900449237 05/03/2018

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM472448

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
RESUBMIT DOCUMENT ID:	900436604		

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Randa Accessories Leather Goods LLC		07/19/2017	Limited Liability Company: DELAWARE
Randa Luggage LLC		07/19/2017	Limited Liability Company: DELAWARE
Randa Luggage, Inc.		07/19/2017	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	MerchSource, LLC
Street Address:	15 Cushing
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92618
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 75

Property Type	Number	Word Mark
Serial Number:	86650183	AMERICAN TAILGATE
Serial Number:	86650199	AMERICAN TAILGATE
Serial Number:	86650489	AMERICAN TAILGATE
Serial Number:	86650517	AMERICAN TAILGATE
Serial Number:	86650699	AMERICAN TAILGATE
Serial Number:	86650735	AMERICAN TAILGATE
Serial Number:	86650762	AMERICAN TAILGATE
Serial Number:	86650793	AMERICAN TAILGATE
Serial Number:	86650823	AMERICAN TAILGATE
Serial Number:	86650837	AMERICAN TAILGATE
Serial Number:	86977140	AMERICAN TAILGATE
Serial Number:	85953885	GET ESSENTIAL
Serial Number:	85953932	GET ESSENTIAL
Serial Number:	85953984	GET ESSENTIAL
Serial Number:	85954050	GET ESSENTIAL
	•	TDADEMADIA

TRADEMARK
REEL: 006325 FRAME: 0529

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Property Type	Number	Word Mark	
Serial Number:	85954068	GET ESSENTIAL	
Serial Number:	85954091	GET ESSENTIAL	
Serial Number:	85954106	GET ESSENTIAL	
Serial Number:	86488338	HEAT EDGE	
Serial Number:	86497204	HEAT EDGE	
Serial Number:	86159447	OH!WOW	
Serial Number:	86688032	OH!WOW	
Serial Number:	86688082	OH!WOW	
Serial Number:	86688129	OH!WOW	
Serial Number:	86688149	OH!WOW	
Serial Number:	86688310	OH!WOW	
Serial Number:	86688335	OH!WOW	
Serial Number:	86694709	OH!WOW	
Serial Number:	87150295	PRESENTVILLE	
Serial Number:	87150301	PRESENTVILLE	
Serial Number:	87150307	PRESENTVILLE	
Serial Number:	87150313	PRESENTVILLE	
Serial Number:	87150332	PRESENTVILLE	
Serial Number:	87150338	PRESENTVILLE	
Serial Number:	87150342	PRESENTVILLE	
Serial Number:	87150375	PRESENTVILLE	
Serial Number:	74571457	REWARD	
Serial Number:	75011330	REWARD	
Serial Number:	75395755	TRAVEL GEAR	
Serial Number:	87213158	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213301	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213309	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213320	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213330	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213458	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213465	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213475	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213486	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87213496	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	87408511	TRAVEL GEAR LIFESTYLE ACCESSORIES	
Serial Number:	73356157	WEMBLEY	
Serial Number:	75134620	WEMBLEY	
Serial Number:	86025864	WEMBLEY	

TRADEMARK REEL: 006325 FRAME: 0530

Property Type	Number	Word Mark	
Serial Number:	86359883	WEMBLEY	
Serial Number:	86359896	WEMBLEY	
Serial Number:	86359909	WEMBLEY	
Serial Number:	86359916	WEMBLEY	
Serial Number:	86359926	WEMBLEY	
Serial Number:	86359933	WEMBLEY	
Serial Number:	86359953	WEMBLEY	
Serial Number:	86359964	WEMBLEY	
Serial Number:	86371135	WEMBLEY	
Serial Number:	86665893	WEMBLEY	
Serial Number:	86977122	WEMBLEY	
Serial Number:	86325934	WEMCO	
Serial Number:	86325959	WEMCO	
Serial Number:	86326031	WEMCO	
Serial Number:	86326049	WEMCO	
Serial Number:	86326066	WEMCO	
Serial Number:	86326087	WEMCO	
Serial Number:	86326099	WEMCO	
Serial Number:	86326113	WEMCO	
Serial Number:	86326139	WEMCO	
Serial Number:	86977014	WEMCO	
Serial Number:	86977015	WEMCO	

CORRESPONDENCE DATA

Fax Number: 8183324205

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.

