

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM380020

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Silicon Valley Bank		03/25/2016	Corporation: UNITED STATES
RECEIVING PARTY DATA			
Name:	9523669 Canada Inc.		
Street Address:	5440 Pare Avenue		
City:	Ville Mont-Royal		
State/Country:	CANADA		
Postal Code:	H4T1R3		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	86236534	BTR DIRECT	
Serial Number:	86100666	BTR	
Serial Number:	85783315	WINNINGTON	
Serial Number:	76702565	BEYOND THE RACK	
Serial Number:	85851377	MY CURVY CLOSET	
Serial Number:	86079848	ROWNINE	
Serial Number:	85783322	SOFIANE	
CORRESPONDENCE DATA			
Fax Number:	5148757147		
<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:	514-875-7550		
Email:	ktoffoli@klcanada.com		
Correspondent Name:	Kaufman Laramee c/o Kim Toffoli		
Address Line 1:	800 Rene-Levesque Blvd. West		
Address Line 2:	Suite 2220		
Address Line 4:	Montreal, CANADA H3B1X9		
NAME OF SUBMITTER:	Genesa Clarke		
SIGNATURE:	/GENESA CLARKE/		
DATE SIGNED:	04/09/2016		

OP \$190.00 86236534

Total Attachments: 9

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ASSIGNMENT OF GRANT OF SECURITY INTEREST IN TRADEMARKS

WITNESSETH:

As of March 25, 2016

WHEREAS, reference is made to (i) that certain Loan and Security Agreement dated as of September 5, 2014 (as amended, restated, supplemented or otherwise modified, the "**Loan Agreement**"), by and among **SILICON VALLEY BANK**, a California corporation, with a loan production office located at 275 Grove Street, Suite 2-200, Newton, Massachusetts 02466 ("**Bank**") and **BEYOND THE RACK ENTERPRISES, INC.**, a company existing under the laws of Canada with its principal place of business located at 4600 Hickmore, Saint-Laurent, Quebec, Canada H4T1K2 ("**Grantor**"), among others, and (ii) that certain Intellectual Property Security Agreement dated as of October 21, 2014, by and between Bank and the Grantor which was recorded with the Canadian Intellectual Property Office on October 29, 2014, as file No. 1459982 (the "**IP Agreement**", and together with the Loan Agreement, the "**Existing Agreements**"). Unless otherwise defined herein, terms used in this Assignment of Grant of Security Interest in Trademarks (this "**Assignment**") have the meanings provided in the IP Agreement.

WHEREAS, pursuant to the Existing Agreements, the Grantor granted to Bank a security interest in the Intellectual Property Collateral, including that Trademarks identified in Schedule A hereto and made a part hereof.

WHEREAS, effective as of the date hereof, **9523669 CANADA INC.** ("**Assignee**"), has been assigned the security interests in the Intellectual Property Collateral WITHOUT RECOURSE, on an AS IS, WHERE IS, WITH ALL FAULTS basis.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Bank hereby transfers, conveys, assigns, and delivers to Assignee WITHOUT RECOURSE, on an AS IS, WHERE IS, WITH ALL FAULTS basis, any lien and security interest which was granted to the Bank pursuant to the Existing Agreements in all Intellectual Property Collateral, including that Trademarks identified in Schedule A attached hereto.

Bank hereby authorizes Assignee and its designees, including Grantor or Grantor's authorized representative, at Assignee's sole cost and expense, to record this Assignment with the Canadian Intellectual Property Office. Grantor hereby agrees to provide and/or execute any and all additional documents, instruments, and agreements as may be reasonably requested by Bank or Assignee in connection herewith.

This Assignment may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

[Signature pages follow]

IN TESTIMONY WHEREOF, Bank has executed this Assignment as of the date above first written.

BANK:

SILICON VALLEY BANK

By: 


Name: Jocelyn Hartmann

Title: Vice President

Acknowledged and Accepted by:

GRANTOR:

**BEYOND THE RACK ENTERPRISES,
INC.**

By: 
Name: YONA SHANON
Title: CEO

Acknowledged and Accepted by:

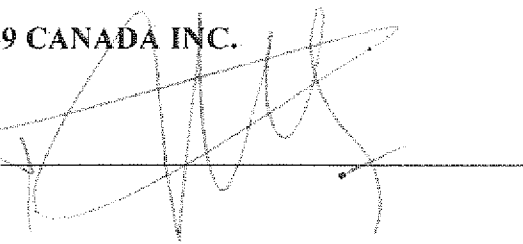
ASSIGNEE:

9523669 CANADA INC.

By:

Name:

Title:

A handwritten signature in black ink is written over a solid horizontal line. The signature is stylized and appears to be a name, possibly 'J. Smith' or similar, though it is difficult to decipher due to the cursive nature of the writing.

SCHEDULE A

CANADA

Trade-mark	Status	Number	Filing Date	Owner
BEYOND THE RACK	Registered 2014-09-02	1459982 TMA885117	2009-11-20	Beyond the Rack Enterprises Inc.
CLIQUESAVE	Abandoned 2011-12-20	1487058	2010-07-23	Beyond the Rack Enterprises Inc.
Beyond the Rack	Registered 2013-11-19	1546128 TMA865511	2011-10-03	Beyond the Rack Enterprises Inc.
ALEXIS HARRISON	Allowed 2014-09-05	1572968	2012-04-12	Beyond the Rack Enterprises Inc.
SAMANTHA MADISON	Abandoned 2013-06-26	1572969	2012-04-12	Beyond the Rack Enterprises Inc.
SERGIO BARI	Abandoned 2013-06-26	1572974	2012-04-12	Beyond the Rack Enterprises Inc.
Palazzo Portofino	Examined 2012-09-13	1572975	2012-04-12	Beyond the Rack Enterprises Inc.

