

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM373702

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	Release of Bankruptcy		
RESUBMIT DOCUMENT ID:	900354062		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Joseph J. Newman - Trustee / Del-Mar Onshore Partners, L.P.		03/25/2008	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Kamas Holdings, LLC		
Street Address:	c/o Kane Kessler		
Internal Address:	1350 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1106942	GEORGETTE KLINGER	
Registration Number:	1104128	KLINGER	
Registration Number:	1076178	GEORGETTE KLINGER	
CORRESPONDENCE DATA			
Fax Number:			
<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:	(212) 541-6222		
Email:	trademark@kanekessler.com		
Correspondent Name:	Brendan P. McFeely - Kane Kessler, P.C.		
Address Line 1:	1350 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	7511-1		
NAME OF SUBMITTER:	Brendan P. McFeely		
SIGNATURE:	/brendan p mcfeely/		
DATE SIGNED:	02/18/2016		

Total Attachments: 12

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

**TRENK, DiPASQUALE, WEBSTER,
DELLA FERA & SODONO, P.C.**
347 Mt. Pleasant Ave., Suite 300
West Orange, New Jersey 07052
(973) 243-8600
Anthony Sodono, III (AS9426)
Joshua H. Raymond (JR2022)
Counsel to Joseph J. Newman, Chapter 7 Trustee

In re:

KLINGER ADVANCED AESTHETICS, LLC,
ANUSHKA PBG ACQUISITION SUB, LLC,
ANUSHKA BOCA ACQUISITION SUB, LLC,
WILDE HARE ACQUISITION SUB, LLC,
DISCHINO CORPORATION, GK ACQUISITION,
LLC, AND GEORGETTE KLINGER, LLC,

Debtors.

FILED
JAMES J. WALDRON, CLERK
MAR 25 2008
U.S. BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
BY: *[Signature]* DEPUTY

Case No. 07-20459 (RG)
Honorable Rosemary Gambardella
Chapter 7

ORDER APPROVING: (i) THE TRUSTEE'S PUBLIC SALE OF THE DEBTORS' INTELLECTUAL PROPERTY, TRADEMARKS, ~~CUSTOMER LIST~~ AND PRODUCT FORMULAS FREE AND CLEAR OF ALL LIENS, CLAIMS, AND INTERESTS PURSUANT TO 11 U.S.C. § 363(b), (f), AND (m); AND AGREEMENT BY AND BETWEEN DEL-MAR ONSHORE PARTNERS, L.P. AND (ii) AN AGREEMENT BY AND BETWEEN THE TRUSTEE AND DELMAR FOR THE PAYMENT OF THE TRUSTEE'S ADMINISTRATIVE FEES AND COSTS

The relief set forth on the following pages, numbered two (2) through four (4), is hereby

ORDERED.

[Signature]

USBT

3-25-08

TRADEMARK

Debtor: Klinger Advanced Aesthetics, LLC, *et al*

Case No.: 07-20459 (RG)

Caption of Order: ORDER APPROVING: (i) THE TRUSTEE'S PUBLIC SALE OF THE DEBTORS' INTELLECTUAL PROPERTY, TRADEMARKS, CUSTOMER LIST AND PRODUCT FORMULAS FREE AND CLEAR OF ALL LIENS, CLAIMS, AND INTERESTS PURSUANT TO 11 U.S.C. § 363(b), (f), AND (m); AND AGREEMENT BY AND BETWEEN DEL-MAR ONSHORE PARTNERS, L.P. AND (ii) AN AGREEMENT BY AND BETWEEN THE TRUSTEE AND DELMAR FOR THE PAYMENT OF THE TRUSTEE'S ADMINISTRATIVE FEES AND COSTS

THIS MATTER having been opened to the Court by Trenk, DiPasquale, Webster, Della Fera & Sodono, P.C., counsel for Joseph J. Newman, Chapter 7 Trustee ("Trustee") for Klinger Advanced Aesthetics, LLC, *et al.*¹ (collectively, the "Debtors"), upon motion for entry of an Order approving the Trustee's public sale of the Debtor's intellectual property, trademarks, customer lists, art work and product formulas (as defined in the Trustee's supporting application) free and clear of all liens, claims, and interests pursuant to 11 U.S.C. § 363(b), (f), and (m); and approving an agreement by and between Del-Mar On Shore Partners, LLC and the Trustee for reimbursement of fees and costs (the "Motion"); and notice having been provided to the Office of the United States Trustee, Debtor's counsel, creditors that filed a notice of appearance, counsel for Del-Mar Onshore Partners, L.P., Continental Plants Group, LLC, and other parties-in-interest as set forth in the Certificate of Service; and the Court having considered the pleadings filed by the Trustee in support of his motion and opposition thereto, if any; and the Court having heard oral argument of Trustee's counsel in support of the Motion, and opposition thereto, if any; and for other good cause having been shown;

