

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EBAGS, INC.		08/15/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SQUARE 1 BANK		
Street Address:	406 Blackwell Street		
Internal Address:	Suite 240		
City:	Durham		
State/Country:	NORTH CAROLINA		
Postal Code:	27701		
Entity Type:	CORPORATION: NORTH CAROLINA		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	4237496	PICK PINK	
Registration Number:	4219267	ON THE STREETS	
Serial Number:	85372561		
Registration Number:	4098496	HANDBAGS.COM	
Registration Number:	4140478	GRIPSCALE	
Registration Number:	4266507	MOTHER LODE	
Registration Number:	3630895	FIREWALL	
Registration Number:	3684341	FIREWALL RAPIDSCREEN	
Registration Number:	3216437	PICK PINK	
Registration Number:	2606530	EBAGS	
Registration Number:	2526434	EBAGS	
CORRESPONDENCE DATA			
Fax Number:	9193541278		

900263891

TRADEMARK  
REEL: 005093 FRAME: 0315

CH \$290.00 4237496

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 919-314-3086  
Email: loandocsdept@square1bank.com  
Correspondent Name: Square 1 Bank  
Address Line 1: 406 Blackwell Street  
Address Line 2: Suite 240  
Address Line 4: Durham, NORTH CAROLINA 27701

NAME OF SUBMITTER:	Lee Conner
Signature:	/leeconner-sra/
Date:	08/19/2013

**Total Attachments: 11**

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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of August 15, 2013 by and between SQUARE 1 BANK ("*Bank*") and EBAGS, INC., a Delaware corporation ("*Grantor*").

### RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated of even date herewith (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement).

B. Extension of credit by the Bank pursuant to the Loan Agreement is subject to the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

C. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

### AGREEMENT

To secure all of its present and future indebtedness, liabilities and obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Bank and Grantor, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof (collectively, "Intellectual Property Collateral").

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of

the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

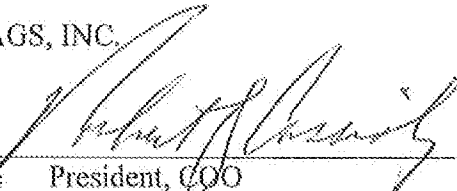
Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights of Grantor which are registered with or subject to an application filed with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

**SIGNATURE PAGE FOLLOWS**

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Grantor:

EBAGS, INC.


By   
Title President, COO

Address of Grantor:

5500 Greenwood Plaza Boulevard, Suite 160  
Greenwood Village, CO 80111

Bank:

SQUARE LBANK

By   
Name MIKE GAFFIN  
Title VP

Address of Bank:

406 Blackwell Street, Suite 240  
Durham, NC 27701  
Attn: Loan Documentation Department

**EXHIBIT A**  
**COPYRIGHTS**

<b>Description</b>	<b>Registration Number</b>	<b>Registration Date</b>
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None

**EXHIBIT B**

**PATENTS**

<b>Description</b>	<b>Registration OR Serial Number</b>	<b>Registration OR Filing Date</b>
U-Beam Support Mechanism for Luggage	8,256,591 B1	9/4/12
Interior Cradle for a Portable Electronic Device	61/305,273	2/17/10


**EXHIBIT C**  
**TRADEMARKS**

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
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(See Attachment)

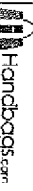


Attachment to EXHIBIT C

Country (Database)	Mark & Image	Status	App. No. & Filing Date	Reg. No. & Reg. Date	Goods & Services
US-1 USPTO	PICK PINK  PICK PINK	USPTO Status: Registered	App 85587902 App 03-APR-2012	Reg 4237496 Reg 06-NOV-2012	Goods and Services: INT. CL. 36 CHARITABLE FUNDRAISING SERVICES; CHARITABLE FUNDRAISING SERVICES BY MEANS OF SELLING BAGS, HANDBAGS, CASES AND LUGGAGE TO RAISE FUNDS FOR BREAST CANCER; CHARITABLE FUNDRAISING TO SUPPORT BREAST CANCER; ELEEMOSYNARY SERVICES IN THE FIELD OF MONETARY DONATIONS
US-2 USPTO	ON THE STREETS  ON THE STREETS	USPTO Status: Registered	App 85418281 App 08-SEP-2011	Reg 4219267 Reg 02-OCT-2012	Goods and Services: INT. CL. 35 PROMOTING PUBLIC AWARENESS OF UNKNOWN AND LESSER KNOWN DESIGNERS AND THE DESIGNERS' PRODUCTS; PROVIDING AN INTERACTIVE RETAIL WEBSITE WHICH PROMOTES EMERGING DESIGNERS BY PROVIDING INFORMATION ABOUT THE DESIGNERS, SHOWCASING THE DESIGNERS' PRODUCTS AND OFFERING SUCH PRODUCTS FOR SALE ONLINE; ONLINE RETAIL STORE SERVICES FEATURING HANDBAGS, BAGS, LUGGAGE, BUSINESS AND COMPUTER BAGS, BACKPACKS, WALLETTS AND ACCESSORIES
US-3 USPTO	 Design Only	USPTO Status: First extension - granted	App 85372581 App 15-JUL-2011		Goods and Services: INT. CL. 9 BAGS, NAMELY, PROTECTIVE CASES FOR LAPTOPS, LAPTOP CARRYING CASES, BRIEFCASES SPECIALLY ADAPTED FOR HOLDING LAPTOP COMPUTERS AND PROTECTIVE SLEEVES FOR NOTEBOOK AND LAPTOP COMPUTERS INT. CL. 18 BAGS, NAMELY, BRIEFCASES, CARRYING CASES AND BUSINESS CASES; PURSES; LUGGAGE; HANDBAGS; BACKPACKS; WALLETTS; CLUTCH BAGS; ALL-PURPOSE CARRYING BAGS; DUFFLE BAGS; HOBO BAGS; GYM BAGS; LEATHER AND IMITATION LEATHER BAGS; LEATHER BAGS AND WALLETTS; SHOULDER BAGS; ALL PURPOSE SPORT BAGS; BACKPACKS; BOOK BAGS; SPORTS BAGS; BUM BAGS, WALLETTS AND HANDBAGS; AMENITY BAGS SOLD EMPTY


**eBags, Inc.**  
**Trademark Status Report**  
 3-July-2013  
 - ACTIVE marks only -

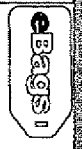

**SHERIDAN ROSS** attorneys at  
 innovation  
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Country (Database)	Mark & Image	Status	App. No. & Filing Date	Reg. No. & Reg. Date	Goods & Services
US-4 USPTO	 Handbags.com HANDBAGS.COM	USPTO Status: Registered	App 85339252 App 06-JUN-2011	Reg 4098496 Reg 14-FEB-2012	Goods and Services: INT. CL. 35 ONLINE RETAIL STORE SERVICES FEATURING BAGS FOR WOMEN; ONLINE RETAIL STORE SERVICES FEATURING, PURSES, BAGS, LUGGAGE, BACKPACKS, WALLETTS AND ACCESSORIES
US-6 USPTO	GRIPSCALE  GRIPSCALE	USPTO Status: Registered	App 85339399 App 06-JUN-2011	Reg 4140478 Reg 08-MAY-2012	Goods and Services: INT. CL. 9 WEIGHING EQUIPMENT, NAMELY, LUGGAGE SCALES
US-7 USPTO	MOTHER LODGE  MOTHER LODGE	USPTO Status: Registered	App 85314757 App 08-MAY-2011	Reg 4266507 Reg 01-JAN-2013	Goods and Services: INT. CL. 18 ALL-PURPOSE CARRYING BAGS; BACK PACKS; CARRY-ALL BAGS; DUFFEL BAGS FOR TRAVEL; DUFFLE BAGS; LUGGAGE; OVERNIGHT BAGS; TRAVEL BAGS; TRAVELING BAGS; WHEELED BAGS; WHEELED DUFFLE BAGS
US-8 USPTO	FIREWALL  FIREWALL	USPTO Status: Registered	App 77600904 App 27-OCT-2008	Reg 3630895 Reg 02-JUN-2009	Goods and Services: INT. CL. 9 LAPTOP CARRYING CASES INT. CL. 18 BRIEFCASES
US-9 USPTO	FIREWALL RAPIDSCREEN Cross References: FIREWALL RAPID SCREEN	USPTO Status: Registered	App 77600843 App 27-OCT-2008	Reg 3684341 Reg 15-SEP-2009	Goods and Services: INT. CL. 9 LAPTOP CARRYING CASES INT. CL. 18 BRIEFCASES
US-15 USPTO	PICK PINK  PICK PINK	USPTO Status: Registered Section 8 & 15 - accepted	App 78614214 App 21-APR-2005	Reg 3216437 Reg 06-MAR-2007	Goods and Services: INT. CL. 9 CASES AND BAGS FOR COMPUTERS, DIGITAL MEDIA PLAYERS, MP3 PLAYERS, PERSONAL ORGANIZERS, CAMERAS AND CAMCORDERS INT. CL. 18 LUGGAGE, HAND BAGS, TOTE BAGS, DIAPER BAGS, SHOULDER BAGS, SLING BAGS, MESSENGER BAGS, TRAVEL BAGS, GARMENT BAGS FOR TRAVEL, COSMETIC BAGS SOLD EMPTY, ALL-PURPOSE ATHLETIC BAGS, DUFFEL BAGS, BRIEFCASES, ATTACHES, BACK PACKS, KNAP SACKS, FANNY PACKS, PURSES AND WALLETTS

