haskell ("Haskell," and together with Thompson and Heritage, the "Movants") and Sierra Pacific Enterprises and pursuant to 11 U.S.C. § 362(d) and Federal Rule of Bankruptcy Procedure 4001(d), respectfully requests this Court to approve the parties' agreement on relief from the automatic stay as follows:

(1) The parties have agreed and consented that, subject to the terms and conditions set forth below, Heritage be granted relief from the automatic stay as to the collateral more specifically described in its Motion for Relief from Automatic Stay (the "Heritage Motion"), and Thompson and Haskell be granted relief from the automatic stay as to the collateral more specifically described in their Joint Motion for Relief from Automatic Stay (the "Thompson Motion," and together with the Heritage Motion, the "Motions");

(2) The parties agree that the automatic stay shall be modified for the limited purpose of allowing the Movants to solicit bidders, give appropriate notices, and commence advertising public foreclosure sales to be held pursuant to applicable Alabama law governing the sale of collateral by secured creditors. The Movants shall not commence such advertising until September 3, 2004. The parties agree that advertisement of said public foreclosure sales shall be

deemed sufficient if published once a week for three consecutive weeks in *The Birmingham News* and *The Huntsville Times*;

(3) The parties agree that the automatic stay shall be terminated as of October 4, 2004 to allow the Movants to exercise all rights and remedies available to them, including but not limited to holding the aforementioned public foreclosure sales; and

(4) Thompson and Haskell have withdrawn their Limited Objection to Heritage Bank's Motion for Relief from Stay but there has been no resolution as to the priority positions of the Movants. The parties agree that this agreement shall be without prejudice as to any Movants' ultimate lien priority position in the intellectual property of the Debtor, including but not limited to patent rights.

A proposed Agreed Order is attached hereto as **Exhibit A**.

WHEREFORE, Thompson Investment and Haskell respectfully request the Court to:

- (i) enter the Agreed Order terminating the automatic stay as described therein; and
- (ii) enter said Agreed Order without a hearing if no party objects to this Motion.

/s/ Jason D. Woodard
James J. Robinson
Jason D. Woodard
Stephanie Haley Williams

Attorneys for Thompson Investment Co., LLC
and Wyatt Haskell

Of Counsel:

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420 North 20th Street
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/s/ Ryan K. Cochran

David B. Anderson

Ryan K. Cochran

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Of Counsel:

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/s/ Kevin D. Heard

Kevin D. Heard

Attorney for Sierra Pacific Enterprises

Of Counsel:

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307 Clinton Avenue West

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Huntsville, AL 35801-5567

/s/ Michael E. Lee

Michael E. Lee

Attorney for Scientific Utilization, Inc.

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing on the following by United States mail, properly-addressed and first-class postage prepaid on this the 19th day of August 2004.

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Waddey & Patterson PC
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Huntsville, AL 35801-4918

Alabama Dept. of Revenue
649 Monroe Street
Montgomery, AL 36131-0001

AmSouth Bank
Attn: Kathy Woods, Branch Mgr.
200 Clinton Avenue West
Huntsville, AL 35801-4918

Christian Juvan
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Cupertino, CA 95014-3522

First Commercial Bank
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Birmingham, AL 35209-4532

Internal Revenue Service
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801 Tom Martin Drive
Stop R126
Birmingham, AL 35211-6426

Merchant Capital LLC
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Montgomery, AL 36101-0589

Heritage Bank
c/o C. Paul Davis
904 Merchants Walk SW
Huntsville, AL 35801-5248

John J. Callahan, Jr.
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Huntsville, AL 35804-8667

Orix Credit Alliance
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Underwriters Laboratories
Attn: Rosemary Abbinanti-claim signatory
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Northbrook, IL 60062-2096

/s/Jason D. Woodard
OF COUNSEL

United States Bankruptcy Court

Northern District of Alabama, Eastern Division

In re:)	
SCIENTIFIC UTILIZATION, INC.)	CASE NO. 04-82488
)	CHAPTER 11
DEBTOR(S).)	

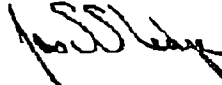
ORDER ON AGREEMENT TO MODIFY OR TERMINATE THE AUTOMATIC STAY

An agreement to modify or terminate the automatic stay provided for in 11 U.S.C. §362 was filed on 08/19/2004, between the debtor's attorney, Wyatt R. Haskell, Heritage Bank and Thompson Investment Company, LLC. A notice and opportunity for hearing was prepared by the clerk on 08/19/2004, stating any party wishing to object to said agreement must file a written objection and request for hearing within fifteen (15) days from the date of service of the notice and agreement. Said notice and opportunity also directed the attorney(s) filing the agreement to serve the agreement and notice on all creditors and any other parties in interest and to file a certificate of service of same with the Court. According to the certificate of service filed, said agreement and notice were served on 8/20/2004. No objection to the agreement was filed;

Therefore, for good cause found, and pursuant to Fed. R. Bankr. P. 4001(d)3, **IT IS HEREBY ORDERED** that said agreement is **APPROVED**. A copy of this order shall be sent through the United States mails to each of the following (which shall be sufficient service and notice hereof): the debtor, the debtor's attorney, the movant, the movant's attorney, and the trustee.

Done this 9 September 2004.

rkh#76



JAMES W. SLEDGE
United States Bankruptcy Judge