

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM355175

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>RESUBMIT DOCUMENT ID:</b>	900334741		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Quad-C Funding, LLC		06/12/2015	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	A Touch of Country Magic Limited Liability Company		
<b>Street Address:</b>	58 Cinnamon Way		
<b>City:</b>	Cleveland		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30528		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: GEORGIA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4752027	A TOUCH OF COUNTRY MAGIC	
<b>Registration Number:</b>	4755298	A TOUCH OF COUNTRY MAGIC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7037480244		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	(703) 760-5245		
<b>Email:</b>	mhayes@williamsmullen.com		
<b>Correspondent Name:</b>	Martin W. Hayes, Esquire		
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<b>Address Line 4:</b>	Virginia Beach, VIRGINIA 23462-3035		
<b>ATTORNEY DOCKET NUMBER:</b>	072104.0004		
<b>NAME OF SUBMITTER:</b>	Martin W. Hayes		
<b>SIGNATURE:</b>	/Martin W.Hayes/		
<b>DATE SIGNED:</b>	09/16/2015		
<b>Total Attachments: 11</b> source=Scan#page1.tif			

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**IT IS ORDERED as set forth below:**

**Date: June 12, 2015**

**James R. Sacca  
U.S. Bankruptcy Court Judge**

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UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
GAINESVILLE DIVISION

<p>IN RE:  A TOUCH OF COUNTRY MAGIC, LLC,  Debtor</p>	<p>CHAPTER 7  CASE NO. 15-20487-JRS  HONORABLE JAMES R. SACCA</p>
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**ORDER GRANTING CHAPTER 7 TRUSTEE'S MOTION FOR AUTHORITY TO SELL PERSONAL PROPERTY OF THE ESTATE FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS and MOTION TO DISBURSE FUNDS AT CLOSING**

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The Chapter 7 Trustee, Albert F. Nasuti, filed a Motion for Authority to Personal Real Property of the Estate Free and Clear of Liens, Claims, Encumbrances, and Other Interests, and Authorizing Trustee to Disburse Funds at Closing on May 28, 2015 (Docket No. 66) (hereinafter the "Motion") pursuant to 11 U.S.C. §363 (b) and (f) seeking an Order authorizing Trustee to sell the estate's interest in the following assets of the Debtor: (i) approximately 125,000 36" Brooms; (ii) approximately 5,000 12" Brooms; (iii) approximately 34,000 3" Brooms; (iv) approximately three (3) truckloads of Pinecones; (v) 2- ½ barrels of cinnamon oil; (vi) other oils; (vii) thousands of various labels; (viii) approximately 100,000 36" broom bags; (ix) the Company's

registered trademark – “A Touch of Country Magic”; (x) the Company’s website – www.atouchofcountrymagic.com; (xi) various customer lists; (xii) various historical operational and financial information and records prepared by management including customer and product volumes and pricing; (xiii) equipment and tools of the trade; (xiv) furniture; and (xv) accounts receivable (collectively, the “Assets”), to the extent such are available<sup>1</sup>, by a private sale to TOCM, LLC, for \$450,000.00, free and clear of liens, with any liens to attach to the net proceeds of the sale, with distributions to be made after closing, as more particularly described in the Motion.

As set forth in the Motion, the Trustee asserts that the bankruptcy estate holds interest in all Assets of the Debtor, most of which are located at Debtor’s main production facility at 2115 Skitts Mountain Road, Cleveland, Georgia.

The Buyer, TOCM, LLC, a Delaware limited liability company, (the “Buyer”), has offered to purchase the Assets for \$450,000.00 (four hundred and fifty thousand dollars) payable in the manner more specifically described in the Motion. The Trustee, after inquiry and negotiation, asserts that \$450,000.00 represents a fair and reasonable price. The Trustee is currently holding a \$150,000.00 earnest money deposit.

As more specifically described in the Motion, a part of the Assets to be sold to the Buyer are two box trucks: 2000 Isuzu Truck and 1997 Isuzu Truck (the “Vehicles”), and \$12,000.00 of the sale price is allocated towards the Vehicles. The Vehicles are not encumbered by any liens. The Bankruptcy Estate shall retain net proceeds of the sale (after deduction of pro-rated costs and surcharges) in the Estate account after closing.

South State Bank, f/k/a SCBT, d/b/a CBT, a Division of SCBT (hereinafter “South State Bank”) asserts a first-position secured lien against Debtor’s equipment, and \$7,000.00 of the sale price is allocated towards the equipment. The Trustee proposes to pay South State Bank the net proceeds (after deduction of pro-rated costs and surcharges) of the sale of the equipment after closing.

