

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM319404

|   |  |                       |                                    |
|---|--|-----------------------|------------------------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                         |                       |                                    |
| <b>NATURE OF CONVEYANCE:</b>  | SECURITY INTEREST                      |                       |                                    |
| <b>CONVEYING PARTY DATA</b>   |  |                       |                                    |
| <b>Name</b>   | <b>Formerly</b>                        | <b>Execution Date</b> | <b>Entity Type</b>                 |
| Crossroads Financial, LLC   |  | 01/21/2014            | LIMITED LIABILITY COMPANY: FLORIDA |
| <b>RECEIVING PARTY DATA</b>   |  |                       |                                    |
| <b>Name:</b>  | 2402187 Ontario Inc.                   |                       |                                    |
| <b>Street Address:</b>  | 333 Foster Crescent, Suite 1           |                       |                                    |
| <b>City:</b>  | Mississauga, Ontario                   |                       |                                    |
| <b>State/Country:</b>   | CANADA                                 |                       |                                    |
| <b>Postal Code:</b>   | L5R 4E5                                |                       |                                    |
| <b>Entity Type:</b>   | CORPORATION: CANADA                    |                       |                                    |
| <b>PROPERTY NUMBERS Total: 4</b>  |  |                       |                                    |
| <b>Property Type</b>  | <b>Number</b>                          | <b>Word Mark</b>      |                                    |
| <b>Serial Number:</b>   | 76657996                               | XCASE                 |                                    |
| <b>Serial Number:</b>   | 77417466                               | EPAC                  |                                    |
| <b>Serial Number:</b>   | 78854633                               | HEYS                  |                                    |
| <b>Serial Number:</b>   | 78854644                               | HEYS                  |                                    |
| <b>CORRESPONDENCE DATA</b>  |  |                       |                                    |
| <b>Fax Number:</b>  | 4072445690                             |                       |                                    |
| <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> |  |                       |                                    |
| <b>Phone:</b>   | 407-843-8880                           |                       |                                    |
| <b>Email:</b>   | ipteam@gray-robinson.com               |                       |                                    |
| <b>Correspondent Name:</b>  | Thomas C. McThenia, Jr/GrayRobinson PA |                       |                                    |
| <b>Address Line 1:</b>  | 301 East Pine Street, Suite 1400       |                       |                                    |
| <b>Address Line 4:</b>  | Orlando, FLORIDA 32801                 |                       |                                    |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 303799-1                               |                       |                                    |
| <b>NAME OF SUBMITTER:</b>   | Thomas C. McThenia, Jr.                |                       |                                    |
| <b>SIGNATURE:</b>   | /thomas c mcthenia jr/                 |                       |                                    |
| <b>DATE SIGNED:</b>   | 10/07/2014                             |                       |                                    |
| <b>Total Attachments: 5</b>   |  |                       |                                    |
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## ASSIGNMENT OF PATENT AND TRADEMARK SECURITY INTEREST

This Assignment of Patent and Trademark Security Interest is made this \_\_\_ day of August, 2014, by **CROSSROADS FINANCIAL, LLC**, a Florida limited liability company ("Crossroads") in favor of **2402187 ONTARIO INC.**, an Ontario corporation ("2402187 Ontario"), whose address is 333 Foster Crescent, Suite 1, Mississauga, Ontario L5R 4E5.

WHEREAS, Crossroads is a party to a certain Purchase Order Financing Agreement, dated April 3, 2013, a certain Guaranty and Security Agreement, dated May 3, 2013, and a certain Intellectual Property Security Agreement, dated May 3, 2013 (collectively the "Financing Agreement"), pursuant to which (1) Heys USA Global, LLC, a Florida limited liability company, and (2) Heys (USA), Inc., a Delaware corporation (collectively the "Grantor"), granted to Crossroads a security interest in the General Intangibles, including the patents and trademarks of the Grantor, which were more specifically described in the Financing Agreement including without limitation those patents and trademarks identified in **Exhibit A** attached hereto (respectively, "Patents" on Schedule I and "Trademarks" on Schedule II);

