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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

In re:

NORTHWEST TERRITORIAL MINT, LLC,

Debtor.

Case No. 16-11767-CMA

DECLARATION OF PAUL WAGNER
IN SUPPORT OF IN SUPPORT OF
MOTION FOR ORDER APPROVING
THE SALE OF CERTAIN OF THE
DEBTOR’S ASSETS TO
MEDALCRAFT MINT, INC.

I, Paul Wagner, hereby declare:

1. I am the Chief Information Officer of Northwest Territorial Mint, LLC (“NWTM” or “Debtor”). Unless otherwise stated, I make the following statements based on my personal knowledge. I submit this Declaration in support of the Motion for Order Approving the Sale of Certain of the Debtor’s Assets to Medalcraft Mint, Inc. (the “Motion”). I have been employed by the Debtor for approximately five years. I am over the age of eighteen and I am competent in all ways to testify.

2. Medallic Art Company, LTD (“Medallic LTD”) is the predecessor in interest to MACLLC with respect to the certain assets including dies which were sold by Medallic LTD to Medallic Art Company LP in 2009. After the acquisition of assets from Medallic LTD, Medallic was

1 run as a division of NWTM in that product sold under the “Medallic Art” brand was created and
2 marketed by NWTM employees at NWTM facilities.

3 3. It has always been my understanding that NWTM retained ownership of all dies
4 created by the Medallic Art division of NWTM. At the request of the Trustee, I pulled, from
5 NWTM’s business records, a sample price quote for a die manufactured in 2012 by NWTM “dba
6 Medallic Art Company.” A copy of the price quote is attached hereto as Exhibit A. It clearly states
7 that all rights, title and interest in dies are exclusively the product of Medallic Art Company.
8

9 4. NWTM retained a copyright interest in the designs it created for customers by
10 NWTM’s artists, both under the NWTM and Medallic Art Company names. Attached hereto as
11 Exhibit B is a sample of a design proof sent to a customer which informs it of the company’s
12 copyright on the design and art.
13

14 5. I located, in NWTM’s records, an invoice from 2009 from Medallic LTD, a copy of
15 which is attached as Exhibit C. It clearly states, “NOTICE: All right, title, and interest in and to all
16 dies, models, sculptures, designs, engravings, sketches, and all other artistic renderings and materials
17 used for and in the creation of the products sold hereunder, and all intellectual rights embodies
18 therein, including, without limitation, all copyrights, patents, trade secrets, manufacturing methods,
19 and related proprietary information are and shall remain exclusively and perpetually the property of
20 the Medallic Art Company, LTD.”
21

22 //

23 //

24 //

25 //

26

DECLARATION OF PAUL WAGNER - 2

501036488 v3

K&L GATES LLP
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WASHINGTON 98104-1158
TELEPHONE: (206) 623-7580
FACSIMILE: (206) 623-7022

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I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

EXECUTED this 16th day of February, at Seattle, Washington.

By: /s/ Paul Wagner
Paul Wagner

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CERTIFICATE OF SERVICE

The undersigned declares as follows:

That she is a Paralegal in the law firm of K&L Gates LLP, and on February 16, 2018, she caused the foregoing document to be filed electronically through the CM/ECF system which caused Registered Participants to be served by electronic means, as fully reflected on the Notice of Electronic Filing.

Also on February 16, 2018, she caused the foregoing document to be placed in the mail to the Parties at the addresses listed below:

Northwest Territorial Mint LLC
c/o Ross Hansen, Member
P.O. Box 2148
Auburn, WA 98071-2148

I declare under penalty of perjury under the laws of the State of Washington and the United States that the foregoing is true and correct.

Executed on the 16th day of February, 2018 at Seattle, Washington.

/s/ Denise A. Lentz
Denise A. Lentz

EXHIBIT A



NORTHWEST TERRITORIAL MINT LLC

dba MEDALLIC ART COMPANY

80 E. Airpark Vista Blvd.

Dayton, NV 89403

Phone: 775-246-6000

Fax: 775-246-6006

*Event 9/29
In hands 9/21/12*

Quotation

Quote LUBBOCK CHRISTIAN UNIVERSITY

To: 5601 19th Street
Lubbock, TX 79407
United States

| | | | |
|---------------|-----------------|----------|--------------------|
| Quote Number: | 46315 | Contact: | Warren McNeill |
| Quote Date: | 08/13/12 | Expires: | 09/18/12 |
| Customer: | MA-6000256 | Inquiry: | |
| Salesman: | SUSAN SKAGGS | Terms: | Payable On Receipt |
| Ship Via: | Federal Express | Phone: | (806) 720-7212 |
| FOB: | Dayton, NV | FAX: | |

PLEASE REVIEW QUOTE. SIGN FOR APPROVAL AND FAX OR EMAIL BACK ASAP SO AS NOT TO DELAY SHIPPING.
THANK YOU FOR YOUR ORDER!