**eBags, Inc.**  
**Trademark Status Report**  
 3-July-2013  
 - ACTIVE marks only -

**SHERIDAN ROSS** attorneys at  
 innovation  
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Country (Database)	Mark & Image	Status	App. No. & Filing Date	Reg. No. & Reg. Date	Goods & Services
US-18 USPTO	 EBAGS	USPTO Status: Registered and renewed	App 76020327 App 07-APR-2000	Reg 2606530 Reg 13-AUG-2002	Goods and Services: INT. CL. 35 ON-LINE RETAIL STORE SERVICES FEATURING LEATHER, IMITATION LEATHER, BALLISTIC NYLON HANDBAGS, LUGGAGE AND BACKPACKS
US-27 USPTO	EBAGS	USPTO Status: Registered and renewed	App 75568086 App 13-NOV-1998	Reg 25226434 Reg 08-JAN-2002	Goods and Services: INT. CL. 35 ON-LINE RETAIL STORE SERVICES FEATURING LEATHER, IMITATION LEATHER, BALLISTIC NYLON HANDBAGS, LUGGAGE AND BACKPACKS
US-12 USPTO	BAGOPEdia  BAGOPEdia  *NOTE: Mark owned/registered in the name of eBags.com	USPTO Status: Registered	App 77182577 App 16-MAY-2007	Reg 3668211 Reg 27-JAN-2009	Goods and Services: INT. CL. 38 ELECTRONIC DATA TRANSMISSION OF INFORMATION IN THE FIELD OF LUGGAGE, HANDBAGS AND APPAREL VIA A GLOBAL COMPUTER NETWORK; INFORMATION TRANSMISSION IN THE FIELD OF LUGGAGE, HANDBAGS AND APPAREL VIA ELECTRONIC COMMUNICATIONS NETWORKS PROVIDING ON-LINE FORUMS FOR TRANSMISSION OF MESSAGES AMONG COMPUTER USERS CONCERNING LUGGAGE, HANDBAGS AND APPAREL
<b>CANADA</b>					
CA-2 Canadian TM Register	SHOEDINI.COM	Registered	App 105785300 App 08-MAY-2000	Reg TMA573702 Reg 15-JAN-2003	Wares and Services: (1) Computerized online retail services in the field of shoes, party hose, socks, hats, handbags, jewelry and accessories.
CA-3 Canadian TM Register	SHOEDINI	Registered	App 105782200 App 05-MAY-2000	Reg TMA562364 Reg 23-MAY-2002	Wares and Services: (1) Retail store services in the field of shoes, party hose, socks, hats, handbags, jewellery and accessories; online retail services in the field of shoes, party hose, socks, hats, handbags, jewellery and accessories.
CA-4 Canadian TM Register	THE MAGICAL WAY TO BUY SHOES	Registered	App 105782300 App 05-MAY-2000	Reg TMA571184 Reg 25-NOV-2002	Wares and Services: (1) Retail store services in the field of shoes, party hose, socks, hats, handbags, jewellery and accessories; online retail services in the field of shoes, party hose, socks, hats, handbags, jewellery and accessories.
CA-6 Canadian TM Register	EBAGS	Registered	App 101544900 App 14-MAY-1999	Reg TMA586718	Wares and Services: (1) Leather, imitation leather and ballistic nylon handbags, luggage and backpacks. (1) Sale of leather, imitation leather and ballistic nylon handbags, luggage and backpacks.
CA-7 Canadian TM Register	EBAGS	Registered	App 101536680 App 13-MAY-1999	Reg TMA586680	Wares and Services: (1) Internet sales of leather, imitation leather and ballistic nylon handbags, luggage and backpacks.

