

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TERRAVANT WINE COMPANY, LLC		12/31/2012	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	CAPITAL SQUARED, LLC
Street Address:	2566 Overland Avenue
Internal Address:	Suite 645
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	85740485	REST IN PEACE
Serial Number:	85591534	DARKSIDE
Serial Number:	85510826	50 ACRE RANCH
Serial Number:	85421957	COOKIES & CREAM
Registration Number:	4273031	COOKIES & CREAM
Registration Number:	4085023	PARA EL ALMA
Registration Number:	3990136	RED PONY RANCH
Registration Number:	4206714	STOMPING GROUND
Registration Number:	4206713	NICE LEGS
Registration Number:	4202965	INSOMNIA

CORRESPONDENCE DATA

CH \$265.00 85740485

Fax Number: 2136805808

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 213-891-5803

Email: dsalgarolo@buchalter.com

Correspondent Name: Debbie Salgarolo - Buchalter Nemer

Address Line 1: 1000 Wilshire Blvd.

Address Line 2: Suite 1500

Address Line 4: Los Angeles, CALIFORNIA 90017

ATTORNEY DOCKET NUMBER:	C1257-0002 (W. SCHOENHOLZ)
NAME OF SUBMITTER:	Debbie Salgarolo
Signature:	/s/ Debbie Salgarolo
Date:	05/28/2013

Total Attachments: 3

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

TERRAVANT WINE COMPANY, LLC, a California limited liability company, whose address is 35 Industrial Way, Buellton, California 93427 (“Assignor”) hereby acknowledges that it has granted to **CAPITAL SQUARED, LLC**, a California limited liability company, whose address is 2566 Overland Avenue, Suite 645, Los Angeles, California 90064 (“Assignee”), a security interest in and to all of Assignor’s right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Assignor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Agreement (as defined below), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of December 31, 2012 (the “Agreement”), by and between Assignor and Assignee, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Assignee may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 31
day of December, 2012.

TERRAVANT WINE COMPANY, LLC,
a California limited liability company

By:  _____

Name: Lewis K. Eisaguirre

Title: President

[signature page continued]

Signature Page to Memorandum and Notice of Security Interest
in Intellectual Property
Terravant Wine Company, LLC

TRADEMARK
REEL: 005035 FRAME: 0979

EXHIBIT A
TRADEMARKS

Owner	Trademark	Serial No. / Reg. No.	File Date / Reg. Date
Terravant Wine Company, LLC	REST IN PEACE	85-740,485	09/27/2012
Terravant Wine Company, LLC	DARKSIDE	85-591,534	04/06/2012
Terravant Wine Company, LLC	50 ACRE RANCH	85-510,826	01/06/2012
Terravant Wine Company, LLC	COOKIES & CREAM	85-421,957	09/13/2011
Terravant Wine Company, LLC	SPIN THE BOTTLE	85-421,953 4,273,031	09/13/2011 01/08/2013
Terravant Wine Company, LLC	PARA EL ALMA <THE SOUL>	4,085,023	01/10/2012
Terravant Wine Company, LLC	RED PONY RANCH	3,990,136	07/05/2011
Terravant Wine Company, LLC	STOMPING GROUND	4,206,714	09/11/2012
Terravant Wine Company, LLC	NICE LEGS	4,206,713	09/11/2012
Terravant Wine Company, LLC	INSOMNIA	4,202,965	09/04/2012