

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM380396

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
SEQUENCE:	1		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Descartes Systems (USA) LLC		05/01/2015	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Descartes U.S. Holdings, Inc.		
Street Address:	120 Randall Drive		
City:	Waterloo, Ontario		
State/Country:	CANADA		
Postal Code:	N2V 1C6		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3814022	AIRCLIC	
Registration Number:	3937015	PERFORM	
CORRESPONDENCE DATA			
Fax Number:	3129130002		
<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:	3129130001		
Email:	docketing@mbhb.com, moran@mbhb.com, potempa@mbhb.com		
Correspondent Name:	Eric R. Moran		
Address Line 1:	300 South Wacker Drive		
Address Line 2:	31st Floor		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	MBHB 16-227 AND 16-239		
NAME OF SUBMITTER:	Eric R. Moran		
SIGNATURE:	/Eric R. Moran/		
DATE SIGNED:	04/13/2016		
Total Attachments: 3			
source=Bill of Sale from Descartes Systems (USA) LLC to Descartes U.S. Holdings Inc. (redacted)#page1.tif			
source=Bill of Sale from Descartes Systems (USA) LLC to Descartes U.S. Holdings Inc. (redacted)#page2.tif			

CH \$65.00 3814022

BILL OF SALE

Descartes Systems (USA) LLC (the "Transferor"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, transfers, assigns and conveys to Descartes U.S. Holdings, Inc. and its successors and assigns ("Transferee"), all of the assets listed on Attachment A hereto (the "Assets").

Transferor hereby appoints Transferee the attorney in fact of Transferor, with full power of substitution on behalf of Transferee to demand and receive any of the Assets and to give receipts and releases for the same, to institute and prosecute in the name of Transferor, but for the benefit of Transferee, any legal or equitable proceedings Transferee deems proper in order to enforce any rights in the Assets and to defend or compromise any legal or equitable proceedings relating to the Assets as Transferee shall deem advisable. Transferor hereby declares that the appointment made and powers granted hereby are coupled with an interest and shall be irrevocable by Transferor.

Transferor hereby agrees that Transferor and Transferor's successors and assigns will do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered such further acts, documents, or instruments confirming the conveyance of any of the Assets to Transferee as Transferee shall reasonably deem necessary, provided that Transferee shall provide all necessary documentation to Transferor.

This Bill of Sale is executed in connection with that certain Asset Purchase Agreement, of even date hereof, between Transferee and Transferor.

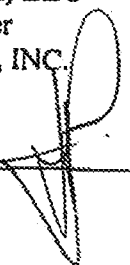
This Bill of Sale is executed and delivered in, and shall be construed and enforced in accordance with the laws of the State of Delaware, and shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

Effective as of May 1, 2015.

TRANSFEROR:

DESCARTES SYSTEMS (USA) LLC
By: its sole member and manager
DESCARTES U.S. HOLDINGS, INC.

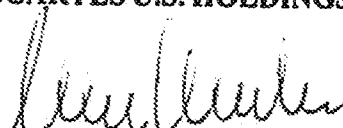
By: _____
J. Scott Pagan
President



TRANSFEE:

DESCARTES U.S. HOLDINGS INC.

By: _____
Michael Verhoeve
Vice-President



ATTACHMENT A TO BILL OF SALE

All intellectual property rights held by the Seller related to the business and assets of the entity formerly known as "AirClic Inc." as acquired through an Agreement and Plan of Merger by and among Descartes Systems (USA) LLC, Atmosphere Acquisition Corporation, AirClic Inc. and the Holder Representative dated November 19, 2014 and a subsequent merger of Descartes Systems (USA) LLC and AirClic Inc. effective December 31, 2014, including, but not limited to, the following:

REDACTED

- All registered and unregistered trademarks of AirClic, Inc., including:

<i>Country</i>	<i>Owner</i>	<i>Trademark</i>	<i>Trademark No.</i>
United States	AirClic, Inc. (now Descartes Systems (USA) LLC)	PERFORM	3937015
United States	AirClic, Inc. (now Descartes Systems (USA) LLC)	20/20 Delivery	78257155
United States	AirClic, Inc. (now Descartes Systems (USA) LLC)	AIRCLIC	77873922
United States	AirClic, Inc. (now Descartes Systems (USA) LLC)	AIRVERSANT	77294110
Canada	AirClic, Inc. (now Descartes Systems (USA) LLC)	AIRCLIC	667856
Canada	AirClic, Inc. (now Descartes Systems (USA) LLC)	double arrow design	668211
EU	AirClic, Inc. (now Descartes Systems (USA) LLC)	PERFORM	9491614

REDACTED