Country (Database)	Mark & Image	Status	App. No. & Filing Date	Reg. No. & Reg. Date	Goods & Services
<b>EUROPEAN COMMUNITY</b>					
EM-1 Community Trademarks	 eBags	Registered	App 1905595 App 06-OCT-2000	Reg 1905595 Reg 24-APR-2002	<b>Goods and Services:</b> 35 Advertising; business management; business administration; office functions; on-line retail store services featuring leather, imitation leather, ballistic nylon handbags, luggage and backpacks.
EM-6 Community Trademarks	<b>EBAGS</b>	Registered	App 1154632 App 28-APR-1999	Reg 1154632 Reg 14-NOV-2000	<b>Goods and Services:</b> 18 Leather and imitation leather, and goods made of these materials; hides, cases, trunks and travelling bags; handbags, luggage and backpacks. 35 Business information services; advertising services. 42 Recovery of data; provision of access to bulletin boards and to computer databases; computer programming; design, analysis and updating of computer software and systems.
WO-1 International Register (Madrid)	 Design Only	Pending		Reg 1134161 Reg 31-AUG-2012	<b>Goods and Services:</b> 09 Bags, namely, protective cases for laptops, laptop carrying cases, briefcases specially adapted for holding laptop computers and protective sleeves for notebook and laptop computers. 18 Bags, namely, briefcases, carrying cases and business cases; purses; luggage; handbags; backpacks; wallets; clutch bags; all-purpose carrying bags; duffie bags; hobo bags; gym bags; leather and imitation leather bags; leather bags and wallets; shoulder bags; all purpose sport bags; backpacks; book bags; sports bags; bum bags; wallets and handbags; amenity bags sold empty.
<b>MOROCCO</b>					
MC-1 Morocco	<b>EBAGS</b>	Registered	App 69650	Reg 69650	<b>Goods and Services:</b>
MC-2 Morocco	<b>ETOUR</b>	Registered	App 70178	Reg 70178	<b>Goods and Services:</b>
MC-3 Morocco	<b>EQUIPMENT</b>	Registered	App 30-JUN-1999 App 70179	Reg 70179	<b>Goods and Services:</b>
MC-3 Morocco			App 30-JUN-1999	Reg	<b>18 Baggage</b>

Country (Database)	Mark & Image	Status	App. No. & Filing Date	Reg. No. & Reg. Date	Goods & Services
MC-4 Morocco	EGEAR	Registered	App 70180 App 30-JUN-1999	Reg 70180 Reg	Goods and Services: 18 Baggage
MC-5 Morocco	GET CARRIED AWAY	Registered	App 70181 App 30-JUN-1999	Reg 70181 Reg	Goods and Services: 18 Luggage
<b>FRANCE</b>					
FR-1 France	EBAGS	Registered	App 99791862 App 12-MAY-1999	Reg 99791862 Reg	Goods and Services: 18 Backpacks, bags for campers, bags for climbers, beach bags, boxes of leather or leather board, carnivorous, game bags, game bags, garment bags (for travel), carcasses bag Handbags hand, string bags, shoulder belts (straps) of leather, leather straps, handles luggage, leather briefcases, traveling bags, traveling trunks, leather and imitations of leather, animal skins, trunks and suitcases, umbrellas, , parasols and walking sticks, whips and saddlery:  35 Services of booking and taking orders of handbags, luggage and backpacks over the internet
<b>CHINA</b>					
CN-1	EBAGS	Registered	App 1472906	Reg 1472906	Subclass Description:
<b>JAPAN</b>					
JP-1	EBAGS	Registered	App H11-041253	Reg 4405491	Goods and Services: