

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT6068788

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|---|-----------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | BILL OF SALE |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| RFSPOT, INC. | 07/11/2017 |
| RECEIVING PARTY DATA | |
| Name: | SUITABLE TECHNOLOGIES, INC. |
| Street Address: | 921 E. CHARLESTON RD. |
| City: | PALO ALTO |
| State/Country: | CALIFORNIA |
| Postal Code: | 94303 |
| PROPERTY NUMBERS Total: 3 | |
| Property Type | Number |
| Patent Number: | 8781495 |
| Patent Number: | 8977287 |
| Patent Number: | 9008685 |
| CORRESPONDENCE DATA | |
| Fax Number: | (408)773-6177 |
| <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: | 866-877-4883 |
| Email: | patents@ascendalaw.com |
| Correspondent Name: | ASCENDA LAW GROUP |
| Address Line 1: | 333 W. SAN CARLOS ST. |
| Address Line 2: | SUITE 200 |
| Address Line 4: | SAN JOSE, CALIFORNIA 95110 |
| ATTORNEY DOCKET NUMBER: | 5459-GEN |
| NAME OF SUBMITTER: | TAREK N. FAHMI |
| SIGNATURE: | /Tarek N. Fahmi/ |
| DATE SIGNED: | 04/20/2020 |
| Total Attachments: 7 | |
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| source=EXE Bill of Sale with Ex A and B[1]#page2.tif | |
| source=EXE Bill of Sale with Ex A and B[1]#page3.tif | |

source=EXE Bill of Sale with Ex A and B[1]#page4.tif


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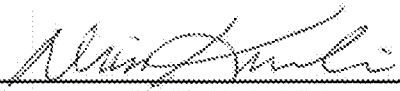
source=EXE Bill of Sale with Ex A and B[1]#page6.tif

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BILL OF SALE

For value received and pursuant of the authority granted her in the Order Authorizing Sale of Certain Personal Property and Intellectual Property Assets (Dkt. No. 25 in the Case) of the Court in the Case as defined hereinafter, Doris Kaelin, as chapter 7 trustee (the "Trustee") of RFSpot, Inc., the debtor (the "Debtor") in *In re RFSpot, Inc.*, United States Bankruptcy Court, Northern District of California (the "Court"), Case No. 16-53325 SLJ (the "Case"), hereby conveys, transfers and assigns all of the Debtor's right, title and interest in and to Assets as described in the Notice of Trustee's Intent to Sell Certain Personal Property and Intellectual Property Assets, Subject to Overbid; and Opportunity for Hearing (Dkt. No. 16 in the Case), a true a correct copy of which is attached hereto as Exhibit A, including, among other items, without limitation, the intellectual property listed on Exhibit B hereto. The Trustee makes no representation or warranty except as to her right and authority as trustee to enter into this Bill of Sale and to transfer any and all of any of the Debtor's right, title and interest in and to the Assets.

Dated:  July 11, 2017


DORIS KAELIN
Chapter 7 Trustee of RFSpot, Inc.,
United States Bankruptcy Court
Northern District of California
Case No. 16-53325 SLJ

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

EXHIBIT A

In re

RFSPOT, INC.,

Debtor.

Case No. 16-53325 SLJ
Chapter 7
Hon. Stephen L. Johnson

**NOTICE OF TRUSTEE'S INTENT TO SELL CERTAIN
PERSONAL PROPERTY AND INTELLECTUAL
PROPERTY ASSETS, SUBJECT TO OVERBID; AND
OPPORTUNITY FOR HEARING**

[No Hearing Required Unless Requested]

TO CREDITORS AND PARTIES IN INTEREST AND THE OFFICE OF THE UNITED STATES TRUSTEE:

