

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM455390

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Bill of Sale pursuant to U.S. Bankruptcy Court order		
SEQUENCE:	1		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bristlecone, Inc.		08/21/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Gas Hole, LLC		
Street Address:	5560 Longley Ln		
Internal Address:	Suite 101		
City:	Reno		
State/Country:	NEVADA		
Postal Code:	89511		
Entity Type:	Limited Liability Company: NEVADA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	87358143	BOONFI	
Serial Number:	87016735	MEDLY	
Serial Number:	87016728	MEDLY	
Serial Number:	87031796	BARKIFY	
Serial Number:	87031808	BARKIFY	
CORRESPONDENCE DATA			
Fax Number:	7757861177		
<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:	775-788-2296		
Email:	ip@fclaw.com		
Correspondent Name:	Craig Macy		
Address Line 1:	300 E. Second Street		
Address Line 2:	Suite 1510		
Address Line 4:	Reno, ARIZONA 89501-1591		
ATTORNEY DOCKET NUMBER:	046579.0002		
NAME OF SUBMITTER:	Craig Macy		
SIGNATURE:	/Craig Macy/		

CH \$140.00 87358143

DATE SIGNED:	12/20/2017
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Total Attachments: 9

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- source=Bristlecone, Inc. to Gas Hole, LLC#page9.tif

BILL OF SALE

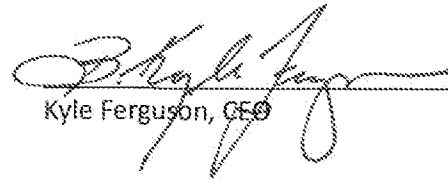
(11 U.S.C. Section 363 Asset Sale)

On August 10, 2017, the United States Bankruptcy Court for the District of Nevada entered an Order Approving Amended Motion for Order Approving Sale of Certain Assets Free and Clear of All Liens, Claims, Encumbrances and Interests or Financing Transactions (11 U.S.C. Section 363(b) and (f) (docket no. 201) (the "Sale Order") (a true and correct copy of which is attached hereto as Exhibit A, and is fully incorporated herein by this reference)), wherein Bristlecone, Inc. (the "Seller") and Gas Hole, LLC (the "Purchaser") entered into a court-approved purchase and sale of the assets detailed in Exhibit A (the "Assets").

Pursuant to and in compliance with the Sale Order, Seller, for the good and valuable consideration set forth in the Sale Order, the receipt and sufficiency of which is hereby acknowledged and confirmed, does quitclaim unto Purchaser all right, title and interest in and to the Assets. Seller is quitclaiming the Assets to Purchaser pursuant to this Bill of Sale (11 U.S.C. Section 363 Asset Sale) "As Is", "Where Is" and with all faults and expressly subject to the provisions, agreements, disclaimers, acknowledgments, findings, limitations and orders as set forth in the Sale Order.

IN WITNESS WHEREOF, Seller has executed this Bill of Sale (11 U.S.C. Section 363 Asset Sale), this 21st day of August, 2017.

Bristlecone, Inc.



Kyle Ferguson, CEO

EXHIBIT A

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Bruce T Beesley
Honorable Bruce T. Beesley
United States Bankruptcy Judge



Entered on Docket
August 10, 2017

STEPHEN R. HARRIS, ESQ.
Nevada Bar No. 001463
HARRIS LAW PRACTICE LLC
6151 Lakeside Drive, Suite 2100
Reno, NV 89511
Telephone: (775) 786-7600
E-Mail: steve@harrislawreno.com
Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

IN RE: Case No.: BK-17-50472-btb (Chapter 11)
Jointly Administered with:

BRISTLECONE, INC., dba
BRISTLECONE HOLDINGS

17-50473-btb BOONFI LLC
17-50474-btb BRISTLECONE LENDING, LLC
17-50475-btb BRISTLECONE SPV I, LLC
17-50476-btb I DO LENDING, LLC
17-50478-btb MEDLY, LLC
17-50479-btb ONE ROAD LENDING, LLC
17-50480-btb WAGS LENDING, LLC