IT IS HEREBY ORDERED, that the Motion be and hereby is granted in all respects; and it is further

¹ In addition to Klinger Advanced Aesthetics, LLC, the following entities, all of which are wholly-owned subsidiaries of Klinger Advanced Aesthetics, LLC, also filed Chapter 11 Petitions on or after the Petition Date: (a) Anushka PBG Acquisition Sub, LLC; (b) Anushka Boca Acquisition Sub, LLC, (c) Wild Hare Acquisition Sub, LLC, (d) Dischino Corporation, (e) GK Acquisition, LLC; and (f) Georgette Klinger LLC ("GK Parent"), which were administratively consolidated by Order entered July 30, 2007. In addition, the following subsidiary entities did not file: Anushka PBG, LLC, Anushka Boca, LLC, Wild Hare, LLC and GK Spa Management LLC. Moreover, GK parent is wholly owned by WTF Holdings, LLC ("WTF"), which is wholly owned by Angela L. Krivulka ("Krivulka") (all of the entities above are referred to as the "Companies").

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Debtor: Klinger Advanced Aesthetics, LLC, et al

Case No.: 07-20459 (RG)

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ORDERED, that the Trustee was authorized to sell his rights, title, and interest in the IP Assets, specifically the trademarks and product formulas to Kamas Holdings, LLC at a public sales through his retained, court-appointed auctioneer, Continental Plants Group, LLC, free and clear of all liens, claims, and interests pursuant to 11 U.S.C. § 363(b), (f), and (m) without further order of the Court; and it is further

ORDERED, that the Trustee was authorized to sell his rights, title, and interest in the IP Assets, specifically the art work to Rudy Belton at a public sales through his retained, court-appointed auctioneer, Continental Plants Group, LLC, free and clear of all liens, claims, and interests pursuant to 11 U.S.C. § 363(b), (f), and (m) without further order of the Court; and it is further

~~**ORDERED**, that the Trustee was authorized to sell his rights, title, and interest in the IP Assets, specifically the customer list at a public or private sale to be conducted through his retained, court-appointed auctioneer, Continental Plants Group, LLC, free and clear of all liens, claims, and interests pursuant to 11 U.S.C. § 363(b), (f), and (m) without further order of the Court; and it is further~~

ORDERED, that the notice and bidding procedures as set forth in the Trustee's application are hereby approved in all respects as to the method and form of notice of the sale hearing; and it is further

ORDERED, that the Trustee is selling the Assets "AS IS" and "WHERE IS" without any representation of any kind as to the condition or title except that the Trustee shall convey a Trustee's bill of sale to the buyers, if necessary; and it is further

TRADEMARK

REEL: 005735 FRAME: 0130

(Page 4)

Debtor: Klinger Advanced Aesthetics, LLC, *et al*

Case No.: 07-20459 (RG)

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ORDERED, that the sale to Kamas Holdings, LLC and Rudy Belton is not subject to higher and better offers; and it is further

ORDERED, that the Trustee is authorized to execute any and all documents necessary to effectuate the sale to Kamas Holdings, LLC and Rudy Belton; and it is further

ORDERED, that nothing in this Order, the Bidding Procedures, or otherwise shall or shall be construed to modify, impair, or adversely affect in any way any of Del-Mar Onshore Partners, L.P.'s liens, claims, rights, protections and interests as set forth in (i) the post-petition financing documents executed and/or delivered by the Debtors to or in favor of Del-Mar Onshore Partners, L.P. and (ii) the previous Orders entered by this Court in the Debtors' bankruptcy cases approving such post-petition financing arrangements among the Debtors and Del-Mar Onshore Partners, L.P.; and it is further

ORDERED, that Del-Mar Onshore Partners, L.P. has agreed to remit to the Trustee an amount to be agreed upon, for fees and costs incurred by the Trustee and his retained professionals in connection with the administration of this Chapter 7 proceeding; and it is further

ORDERED, that subject to the terms of the post-petition financing documents and the DIP Financing Order, the Trustee is hereby authorized to remit all of the proceeds of sale to Del-Mar Onshore Partners, L.P. after withholding an agreed upon sum, by and between DelMar and the Trustee, for the Trustee and his retained professional's fees and expenses without further order of this Court; and it is further

ORDERED, that the requirements of Fed. R. Bankr. P. 6004(h) are hereby waived; and it is further

TRADEMARK

REEL: 005735 FRAME: 0131

Debtor: Klinger Advanced Aesthetics, LLC, et al
Case No.: 07-20459 (RG)

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ORDERED, that the Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

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ORDERED, that the Trustee is authorized to hold back the sum of \$10,158.75 from the proceeds of the sale until ~~it is ratified by~~ ^{he receives confirmation from} counsel for Short Hills Associates, LLC that payment pursuant to the Court's Feb 5, 2008 order has been ^{received} ~~made~~ or upon ^{receipt of} ~~confirmation from Del Mar On Shore Partners, LP~~ that wire transfer from Del Mar On Shore Partners, LP and the trustee shall be authorized to release \$10,158.75 to Short Hills Associates, LLC in the event that Del Mar ^{On Shore Partners, LP} does not make the above-referenced wire transfer.

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Joseph J. Newman, Chapter 7 Trustee (the "Trustee") for Klinger Advanced Aesthetics, LLC, *et al.*¹, (the "Seller"), for and in consideration received in hand from Kamas Holdings, LLC (the "Buyer"), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged does hereby sell, assign, transfer, convey, grant, bargain, set over, release, deliver and confirm unto the Buyer, its successors and assigns, forever, all the right, title and interest of the Seller to the Buyer, its successors and assigns, to and for their own use and benefit forever, to have and to hold, the assets (the "Assets") more fully described in Section 1. below;

1. The Assets shall mean all trademarks, service marks and other indicia of origin, trademark and service mark registrations and applications for registrations thereof, trade names, brand names, copyrights, copyright registrations and applications for registration thereof, Internet domain names and universal resource locators ("URLs"), listed on Annex I attached hereto together with the product formulas listed on Annex II attached hereto (and all goodwill associated with, and all derivatives, improvements and refinements of, any of the foregoing).
2. The sale, transfer and conveyance provided for herein is strictly made "AS IS WHERE IS AND WITH ALL FAULTS" as such terms are customarily used or defined in the Uniform Commercial Code and without any warranties, representations or recourse of any kind, nature or description.
3. This instrument shall be binding upon the Seller, its successors and assigns, and shall be binding upon and inure to the benefit of the Buyer and its successors and assigns.
4. Nothing expressed or implied in this Bill of Sale is intended to confer upon any person, other than the Buyer and the Seller and their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Bill of Sale.
5. This Bill of Sale is made pursuant to and is governed by the Order Approving the Trustee's Public Sale of the Debtors' Intellectual Property, Trademarks, and Product Formulas Free and Clear of all Liens, Claims and Interests Pursuant to 11 U.S.C. §363 (b), (f) and (m), dated March 25, 2008, entered in the Bankruptcy proceeding of the Debtors in the United States Bankruptcy Court, District of New Jersey, Case No. 07-20459 (RG)
6. This Bill of Sale is effective as to the transfer of all of the Assets as of March 25, 2008.

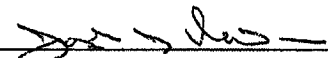
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7. The validity and construction of this Bill of Sale shall be governed by the internal laws (and not the principles of conflict laws) of the State of New Jersey. The parties consent to the jurisdiction of the Bankruptcy Court to resolve any and all disputes under this Bill of Sale.

IN WITNESS WHEREOF, this Bill of Sale is executed to be effective as of March 25, 2008.

JOSEPH J. NEWMAN

**CHAPTER 7 TRUSTEE FOR KLINGER
ADVANCED AESTHETICS, LLC, *ET AL.***

By:  _____
Joseph J. Newman, Chapter 7 Trustee

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ANNEX I

987430.1

A-1

TRADEMARK
REEL: 005735 FRAME: 0135

TRADEMARKS:

All right, title and interest in and to the following trademarks:

K Klinger Advanced Aesthetics & Design	78/758,271	11/21/2005	N/A	N/A
Klinger Advanced Aesthetics	78/676,288	7/22/2005	N/A	N/A
The Place of Possibilities	78/655,732	6/22/2006	N/A	N/A
Georgette Klinger	73/115,371	2/10/1977	1,076,178	10/26/1977
Klinger	73/115,373	2/10/1977	1,104,128	10/17/1978
Georgette Klinger	73/115,375	2/10/1977	1,108,942	11/28/1978
Design	73/166,625	4/17/1978	1,121,229	6/26/1979
Instant Radiance	75/660/752	3/15/1999	2,419,965	1/9/2001
***Herbal Essentials - EXPIRED	75/678,977	10/28/1998	2,426,101	2/6/2001
Skin Protector	76/066,765	6/8/2000	2,453,256	5/22/2001
Line Solution	76/065,767	6/8/2000	2,453,257	5/22/2001
Advanced Oxygen	76/065,770	6/8/2000	2,453,258	5/22/2001
Design	75/932,515	3/1/2000	2,486,270	9/4/2001
Design	75/932,516	3/1/2000	2,489,314	9/11/2001
Skin Booster	76/097,353	7/26/2000	2,508,261	11/13/2001
Essential 9-Step Facial	76/066,908	6/8/2000	2,542,483	2/26/2002
Revivacell	78/075,787	7/26/2001	2,619,069	9/10/2002
Daily 15	75/640,434	2/11/1999	2,632,145	10/8/2002
Prime Time	75/578,969	10/28/1998	2,717,662	5/20/2003
Acne Teen Plan and Design	76/395,633	4/15/2002	2,749,681	8/12/2003

and the goodwill associated therewith and appurtenant thereto.

