

# EXHIBIT A

## AMENDMENT TO ASSET PURCHASE AGREEMENT

This Amendment to Asset Purchase Agreement dated 03/02/18 amends the Asset Purchase Agreement ("Agreement") dated January 26, 2018, entered into by Mark Calvert, as Chapter 11 Trustee of Northwest Territorial Mint LLC, ("Trustee" or "Seller") and Medalcraft Mint, Inc. ("Buyer").

### RECITALS

A. On April 11, 2016, the Trustee was appointed as the chapter 11 Trustee, pursuant to 11 U.S.C. § 1104(d), for Northwest Territorial Mint, LLC (the "Debtor" or "NWTM") by order of the United States Bankruptcy Court for the Western District of Washington (the "Court"), Case No. 16-11767 (the "Bankruptcy Case").

B. On May 3, 2017, the Trustee obtained a judgment under which the assets and liabilities of Medallic Art Company, LLC ("MACLLC") were substantively consolidated with the assets and liabilities of NWTM.

C. The Trustee and the Buyer entered into the Agreement on January 26, 2018. The Parties wish to amend the Agreement on the terms described in this amendment (hereinafter the "Amendment").

NOW THEREFORE, in consideration of the mutual promises and covenants contained in this Amendment, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree to the following modifications of the Agreement:

#### Section 1.

Paragraph 1.1 (d) of the Agreement is replaced with the following:

(d) Medallic archives, written files and reproduction files dated on or after January 1, 1998 and a copy of all electronic files.

Paragraph 1.1(f) is replaced with the following:

(f) Medallic company owned dies and trim tools which were created on or after January 1, 1998 and associated racks.

Paragraph 1.2 of the Agreement is amended by adding the following to the end of existing paragraph 1.2:

For avoidance of doubt, the Medallic archives, written files and reproduction files dated before January 1, 1998 are Excluded Assets. For avoidance of doubt, the Medallic company owned dies and trim tools which were created before January 1, 1998 and associated racks are Excluded Assets. The dies, plasters, galvanos and finished coins made for customer Brookgreen Gardens are Excluded Assets. The dies, plasters, galvanos and finished coins made for customer American Numismatic Society, including without limitation, the 2004 Donald Partrick/New Building Medal and associated dies, plasters and galvanos are Excluded Assets.

#### Section 4.

The following section 4.5 is added:

4.5 To the extent that any die purchased under this Agreement contains images that are the intellectual property of a prior Medallic customer, Buyer will not produce a product using such dies without the express consent of the customer.

**Section 7.**

The third sentence of section 7.8 commencing with the word "Notwithstanding" and ending with the word "(Trust)" is deleted.

Other than as expressly modified under this Amendment, the terms of the Agreement remain in full force and effect

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**SIGNATURE PAGE –  
ASSET PURCHASE AGREEMENT**

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first set forth above.


Seller:

Mark T. Calvert, in his capacity as Chapter 11 Trustee of  
Northwest Territorial Mint, LLC

  
\_\_\_\_\_  
By: Mark Calvert, Trustee

Buyer:

The Medalcraft Mint, Inc.

  
\_\_\_\_\_  
By: Jerry Moran  
Title: