

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3397432

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	PATENT COLLATERAL AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
BELL AUTOMOTIVE PRODUCTS, INC.	06/05/2015

RECEIVING PARTY DATA

Name:	THE BANK OF NOVA SCOTIA
Street Address:	720 KING STREET WEST, 2ND FLOOR
Internal Address:	C/O GWS LOAN OPERATIONS
City:	TORONTO, ONTARIO
State/Country:	CANADA
Postal Code:	M5V2T3

PROPERTY NUMBERS Total: 61

Property Type	Number
Patent Number:	D679240
Patent Number:	D513228
Patent Number:	6971181
Patent Number:	D468623
Patent Number:	D468193
Patent Number:	D460708
Patent Number:	5961083
Patent Number:	D679238
Patent Number:	D712626
Patent Number:	D700175
Patent Number:	D700176
Patent Number:	D653181
Patent Number:	D486105
Patent Number:	D480669
Patent Number:	D480668
Patent Number:	D657693
Patent Number:	D700068
Patent Number:	D647352
Patent Number:	D699984

PATENT

Property Type	Number
Patent Number:	D659061
Patent Number:	D662017
Patent Number:	D662448
Patent Number:	D658555
Patent Number:	D640177
Patent Number:	D636713
Patent Number:	8578640
Patent Number:	D493398
Patent Number:	D485522
Patent Number:	D470810
Patent Number:	D469392
Patent Number:	D469044
Patent Number:	D469043
Patent Number:	D469042
Patent Number:	D464301
Patent Number:	D464300
Patent Number:	D464299
Patent Number:	8925594
Patent Number:	D670313
Patent Number:	D668676
Patent Number:	D679291
Patent Number:	D669502
Patent Number:	D671560
Patent Number:	8887769
Patent Number:	D695319
Patent Number:	D694267
Patent Number:	D694268
Patent Number:	8573046
Patent Number:	8882420
Patent Number:	D724401
Application Number:	61993738
Application Number:	61993765
Application Number:	61993833
Application Number:	62139132
Application Number:	61980892
Application Number:	13342641
Application Number:	14022075
Application Number:	62075479

Property Type	Number
Application Number:	61980981
Application Number:	13733049
Application Number:	14338236
Application Number:	14338275

CORRESPONDENCE DATA

Fax Number: (212)728-8111

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.

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Email: ipdept@willkie.com

Correspondent Name: MEGHAN HUNGATE C/O WILLKIE FARR & GALLAG

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Address Line 4: NEW YORK, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	110467.00026 MHH
NAME OF SUBMITTER:	MEGHAN M. HUNGATE
SIGNATURE:	/meghanmhungate/
DATE SIGNED:	06/15/2015

Total Attachments: 8

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PATENT COLLATERAL AGREEMENT

This 5th day of June, 2015, Bell Automotive Products, Inc., a Delaware corporation (the "*Debtor*") with its principal place of business and mailing address at 18940 N. Pima Rd., Ste. 200, Scottsdale, AZ 85255, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, mortgages and pledges to The Bank of Nova Scotia ("*Scotia Capital*"), with its mailing address at c/o GWS Loan Operations, 720 King Street West, 2nd Floor, Toronto, Ontario, Canada, M5V2T3 (Attention: US Agency Loan Operations), acting as administrative agent hereunder for the Secured Creditors, and its successors and assigns (Scotia Capital acting as such administrative agent and any successor(s) or assign(s) to Scotia Capital acting in such capacity being hereinafter referred to as the "*Agent*"), and grants to the Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

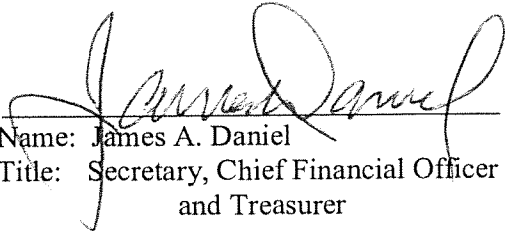
- (i) each patent and patent application listed on Schedule A hereto and all of the inventions described and claimed therein and any and all reissues, continuations, continuations-in-part or extensions thereof; and
- (ii) all proceeds of the foregoing, including without limitation any claim by the Debtor against third parties for damages by reason of past, present or future infringement of any patent or patent application listed on Schedule A hereto, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations of the Debtor as set out in that certain Security Agreement dated June 3, 2011 (the "*Security Agreement*"), by and among the Debtor, the other debtors from time to time party thereto, and the Agent, as the same may be amended, restated, amended and restated, supplemented or otherwise modified from time to time. All capitalized terms used herein without definition shall have the same meanings herein as such terms have in the Security Agreement.

