

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM342974

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KILL CLIFF, INC.		05/20/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	PMC FINANCIAL SERVICES GROUP, LLC		
Street Address:	3816 East La Palma Avenue		
City:	Anaheim		
State/Country:	CALIFORNIA		
Postal Code:	92807		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	86421695	KC BAR	
Serial Number:	86370437	KILL CLIFF	
Registration Number:	4431341	STRONG IS BEAUTIFUL	
Registration Number:	4375980	NECTAR OF THE WODS	
Registration Number:	4353876	TEST POSITIVE FOR AWESOME	
Registration Number:	3591057	KILL CLIFF	
CORRESPONDENCE DATA			
Fax Number:	2136305788		
<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:	213-891-5935		
Email:	hpanneck@buchalter.com		
Correspondent Name:	Helen Panneck c/o Buchalter Nemer		
Address Line 1:	1000 Wilshire Blvd., Ste.1500		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
ATTORNEY DOCKET NUMBER:	P6297-0039		
NAME OF SUBMITTER:	Helen Panneck		
SIGNATURE:	/Helen Panneck/		
DATE SIGNED:	06/01/2015		

CH \$165.00 86421695

Total Attachments: 5

source=Kill Cliff IPSA#page1.tif

source=Kill Cliff IPSA#page2.tif

source=Kill Cliff IPSA#page3.tif

source=Kill Cliff IPSA#page4.tif

source=Kill Cliff IPSA#page5.tif

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

May 20, 2015

KILL CLIFF, INC., a Delaware corporation, whose address is 3715 Northside Parkway, Building 300, Suite 450, Atlanta, Georgia 30327 ("Assignor") hereby acknowledges that it has granted **PMC FINANCIAL SERVICES GROUP, LLC**, a Delaware limited liability company, whose address is 3816 East La Palma Avenue, Anaheim, California 92807 ("Assignee"), a security interest in and to all of the Assignor's right, title and interest in and to: (a) 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; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Assignor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Assignor (the "Copyrights"), 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 May 20, 2015 (the "Agreement"), between the 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.

[Remainder of Page Intentionally Blank]

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

KILL CLIFF, INC.,
a Delaware corporation

By: 

Name: Todd P. Ehrlich

Title: Chief Executive Officer

EXHIBIT A

Trademarks

Owner	Trademark	Serial No. / Reg. No.	File Date / Reg. Date
Kill Cliff, Inc.	KC Bar	86421695	10/13/2014
Kill Cliff, Inc.	Kill Cliff	86370437	08/19/2014
Kill Cliff, Inc.	Strong is Beautiful	4431341	11/12/2013
Kill Cliff, Inc.	Nectar of the Wods	4375980	07/30/2013
Kill Cliff, Inc.	Test Positive For Awesome	4353876	06/18/2013
Kill Cliff, Inc.	Kill Cliff	3591057	03/17/2009

EXHIBIT B
PATENTS

Patents

None

EXHIBIT C

Copyrights

None