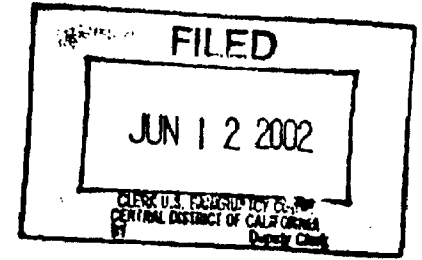


ORIGINAL

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10 Chapter 7 Trustee



11 **UNITED STATES BANKRUPTCY COURT**
12 **CENTRAL DISTRICT OF CALIFORNIA**
13 **LOS ANGELES DIVISION**

14 In re
15 DR.KOOP.COM, INC.,
16 a Delaware corporation,
17
18 Debtor.

Bk. No.: LA 01-47426-TD

Chapter 7

(Jointly Administered with Case
No.: LA 01-47437-TD)

19 In re
20 DR. KOOP LIFECARE, INC.,
21 a Delaware corporation,
22
23 Debtor.

**ORDER AUTHORIZING SALE OF
ASSETS OF THE ESTATE FREE AND
CLEAR OF LIENS AND ENCUMBRANCES**

Date: June 12, 2002
Time: 11:00 a.m.
Place: Courtroom "1345"
255 East Temple Street
Los Angeles, CA 90012

Affects Both Debtors
 Affects only DR.KOOP.COM, INC.
 Affects only DR. KOOP LIFECARE, INC.

24 On the above date and time, the Chapter 7 Trustee's
25 Motion for Order Authorizing Sale of Assets of the Estate Free
26 And Clear of Liens and Encumbrances (the "Motion"), filed by
27 Edward M. Wolkowitz, the duly-appointed, acting, and qualified
28 chapter 7 trustee for the bankruptcy estate of drkoop.com., Inc.,
the debtor herein (the "Debtor"), was heard by the Honorable

1 Thomas B. Donovan, United States Bankruptcy Judge. Douglas D.
2 Kappler of Robinson, Diamant & Wolkowitz, A Professional
3 Corporation, appeared on behalf of the Trustee. All other
4 appearances are as noted on the record.

5 The Court, having read and considered the Motion and
6 all responses thereto, having heard and considered the arguments
7 of counsel, having found that notice and service of the Motion
8 was proper and appropriate under the circumstances, and good
9 cause appearing therefor,

10 IT IS HEREBY ORDERED THAT:

11 1. The Motion is granted.

12 2. The Trustee is authorized to sell and transfer the
13 Debtor's right, title, and interest in and to substantially all
14 tangible and intangible assets owned by the Debtor used in
15 connection with operation of the websites known as drkoop.com and
16 drDrew.com and more fully described on Exhibit "1" attached
17 hereto (the "Assets"), free and clear of liens and encumbrances,
18 to Vitacost Holdings, Inc. ("Vitacost" or "Buyer") for the sum of
19 \$300,000.00 cash.

20 3. The Asset Purchase Agreement entered into between
21 the Trustee and Vitacost is approved.

22 4. The Buyer is a good faith purchaser as that term
23 is defined in 11 U.S.C. § 363(m).

24 5. The Trustee is authorized to execute any and all
25 additional documents necessary to effectuate the sale of the
26 Assets to Vitacost.

27 ///

28 ///

1 6. Notice of the Motion was adequate under the
2 circumstances and pursuant to 11 U.S.C. § 102.

3
4 DATED: 6/12/02

5 
6 THE HONORABLE THOMAS B. DONOVAN
7 United States Bankruptcy Judge

8
9 PRESENTED BY:

10 ROBINSON, DIAMANT & WOLKOWITZ
11 A Professional Corporation

12 By: 

DOUGLAS D. KAPPLER

13 Attorneys for Edward M. Wolkowitz
14 Chapter 7 Trustee

Exhibits

SCHEDULE 1

1. All domain names presently owned by or registered in the name of the Debtor including:

drkoop.com	drkoop.org
drdrew.com	ebenefitsgroup.net
ebenefitsgroup.com;	ebenefitsgroup.org
ebenefitgroup.net	ebenefitgroup.org
travelsmarte.com	mytravelsmarte.com
benefitinternet.com	benefitinternet.org
benefitinternet.net	atschoolcafe.com
atschoolcafe.net	atschoolcafe.org
bigbenefit.com	bigbenefit.net
atplaycafe.org	atplaycafe.net
atplaycafe.com;	drugchecker.com
umm.drkoop.com	gbmc.drkoop.com
ihc.drkoop.com	inova.drkoop.com
mhd.drkoop.com	phs.drkoop.com
pinnaclehealthcare.drkoop.com	promina.drkoop.com
riverside.drkoop.com	ssmok.drkoop.com
STJOSEPHS-CANDLER.drkoop.com	tmh.drkoop.com
virtua.drkoop;	wfumbc.drkoop.com
covenanthealth.drkoop.com	baptisthealth.drkoop.com
memorialcare.drkoop.com	healthology.drkoop.com
clubs.drkoop.com	health.aol.drkoop.com
ads.drkoop.com	dev.drkoop.com
forums.drkoop.com	chat.drkoop.com
kchat.drkoop.com	de.drkoop.com
drugchecker.drkoop.com	go.drkoop.com

