

04-02-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

3-31-03 RECOI TR



102406804

DEPARTMENT OF COMMERCE J.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):  
 CPSX, Inc. by David Madoff,  
 Chapter 7 Trustee

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
 Name: Guard Industries, Inc.  
 Internal Address: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: 3333 Washington  
 City: St. Louis State: MO Zip: 63103

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Missouri  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: 12/15/2002

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 74502371  
 B. Trademark Registration No.(s) \_\_\_\_\_

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Robert B. Leggat, Esq.  
 Internal Address: Ottsen, Mauze',  
Leggat & Belz, L.C.  
 Street Address: 112 South Hanley Rd.  
 City: St. Louis State: MO Zip: 63105

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
Not applicable

DO NOT USE THIS SPACE

9. Signature:  
Robert B. Leggat  
 Name of Person Signing

Signature

March 19, 2003  
 Date

Total number of pages including cover sheet, attachments, and document: 9

FINANCE SECTION MAR 25

04/01/2003 LMUELLER 00000192 74502371

01 FC:8521

40.00 DP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002703 FRAME: 0548

## ASSIGNMENT OF TRADEMARK AND GOODWILL

THIS ASSIGNMENT OF TRADEMARK AND GOODWILL ("Assignment") made and entered into as of the 15th day of December, 2002 by and between DAVID MADOFF ("Trustee"), as Chapter 7 trustee of CSPX, INC. ("CSPX" or "Assignor") in bankruptcy case no. 02-16691-CJK pending before the United States Bankruptcy Court for the District of Massachusetts, and GUARD INDUSTRIES, INC., a Missouri corporation ("Assignee"),

WITNESSETH:

WHEREAS, the trademark "Avanti" is a trademark currently registered with the United States Patent and Trademark Office, Serial No. 74502371 filed March 21, 1994 and registered January 21, 1997, Registration No. 2032530 (the "Trademark");

WHEREAS, CSPX previously acquired all of the rights, title and interests in and to the Trademark from its registrant Unico, Inc.;

WHEREAS, CSPX granted Sovereign Bank (the "Bank"), a federal savings bank, a security interest in the Trademark and, in connection therewith, caused and/or permitted an assignment to Bank of said Trademark to be recorded in the records of the United States Patent and Trademark Office on or about October 30, 2000;

WHEREAS, a proceeding under Chapter 7 of the United States Bankruptcy Code was filed against CSPX in the United States Bankruptcy Court for the District of Massachusetts, case no. 02-16691-CJK;

WHEREAS, in connection with its liquidation under Chapter 7, Assignee has purchased and acquired at the auction held by the Trustee certain molds that manufacture dowels for shoe heels, which molds have the word "Avanti" inscribed as part of the dowels; and, in connection therewith, has also purchased whatever rights, title and interests assignor has in the Trademark;

WHEREAS, pursuant to the Trustee's Motion for Authority to Sell Equipment Free and Clear by Public Auction (the "Motion"), and the Order approving the Motion (copies of which are attached hereto), the molds and the Trademark were sold free and clear of all liens and encumbrances, including the Bank's security interest;

WHEREAS, Assignor makes no representations or warranty as to Assignor's rights, title and interests in the Trademark, but is willing to affirm the transfer of whatever rights, title and interests in and to the Trademark it may have to Assignee,

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby transfers, conveys, assigns, delivers and otherwise sets over to Assignee all of its rights, title and interests in and to the

Trademark and in the registration thereof, together with all goodwill in connection with which such Trademark is used.

IN WITNESS WHEREOF, the parties have entered into this Assignment as of the day and year first above written.

“ASSIGNOR”

CPSX, INC.

By:

*David Madoff*  
Name: David Madoff  
Title: Chapter 7 Trustee

SUBSCRIBED and SWORN  
to before me this 28<sup>th</sup> day of  
February, 2003.

*Anna D. Halloran*

Anna D. Halloran  
NOTARY PUBLIC

*My Commission Expires: 1-13-06*

“ASSIGNEE”

GUARD INDUSTRIES, INC.

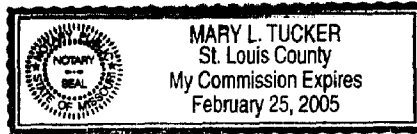
By:

*James Barnes*  
Name: James Barnes  
Title: President

SUBSCRIBED and SWORN  
to before me this 19 day of March, 2003.

*Mary L. Tucker*

NOTARY PUBLIC



2079d/Trademark assignment (avanti) 3

COPY

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION

FILED  
IN CLERK'S OFFICE  
2002 OCT 30 P 4:16  
U.S. BANKRUPTCY COURT  
DISTRICT OF MASS.

