

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Bankruptcy Court Order Approving Sale of Assets		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. Bankruptcy Court for the Middle District of Alabama		04/04/2005	FEDERAL AGENCY: UNKNOWN
RECEIVING PARTY DATA			
Name:	Discount Tape Company, Inc.		
Street Address:	320 Dividend Drive		
City:	Peachtree City		
State/Country:	GEORGIA		
Postal Code:	30269		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2546911	GOPROAUDIO.COM	
Registration Number:	2546842	GOPROAUDIO	
Registration Number:	2053363	QUANTEGY	
Registration Number:	1163463	GRAND MASTER	
CORRESPONDENCE DATA			
Fax Number:	(901)577-0715		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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OP \$115.00 2546911

NAME OF SUBMITTER:	Mary L. Aronov, Esq.
Signature:	/mary l aronov/
Date:	01/11/2006

Total Attachments: 8

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF ALABAMA**

In re:)	Chapter 11
)	
Quantegy, Inc., et al., ¹)	Case No. 05-80042
)	(Jointly Administered)
Debtors.)	
_____)	

ORDER APPROVING SALE OF ASSETS

This matter came to be heard on March 24, 2005 (the "Hearing") upon Debtor's Motion to Sell substantially all of its assets pursuant to Section 363(b) and (f) of the Bankruptcy Code (the "Motion"). Further, such sale is in accordance with the Bid Procedures Order dated March 2, 2005, pursuant to which, Discount Tape Supply Company (the "Purchaser") made the highest offer for the Debtors' assets (the "Purchased Assets"). The offer of the Purchaser was in the amount of five million eight hundred fifty thousand dollars \$5,850,000.00 (the "Purchase Price").

The Court has considered (a) the Motion, (b) the terms of its Bid Procedure Order and the form, time and manner of service of the notice of the Motion and the Hearing, (c) evidence submitted by Debtors at the Hearing in the form of offers of proof made and accepted, (d) statements of counsel made at the Hearing, and (e) the record in this Chapter 11 case. Based upon the foregoing and for good cause shown, the Court hereby FINDS, CONCLUDES AND ORDERS as follows:

FINDING OF FACT

1. The Court's Bid Procedure Order has been complied with and satisfied in its entirety.

¹The Debtors are the following: Quantegy Inc., QM Inc., Quantegy International Inc., Quantegy Acquisition Corp., Quantegy Holdings Inc., GoProAudio.com, Inc., GoProDirect.com, Inc. and Quantegy Media Corp.

2. No other or further notice of the Motion or the Hearing or entry of this Order is necessary or required.

3. Adequate and all requisite notice of the Motion and the Hearing has been given, and a reasonable opportunity to object or to be heard regarding the relief requested in the Motion has been afforded to all parties in interest (in this Order such term shall have the meaning as set forth at 11 U.S.C. Section 1109) and to all entities (in this Order such term has the meaning as set forth at 11 U.S.C. Section 101(15)) including, but not limited to, all governmental units (in this Order such term has the meaning as set forth at 11 U.S.C. Section 105(27)) including, but not limited to, taxing authorities and administrative agencies which assert, or may assert:

(a) claims (in this Order such term has the meaning set forth at 11 U.S.C. Section 101(5)) including, without limitation, those arising under (i) any theory of successor liability, de facto merger, or substantial continuity, whether based in law or equity, (ii) employee wage and benefit obligations, including, without limitation, obligations in connection with any employee benefit plan or arrangement provided to or for employees of Debtors or of any corporation, trade or business that is related to Debtors in a manner described in I.R.C. Section 414(b), (c) or (m), whether those obligations arise pursuant to the terms of the plan or arrangement or under the Internal Revenue Code, ERISA or another applicable federal or state law, rule or regulation, (iii) CERCLA or similar federal and state environmental law, (iv) product warranties made or issued by or on behalf of Debtors or by operation of law, (v) tort law, personal injury and wrongful death, (vi) claims of possession, restrictions, interests, and encumbrances, (vii) other matters of any kind or nature, whether imposed by agreement, understanding, law, equity or otherwise, against Debtors, their estates, their properties, their rights, their affiliates (in this Order such term has the meaning as set forth at 11 U.S.C. Section 101(2)) or their insiders (in this Order such term has the meanings as set forth at 11 U.S.C. Section 101(31)) of Debtors; or

(b) an equity interest in, or encumbrance on or lien (in this Order such term has the meaning as set forth in 11 U.S.C. Section 101(37)) against property of, and rights held by, Debtors including, but not limited to, the Purchased Assets, including, but not limited to, such liens as may arise by operation of law or otherwise in connection with claims.