PLEASE TAKE NOTICE that Doris Kaelin, the duly appointed and acting Chapter 7 Trustee ("Trustee") of the bankruptcy estate of RFSPOT, Inc. ("Debtor") hereby moves the Court for an order authorizing her to sell all of the bankruptcy estate's right, title and interest in certain personal property and intellectual property assets described below ("Assets") to Bossa Nova Robotics Inc. or its assigns ("Buyer") for \$10,000; subject to overbid. The terms of the sale of the Assets are described below. In the event that there is an overbid, the overbid auction will occur on **June 5, 2017**, commencing at **1:00 p.m.**

Background

The Debtor filed a voluntary petition under Chapter 7 of the Bankruptcy Code on November 23, 2016 ("Petition Date"). Soon thereafter, the Trustee was appointed to administer the Debtor's case. The Debtor was a robotic software business. Trustee has contacted persons identified by the Debtor as those who might have interest in making a bid. These efforts resulted in Buyer's offer.

Description of the Assets

The Assets are comprised of the following: (1) all personal property located at the Mountain View storage facility (the "Storage Facility"), described by the Debtor to include an RFID scanning RFID machine, a barcode scanning machine, two workbenches, three Ikea tables, four Home Depot plastic shelves, one HP jet printer, four Costco desk chairs, a small camera unit, and four lights; and (2) Debtor's patents and source code. The patents scheduled by the Debtor are the following: Patent-US 8,977,287, Patent-US 8,781,495, Patent US 8,666,432, and Patent-US 9,008,685. The Debtor indicates the source code is stored on a cloud based repository.

Purchase Offer; Additional Terms of Sale

The Trustee has accepted an offer of \$10,000 from the Buyer for all of the estate's right, title and interest in and to the Assets, subject to overbid and Court approval. The Buyer has delivered to the Trustee the purchase price of \$10,000. The sale of the Assets is subject to Bankruptcy Court approval and subject to higher and better bids.

Buyer is responsible for all costs associated with the transfer of the Assets. The fees for the Storage Facility are paid through June 30, 2017; it will be Buyer's responsibility to remove the Assets by that date or pay for further storage costs.

The sale is expressly subject to approval of the U.S. Bankruptcy Court for the Northern District of California, San Jose Division. The sale of the Assets is on an "as-is, where-is, with-all-faults" basis. The Trustee disclaims any representations or warranties express or implied in connection with the sale.

The Trustee requests that the order approving the sale of the Assets provide, "This order is effective upon entry and the stay otherwise imposed by Rule 62(a) of the Federal Rules of Civil Procedure and/or Bankruptcy Rule 6004(h) shall not apply."

Overbid Terms

The sale of the Assets are subject to overbid on the following conditions:

1. The first overbid must be in an amount of at least \$11,000 (\$1,000 over the Buyer's offer);
2. Further bids will be in increments of not less than \$500;
3. Bids must not contain any loan contingencies, inspection contingencies, or other contingencies;
4. Except as otherwise negotiated in advance with the Trustee, all of the terms and conditions of the sale, other than the purchase price, shall apply;
5. Each bidder must provide payment of \$11,000 ("Overbid"), payable to "The Estate of RFSPOT, Inc.," which Overbid must be a cashier's check, certified check, or other funds satisfactory to the Trustee, so that it is received by not later than **June 2, 2017**, along with a written agreement to be bound by the terms set forth herein. The Overbid shall be delivered to Doris A. Kaelin, Trustee, P.O. Box 1582, Santa Cruz, CA 95061. Overbids will be returned to unsuccessful bidders, other than a back-up offer, upon conclusion of the auction. In the event the Trustee receives an overbid, the overbid auction will occur

via telephone on June 5, 2017, commencing at 1:00 p.m. PDT. In the event a qualified overbid is made, the Buyer will be notified by phone or email by the Trustee. Qualified bidders, including the Buyer, must provide their phone contact information to Trustee by 12:00 noon, PDT, June 2, 2017. The successful bidder will be required to remit the balance owing on its winning bid to the Trustee promptly following the conclusion of the auction;

6. All disputes with regard to the sale or auction will be resolved by the U.S. Bankruptcy Court;

7. The Trustee may accept a backup offer at the auction; and

8. The Trustee reserves the right, in her sole and absolute discretion, to refuse bids that do not, in her sole opinion, conform with the terms of the sale, to modify the terms and conditions of the sale or auction, or to continue the sale from time to time without notice. The Trustee, in her sole discretion, will determine the highest and best bid.

