

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
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ETAS ID: TM477650

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Stemtech International, Inc.		05/07/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	RBCD International, LLC		
Street Address:	8 The Green		
Internal Address:	Suite A		
City:	Dover		
State/Country:	DELAWARE		
Postal Code:	19901		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	4286564	STEMRELEASE	
Registration Number:	3589010	STEMTECH	
Registration Number:	4084246	DERMASTEM	
Registration Number:	3706469	STEMSPORT	
Registration Number:	3883355	MIGRASTEM	
Registration Number:	3532292	STEMFLO	
Registration Number:	3382591	STEMEQUINE	
Registration Number:	3382590	STEMPETS	
CORRESPONDENCE DATA			
Fax Number:	9543436964		
<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:	9543436963		
Email:	ellen.gilmore@gmlaw.com		
Correspondent Name:	Ellen Gilmore		
Address Line 1:	200 E. Broward Boulevard		
Address Line 2:	Suite 1800		
Address Line 4:	Dort Lauderdale, FLORIDA 33301		
NAME OF SUBMITTER:	Ellen Gilmore, Esq		

OP \$215.00 4286564

SIGNATURE:	/ellengilmore/
DATE SIGNED:	06/12/2018
Total Attachments: 6 source=Bankruptcy Order#page1.tif source=Bankruptcy Order#page2.tif source=Bankruptcy Order#page3.tif source=Bankruptcy Order#page4.tif source=Bankruptcy Order#page5.tif source=Bankruptcy Order#page6.tif	



ORDERED in the Southern District of Florida on May 7, 2018.

A handwritten signature in black ink, appearing to read "Raymond B. Ray". The signature is written in a cursive, flowing style.

Raymond B. Ray, Judge
United States Bankruptcy Court

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION**

CASE NO. 17-11380-RBR
CHAPTER 7

STEMTECH INTERNATIONAL, INC.,

Debtor.

**ORDER GRANTING TRUSTEE'S RENEWED EXPEDITED MOTION TO SELL
SUBSTANTIALLY ALL ASSETS OF THE DEBTOR
SUBJECT TO ALL LIENS, CLAIMS, AND ENCUMBRANCES [ECF 308]**

THIS CAUSE came on for hearing on April 25, 2018 at 10:00 a.m. in Fort Lauderdale upon the Trustee's, LES S. OSBORNE, Renewed Expedited Motion to Sell Substantially All Assets of the Debtor Subject to All Liens, Claims, and Encumbrances (the "Sale Motion") (ECF 308), and the Court having considered the Sale Motion, heard argument of counsel, and for the reasons stated on the record, it is:

ORDERED and ADJUDGED as follows:

1. The Sale Motion is granted and the Trustee is authorized to sell the estate's right title and interest in the following assets of the Debtor, "as is, where is" with no representations or warranties, to RBCD International, LLC, the designee of Crest Ventures, LLC, a Delaware limited liability company:

a. The Debtor's equity interests in its direct subsidiaries, a copy of the list of subsidiaries is attached as Exhibit "A" to this Order; and

b. Intellectual property, including all patents, trademarks, copyrights, phone numbers, websites (including www.stemtech.com), trade names, and similar intellectual property rights and assets, both foreign and domestic.

2. If the Debtor is a party to any unexpired leases, then those unexpired leases are hereby rejected as of April 30, 2018. The Trustee shall promptly file a Notice of Abandonment of any leased premises. The Purchaser shall have the right to negotiate and execute a new lease with any counterparty to an unexpired lease. Nothing in this Order shall be interpreted as requiring any counterparty to an unexpired lease to enter into a new lease.

3. The purchase price shall be cash in the amount of \$400,000.00 plus the assumption (or satisfaction) of Opus Bank's claims, as set forth in the Sale Motion, which are valued in excess of \$3,350,000.00. Specifically, the Opus Bank claimholder shall not enforce a lien against the estate; seek a general unsecured claim against the estate; or assert any super priority administrative expense claim that it may have. Opus Bank waives any and all claims against the estate provided the Purchaser is the buyer. Claims #24 and #25 filed by Opus Bank are stricken without prejudice to Opus Bank pursuing its interest in the collateral outside the bankruptcy forum. Any and all claims the estate may have against Opus Bank are hereby released.

4. Ray C. Carter and Kasey Carter hereby waive any and all claims against the estate, including the lien identified in the Sale Motion.

5. The Purchaser has already deposited the sum of \$250,000.00 into the Trust Account of its counsel, Carl H. Linder, Esquire at Greenspoon, Marder. Within 5 days after entry of this Order: (1) the remaining \$150,000.00 shall be paid to the Trustee in cleared funds payable to "Leslie S. Osborne, Chapter 7 Trustee" at the following address: 1300 North Federal Highway, Suite 203, Boca Raton, FL 33432, and (2) Carl H. Linder shall also deliver the \$250,000.00 escrowed funds to the Trustee upon entry of this Order.