- Affects this Debtor.
- Affects all Debtors.
- Affects Boonfi LLC
- Affects Bristlecone Lending, LLC
- Affects Bristlecone SPV I, LLC
- Affects I Do Lending, LLC
- Affects Medly, LLC
- Affects One Road Lending, LLC
- Affects Wags Lending, LLC

ORDER APPROVING AMENDED
MOTION FOR ORDER APPROVING
SALE OF CERTAIN ASSETS FREE
AND CLEAR OF ALL LIENS,
CLAIMS, ENCUMBRANCES AND
INTERESTS OR FINANCING
TRANSACTIONS
(11 U.S.C. §§363(b) and (f))

Debtors.

Hearing Date: July 28, 2017
Hearing Time: 10:00 a.m.

Stephen R. Harris, Esq.
Harris Law Practice LLC
6151 Lakeside Drive,
Suite 2100
Reno, NV 89511
775 786 7600

1 The AMENDED MOTION FOR ORDER APPROVING THE SALE OF CERTAIN
2 ASSETS FREE AND CLEAR OF AL LIENS, CLAIMS, ENCUMBRANCES AND
3 INTERESTS OR FINANCING TRANSACTIONS (11 U.S.C. §§363(b) and (f)) (Docket No.
4 107) ("Motion"), filed by BRISTLECONE, INC., dba BRISTLECONE HOLDINGS, a
5 Delaware corporation, and its wholly owned subsidiaries, BOONFI LLC, a Nevada limited
6 liability company, BRISTLECONE LENDING, LLC, a Nevada limited liability company,
7 BRISTLECONE SPV I, LLC, a Nevada limited liability company, I DO LENDING, LLC, a
8 Nevada limited liability company, MEDLY, LLC, a Nevada limited liability company, ONE
9 ROAD LENDING, LLC, a Nevada limited liability company, and WAGS LENDING, LLC, a
10 Nevada limited liability company (collectively the "Debtors"), by and through their attorneys
11 STEPHEN R. HARRIS, ESQ. of HARRIS LAW PRACTICE LLC, came before the Court after
12 appropriate notice to creditors and parties in interest on July 28, 2017 at 11:00 a.m.¹, with
13 Stephen R. Harris, Esq. of Harris Law Practice LLC, appearing on behalf of the Debtors and
14 representatives of the Debtors also present; and the Court noting the appearances of other parties
15 and their attorneys of record; with the Court having considered all the papers and pleadings on
16 file herein, and the oral argument of counsel and testimony at the hearing for and against the
17 relief requested; with the Court incorporating its oral findings and conclusions of law pursuant
18 to Fed. R. Bankr. P. 7052; and with good cause appearing;

19 IT IS HEREBY ORDERED that the Motion, as amended orally on the record at the
20 time of the hearing is GRANTED, and more specifically:

21 a. Gas Hole, LLC, a Nevada limited liability company, or nominee, was the
22 successful high bidder of the Group #3 and #4(b) assets (collectively "Assets"), for a total
23 gross cash purchase price of Two Hundred Thousand Dollars (\$200,000). Debtors are
24 authorized to sell the Group #3 and #4(b) assets to Gas Hole, LLC, or nominee ("Buyer"),
25 free and clear of all liens, claims and encumbrances pursuant to 11 U.S.C. §§363(b) and
26 (f).

27
28 ¹ The hearing was originally scheduled and noticed for 10:00 a.m., but continued by the Court to 11:00 a.m. on the morning of July 28, 2017.