The Debtor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the mortgage, pledge and security interest in the patents and patent applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Debtor has caused this Patent Collateral Agreement to be duly executed as of the date and year first above written.

BELL AUTOMOTIVE PRODUCTS, INC.

By: 
Name: James A. Daniel
Title: Secretary, Chief Financial Officer
and Treasurer

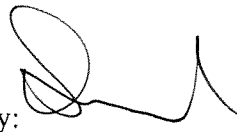
[SIGNATURE PAGE TO PATENT COLLATERAL AGREEMENT]

PATENT
REEL: 035910 FRAME: 0772

Accepted and agreed to as of the date and year first above written.

THE BANK OF NOVA SCOTIA

By: 
Name: Clement Yu
Title: Director

By: 
Name: Syed Ali
Title: Analyst

**SCHEDULE A
TO PATENT COLLATERAL AGREEMENT**

**U.S. PATENT NUMBERS
AND PENDING U.S. PATENT APPLICATION NUMBERS**

U.S. Patent Number	Title of Patent	Owner	Date Issued	Expiration Date
D679240	Seat Back Organizer	Bell Automotive Products, Inc.	04/02/2014	04/02/2028
D513228	Power strip	Bell Automotive Products, Inc.	12/27/2005	12/27/2019
6971181	Digital display compass for mounting on vehicle	Bell Automotive Products, Inc.	12/06/2005	12th Year Maintenance Fee due between 12/06/2016 – 2/06/2017.
D468623	End mounting cap for clothes bar	Bell Automotive Products, Inc.	01/14/2003	01/14/2017
D468193	Clothes bar	Bell Automotive Products, Inc.	01/07/2003	01/07/2017
D460708	Service reminder	Bell Automotive Accessories, Inc.	07/23/2002	07/23/2016
5961083	Attachment Apparatus for the Attachment of Vehicle Accessories to a Vehicle Structure	Cobbs Manufacturing	10/05/1999	11/03/2017
D679238	Rearview Mirror Cover	Bell Automotive Products, Inc.	04/02/2013	04/02/2033
D712626	Seatbelt Shoulder Pad	Bell Automotive Products, Inc.	09/09/2014	09/09/2028
D700175	Mobile Device Mounting Apparatus	Bell Automotive Products, Inc.	02/25/2014	02/25/2028
D700176	Mobile Device Mounting Apparatus 2	Bell Automotive Products, Inc.	02/25/2014	02/25/2028
D653181	Steering Wheel Cover - Shaggy design	Bell Automotive Products, Inc.	01/31/2012	01/31/2026
D486105	Steering Wheel Cover	Bell Automotive Products, Inc.	02/03/2004	02/03/2018

U.S. Patent Number	Title of Patent	Owner	Date Issued	Expiration Date
D480669	Steering Wheel Cover	Bell Automotive Products, Inc.	10/14/2003	10/14/2017
D480668	Steering Wheel Cover Packaging Insert	Bell Automotive Products, Inc.	10/14/2003	10/14/2017
D657693	Compact Package with a Handle	Bell Automotive Products, Inc.	04/17/2012	04/17/2026
D700068	Rolled Pliable Material and Compact Package with a Handle	Bell Automotive Products, Inc.	02/25/2014	02/25/2025
D647352	Automobile Seat Cover – Shaggy design	Bell Automotive Products, Inc.	10/25/2011	12/20/2024
D699984	Sock Monkey Seat Cover	Bell Automotive Products, Inc.	02/25/2014	02/25/2028
D659061	Hibiscus License Plate Frame	Bell Automotive Products, Inc.	05/08/2012	05/08/2026
D662017	Longhorn License Plate Frame	Bell Automotive Products, Inc.	06/19/2012	06/19/2026
D662448	Pearls License Plate Frame	Bell Automotive Products, Inc.	06/26/2012	06/26/2026
D658555	Nautical Stars License Plate Frame	Bell Automotive Products, Inc.	05/01/2012	05/01/2026
D640177	Diamond License Plate Frame	Bell Automotive Products, Inc.	06/21/2011	03/11/2025
D636713	Diamond License Plate Frame	Bell Automotive Products, Inc.	04/26/2011	02/10/2025
8578640	License Plate Frame with Removable Elements	Bell Automotive Products, Inc.	11/12/2013	1st Mfee due between 11/12/16 – 11/13/17. Patent Term Will Expire on 8/21/2032.
D493398	License plate frame	Bell Automotive Products, Inc.	07/27/2004	07/27/2018
D485522	License plate frame	Bell Automotive Products, Inc.	01/20/2004	01/20/2018
D470810	License plate frame	Bell Automotive Products, Inc.	02/25/2003	02/25/2017
D469392	License plate frame	Bell Automotive Products, Inc.	01/28/2003	01/28/2017
D469044	License plate	Bell Automotive	01/21/2003	01/21/2017

