

02-1173-CD
METALTECH, INC. vs NELMS TECH., INC & HY-LIFT, INC.

IN THE COURT OF COMMON PLEAS
OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL DIVISION

METALTECH, INC.,
Plaintiff

vs.

NELMS TECHNOLOGIES, INC.
and HY-LIFT, INC.,
Defendants

CIVIL ACTION - AT LAW

No. 02-1173-CJ

Type of pleading:

COMPLAINT

Filed on behalf of:

PLAINTIFF

Counsel of record for
this party:

Robert M. Hanak
Supreme Court No. 05911
Hanak, Guido and Taladay
498 Jeffers St., P. O. Box 487
DuBois, PA 15801

814-371-7768

FILED

JUL 29 2002

William A. Shaw
Prothonotary

IN THE COURT OF COMMON PLEAS
OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL DIVISION

METALTECH, INC.,
Plaintiff

vs.

No. 02-1173 -CD

NELMS TECHNOLOGIES, INC.
and HY-LIFT, INC.,

Defendants

NOTICE

You have been sued in Court. If you wish to defend against the claims set forth in the following pages, you must take action within twenty (20) days after this Complaint and Notice are served, by entering a written appearance personally or by attorney and filing in writing with the Court your defense or objections to the claims set forth against you. You are warned that if you fail to do so the case may proceed without further notice for any money claimed in the Complaint or for any other claim or relief requested by the Plaintiff. You may lose money or property or other rights important to you.

YOU SHOULD TAKE THIS PAPER TO YOUR LAWYER AT ONCE. IF YOU DO NOT HAVE A LAWYER OR CANNOT AFFORD ONE, GO TO OR TELEPHONE THE OFFICE SET FORTH BELOW TO FIND OUT WHERE YOU CAN GET LEGAL HELP.

Court Administrator
Clearfield County Courthouse
Second Floor
Clearfield, PA 16830

(814) 765-2641, Ext. 1303

IN THE COURT OF COMMON PLEAS
OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL DIVISION

METALTECH, INC.,

Plaintiff

vs. No. 02-1173-C

vs.

NELMS TECHNOLOGIES, INC.

and HY-LIFT, INC.,

Defendants

COMPLAINT

AND NOW, comes the Plaintiff, Metaltech, Inc., by and through its Attorneys, Hanak, Guido and Taladay, and files this Complaint as follows:

1. Plaintiff is Metaltech, Inc., a Pennsylvania business corporation located on Pa. Route 219, R. D. 1, Box 26, DuBois, Clearfield County, Pennsylvania 15801.
2. Defendants are Nelms Technologies, Inc., a business corporation of 15385 Pine Drive, Romulus, Michigan 48174, and Hy-Lift, Inc., a business corporation, also located at 15385 Pine Drive, Romulus, Michigan 48174. Alternately, the said Nelms Technologies is a proprietorship, partnership, or limited liability company located at the above referenced address, and the business designation by which it practices business does not designate the corporate entity. Alternately, Hy-Lift is a proprietorship, partnership, or limited liability company located at the above referenced address, and the business designation by which it practices business does not designate the corporate entity. This suit is directed both to the corporation if such entities are incorporated, or to the proprietor, partnership or limited

liability company based on the trade names under which they do business.

3. At all times material to the cause of action stated in this Complaint, Hy-Lift was a trade name which was described as an operating unit of Nelms Technologies, believed to be a corporation.

4. At the request of Defendant Hy-Lift, a course of dealings commenced between Plaintiff and Defendants on or about December 7, 2001. At the request of Defendants, the Plaintiff sold, produced and shipped powdered metal parts based on specific orders submitted by Hy-Lift. A copy of the orders which are open and unpaid, and a summary statement are attached hereto as Exhibit A.

5. At all times, orders were made and shipments made pursuant to directions given by Nelms Technologies' agent, Nancy Rhotan, to invoices and deliveries to the address of Hy-Lift.

6. At all times, the Plaintiff relied on the credit and representations of Nelms Technologies and the credit and reputation of Hy-Lift.

7. It is believed that Nelms Technologies and Hy-Lift are alter egos for each other and share business capacities in such manner that any party dealing with either Nelms or Hy-Lift relies on the credit of one or the other to make shipments. Representations were made by Hy-Lift and Nelms as to the credit standing of each party.

8. Defendants ordered from Plaintiff pressed powdered metal parts for use by Defendants in the automotive market. Each order as documented per the attached Exhibit A were manufactured, shipped, received, used and converted by the Defendants.

9. The total amount of unpaid shipments made by Plaintiff to Defendants is \$78,709.53

10. In addition to the actual manufacturing costs as indicated by the exhibit above, Hy-Lift agreed to pay tooling charges which totaled \$5,600.00 and freight. Included with the exhibit are the tooling charge invoices and freight charges.

11. As a result of the shipments made from Plaintiff to Defendants, there is owed, based on the agreement of the parties per purchase orders, the total sum of \$93,106.64.

12. Plaintiff has demanded payment of \$93,106.64 from the Defendants, however, after demands the Defendants refuse and continue to refuse to pay such amount.

WHEREFORE, Plaintiff demands judgment against the Defendants individually, jointly and severally in the principal amount of \$93,106.64, together with costs of suit and interest as allowed by Pennsylvania law.



Robert M. Hanak
Robert M. Hanak
Attorney for Plaintiff

VERIFICATION

I, ANTHONY M. ZAFFUTO, Plant Manager of Metaltech, Inc., do hereby verify that I have read the foregoing COMPLAINT. The statements therein are correct to the best of my personal knowledge or information and belief.

This statement and verification are made subject to the penalties of 18 Pa.C.S. Section 4904 relating to unsworn fabrication to authorities, which provides that if I make knowingly false averments I may be subject to criminal penalties.

Date: 7-23-02

Anthony M. Zaffuto

Anthony M. Zaffuto

05/23/2002

09:00:06 AM

Metaltech, Inc
CUSTOMER OPEN INVOICE REPORT
For The Period Ending 5/30/02

<u>NAME / DATE</u>	<u>TT</u>	<u>REF NO</u>	<u>DUE DATE</u>	<u>DISC DATE</u>	<u>DISC AMOUNT</u>	<u>INV AMOUNT</u>	<u>OPEN BALANCE</u>
HY-LIFT - Hy-Lift							
12/07/01	CI	00003807	01/06	12/17	26.57	2,656.50	2,656.50
01/22/02	CI	00003852	02/21	02/01	66.04	6,604.31	6,604.31
01/28/02	CI	00003858	02/27	02/07	66.63	6,662.50	6,662.50
02/01/02	CI	00003869	03/03	02/11	66.63	6,662.50	6,662.50
02/08/02	CI	00003881	03/10	02/18	66.63	6,662.50	6,662.50
02/15/02	CI	00003897	03/17	02/25	66.63	6,662.50	6,662.50
02/15/02	CI	98165544	03/17	02/25	3.99	399.10	399.10
02/22/02	CI	00003903	03/24	03/04	66.63	6,662.50	6,662.50
02/22/02	CI	98164878	03/24	03/04	3.97	396.50	396.50
03/01/02	CI	00003915	03/31	03/11	66.63	6,662.50	6,662.50
03/01/02	CI	98165885	03/31	03/11	4.01	400.95	400.95
03/08/02	CI	00003924	04/07	03/18	66.63	6,662.50	6,662.50
03/08/02	CI	98166717	04/07	03/18	4.04	403.68	403.68
03/21/02	CI	00003944	04/20	03/31	66.63	6,662.50	6,662.50
03/21/02	CI	98167208	04/20	03/31	4.07	406.80	406.80
04/05/02	CI	00003973	05/05	04/15	66.63	6,662.50	6,662.50
04/05/02	CI	98167268	05/05	04/15	4.07	407.35	407.35
04/15/02	CI	00003982	05/15	04/25	66.63	6,662.50	6,662.50
04/15/02	CI	98157398	05/15	04/25	4.09	409.34	409.34
							78,709.53
						Total Due:	
							78,709.53
						TOTAL OPEN INVOICES:	=====

EXHIBIT A

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3807	Salesman:	Casting Sales, Inc.
Invoice Date:	12/07/01	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6643
Order No:	6289	PO Number:	1162

Item	Quantity	Description	Revision	Unit Price	Amount
1	105,000	D-1201 - Pushrod seat blank	K	\$25.3000 / M	\$2,656.50
				Sub-total:	\$2,656.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$2,656.50
				Paid To Date:	\$0.00
				Balance Due:	\$2,656.50

Metaltech, Inc.

RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3852
Invoice Date: 01/22/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	48,200	D-1201 - Pushrod seat blank Order No: 6781 PO Number: 1162 Packing List: 6684	K	\$25.3000 / M	\$1,219.46
1	151,000	D-1248 - pushrod seat blank Order No: 6780 PO Number: 1161 Packing List: 6688		\$27.2000 / M	\$4,107.20
1	50,500	D-1201 - Pushrod seat blank Order No: 6781 PO Number: 1162 Packing List: 6688	K	\$25.3000 / M	\$1,277.65
				Sub-total:	\$6,604.31
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,604.31
				Paid To Date:	\$0.00
				Balance Due:	\$6,604.31

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3858	Salesman:	Casting Sales, Inc.
Invoice Date:	01/28/02	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6695

Item	Quantity	Description	Revision	Unit Price	Amount
1	151,000	D-1248 - pushrod seat blank Order No: 6783 PO Number: 1161		\$27.2000 / M	\$4,107.20
1	101,000	D-1201 - Pushrod seat blank Order No: 6784 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50

Metaltech, Inc.

RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3869
Invoice Date: 02/01/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6704

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank		\$25.3000 / M	\$2,555.30
		Order No: 6789	K		
		PO Number: 1162			
1	151,000	D-1248 - pushrod seat blank		\$27.2000 / M	\$4,107.20
		Order No: 6790			
		PO Number: 1161			
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3881	Salesman:	Casting Sales, Inc.
Invoice Date:	02/08/02	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6717

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	151,000	D-1248 - pushrod seat blank Order No: 6816 PO Number: 1161		\$27.2000 / M	\$4,107.20
1	101,000	D-1201 - Pushrod seat blank Order No: 6817 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3897	Salesman:	Casting Sales, Inc.
Invoice Date:	02/15/02	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6735

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6819 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6824 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



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www.abf.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A

RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314



000673

.....

Shipper:
ACCOUNT NO. 212672-0000
METALTECH
RD 2 BOX 26
DU BOIS PA 15801

Page 1 of 1

Freight Bill No: 298165544
Shipping Date: 02-15-2002
Bill of Lading No: 1588
P.O. Number: NS

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$399.10
(payable in US funds)
Payment Due: 03-02-2002

Fed Tax ID # 71-0249444

Pieces	Description	Weight(lbs.)	Class	Rate	Charges
5 CRTS	CASTINGS OR FORGINGS NOI IRON OR STEEL IN PKGS G/T 50 PCF ITEM 104770-00P (CL50) NOTE: FORKS MUST GO ALLTHE WAY THROUGH CRATE TO SUPPORT BOTTOM OF CRATE DISC,58%,CL,-TL,-TC,AU = ABF646-212672, SHIP / FUEL SURCHARGE ABF MEASURED CUBE: 46.666 CUFT CUBE 0046	3,668	CL50	2565	940.84
			DISC	58%	545.69-
			FSC	1%	3.95
Totals		3,668		TOTAL AMOUNT DUE BY 03-02-2002	\$399.10

For information at your fingertips, click on www.abf.com.

51835

Payment Due From:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310

.....

Remittance Slip

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this Remittance Slip
with your payment.

Freight Bill No: 298165544
Amount Due: \$399.10
(payable in US funds)
Payment Due: 03-02-2002
Shipping Date: 02-15-2002
Charge Sta: 298

Payment Amount:\$399.10
(payable in US funds)



Q1-73110-0000948 00000771 11-371611-4



ABF PRO 298165544

Metaltech, Inc.

RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3903
Invoice Date: 02/22/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6742

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6820 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6825 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310
(814) 375-9411 • (814) 375-0288 (FAX)
cashier.298@abfmail.com

www.abf.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A



RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

000753



Shipper:
ACCOUNT NO. 212672-298A
METALTECH INC
RD 1 BOX 26
DU BOIS PA 15801

Page 1 of 1

Freight Bill No: 298164878
Shipping Date: 02-22-2002
Bill of Lading No: 1592
P.O. Number: NS

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$396.50
(payable in US funds)
Payment Due: 03-09-2002

Fed Tax ID # 71-0249444

Pieces	Description	Weight(lbs.)	Class	Rate	Charges
5 SKDS	5 BINS IRON OR STEEL CASTINGS OR FORGINGS NOI IN THE ROUGH IN PKGS G/T 50 PCF ITEM 104770-00 (CL50) DISC,58%,CL,-TL,-TC,AU=ABF646-212672, SHIP COMMODITY CLARIFIED FOR RATING / FUEL SURCHARGE ABF MEASURED CUBE: 46.666 CUFT CUBE 0046	3,644	CL50 DISC CCR FSC	2565 58% 1% 934.69 542.12 3.93	
Totals		3,644		TOTAL AMOUNT DUE BY 03-09-2002	\$396.50

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Payment Due From:

ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310



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Freight Bill No: 298164878
Amount Due: \$396.50
(payable in US funds)
Payment Due: 03-09-2002
Shipping Date: 02-22-2002
Charge Sta: 298

Remittance Slip

Payment Amount: \$396.50
(payable in US funds)

Q1 43116 00001086 00000700 11-373805-0



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Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3915	Salesman:	Casting Sales, Inc.
Invoice Date:	03/01/02	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6751

Item	Quantity	Description	Revision	Unit Price	Amount
1	101,000	D-1201 - Pushrod seat blank Order No: 6821 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6826 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310
(814) 375-9411 • (814) 375-0288 (FAX)
cashier.298cash@mail.abfs.com

www.abf.com

ENTERED

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A

RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

000802



Shipper:
ACCOUNT NO. 212672-298A
METALTECH INC
RD 1 BOX 26
DU BOIS PA 15801

Page 1 of 1

Freight Bill No: 298165885
Shipping Date: 03-01-2002
Bill of Lading No: 1600
P.O. Number: NS

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$400.95
(payable in US funds)
Payment Due: 03-16-2002

Fed Tax ID # 71-0249444

Pieces	Description	Weight(lbs.)	Class	Rate	Charges
5 SKDS	IRON OR STEEL CASTINGS OR FORGINGS NOI IN THE ROUGH IN PKGS G/T 50 PCF ITEM 104770-00P (CL50) DISC,58%,CL,-TL,-TC,AU = ABF646-212672, SHIP COMMODITY CLARIFIED FOR RATING / FUEL SURCHARGE ABF MEASURED CUBE: 50.000 CUFT CUBE 0050	3,685	CL50 DISC CCR FSC	2565 58% 1%	945.20 548.22- 3.97
Totals		3,685			TOTAL AMOUNT DUE BY 03-16-2002
5					\$400.95

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Payment Due From:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310



Remittance Slip

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Freight Bill No: 298165885
Amount Due: \$400.95
(payable in US funds)
Payment Due: 03-16-2002
Shipping Date: 03-01-2002
Charge Sta: 298

Payment Amount \$400.95
(payable in US funds)



ABF PRO 298165885

01-021104 00081254 00000973 11-375331-6

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3924
Invoice Date: 03/08/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6763

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6822 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6827 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310
(814) 375-9411 • (814) 375-0288 (FAX)
cashier.298cash@mail.abfs.com

www.abf.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A

RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

ENTERED
3/9/01

000838

Shipper:
ACCOUNT NO. 212672-298A
METALTECH INC
RTE 219 SOUTH
RD 1 BOX 26
DU BOIS PA 15801

Page 1 of 1

Freight Bill No: 298166717
Shipping Date: 03-08-2002
Bill of Lading No: 1606
P.O. Number: NS

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$403.68
(payable in US funds)
Payment Due: 03-23-2002

Fed Tax ID # 71-0249444

Pieces	Description	Weight(lbs.)	Class	Rate	Charges
5 CRTS	IRON OR STEEL CASTINGS OR FORGINGS NOI IN THE ROUGH IN PKGS G/T 50 PCF ITEM 104770-00P (CL50) DISC,58%,CL,-TL,-TC,AU = ABF646-212672, SHIP COMMODITY CLARIFIED FOR RATING / FUEL SURCHARGE ABF MEASURED CUBE: 48.000 CUFT CUBE 0048	3,710	CL50	2565	951.62
		DISC		58%	551.94-
		CCR			
		FSC		1%	4.00
Totals		3,710		TOTAL AMOUNT DUE BY 03-23-2002	\$403.68

ABF delivers direct to over 47,000 communities in all 50 states, Canada, and Puerto Rico.

518355

Payment Due From:

ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310

**Thank you for
using ABF**

**Please remember to send
this Remittance Slip
with your payment.**

Freight Bill No: 298166717
Amount Due: \$403.68
(payable in US funds)
Payment Due: 03-23-2002
Shipping Date: 03-08-2002
Charge Sta: 298

**Payment Amount:\$403.68
(payable in US funds)**

D-1-38110-00001301 00000999 11-377090-3



Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3944
Invoice Date: 03/21/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6785

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6823 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6828 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF Freight:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



RR 1 BOX 114
DU BOIS PA 15801-9310
(814) 375-9411 • (814) 375-0288 (FAX)
cashier.298cash@mail.abfs.com

www.abf.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A

RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

ENTERED
4/26/02

000749



Shipper:
ACCOUNT NO. 212672-298A
METALTECH INC
RD 1 BOX 26
DUBOIS PA 15801

Consignee:
ACCOUNT NO. 470177-0002
HY-LIFT
635 NORTH CENTENNIAL
ZEELAND MI 49464

Page 1 of 1

Freight Bill No: 298167208
Shipping Date: 03-21-2002
Bill of Lading No: 1619
P.O. Number: NS

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$406.80
(payable in US funds)
Payment Due: 04-05-2002

Fed Tax ID # 71-0249444

ABF Freight System, Inc. • 1-800-227-0500 • 1-800-227-0501 • 1-800-227-0502 • 1-800-227-0503 • 1-800-227-0504 • 1-800-227-0505 • 1-800-227-0506 • 1-800-227-0507 • 1-800-227-0508 • 1-800-227-0509 • 1-800-227-0510 • 1-800-227-0511 • 1-800-227-0512 • 1-800-227-0513 • 1-800-227-0514 • 1-800-227-0515 • 1-800-227-0516 • 1-800-227-0517 • 1-800-227-0518 • 1-800-227-0519 • 1-800-227-0520 • 1-800-227-0521 • 1-800-227-0522 • 1-800-227-0523 • 1-800-227-0524 • 1-800-227-0525 • 1-800-227-0526 • 1-800-227-0527 • 1-800-227-0528 • 1-800-227-0529 • 1-800-227-0530 • 1-800-227-0531 • 1-800-227-0532 • 1-800-227-0533 • 1-800-227-0534 • 1-800-227-0535 • 1-800-227-0536 • 1-800-227-0537 • 1-800-227-0538 • 1-800-227-0539 • 1-800-227-0540 • 1-800-227-0541 • 1-800-227-0542 • 1-800-227-0543 • 1-800-227-0544 • 1-800-227-0545 • 1-800-227-0546 • 1-800-227-0547 • 1-800-227-0548 • 1-800-227-0549 • 1-800-227-0550 • 1-800-227-0551 • 1-800-227-0552 • 1-800-227-0553 • 1-800-227-0554 • 1-800-227-0555 • 1-800-227-0556 • 1-800-227-0557 • 1-800-227-0558 • 1-800-227-0559 • 1-800-227-0560 • 1-800-227-0561 • 1-800-227-0562 • 1-800-227-0563 • 1-800-227-0564 • 1-800-227-0565 • 1-800-227-0566 • 1-800-227-0567 • 1-800-227-0568 • 1-800-227-0569 • 1-800-227-0570 • 1-800-227-0571 • 1-800-227-0572 • 1-800-227-0573 • 1-800-227-0574 • 1-800-227-0575 • 1-800-227-0576 • 1-800-227-0577 • 1-800-227-0578 • 1-800-227-0579 • 1-800-227-0580 • 1-800-227-0581 • 1-800-227-0582 • 1-800-227-0583 • 1-800-227-0584 • 1-800-227-0585 • 1-800-227-0586 • 1-800-227-0587 • 1-800-227-0588 • 1-800-227-0589 • 1-800-227-0590 • 1-800-227-0591 • 1-800-227-0592 • 1-800-227-0593 • 1-800-227-0594 • 1-800-227-0595 • 1-800-227-0596 • 1-800-227-0597 • 1-800-227-0598 • 1-800-227-0599 • 1-800-227-0600 • 1-800-227-0601 • 1-800-227-0602 • 1-800-227-0603 • 1-800-227-0604 • 1-800-227-0605 • 1-800-227-0606 • 1-800-227-0607 • 1-800-227-0608 • 1-800-227-0609 • 1-800-227-0610 • 1-800-227-0611 • 1-800-227-0612 • 1-800-227-0613 • 1-800-227-0614 • 1-800-227-0615 • 1-800-227-0616 • 1-800-227-0617 • 1-800-227-0618 • 1-800-227-0619 • 1-800-227-0620 • 1-800-227-0621 • 1-800-227-0622 • 1-800-227-0623 • 1-800-227-0624 • 1-800-227-0625 • 1-800-227-0626 • 1-800-227-0627 • 1-800-227-0628 • 1-800-227-0629 • 1-800-227-0630 • 1-800-227-0631 • 1-800-227-0632 • 1-800-227-0633 • 1-800-227-0634 • 1-800-227-0635 • 1-800-227-0636 • 1-800-227-0637 • 1-800-227-0638 • 1-800-227-0639 • 1-800-227-0640 • 1-800-227-0641 • 1-800-227-0642 • 1-800-227-0643 • 1-800-227-0644 • 1-800-227-0645 • 1-800-227-0646 • 1-800-227-0647 • 1-800-227-0648 • 1-800-227-0649 • 1-800-227-0650 • 1-800-227-0651 • 1-800-227-0652 • 1-800-227-0653 • 1-800-227-0654 • 1-800-227-0655 • 1-800-227-0656 • 1-800-227-0657 • 1-800-227-0658 • 1-800-227-0659 • 1-800-227-0660 • 1-800-227-0661 • 1-800-227-0662 • 1-800-227-0663 • 1-800-227-0664 • 1-800-227-0665 • 1-800-227-0666 • 1-800-227-0667 • 1-800-227-0668 • 1-800-227-0669 • 1-800-227-0670 • 1-800-227-0671 • 1-800-227-0672 • 1-800-227-0673 • 1-800-227-0674 • 1-800-227-0675 • 1-800-227-0676 • 1-800-227-0677 • 1-800-227-0678 • 1-800-227-0679 • 1-800-227-0680 • 1-800-227-0681 • 1-800-227-0682 • 1-800-227-0683 • 1-800-227-0684 • 1-800-227-0685 • 1-800-227-0686 • 1-800-227-0687 • 1-800-227-0688 • 1-800-227-0689 • 1-800-227-0690 • 1-800-227-0691 • 1-800-227-0692 • 1-800-227-0693 • 1-800-227-0694 • 1-800-227-0695 • 1-800-227-0696 • 1-800-227-0697 • 1-800-227-0698 • 1-800-227-0699 • 1-800-227-0700 • 1-800-227-0701 • 1-800-227-0702 • 1-800-227-0703 • 1-800-227-0704 • 1-800-227-0705 • 1-800-227-0706 • 1-800-227-0707 • 1-800-227-0708 • 1-800-227-0709 • 1-800-227-0710 • 1-800-227-0711 • 1-800-227-0712 • 1-800-227-0713 • 1-800-227-0714 • 1-800-227-0715 • 1-800-227-0716 • 1-800-227-0717 • 1-800-227-0718 • 1-800-227-0719 • 1-800-227-0720 • 1-800-227-0721 • 1-800-227-0722 • 1-800-227-0723 • 1-800-227-0724 • 1-800-227-0725 • 1-800-227-0726 • 1-800-227-0727 • 1-800-227-0728 • 1-800-227-0729 • 1-800-227-0730 • 1-800-227-0731 • 1-800-227-0732 • 1-800-227-0733 • 1-800-227-0734 • 1-800-227-0735 • 1-800-227-0736 • 1-800-227-0737 • 1-800-227-0738 • 1-800-227-0739 • 1-800-227-0740 • 1-800-227-0741 • 1-800-227-0742 • 1-800-227-0743 • 1-800-227-0744 • 1-800-227-0745 • 1-800-227-0746 • 1-800-227-0747 • 1-800-227-0748 • 1-800-227-0749 • 1-800-227-0750 • 1-800-227-0751 • 1-800-227-0752 • 1-800-227-0753 • 1-800-227-0754 • 1-800-227-0755 • 1-800-227-0756 • 1-800-227-0757 • 1-800-227-0758 • 1-800-227-0759 • 1-800-227-0760 • 1-800-227-0761 • 1-800-227-0762 • 1-800-227-0763 • 1-800-227-0764 • 1-800-227-0765 • 1-800-227-0766 • 1-800-227-0767 • 1-800-227-0768 • 1-800-227-0769 • 1-800-227-0770 • 1-800-227-0771 • 1-800-227-0772 • 1-800-227-0773 • 1-800-227-0774 • 1-800-227-0775 • 1-800-227-0776 • 1-800-227-0777 • 1-800-227-0778 • 1-800-227-0779 • 1-800-227-0780 • 1-800-227-0781 • 1-800-227-0782 • 1-800-227-0783 • 1-800-227-0784 • 1-800-227-0785 • 1-800-227-0786 • 1-800-227-0787 • 1-800-227-0788 • 1-800-227-0789 • 1-800-227-0790 • 1-800-227-0791 • 1-800-227-0792 • 1-800-227-0793 • 1-800-227-0794 • 1-800-227-0795 • 1-800-227-0796 • 1-800-227-0797 • 1-800-227-0798 • 1-800-227-0799 • 1-800-227-0800 • 1-800-227-0801 • 1-800-227-0802 • 1-800-227-0803 • 1-800-227-0804 • 1-800-227-0805 • 1-800-227-0806 • 1-800-227-0807 • 1-800-227-0808 • 1-800-227-0809 • 1-800-227-0810 • 1-800-227-0811 • 1-800-227-0812 • 1-800-227-0813 • 1-800-227-0814 • 1-800-227-0815 • 1-800-227-0816 • 1-800-227-0817 • 1-800-227-0818 • 1-800-227-0819 • 1-800-227-0820 • 1-800-227-0821 • 1-800-227-0822 • 1-800-227-0823 • 1-800-227-0824 • 1-800-227-0825 • 1-800-227-0826 • 1-800-227-0827 • 1-800-227-0828 • 1-800-227-0829 • 1-800-227-0830 • 1-800-227-0831 • 1-800-227-0832 • 1-800-227-0833 • 1-800-227-0834 • 1-800-227-0835 • 1-800-227-0836 • 1-800-227-0837 • 1-800-227-0838 • 1-800-227-0839 • 1-800-227-0840 • 1-800-227-0841 • 1-800-227-0842 • 1-800-227-0843 • 1-800-227-0844 • 1-800-227-0845 • 1-800-227-0846 • 1-800-227-0847 • 1-800-227-0848 • 1-800-227-0849 • 1-800-227-0850 • 1-800-227-0851 • 1-800-227-0852 • 1-800-227-0853 • 1-800-227-0854 • 1-800-227-0855 • 1-800-227-0856 • 1-800-227-0857 • 1-800-227-0858 • 1-800-227-0859 • 1-800-227-0860 • 1-800-227-0861 • 1-800-227-0862 • 1-800-227-0863 • 1-800-227-0864 • 1-800-227-0865 • 1-800-227-0866 • 1-800-227-0867 • 1-800-227-0868 • 1-800-227-0869 • 1-800-227-0870 • 1-800-227-0871 • 1-800-227-0872 • 1-800-227-0873 • 1-800-227-0874 • 1-800-227-0875 • 1-800-227-0876 • 1-800-227-0877 • 1-800-227-0878 • 1-800-227-0879 • 1-800-227-0880 • 1-800-227-0881 • 1-800-227-0882 • 1-800-227-0883 • 1-800-227-0884 • 1-800-227-0885 • 1-800-227-0886 • 1-800-227-0887 • 1-800-227-0888 • 1-800-227-0889 • 1-800-227-0890 • 1-800-227-0891 • 1-800-227-0892 • 1-800-227-0893 • 1-800-227-0894 • 1-800-227-0895 • 1-800-227-0896 • 1-800-227-0897 • 1-800-227-0898 • 1-800-227-0899 • 1-800-227-0900 • 1-800-227-0901 • 1-800-227-0902 • 1-800-227-0903 • 1-800-227-0904 • 1-800-227-0905 • 1-800-227-0906 • 1-800-227-0907 • 1-800-227-0908 • 1-800-227-0909 • 1-800-227-0910 • 1-800-227-0911 • 1-800-227-0912 • 1-800-227-0913 • 1-800-227-0914 • 1-800-227-0915 • 1-800-227-0916 • 1-800-227-0917 • 1-800-227-0918 • 1-800-227-0919 • 1-800-227-0920 • 1-800-227-0921 • 1-800-227-0922 • 1-800-227-0923 • 1-800-227-0924 • 1-800-227-0925 • 1-800-227-0926 • 1-800-227-0927 • 1-800-227-0928 • 1-800-227-0929 • 1-800-227-0930 • 1-800-227-0931 • 1-800-227-0932 • 1-800-227-0933 • 1-800-227-0934 • 1-800-227-0935 • 1-800-227-0936 • 1-800-227-0937 • 1-800-227-0938 • 1-800-227-0939 • 1-800-227-0940 • 1-800-227-0941 • 1-800-227-0942 • 1-800-227-0943 • 1-800-227-0944 • 1-800-227-0945 • 1-800-227-0946 • 1-800-227-0947 • 1-800-227-0948 • 1-800-227-0949 • 1-800-227-0950 • 1-800-227-0951 • 1-800-227-0952 • 1-800-227-0953 • 1-800-227-0954 • 1-800-227-0955 • 1-800-227-0956 • 1-800-227-0957 • 1-800-227-0958 • 1-800-227-0959 • 1-800-227-0960 • 1-800-227-0961 • 1-800-227-0962 • 1-800-227-0963 • 1-800-227-0964 • 1-800-227-0965 • 1-800-227-0966 • 1-800-227-0967 • 1-800-227-0968 • 1-800-227-0969 • 1-800-227-0970 • 1-800-227-0971 • 1-800-227-0972 • 1-800-227-0973 • 1-800-227-0974 • 1-800-227-0975 • 1-800-227-0976 • 1-800-227-0977 • 1-800-227-0978 • 1-800-227-0979 • 1-800-227-0980 • 1-800-227-0981 • 1-800-227-0982 • 1-800-227-0983 • 1-800-227-0984 • 1-800-227-0985 • 1-800-227-0986 • 1-800-227-0987 • 1-800-227-0988 • 1-800-227-0989 • 1-800-227-0990 • 1-800-227-0991 • 1-800-227-0992 • 1-800-227-0993 • 1-800-227-0994 • 1-800-227-0995 • 1-800-227-0996 • 1-800-227-0997 • 1-800-227-0998 • 1-800-227-0999 • 1-800-227-1000