Phone: (818) 654-8841

Email: Trademarks@avynolaw.com

Correspondent Name: Jennifer H. Hamilton Address Line 1: Avyno Law P.C.

Address Line 2: 6345 Balboa Blvd., Bldg. I, Suite 208

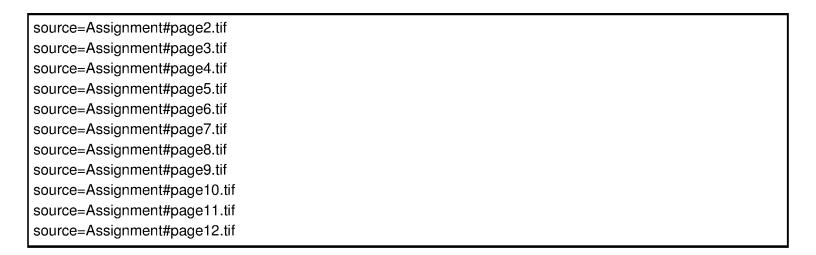
Address Line 4: Encino, CALIFORNIA 91311

ATTORNEY DOCKET NUMBER:	MSR17GEN000
NAME OF SUBMITTER:	Jennifer H. Hamilton
SIGNATURE:	/Jennifer H. Hamilton/
DATE SIGNED:	05/03/2018

Total Attachments: 12

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TRADEMARK REEL: 006325 FRAME: 0531



TRADEMARK REEL: 006325 FRAME: 0532

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks ("<u>Assignment</u>"), effective as of July 19, 2017, is entered into by and between Randa Accessories Leather Goods LLC, a limited liability company organized under the Laws of the State of Delaware, Randa Luggage LLC, a limited liability company organized under the Laws of the State of Delaware, and Randa Luggage, Inc., an entity incorporated under the Laws of the State of Delaware (collectively, the "<u>Assignor</u>") and MerchSource, LLC, a limited liability company organized under the Laws of the State of Delaware (the "<u>Assignee</u>").

WHEREAS, Assignor is the owner of those certain trademark registrations and applications identified on <u>Schedule A</u> attached hereto ("<u>Assigned Trademarks</u>");

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement dated July 19, 2017 (the "Asset Purchase Agreement") pursuant to which Assignor sold, transferred, conveyed and assigned to Assignee the Purchased Assets; and

WHEREAS, Assignor now wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, all of Assignors' right, title, and interest in and to the Assigned Trademarks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor and Assignee hereby agree as follows:

- 1. <u>Definitions</u>. Terms not defined in this Assignment shall have the meanings ascribed to them in the Asset Purchase Agreement.
- 2. <u>Conveyance and Acceptance of Assigned Trademarks</u>. Assignor hereby transfers and assigns to Assignee, and Assignee hereby accepts, all of such Assignor's right, title, and interest in and to the applicable Assigned Trademarks, the goodwill of the business associated with and symbolized by the Assigned Trademarks, the right to sue and recover for past, present, or future infringement thereof, the right to secure registration of such Assigned Trademarks and of this Assignment, and the right to initiate other proceedings before all Governmental Authorities with respect to such Assigned Trademarks.
- 3. <u>Recordation</u>. Assignor hereby authorizes and requests that the Commissioner for Trademarks and any other sovereign official holding a corresponding position of authority in any other state or country, record this Assignment. Assignor will, at Assignee's request and expense, take any and all reasonable actions, including without limitation, the execution, acknowledgment, and delivery of any and all documents that Assignee may reasonably request to record and perfect Assignee's interest in and to its assigned Trademarks.
- 4. <u>Governing Law.</u> This Assignment shall in all respects be governed by, and construed in accordance with, the Laws (excluding conflict of laws rules and principles) of the State of New York applicable to agreements made and to be performed entirely within such State, including all matters of construction, validity, and performance.

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5. <u>Counterparts</u>. This Assignment may be executed in several counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument. Signed counterparts of this Assignment may be delivered by facsimile and by scanned .pdf image.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties have executed, made and entered into this Assignment as of the date first set forth above.

ASSIGNOR:

RANDA ACCESSORIES LEATHER GOODS LLC

Name: John J. Hastings

Title: Executive Vice President and Chief

Financial Officer

RANDA LUGGAGE LLC

Name: JOHN J. HASTINGS

Title: EXECUTIVE VILLE PRESIDENT AND CHIEF FINANCIAL OFFICER

RANDA LUGGAGE, INC.