The Debtor’s primary secured creditor, Quad-C Funding, LLC (“Quad-C”), asserts a security interest in substantially all Assets of the Debtor (except for the Vehicles and second position security interest in equipment), and \$431,000.00 of the sale proceeds is allocated

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<sup>1</sup> Buyer has performed an extensive due diligence and inspected all property being purchased. The Trustee submits that all property and assets he is aware of as being property of the Estate are included in the sale.

towards the remaining Assets. The Trustee proposes to pay Quad-C the net proceeds (after deduction of pro-rated costs and surcharges) of the sale of the remaining Assets after closing.

As described in the Motion, the Trustee proposes to pay his Court-approved Financial and Sale Consultant, Triton Capital Partners, Ltd. ("Triton"), its compensation after closing. As itemized on its invoice filed as a Supplemental Exhibit to the Motion, Triton has incurred a total of \$60,267.60 in fees, commission, and expenses. Triton is holding a retainer of \$10,000.00 paid by the Debtor. The Trustee proposes to allow Triton to apply \$10,000.00 towards its outstanding compensation, and to pay Triton the remaining compensation of \$50,267.60 at closing.

As described in the Motion, the Trustee proposes to pay his statutory commission in the amount of \$22,000.00, as calculated on the sale price of \$375,000.00 (cash payment), from the sale proceeds at closing.

As described in the Motion, the Trustee proposes to pay compensation at closing to his Court-approved counsel, Thompson, O'Brien, Kemp & Nasuti, P.C. ("TOKN"), for services provided by TOKN to the Trustee in relation to this sale. As itemized on its invoice filed as a Supplemental Exhibit to the Motion, TOKN has incurred a total of \$24,241.15 in fees and expenses. TOKN agreed to voluntarily reduce its fees to \$20,000.00. The Trustee proposes to pay TOKN its fees in the reduced amount of \$20,000.00 and reimbursement of expenses of \$655.09 at closing.

Triton's compensation, Trustee's commission, and TOKN's fees and expenses constitute a surcharge pursuant to 11 U.S.C. §506(c) and shall be pro-rated among the Bankruptcy Estate for the cost of the Vehicles (2.67% of the total surcharge amount of \$92,922.69, or \$1,440.30), South State Bank for the cost of the equipment (1.55% of the total surcharge amount of \$92,922.69, or \$2,481.04), and Quad-C for the cost of the remaining Assets (95.78% of the total surcharge amount of \$92,922.69, or \$89,001.35), all to be paid out of the sale proceeds.

The Trustee is currently holding \$24,784.24 in Estate escrow account, which represents the unused Chapter 11 retainer received by the Trustee from the Debtor's attorney (the "Retainer"). The Trustee and Quad-C reached an agreement that \$12,000.00 of the Retainer shall be treated as property of the Estate, unencumbered funds to be retained by the Trustee in the Estate account, to be further disbursed based on payment priorities at case closing, only upon further order of the Court. The Trustee and Quad-C further agreed that the remaining \$12,784.24 shall be turned over to Quad-C.

The Trustee has certified that the Trustee's Motion and Notice of Expedited Hearing were deposited in the mail, postage paid, on May 29, 2015, and thus served on all creditors and parties in interest.

An emergency hearing on the Chapter 7 Trustee's Motion to Sell was held on June 9, 2015 in order to rule on any objections asserted. The only Objection was filed by Carol Tucker and David Tucker (hereinafter, the "Tuckers") on June 8, 2015 (Docket No. 80) (the "Objection"), who appeared at the hearing through counsel. No other person or party in interest filed or asserted a timely objection to the proposed sale and Quad-C and South State Bank both appeared in support of the Motion.

The Trustee moved the Court to hold an expedited hearing, and the Court after considering the case history, the seasonal nature of the Debtor's former business and value of its remaining assets having found that such request is reasonable and supported by the record.

The Court having heard testimony from the Broker, Bayard Hollingsworth, on behalf of Triton and a presentation from the Trustee on the sale negotiations and procedures, all of which conclusively establish that the proposed sale is arms-length, and to the Buyer that qualifies as a bona-fide and good faith purchaser and the sale complies with 11 U.S.C. §363, *et. seq.*, and the Buyer shall be therefore entitled to all of the benefits and protections pursuant to 11 U.S.C. §363(m). The Trustee having presented a method by which the parties can verify all property being sold is property of the Estate, and not owned by the Tuckers, or a separate Tucker entity, and the Trustee further having established that there is an immediate urgency for a sale to be approved and consummated at this time.

Accordingly, the Trustee having given satisfactory notice of his intent to sell property of the estate, and the proof of service of this notice having been presented to the Court, and the Court having heard evidence on the Motion finds that the Objection is not supported by the record before the Court, including testimony given at the hearing, and the sale being in the best interests of this estate and its creditors, and due deliberation having been had thereon, it is hereby,

**ORDERED, ADJUDGED, AND DECREED**, that the Trustee's Motion is GRANTED and the Objection is overruled and (1) the Trustee is authorized to sell the Estate's interest in the subject Assets at a private sale to TOCM, LLC, for \$450,000.00 (four hundred and fifty thousand dollars), free and clear of liens, with any liens to attach to the net proceeds of the sale, as more

particularly described herein and in the Motion; and (2) Triton is authorized to apply \$10,000.00 retainer towards its outstanding compensation, and the Trustee is authorized to disburse to Triton the remaining compensation of \$50,267.60 from sale proceeds (to be pro-rated among the Estate, South State Bank, and Quad-C on the terms as set forth above) after closing; and (3) the Trustee is authorized to disburse \$22,000.00 as his statutory commission out of the sale proceeds (to be pro-rated among the Estate, South State Bank, and Quad-C on the terms as set forth above) after closing; and (4) the Trustee is authorized to disburse to TOKN its fees of \$20,000.00 and reimbursement of expenses of \$655.09 from the sale proceeds (to be pro-rated among the Estate, South State Bank, and Quad-C on the terms as set forth above) at closing; and (5) the Trustee is authorized to pay at closing any and all unpaid personal property taxes and other such fees and expenses as are necessary to transfer title and/or ownership or anything else that must be paid to close per the sales contract; and (6) the Trustee is authorized to keep \$12,000.00 of the Retainer as property of the Estate, unencumbered funds to be held in the Estate account, to be disbursed to creditors of the Bankruptcy Estate only upon further order of the Court; and (7) upon entry of this Order the Trustee is authorized to disburse the remaining Retainer of \$12,784.24 to Quad-C; and (8) the Trustee is authorized to retain net proceeds of \$9,518.96 in the Bankruptcy Estate representing the portion of the sale proceeds attributable to the two Vehicles; and (9) the Trustee is authorized to disburse net proceeds of \$5,559.70 to South State Bank after closing; and (10) the Trustee is authorized to disburse net proceeds of \$266,998.65 to Quad-C after closing; and (11) the Trustee shall hold the remaining proceeds, if any, in the Estate account pending further order of the Court; and (12) the Trustee shall cause the items listed on Exhibit 1 to this Order to be excluded from the sale at this time; said items are to remain at the Debtor locations known as Plant #1 and Plant #2. In the event the parties resolve what items are to be excluded, then possession of such items can be given to the agreed upon owner without further order of the Court. In the event the parties cannot agree on whether the items are property of the Estate and should be included in the sale, the Court will hold a hearing, upon request, to make such determination; and (13) the Trustee shall not sell any claims or causes of action, or any other Debtor assets, other than what is described in the sale Motion and approved by this Order; and (14) the 14-day requirement pursuant to F.R.B.P. 6004(h) is hereby waived.

**END OF DOCUMENT**

**EXHIBIT 1**

Items Excluded from Sale<sup>2</sup>

- No.
- 12 Desk w/return
  - 13 Desk chair
  - 14 Small bookcases
  - 18 Rocking chairs
  - 21 Tiffany hanging lamp
  - 22 Computer w/monitor
  - 23 Phones/1 on desk/1 in shop
  - 31 Desk
  - 32 Credenza/rectan. table
  - 33 Wooden file cabinet
  - 34 Desk chair
  - 35 Wing fabric chair
  - 36 4 piece wooden bookcase
  - 37 Computer w/monitor
  - 38 Adding machine
  - 39 Shredder
  - 40 Trash can
  - 41 Phone
  - 42 Lamp
  - 371 Leather sofas
  - 375 Rocking chair
  - 376 Straight chair
  - 384 Lamps
  - 388 Artificial fireplace
  - 422 Refrigerator/freezer
  - 703 1-Kubota mower zero turn - 2005\*
  - 712 2009 Ford F-250 pickup\*
  - 714 26 ft. closed car hauler\*
  - 715 20 ft. closed trailer\*
  - 717 14 ft. yard trailer with drop down tailgate

Any furniture in showroom of Large Red Building/Plant 2 not previously identified

Six (6) copper tubs with metal stands

Personal files of the Tuckers located in Plant 1

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<sup>2</sup> Items denoted with a (\*) shall be held and not released without agreement of the Trustee and the purported owner(s) or further order of the Court. All other items may be turned over to the purported owner(s). Item numbers refer to the number listed for the item on Exhibit A to the Purchase and Sale Agreement.



Prepared and submitted by:

*/s/ Albert Nasuti*

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Counsel for Chapter 7 Trustee

Stipulated and agreed to by:

*/s/ Frank W. DeBorde \**

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Counsel for Quad-C Funding, LLC-DIP  
\*Signed by Albert Nasuti with express permission

*/s/ Paul B. Smart \**

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DISTRIBUTION LIST  
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Northern District of Georgia  
Gainesville

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EVERGREEN, AL 36401-0746

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Atlanta, GA 30326-1428

MEDALLION INTERNATIONAL, INC.  
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POMPTON PLAINS NJ 07444-1028

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c/o Sheena Ridenhour Emerson Overlook  
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CONYERS GA 30094-5997

QUAD-C FUNDING, LLC-DIP  
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DANBURY CT 06811-5178

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