\*\*\*\*\*  
\*  
In re \*  
\*  
CSPX, Inc., \*  
\*  
Debtor. \*  
\*  
\*\*\*\*\*

Chapter 7  
Case No. 02-16691-CJK

**TRUSTEE'S MOTION TO SELL EQUIPMENT  
FREE AND CLEAR BY PUBLIC AUCTION  
[EXPEDITED DETERMINATION REQUESTED]**

David B. Madoff, the Chapter 7 Trustee (the "Trustee") of CSPX, Inc. ("CSPX"), hereby moves this Court, pursuant to Section 363 of the Bankruptcy Code, for authority to sell by public auction all of the furnishings and equipment at CSPX's places of business located at: (a) 135 Oak Hill Way, Brockton, Massachusetts; and (b) 56 Emery Street, Sanford, Maine, free and clear of all liens, claims, interests and encumbrances. **So as not to incur unnecessary expenses, such as additional rent and insurance, the Trustee seeks expedited determination of this Motion. Concurrently herewith, the Trustee has filed Trustee's Motion for Expedited Hearing on Certain Motions.** The Trustee proposes to hold the auction on December 3 (Sanford, Maine) and December 6 (Brockton, Massachusetts). As grounds therefor, the Trustee states:

**I. Background**

1. On September 17, 2002 (the "Petition Date"), an involuntary petition under Chapter 7 of the Bankruptcy Code was filed against CSPX with this Court. On September 19, 2002, the Trustee was appointed as interim trustee, and subsequently accepted the appointment as Chapter 7 trustee. On October 15, 2002, the Court entered an Order for Relief.

2002, the Trustee was appointed as interim trustee, and subsequently accepted the appointment as Chapter 7 trustee. On October 15, 2002, the Court entered an Order for Relief.

2. Until it ceased operations, CSPX was a manufacturer of shoe parts and related products. CSPX has two facilities in Brockton, Massachusetts, and facilities in Auburn, Maine and Sanford, Maine, and in Santiago, Dominican Republic (the "Facilities"). CSPX maintains at the Facilities various manufacturing equipment as well as small amounts of office furniture. CSPX does not own any of the real property (but not the Santiago real property) at the Facilities, although, on information and belief, certain of the real property is owned by a trust whose beneficiary and/or trustee is the owner of CSPX's stock.

3. CSPX was previously the owner of certain operating subsidiaries that were, sometime prior to October 30, 2000, merged into CSPX. Those former subsidiaries were then operated as divisions of CSPX, and many creditors appear to still refer to and make payments to the divisions by their former names. They are: BSP Group, Inc.; CSPX/Unico, Inc.; FAP Group, Inc.; and TJE Group, Inc.

4. CSPX is also the owner of all of the outstanding common stock of C.S. Pierce Acquisition Co., Inc. ("Acquisition"). Acquisition, a holding company with no operations of its own, is the owner of the stock of a German holding corporation, which in turn owns the stock of operating facilities located in Europe and Asia.

5. Pursuant to a Creditor Agreement dated October 30, 2000 between CSPX and Sovereign Bank (the "Bank"), CSPX is obligated to the Bank under: (a) a Revolving Note in the principal amount of \$11,500,000; and (b) a term note in the amount of \$2,400,000 (the "Secured Debt"). According to the Bank, the amount of the Secured Debt currently exceeds \$16,000,000,

inclusive of interest, fees and overadvances. As security, the Bank claims a security interest in substantially all of CSPX's assets, including a pledge of the stock of Acquisition.

6. Upon his appointment, the Trustee has taken steps toward securing CSPX's assets, including taking possession of the Brockton Facilities, receiving assurances as to the security of the Maine Facilities, and collecting outstanding accounts receivable.

7. Although the Trustee has not done an appraisal of CSPX's assets, based on discussions with various interested parties, the Trustee's auctioneer, and the Trustee's financial consultant, it appears certain that the amount of the Secured Debt far exceeds the value of the assets securing it. Nevertheless, the Trustee and the Bank have negotiated an agreement that could provide a substantial benefit to the estate, making it worthwhile for the Trustee to proceed with the liquidation of the estate.

