

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Court ordered foreclosure during bankruptcy of Eurway, Inc.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Eurway, Inc.		09/22/2010	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Merrill Lynch Commercial Finance Corp.		
Street Address:	222 N. LaSalle Street, 17th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60601		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3337340	EURWAY MODERN HOME & OFFICE	
CORRESPONDENCE DATA			
Fax Number:	(214)206-4330		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2142064300		
Email:	trina@richardlawgroup.com		
Correspondent Name:	Molly Buck Richar		
Address Line 1:	8411 Preston Road, Suite 890		
Address Line 4:	Dallas, TEXAS 75225		
ATTORNEY DOCKET NUMBER:	COLL-0001		
NAME OF SUBMITTER:	Molly Buck Richard		
Signature:	/Molly Buck Richard/		
Date:	10/25/2010		

OP \$40.00 3337340

Total Attachments: 6

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ENTERED
TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Stacy H. E. George
United States Bankruptcy Judge

Signed September 22, 2010

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: §
EURWAY, INC. § Chapter 7
Debtor. § Case No. 09-30274
§

**AGREED ORDER PARTIALLY GRANTING MOTION FOR RELIEF FROM THE
AUTOMATIC STAY FILED BY MERRILL LYNCH COMMERCIAL FINANCE CORP.**
[Relates to Doc. No. 301]

Came on for consideration on this 16th day of September 2010, *Merrill Lynch Commercial Finance Corp.'s Motion for Order Terminating the Automatic Stay* (the "Motion") filed by Merrill Lynch Commercial Finance Corp. ("MLCFC") as Docket No. 301. Having considered the agreement between MLCFC, the Chapter 7 Trustee of the Eurway, Inc. ("Eurway" or the "Debtor") converted bankruptcy estate, the Eurway Creditors' Trust, and other parties-in-interest as announced at hearing and as further set forth in this Order, the Court finds

and concludes that it has jurisdiction over this matter and that no other or further notice is necessary, and that cause exists for entering this Order and granting in part the relief requested in the Motion and scheduling a final hearing for consideration of all other relief requested in the Motion.

The Court hereby FINDS:

A. On January 12, 2009 (the "Petition Date") the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case").

B. On February 19, 2009, the Court entered the *Agreed Final Order Authorizing Use of Cash Collateral and Granting Adequate Protection* (Docket No. 92, the "Cash Collateral Order"). Pursuant to the Cash Collateral Order, the Debtor agreed to waive and release its rights to challenge the amount, extent, validity, perfection, priority and enforceability of MLCFC's liens, security interests and claims (collectively, the "Interests") in the Collateral.¹ Moreover, the Cash Collateral Order set a deadline of April 3, 2009 for all creditors and parties-in-interests to challenge MLCFC's Interests in the Collateral; and further ordered that if no timely and proper challenge was commenced, all creditors and parties in interest were forever barred from asserting or contesting any of the matters set forth in the Cash Collateral Order.

C. No objection or adversary proceeding has been filed challenging the Interests in the Collateral.

D. On December 16, 2009, the Court entered the *Order Confirming First Amended Plan of Reorganization of Eurway, Inc., Dated September 10, 2009, as Modified* (Docket No. 230, the "Confirmation Order").

¹ As defined in the Cash Collateral Order.

E. On June 8, 2010, the Eurway Creditors' Trust (the "Trust") filed a *Motion to Compel Plan Payment to Eurway Creditor's Trust or Convert Case to Chapter 7* (Docket No. 281, the "Motion to Convert").

F. On July 29, 2010, the Court entered an order granting the Motion to Convert (Docket No. 293, the "Conversion Order"), thereby converting the Chapter 11 Case to a case under Chapter 7 of the Bankruptcy Code (the "Chapter 7 Case").

G. On August 19, 2010, MLCFC filed the Motion.

Therefore, it is hereby **ORDERED** that:

1. The Motion is hereby GRANTED IN PART as set forth herein.
2. A FINAL HEARING on all other relief requested in the Motion is scheduled to be held before this Court AT 9:30 A.M. ON OCTOBER 4, 2010.
3. For the purposes of this Order, the term "Intellectual Property" shall be defined as any and all intellectual property interests of the Debtor, whether in electronic or paper format, including, but not limited to:
 - a. All trademarks, trade dress, trade names, brand names, logos and service marks, internet domain names (including, but not limited to, www.eurway.com and www.eurway.net), interests in licenses or other agreements associated with the operation of the Eurway website(s), corporate names, all goodwill associated with the foregoing, and all applications, registrations and renewals in connection therewith;
 - b. Copyrightable works, whether registered or unregistered, and copyrights and all applications, registrations, extensions and renewals in connection therewith;
 - c. Patent rights, whether registered, pending or otherwise, and all applications, registrations and renewals in connection therewith;
 - d. All rights associated with ownership of the Intellectual Property including, but not limited to, causes of action related to the Intellectual Property, the right to register the Intellectual Property, and the right to defend the Intellectual Property from infringement by third parties;

