

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
Colibri Corporation		02/18/2009	CORPORATION:
RECEIVING PARTY DATA			
Name:	Allan M. Shine		
Street Address:	123 Dyer Street		
Internal Address:	c/o Winograd, Shine & Zacks, P.C.		
City:	Providence		
State/Country:	RHODE ISLAND		
Postal Code:	02903		
Entity Type:	Court Appointed Receiver:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2860736	SETH THOMAS	
CORRESPONDENCE DATA			
Fax Number:	(212)448-0020		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-448-1800		
Email:	tcurcio@rlscf.com		
Correspondent Name:	Tanya Marie Curcio		
Address Line 1:	235 Park Avenue South		
Address Line 2:	3rd Floor		
Address Line 4:	New York, NEW YORK 10003		
ATTORNEY DOCKET NUMBER:	ALLIANCE		
NAME OF SUBMITTER:	Tanya Marie Curcio		
Signature:	/tmc/		

OP \$40.00 2860736

Date:

07/02/2010

Total Attachments: 4

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STATE OF RHODE ISLAND
PROVIDENCE, SC,

SUPERIOR COURT

FOUNDERS EQUITY SBIC I, L.P.

V.

THE COLIBRI GROUP, INC.

ALLAN M. SHINE, Receiver of
The Colibri Group, Inc.

V.

COLIBRI CORPORATION

P.B. No. 2009-0253

Administratively
Consolidated With

P.B. No. 2009-0664

ORDER AUTHORIZING SALE OF ASSETS OF RECEIVERSHIP
ESTATE AND ESTABLISHING BIDDING PROCEDURES

Upon consideration of the Motion for an Order Authorizing the Sale of Assets of the Receivership Estate and to Establish Bidding Procedures (the "Sale Motion"), Allan M. Shine, as court appointed receiver (the "Receiver") of the administratively consolidated receivership estates of The Colibri Group, Inc. ("TCG") and Colibri Corporation ("CC") (collectively, "Seller") pursuant to the Orders Appointing Permanent Receiver (the "Order Appointing Permanent Receiver") entered by Associate Justice Michael A. Silverstein of the Rhode Island Superior Court (the "Superior Court"), and the Court being satisfied and finding that Notice of this Hearing has been given to the Service Lists in these cases, and that such Notice is fair, adequate, and reasonable under the circumstances herein, is hereby authorized, subject to a Sale Confirmation Hearing to be held on March 23, 2009, to sell the assets (the "Assets") of the Seller as set forth below:

1. The Receiver may sell the Assets by auction in accordance with the procedures attached hereto (subject to any reasonable modification that the Receiver determines, in consultation with his advisors, and in consultation with HSBC Bank USA, National Association

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SUPERIOR COURT
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HENRY S. KINCH JR., CLERK
2009 FEB 18 A 9:21

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(“HSBC”), and Sovereign Bank and Sovereign Precious Metals, LLC (“Sovereign”) (collectively with HSBC, the “Secured Creditors”), is appropriate for the sale of the Seller’s assets) (the “Bid Procedures”). The auction shall be in one or more lots, as described in the Bid Procedures (the “Lots”) or in such other lots as the Receiver, in consultation with his advisors and the Secured Creditors, determines are reasonable and likely to maximize value to the Receivership estate.

2. The Receiver shall promptly post the Bid Procedures on the website of the Receiver’s advisor and shall disseminate copies of such Bid Procedures directly to any party requesting copies of the same.

3. With respect to the sale of each Lot, the Purchaser shall execute a Bid Agreement Form substantially in the form attached to the Bid Procedures, and shall execute the Acknowledgement of Bill of Sale and Assets substantially in the form attached to the Bid Procedures.

4. Each sale of the Assets will be free and clear of all liens, security interests, mortgages, encumbrances, claims, and interests, including, without limitation, any rights, claims and interest related to any Assets that may be subject to a third-party license with the Seller (“Licensed Assets”). All third-party licensors known to the Receiver who may claim an interest in, or rights with respect to any Licensed Assets pursuant to a license agreement with the Seller shall be provided with notice of the proposed sale of the Licensed Assets and notice of the Final Hearing. All liens, security interests, mortgages, encumbrances, claims, and interests against the Assets, including without limitation the liens of the Secured Lenders, will, upon the sale of the Assets, transfer to the sale proceeds of the Assets in the same priority as prior to the transfer of the same.

5. The Receiver may refuse to close and/or may ask this Court to avoid any sale transaction contemplated herein if he determines that the sale price was controlled adversely by an agreement among any persons or parties, including without limitation a Potential Bidder. Notwithstanding, and without limiting the Receiver’s authority in the foregoing sentence, the

Receiver may, in his sole discretion, consent to the submission of joint or cooperative bids following written request in advance. Collusion and/or agreements to adversely influence the price or interfere with any auction contemplated by this Order are prohibited.

6. The Receiver has set the following deadlines for the conduct of the auction:

The deadline for submitting bids by a Qualified Bidder shall be no later than 4:00 p.m. (EST) on March 16, 2009 (the "Bid Deadline").

Any auction (the "Auction") with respect to any sale of Assets shall take place at 25 Fairmount Avenue, East Providence, Rhode Island commencing at 11:00 a.m. (EST) on March 19, 2009, or at such other location as determined by the Receiver after consultation with the Secured Creditors and with notice to all Qualified Bidders.

7. On March 23, 2009, at 9:30 a.m., at Courtroom 17, 4th floor, 250 Benefit Street, Providence, Rhode Island, the Superior Court shall conduct a hearing (the "Sale Confirmation Hearing") at which the Receiver shall seek entry of an order (the "Sale Order") authorizing and approving the sale of the Assets (the "Sale Transaction(s)"). Any objections to the sales contemplated herein, including, without limitation, objections to sales of goods that may be subject to the rights of third parties (e.g. licensors), are required to be filed and served on or before Friday, March 6, 2009, not later than 4:00 p.m.

8. The Receiver shall send Notice of this Order to all prospective bidders and to all creditors of the Defendants and all other interested parties, such Notice to include:

a. That the Hearing on the Motion to Approve the claim of the Secured Creditors shall take place at 9:30 a.m. on February 27, 2009, at Courtroom 17, 4th floor, 250 Benefit Street, Providence, Rhode Island;

b. That the auction sale of the Defendants' assets shall commence at 11:00 a.m. on Thursday, March 19, 2009, at 25 Fairmount Street, East Providence, Rhode Island; and

c. That the Bidding Procedures for Sale of Assets of The Colibri Group, Inc. and Colibri Corporation may be viewed at <http://www.wszlaw.com/colibribidprocedures.pdf> or by requesting a copy thereof from the Receiver at (401) 273-8300.

ENTERED as an Order of this Court this 17th day of February, 2009.

ENTER:

BY ORDER:


Silverstein, J.


Clerk, Superior Court

2/18/09
Deputy