WHEREAS, Crossroads, as the original assignee of the security interest recorded its security interest in the Patents and Trademarks of Grantor with the Delaware Department of State and the State of Florida, including without limitation the UCC filings recorded with Delaware Department of State on April 4, 2013 (UCC No. 2013 1337758) and the State of Florida on April 9, 2013 (UCC No. 201308800302);

WHEREAS, Crossroads and 2402187 Ontario are parties to a certain Loan Sale Agreement, dated January, 2014, by and among 2402187 Ontario and Crossroads, pursuant to which Crossroads has assigned and transferred to 2402187 Ontario all of Crossroads's right, title, and interest in, to, and under the Financing Agreement between Crossroads and the Grantor; and

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Crossroads and 2402187 agree and will confirm that Crossroads has sold, assigned, and transferred, effective January 21, 2014, to the 2402187 Ontario, its successors or assigns, without representation or warranty by or recuse to Crossroads except as expressly set forth in the Loan Sale Agreement, all right, title, and interest of Crossroads in and to the Financing Agreement and to its security interest in the Patents and Trademarks, and Crossroads' security interest in the Patents and Trademarks has been duly transferred to and received by 2402187 Ontario Inc.

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IN WITNESS THEREOF, Crossroads has caused this Assignment of Patent and Trademark Security Interest to be duly executed by its officer thereunto duly authorized as of this 21 day of September, 2014.

**CROSSROADS FINANCIAL, LLC**

By: [Signature]  
Name: Danae Astum  
Title: CEO

**AGREED AND ACCEPTED BY:**

**2402187 ONTARIO INC.**

By: [Signature]  
Name: Emran Sheikh  
Title: President

## EXHIBIT A

## SCHEDULE I

Patent Collateral


| Docket No.   | Country   | Title  | Application No.        | Filing Date              | Applicant        | Next Action/Due Date                                   |
|--------------|-----------|--|------------------------|--------------------------|------------------|--|
| 10097-27-3AU | Australia | HANDHELD<br>ELECTRONIC<br>LUGGAGE SCALE                | 10730/2011<br>335610   | 02/28/2011<br>03/25/2011 | Heys (USA), Inc. | Granted; renewal due<br>02/28/2016                     |
| 10097-27-3CA | Canada    | HANDHELD<br>ELECTRONIC<br>LUGGAGE SCALE                | 139430<br>139430       | 02/25/2011<br>10/04/2011 | Heys (USA), Inc. | Granted; renewal due<br>10/04/2016                     |
| 10097-27-3CN | China     | HANDHELD<br>ELECTRONIC<br>LUGGAGE SCALE                | 2011300310147          | 02/28/2011               | Heys (USA), Inc. | Granted; renewal due<br>01/16/2013                     |
| 10097-27-3EM | Europe    | HANDHELD<br>ELECTRONIC<br>LUGGAGE SCALE                | 001827825<br>001827825 | 02/28/2011<br>02/28/2011 | Heys (USA), Inc. | Granted; renewal due<br>02/28/2016                     |
| 10097-25-2   | U.S.      | HARD-SIDED<br>EXPANDABLE<br>SUITCASE                   | 13/445,106             | 04/12/2012               | Heys (USA), Inc. | Pending; CIP foreign filing<br>due 04/12/2013          |
| 10097-25-3   | U.S.      | HARD-SIDED<br>EXPANDABLE<br>SUITCASE                   | 13/444,924             | 04/12/2012               | Heys (USA), Inc. | Pending; CIP foreign filing<br>due 04/12/2013          |
| 10097-24     | US        | SUITCASE WITH<br>BIOMETRIC LOCK<br>MECHANISM           | 61/299,699             | 01/29/2010               | Heys (USA), Inc. | Utility application filed --<br>no further action      |
| 10097-24-1   | US        | SUITCASE WITH<br>BIOMETRIC LOCK<br>MECHANISM           | 12/986,889             | 01/07/2011               | Heys (USA), Inc. | Pending; awaiting action                               |
| 10097-25     | US        | HARD-SIDED<br>EXPANDABLE<br>SUITCASE                   | 61/299,727             | 01/29/2010               | Heys (USA), Inc. | Utility/PCT applications<br>filed -- no further action |
| 10097-26     | US        | HARD-SIDED<br>SUITCASE FEATURING<br>HARD-SIDED POCKETS | 61/299,766             | 01/29/2010               | Heys (USA), Inc. | Utility application filed --<br>no further action      |
| 10097-26-1   | US        | HARD-SIDED<br>SUITCASE FEATURING<br>HARD-SIDED POCKETS | 12/975,960             | 12/22/2010               | Heys (USA), Inc. | Pending; awaiting action                               |
| 10097-27     | US        | HANDHELD<br>ELECTRONIC<br>LUGGAGE SCALE                | 61/299,752             | 01/29/2010               | Heys (USA), Inc. | Utility/PCT applications<br>filed -- no further action |
| 10097-27-2   | US        | HANDHELD<br>ELECTRONIC<br>LUGGAGE SCALE                | 12/842,867             | 07/23/2010               | Heys (USA), Inc. | Pending; awaiting action                               |