- e. Processes and procedures, trade secrets, store plans and specifications;
- f. Business records, product descriptions, product photography, product specifications, product information literature, sales statistics, search engine optimization and keyword data, vendor information, and advertising media and materials; and
- g. Customer lists and customer information including ship-to addresses, e-mail addresses, physical addresses, customer credit card data.

4. As the Intellectual Property was not scheduled by the Debtor, was not abandoned prior to entry of the Confirmation Order and was not administered under the plan of reorganization, pursuant to Bankruptcy Code section 554(d), the Intellectual Property remained property of the Debtor's estate from and after the Petition Date and entry of the Confirmation Order, and upon conversion to the Chapter 7 Case, the Intellectual Property remained and is property of the Debtor's converted Chapter 7 bankruptcy estate.

5. The automatic stay is hereby terminated solely with regard to MLCFC's Collateral constituting the Intellectual Property, pursuant to 11 U.S.C. § 362(d)(1) and (d)(2) and MLCFC is hereby authorized to exercise all of its rights and remedies under applicable law regarding the Intellectual Property, including, but not limited to, exercising all foreclosure rights with respect thereto.

6. On or before September 21, 2010, MLCFC shall pay, or shall cause great American Furniture Sales to pay, directly to BCO Dallas Industrial, Ltd. and Park Lane Energy Group, L.P. (together, the "Landlord") on behalf of the Trustee and in full payment and satisfaction of the amount ordered by this Court for the Trustee to pay to the Landlord as an Allowed Administrative Claim² the sum of \$15,297.07.

² See the *Order Granting Motion to Compel*... Docket Report # 320 which is incorporated herein by reference as if set forth herein verbatim.

7. Within 20 days of the date this order is signed notices shall be filed in this case by MLCFC and by Great American Furniture Services, LLC, ("GAFS"):

- a. Confirming that MLCFC timely paid, or caused to be paid, the Landlord the sum of \$15,297.07;
- b. Providing an accounting:
 - i. Identifying all property that the Debtor transferred to MLCFC and/or to GAFS on and after June 1, 2010 to sell;
 - ii. Of all gross sale proceeds received from the sale of such property by GAFS and how such proceeds were applied by GAFS;
 - iii. Of all gross proceeds received by MLCFC from the sale of such property by MLCFC and/or from the sale of such property by GAFS and how such proceeds were applied by MLCFC; and,
 - iv. Specifically identifying all such property currently remaining in the possession and/or control of MLCFC and/or GAFS.

8. The Chapter 7 Trustee, on behalf of the converted Chapter 7 bankruptcy estate, shall retain any and all rights he may have under the United States Bankruptcy Code including, without limitation, the right to seek an order or orders from the Court awarding expenses against MLCFC as may be allowable under §506(c), United States Bankruptcy Code.

9. Nothing in this Order shall preclude the Debtor, the Chapter 7 Trustee, the Trust or any other Parties-In-Interest from asserting that any asset, other than the Intellectual Property, vested in the Trust and/or in the Reorganized Debtor upon entry of the Confirmation Order and therefore is not property of the Debtor's converted Chapter 7 bankruptcy estate.

END OF ORDER

Agreed to in form and substance by:

/s/ William L. Medford

William L. Medford

Texas State Bar No. 00797060

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/s/ Rod L. Poirot

Rod L. Poirot

Texas State Bar No. 16088000

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Counsel for Jeffrey H. Mims, Chapter 7 Trustee

/s/ Laura Lawton Gee

Laura Lawton Gee

Texas State Bar No. 24041309

Great American Furniture Services

13950 Ballantyne Corporate Place #175

Charlotte, NC 28277

Agreed solely as to paragraphs 4 and 9 of the Order.

/s/ Brendan Best

Brendan Best

Schafer and Weiner, PLLC

40950 Woodward Ave., Ste. 100

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Counsel for the Eurway Creditors' Trust