For purposes of this Order, all of the entities, parties in interest, and governmental units described in this Finding numbered 3, are collectively defined as "Claimants" and the claims, liens, encumbrances and interests they have asserted, may assert or could assert against the Purchased Assets, are collectively referred to as the "Claims and Liens." Notice to all such claimants was accurate and reasonable in all respects.

4. A reorganization of Debtors is unlikely. Debtors lack resources sufficient to preserve their on-going business and their assets.

5. To preserve and realize the going-concern value of their assets for the benefit of its creditors, Debtors solicited offers for the purchase of their assets.

6. The sale provides Debtors with the mechanism to maximize the value of the Purchased Assets. Without said sale, the value of the Purchased Assets will continue to diminish.

7. The sale is supported by a sound business reason.

8. By reason of Debtors' efforts to sell the Purchased Assets, and by reason of the Debtors following the Bid Procedures Order, the Purchase Price is:

(a) fair and reasonable

(b) represents the highest and best value realizable for the Purchased Assets; and

(c) constitutes the fair market value of the Purchased Assets.

9. Delaying consummation of the sale will be detrimental to Debtors' estate.

10. The sale is the product of an arms length transaction and process duly conducted pursuant to the Bid Procedure Order.

11. Consummation of the sale is in the best interests of Debtors' estate and its creditors.

12. Purchaser is not a successor to any Debtor or to any Debtor's estate in that, among other things:

(a) The consummation of the sale will not amount to a consolidation, merger and/or de facto merger of Purchaser and Debtors or Debtors' estate;

(b) Purchaser is not a continuation of Debtors or Debtors' estate, there is no substantial continuity among Purchaser and Debtors or Debtors' estate, and there is no continuity of enterprise among Debtors, Debtors' estate and Purchaser;

(c) Purchaser is not purchasing any of the Debtors' capital stock;

(d) The transactions approved hereby are not being entered into with a purpose to hinder or delay creditors;

(e) Purchaser is not required to hire any of the individuals employed by Debtors prior to the Closing; Debtors' former employees, if any, who are hired by Purchaser, will be hired under new employment contracts and/or new terms and conditions of employment to be set and determined by Purchaser to become effective at or after the time of Purchaser's payment of the Purchase Price and Debtors' conveyance of the Purchased Assets (the "Closing"). Purchaser is not assuming any of Debtors' past, present or future obligations to Debtors' employees including, but not limited to, claims and complaints by individual employees or any class of employees;

(f) No common identity of incorporators, officers, directors or material stockholders exists among Purchaser and Debtors.

13. All findings of fact which are conclusions of law shall be deemed to be conclusions of law.

CONCLUSIONS OF LAW

(1) This Court has jurisdiction over the subject matter of the Motion pursuant to 28 U.S.C. sections 1334 and 157(b)(2)(N). The Motion is a core proceeding under 28 U.S.C. section 157(b).

(2) Proper, timely, adequate and sufficient notice of the Motion and the Hearing has been provided.

(3) Debtors are presently the lawful owners, or lawfully hold an ownership interest in, the Purchased Assets.

(4) The sale of the Purchased Assets may be effected pursuant to the provisions of sections 363(b), 363(f) and 363(m) of the Bankruptcy Code.

(5) Purchaser is a good-faith purchaser for value pursuant to the provisions of section 363(m) of the Bankruptcy Code and is entitled to the protection thereof.

(6) Sufficient business justification and sound business purpose exist for the sale of the Purchased Assets pursuant to 11 U.S.C. section 363(b) outside of a plan of reorganization.

(7) Pursuant to 11 U.S.C. section 365(k), Debtors are relieved of any liability under, or for any breach of, any of the executory contracts or license agreements occurring after the assignment and sale.

(8) All conclusions of law which are findings of fact shall be deemed to be findings of fact.

ACCORDINGLY, IT IS HEREBY ORDERED that:

(1) The Motion is granted.

(2) All objections are overruled and denied with prejudice.