Name JOHN J. WASTINGS

Title: EXECUTIVE VICE PRESIDENT

AND CHIEF FINANCIAL OFFICER

[Signature Page to Assignment of Intellectual Property]

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STATE OF ILLINOIS)	
)	SS.
COUNTY OF COOK)	

On the <u>//</u> day of January in the year 2018, before me, the undersigned, personally appeared John J. Hastings to me known, who, by being by me duly sworn did depose and say that he is the Executive Vice President of Randa Accessories Leather Goods LLC, the limited liability company described in and which executed the above instrument; and that he signed his name thereto by order of the Managing Member of such limited liability company.

"OFFICIAL SEAL" SONIA MARTINEZ Notary Public, State of Illin My Commission Expires 12/17		J Bruden	Martine
STATE OF ILLINOIS)	Notary Public	
COUNTY OF COOK) ss.)		

On the 16 day of January in the year 2018, before me, the undersigned, personally appeared John J. Hastings to me known, who, by being by me duly sworn did depose and say that he is the Executive Vice President of Randa Luggage LLC, the limited liability company described in and which executed the above instrument; and that he signed his name thereto by order of the Managing Member of such limited liability company.

"OFFICIAL SEAL" SONIA MARTINEZ Notary Public, State of Illinoi My Commission Expires 12/17/2	5 2021		Done	Marts
	•••••		Notary Public	
STATE OF ILLINOIS)			
COUNTY OF COOK)	SS.		

On the _/ _ day of January in the year 2018, before me, the undersigned, personally appeared John J. Hastings to me known, who, by being by me duly sworn did depose and say that he is the Executive Vice President of Randa Luggage Inc., the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of such corporation.

"OFFICIAL SEAL" SONIA MARTINEZ

Notary Public, State of Illinois My Commission Expires 12/17/2021 Notary Public

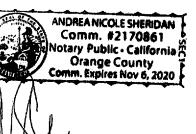
ASSIGNEE:

MERCHSOURCE, LLC

By:____ Name:

Name: Adam Gromfin

Title: President



ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California County of ORANGE	
on 11/20/2017 before me, Ar	dRea Sheridan, Notary Publi (insert name and title of the officer)
personally appeared AAM GROW who proved to me on the basis of satisfactory evider subscribed to the within instrument and acknowledge his/her/their authorized capacity(ies), and that by his person(s), or the entity upon behalf of which the person	nce to be the person(s) whose name(s) is/are ed to me that he/she/they executed the same in her/their signature(s) on the instrument the
I certify under PENALTY OF PERJURY under the la paragraph is true and correct.	ws of the State of California that the foregoing
WITNESS my hand and official seal.	ANDREA NICOLE SHERIDAN Comm. #2170861 Notary Public California Corange County Comm. Expires Nov 6, 2020
Signature	(Seal)

SCHEDULE A

to

ASSIGNMENT OF TRADEMARKS

a Tarademark		AtirNo	a promision	Reg Date
"WEMBLEY"	Canada	184398	UCA19972	29-May-1944
TAILGATE	United States of America	86650183		
Imerican TAILGATE	United States of America	86650199		
TAILGATE	United States of America	86650489		
TAILGATE	United States of America	86650517		
TAILGATE	United States of America	86650699		

13937195

TRADEMARK

Trademark	United States of America	App No. 86650735	Regano	Reg. Date
TAILGATE	United States of America	86650762		
Almerican TAILGATE	United States of America	86650793		
American TAILGATE				
Imerican TAILGATE	United States of America	86650823		
American TAILGATE	United States of America	86650837		
American TAILGATE	United States of America	86977140		

