

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM371899

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| SUBMISSION TYPE: | RESUBMISSION | | |
| NATURE OF CONVEYANCE: | COURT ORDER | | |
| RESUBMIT DOCUMENT ID: | 900349426 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| IceBoxx, LLC | | 12/03/2015 | LIMITED LIABILITY COMPANY: NEW JERSEY |
| RECEIVING PARTY DATA | | | |
| Name: | GW Services, LLC | | |
| Street Address: | 1385 Park Center Drive | | |
| City: | Vista | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92081-8338 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4573801 | ICE BOXX | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 9497609502 | | |
| <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> | | | |
| Phone: | 949-760-0404 | | |
| Email: | efiling@knobbe.com | | |
| Correspondent Name: | KNOBBE MARTENS OLSON & BEAR, LLP | | |
| Address Line 1: | 2040 MAIN STREET | | |
| Address Line 2: | 14TH FLOOR | | |
| Address Line 4: | IRVINE, CALIFORNIA 92614 | | |
| ATTORNEY DOCKET NUMBER: | GLACR.030T | | |
| NAME OF SUBMITTER: | James F. Herkenhoff | | |
| SIGNATURE: | /James F. Herkenhoff/ | | |
| DATE SIGNED: | 02/03/2016 | | |
| Total Attachments: 15 | | | |
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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM368056

| | | | |
|---|--|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | COURT ORDER | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| IceBoxx, LLC | | 12/03/2015 | LIMITED LIABILITY COMPANY: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | GW Services, LLC | | |
| Street Address: | 1385 Park Center Drive | | |
| City: | Vista | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92081-8338 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: UNITED STATES | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4573801 | ICE BOXX | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 9497609502 | | |
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| Address Line 2: | 14TH FLOOR | | |
| Address Line 4: | IRVINE, CALIFORNIA 92614 | | |
| ATTORNEY DOCKET NUMBER: | GLACR.030T | | |
| NAME OF SUBMITTER: | James F. Herkenhoff | | |
| SIGNATURE: | /James F. Herkenhoff/ | | |
| DATE SIGNED: | 01/05/2016 | | |
| Total Attachments: 10 | | | |
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| source=GLACR_030T_BankruptcyTransfer#page2.tif | | | |
| source=GLACR_030T_BankruptcyTransfer#page3.tif | | | |

OP \$40.00 4573801

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE:

ICEBOXX, LLC,

DEBTOR.

CASE NO. 15-11132

CHAPTER 11

HON. JACQUELINE COX

ORDER AUTHORIZING SALE OF DEBTOR'S ASSETS

This matter coming to be heard on the *Motion for Entry of an Order (I) Approving Procedures in connection with Sale of Substantially all Assets and Assumption and Assignment of Executory Contract (II) Authorizing Sale of Substantially all of the Debtor's Assets to Winning Bidder under Section 363 of the Bankruptcy Code* (the "Sale Motion") [Dkt. No. 36] filed by IceBoxx, LLC, as Debtor-in-Possession (the "Debtor") for entry of an Order substantially in this form ("Sale Order") authorizing the sale (the "Sale") of substantially all of the Debtor's assets (the "Sale Assets") pursuant to the procedures described in the Sale Motion and pursuant to procedures initially approved by the Court in an Order dated October 29, 2015 [Dkt. No. 37]; and notice of the initial presentation of the Sale Motion having been given to the United States Trustee, all lienholders asserting liens on and security interests in the Sale Assets and further notice of the Sale and the opportunity to acquire the Assets having been provided in the manner set forth in the Sale Motion; and the Court having considered the Sale Motion and having heard the statements of counsel and otherwise being adequately advised in the premises; and the Court finding and concluding that good cause exists for the entry of this order;

The Court hereby¹

1. Finds and concludes that (a) the Court has jurisdiction to approve the Sale and the transactions contemplated thereby and to enter this Sale Order pursuant to 28 U.S.C. § 1334; (b) approval of the Sale is a core proceeding under 28 U.S.C. §§ 157(b)(2)(A), (N), and (O); and (c) the relief requested herein is authorized pursuant to Bankruptcy Code §§105, 363, and Bankruptcy Rules 2002 (including, without limitation, Bankruptcy Rule 2002(i)), 6004, and 6006.