(3) Debtors are authorized to:

(a) ratify and consummate the sale of the Purchased Assets pursuant to the terms of this Order;

(b) to enter into such other and further agreements and to take such additional steps and perform such other acts as may be necessary or appropriate to consummate the transactions contemplated thereby and hereby; and

(c) sell, transfer and convey the Purchased Assets to Purchaser in accordance with the terms of the Bid Procedures Order pursuant to 11 U.S.C. sections 105(a), 363(b), (f) and (m), free and clear of any and all Claims and Liens, with all such Claims and Liens and mortgages attaching solely to the proceeds of the sale paid by Purchaser;

(d) Foothill Capital Corporation, Madeleine LLC, Imation Corporation, A-Tek Manufacturing LLC and Quality Plastics Custom Molding, Inc., all claim a perfected secured claim against all or part of the Purchased Assets. Their liens (if any) are to be decided in a separate proceeding;

(4) by operation of this Order, and pursuant to the deeds, bill of sale and other instruments delivered by Debtors to Purchaser, the Purchased Assets shall be transferred, sold and conveyed by Debtors to Purchaser free and clear of all mortgages and the Claims and Liens. Purchaser shall have no liability or responsibility for any liability or obligation owed to the Claimants with respect to above-described mortgages or the Claims and Liens other than the licenses expressly assumed by Purchaser as part of the Purchase Price;

(5) Purchaser is not a successor to Debtors or Debtors's estate by reason of any theory of law or equity, and accordingly, Purchaser shall not be responsible for any liability or obligation represented by or arising from Claims and Liens other than the assigned licenses;

(6) this Order is and shall be binding upon and govern the acts of all entities and parties in interest, including, without limitation, all claimants, governmental units, filing agents, filing

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officers, recorders of deeds, registrars of deeds, administrative agencies, secretaries of state, federal, state and local officials, and all other persons and entities who may be required by operation of law, the duties of their office, or contract, to accept, file, register or otherwise record or release any documents or instructions including, without limitation, UCC Termination Statements, or who may be required to report or insure any title or state of title to the Purchased Assets. Each and every governmental unit and federal, state and local governmental agency or department is hereby authorized and directed to accept any and all documents necessary and appropriate to consummate the transactions contemplated by the sale and this Order including, without limitation, the transfer of any and all licenses or permits;

(7) consistent with the terms of the Bid Procedures Order, in the event the sale of the Purchased Assets to Purchaser is not consummated by April 15, 2005, Debtors shall have the right and obligation to sell the Purchased Assets to the next highest offeror who shall thereupon be required to consummate purchase of the Purchased Assets;

(8) The Debtors are hereby authorized to pay Equity Partners, Inc., its commission of \$294,000.00, per its Court approved agreement at closing, directly from the sales proceeds, without further order of this Court;

(9) the net proceeds of the sale are to be deposited within fifteen (15) days after closing by Debtors with the Office of the Clerk of the United States Bankruptcy Court for the Middle District of Alabama, to be held in an interest bearing account pending the final resolution of liens, claims and interests of interested parties and further orders of this Court regarding any distributions thereof;

(10) consistent with the terms of the Bid Procedures Order, the net proceeds of the Purchased Assets shall be in the amount of \$5,850,000.00, less the commission of \$294,000.00 payable to Equity Partners, Inc., and less any adjustments pursuant to the Asset Purchase Agreement dated February 25, 2005.

(10) this Order shall not act as a discharge of the Debtors nor shall it affect claims pending against related parties outside this bankruptcy proceeding;

(11) this Court retains jurisdiction to (a) enforce provisions of the offer and sale, and this Order, (b) implement the terms and provision of this Order and the sale, (c) compel delivery of the Purchased Assets to Purchaser, (d) resolve any disputes arising under or related to this Order and the sale, and (e) to interpret, implement and enforce the provisions of this Order and the sale;

(12) Debtors are relieved of any liability under, or for any breach of, any of the executory contracts or license agreements included in the Purchased Assets occurring after the assignment and sale;

(13) pursuant to Bankruptcy Rules 9014, 9006(c) and 7062, this Order shall be effective and enforceable immediately upon entry.

Done 4th day of April, 2005.

/s/ Dwight H. Williams, Jr.
United States Bankruptcy Judge
Middle District of Alabama

Order Prepared on Court's Request by:
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