Closing

Upon entry of an Order by the Bankruptcy Court approving the sale, and Trustee's receipt of the purchase price, Trustee will deliver to Buyer the access code and key to the Storage Facility and the access information for the repository storing the source code as provided by the Debtor. The Trustee will request that the Court authorize her to sign all documents reasonably requested by the buyer (and prepared by buyer at its sole expense) to effectuate transfer of the Assets consistent with the terms described in this Notice.

Objections or Requests for Hearing

PLEASE TAKE FURTHER NOTICE THAT Local Rule 9014-1 of the United States Bankruptcy Court for the Northern District of California prescribes the procedures to be followed with respect to any objection to the proposed sale or any request for hearing thereon.

Any objection to the requested relief, or a request for hearing on the matter, must be filed and served upon the initiating party within 21 days of mailing the notice;

Any objection or request for a hearing must be accompanied by any declarations or memoranda of law any requesting party wishes to present in support of its position;

If there is no timely objection to the requested relief or a request for hearing, the court may enter an order granting the relief by default; and

In the event of a timely objection or request for hearing, the initiating party will give at least seven days written notice of the hearing to the objecting or requesting party, and to any trustee or committee appointed in the case.

PLEASE TAKE FURTHER NOTICE THAT as of January 1, 2005, the United States Bankruptcy Court for the Northern District of California has adopted mandatory electronic filing. If you are not currently qualified to file papers with the Court electronically, you should consult the Court's website (www.canb.uscourts.gov).

Date: May 15, 2017

/s/ Doris A. Kaelin

Doris A. Kaelin, Chapter 7 Trustee

Doris A. Kaelin
Bankruptcy Trustee
P.O. Box 1582
Santa Cruz, CA 95061
Phone: (831) 600-8093
Email: dktrustee@gmail.com

EXHIBIT B

| Assignee | Title | Application No.: | Filing Date: | Publication No. | Publication Date: | Patent No. | Issue Date |
|---|---|------------------|--------------|-----------------|-------------------|------------|------------|
| RF Spot Inc. | METHOD AND SYSTEM FOR SEMI-AUTOMATED VENUE MONITORING | 14615675 | 2/6/2015 | 20150220790 | 8/6/2015 | | |
| RF Spot Inc. | METHOD AND SYSTEM FOR REMOTE HUMAN MICRO-INTERACTIONS | 14919019 | 10/21/2015 | 20160112672 | 4/21/2016 | | |
| RF Spot Inc. | METHOD AND SYSTEM FOR SEMI-AUTOMATED VENUE MONITORING | 14615649 | 2/6/2015 | 20150220783 | 8/6/2015 | | |
| RF Spot Inc. | METHOD AND SYSTEM FOR SEMI-AUTOMATED VENUE MONITORING | 14615706 | 2/6/2015 | 20150220785 | 8/6/2015 | | |
| RF Spot Inc. | METHOD AND SYSTEM FOR SEMI-AUTOMATED VENUE MONITORING | 14615759 | 2/6/2015 | 20150220784 | 8/6/2015 | | |
| Andrew Joseph Gold , Graham Tyler Cantlin , James Eric Greenhaw, Jr. , Tesh Testave | Method and system for indoor RF mapping | 13457218 | 4/26/2012 | | | 9008685 | 4/14/2015 |
| Andrew Joseph Gold , Graham Tyler Cantlin , James Eric Greenhaw, Jr. , Tesh Testave | Method and system for indoor RF mapping | 13457265 | 4/26/2012 | | | 8977287 | 3/10/2015 |
| Andrew Joseph Gold , Graham Tyler Cantlin , James Eric Greenhaw, Jr. , Tesh Testave | Method and system for indoor RF mapping | 13457312 | 4/26/2012 | | | 8781495 | 7/15/2014 |
| Andrew Joseph Gold , Gordon Sean Freedman | Method and system for indoor RF mapping | 13572996 | 8/13/2012 | 20130095848 | 4/18/2013 | 8666432 | 3/4/2014 |