U.S. Patent Number	Title of Patent	Owner	Date Issued	Expiration Date
	frame	Products, Inc.		
D469043	License plate frame	Bell Automotive Products, Inc.	01/21/2003	01/21/2017
D469042	License plate frame	Bell Automotive Products, Inc.	01/21/2003	01/21/2017
D464301	License plate frame	Bell Automotive Products, Inc.	10/15/2003	10/15/2017
D464300	License plate frame	Bell Automotive Products, Inc.	10/15/2002	10/15/2016
D464299	License plate frame	Bell Automotive Products, Inc.	10/15/2002	10/15/2016
8925594	Portable Tire Inflator And Reflective Device	Bell Automotive Products, Inc.	01/06/2015	1st Mfee due between 1/06/18 – 1/06/19. Patent Term Will Expire on 1/03/2032.
D670313	Portable Tire Inflator	Bell Automotive Products, Inc.	11/06/2012	11/06/2026
D668676	Hand-Held Tire Inflator	Bell Automotive Products, Inc.	10/09/2012	10/09/2026
D679291	Portable Tire Inflator	Bell Automotive Products, Inc.	04/02/2013	04/02/2033
D669502	Portable Tire Inflator With Triangular Reflector	Bell Automotive Products, Inc.	10/23/2012	10/23/2026
D671560	Portable Wall-Mount Tire Inflator	Bell Automotive Products, Inc.	11/27/2012	11/27/2026
8887769	Rechargeable Tire Inflator with Adaptable Hose Holder	Bell Automotive Products, Inc.	11/18/2014	1st Mfee due between 11/18/17 – 11/18/18. Patent Term Will Expire on 1/03/2032.
D695319	Tire Inflator	Bell Automotive Products, Inc.	12/10/2013	12/10/2017
D694267	Portable Tire Inflator	Bell Automotive Products, Inc.	11/26/2013	11/26/2027
D694268	Handheld Tire Inflator	Bell Automotive Products, Inc.	11/26/2013	11/26/2027
8573046	Combined Tread Depth Measurement Tool	Bell Automotive Products, Inc.	11/05/2013	1st Mfee due between 11/05/16 – 11/06/17. Patent

U.S. Patent Number	Title of Patent	Owner	Date Issued	Expiration Date
	and Pneumatic Pressure Gauge Systems and Methods			Term will Expire on 1/04/2032.
8882420	Tubeless Tire Puncture Repair Tool	Bell Automotive Products, Inc.	11/11/2014	1st Mfee due between 11/11/17 – 11/11/18. Patent Term will Expire on 5/03/2032.
D724401	Tire Puncture Repair Tool	Bell Automotive Products, Inc.	TBD	03/17/2029

Pending Patent Application Number	Title of Application	Filing Date	Owner	Jurisdiction
61993738	Electronic LED Road Flare	N/A - Pending Application	Bell Automotive Products, Inc.	United States
61993765	Foldable Electronic Safety Light	N/A - Pending Application	Bell Automotive Products, Inc.	United States
61993833	Magnetic Electronic Safety Light	N/A - Pending Application	Bell Automotive Products, Inc.	United States
62139132	Mobile Device Case And Mount	N/A - Pending Application	Bell Automotive Products, Inc.	United States
61980892	Molded Steering Wheel Cover	N/A - Pending Application	Bell Automotive Products, Inc.	United States
13342641	Air Bag Enabling Car Seat Cover	N/A - Pending Application	Bell Automotive Products, Inc.	United States
14022075	Automobile Bench Seat Cover	N/A - Pending Application	Bell Automotive Products, Inc.	United States
62075479	Drawstring Seat Cover	N/A - Pending Application	Bell Automotive Products, Inc.	United States
61980981	Noise Reducing License Plate Frame	N/A - Pending Application	Bell Automotive Products, Inc.	United States
13733049	Tubeless Tire Puncture Repair Tool	N/A - Pending Application	Bell Automotive Products, Inc.	United States
14338236	Tire Sealant Bottle Assembly	N/A - Pending Application	Bell Automotive Products, Inc.	United States
14338275	Aerosol Tire Sealant And Inflator Assembly	N/A - Pending Application	Bell Automotive Products, Inc.	United States