TRADEMARK

Trademark	Country	Aprilo Sa	Reg. No.	Reg Date
GET ESSENTIAL	Canada	1653472	TMA972797	07-Jun-2017
GET ESSENTIAL	United States	85953885	5124581	17-Jan-2017
GET BOSENTINE	of America	03733003	3121301	17 0411 2017
GET ESSENTIAL	United States	85953932	4589897	19-Aug-2014
	of America			
GET ESSENTIAL	United States	85953984	4589898	19-Aug-2014
	of America			
GET ESSENTIAL	United States	85954050	4589899	19-Aug-2014
	of America			
GET ESSENTIAL	United States	85954068	4589900	19-Aug-2014
	of America			
GET ESSENTIAL	United States	85954091	4589901	19-Aug-2014
	of America			
GET ESSENTIAL	United States	85954106	4589902	19-Aug-2014
	of America			
HEAT EDGE	Canada	1708563		
HEAT EDGE	Canada	1709809		
HEAT EDGE	United States	86488338		
	of America			
HEAT EDGE	United States	86497204		
	of America			
(a)	Mexico	1907671		
4 N				
m.ll.e				
World of				
Wembley				
MOVELTY GIFYS -				
OH!WOW	United States	86159447		
	of America			
OH!WOW	United States	86688032		
	of America			
OH!WOW	United States	86688082		
	of America			
OH!WOW	United States	86688129		
	of America			
OH!WOW	United States	86688149		
	of America		en allumum and an	
OH!WOW	United States	86688310		
	of America			
OH!WOW	United States	86688335		
	of America			
OH!WOW	United States	86694709		
	of America			
PRESENTVILLE	United States	87150295		
	of America	05150001		
PRESENTVILLE	United States	87150301		
	of America	07150007		
PRESENTVILLE	United States	87150307		
DD DAD IN THE	of America	07150010		
PRESENTVILLE	United States	87150313		
	of America			

Trademark	(Chints a Sa	LES VANS NO.	Reg. No.	Reg in after the
PRESENTVILLE	United States	87150332		
TRESERT VIELE	of America	07130332		
PRESENTVILLE	United States	87150338		
TRESERT VILLE	of America	07,150550		
PRESENTVILLE	United States	87150342		
TRESERVI VIELE	of America	07130342		
PRESENTVILLE	United States	87150375	-	
RESERVIVIELE	of America	67130373		
		*		
	i			
REWARD	United States	74571457	2048118	25-Mar-2007
REWARD	of America	74371437	2040110	25-17141-2007
	or minorica			
REWARD	United States	75011330	2067918	03-Jun-1997
REWARD	of America	/3011330	200/910	03-Juli-1997
	of America			
	I Inite d Ct-t	75395755	2224069	16-Feb-1999
	United States of America	15395155	2224069	16-Feb-1999
TRAVELGEAR	of America			
TRAVEL	Australia	1838355		
GEAR				
UL/41\				
LIFESTYLE ACCESSORIES				
TRAVEL	United States	87213158		
GEAR	of America			
LIFESTYLE ACCESSORIES				
TRAVEL	United States	87213301		
GEAR	of America			
UE/AR				
CIFESTYLE AGGESSORIES				
TRAVEL	United States	87213309		
_	of America			
GEAR				
LIFESTYLE ACCESSORIES				
TRAVEL	United States	87213320	·····	
	of America			
GEAR				
LIFESTYLE ACCESSORIES				
	United States	87213330		
TRAVEL	of America			
GEAR				
LIFESTYLE ASSESSERIES	7.0			
TRAVEL	United States	87213458		
GEAR	of America			
LIFESTYLE ADDCSSORICS				