GEORGETTE KLINGER WEBSITES

www.georgetteklinger.com

www.klinger.com

ANNEX II

987430.1

A-2

TRADEMARK
REEL: 005735 FRAME: 0137

A detailed list of ingredients and their portions will be provided for each product along with step by step manufacturing instructions

Product Number	Description
GK100E	Sea Extracts Moisturizer
GK103B	Deep Pore Cleansing Mask
GK105A	Cleansing Lotion SD
GK108A	Cleansing Lotion SN & N
GK109A	Firmative Eye Cream
GK134B	Sea Extract Eye Cream
GK172	Drying Mask C Cream
GK182	Eye Recovery Gel Mask
GK209A	Warm Mask #2
GK214A	Lubricating Mask For Dry Skin
GK226F	Virtual Perfection Cleanser
GK228A	Instant Radiance Tube
GK234B	Herbal Mix for Salon
GK246A	Herbal Mix for Body Treatment
GK342	Flax Seed for GK Herbal Mix
GK101A	Advanced Oxygen Moisturizer
GK104A	Skin Refining Ext. Select
GK107C	Makeup Remover #1
GK108A	Wash Off Cream #2
GK111A	Cleansing Gel D
GK112	Hand Cream #2
GK113	Oil Free Makeup Remover
GK114	Lipstick
GK115	Cream Rouge
GK116	Eye Shadow A-21
GK117	Natural Rosewater Spray
GK119	Collagen & Moisturizer - 2
GK120	Oil Free Sunblock
GK121	Skin Refining Serum
GK122	Collagen Plus Elastin Complex
GK123	Skin Refining Mask
GK124	Kathryn Body Cream
GK125	Camphor Mask
GK126	Lip Pomade Stick
GK127	Dream Cream Plus
GK128	Protective Measure
GK129	Sea Extract Night Cream
GK130	Mascara Remover Lotion
GK131A	Sea Extract Cleansing Lotion
GK135	Firmative Throat Cream
GK136A	Sunblock Moisturizer - SPF 15
GK138	Makeup Remover 3X
GK139	Eye and Neck Cream 2
GK140B	Washoff Cream #1
GK141	Collagen & Elastin Moisturizer Sensitive
GK142	Protective Eye Cream - Revise

GK145	Oil Free Skin Balance
GK146B	Skin Refining Surface Exfoliation
GK147B	Liquid Makeup Remover 1X
GK148	Bio Lotion 2
GK160A	Line Solution Night Treatment
GK151	Sea Extract Styling Gel
GK152A	Salon Peeling Treatment
GK153	Sea Extract Shampoo
GK154	Line Solution Moisturizer
GK155	Sea Extract Hair Conditioner
GK165	Skin Protector Night Treatment
GK166	Cleansing Gel N
GK167	Lip Pomade Compact
GK169A	Chamomile Cream
GK170	Soothing Herbal Body Lotion
GK171	Cleansing Lotion PD
GK172B	Drying Mask C
GK173B	Virtual Perfection Face Cream
GK174	Line Solution Complex
GK175	Oxygen Spray Mist
GK176	Shampoo HC
GK179	Sea Mask
GK181A	Conditioner YH
GK184	Oxygen Plus Trt Mass Cream
GK185	Cleansing Lotion SN+O
GK189	Sensitivity Mask Powder
GK190	Effervescent Mask Powder
GK191	Effervescent Mask Liquid
GK194	Skin Refining H/B Lotion
GK196	Line Solution Warm Mask
GK198	Peppermint Hair Conditioner
GK201	Final Rinse
GK205	Alpha Hydroxy Mask Salon
GK215	Herbal Teas
GK216	Cleansing Lotion D+N
GK217	Cleansing Lotion D
GK221	Firmative Moisturizer #1
GK223A	Skin Booster
GK224A	Emollient Dry Skin
GK225B	Virtual Perfection Toning Lotion
GK227	VP Body Moisturizer
GK229A	Moisture Recovery Mask
GK230	Massage Cream
GK231	Retinol PM
GK240	Oil Free Plus #10

PRODUCTS WHICH TRUSTEE DOES NOT HAVE FORMULAS

- 1) Daily 15 Moisturizer (Vital Moisture)
- 2) Mud Mask
- 3) Polyplant Mask
- 4) Prime Time Night Treatment
- 5) VP Eye Care Cream

Lot 1b - Formulas - Page 2 of 2