6. Said sale is subject to all liens, claims and encumbrances. The Trustee makes no representations as to the nature, extent and validity of any liens, claims or encumbrances. For clarification purposes, the liens, claims and encumbrances referred to include any unknown liens, claims or encumbrances that may exist as to the subsidiary entities. Notwithstanding anything to the contrary in this Order, holders of administrative expenses and pre-petition unsecured claims shall look to the estate for payment, and the Purchaser shall not be liable for these claims.

7. To the extent a lien still exists in favor of First Insurance Funding, that lien is not being released, and the sale is subject to that lien.

8. The Trustee is not selling the following assets (this paragraph is for informational purposes only and is not intended to limit any other claims the estate may possess or prosecute):

a. Bank accounts;

b. Any claims or actions against any officer, director or shareholder, including, without limitation, any party covered under the Debtor's directors and officers liability insurance;

- c. Any claims the estate may have against Ray C. Carter;
- d. Any Avoidance Actions (as defined in ECF 192) that the estate may have; and
- e. The original books and records of the Debtor and its subsidiaries.

9. The Trustee shall retain all of the original books and records of the Debtor. The Purchaser shall be permanently licensed to use the Debtor's and its subsidiaries' books and records and shall have unlimited access to the Debtor's and its subsidiaries' financial books and records, other than attorney-client privileged documents. The Trustee shall not sell the books and records, give them to a competitor, or place any portion of them in the public domain, other than as is necessary to prosecute any avoidance actions or pursuant to subpoena and court order. In the event of a subpoena to the Trustee, the Trustee will notify the Purchaser by contacting attorney, Shirley Palumbo, to allow Purchaser the opportunity to object to any subpoena.

10. To the extent there are any remaining cash collateral carve-outs pursuant to ECF 192, these carve-outs shall attach to the proceeds of the sale and the assets shall be free and clear of any carve-out.

11. The Purchaser shall not be deemed to be a successor of the Debtor under any circumstances (the Purchaser has expressly disclaimed any such liability), and the Purchaser shall have no successor or vicarious liabilities of any kind with respect to the assets purchased.

12. The sale has been undertaken by the Trustee and the Purchaser at arms' length, without collusion, and the Purchaser is acquiring the assets in good faith under § 363(m) of the Bankruptcy Code and shall be entitled to all of the protections in accordance therewith.

13. The offer made by the Purchaser for the assets is fair and reasonable, and the Trustee and Purchaser have not engaged in any conduct that would cause or permit the sale to be avoided under § 363(n) of the Bankruptcy Code or otherwise.

14. The purchase price to be paid by the Purchaser to the Trustee for the assets (1) is fair and reasonable, (2) is the highest and best offer for the assets, and (3) constitutes reasonably equivalent value and fair consideration.

15. The Court finds that due and proper notice of the Sale Motion and the hearing thereon was provided to, among others, the U.S. Trustee, Purchaser's counsel, Opus Bank, and all creditors entitled to receive notice in this case.

16. There were no objections filed to the sale motion. Any party who did not file an objection is deemed to have waived that objection. Any unfiled objections shall not constitute a basis for: (1) interfering with or preventing the prompt closing of the sale, or (2) affecting title to the assets sold to the Purchaser.

17. The Court finds that time is of the essence in consummating the sale. The sale shall take place immediately and neither this Order nor the actions authorized or directed to be taken pursuant to this Order shall be stayed pursuant to Federal Rule of Bankruptcy Procedure 6004(a) or 7016.

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Submitted by:
Leslie S. Osborne, Esquire
Counsel for Trustee
RAPPAPORT OSBORNE & RAPPAPORT, PLLC
1300 N. Federal Highway, Suite 203
Boca Raton, FL 33432
Telephone: (561) 368-2200
Facsimile: (561) 338-0350

Leslie S. Osborne shall serve copies of this Order to all parties in interest and file a Certificate of Service with the Court.

Stemtech International, Inc.

Schedule of Direct Subsidiaries

Response: Schedule B-15

Stemtech HealthSciences, Inc.
Stemtech HealthSciences Corp.
Stemtech Canada, Inc.
Stemtech Puerto Rico
Stemtech Jamaica
Stemtech Trinidad and Tobago, Ltd.
Stemtech Africa Pty, Ltd.
Stemtech Distribution Namibia Pty, Ltd.
Stemtech Ghana, Ltd.
Stemtech Intl East Africa, Ltd.
Stemtech Intl Ivory Coast Branch
Stemtech Togo SARL
Stemtech Health Nigeria, Ltd.
Stemtech Europe BV
Stemtech New Zealand, Ltd.
Stemtech Hong Kong, Ltd.
Stemtech Korea
Stemtech Singapore PTE
PT Stemtech Indonesia
Stemtech Thailand Co., Ltd.
Stemtech Malaysia Holding Sdn Bhd
Stemtech Taiwan Holding, Inc.
Stemtech Japan Holding, Inc.
Stemtech Philippines, Inc.
Stemtech Services SARL de CV
Stemtech HealthSciences SdeRL de CV
Technologica De Ren Celular SA
Stemtech Colombia, Ltda,
Stemtech Do Brasil Comercio de Productos
Stemtech Dominican Republic SRL.

EXHIBIT "A"