Trademark	le Constitue	App No	Der No	Recelled
TRAVEL	United States	87213465		N S M M M
	of America	07213403		
GEAR	of America			
LICEDIAL ACCESSIBLES				
	TI. t. 1 Oc. c.	07010475		
TRAVEL	United States	87213475		
GEAR	of America			
LIFESTYLE ACCESSORIES				
	IIt. d Ctata	07212407		
	United States	87213486		
TRAVEL	of America			
GEAR				
LIFESTYLE ACCESSORIES				
T D A M T	I Inited States	87213496		
TRAVEL	United States of America	8/213490		
GEAR	of America		•	
LIFEUTYLE ACCESSORIES	71 % 10	07400511		
TRAVEL	United States	87408511		
GEAR	of America			
XXIDA ADT DV	Australia	1545207	1545207	17 May 2014
WEMBLEY		1545387	1545387	17-Mar-2014
WEMBLEY	Australia	1586466	1586466	21-May-2014
WEMBLEY WEMBLEY	Australia Canada	1626555 1681065	1626555 TMA970685	05-Feb-2015
WEMBLEY	Canada	1746716	1 MA9/0003	11-May-2017
WEMBLEY	Mexico	1563610	1530260	16 Ann 2015
WEMBLEY	Mexico	1563611	1592104	16-Apr-2015 24-Nov-2015
WEMBLEY		1563612	1530261	16-Apr-2015
WEMBLEY	Mexico South Africa	2013/06013	2013/06013	23-Oct-2014
WEMBLEY	South Africa	2013/06013	2013/06013	23-Oct-2014 23-Oct-2014
WEMBLEY	South Africa	2013/06012	2013/06012	23-Oct-2014
WEMBLEY	South Africa	1953/02991	1953/02991	24-Nov-1954
WEMBLEY	South Africa	2015/2645	1933/02991	24-110V-1934
WEMBLEY	United States	73356157	1251190	13-Sep-1983
WENTEE 1	of America	75550157	1231170	13 Sep 1363
WEMBLEY	United States	75134620	2096108	09-Sep-1997
WENDEET	of America	70101020	20,0100	05 0 0 p 1557
WEMBLEY	United States	86025864	5171809	28-Mar-2017
.,	of America			
WEMBLEY	United States	86359883	4682236	03-Feb-2015
	of America			
WEMBLEY	United States	86359896	4682237	03-Feb-2015
	of America			
WEMBLEY	United States	86359909	4703716	17-Mar-2015
	of America			
WEMBLEY	United States	86359916	4703718	17-Apr-2015
	of America			7/7-11-14-2
WEMBLEY	United States	86359926	4682238	03-Feb-2015
	of America			

TRADEMARK

WEMBLEY United States of America 86359933 4682239 03-Feb-2015 WEMBLEY United States of America 86359953 4703724 17-Mar-2015 WEMBLEY United States of America 86359964 4820841 29-Sep-2015 WEMBLEY United States of America 8665893 4682262 03-Feb-2015 WEMBLEY United States of America 8665893 13-Oct-2015 WEMBLEY United States of America 86977122 4833807 13-Oct-2015 WEMCO Australia 127168 127168 09-Mar-1956 WEMCO United States of America 8632593 13-Oct-2015 WEMCO United States of America 86325934 1631840 08-Mar-2016 WEMCO United States of America 86325934 1631840 08-Mar-2016 WEMCO United States of America 86326049 10-10-10-10-10-10-10-10-10-10-10-10-10-1	Tiratlemark	Country	App No	Reg: No.	Reg Date
WEMBLEY United States of America 86359953 4703724 17-Mar-2015 WEMBLEY United States of America 86359964 4820841 29-Sep-2015 WEMBLEY United States of America 86371135 4682262 03-Feb-2015 WEMBLEY United States of America 86668893 6668893 13-Oct-2015 WEMBLEY United States of America 86977122 4833807 13-Oct-2015 WEMCO Australia 127168 127168 09-Mar-1956 WEMCO United States of America 86325934 1631840 08-Mar-2016 WEMCO United States of America 86325934 108-Mar-2016 4808-Mar-2016 WEMCO United States of America 86326031 108-Mar-2016 108-Mar-2016 WEMCO United States of America 86326049 108-Mar-2016 1	WEMBLEY	United States			
WEMBLEY		of America			
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WEMBLEY United States of America 86665893 13-Oct-2015 WEMBLEY United States of America 48977122 4833807 13-Oct-2015 Wembley Australia 127168 127168 09-Mar-1956 Wembley Canada 356017 TMA197620 22-Feb-1974 WemCO Australia 1631840 1631840 08-Mar-2016 WEMCO United States of America 86325934 09-Mar-2016 WEMCO United States of America 86325934 09-Mar-2016 WEMCO United States of America 86326031 09-Mar-2016 WEMCO United States of America 86326049 09-Mar-2016 WEMCO United States of America 86326049 09-Mar-2016 WEMCO United States of America 86326087 09-Mar-2016 WEMCO United States of America 86326087 09-Mar-2016 WEMCO United States of America 86326087 09-Mar-2016 WEMCO United States of America 86326113 09-Mar-2010 WEMCO <t< td=""><td>WEMBLEY</td><td>United States</td><td>86371135</td><td>4682262</td><td>03-Feb-2015</td></t<>	WEMBLEY	United States	86371135	4682262	03-Feb-2015
WEMBLEY		of America			
Wembley	WEMBLEY	United States	86665893		
Canada		of America			
Canada 356017	WEMBLEY	United States	86977122	4833807	13-Oct-2015
Canada 356017 TMA197620 22-Feb-1974		of America			
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