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Honorable Christopher M. Alston
Chapter 11

8 UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
9 AT SEATTLE

10 In re:

11 NORTHWEST TERRITORIAL MINT,
LLC,

12 Debtor.

Case No. 16-11767-CMA

13 DECLARATION OF MARK CALVERT IN
14 SUPPORT OF MOTION FOR ORDER
AUTHORIZING THE SALE BY AUCTION OF
MISCELLANEOUS PROPERTY OF THE
ESTATE FREE AND CLEAR OF ALL LIENS,
CLAIMS, INTERESTS, AND ENCUMBRANCES

15 I, Mark Calvert, declare as follows:

16 1. I am the Chapter 11 Trustee of Northwest Territorial Mint, LLC (“NWTM” or
17 “Debtor”) pursuant to the Court’s order of appointment dated April 11, 2016. I am over eighteen
18 (18) years of age and I am competent in all ways to testify. Unless otherwise stated, I make the
19 following statements based on my personal knowledge. I submit this Declaration in support of the
20 Motion for Order Authorizing the Sale by Auction of Miscellaneous Property of the Estate Free and
21 Clear of All Liens, Claims, Interests, and Encumbrances (the “Motion”).

22 2. I hereby incorporate the information and statements contained in (i) the Declaration
23 of Mark Calvert in Support of Motion for Order Granting Authority to Incur Credit; Approving Bid
24 Procedures; and Approving Breakup Fee (Dkt. No. 1433); and (ii) Declaration of Mark Calvert in
25 Support of Motion for Order Authorizing the Auction and Sale of the Debtor’s Equipment, Dies,
26

DECLARATION OF MARK CALVERT IN SUPPORT OF
MOTION FOR ORDER APPROVING SALE OF
DEBTOR’S ASSETS AT AUCTION- 1

501411832 v4

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1 Tooling, Archives, and Inventory Free and Clear of All Liens, Claims, Interests and Encumbrances
2 (Dkt. No. 1351). As explained in those declarations, I have been forced to shut down the company's
3 operations and liquidate the Debtor's assets. While I have sought court approval to sell substantially
4 all of the Debtor's assets at auction, I have engaged in negotiations with multiple potential buyers for
5 the Debtor's assets.

6 3. By the Motion, I request authority to sell, at an auction to be conducted by Industrial
7 Assets Corp. on June 6, 2018, certain miscellaneous items of property located in Dayton, Nevada
8 and Green Bay, Wisconsin (the "Miscellaneous Property"). Pictures and written descriptions of the
9 Miscellaneous Property are located on the attached Exhibit A. The Miscellaneous Property does not
10 include any of the Debtor's coining dies.

11 4. I entered into an Asset Purchase Agreement with Industrial Assets Corp. for the sale
12 of substantially all of the Debtor's equipment and machinery in exchange for \$1.95 million. On
13 March 14, 2018, the Court approved the sale with Industrial Assets Corp. *See* Dkt. No. 1531.
14 Industrial Assets has not removed, from the Dayton facility, the equipment it acquired from the
15 estate. Instead, as was contemplated by the Industrial Assets sale agreement, Industrial Assets
16 intends to keep the property there and sell it at auction on June 6, 2018.

17 5. According to the Court's *Order Granting in Part and Denying in Part Motion for*
18 *Relief from the Automatic Stay and Related Relief* ("Relief From Stay Order") (Dkt. No. 1450), the
19 automatic stay is modified to allow Bob and Connie Hoff (the "Hoffs") to commence proceedings
20 under Nevada law to take possession of the Dayton premises on or after June 30, 2018, if I have not
21 vacated the premises by that date. I have reached an agreement in principal with the Hoffs to extend
22 that date to July 31, 2018 and the Court has approved that extension. Nevertheless, I need to vacate
23 the Dayton premises in short order.

24 6. Industrial Assets has agreed to include the Miscellaneous Property in its scheduled
25 auction. Industrial Assets has agreed to auction the Miscellaneous Property in exchange for an 18%
26 buyer's premium on the assets sold at auction. I believe it is in the best interests of the estate to

DECLARATION OF MARK CALVERT IN SUPPORT OF
MOTION FOR ORDER APPROVING SALE OF
DEBTOR'S ASSETS AT AUCTION- 2

501411832 v4

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1 authorize the sale of the Miscellaneous Property at an auction conducted by Industrial Assets. The
2 Miscellaneous Property is not of significant value relative to the other assets of the estate. I believe it
3 makes economic sense for Industrial Assets, who has already scheduled an auction, to auction the
4 Miscellaneous Property. Doing so will avoid the cost and delay involved in engaging a separate
5 auctioneer who would hold a separate auction for the Miscellaneous Property.