2. Finds and concludes that the notice procedures (the "Notice") with respect to (i) the Sale and the opportunity to acquire the Sale Assets and to object to such Sale, (ii) the Bidding Procedures to be employed in connection with the Auction, (iii) the Auction, (iv) the Sale Hearing, and (v) the entry of this Order, constitutes good and sufficient notice of, and a reasonable opportunity to object or be heard regarding such matters, under Bankruptcy Code §§ 102(1), 363, and Bankruptcy Rules 2002 (including, without limitation, 2002(f)), 6004, and 6006 and that no other or further notice of, opportunity to object to, or other opportunity to be heard regarding such matters need be given to any entity.

3. Finds and concludes, based on the Debtor's representations in the Motion that (a) the Debtor has demonstrated that it is a sound exercise of its business judgment to enter into the transactions set forth in this Order, (b) good and sufficient reasons for approval of the Sale have been articulated and (c) the relief requested in the Sale Motion is in the best interests of Debtor, its estate, creditors and other parties-in-interest.

¹ The findings and conclusions set forth herein constitute the Court's findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent that any of the following findings of fact constitute conclusions of law, they are adopted as such. Pursuant to Bankruptcy Rule 7052, to the extent any of the following conclusions of law constitute findings of fact, they are adopted as such. Statements made by the Court from the bench during the Sale Hearing shall constitute additional conclusions of law and findings of fact, as appropriate.

4. Finds and concludes based on the Debtor's representations in the Motion that the Debtor has demonstrated both (i) good, sufficient and sound business purposes and justifications and (ii) compelling circumstances for the Sale other than in the ordinary course of business, pursuant to section 363(b) of the Bankruptcy Code in that, among other things, the immediate consummation of the Sale to the Purchaser is necessary and appropriate to maximize the value of Debtor's estate.

5. Orders that pursuant to the terms of this Order, the Debtor is authorized to sell and assign of all of its right, title and interest in the following "Sale Assets" to GW Services, LLC. ("Purchaser"), [REDACTED]

A. **Personal Property.** Except for the Excluded Assets, all of the Debtor's property referenced in Schedule B of the Debtor's Schedules or if not specifically referenced, that should have been referenced [Dkt. No. 1], and all property on the list attached as **Exhibit A**, hereto. Without limiting the foregoing, the Sale Assets generally include (a) twelve (12) all in one ice-making, bagging, and storage units currently in place at retail locations in and around the New York City area, (b) equipment in storage, including ten (10) additional ice cuber machines, sixty-five (65) additional ice bagging machines, and forty-nine (49) additional ice storage units, (c) two (2) Chevrolet Spark service vehicles located in New Jersey, (d) the trademark and any related logos and insignia for "IceBoxx," and (e) any other property owned by the Debtor, with the exception of any Excluded Assets listed below.

B. **Excluded Assets.** Notwithstanding anything herein to the contrary, the Sale Assets do not include:

i. Any causes of actions or claims owned by or part of the bankruptcy estate, including any arising under Sections 362, 541, 542, 544, 547, 548, 549, 550, or 553 of the Bankruptcy Code, that have been or could possibly be asserted against Kevin Schmidt, Cheri Schmidt, Andrew Major, IBX Investors, 1, LLC, IBX Investors 2, LLC, Martin Goldstein, Jack Zakim or any of their Affiliates, including the claims set forth in the suit currently pending against Schmidt in this Court under case no. 15-ap-632;

ii. Any causes of actions or claims owned by or part of the bankruptcy estate, including any arising under Sections 362, 541, 542, 544, 547, 548, 549, 550, or 553 of the Bankruptcy Code, that have been or could possibly be asserted against Michael Wayne Williams, Genesis Ice Capital Partners, LLC, IceBoxx Capital Partners, LLC, Genesis Asset Management, LLC, and Genesis Ice Management, LLC, or any other current or former manager, member, employee, or agent of IceBoxx, or any of their Affiliates, including the claims set forth in the suit currently pending against in the Superior Court of New Jersey, Law Division, Bergen County, Case No. Ber-L-9141-15;

iii. Any cash, money in banks and money in transit used in the operation of the Debtor's business;

iv. The Debtor's books and records and recorded information needed by the Debtor to administer the bankruptcy estate, provided that the Debtor shall tender to the Purchaser copies of any such books and records required by the Purchaser.