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San Francisco, California 94111

Telephone (415) 986-5900

Facsimile (415) 986-8054

The following constitutes

the order of the court. Signed July 8, 2017

Counsel for DORIS KAEIN,
Trustee in Bankruptcy

Stephen L. Johnson
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA – SAN JOSE DIVISION

In re

RFSPOT, INC.,

Debtor.

Case No. 16-53325 SLJ

Chapter 7

**ORDER AUTHORIZING SALE OF
CERTAIN PERSONAL PROPERTY AND
INTELLECTUAL PROPERTY ASSETS**

Date: (No Hearing Required)

Judge: Stephen L. Johnson

The Court, having reviewed the Request for Entry of Order Authorizing Sale of Certain Personal Property and Intellectual Property Assets filed by Doris A. Kaelin, Trustee in Bankruptcy (“Trustee”) and the supporting declaration of counsel, and it appearing that notice of the proposed sale is adequate, and that good cause exists, it is hereby

ORDERED as follows:

1. The Motion By Trustee For Authority to Sell Certain Personal Property and Intellectual Property Assets, Subject to Overbid; and Opportunity for Hearing is granted;

2. The Trustee is authorized to sell all of the estate’s right, title and interest in the following assets to Suitable Technologies, Inc. (“Buyer”) for the total purchase price of \$20,000 (“Purchase Price”):

A. All personal property locate at the Mountain View storage facility, described by the Debtor to include an RFID scanning RFID machine, a barcode scanning

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275 Battery Street, Suite 2000
San Francisco, CA 94111

1 machine, two workbenches, three Ikea tables, four Home Depot plastic shelves, one HP jet
2 printer, four Costco desk chairs, a small camera unit, and four lights; and

3 B. Any interest of the Debtor in any patents and patent applications,
4 including any rights to revive previously abandoned patent applications, including patent
5 application nos. 14615675, 1919019, 14615649, 1615706, 14615759, and patent nos. 9008685,
6 8977287, 8781495, and 8666432; and

7 C. Debtor's source code (collectively, the "Assets").

8 3. The Trustee is authorized to make minor modifications to the sale agreement
9 including how title is to be vested to Buyer as Buyer may instruct;

10 4. In the event the Buyer does not close the sale transaction, the Trustee is
11 authorized to sell the Assets on the same terms and at the same price to an alternate purchaser
12 without a further order of the Court, with the Trustee retaining the right to negotiate minor
13 changes to the sale agreement without further Court order;

14 5. The sale of the Assets is on an "AS IS, WHERE IS, WITH ALL FAULTS" basis
15 and without any representations or warranties, express or implied.

16 6. This Order is effective upon entry, and the fourteen day stay otherwise imposed
17 by Bankruptcy Rule 6004(h), and/or any other applicable rule, shall not apply, in order that the
18 transactions described herein can be closed prior to the expiration of such fourteen (14) day
19 period;

20 7. This Court retains jurisdiction to resolve any controversy or claim arising out of
21 the sale of the Property; and

22 8. The Trustee is authorized to take whatever actions are necessary to consummate
23 the sale and effectuate transfer of the Assets, including the execution of documents.

24 NO OBJECTION TO ORDER:
25 Morrison & Foerster LLP

26 By: /s/ Adam A. Lewis
27 Adam A. Lewis,
28 Attorneys for Suitable Technologies, Inc.

END OF ORDER

Gordon & Rees, LLP
275 Battery Street, Suite 2000
San Francisco, CA 94111

1 **COURT SERVICE LIST **

2 **No other parties required to be served.**

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