6 7. Other than Robert and Connie Hoff, I am unaware of any other party who asserts an
7 interest in the Miscellaneous Property. For the reasons described in the Motion, the Hoff's' alleged
8 prepetition security interest is the subject of a bona dispute because I believe that any prepetition lien
9 held by the Hoff's is subject to avoidance under 11 U.S.C. § 544.

10 I declare under the penalty of perjury under the laws of the United States that the foregoing is
11 true and correct to the best of my knowledge.

12 EXECUTED this 25th day of May, at Seattle, Washington.

13
14 */s/ Mark Calvert* _____

15 Mark Calvert
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DECLARATION OF MARK CALVERT IN SUPPORT OF
MOTION FOR ORDER APPROVING SALE OF
DEBTOR'S ASSETS AT AUCTION- 3

501411832 v4

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CERTIFICATE OF SERVICE

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The undersigned declares as follows:

That she is a Paralegal in the law firm of K&L Gates LLP, and on May 25, 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 May 25, 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 25th day of May, 2018 at Seattle, Washington.

/s/ Denise A. Lentz
Denise A. Lentz

EXHIBIT A

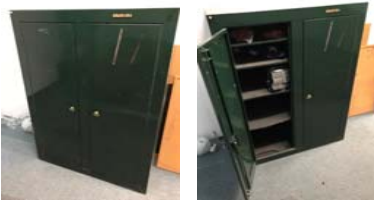
DAYTON MISCELLANEOUS PROPERTY



2006 HONDA PILOT



CHEVY TRUCK



GUN SAFE



REFRIGERATORS



TELESCOPE

DAYTON MISCELLANEOUS PROPERTY



METAL DETECTOR



WWII CAMERA F-56 ROLL MAGAZINE



LOT OF MICROWAVES



40 INCH VISIO TV FROM LIBRARY



LOT OF RETAIL MERCHANDISE FURNITURE

DAYTON MISCELLANEOUS PROPERTY



LOT OF SHREDDERS



2 PALLETS OF TRADE SHOW EQUIPMENT



74 ROLLS



STEEL BEADS

DAYTON MISCELLANEOUS PROPERTY



2 SINGER Sowing Machines



Air King Fileter System



3 Pallets Misc Wire



1 Pallet of Vacumm Hoses

DAYTON MISCELLANEOUS PROPERTY



Pallets of Misc Plating Tubes and Control Boxes



1 Pallet of Misc Control Boxes and Electrical Hookup Cases



Quarter Pallet of Pumice (Sandblast)

DAYTON MISCELLANEOUS PROPERTY



Pallet of Potters (Sandblast)



Trinco Mix (Sandblast)



TAR Crack Sealer and Boxes of Tar

GREEN BAY MISCELLANEOUS PROPERTY

338 (8) TOOL HOLDERS

359A FOREDOM SERIES SR ENGRAVER FOOT PEDAL CONTROL WITH BENCH, LIGHT, & CHAIR
359B FOREDOM SERIES SR ENGRAVER FOOT PEDAL CONTROL WITH BENCH, LIGHT, & CHAIR
359A FOREDOM SERIES SR ENGRAVER FOOT PEDAL CONTROL WITH BENCH, LIGHT, & CHAIR
359B FOREDOM SERIES SR ENGRAVER FOOT PEDAL CONTROL WITH BENCH, LIGHT, & CHAIR
359C VISE
359D VISE
359E VISE
359F CUTTER
359G SURFACE PLATE WITH GAUGE
359H 6' STEP LADDER & 2 WHEEL CART
359I (5) VACUMNS
359J 3 CHAIRS & 2 CABINETS
359K CONTENTS OF OFFICE 2 DESKS, 2 CHAIRS, 2 FILE CABINETS, COMPUTER & PRINTER
359L DESK, CHAIR, COMPUTER & 2 SCREENS
359M DESK, CHAIR, 2 COMPUTERS & 3 SCREENS
359N DESK, CHAIR, COMPUTER, SCREEN, & PRINTER
359O DRAWING DESK
359P BROTHER FAX WITH STAND & CABINET
359Q (2) LATERAL FILE CABINETS
359R WOOD BENCH
359S WORK BENCH
359T WORK BENCH
359U PLASTIC SHELVING
359V TABLE WITH 2 CHAIRS
359W 4 SHELF UNITS OF BLANKS
359X PLASTIC SHELF UNIT WITH SUPPLIES