6. Finds and concludes, after all parties in interest in the case were provided notice of the Sale, the Sale Assets to be sold at the Sale, and the scheduled Sale Hearing thereon, and no such parties objecting to the Sale, and on the Debtor's

representations in the Motion, that the Debtor has good, valid, and marketable title to all of the Sale Assets and orders that the transfer of the Sale Assets to the Purchaser pursuant to this Sale Order shall constitute legal, valid, binding, and effective transfers of the Sale Assets and shall vest the Purchaser with good and valid title to the Sale Assets pursuant to sections 105(a), 363(b), and 363(f) of the Bankruptcy Code, free and clear of all liens, claims, encumbrances, obligations, liabilities, demands, judgments guarantees, options, debts, indebtedness, rights, restrictions, contractual commitments, real or shadow equity rights or interests, rights of first refusal, rights of setoff, rights to object to consent, and interests of any kind or nature, whether known or unknown, legal or equitable, direct or indirect, matured or unmatured, contingent or noncontingent, liquidated or unliquidated, asserted or unasserted, monetary or non-monetary, whether arising prior to or subsequent to the commencement of these bankruptcy cases, and whether imposed by agreement, understanding, law, equity, or otherwise (collectively, the “Interests”).

7. Orders that, the Purchaser shall acquire the Sale Assets on an “as is” and “where as” basis without any representations or warranties, except those specifically set forth herein.

8. Finds, concludes and orders that the Purchaser is a good faith purchaser within the meaning of Section 363(m) and entitled to all of the protections accorded by that statute.

9. Orders that the sole and exclusive right and remedy available to any person or entity that asserts any Interest in any way related to the Sale Assets that is incurred or otherwise arises prior to the date of the Closing, or by reason of the sale of the Sale Assets to the Purchaser, shall be a right to assert such Interest against the Debtor’s estate.

10. Orders that the Debtor may sell the Sale Assets free and clear of all Interests because, in each case, one or more of the standards set forth in sections 363(f)(1)-(5) of the Bankruptcy Code has been satisfied. The holders of Interests that did not object, or that withdrew their objections, to the Sale Motion are hereby

deemed to have consented to the sale of the Sale Assets free and clear of their Interests, which satisfies section 363(f)(2) of the Bankruptcy Code.

11. Finds and concludes, based on the Debtor's compliance with the Court ordered bid procedures [Dkt. No. 37], the Debtor's representations that competitive bidding occurred between the secured creditor and the Purchaser, all parties in interest having notice of the Sale, and no objections being made, that the offer to purchase the Sale Assets made by the Purchaser taking account of both the consideration to be realized from the Sale directly by Debtor's estate and the indirect benefits of such Sale for Debtors' creditors: (i) constitutes the highest and otherwise best offer obtained for the Sale Assets; (ii) is for fair, adequate, and sufficient consideration that constitutes reasonably equivalent value for the Sale Assets being conveyed to the Purchaser. No other person or entity or group of entities has offered to purchase the Sale Assets for greater value to Debtor's estate than the Purchaser.

12. Orders that, pursuant to sections 105, 362(d) and 363(b) of the Bankruptcy Code, the Debtor, the Purchaser and each other person or entity having duties or responsibilities under any agreements related to this Order are hereby authorized and empowered to take any and all actions and execute all documents and instruments that the Debtor or the Purchaser reasonably deems necessary or appropriate to (i) consummate the Sale of the Sale Assets to the Purchaser pursuant to and in accordance with the terms of this Order, (ii) close the Sale as contemplated by this Order, and (iii) execute and deliver, perform under, implement, effectuate, and close fully the transactions contemplated by this Order and all additional documents and instruments that may be reasonably necessary or desirable to implement the Sale.