Original Invoice

ENTERED
4/26/02

000749



Totals	5	3,702	TOTAL AMOUNT DUE BY 04-05-2002	\$406.80
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51835

Payment Due From:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:
ABF
ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310



Thank you for
using ABF
Please remember to send
this Remittance Slip
with your payment.

Freight Bill No: 298167208
Amount Due: \$406.80
(payable in US funds)
Payment Due: 04-05-2002
Shipping Date: 03-21-2002
Charge Sta: 298

Payment Amount: \$406.80
(payable in US funds)

Q1 400100 00001071 00000943 11-37930-0

ABF PRO 298167208

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3973
Invoice Date: 04/05/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6812

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6855 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6860 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



www.abf.com

RR 1 BOX 114
DU BOIS PA 15801-9310
(814) 375-9411 • (814) 375-0288 (FAX)
cashier.298cash@mail.abfs.com

Original Invoice

Page 1 of 1

Freight Bill No: 298167268
Shipping Date: 04-05-2002
Bill of Lading No: 1632
P.O. Number: NS

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A



RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

000842



Shipper:
ACCOUNT NO. 212672-298A
METALTECH INC
RD #1 BOX 26
DUBOIS PA 15801

Consignee:
ACCOUNT NO. 470177-0002
HY-LIFT
625 NORTH CENTENNIAL
ZEELAND MI 49464

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$407.35
(payable in US funds)
Payment Due: 04-20-2002

Fed Tax ID # 71-0249444

Pieces	Description	Weight(lbs.)	Class	Rate	Charges
5 SKDS	IRON OR STEEL CASTINGS NO! GREATER THAN 50 PCF				
	ITEM 104770-00P (CL50)	3,707	CL50	2565	950.85
	-DISC,58%,CL,-TL,-TC,AU = ABF646-212672, SHIP		DISC	58%	551.49-
	COMMODITY CLARIFIED FOR RATING		CCR		
	/ FUEL SURCHARGE		FSC	2%	7.99
	ABF MEASURED CUBE: 31.111 CUFT				
	CUBE 0031				
Totals		3,707		TOTAL AMOUNT DUE BY 04-20-2002	\$407.35

ABF delivers direct to over 47,000 communities in all 50 states, Canada, and Puerto Rico.

518355

Payment Due From:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310



Remittance Slip

Thank you for
using ABF
Please remember to send
this Remittance Slip
with your payment.

Freight Bill No: 298167268
Amount Due: \$407.35
(payable in US funds)
Payment Due: 04-20-2002
Shipping Date: 04-05-2002
Charge Stat: 298

Payment Amount:\$407.35
(payable in US funds)



ABF PRO 298167268

Q1 442110 00001130 00001006 11-384263-5

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3982
Invoice Date: 04/15/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6824

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6857 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6861 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



www.abf.com

ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310
(814) 375-9411 • (814) 375-0288 (FAX)
cashier.298cash@mail.abfs.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A



RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

000846



Shipper:
ACCOUNT NO. 212672-298A
METALTECH INC.
R D #1
DU BOIS PA 15801

Page 1 of 1

Freight Bill No: 298157398
Shipping Date: 04-12-2002
Bill of Lading No: 1639
P.O. Number: NS

Consignee:
ACCOUNT NO. 470177-0002
HY-LIFT
625 NORTH CENTENNIAL
ZEELAND MI 49464

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$409.34
(payable in US funds)
Payment Due: 04-27-2002

Fed Tax ID # 71-0249444

Pieces	Description	Weight(lbs.)	Class	Rate	Charges
5 CRTS	IRON OR STEEL CASTINGS NOI GREATER THAN 50 PCF				
	ITEM 104770-00P (CL50)	3,707	CL50	2565	950.85
	DISC,58%,CL,-TL,-TC,AU = ABF646-212672, SHIP		DISC	58%	551.49-
	/ FUEL SURCHARGE		FSC	2.5%	9.98
	ABF MEASURED CUBE: 52.083 CUFT				
	CUBE 0052				
Totals		3,707		TOTAL AMOUNT DUE BY 04-27-2002	\$409.34

For information at your fingertips, click on www.abf.com.

518355

Payment Due From:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310



Thank you for
using ABF

Please remember to send
this Remittance Slip
with your payment.

Freight Bill No: 298157398
Amount Due: \$409.34
(payable in US funds)
Payment Due: 04-27-2002
Shipping Date: 04-12-2002
Charge Sta: 298

Payment Amount:\$409.34
(payable in US funds)



ABF PRO 298157398

HY-LIFT

Hy-Lift, L.L.C.
1185 East Keating Avenue
Muskegon, MI 49442-6088 USA

PURCHASE ORDER

HL-5004

Phone: (231) 724-1487
 Fax: (231) 724-1483

Ex-167

Order Number	Rev	Date	Page
M02150	1	02/25/2002	1

Vendor	Ship To	Ship To
METALTECH, INC. RD 1 BOX 26 DUBOIS, PA 15801	HY-LIFT L.L.C. 15385 PINE DRIVE ROMULUS, MI 48174	HY-LIFT, L.L.C. 1185 EAST KEATING AVENUE MUSKEGON, MI 49442-6088

Due Date: 12/31/2002 Buyer: NANCY Job: BALLSEAT Project: Q1345 Contact: JEANNETTE

Term: NET 45 DAYS Ship via: BESTWAY - PREPAY PO: SHIPPING POINT Req.:

PPD/COL: PPD

Confirming To:

Item	Quantity	U/M	Description	Unit Cost	Extended Cost
NO STYROFOAM ALLOWED - ACKNOWLEDGEMENT REQUIRED					
Q1345	RAW	500,000	EA PUSH ROD SEAT BLANK Eng Chg #: 97-023 Eng Dwg: *D-1345	0.0410	20,500.00
15000001	VRME	1	EA TOOLING CHARGE	2,200.00	2,200.00
SHIPPING PREPAY 7-9 WEEKS AHEAD					
<i>(814) 56-4199</i>					

ORIGINAL
 RECEIVING

ACKNOWLEDGEMENT
 PURCHASING

Subtotal	22,700.00
Grand Total	0.00
	\$22,700.00

HY-LIFT**PURCHASE ORDER**
HL-5004Phone: (231) 724-1487
Fax: (231) 724-1488

Hy-Lift, L.L.C.
1185 East Keating Avenue
Muskegon, MI 49442-6088 USA

Order Number	Rev	Date	Page
M02149	1	02/25/2002	1

Vendor	Bill To	Ship To
METALTECH, INC. RD 1 BOX 26 DUBOIS, PA 15801	HY-LIFT L.L.C. 15385 FINE DRIVE ROMULUS, MI 48174	HY-LIFT, L.L.C. 1185 EAST KEATING AVENUE MUSKEGON, MI 49442-6088

Due Date: 12/31/2002	Buyer: NANCY	Job: PUSHRODSEA	Project: Q1364	Contact: JEANNETTE
Terms: NET 45 DAYS		Ship Via: BESTWAY - PREPAY	POB: SHIPPING POINT	Req.:
PPD/COL: PPD		Confirming Tax:		

Item	Quantity	U/M	Description	Unit Cost	Extended Cost
NO STYROFOAM ALLOWED - ACKNOWLEDGEMENT REQUIRED					
Q1364	RAW	2,000,000	EA PUSH ROD SEAT BLANK *XD829 Eng Chg #: A Eng Dwg: "D-1364	0.0271	54,200.00
M500001	VRME	1	EA TOOLING CHARGE	3,400.0000	3,400.00
RECEIVED & PACKED 5-7 WEEKS ARO					

ORIGINAL
 RECEIVING

ACKNOWLEDGEMENT
 PURCHASING

Subtotal: \$7,600.00
Total Tax: 0.00

527.4000.00

FILED Aug 10 2002
80.00
JUL 29 2002
1cc Aug
William A. Shaw
Prothonotary
*Set
down*

CA

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In the Matter of:

HY-LIFT, L.L.C.,

Debtor.

