

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Montague Claybrook, Chapter 7 trustee for HUFMAN KOOS INC.		07/07/2005	CORPORATION:
Montague Claybrook, Chapter 7 Trustee for Wayside Furniture Shops, Incorporated		07/07/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	M H F C LLC
Street Address:	125 South Street
City:	Passaic
State/Country:	NEW JERSEY
Postal Code:	07055
Entity Type:	LTD LIAB JT ST CO:

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1304274	BREUNERS
Registration Number:	2772397	CARE FREE FINANCING
Registration Number:	2049683	HOMESHOP
Registration Number:	2265019	HUFFMAN KOOS
Registration Number:	1158596	OUTSVILLE
Registration Number:	2511568	THAT'S THE BEAUTY OF BREUNERS

CORRESPONDENCE DATA

Fax Number: (973)249-0700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 973-249-0700
 Email: info@modafurniture.com
 Correspondent Name: M H F C LLC

OP \$165.00 1304274

Address Line 1: 125 South Street
Address Line 4: Passaic, NEW JERSEY 07055

NAME OF SUBMITTER:	Philip Cammarano
Signature:	/Phil Cammarano/
Date:	08/12/2005

Total Attachments: 4
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: BREUNERS HOME FURNISHINGS CORP., <u>et al.</u> , ¹ Debtors.	: Chapter 7 : : Case No. 04-12030 (PJW) : (Jointly Administered) : Related Motion Docket No. 1069 : Objection Deadline: June 23, 2005 @ 4:00 p.m. : Hearing Date: June 30, 2005 @ 2:30 p.m.
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**ORDER APPROVING THE SALE AND/OR LICENSURE OF
CERTAIN ASSETS OF THE DEBTORS FREE AND CLEAR OF LIENS,
CLAIMS, INTERESTS AND ENCUMBRANCES PURSUANT TO 11 U.S.C. § 363**

This matter came before the Court on the motion of Montague Claybrook, the Chapter 7 trustee (the "Trustee") for the jointly administered estates of Breuners Home Furnishings Corp., et al. (the "Debtors") for the entry of an order approving the sale and/or licensure of certain assets of the Debtors free and clear of liens, claims, interests and encumbrances pursuant to 11 U.S.C. §§ 105 and 363 (the "Motion");

WHEREAS, at a hearing before the Court (the "Hearing"), the Trustee requested authority and approval of the Court to sell to M H F C LLC ("M H F C") the following intellectual property assets (collectively, the "M H F C Assets") on an "as is, where is and how is" basis and in accordance with the terms of sale agreements entered between the parties (the "M H F C Agreements"):

<u>Type of Transfer</u>	<u>Description of Assets</u>	<u>Bid Amt.</u>	<u>Agent Commission</u>
Assignment of Trademarks to M H F C	BREUNERS (Reg. No. 1,304,274) CARE FREE FINANCING (Reg. No. 2,772,397) HOMESHOP (Reg. No. 2,049,683) HUFFMAN KOOS (Reg. No. 2,265,019) OUTSVILLE (Reg. No. 1,158,596) THAT'S THE BEAUTY OF BREUNERS (Reg. No. 2,511,568)	\$220,000.00	\$66,000.00

¹ The Debtors consist of the following parties: Breuners Home Furnishings Corp., Huffman Koos, Inc. and Huffman Koos Real Estate, Inc.

<u>Type of Transfer</u>	<u>Description of Assets</u>	<u>Bid Amt.</u>	<u>Agent Commission</u>
Assignment of Domain Names to M H F C	bhfc.com breuners.com homefurnishingsinc.com homefurnishingsinc.net homefurnishingsinc.org huffmankoos.com officeoptions.com officeoptions.net	\$35,000.00	\$10,500.00

WHEREAS, at the Hearing, the Trustee requested authority and approval of the Court to license to Levitz Home Furnishings, Inc. ("Levitz") the following intellectual property assets (collectively, the "Levitz Assets") on an "as is, where is and how is" basis and in accordance with the terms of license agreements entered between the parties (the "Levitz Agreements"):

<u>Type of Transfer</u>	<u>Description of Assets</u>	<u>Bid Amt.</u>	<u>Agent Commission</u>
Non-Exclusive License Agreement to Levitz	Customer list of Breuners Home Furnishings Corp.	\$12,030.31	\$3,609.09
Non-Exclusive License Agreement to Levitz	Customer list of Huffman Koos, Inc.	\$22,038.55	\$6,611.57

WHEREAS, the Court has read and considered the Motion, objections to the Motion, if any, and arguments of any counsel appearing regarding the relief requested in the Motion at the Hearing, the Court finds that:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;
- B. This is a core proceeding pursuant to 28 U.S.C. § 157 (b)(2);
- C. Notice of the Motion and the Hearing was sufficient and proper; and
- D. Cause exists to grant the relief requested in the Motion.

The Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein,

it is hereby ORDERED that:

1. The Motion be and is hereby GRANTED as set forth herein.

2. Any and all objections to the Motion or the relief requested therein that have not been withdrawn, waived or settled, and all reservations of rights in such objections, are overruled on the merits.

3. The Trustee be and is hereby authorized, empowered and directed, pursuant to Sections 105(a) and 363(b), (f) and (m) of title 11 of the United States Code (the "Bankruptcy Code"), to sell the M H F C Assets to M H F C free and clear of any and all liens, claims, encumbrances and interests, in accordance with the Motion and the M H F C Agreements, which are attached hereto and made a part hereof as Exhibit "A," upon receipt of certified funds in the aggregate amount of \$255,000.00 from M H F C.

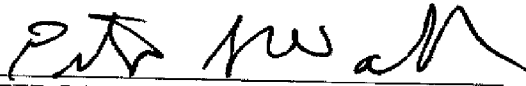
4. The Trustee be and is hereby authorized, empowered and directed, pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code, to license the Assets to Levitz free and clear of any and all liens, claims, encumbrances and interests, in accordance with the Motion and the Levitz Agreements, which are attached hereto and made a part hereof as Exhibit "B," upon receipt of certified funds in the aggregate amount of \$34,068.86 from Levitz.

5. Pursuant to Sections 105(a) and 363(b) and (f) of the Bankruptcy Code, all liens, claims, encumbrances and interests asserted against the M H F C Assets shall attach to the proceeds from the sale with the same validity, priority and extent as such liens, claims, encumbrances and interests previously had with respect to the M H F C Assets, subject to the rights and defenses of the Trustee with respect thereto.

6. The sale and disposition of the M H F C a Assets to M H F C shall be deemed a sale of such property to good faith purchaser within the meaning of Section 363(m) of the Bankruptcy Code, and neither the Trustee/Debtors nor M H F C has engaged in any conduct that would cause or permit the sales and the transactions contemplated thereby to be avoided or would otherwise provide a basis for the granting of any remedies and/or relief under Section 363(n) of the Bankruptcy Code.

7. The ten (10) day stay requirement imposed by Fed. R. Bankr. P. 6004(g) is hereby waived and inapplicable to this Order.

8. This Court shall retain exclusive jurisdiction to enforce the provisions of this Order and to resolve any dispute concerning this Order or the rights and duties of any parties hereunder or any issues relating to this Order.



PETER J. WALSH
United States Bankruptcy Judge

Dated: July 7, 2005