Trade-mark	Status	Number	Filing Date	Owner
Maison Grande Luxe	Registered 2014-10-07	1572976 TMA887540	2012-04-12	Beyond the Rack Enterprises Inc.
SAMPLE ROW	Abandoned 2013-08-21	1587236	2012-07-23	Beyond the Rack Enterprises Inc.
MY CURVY CLOSET	Registered 2013-11-20	1596601 TMA865523	2012-10-02	Beyond the Rack Enterprises Inc.
("BTR Logo")	Examined 2014-04-01	1635521	2013-07-17	Beyond the Rack Enterprises Inc.
ROWNINE	Registered 2013-07-31	1469044 TMA856627	Filing Date 2010-02-10	Beyond the Rack Enterprises Inc.
("SOFIANE (Stylized)")	Examined 2013-05-02	1600264	2012-10-30	Beyond the Rack Enterprises Inc.
WINNINGTON	Examined 2013-05-07	1600257	2012-10-30	Beyond the Rack Enterprises Inc.
BTR DIRECT	Examined 2014-06-02	1666870	2014-03-07	Beyond the Rack Enterprises Inc.

UNITED STATES

Trademark	Status	Number	Filing Date	Class: Goods/Services	Owner
BEYOND THE RACK	Registered	76/702,565 4,373,958	2010-04-16	Class 35: Online retail services, namely, the bringing together of a variety of brand-named goods, namely, women's, men's and boys' luxury and fashion clothing, apparel, footwear, headwear, accessories, jewelry, cosmetics, personal care products, domestic accessories, home appliances, electronics and related goods sold at discount prices, for a series of limited time sales of such brand-named goods generally lasting 48 hours or less.	Beyond the Rack Enterprises Inc. following an assignment from 7525419 Canada Inc. dated as of October 9, 2012
MY CURVY CLOSET	Registered 2014-04-08	85/851,377 4,509,247	2013-02-15	Class 35: Online retail store services featuring clothing, footwear and fashion accessories; online retail store services featuring plus size clothing, footwear and fashion accessories. Class 45: Providing information to others in the field of fashion via a website.	Beyond the Rack Enterprises Inc.
ROWNINE	Registered	86/079,848 4,529,373	2013-10-01	Class 35: Online retail store services in the field of watches, jewelry and accessories, namely, pens, cufflinks, handbags, sunglasses, leather goods, luggage, scarves, and belts.	Beyond the Rack Enterprises Inc.
("SOFIANE (Stylized Form)")	An Office action suspending further action on the application has been sent (issued) to the applicant. 2013-07-03	85/783,322	2012-11-19	Class 14: jewelry organizer cases Class 18: luggage Class 20: home organization goods, namely, closet organization systems made of wood, closet organization systems made of metal, closet organization systems made of fabric, storage boxes made of plastic, storage boxes made of fabric, shoe racks, hangers for clothes Class 24: linens, namely, bed	Beyond the Rack Enterprises Inc.

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				linens, bedding, sheets, sheet sets, and towels; duvets; pillows; comforters and comforter sets Class 25: ladies apparel, namely, shirts, dresses, skirts, jackets, outerwear, coats, shorts and pants, intimate apparel, footwear; men's apparel, namely, shirts, jackets, coats, outerwear, shorts and pants, footwear	
WINNINGTON	An Office action suspending further action on the application has been sent (issued) to the applicant 2013-07-03	85/783,315	2012-11-19	Class 14: jewelry organizer cases Class 18: luggage Class 20: home organization goods, namely, closet organization systems made of wood, closet organization systems made of metal, closet organization systems made of fabric, storage boxes made of plastic, storage boxes made of fabric, shoe racks, hangers for clothes Class 24: linens, namely, bed linens, bedding, sheets, sheet sets, and towels; duvets; pillows; comforters and comforter sets Class 25: ladies apparel, namely, shirts, dresses, skirts, jackets, outerwear, coats, shorts and pants, intimate apparel, footwear; men's apparel, namely, shirts, jackets, coats, outerwear, shorts and pants, footwear	Beyond the Rack Enterprises Inc.
("BTR Logo")	An Office action suspending further action on the application has been sent	86/100,666	2013-10-24	Class 35: online retail services, namely the bringing together of a variety of brand-named goods, namely women's, men's and boys' luxury and fashion clothing, apparel, footwear, headwear, accessories, jewellery, cosmetics, personal care products, domestic accessories, home appliances, electronics and related goods sold	Beyond the Rack Enterprises Inc.

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	(issued) to the applicant. 2014-01-21			at discount prices, enabling customers to conveniently view and purchase those goods from a general merchandise Internet website; retail services, namely the bringing together of a variety of brand-named goods, namely women's, men's and boys' luxury and fashion clothing, apparel, footwear, headwear, accessories, jewellery, cosmetics, personal care products, domestic accessories, home appliances, electronics and related goods sold at discount prices, enabling customers to conveniently view and purchase those goods; online retail services featuring general consumer merchandise, namely, clothing, apparel, footwear, headwear, accessories, jewelry, cosmetics, personal care products, domestic accessories, home appliances, electronics, bath and body products, bath accessories, bath towels, cookware, kitchen utensils, dinnerware, housewares, furniture, bedding, art, luggage, rugs.	
BTR DIRECT	A non-final Office action has been sent (issued) to the applicant. 2014-07-08	86/236,534	2014-03-30	Class 39: Delivery services, namely, shipping and delivery of general consumer goods; online shopping services	Beyond the Rack Enterprises Inc.