APPROVED BY *Warren McNeill*

DATE 8/13/12

| Item | Part Number | Description | Revision | Quantity | Price |
|------|-------------|---|----------|----------|--------------|
| 1 | SS08131202 | PROVOST'S CHAIN OF OFFICE - 3-1/2 INCH ANTIQUE BRONZE MEDAL TAP AND DRILLED AT 11 AND 1 O'CLOCK POSITIONS WITH SIMPLE BRONZE NECK CHAIN IN CARDBOARD GIFT BOX | | 1 | \$915.00 /EA |
| 2 | | NECK CHAIN SIMPLE BRONZE NECK CHAIN | | 1 | \$100.00 /EA |
| 3 | | DIE SERVICE CHARGE FOR PREPARATION OF OBERSE DIE | | 1 | \$750.00 /EA |
| 4 | | ASSEMBLY SERVICE CHARGE FOR ASSEMBLY | | 1 | \$50.00 /EA |
| 5 | MAC011039 | BOX, BURGUNDY BOX WITH VELVET FOAM INSERT, 4.25" X 4.25" | | 1 | \$0.00 /EA |
| 6 | | SHIPPING | | 1 | \$25.00 /EA |

| <u>Part Number</u> | | | | |
|--------------------|------------------------------|-----------------|-----------------|--------------|
| <u>Item</u> | <u>Description</u> | <u>Revision</u> | <u>Quantity</u> | <u>Price</u> |
| | SHIPPING AND HANDLING CHARGE | | | |

Total: \$1,840.00

Notice: All rights, title and interest in and to all dies, models, sculptures, designs, engravings, sketches, and all other artistic renderings and materials used in the creation of the products sold hereunder including without limitation all patents, trade secrets manufacturing methods and related proprietary information are and shall remain exclusively and perpetually the property of Medallic Art Company. No such product (or any part thereof) may be duplicated or otherwise reproduced by any process, technique, devise or means whatsoever without the prior written permission of the Medallic Art Company.

By Susan Skaggs
NORTHWEST TERRITORIAL MINT LLC



RUSH
In-hands date
for event:
Sept. 21, 2012

3.5" diameter antiqued bronze medal
with simple chain attached
(shown actual size)

DIE #: 2012-260



DATE: 8-17-12

CLIENT: Lubbock Christian University

APPROVED BY: _____

SALES CONTACT: Susan Skaggs

GRAPHICS: Angel Dey

JOB NUMBER: A040408

DATE: _____

© 2012 Medallic Art

This artwork is not to be copied by anyone by any means without first receiving permission from Medallic Art.



Medallic Art

Provost Chain of Office
Design #1

*Event - In Hands Date
9/21/12*

Die # 2012-260

3.5" diameter antiqued bronze medal
with simple chain attached
(shown actual size)



DATE: 8-17-12

CLIENT: Lubbock Christian University

SALES CONTACT: Susan Skaggs

GRAPHICS: Angel Dey

JOB NUMBER: A040408

APPROVED BY:

DATE:

8/20/12

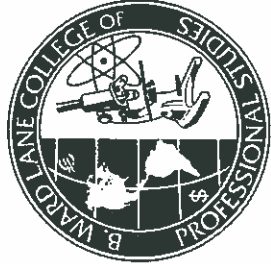
© 2012 Medallic Art

This artwork is not to be copied by anyone by any means without first receiving permission from Medallic Art.

Angel doing Art

Jerry,
Will your round up the seals for our three colleges and get those to Susan? See if they can also produce medallions for us, along with one more plain one for the provost. On the provost medallion, let's put provost where president was on the other one, and let's make four of these brass with no blue fill.

Thanks,
Warren



3" @ \$429

3 1/2" - \$915.00

Simple chain

* Event 9/23 *

EXHIBIT B



Medallic Art

3" diameter Big Ten medals
Shown actual size

Die #: 1916-008
for years 1984-1991



Shows teams:
Illinois, Indiana, Iowa, Michigan, Michigan State,
Minnesota, Northwestern, Ohio State, Purdue, Wisconsin

Die #: 2014-120
for years 1992-2011



Shows teams:
Illinois, Indiana, Iowa, Michigan, Michigan State, Minnesota,
Northwestern, Ohio State, Penn State, Purdue, Wisconsin

Die #: 2012-308



Shows teams:
Illinois, Indiana, Iowa, Michigan, Michigan State, Minnesota,
Nebraska, Northwestern, Ohio State, Penn State, Purdue, Wisconsin

Die #: 2013-260



Shows teams:
Illinois, Indiana, Iowa, Maryland, Michigan, Michigan State, Minnesota,
Nebraska, Northwestern, Ohio State, Penn State, Purdue, Rutgers, Wisconsin

DATE: 5-14-14

CLIENT: Big Ten Conference

SALES CONTACT: Susan Skaggs

GRAPHICS: Angel Dey

JOB NUMBER: A041627

APPROVED BY: _____

DATE: _____

EXHIBIT C



SALES ORDER
ACKNOWLEDGEMENT

#Invoice 63009

MEDALLIC ART COMPANY LTD.

80 Airpark Vista Boulevard • Dayton, NV 89403
775-246-6000 • Fax: 775-246-6006 • Toll Free: 1-800-843-9854
E-Mail Address: minted@medallic.com • Internet Address: medallic.com

Order Number: 0132057
Order Date: 05/19/09
Customer No: 02-3001486

SALESPERSON: KIM CLARK

SOLD TO:

SIGMA PI PHI FRATERNITY
KATRINA NELSON
50 HURT PLAZA STE 750
ATLANTA GA 30303

SHIP TO:

SIGMA PI PHI FRATERNITY
ATTN: KATRINA NELSON
50 HURT PLAZA STE 750
ATLANTA GA 30303

Customer Phone #: (404) 529-9919 Customer Fax #: 404-529-9976

| CUSTOMER P.O. | SHIP VIA | F.O.B. | SHIP DATE | TERMS |
|----------------|--------------|--------|-----------|--------------------------|
| KATRINA NELSON | FEDEX GROUND | DAYTON | 07/27/09 | ADVANCE PAYMENT REQUIRED |

| DESCRIPTION | QTY. ORDERED | QTY. SHIPPED | BACK ORDERED | PRICE | AMOUNT |
|---|--------------|--------------|--------------|----------|----------|
| HENRY M MINTON FELLOW MEDAL | | | | | |
| 3" LIGHT OXIDIZED BRONZE MEDAL IN CARDBOARD GIFT BOX | 20 | 20 | | 110.00 | 2,200.00 |
| ADD FOR TAP AND DRILL WITH WITH LIGHT BLUE/WHITE NECK- RIBBON PER MEDAL | 20 | 20 | | 15.00 | 300.00 |
| BLUE VELVET PENDANT CASE | 20 | 20 | | 13.75 | 275.00 |
| SERVICE CHARGE FOR PREPARATION OF OBERSE SCULPTED MODEL | 1 | | | 1,400.00 | 1,400.00 |
| SERVICE CHARGE FOR PREPARATION OF 3" OBERSE DIE CUT FROM SCULPTED MODEL | 1 | | | 750.00 | 750.00 |
| SERVICE CHARGE FOR PREPARATION OF 3" THREE-DIMENSIONAL REVERSE DIE | 1 | | | 1,000.00 | 1,000.00 |
| SHIPPING/HANDLING CHARGE | 1 | | | 60.00 | 60.00 |
| PLEASE REMIT \$5,985.00 IN ADVANCE PAYMENT ASAP SO AS NOT TO DELAY THE ABOVE LISTED SHIP DATE. | | | | | |
| Obverse die 2009-105 (NEW) | | | | | |
| APPROVED BY | | DATE | | | |
| Reverse die 2009-106 (NEW) | | | | | |
| THANK YOU FOR YOUR ORDER! | | | | | |

NOTICE: ALL RIGHT, TITLE, AND INTEREST IN AND TO ALL DIES, MODELS, SCULPTURES, DESIGNS, ENGRAVINGS, SKETCHES, AND ALL OTHER ARTISTIC RENDERINGS AND MATERIALS USED FOR AND IN THE CREATION OF THE PRODUCTS SOLD HEREUNDER, AND ALL INTELLECTUAL RIGHTS EMBODIED THEREIN, INCLUDING, WITHOUT LIMITATION, ALL COPYRIGHTS, PATENTS, TRADE SECRETS, MANUFACTURING METHODS, AND RELATED PROPRIETARY INFORMATION ARE AND SHALL REMAIN EXCLUSIVELY AND PERPETUALLY THE PROPERTY OF THE MEDALLIC ART COMPANY, LTD. NO SUCH PRODUCT (OR ANY PART THEREOF) MAY BE DUPLICATED OR OTHERWISE REPRODUCED BY ANY PROCESS, TECHNIQUE, DEVICE OR MEANS WHATSOEVER WITHOUT THE PRIOR WRITTEN PERMISSION OF THE MEDALLIC ART COMPANY.

| | |
|---------------------------|----------|
| ORDER: | 5,985.00 |
| FREIGHT: | |
| SALES TAX: | .00 |
| ADVANCE PAYMENT RECEIVED: | |
| INVOICE TOTAL: | |

Check Number: _____ Date Received: _____

SALES ORDER
AFTER THE RECEIPT



MEDALLION ART COMPANY LTD.

80 Airpark Vista Boulevard • Dayton, NV 89401
775-246-6000 • Fax: 775-246-6006 • Toll Free: 1-800-843-9854
E-Mail Address: order@medallion.com • Internet Address: medallion.com

Order Number: 0132057
Order Date: 05/19/09
Customer No: 02-3001486

SALESPERSON: KIM CLARK

SOLD TO:

SIGMA PI PHI FRATERNITY
KATRINA NELSON
50 HURT PLAZA STE 750
ATLANTA GA 30303

SHIP TO:

SIGMA PI PHI FRATERNITY
ATTN: KATRINA NELSON
50 HURT PLAZA STE 750
ATLANTA GA 30303

Customer Phone #: (404) 529-9919 Customer Fax #: 404-529-9976

| CUSTOMER P.O. | SHIP VIA | F.O.B. | SHIP DATE | TERMS | | |
|--|--------------|--------------|--------------|--------------------------|----------|--|
| KATRINA NELSON | FEDEX GROUND | DAYTON | 07/27/09 | ADVANCE PAYMENT REQUIRED | | |
| DESCRIPTION | QTY. ORDERED | QTY. SHIPPED | BACK ORDERED | PRICE | AMOUNT | |
| HENRY M MINTON FELLOW MEDAL | | | | | | |
| 3" LIGHT OXIDIZED BRONZE MEDAL IN CARDBOARD GIFT BOX | 20 | | | 110.00 | 2,200.00 | |
| ADD FOR TAP AND DRILL WITH WITH LIGHT BLUE/WHITE NECK-RIBBON PER MEDAL | 20 | | | 15.00 | 300.00 | |
| BLUE VELVET PENDANT CASE | 20 | | | 13.75 | 275.00 | |
| SERVICE CHARGE FOR PREPARATION OF OBERSE SCULPTED MODEL | 1 | | | 1,400.00 | 1,400.00 | |
| SERVICE CHARGE FOR PREPARATION OF 3" OBERSE DIE CUT FROM SCULPTED MODEL | 1 | | | 750.00 | 750.00 | |
| SERVICE CHARGE FOR PREPARATION OF 3" THREE-DIMENSIONAL REVERSE DIE | 1 | | | 1,000.00 | 1,000.00 | |
| SHIPPING/HANDLING CHARGE | 1 | | | 60.00 | 60.00 | |
| PLEASE REMIT \$5,985.00 IN ADVANCE PAYMENT ASAP SO AS NOT TO DELAY THE ABOVE LISTED SHIP DATE. | | | | | | |
| APPROVED BY <i>[Signature]</i> | | | DATE 5/30/09 | | | |
| THANK YOU FOR YOUR ORDER! | | | | | | |

NOTICE: ALL RIGHTS IN THE ART AND DESIGN AND TO ALL TRADE MARKS, SERVICE MARKS, DESIGNS, PATENTS, TRADE NAMES AND ALL OTHER RIGHTS AND MATERIALS IN THIS ORDER AND IN THE CREATION OF THE PRODUCTS HEREIN RESERVED AND ALL INTELLECTUAL RIGHTS RESERVED THEREIN INCLUDING BUT NOT LIMITED TO: TRADE NAMES, PATENTS, TRADE MARKS, SERVICE MARKS, TRADE SECRETS AND RELATED INFORMATION. ALL RIGHTS RESERVED AND SHALL REMAIN EXCLUSIVELY AND PERMANENTLY THE PROPERTY OF MEDALLION ART COMPANY LTD. NO PART OF THIS ORDER OR ANY PART HEREIN MAY BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS WITHOUT THE WRITTEN PERMISSION OF THE MEDALLION ART COMPANY.

Order Number

Date Received

100% REFUND COPY

| | |
|--------------------------|----------|
| ORDER | 5,985.00 |
| FRIGHT | |
| SALES TAX | .00 |
| ADVANCE PAYMENT RECEIVED | |
| INVOICE TOTAL: | |

[Signature]
5/20/09

Telephone: 404.529.9919
Fax: 404.529.9976
E-Mail: info@sigma-pi-phi.org
Website: <http://www.sigma-pi-phi.net>

Sigma Pi Phi Fraternity
50 Hurt Plaza, Ste. 750
Atlanta, GA 30303

Fax

| | |
|--|--------------------------------------|
| To: Kim Clark | From: Katrina Nelson |
| Fax: 775-246-8006 | Pages: 3 (including this one) |
| Phone: | Date: |
| <input type="checkbox"/> Urgent <input checked="" type="checkbox"/> For Review <input type="checkbox"/> Please Comment <input type="checkbox"/> Please Reply <input type="checkbox"/> Please Recycle | |

Sigma Pi Phi
Henry M. Minton Fellow medal
on Light Blue/White neck ribbon
Design #1
 (shown actual size)



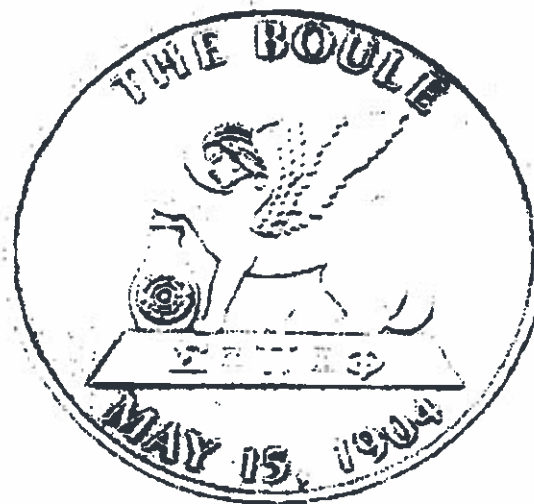
Obverse medal illustration

NOTE: Center image will be sculpted and will look 3-D

(Grayscale at left shows detail)



Reverse



APPROVED BY: *[Signature]*

DATE: 5/20/09

NOTE: SIZE INACCURACIES MAY RESULT FROM VARIATIONS IN DEVICE SETTINGS.



MEDALLION ART COMPANY LTD

80 AIRPARK VISTA BOULEVARD, DAYTON, NV 89403

TOLL FREE: 800-843-9854

FAX: 775-246-6006

©2009 Medallion Art Co.

CLIENT: Sigma Pi Phi

SALESPERSON: Kim Clark

REVISION #: _____

DATE: 5-20-09

Sigma Pi Phi
Henry M. Minton Fellow medal
on Light Blue/White neck ribbon

Design #1
(shown actual size)



Obverse
medal
illustration

NOTE: Center
image will
be sculpted
and will look
3-D

(Grayscale
at left
shows detail)



Reverse



APPROVED BY: _____ DATE: _____

NOTE: SIZE INACCURACIES MAY RESULT FROM VARIATIONS IN DEVICE SETTINGS.



MEDALLION ART COMPANY LTD

80 AIRPARK VISTA BOULEVARD, DAYTON, NV 89403

TOLL FREE: 800-843-9854

FAX: 775-246-6006

©2009 Medallion Art Co.

CLIENT: Sigma Pi Phi

SALESPERSON: Kim Clark

REVISION #: _____

DATE: 5-20-09

[Print](#) | [Close Window](#)

Subject: Medallic Art-Sigma Pi Phi artwork

From: minted@medallic.com

Date: Thu, May 21, 2009 11:40 am

To: katrinasp@bellsouth.net

Dear Katrina:

Here is the artwork of the Sigma Pi Phi Henry M. Minton Fellow medal, per your request.

Medallic Art Company
80 Airpark Vista Blvd.
Dayton, NV 89403
Toll free: 800-843-9854
Fax: 775-246-6006
Email: minted@medallic.com
Web site: www.medallic.com

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