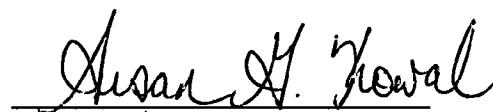
Bankruptcy Court – Western District Michigan
Case No. 02-07667
Chapter 7
Petition Filing Date: July 9, 2002
Honorable James D. Gregg
Adversary Proceeding No: 02-88387

Removed State Court Case No: 02-1173-CD
Pennsylvania Court of Common Pleas
Clearfield County
Metaltech, Inc. vs. Hy-Lift, L.L.C., et al.

PRAECIPE

To: Court Administrator
Clearfield County Courthouse
Second Floor
Clearfield, Pennsylvania 16830

Defendant, Nelms Technologies, Inc., by and through its attorneys, Barlow & Derby, hereby requests the Court Administrator for the Clearfield County Court of Common Pleas to enter the enclosed Notice of Removal Pursuant to 28 U.S.C. § 145 and Proof of Service on the docket for Metaltech, Inc. vs. Hy-Lift, L.L.C., et al., Case No. 02-1173-CD.



Susan G. Kowal, Esq.

P:\hy\188\pleading\Praecipe 2.doc

10:34 AM
6/10/2002
NO CC

William A. Shaw
Prothonotary

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In the Matter of:

HY-LIFT, L.L.C.,

Debtor.

Bankruptcy Court – Western District Michigan
Case No. 02-07667
Chapter 7
Petition Filing Date: July 9, 2002
Honorable James D. Gregg
Adversary Proceeding No: 02-88387

Removed State Court Case No: 02-1173-CD
Pennsylvania Court of Common Pleas
Clearfield County
Metaltech, Inc. vs. Hy-Lift, L.L.C., et al.

NOTICE OF REMOVAL PURSUANT TO 28 U.S.C. § 1452

PLEASE TAKE NOTICE that Defendant, Nelms Technologies, Inc., a Michigan corporation (“Nelms Technologies”), under and in accordance with all applicable federal statutes and rules, including, but not limited to, 28 U.S.C. § 1452 and Fed. R. Bankr. P. 9027, hereby removes the above entitled action in its entirety (including the complaint and all claims for relief therein), Case No. 02-1173-CD (the “Action”), from the Pennsylvania Court of Common Pleas – Clearfield County to the United States Bankruptcy Court for the Western District of Michigan. In support or removal, Nelms Technologies alleges as follows:

1. On July 9, 2002, an involuntary bankruptcy petition was filed under Chapter 7 of Title 11 of the United States Code, commencing the case entitled In re Hy-Lift, L.L.C., Case No: 02-07667-jdg, before the United States Bankruptcy Court for the Western District of Michigan.
2. On or about July 29, 2002, Plaintiff Metaltech, Inc. commenced the Action by filing its complaint with the Pennsylvania Court of Common Pleas – Clearfield County naming Nelms

Technologies and Hy-Lift, L.L.C as defendants. The Action remains pending in the Pennsylvania Court of Common Pleas – Clearfield County as of the date of this Notice of Removal.

3. The Action is of a civil nature, wherein the United States District Court for the Western District of Michigan (and the Bankruptcy Court which is a unit of the District Court) has original jurisdiction pursuant to 28 U.S.C. § 1334(b) because it is a civil proceeding arising under Title 11, or arising in a case under Title 11, or, alternatively related to a case under Title 11.

4. The Action, which is neither a proceeding before the United States Tax Court nor a civil action by a governmental unit to enforce such governmental unit's police power or regulatory power, is pending in a court that is located in the District of this Court, and may therefore be removed pursuant to 28 U.S.C. § 1452(a) and Fed. R. Bankr. P. 9027(a).

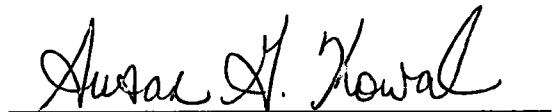
5. Upon removal of the Action, it constitutes a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) in that it concerns the administration of the bankruptcy estate. However, in the event this Court rules it is not a core proceeding, then, at a minimum, it is a non-core "related to" proceeding which is not subject to mandatory abstention pursuant to 28 U.S.C. § 157(b)(4). If determined to be a non-core proceeding, Nelms Technologies consents to entry of final orders or judgment by the bankruptcy judge.

6. This Notice of Removal is filed within the time allowed for the removal of civil actions pursuant to Fed. R. Bankr. P. 9027(a)(3)

7. Nelms Technologies certifies that a copy of this Notice will be promptly filed with the Clerk of the Pennsylvania Court of Common Pleas – Clearfield County and served on all parties to the Action.

8. Copies of the Summons, Complaint and all other pleadings, process and orders filed in the Action are attached to the Appendix of Process and Pleadings accompanying this Notice of Removal pursuant to 28 U.S.C. § 1452 submitted concurrently herewith.

Respectfully submitted,
BARLOW & DERBY



Matthew S. Derby (P40751)
Susan G. Kowal (P58075)
1450 West Long Lake Rd., Suite 365
Troy, Michigan 48098
(248) 641-3300

Dated: August 23, 2002

P:\hy\187\Notice of Removal 3.doc

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

METALTECH, INC.,

Plaintiff,

-vs-

Bankruptcy Case No: 02-07667
State Court Case No: 02-1173-CS
Court of Common Pleas-Clearfield County

NELMS TECHNOLOGIES, INC.
and HY-LIFT, L.L.C.,

Defendants.

PROOF OF SERVICE

COUNTY OF OAKLAND)
STATE OF MICHIGAN) SS.

NOW COMES, Ronda L. Scott, being first duly sworn, deposes and says that on August 23, 2002, she did serve a copy of Notice of Removal Pursuant to 28 U.S.C. § 145 and this Proof of Service on:

Robert M. Hanak, Attorney for Plaintiff, at 498 Jeffers Street, P.O. Box 487, DuBois, PA 15801
Nelms Technologies, Inc., 15385 Pine Drive, Romulus, Michigan 48174
Hy-Lift, L.L.C., 15385 Pine Drive, Romulus, Michigan 48174

by placing them in a sealed envelope, properly addressed, with postage prepaid thereon and by depositing same into the United States Government Mail at Troy, Michigan.

I declare that the statements above are true to the best of my information, knowledge and belief.



Ronda L. Scott

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN

In the Matter of:

HY-LIFT, L.L.C.,

Debtor.

Bankruptcy Court – Western District Michigan
Case No. 02-07667
Chapter 7
Petition Filing Date: July 9, 2002
Honorable James D. Gregg
Adversary Proceeding No: 02-88387

Removed State Court Case No: 02-1173-CD
Pennsylvania Court of Common Pleas
Clearfield County
Metaltech, Inc. vs. Hy-Lift, L.L.C., et al.

PRAECIPE

To: Court Administrator
Clearfield County Courthouse
Second Floor
Clearfield, Pennsylvania 16830

Defendant, Nelms Technologies, Inc., by and through its attorneys, Barlow & Derby, hereby requests the Court Administrator for the Clearfield County Court of Common Pleas to enter the enclosed **Answer and Affirmative Defenses of Nelms Technologies, Inc. to Plaintiff Metaltech, Inc.'s Complaint in Pennsylvania State Court** and this **Proof of Service** on the docket for Metaltech, Inc. vs. Hy-Lift, L.L.C., et al., Case No. 02-1173-CD.



Susan G. Kowal, Esq.

P:\hy1188\pleading\Præcipe.doc

10:34 AM
08/07/07
NO EC

William A. Shaw
Prothonotary

FILED

UNITED STATES BANKRUPTCY COURT 02 SEP -3 AM 9:25
FOR THE WESTERN DISTRICT OF MICHIGAN

DANIEL H. LAYVILLE, CLERK
U.S. BANKRUPTCY COURT
WEST. DIST. OF MICH.

In the Matter of:

HY-LIFT, L.L.C.,

Debtor.

Bankruptcy Court – Western District Michigan
Case No. 02-07667
Chapter 7
Petition Filing Date: July 9, 2002
Honorable James D. Gregg
Adversary Proceeding No: 02-88387

Removed State Court Case No: 02-1173-CD
Pennsylvania Court of Common Pleas
Clearfield County
Metaltech, Inc. vs. Hy-Lift, L.L.C., et al.

**ANSWER AND AFFIRMATIVE DEFENSES OF NELMS
TECHNOLOGIES, INC. TO PLAINTIFF METALTECH,
INC.'S COMPLAINT IN PENNSYLVANIA STATE COURT**

Defendants, Nelms Technologies, Inc. ("Nelms Technologies"), by and through its attorneys, Barlow & Derby, hereby submits their Answers and Affirmative Defenses to the Complaint of Plaintiff, Metaltech ("Plaintiff"), as follows:

1. Nelms Technologies neither admits nor denies the allegations contained in Paragraph 1 of the Plaintiff's Complaint, averring that they are without information sufficient to form a belief as to the truth thereof.
2. Nelms Technologies admits the allegations contained in Paragraph 2 of the Plaintiff's Complaint that its principal place of business is located at 15385 Pine Drive, Romulus, Michigan. Nelms Technologies states that it is a freestanding distinct corporate entity incorporated on February 13, 1995, and is in good standing, under the laws of the State of Michigan. Hy-Lift L.L.C. is a distinct and freestanding limited liability company organized on October 26, 1996, and is in good standing, under the laws of the State of Michigan. In further

answer, Nelms Technologies denies all remaining allegations contained in Paragraph 2 of the Plaintiff's Complaint for the reason that said allegations are untrue.

3. Nelms Technologies denies the allegations contained in Paragraph 3 of the Plaintiff's Complaint for the reason that said allegations are untrue.

4. Nelms Technologies neither admits nor denies the allegations contained in Paragraph 4 of the Plaintiff's Complaint, as it is without sufficient knowledge to form a belief thereof and they leave Plaintiff to its proofs.

5. Nelms Technologies admits that Nancy Rhoton was an employee of Nelms Technologies only. However, Nelms Technologies formerly served as a management service company to Hy-Lift wherein it provided various services and employees to Hy-Lift, including executive and management-level personnel, accounting and marketing services. Accordingly, Ms. Rhoton did provide employment services for Hy-Lift pursuant to the management services agreement between Nelms Technologies and Hy-Lift. Ms. Rhoton did not order products on behalf of Nelms Technologies.

6. Nelms Technologies denies the allegations contained in Paragraph 6 of the Plaintiff's Complaint for the reason that said allegations are untrue.

7. Nelms Technologies denies the allegations contained in Paragraph 7 of the Plaintiff's Complaint for the reason that said allegations are untrue.

8. Nelms Technologies denies the allegations contained in Paragraph 8 of the Plaintiff's Complaint for the reason that said allegations are untrue.

9. Nelms Technologies denies the allegations contained in Paragraph 9 of the Plaintiff's Complaint for the reason that said allegations are untrue.

10. Nelms Technologies denies the allegations contained in Paragraph 10 of the Plaintiff's Complaint, as they are without sufficient knowledge to form a belief thereof and they leave Plaintiff to its proofs.

11. Nelms Technologies denies the allegations contained in Paragraph 11 of the Plaintiff's Complaint, as they are without sufficient knowledge to form a belief thereof and they leave Plaintiff to its proofs.

12. Nelms Technologies denies the allegations contained in Paragraph 12 of the Plaintiff's Complaint, as they are without sufficient knowledge to form a belief thereof and they leave Plaintiff to its proofs.

WHEREFORE, Nelms Technologies respectfully requests that this Court fully adjudicate the merits of this case.

AFFIRMATIVE DEFENSES - REPLY REQUESTED

Defendants, Nelms Technologies, Inc. ("Nelms Technologies"), by and through its attorneys, Barlow & Derby, hereby notifies Plaintiff, Metaltech ("Plaintiff"), of its intent to rely on the following Affirmative Defenses:

1. All or part of the Plaintiff's Complaint fails to state a claim for which relief can be granted and Nelms Technologies is entitled to judgment of no cause of action as a matter of law.
2. Plaintiff's claims are barred by the doctrine of estoppel, waiver and accord and satisfaction.
3. Plaintiff's claims are barred by Plaintiff's unclean hands, the doctrine of unjust enrichment and laches.
4. All or part of Plaintiff's claims are barred by the statute of limitations.

5. Plaintiff's claims are barred by performance or part performance to the extent, if any, that Defendants had an obligation to perform.

6. Any injury suffered by Plaintiff was proximately caused by its own actions and, therefore, Plaintiff's claims for damages are barred.

7. Plaintiff's claims are barred, in whole or in part, by a failure to mitigate its damages.

8. Plaintiff's claims are barred by their fraudulent and untruthful claims both in law and in fact as set forth in their Complaint.

9. Plaintiff's claim for conversion is barred because Plaintiff cannot establish that Defendant Nelms Technologies had any intent to wrongfully exert dominion over the powdered metal parts as set forth in the Complaint by Plaintiff.

10. Plaintiff's claim for conversion is barred because Plaintiff cannot establish a distinct act of dominion wrongfully exerted over the powdered metal parts as set forth in the Complaint by Plaintiff.

11. Plaintiff's claim for conversion is barred because Plaintiff cannot establish that Defendant Nelms Technologies converted the powdered metal parts to their own use.

12. Plaintiff's contract breach claim is barred by Plaintiff's own breaches of contract.

13. Plaintiff's contract breach claim is barred by lack of mutual assent.

14. Plaintiff's breach of contract claim is barred by the lack of consideration.

15. Plaintiff cannot prove a *prima facie* case of piercing the corporate veil because Plaintiff has failed to establish that there was a unity of interest and ownership such that the separate personalities of Nelms Technologies and Hy-Lift no longer existed.

16. Plaintiff cannot prove a *prima facie* case of piercing the corporate veil because Plaintiff has failed to establish that an inequitable result occurred because of the alleged acts of Defendant Nelms Technologies as set forth in Plaintiff's Complaint.

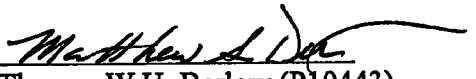
17. Plaintiff cannot prove a *prima facie* case of piercing the corporate veil because Plaintiff has failed to establish that any of the alleged acts of Defendant Nelms Technologies, as set forth in Plaintiff's Complaint, are contrary to public policy.

18. Plaintiff cannot prove a *prima facie* case of "open account" because Plaintiff has failed to establish that there was an open account or account stated between Plaintiff and Defendant Nelms Technologies.

19. To the extent Plaintiff has asserted a claim based on an "open account", Plaintiff has failed to attach an affidavit of the amount allegedly owed as required by M.C.L.A. § 600.2145.

20. Nelms Technologies reserves the right to modify, amend and/or supplement these Affirmative Defenses to add such others as may become available or known through discovery.

Respectfully submitted,
BARLOW & DERBY


Thomas W.H. Barlow (P10443)
Matthew S. Derby (P40751)
Attorneys for Nelms Technologies, Inc.
1450 West Long Lake Rd.
Suite 365
Troy, MI 48098

Dated: August 30, 2002

P:\hy188\pleading\Answer Aff Defenses.doc

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN

In the Matter of:

HY-LIFT, L.L.C.,

Debtor.

Bankruptcy Court - Western District Michigan

Case No. 02-07667

Chapter 7

Petition Filing Date: July 9, 2002

Honorable James D. Gregg

Adversary Proceeding No: 02-88387

Removed State Court Case No: 02-1173-CD

Pennsylvania Court of Common Pleas

Clearfield County

Metaltech, Inc. vs. Hy-Lift, L.L.C., et al.

PROOF OF SERVICE

COUNTY OF OAKLAND)
STATE OF MICHIGAN) SS.

NOW COMES, **Katrina Hollis-Abraham**, being first duly sworn, deposes and says that on August 30, 2002, I did serve a copy of **Answer and Affirmative Defenses of Nelms Technologies, Inc. to Plaintiff Metaltech, Inc.'s Complaint in Pennsylvania State Court** and this Proof of Service on:

Robert M. Hanak, Esq.
Hanak, Guido and Taladay
498 Jeffers Street
P.O. Box 487
DuBois, PA 15801

by UPS Next Day Air, and

Gordon J. Toering, Esq.
Warner Norcross & Judd
900 Fifth Third Center
111 Lyon Street, NW
Grand Rapids, MI 49503

David T. Bowen, Esq.
1042 Terrace St.
P.O. Box 1146
Muskegon MI 49443-1146

Brian T. Lang, Esq.
400 Terrace Plaza
P.O. Box 900
Muskegon, MI 49443-0900

Fred J. Lesica, Esq.
Krueger & Lesica
2533 Peck Street
Muskegon Hts., MI 49444

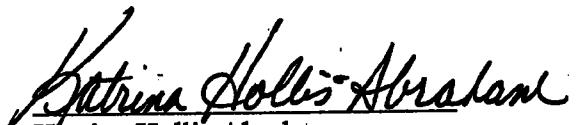
02 SEP - 3 AM 9:26
DANIEL L. BURKE, CLERK
U.S. BANKRUPTCY COURT
WEST. DIST. OF MICH.
FILED

William P. Spaniola, Esq.
Potuznik, Carozza, et al.
1065 Peck St.
Muskegon, MI 49440

Thomas A. Bruinsma, Esq.
6812 Old 28th St. SE
Suite E
Grand Rapids, MI 49546

by U.S. Mail by placing same in a sealed envelope, properly addressed, with postage prepaid thereon and by depositing same into the United States Government Mail at Troy, Michigan.

I declare that the statements above are true to the best of my information, knowledge and belief.


Katrina Hollis Abraham

P:\hyl188\pleading\pos 8-30-02.doc

Law Offices of
JUBELIRER, CAROTHERS, KRIER & HALPERN
Park View Center, 10 Sheraton Drive
P.O. Box 2024
Altoona, Pennsylvania 16603
814 943 1149 // FAX 814 946 8788

www.lawyers.com/jckhaw
e-mail: jckhaw@charterpa.com

* Robert C. Jubelirer

Alan R. Krier

M. David Halpern

Jane L. Carothers

James R. Carothers
Wade D. Manley

Of Counsel:
Richard A. Carothers

* On leave of absence

October 15, 2002

William A. Shaw, Prothonotary
Clearfield County Courthouse
230 East Market Street
Clearfield, PA 16830

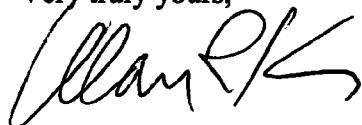
RE: METALTECH, INC. v. NELMS TECHNOLOGIES, INC. et al.
NO. 02-1173-CD

Dear Mr. Shaw:

Enclosed herewith for filing with the Court is a copy of the Notice of Removal Pursuant to 28 U.S.C. § 1334 and 1452 that has been filed with the Clerk of Court for the Western District of Pennsylvania on this date. By way of this correspondence a copy of the Notice has been sent to Robert M. Hanak, Esquire.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



Alan R. Krier

ARK/irw
Enclosure

FILED

OCT 16 2002

11:40 AM
William A. Shaw
Prothonotary

W.C. 20
JCK

COPY

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

METALTECH, INC.,

Plaintiff,

-vs-

Federal Court Case No: _____
State Court Case No: 02-1173-CD
Pennsylvania Court of Common Pleas
Clearfield County

NELMS TECHNOLOGIES, INC.,
and HY-LIFT, L.L.C.,

Defendants.

NOTICE OF REMOVAL PURSUANT TO 28 U.S.C. §§ 1334 and 1452

PLEASE TAKE NOTICE that Defendant, Nelms Technologies, Inc., a Michigan corporation ("Nelms Technologies"), under and in accordance with all applicable federal statutes and rules, including, but not limited to, 28 U.S.C. §§ 1334, 1452 and Fed. R. Bankr. P. 9027, hereby removes the above entitled action in its entirety (including the complaint and all claims for relief therein), Case No. 02-1173-CD (the "Civil Action"), from the Pennsylvania Court of Common Pleas – Clearfield County to the United States District Court for the Western District of Pennsylvania. In support or removal, Nelms Technologies alleges as follows:

1. On July 9, 2002, an involuntary bankruptcy petition was filed under Chapter 7 of Title 11 of the United States Code, commencing the case entitled In re Hy-Lift, L.L.C., Case No: 02-07667-jdg, before the United States Bankruptcy Court for the Western District of Michigan.
2. On or about July 29, 2002, Plaintiff Metaltech, Inc. commenced the Action by filing its complaint with the Pennsylvania Court of Common Pleas – Clearfield County naming Nelms

Technologies and Hy-Lift, L.L.C as defendants. The Action remains pending in the Pennsylvania Court of Common Pleas – Clearfield County as of the date of this Notice of Removal.

3. The Action is of a civil nature, wherein the United States District Court for the Western District of Pennsylvania (and the Bankruptcy Court which is a unit of the District Court) has original jurisdiction pursuant to 28 U.S.C. § 1334(b) because it is a civil proceeding arising under Title 11, or arising in a case under Title 11, or, alternatively related to a case under Title 11.

4. The Action, which is neither a proceeding before the United States Tax Court nor a civil action by a governmental unit to enforce such governmental unit's police power or regulatory power, is pending in a court that is located in the District of this Court, and may therefore be removed pursuant to 28 U.S.C. § 1452(a) and Fed. R. Bankr. P. 9027(a).

5. Upon removal of the Action, it constitutes a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) in that it concerns the administration of the bankruptcy estate. Indeed, the claims of the state court proceeding are significantly intertwined with the bankruptcy proceeding and constitute a single “claim or cause of action” under 28 U.S.C. § 1452.

6. In the state court proceeding, Plaintiff is seeking judgment against Hy-Lift and Nelms Technologies under claims for open account, breach of contract and an action to pierce the corporate veil. Specifically, Plaintiff is asking to pierce the corporate veil of Hy-Lift to reach Nelms Technologies based upon claims of fraud and/or fraudulent conveyance to avoid a debt. Accordingly, Plaintiff's claim against Nelms Technologies is derivative of the alleged wrongdoing by Hy-Lift and, as a result, Hy-Lift must first be found liable before liability can extend to Nelms Technologies

7. Finally, Plaintiff is seeking joint and several liability against Hy-Lift and Nelms Technologies. If Nelms Technologies is not found liable by the Civil Action Court or is unable to pay any award of damages, the Hy-Lift bankruptcy estates is implicated.

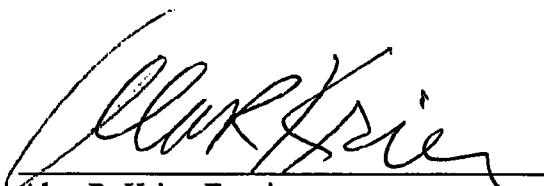
8. However, in the event this Court rules it is not a core proceeding, then, at a minimum, it is a non-core "related to" proceeding which is not subject to mandatory abstention pursuant to 28 U.S.C. § 157(b)(4). If determined to be a non-core proceeding, Nelms Technologies consents to entry of final orders or judgment by the bankruptcy judge.

9. This Notice of Removal is filed within the time allowed for the removal of civil actions pursuant to Fed. R. Bankr. P. 9027(a)(3).

10. Nelms Technologies certifies that a copy of this Notice will be promptly filed with the Clerk of the Pennsylvania Court of Common Pleas – Clearfield County and served on all parties to the Action.

11. Copies of the Summons, Complaint and all other pleadings, process and orders filed in the Action are attached to the Appendix of Process and Pleadings accompanying this Notice of Removal pursuant to 28 U.S.C. § 1452 submitted concurrently herewith.

Respectfully submitted,
JUBELIRER, CAROTHERS, KRIER & HALPERN



Alan R. Krier, Esquire
PA I.D. 306672
Park View Center
10 Sheraton Drive
P.O. Box 2024
Altoona, PA 16603
(814) 943-1149

Date: October 15, 2002

IN THE COURT OF COMMON PLEAS
OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL DIVISION

METALTECH, INC.,
Plaintiff

vs.

NELMS TECHNOLOGIES, INC.
and HY-LIFT, INC.,
Defendants

CIVIL ACTION - AT LAW

No. 02-1173-CJ

Type of pleading:

COMPLAINT

Filed on behalf of:

PLAINTIFF

Counsel of record for
this party:

Robert M. Hanak
Supreme Court No. 05911
Hanak, Guido and Taladay
498 Jeffers St., P. O. Box 487
DuBois, PA 15801

814-371-7768

I hereby certify this to be a true
and attested copy of the original
document filed in this office

JUL 28 2002

Attest: *William L. Linn*
Prothonotary

IN THE COURT OF COMMON PLEAS
OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL DIVISION

METALTECH, INC.,
Plaintiff

vs. : No. 02-1173-C D

NELMS TECHNOLOGIES, INC.
and HY-LIFT, INC.,
Defendants

NOTICE

You have been sued in Court. If you wish to defend against the claims set forth in the following pages, you must take action within twenty (20) days after this Complaint and Notice are served, by entering a written appearance personally or by attorney and filing in writing with the Court your defense or objections to the claims set forth against you. You are warned that if you fail to do so the case may proceed without further notice for any money claimed in the Complaint or for any other claim or relief requested by the Plaintiff. You may lose money or property or other rights important to you.

YOU SHOULD TAKE THIS PAPER TO YOUR LAWYER AT ONCE. IF YOU DO NOT HAVE A LAWYER OR CANNOT AFFORD ONE, GO TO OR TELEPHONE THE OFFICE SET FORTH BELOW TO FIND OUT WHERE YOU CAN GET LEGAL HELP.

Court Administrator
Clearfield County Courthouse
Second Floor
Clearfield, PA 16830

(814) 765-2641, Ext. 1303

IN THE COURT OF COMMON PLEAS
OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL DIVISION

METALTECH, INC.,

Plaintiff

No. 02-1173-CD

vs.

NELMS TECHNOLOGIES, INC.
and HY-LIFT, INC.,

Defendants

COMPLAINT

AND NOW, comes the Plaintiff, Metaltech, Inc., by and through its Attorneys, Hanak, Guido and Taladay, and files this Complaint as follows:

1. Plaintiff is Metaltech, Inc., a Pennsylvania business corporation located on Pa. Route 219, R. D. 1, Box 26, DuBois, Clearfield County, Pennsylvania 15801.

2. Defendants are Nelms Technologies, Inc., a business corporation of 15385 Pine Drive, Romulus, Michigan 48174, and Hy-Lift, Inc., a business corporation, also located at 15385 Pine Drive, Romulus, Michigan 48174. Alternately, the said Nelms Technologies is a proprietorship, partnership, or limited liability company located at the above referenced address, and the business designation by which it practices business does not designate the corporate entity.

Alternately, Hy-Lift is a proprietorship, partnership, or limited liability company located at the above referenced address, and the business designation by which it practices business does not designate the corporate entity. This suit is directed both to the corporation if such entities are incorporated, or to the proprietor, partnership or limited

liability company based on the trade names under which they do business.

3. At all times material to the cause of action stated in this Complaint, Hy-Lift was a trade name which was described as an operating unit of Nelms Technologies, believed to be a corporation.

4. At the request of Defendant Hy-Lift, a course of dealings commenced between Plaintiff and Defendants on or about December 7, 2001. At the request of Defendants, the Plaintiff sold, produced and shipped powdered metal parts based on specific orders submitted by Hy-Lift. A copy of the orders which are open and unpaid, and a summary statement are attached hereto as Exhibit A.

5. At all times, orders were made and shipments made pursuant to directions given by Nelms Technologies' agent, Nancy Rhotan, to invoices and deliveries to the address of Hy-Lift.

6. At all times, the Plaintiff relied on the credit and representations of Nelms Technologies and the credit and reputation of Hy-Lift.

7. It is believed that Nelms Technologies and Hy-Lift are alter egos for each other and share business capacities in such manner that any party dealing with either Nelms or Hy-Lift relies on the credit of one or the other to make shipments. Representations were made by Hy-Lift and Nelms as to the credit standing of each party.

8. Defendants ordered from Plaintiff pressed powdered metal parts for use by Defendants in the automotive market. Each order as documented per the attached Exhibit A were manufactured, shipped, received, used and converted by the Defendants.

9. The total amount of unpaid shipments made by Plaintiff to Defendants is \$78,709.53

10. In addition to the actual manufacturing costs as indicated by the exhibit above, Hy-Lift agreed to pay tooling charges which totaled \$5,600.00 and freight. Included with the exhibit are the tooling charge invoices and freight charges.

11. As a result of the shipments made from Plaintiff to Defendants, there is owed, based on the agreement of the parties per purchase orders, the total sum of \$93,106.64.

12. Plaintiff has demanded payment of \$93,106.64 from the Defendants, however, after demands the Defendants refuse and continue to refuse to pay such amount.

WHEREFORE, Plaintiff demands judgment against the Defendants individually, jointly and severally in the principal amount of \$93,106.64, together with costs of suit and interest as allowed by Pennsylvania law.



Robert M. Hanak

Attorney for Plaintiff

VERIFICATION

I, ANTHONY M. ZAFFUTO, Plant Manager of Metaltech, Inc., do hereby verify that I have read the foregoing COMPLAINT. The statements therein are correct to the best of my personal knowledge or information and belief.

This statement and verification are made subject to the penalties of 18 Pa.C.S. Section 4904 relating to unsworn fabrication to authorities, which provides that if I make knowingly false averments I may be subject to criminal penalties.

Date: 7-23-02

Anthony M. Zaffuto

Anthony M. Zaffuto

05/23/2002

Metaltech, Inc
CUSTOMER OPEN INVOICE REPORT
For The Period Ending 5/30/02

Exhibit S 09-00106 AM
"Aging Report" (cont'd.)

<u>NAME / DATE</u>	<u>TT</u>	<u>REF NO</u>	<u>DUE</u>	<u>DISC</u>	<u>DISC AMOUNT</u>	<u>INV AMOUNT</u>	<u>OPEN BALANCE</u>
			<u>DATE</u>	<u>DATE</u>			
HY-LIFT - Hy-Lift							
12/07/01	CI	00003807	01/06	12/17	26.57	2,656.50	2,656.50
01/22/02	CI	00003852	02/21	02/01	66.04	6,604.31	6,604.31
01/28/02	CI	00003858	02/27	02/07	66.63	6,662.50	6,662.50
02/01/02	CI	00003869	03/03	02/11	66.63	6,662.50	6,662.50
02/08/02	CI	00003881	03/10	02/18	66.63	6,662.50	6,662.50
02/15/02	CI	00003897	03/17	02/25	66.63	6,662.50	6,662.50
02/15/02	CI	98165544	03/17	02/25	3.99	399.10	399.10
02/22/02	CI	00003903	03/24	03/04	66.63	6,662.50	6,662.50
02/22/02	CI	98164878	03/24	03/04	3.97	396.50	396.50
03/01/02	CI	00003915	03/31	03/11	66.63	6,662.50	6,662.50
03/01/02	CI	98165885	03/31	03/11	4.01	400.95	400.95
03/08/02	CI	00003924	04/07	03/18	66.63	6,662.50	6,662.50
03/08/02	CI	98166717	04/07	03/18	4.04	403.68	403.68
03/21/02	CI	00003944	04/20	03/31	66.63	6,662.50	6,662.50
03/21/02	CI	98167208	04/20	03/31	4.07	406.80	406.80
04/05/02	CI	00003973	05/05	04/15	66.63	6,662.50	6,662.50
04/05/02	CI	98167268	05/05	04/15	4.07	407.35	407.35
04/15/02	CI	00003982	05/15	04/25	66.63	6,662.50	6,662.50
04/15/02	CI	98157398	05/15	04/25	4.09	409.34	409.34
Total Due:							78,709.53
							78,709.53
TOTAL OPEN INVOICES:							=====

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3807	Salesman:	Casting Sales, Inc.
Invoice Date:	12/07/01	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6643
Order No:	6289	PO Number:	1162

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	105,000	D-1201 - Pushrod seat blank	K	\$25.3000 / M	\$2,656.50
				Sub-total:	\$2,656.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$2,656.50
				Paid To Date:	\$0.00
				Balance Due:	\$2,656.50

Metaltech, Inc.
 RD 1 Box 26
 Route 219 South
 DuBois, PA 15801
 Phone: 814-375-9399
 Fax: 814-375-4199

Invoice

Sold Hy-Lift
 To: 15385 Pine Drive
 Romulus, MI 48174

Ship Hy-Lift
 To: 825 North Centennial
 Zeeland, MI 49464-1318

Invoice Number: 3852
 Invoice Date: 01/22/02
 Customer: HY-LIFT

Salesman: Casting Sales, Inc.
 Terms: Net 30 days

Item	Quantity	Description	Revision	Unit Price	Amount
1	48,200	D-1201 - Pushrod seat blank Order No: 6781 PO Number: 1162 Packing List: 6684	K	\$25.3000 / M	\$1,219.46
1	151,000	D-1248 - pushrod seat blank Order No: 6780 PO Number: 1161 Packing List: 6688		\$27.2000 / M	\$4,107.20
1	60,500	D-1201 - Pushrod seat blank Order No: 6781 PO Number: 1162 Packing List: 6688	K	\$25.3000 / M	\$1,277.65
<hr/>					
Sub-total:					
Sales Tax:					
Shipped Via USF Red Star:					
<hr/>					
Invoice Total:					
Paid To Date:					
<hr/>					
Balance Due:					
\$6,604.31					

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-376-4199

Invoice

Sold Hy-Lift
To: 15305 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3858
Invoice Date: 01/28/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6695

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	151,000	D-1248 - pushrod seat blank Order No: 6783 PO Number: 1161		\$27.2000 / M	\$4,107.20
1	101,000	D-1201 - Pushrod seat blank Order No: 6784 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 825 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3869	Salesman:	Casting Sales, Inc.
Invoice Date:	02/01/02	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6704

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6789 PO Number: 1162	K	\$25.3000 / M	\$2,655.30
1	151,000	D-1248 - pushrod seat blank Order No: 6790 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15305 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49484-1318

Invoice Number: 3881
Invoice Date: 02/08/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6717

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	151,000	D-1248 - pushrod seat blank Order No: 6816 PO Number: 1161		\$27.2000 / M	\$4,107.20
1	101,000	D-1201 - Pushrod seat blank Order No: 6817 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3897	Salesman:	Casting Sales, Inc.
Invoice Date:	02/15/02	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6735

Item	Quantity	Description	Revision	Unit Price	Amount
1	101,000	D-1201 - Pushrod seat blank		\$25.3000 / M	\$2,555.30
		Order No: 6819	K		
		PO Number: 1162			
1	151,000	D-1248 - pushrod seat blank		\$27.2000 / M	\$4,107.20
		Order No: 6824			
		PO Number: 1161			
<hr/>					
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
<hr/>					
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
<hr/>					
				Balance Due:	\$6,662.50



DU BOIS PA 15801-A310
(814) 375-9411 4) 375-0288 (FAX)
cashier.298cash@...abfs.com

www.abf.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A

**RICH GORDON
METALTECH INC.
RR 1 BOX 28
DU BOIS PA 15801-9314**

A circular stamp with the word "ENTERED" at the top, the date "2-27-16" in the center, and a diagonal line through it.

Shipper:
ACCOUNT NO. 212672-0000
METALTECH
RD 2 BOX 26
DU BOIS PA 15801

Page 1 of 1

**Freight Bill No: 298185544-
Shipping Date: 02-15-2002
Bill of Lading No: 1588
P.O. Number: NS**

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$399.10
(payable in US funds)
Payment Due: 03-02-2002

Fed Tax ID # 71-0249444

Please	Description	Weight(lbs.)	Class	Rate	Charges
5 CRTS	CASTINGS OR FORGINGS NOT IRON OR STEEL IN PKGS Q/T 50 PCF				
	ITEM 104770-00P (CL50)	3,688	CL50	2565	940.84
	NOTE: FORKS MUST GO ALL THE WAY				
	THROUGH CRATE TO SUPPORT BOTTOM OF				
	CRATE				
	DISC,5%,CL-TL-TCAU = ABF646-212672, SHIP	DISC		58%	546.68
	/ FUEL SURCHARGE	FSC		1%	3.95
	ABF MEASURED CUBE: 46.666 CUFT				
	CUBE 0046				
Totals		3,688	TOTAL AMOUNT DUE BY 03-03-2002		\$399.10

For information at your fingertips, click on www.abf.com.

Remittance Slip

Payment Due From:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 28
DU BOIS PA 15801-9314

Mail Payment Tax



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with your payment.*

Freight Bill No: 290165544
Amount Due: \$399.10
(payable in US funds)
Payment Due: 03-02-2002
Shipping Date: 02-15-2002
Charge Stmt: 298

ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310

Payment Amount: \$399.10
(payable in US funds)



Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number:	3903	Salesman:	Casting Sales, Inc.
Invoice Date:	02/22/02	Terms:	Net 30 days
Customer:	HY-LIFT	Packing List:	6742

Item	Quantity	Description	Revision	Unit Price	Amount
1	101,000	D-1201 - Pushrod seat blank	K	\$25.3000 / M	\$2,555.30
		Order No: 6820			
		PO Number: 1162			
1	151,000	D-1248 - pushrod seat blank		\$27.2000 / M	\$4,107.20
		Order No: 6825			
		PO Number: 1161			
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via USF Red Star:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



DU BOIS PA 15801-9310
(814) 375-9411 4) 375-0288 (FAX)
cashier.298cash@...labfs.com

BILL TO & PAYMENT DUE FROM:
ACCOUNT NO. 212672-298A



RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801

000753

Shipper:
ACCOUNT NO. 212672-2984
METALTECH INC
RD 1 BOX 26
DU BOIS PA 15801

Page 1 of 1

Freight Bill No: 298154878
Shipping Date: 02-22-2002
Bill of Lading No: 1582
P.O. Number: NS

Consignee:
ACCOUNT NO. 470177-0802
HY-LIFT
625 NORTH CENTENNIAL
ZEELAND MI 49444

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$398.50
(payable in US funds)
Payment Due: 03-09-2002

Fed Tax ID # 71-0249444

Pieces	Description	Weight(lbs.)	Class	Rate	Charges
5 SKDS	6 BINS IRON OR STEEL CASTINGS OR FORGINGS NOT IN THE ROUGH IN PKGS G/T				
50 PCP					
	ITEM 104770-00 (CL50)	9,644	CL50	2566	834.69
	DISC,56%,CL-TL-TG,AU = ABFS46-212672, SHIP		DISC	68%	542.12
	COMMODITY CLARIFIED FOR RATING		CCR		
	/ FUEL SURCHARGE		FSC	1%	3.93
	ABF MEASURED CUBE: 46.666 CUFT				
	CUBE 0046				
Totals		\$,844		TOTAL AMOUNT DUE BY 03-09-2012	\$398.50
5					

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Remittance Slip

Payment Due From:
ACCOUNT NO. 212572-2
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment Tax



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310

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Freight Bill No: 298164678
Account Due: \$396.50
(payable in US funds)
Payment Due: 03-08-2002
Shipping Date: 02-22-2002
Charge Sta: 298

Payment Amount \$396.50



Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3915
Invoice Date: 03/01/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6751

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6821 PO Number: 1162	K	\$26.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6826 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



MM 1 BOX 114
DU BODS PA 15801-114
(814) 375-9411 a, 375-0288 (FAX)
cashier.298cash@xmail.abm.com

www.abf.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A

RICH GORDON
METALTECH INC.
RR 1 BOX 28
DU BOIS PA 15801-99

DU 8018 PA 15801-9314 000802

ENTERED

Shipper:
ACCOUNT NO. 2126/2-238A
METALTECH INC
RD 1 BOX 36
DU BOIS PA 15801

Page 1 of 1

Freight Bill No. 298165885
Shipping Date - 03-01-2002
Bill of Lading No. 1600
P.O. Number: NS

Consignee:
ACCOUNT NO. 470177-0002
HY-LIFT
526 N CENTENNIAL
ZEELAND MI 49464

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$480.95
(payable in US funds)
Payment Due: 03-16-2002

Fed Tax ID # 71-0248444

Place	Description	Weight(lbs.)	Class	Rate	Charges
5 SKDS	IRON OR STEEL CASTINGS OR FORGINGS NOI IN THE ROUGH IN PKGS GT 50 PCF				
	ITEM 104770-00P (CL50)	3,685	CL50	2665	945.20
	DISC 58%, CL-TL-TC,AU = ABF648-212872, SHIP		DISC	58%	548.22-
	COMMODITY CLARIFIED FOR RATING		CCR		
	/ FUEL SURCHARGE		FSC	1%	3.97
	ABF MEASURED CUBE: 50.000 CUFT				
	CURE 0050				
Total		3,685		TOTAL AMOUNT DUE BY 08-18-2022	\$488.95

With *myABF.com*, create a personalized Web page containing ABF's on-line tools and any other Internet content.

Payment Due From:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15601-9314

Mail Payment To:



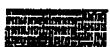
ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9910

**Thank you for
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this Remittance Slip
with your payment.*

Freight Bill No: 288165885
Amount Due: \$400.95
Payment in US funds
Payment Due: 03-10-2002
Shipping Date: 03-01-2002
Charge Star: 298

Payment Amount: \$400.95
(payable in US Dollars)



Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 16385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3924
Invoice Date: 03/08/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 8783

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank		\$25.3000 / M	\$2,555.30
		Order No: 6822	K		
		PO Number: 1162			
1	151,000	D-1248 - pushrod seat blank		\$27.2000 / M	\$4,107.20
		Order No: 6827			
		PO Number: 1161			
					<u>Sub-total:</u> \$6,662.50
					<u>Sales Tax:</u> \$0.00
					<u>Shipped Via ABF:</u> \$0.00
					<u>Invoice Total:</u> \$6,662.50
					<u>Paid To Date:</u> \$0.00
					<u>Balance Due:</u> \$6,662.50



www.abf1.com

RR 1 BOX 114
DU BOIS PA 15801-9310
(814) 375-9411 (814) 375-0288 (FAX)
cashier.298cash@mail.abf1.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A

ENTERED
3/9/01

RICH GORDON
METALTECH INC.
RR 1 BOX 28
DU BOIS PA 15801-9314

000638

xx

Shipper:
ACCOUNT NO. 212672-298A
METALTECH INC
RR 1 BOX 28
DU BOIS PA 15801

Page 1 of 1

Freight Bill # 298166717
Shipping Date 03-08-2002
Bill of Lading No. 1606
P.O. Number: NS

Consignee:
ACCOUNT NO. 470177-0002
HY-LIFT
525 NORTH CENTENNIAL
ZEELAND MI 49464

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$403.88
(payable in US funds)
Payment Due: 03-23-2002

Fed Tax ID # 71-0269444

Place	Description	Weight(lbs.)	Class	Rate	Charge
5 CRTS	IRON OR STEEL, CASTINGS OR FORGINGS NOT IN THE ROUGH IN PKGS OF 50 PCF ITEM 104770-00P (CL50) DISC,55%,CL,-TL,-TC,AU = ABF646-212672, SHIP COMMODITY CLARIFIED FOR RATING / FUEL SURCHARGE ABF MEASURED CUBE: 48.000 CUFT CUBE 0048	3,710	CL50	2505 58%	951.82 551.94
			CCR		
			FSC	1%	4.00
Total		3,710		TOTAL AMOUNT DUE BY 03-23-2002	\$403.88

ABF delivers direct to over 47,000 communities in all 50 states, Canada, and Puerto Rico.

Payment Due From:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 28
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310

xx

Remittance Slip

**Thank you for
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this Remittance Slip
with your payment.**

Freight Bill # 298166717
Amount Due: \$403.88
(payable in US funds)
Payment Due: 03-23-2002
Shipping Date: 03-08-2002
Charge St: 298

**Payment Amount: \$403.88
(payable in US funds)**

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3944
Invoice Date: 03/21/02
Customer: HY-LET

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6785

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank Order No: 6823 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6828 PO Number: 1161		\$27.2000 / M	\$4,107.20
				<u>Sub-total:</u>	<u>\$6,662.50</u>
				<u>Sales Tax:</u>	<u>\$0.00</u>
				<u>Shipped Via ABF Freight:</u>	<u>\$0.00</u>
				<u>Invoice Total:</u>	<u>\$6,662.50</u>
				<u>Paid To Date:</u>	<u>\$0.00</u>
				<u>Balance Due:</u>	<u>\$6,662.50</u>



DU BOIS PA 15801-9310
(814) 373-9411 • 1-875-0288 (FAX)
cashier.298cash@abf.com

www.abf.com

Bill To & Payment Due From:
ACCOUNT NO. 212672-298A

RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

ENTERED
4/3/02

000749

Original Invoice

Page 1 of 1

Freight Bill No: 298167208
Shipping Date: 03-21-2002
Bill of Lading No: 1619
P.D. Number: NS

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: \$406.80
(payable in US funds)
Payment Due: 04-05-2002

Fed Tax ID # 71-0248444

Places	Description	Weight(lbs.)	Class	Rate	Charges
5 SKDS	IRON OR STEEL, CASTINGS OR FORGINGS NOI IN THE ROUGH IN PACKAGES				
	GREATER THAN 80 PCP				
	ITEM 104770-00P (CL50)				
	DISC, 58%, CL-TL, TC, AU - ABF504-212672, SHIP	3,702	CL50	2565	949.55
	COMMONITY CLARIFIED FOR RATING				
	FUEL SURCHARGE		DISC	58%	550.74
	ABF MEASURED CUBE: 50.000 CUFT		CCR		
	CUBE 0050		FSC	2%	7.98
Total		3,702		TOTAL AMOUNT DUE BY 04-05-2002	\$406.80

ABF delivers direct to over 47,000 communities in all 50 states, Canada, and Puerto Rico.

Payment Due From:
ACCOUNT NO. 212672-298A
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310

1-875-0288 (FAX)

Remittance Slip

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Freight Bill No: 298167208
Amount Due: \$406.80
(payable in US funds)
Payment Due: 04-05-2002
Shipping Date: 03-21-2002
Charge Svc: 298

Payment Amount: \$406.80
(payable in US funds)

Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 15385 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49484-1318

Invoice Number: 3973	Salesman: Casting Sales, Inc.
Invoice Date: 04/05/02	Terms: Net 30 days
Customer: HY-LIFT	Packing List: 6812

Item	Quantity	Description	Revision	Unit Price	Amount
1	101,000	D-1201 - Pushrod seat blank Order No: 6855 PO Number: 1162	K	\$25.3000 / M	\$2,555.30
1	151,000	D-1248 - pushrod seat blank Order No: 6860 PO Number: 1161		\$27.2000 / M	\$4,107.20
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



www.ahf.com

DU BOIS PA 15801-9310
(814) 375-9411 • (814) 375-0286 (FAX)
cashier.298cash@mta.mt.com

Original Invoice

Page 1 of 1

**Freight Bill No: 298167268
Shipping Date: 04-05-2002
Bill of Lading No: 1632
P.O. Number: NS**

Tarif: ABF504
Payment Terms: Prepaid
Amount Due: \$407.35
(payable in US funds)
Payment Due: 04-20-2002

Shipper:
ACCOUNT NO. 212672-298A
METALTECH INC
RD #1 BOX 26
DUBOIS PA 15801

Consignee:
ACCOUNT NO. 470177-0002
HY-LIFT
625 NORTH CENTENNIAL
ZEELAND MI 49464

Fed Tax ID # 71-0249444

Pieces	Description	Weight(lbs.)	Class	Rate	Charges
5 SKDS	IRON OR STEEL CASTINGS NOT GREATER THAN 60 PCF				
	ITEM 104770-00P (CL50)	3,707	CL50	2665	980.85
	DISC, 58%, CL-TL, TCAU = ABP646-212672, SHIP		DISC		58%
	COMMODITY CLARIFIED FOR RATING		CCR		
	FUEL SURCHARGE		FSC	2%	7.99
	ABP MEASURED CUBE 31.111' CUFT				
	CUBE 0031				
Total		3,707		TOTAL AMOUNT DUE BY 04-20-2023	\$407.85
5					

ABF delivers direct to over 47,000 communities in all 50 states, Canada, and Puerto Rico.

Payment Due Front:
ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment Tel



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310

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Freight Bill No: 298167268
Amount Due: \$497.95
(payable in US funds)
Payment Due: 04-20-2002
Shipping Date: 04-05-2002
Charge Sta: 298

Payment Amount: \$407.35
(payable in US funds)



Metaltech, Inc.
RD 1 Box 26
Route 219 South
DuBois, PA 15801
Phone: 814-375-9399
Fax: 814-375-4199

Invoice

Sold Hy-Lift
To: 16386 Pine Drive
Romulus, MI 48174

Ship Hy-Lift
To: 625 North Centennial
Zeeland, MI 49464-1318

Invoice Number: 3982
Invoice Date: 04/15/02
Customer: HY-LIFT

Salesman: Casting Sales, Inc.
Terms: Net 30 days
Packing List: 6824

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Revision</u>	<u>Unit Price</u>	<u>Amount</u>
1	101,000	D-1201 - Pushrod seat blank		\$25.3000 / M	\$2,555.30
		Order No: 6857	K		
		PO Number: 1162			
1	151,000	D-1248 - pushrod seat blank		\$27.2000 / M	\$4,107.20
		Order No: 6861			
		PO Number: 1161			
				Sub-total:	\$6,662.50
				Sales Tax:	\$0.00
				Shipped Via ABF:	\$0.00
				Invoice Total:	\$6,662.50
				Paid To Date:	\$0.00
				Balance Due:	\$6,662.50



www.abf.com

RR 1 BOX 114
DU 8Q15 FA 15801-93
(814) 375-9411 • (814) 5-0288 (FAX)
cashier.298cash@mail.att.net

Original Invoice

BILL TO & PAYMENT DUE FROM:
ACCOUNT NO. 212672-298A

ENTERED

**RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801**

00044

Shipper:
ACCOUNT NO. 212872-298A
METALTECH INC.
R D #1
DU BOIS PA 15801

Page 1 of 1

~~Freight Bill No. 298157398
Shipping Date: 04-12-2002
Bill of Lading No. 1530
P.O. Number: NS~~

Consignee:
ACCOUNT NO. 470177-0002
HY-LIFT
525 NORTH CENTENNIAL
ZEELAND MI 49464

Tariff: ABF504
Payment Terms: Prepaid
Amount Due: ~~\$400.84~~
(payable in US funds)
Payment Due: 04-27-2002

Fed Tax ID # 71-0248444

Places	Description	Weight(lbs.)	Class	Rate	Charger
6 CRTS	IRON OR STEEL CASTINGS NOT GREATER THAN 50 PCF				
	ITEM 104770-00P (CL50)	3,707	CL50	2565	950.85
	DISC, 58%, CL, -TL, -TC, AU = ABF846-212672, SHIP		DISC	58%	561.49-
	/ FUEL SURCHARGE		FSC	2.6%	9.98
	ABF MEASURED CUBE: 52.083 CUFT				
	CUBE 0052				
Total:		3,707		TOTAL AMOUNT DUE BY 04-27-2002	\$409.34
6					

For information at your fingertips, click on www.abf.com.