2. All trademark registrations and applications of the Debtor including, but not limited to the following marks: DRKOOP.COM (#2,368,069); DRKOOP'S COMMUNITY PARTNER PROGRAM (#2,439,962), DRUG CHECKER(2) and the following applications: YOUR TRUSTED HEALTH NETWORK.
3. E-mail addresses for all drkoop.com registered users (estimated at 1,576,436) and drkoop.com newsletter recipients (estimated at 799,358) subject to opt-out procedures set forth in the Privacy Settlement.
4. E-mail addresses for all drdrew.com registered users (estimated at 659,283) and drdrew.com newsletter recipients (estimated at 480,038) subject to opt-out procedures set forth in the Privacy Settlement.
5. All software, software codes, software programs and discs containing software or related information in the possession or control of the Seller, including all user lists.

6. All computer servers and hardware used to run drkoop.com and drdrew.com, including the following software platform and system features:

MS Site Server	Site Assure	Veritas Netbackup
Dundas Software	Winzip	Wts_ftp
Evrsoft	Crt 3.2	PC Anywhere
Hyena 2.0	Global Scape	SQL 7.0
Win NT 4.0	Eshare	Retrospect 5.0
NA Netshield	Acrobat Reader 5.0	Web Board 5.0
Coffee cup Free HTML	Ektron : ewebedit pro 2.0	Q logic management suite
Netscape Server suite		

7. Copies of all books and records of the Debtor related to ownership and management of drkoop.com and drdrew.com and any related websites.

8. Copies of all contracts and leases of the Debtor related to ownership and management of drkoop.com and drdrew.com and any related websites.

9. All Debtor owned content presently appearing on any of the Debtor's websites, *provided the name "C. Everett Koop, M.D.," or variance thereof, not including the URL "Dr. Koop.com" or variances thereof, and the likeness of C. Everett Koop, M.D., will be removed from the website.*

ZBQ

NOTE TO USERS OF THIS FORM:
Physically attach this form as the last page of the proposed Order or Judgement.
Do not file this form as a separate document.

In re DR.KOOP.COM, INC., Debtor.	CHAPTER <u>7</u> CASE NUMBER: LA 01-47426-TD LA 01-47437-TD
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**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**

TO ALL PARTIES IN INTEREST ON THE ATTACHED SERVICE LIST:

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(a)(iv), that a judgment or order entitled
(specify): **ORDER AUTHORIZING SALE OF ASSETS OF THE ESTATE FREE AND CLEAR OF
LIENS AND ENCUMBRANCES**

was entered on (specify date): 6/12/02

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and
entities on the attached service list on (specify date): 6/12/02

DATED: 6/12/02

JON D. CERETTO
Clerk of the United States Bankruptcy Court

By: 
Deputy Clerk

SERVICE LIST

1
2
3 United States Trustee Counsel for Heller Financial
Office of the United States Edward Mendoza, Esq.
Trustee Luce, Forward, Hamilton
4 221 No. Figueroa St., #800 & Scripps
Los Angeles, CA 90012 777 So. Figueroa St., 36th Floor
5
6 Debtor Janice Skinner
DRKOOP.COM.INC. 19410 Helen
225 Arizona Avenue, Suite 250 Detroit, MI 48234
7 Santa Monica, CA 90401-1245
8 Debtor's Counsel MC Alwood
Charles W. Hikanson, Esq. 600 E. Oakridge
9 Sonnenschein Nath & Rosenthal Ferndale, MI 48220
601 S. Figueroa Street, #1500
10 Los Angeles, CA 90017
11 Chapter 7 Trustee Hal F. Morris, Esq.
Edward M. Wolkowitz, Esq. Texas Attorney General's Office
12 1888 Century Park East, #1500 P.O. Box 12548, MC-008
Los Angeles, CA 90067 Austin, TX 78711-2548
13 Request for Special Notice Flora A. Fearon, Esq.
Texas Attorney General's Office
14 Counsel for Chapin Medical P.O. Box 12548, MC-008
Company Austin, TX 78711-2548
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Bradley D. Blakeley, Esq. Conf Center
16 Blakeley & Blakeley Mark S. Demorest
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20 Los Angeles, CA 90071
21 Attorneys for Dr. Drew Pinsky Belz Enterprises
and Dr. Drew Pinsky, Inc. c/o Russell Savory
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Katten Muchin Zavis Memphis, TN 38103
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Associates Los Angeles, CA 90025
25 Gail B. Cooperman, Esq. Dr. Drew Pinsky
Sills Cummis Radin Tischman Drew Pinsky Inc.
26 Epstein & Gross c/o Lapides Entertainment
One Riverfront Plaza 345 N. Maples Drive
27 Newark, New Jersey 07102-5400 Beverly Hills, CA 90210
28 Dr. Drew
1849 Sawtele Boulevard, #543
Los Angeles, CA 90025

TRADEMARK