Patent Collateral

| Docket No. | Country | Title                                   | Application No.       | Filing Date              | Applicant        | Next Action/Due Date   |
|------------|---------|---|-----------------------|--------------------------|------------------|--|
| 10097-27-3 | US      | HANDHELD<br>ELECTRONIC LUGGAGE<br>SCALE | 29/368,726<br>D653135 | 08/27/2010<br>01/31/2012 | Heys (USA), Inc. | Patented; Expires<br>01/31/2026  |
| 10097-76   | US      | TELESCOPIC HANDLE<br>FOR LUGGAGE        | 29/418,133            | 04/12/2012               | Heys (USA), Inc. | Allowed; Issue fees due<br>11/13/2012<br><br>Deadline for foreign<br>filing applications –<br>10/12/2012 |
| 10097-77   | US      | FIXED HANDLE FOR<br>LUGGAGE             | 29/418,140            | 04/12/2012               | Heys (USA), Inc. | Pending; Deadline for<br>foreign filing<br>applications –<br>10/12/2012                                  |

SCHEDULE II

Trademark Collateral

| Docket No. | Appin No.            | Filing Date              | Country | Mark   | Owner               | Goods/Services  | Next Action/Due Date  |
|------------|----------------------|--------------------------|---------|--|---------------------|---|---|
| 10097-2    | 76/657996<br>3643923 | 04/07/2006<br>06/23/2009 | US      | XCASE  | Heys (USA),<br>Inc. | luggage; non-<br>motorized, collapsible,<br>carry on bags; tote<br>bags; and travel bags  | Registered;<br>Declaration of Use<br>and Incontestability<br>due 06/23/2015 |
| 10097-5    | 77/417466<br>3640758 | 03/10/2008<br>06/16/2009 | US      | EPAC   | Heys (USA),<br>Inc. | backpacks and rolling<br>backpacks  | Registered;<br>Declaration of Use<br>and Incontestability<br>due 06/16/2015 |
| 10097-6    | 78/854633<br>3236687 | 04/05/2006<br>05/01/2007 | US      | HEYS   | Heys (USA),<br>Inc. | non-motorized,<br>collapsible luggage<br>carts, luggage, carry<br>on bags, tote bags,<br>duffle bags, garment<br>bags, backpacks, waist<br>bags | Registered;<br>Declaration of Use<br>and Incontestability<br>due 05/01/2013 |
| 10097-7    | 78/854644<br>3222258 | 04/05/2006<br>03/27/2007 | US      |  | Heys (USA),<br>Inc. | non-motorized,<br>collapsible luggage<br>carts, luggage, carry<br>on bags, tote bags,<br>duffle bags, garment<br>bags, backpacks, waist<br>bags | Registered;<br>Declaration of Use<br>and Incontestability<br>due 03/27/2013 |