Remittance Slip

Payment Due From:

ACCOUNT NO. 212672-298
RICH GORDON
METALTECH INC.
RR 1 BOX 26
DU BOIS PA 15801-9314

Mail Payment To:



ABF FREIGHT SYSTEM, INC.
RR 1 BOX 114
DU BOIS PA 15801-9310

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with your payment.*

Freight Bill No: 288157398
Amount Due: \$409.84
(payable in US funds)
Payment Due: 04-27-2002
Shipping Date: 04-12-2002
Charge Str: 298

Payment Amount: \$409.34
(payable in US funds)



FEB-25-2002 15:14

HY-LIFT

Hy-Lift, L.L.C.
1185 East Keating Avenue
Muskegon, MI 49442-6085 USA

A. THOMAS
PURCHASE ORDER
PL-5004

7349553987 P. 01/03
Phone: (231) 724-1487
Fax: (231) 724-1483

Exhibit 6T

Order Number	Line	Unit	Price
M02150	1	02/25/2002	1

Ship To
METALTECH, INC. RD 1 BOX 26 DUBOIS, PA 15801
HY-LIFT L.L.C. 15385 PINE DRIVE ROMULUS, MI 48174
HY-LIFT, L.L.C. 1185 EAST KEATING AVENUE MUSKEGON, MI 49442-6085

Due Date: 12/31/2002	Buyer: NANCY	Job: BALLSEAT	Project: Q1345	Contact: JEANNETTE
Term: NET 45 DAYS		Shp Via: BESTWAY - PREPAY	Port: SHIPPING POINT	Req.:
PPCOOL FPD		Confirming To:		

Item	Quantity	UoM	Description	Unit Cost	Extended Cost
NO STYROFOAM ALLOWED - ACKNOWLEDGEMENT					
1	500,000	EA	PUSH ROD SEAT BLANK Eng Cdg # 97-023 Eng Dwg: D-1345	40.00	20,000.00
1	1	EA	TOOLING CHARGE	2,200.00	2,200.00
SHIPPING BY 9 WEEKS AHEAD					
<i>814-264-4999</i>					

ORIGINAL
 RECEIVING

ACKNOWLEDGEMENT
 PURCHASING

22,700.00

0.00

S22,700.00

FEB-25-2002 15:15

M. A. THOMAS

HY-LIFT**PURCHASE ORDER**
HL-5004

7349553987 P.02/03

Phone: (231) 724-1487
Fax: (231) 724-1489

Hy-Lift, L.L.C.
1185 East Keating Avenue
Muskegon, MI 49442-6088 USA

Order Number	Rev	Date	Page
M02149	1	02/25/2002	1

Ship To	Ship To	Ship To
METALTECH, INC. RD 1 BOX 25 DUBOIS, PA 15801	HY-LIFT L.L.C. 15385 FINE DRIVE ROMULUS, MI 48174	HY-LIFT, L.L.C. 1185 EAST KEATING AVENUE MUSKEGON, MI 49442-6088

Due Date: 12/31/2002	Buyer: NANCY	Job: PUSHRODSEA	Project: Q1364	Contact: JEANNETTE
Terms: NET 45 DAYS		Ship via: BESTWAY - PREPAY	POB: SHIPPING POINT	Req:
PPD/COL: FPD		Confirming To:		

Item	Quantity	UoM	Description	Unit Cost	Extended Cost
NO STYROFOAM ALLOWED - ACKNOWLEDGEMENT REQUIRED					
Q1364	1	EA	PUSH ROD SEAT BLANK #TD0209 Eng Ctg#: A Eng Dwg: #D-1364	54.271	54,200.00
ME00001	1	EA	TOOLING CHARGE	3,400.00	3,400.00
DELIVERY PERIOD: 4-7 WEEKS APPROX					

ORIGINAL
 RECEIVING

ACKNOWLEDGEMENT
 PURCHASING

57,600.00

0.00

FILED

UNITED STATES BANKRUPTCY COURT 02 SEP -3 AM 9:25
FOR THE WESTERN DISTRICT OF MICHIGAN

DANIEL M. PAYVILLE, CLERK
U.S. BANKRUPTCY COURT
WEST. DIST. OF MICH.

In the Matter of:

HY-LIFT, L.L.C.,

Debtor.

Bankruptcy Court - Western District Michigan

Case No. 02-07667

Chapter 7

Petition Filing Date: July 9, 2002

Honorable James D. Gregg

Adversary Proceeding No: 02-88387

Removed State Court Case No: 02-1173-CD

Pennsylvania Court of Common Pleas

Clearfield County

Metaltech, Inc. vs. Hy-Lift, L.L.C., et al.

**ANSWER AND AFFIRMATIVE DEFENSES OF NELMS
TECHNOLOGIES, INC. TO PLAINTIFF METALTECH,
INC.'S COMPLAINT IN PENNSYLVANIA STATE COURT**

Defendants, Nelms Technologies, Inc. ("Nelms Technologies"), by and through its attorneys, Barlow & Derby, hereby submits their Answers and Affirmative Defenses to the Complaint of Plaintiff, Metaltech ("Plaintiff"), as follows:

1. Nelms Technologies neither admits nor denies the allegations contained in Paragraph 1 of the Plaintiff's Complaint, averring that they are without information sufficient to form a belief as to the truth thereof.
2. Nelms Technologies admits the allegations contained in Paragraph 2 of the Plaintiff's Complaint that its principal place of business is located at 15385 Pine Drive, Romulus, Michigan. Nelms Technologies states that it is a freestanding distinct corporate entity incorporated on February 13, 1995, and is in good standing, under the laws of the State of Michigan. Hy-Lift L.L.C. is a distinct and freestanding limited liability company organized on October 26, 1996, and is in good standing, under the laws of the State of Michigan. In further

answer, Nelms Technologies denies all remaining allegations contained in Paragraph 2 of the Plaintiff's Complaint for the reason that said allegations are untrue.

3. Nelms Technologies denies the allegations contained in Paragraph 3 of the Plaintiff's Complaint for the reason that said allegations are untrue.

4. Nelms Technologies neither admits nor denies the allegations contained in Paragraph 4 of the Plaintiff's Complaint, as it is without sufficient knowledge to form a belief thereof and they leave Plaintiff to its proofs.

5. Nelms Technologies admits that Nancy Rhoton was an employee of Nelms Technologies only. However, Nelms Technologies formerly served as a management service company to Hy-Lift wherein it provided various services and employees to Hy-Lift, including executive and management-level personnel, accounting and marketing services. Accordingly, Ms. Rhoton did provide employment services for Hy-Lift pursuant to the management services agreement between Nelms Technologies and Hy-Lift. Ms. Rhoton did not order products on behalf of Nelms Technologies.

6. Nelms Technologies denies the allegations contained in Paragraph 6 of the Plaintiff's Complaint for the reason that said allegations are untrue.

7. Nelms Technologies denies the allegations contained in Paragraph 7 of the Plaintiff's Complaint for the reason that said allegations are untrue.

8. Nelms Technologies denies the allegations contained in Paragraph 8 of the Plaintiff's Complaint for the reason that said allegations are untrue.

9. Nelms Technologies denies the allegations contained in Paragraph 9 of the Plaintiff's Complaint for the reason that said allegations are untrue.

10. Nelms Technologies denies the allegations contained in Paragraph 10 of the Plaintiff's Complaint, as they are without sufficient knowledge to form a belief thereof and they leave Plaintiff to its proofs.

11. Nelms Technologies denies the allegations contained in Paragraph 11 of the Plaintiff's Complaint, as they are without sufficient knowledge to form a belief thereof and they leave Plaintiff to its proofs.

12. Nelms Technologies denies the allegations contained in Paragraph 12 of the Plaintiff's Complaint, as they are without sufficient knowledge to form a belief thereof and they leave Plaintiff to its proofs.

WHEREFORE, Nelms Technologies respectfully requests that this Court fully adjudicate the merits of this case.

AFFIRMATIVE DEFENSES - REPLY REQUESTED

Defendants, Nelms Technologies, Inc. ("Nelms Technologies"), by and through its attorneys, Barlow & Derby, hereby notifies Plaintiff, Metaltech ("Plaintiff"), of its intent to rely on the following Affirmative Defenses:

1. All or part of the Plaintiff's Complaint fails to state a claim for which relief can be granted and Nelms Technologies is entitled to judgment of no cause of action as a matter of law.

2. Plaintiff's claims are barred by the doctrine of estoppel, waiver and accord and satisfaction.

3. Plaintiff's claims are barred by Plaintiff's unclean hands, the doctrine of unjust enrichment and laches.

4. All or part of Plaintiff's claims are barred by the statute of limitations.

5. Plaintiff's claims are barred by performance or part performance to the extent, if any, that Defendants had an obligation to perform.

6. Any injury suffered by Plaintiff was proximately caused by its own actions and, therefore, Plaintiff's claims for damages are barred.

7. Plaintiff's claims are barred, in whole or in part, by a failure to mitigate its damages.

8. Plaintiff's claims are barred by their fraudulent and untruthful claims both in law and in fact as set forth in their Complaint.

9. Plaintiff's claim for conversion is barred because Plaintiff cannot establish that Defendant Nelms Technologies had any intent to wrongfully exert dominion over the powdered metal parts as set forth in the Complaint by Plaintiff.

10. Plaintiff's claim for conversion is barred because Plaintiff cannot establish a distinct act of dominion wrongfully exerted over the powdered metal parts as set forth in the Complaint by Plaintiff.

11. Plaintiff's claim for conversion is barred because Plaintiff cannot establish that Defendant Nelms Technologies converted the powdered metal parts to their own use.

12. Plaintiff's contract breach claim is barred by Plaintiff's own breaches of contract.

13. Plaintiff's contract breach claim is barred by lack of mutual assent.

14. Plaintiff's breach of contract claim is barred by the lack of consideration.

15. Plaintiff cannot prove a *prima facie* case of piercing the corporate veil because Plaintiff has failed to establish that there was a unity of interest and ownership such that the separate personalities of Nelms Technologies and Hy-Lift no longer existed.

16. Plaintiff cannot prove a *prima facie* case of piercing the corporate veil because Plaintiff has failed to establish that an inequitable result occurred because of the alleged acts of Defendant Nelms Technologies as set forth in Plaintiff's Complaint.

17. Plaintiff cannot prove a *prima facie* case of piercing the corporate veil because Plaintiff has failed to establish that any of the alleged acts of Defendant Nelms Technologies, as set forth in Plaintiff's Complaint, are contrary to public policy.

18. Plaintiff cannot prove a *prima facie* case of "open account" because Plaintiff has failed to establish that there was an open account or account stated between Plaintiff and Defendant Nelms Technologies.

19. To the extent Plaintiff has asserted a claim based on an "open account", Plaintiff has failed to attach an affidavit of the amount allegedly owed as required by M.C.L.A. § 600.2145.

20. Nelms Technologies reserves the right to modify, amend and/or supplement these Affirmative Defenses to add such others as may become available or known through discovery.

Respectfully submitted,
BARLOW & DERBY


Thomas W.H. Barlow (P10443)
Matthew S. Derby (P40751)
Attorneys for Nelms Technologies, Inc.
1450 West Long Lake Rd.
Suite 365
Troy, MI 48098

Dated: August 30, 2002

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN

In the Matter of:

HY-LIFT, L.L.C.,

Debtor.

Bankruptcy Court - Western District Michigan
Case No. 02-07667
Chapter 7
Petition Filing Date: July 9, 2002
Honorable James D. Gregg
Adversary Proceeding No: 02-88387

Removed State Court Case No: 02-1173-CD
Pennsylvania Court of Common Pleas
Clearfield County
Metaltech, Inc. vs. Hy-Lift, L.L.C., et al.

PROOF OF SERVICE

COUNTY OF OAKLAND)
STATE OF MICHIGAN) SS.

NOW COMES, Katrina Hollis-Abraham, being first duly sworn, deposes and says that on August 30, 2002, I did serve a copy of Answer and Affirmative Defenses of Nelms Technologies, Inc. to Plaintiff Metaltech, Inc.'s Complaint in Pennsylvania State Court and this Proof of Service on:

Robert M. Hanak, Esq.
Hanak, Guido and Taladay
498 Jeffers Street
P.O. Box 487
DuBois, PA 15801

by UPS Next Day Air, and

Gordon J. Toering, Esq.
Warner Norcross & Judd
900 Fifth Third Center
111 Lyon Street, NW
Grand Rapids, MI 49503

David T. Bowen, Esq.
1042 Terrace St.
P.O. Box 1146
Muskegon MI 49443-1146

Brian T. Lang, Esq.
400 Terrace Plaza
P.O. Box 900
Muskegon, MI 49443-0900

Fred J. Lesica, Esq.
Krueger & Lesica
2533 Peck Street
Muskegon Hts., MI 49444

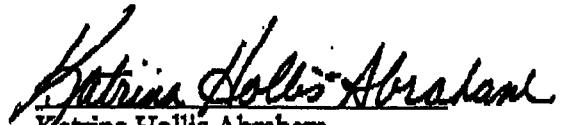
02 SEP - 3 AM 9:26
F I L E D
JAMES D. GREGG, CLERK
U.S. BANKRUPTCY COURT
WEST. DIST. OF MICH.

William P. Spaniola, Esq.
Potuznik, Carozza, et al.
1065 Peck St.
Muskegon, MI 49440

Thomas A. Bruinsma, Esq.
6812 Old 28th St, SE
Suite B
Grand Rapids, MI 49546

by U.S. Mail by placing same in a sealed envelope, properly addressed, with postage prepaid thereon and by depositing same into the United States Government Mail at Troy, Michigan.

I declare that the statements above are true to the best of my information, knowledge and belief.


Katrina Hollis Abraham

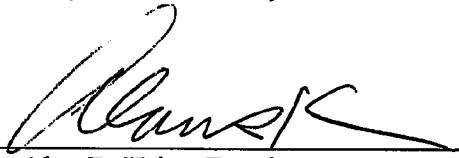
CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I served a true and correct copy of the foregoing NOTICE OF REMOVAL PURSUANT TO 28 U.S.C. § 1334 AND 1452 on all counsel of record and/or parties of interest by depositing same in the United States Mail, postage prepaid at Altoona, Pennsylvania on this 15th day of October, 2002, and addressed as follows:

Robert M. Hanak, Esquire
Hanak, Guido and Taladay
498 Jeffers Street
P.O. Box 487
DuBois, PA 15801

William A. Shaw, Prothonotary
Clearfield County Courthouse
230 East Market Street
Clearfield, PA 16830

JUBELIRER, CAROTHERS, KRIER AND HALPERN

BY: 

Alan R. Krier, Esquire
PA I.D. #06672
Attorney for Defendant,
Nelms Technologies, Inc.

FILED

OCT 10 2002

William A. Shaw
Prothonotary