1 b. The Group #3 Assets to be sold to Buyer are more specifically described as
2 follows: Certain office equipment, including all computer equipment and communication
3 systems, equipment and software, including miscellaneous computer tablets, computer
4 monitors, filing cabinets, cubicles, appliances, headsets, dishware, office décor, chairs,
5 telephones, office supplies, kiosks, desks, and other office equipment; Intangibles and
6 intellectual property consisting of origination/pricing logic and algorithms for approval
7 and pricing and customized applications and lease agreements for all eight (8) Debtor
8 Entities; trademarks for Bristlecone, SPV, BoonFi, Medly, Barkify, and I Do; for
9 Bristlecone, SPV, BoonFi, Medly, Barkify, and I Do, the Internet domain names including
10 all domain names owned by Bristlecone except for those specifically listed in Group #2
11 Assets; for all eight (8) Debtor Entities, the Google accounts, websites including all
12 website historical data and logs, and website infrastructure, custom built Salesforce
13 infrastructure, custom built Tableau dashboards and workbooks, product development
14 records and historical data (including but not limited to those located in or utilizing
15 Youtrack, Wrike, Asana, Slack, and other first or third party software or applications),
16 custom built communication templates (including but not limited to all email templates,
17 all Mailchimp templates, all Mandrill templates, letter and other form documents, all
18 training materials, all marketing materials, all promotional offer templates, and other
19 communication templates designed to communicate to a consumer, retailer, third-party
20 vendor, strategic partner, or employee/independent contractor), marketing source
21 materials and data (including but not limited to website content from the websites of all
22 eight (8) Debtor Entities, marketing materials and contacts and lists from Constant
23 Contact, and all other materials and data used to develop marketing materials), retailer
24 historical data (including but not limited to all retailer communication records and
25 historical data, historical data collected on all present and former retailers for all eight (8)
26 Debtor Entities, business contact lists for all eight (8) Debtor Entities, Google analytics
27 historical data for all eight (8) Debtor Entities, 8x8 fax number and stored data, all
28 recorded phone calls with retailers for all eight (8) Debtor Entities, and all other retailer

1 historical data developed or kept for any or all of the eight (8) Debtor Entities), employee
2 communication history and data (including but not limited to communications via Slack,
3 all data stored on tablets and/or computers, employee/independent contractor files, and all
4 other history and data of communications between Bristlecone employees/independent
5 contractors, and history and data of communications between Bristlecone
6 employees/independent contractors and third party vendors servicing or acting on behalf
7 of as agents for Bristlecone or any of the eight (8) Debtor Entities), legal/compliance
8 records and data (including but not limited to policies and procedures, merchant/retailer
9 agreements, employee handbooks and training materials, employee/independent
10 contractor files, third party vendor handbooks and training materials, legal research, legal
11 memos, legal opinions, and any other legal or compliance records and data developed or
12 maintained by Bristlecone or any of the eight (8) Debtor Entities), custom built software
13 platform (including but not limited to software platforms for underwriting, decision
14 making, customer management, lease management, customer/retailer communication,
15 application program interface, general contract management, retailer training, permissions
16 management, state-specific compliance, payment processing, funding management,
17 customer relationship management integration, accounting integration, credit bureau
18 integrations, fraud detection/management, deployment/continuous integration
19 management, electronic signature management/integration, pet warranty management,
20 FAQ management, authentication management, and all other customer built software
21 platforms), custom built Alteryx workflows, custom built software tools (including but
22 not limited to phone call archiver, investor website, tablet power manager, standalone
23 application program interface architecture, buyout calculator website, and all other custom
24 built software tools), customized webpages, cost and terms software; miscellaneous
25 goodwill; the medical/hearing aid and bridal industry relationships (point of sale/strategic
26 relationships), including but not limited to the relationships with GetFinancing, AllWell,
27 MedCentric, Epic, and an auto industry point of sale and strategic relationship with Repair
28 Pal; Barkify.Dog trademark, intellectual property, Internet domain name, website

1 infrastructure and historical data, POP materials, advertising materials, and marketing
2 materials; and all the Confidentiality, Invention Assignment, Non-Solicitation, and Non-
3 Competition Agreements for all existing and former Bristlecone employees and
4 independent contractors.

5 c. The Group #4(b) Assets to be sold to Buyer are more specifically described as
6 follows: All customer personally identifiable information and historical data (including
7 but not limited to all customer application historical data, all customer lease agreement
8 historical data, all customer communication records and historical data, all recorded phone
9 calls with customers, all customer payment histories, all customer credit information, and
10 all other customer personally identifiable information, historical data or non-personally
11 identifiable customer information developed or kept for BoonFi, LLC, Medly LLC and I
12 Do Lending, LLC. Notwithstanding the foregoing, unless anonymized prior to transfer to
13 the Buyer, the Group 4 Assets to be sold and transferred to Buyer do not include files and
14 records, whether electronic or recorded, for consumers where the closed-end consumer
15 lease between the relevant Debtor and the consumer was completed more than two years
16 prior to April 18, 2017 (the "Non-Transferable Consumer Files"). The Debtors shall file
17 a certification with the Bankruptcy Court within ten (10) business days of the closing of
18 the sale representing that the Non-Transferable Consumer Files were anonymized or
19 deleted and that the Non-Transferable Consumer Files were not transferred to Buyer.

20 d. The \$200,000 purchase price for the Debtors' Assets shall be deposited by the
21 Debtors in a new, segregated Debtor-in-Possession bank account, with no distributions to
22 be made therefrom by the Debtors, and all sale proceeds shall be turned over to any
23 subsequently appointed Chapter 7 Trustee.

24 e. The Debtors and Buyer shall follow the recommendations set forth in the Report
25 of the Consumer Privacy Ombudsman (Docket No. 189).

26 f. The Buyer shall become the successor-in-interest to the Debtors' privacy policies
27 that were in effect on the Petition Date.

28

1 IT IS FURTHER ORDERED that The Buyer is deemed a good faith purchaser and is
2 protected by the "safe harbor" provisions contained in 11 U.S.C § 363(m).

3 IT IS FINALLY ORDERED that the 14 day stay provisions of FRBP 6004(h) are hereby
4 waived so that closing of the sale may occur as set forth in the Motion or as mutually agreed upon
5 by the Debtors and Buyer.

6
7 SUBMITTED this 4th day of August, 2017.

8 STEPHEN R. HARRIS, ESQ.
9 HARRIS LAW PRACTICE LLC

10 */s/ Stephen R. Harris*

11 _____
Attorneys for Debtors

12 Approved this 4th day of August, 2017.

13 Amy N. Tirre, Esq.,
14 Law Offices of Amy N. Tirre, APC
15 -and-
16 Valerie A. Hamilton, Esq.
Sills Cummis & Gross, P.C.

17
18 */s/ Amy N. Tirre*

19 _____
Attorneys for FRS BC, LLC and
20 Westminster National Capital Co., LLC

21 Approved this 3rd day of August, 2017.

22 William D. Cope, Esq.,
23 William D. Cope, LLC

24 */s/ William D. Cope*

25 _____
26 Attorneys for Nextep Funding, LLC and
27 NexHill Finance, LLC

Approved this 3rd day of August, 2017.

William B. Cossitt, Esq.
Office of the U.S. Trustee

18 */s/ William B. Cossitt*

20 _____
Attorney for Tracy Hope Davis
United States Trustee

21 Approved this 3rd day of August, 2017.

22 Elise S. Frejka, CIPP/US
23 Frejka PLLC

24 */s/ Elise S. Frejka*

25 _____
26 Consumer Privacy Ombudsman

CERTIFICATION RE: RULE 9021

In accordance with Local Rule 9021, counsel submitting this document certifies that the order accurately reflects the court's ruling and that (check one):

_____ The court has waived the requirement set forth in LR 9021(b)(1).

_____ No party appeared at the hearing or filed an objection to the motion.

 x I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document]:

Amy N. Tirre, Esq. Approved
Valerie A. Hamilton, Esq.
Attorneys for secured creditors
FRS BC, LLC and
Westminster National Capital Co., LLC

William B. Cossitt, Esq. Approved
Office of the U S Trustee

William D. Cope, Esq. Approved
Attorney for Nextep Finance, LLC and
Nextep Funding, LLC

Elise S. Frejka, CIPP/US Approved
Consumer Privacy Ombudsman

_____ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objected to the form or content of the order.

Dated this 4th day of August, 2017.

HARRIS LAW PRACTICE LLC

/s/ Stephen R. Harris

By: STEPHEN R. HARRIS, ESQ.

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