13. Finds there is cause to lift the stays provided in Bankruptcy Rules 6004(h) and 6006(d) in that (i) no objections have been raised of a nature that should prevent the immediate entry of this Order, (ii) the sale transaction contains deadlines with which the parties must comply, and (iii) the Debtor's bankruptcy estate does not have sufficient resources to continue to operate the subject business,

and thus this Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and in the absence of any entity obtaining a stay pending appeal, the Trustee and the Purchaser are free to close the Sale.

14. Orders that the Purchaser shall not, as a result of any action taken in connection with the consummation of the transactions contemplated by this Order or the Sale Motion be deemed to (a) be a successor (or other similarly situated party), under law or equity, to the Debtor, (b) have merged, by any de factor merger or otherwise, with or into the Debtor, (c) be a mere continuation of the Debtor, or (d) be holding itself out to the public as a continuation of any or all of the Debtors (collectively, the status that would result from any or all of the foregoing being deemed to apply or have occurred, "Successor Status"). The Purchaser would not consummate the transactions contemplated thereby, thus adversely affecting the Debtor, and its creditors, if the Purchaser might be deemed to have Successor Status.

15. Orders that, as of the Closing, this Order shall be construed as, and shall constitute for any and all purposes, a full and complete general assignment, conveyance and transfer of the Sale Assets or a bill of sale transferring good and marketable title in the Sale Assets to the Purchaser.

16. Orders that the Court shall retain jurisdiction to (a) enforce this Sale Order, (b) compel delivery of the Sale Assets to the Purchaser, (c) resolve any disputes arising under or relating to this Sale Order, (d) enjoin and adjudicate the assertion of any Interest against or in respect of the Purchaser or the Sale Assets and (e) otherwise interpret, implement, and enforce the provisions of this Sale Order.

17. Orders that any contradictions between the terms of this Order and the Sale Motion shall be resolved by reference first to the terms of this Order.

Dated: *December 3, 2015*

ENTER:

Jacqueline Cox

U.S. Bankruptcy Judge

Exhibit A

All of its assets and interests therein at the following locations:

1. CHICAGO ILLINOIS STORAGE FACILITY

| Number | Description of Asset |
|--------|--|
| 65 | Ice Bagging Machines |
| 6 | Hoshizaki Ice Cubers |
| 11 | LEER Two Door Refrigerator Merchandisers |
| 32 | LEER Single Door Refrigerator Merchandisers |
| 6 | Water Filtration Units |
| 200 | Boxes of Bags for Machines (1000 bags per box) |
| N/A | Misc. Rubber Tubing (Approx. 200 ft.) |
| 1 | Table Drill / Misc. Fittings |

2. BRONX NEW YORK STORAGE FACILITY / PARKING GARAGE

| Number | Description of Asset |
|--------|---|
| 2 | Chevy Spark Vehicles (service cars) |
| 4 | Hoshizaki Ice Cubers |
| 1 | Rolling Tool Box |
| 6 | LEER Single Door Refrigerator Merchandisers |
| 3 | Water Filtration Units |
| 30 | Boxes of Bags for Machines (1000 bages per box) |
| 1 | Hand-Held Tool Box |
| N/A | Misc. Rubber Tubing (approx. 100 ft.) |
| N/A | Misc. Fittings / Clamps / Fasteners |

3. EQUIPMENT IN 12 RETAIL LOCATIONS IN NY AND NJ (EACH LOCATION CONTAINS THE FOLLOWING):

| Number | Description of Asset |
|--------|---|
| 1 | Ice Bagging Machines |
| 1 | Hoshizaki Ice Cuber |
| 1 | LEER Single Door Refrigerator Merchandisers |
| 1 | Water Filtration Units |
| N/A | Misc. Rubber Tubing (approx. 15-20 ft.) |
| N/A | Misc. Fittings / Clamps / Fasteners |

All Trademarks and Associated Marks and Insignia

The Debtor all of its rights, title, and interest in the trademark "IceBoxx" along with all corresponding marks and insignia.

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