## **II. Proposed Public Auction**

8. A public auction conducted by a professional auctioneer will provide the most practical method for the Trustee to sell all the furnishings and equipment (the "Equipment") located at: (a) 135 Oak Hill Way, Brockton, Massachusetts (the "Oak Hill Way Facility"); and (b) 56 Emery Street, Sanford, Maine (the "Emery Street Facility"), and likely will yield the largest return to the estate. While there have been inquiries about purchasing the Equipment at private sale, none of the inquiries have, to date, yielded an offer. Accordingly, the Trustee seeks this Court's authority to sell, pursuant to Section 363 of the Bankruptcy Code, the Equipment at a public auction to be advertised and conducted at CSPX's Oak Hill Way and Emery Street Facilities.

9. Contemporaneously with this Motion, the Trustee filed his Application to Employ Paul E. Saperstein Co., Inc. (the "Auctioneer") to Conduct Public Auction (the "Saperstein

Application"), whereby the Trustee seeks the authority to retain the Auctioneer to conduct the proposed auction. The proposed terms and conditions of the Auctioneer's employment are set forth in the Saperstein Application.

10. Advertising for the auction will include publication for two Sundays in the Boston Globe, one publication in either the Wall Street Journal or New York Times, publication in applicable trade periodicals, direct mailings and publication on the Auctioneer's website. The Auctioneer anticipates (and has agreed) that advertising will cost no more than \$20,000. By this motion, the Trustee requests authority to expend such amount on advertising.

### **III. Sale Free and Clear of Liens**

11. All sales of the Equipment at the proposed auction are to be made free and clear of all liens, claims, and other monetary interests and encumbrances. Therefore, the Trustee requests that this Court's order authorizing the auction provide that any liens, claims, monetary interests or encumbrances in or against the Equipment sold at the auction attach to or affect the net proceeds of the sale (after payment of the Auctioneer's commission and reimbursement of the Auctioneer's expenses) to the same extent and in the same order of priority, as any such lien, claim, monetary interest or encumbrance now attaches to or affects the Equipment subject, in each case, to this Court's power to subsequently determine the validity, extent and priority of all such liens, claim, monetary interests and encumbrances.

### **IV. Benefit to the Estate and Notice**

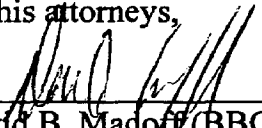
12. The Trustee has determined that the estate will benefit most from the sale of the Equipment by public auction, given the Auctioneer's experience and the practicality of a well publicized auction.

this case. The Trustee requests that this Court find such service to be appropriate and sufficient notice in the particular circumstances.

Respectfully submitted this 30th day of October, 2002.

David B. Madoff, Chapter 7 Trustee

By his attorneys,



---

David B. Madoff (BBO#552968)  
Kristin M. McDonough (BBO#637899)  
Christopher M. Candon (BBO#650855)  
COHN KHOURY MADOFF &  
WHITESELL LLP  
101 Arch Street  
Boston, Massachusetts 02110  
(617) 951-2505

2080P\auction motion



**DOCKETED**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION

FILED  
IN CLERK'S OFFICE

2002 OCT 30 P 4:14

BANKRUPTCY COURT  
DISTRICT OF MASS.

\*\*\*\*\*  
\*  
In re \*  
\*  
CSPX, Inc., \*  
\*  
Debtor. \*  
\*  
\*\*\*\*\*

Chapter 7  
Case No. 02-16691-CJK

**TRUSTEE'S MOTION TO SELL EQUIPMENT  
FREE AND CLEAR BY PUBLIC AUCTION  
[EXPEDITED DETERMINATION REQUESTED]**

David B. Madoff, the Chapter 7 Trustee (the "Trustee") of CSPX, Inc. ("CSPX"), hereby moves this Court, pursuant to Section 363 of the Bankruptcy Code, for authority to sell by public auction all of the furnishings and equipment at CSPX's places of business located at: (a) 135 Oak Hill Way, Brockton, Massachusetts; and (b) 56 Emery Street, Sanford, Maine, free and clear of all liens, claims, interests and encumbrances. **So as not to incur unnecessary expenses, such as additional rent and insurance, the Trustee seeks expedited determination of this Motion. Concurrently herewith, the Trustee has filed Trustee's Motion for Expedited Hearing on Certain Motions.** The Trustee proposes to hold the auction on December 3 (Sanford, Maine) and December 6 (Brockton, Massachusetts). As grounds therefor, the Trustee states:

**I. Background**

1. On September 17, 2002 (the "Petition Date"), an involuntary petition under Chapter 7 of the Bankruptcy Code was filed against CSPX with this Court. On September 19, 2002, the Trustee was appointed as interim trustee, and subsequently accepted the appointment as Chapter 7 trustee. On October 15, 2002, the Court entered an Order for Relief.

**DOCKETED**

*11/4/02 Allowed*  
*Carol B. Ke...*  
TRADEMARK  
37 1/2