# OP \$165.00 4059899

# TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM367996

| SUBMISSION TYPE:      | NEW ASSIGNMENT                       |  |
|-----------------------|--------------------------------------|--|
| NATURE OF CONVEYANCE: | Grant of Trademark Security Interest |  |

#### **CONVEYING PARTY DATA**

| Name                             | Formerly | Execution Date | Entity Type                              |
|----------------------------------|----------|----------------|--|
| Sunbelt Beverage Company,<br>LLC |          | 01/01/2016     | LIMITED LIABILITY<br>COMPANY: DELAWARE   |
| R&R Marketing, L.L.C.            |          | 01/01/2016     | LIMITED LIABILITY<br>COMPANY: NEW JERSEY |

#### **RECEIVING PARTY DATA**

| Name:           | JPMorgan Chase Bank, N.A. as Administrative Agent |  |  |
|-----------------|---|--|--|
| Street Address: | 277 Park Avenue, 44th Floor                       |  |  |
| City:           | New York  |  |  |
| State/Country:  | NEW YORK  |  |  |
| Postal Code:    | 10017   |  |  |
| Entity Type:    | Association: UNITED STATES                        |  |  |

#### **PROPERTY NUMBERS Total: 6**

| Property Type        | Number  | Word Mark                           |  |
|----------------------|---------|-------------------------------------|--|
| Registration Number: | 4059899 | MAKE RESPONSIBILITY A FAMILY MATTER |  |
| Registration Number: | 3851335 | LUXURIST                            |  |
| Registration Number: | 3663096 | THE CHARMER SUNBELT GROUP           |  |
| Registration Number: | 3471102 | 11 ONE ON ONE TASTINGS              |  |
| Registration Number: | 4622398 | 11 ONE ON ONE PROMOTIONS            |  |
| Registration Number: | 4341564 | R&R MARKETING                       |  |

#### **CORRESPONDENCE DATA**

Fax Number:

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.

**Email:** marina.kelly@thomsonreuters.com

Correspondent Name: Susan O'Brien

Address Line 1: 187 Wolf Road, Suite 101

Address Line 2: CT Lien Solutions

Address Line 4: Albany, NEW YORK 12205

| NAME OF SUBMITTER: | Susan O'Brien                   |
|--------------------|---------------------------------|
| SIGNATURE:         | /Marina Kelly, Thomson Reuters/ |

TRADEMARK REEL: 005702 FRAME: 0573

900349369

| DATE SIGNED:                          | 01/05/2016                            |  |  |  |
|---------------------------------------|---------------------------------------|--|--|--|
| Total Attachments: 7                  |                                       |  |  |  |
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TRADEMARK REEL: 005702 FRAME: 0574

| RECORDATION FORM COVER SHEET TRADEMARKS ONLY   |  |  |  |  |  |
|--|--|--|--|--|--|
| To the director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.   |  |  |  |  |  |
| Name of conveying party(ies)/Execution Date(s):  | 2. Name and address of receiving party(ies)  |  |  |  |  |
| Sunbelt Beverage Company, LLC  | ☐ Yes Additional names, addresses, or citizenship attached? ☒ No   |  |  |  |  |
|  | Name: JPMorgan Chase Bank, N.A. as Administrative Agent  |  |  |  |  |
|  | Internal<br>Address:   |  |  |  |  |
| ☐ Individual(s) ☐ Association ☐General Partnership ☐Limited Partnership  | Street Address: 277 Park Avenue, 44 <sup>th</sup> Floor  |  |  |  |  |
| Corporation-State  | City: New York   |  |  |  |  |
| ⊠Other: limited liability company  | State:New York   |  |  |  |  |
| Citizenship (see guidelines) <u>Delaware</u> Execution Date(s) <u>1/1/2016</u>   | Country:USA Zip: 10017   |  |  |  |  |
| Additional names of conveying parties attached? ⊠Yes ☐ No  | ☑ Association Citizenship <u>U.S.A.</u>  |  |  |  |  |
| 3. Nature of conveyance:   | General Partnership Citizenship  |  |  |  |  |
| ☐ Assignment ☐ Merger  | Limited Partnership Citizenship  |  |  |  |  |
| ☐ Security Agreement ☐ Change of Name  | Corporation Citizenship  |  |  |  |  |
| ☑ Other <u>Grant of Trademark Security Interest</u>  | Other Citizenship  |  |  |  |  |
| 23 Otto State Stat | If assignee is not domiciled in the United States, a domestic representative designation is attached.   [Yes ] No (Designations must be a separate document from assignment) |  |  |  |  |
| 4. Application number(s) or registration number(s) and ident A. Trademark Application No.(s) SEE SCHEDULE A ANNEXED HERETO   | ification or description of the Trademark.  B. Trademark Registration No.(s) SEE SCHEDULE A ANNEXED  HERETO  |  |  |  |  |
| Additional sheet(s) attached? ⊠ Yes ☐No  |  |  |  |  |  |
| C. Identification or Description of Trademark(s) (and Filing Date if SEE SCHEDULE A ANNEXED HERETO   | · · · · · · · · · · · · · · · · · · ·  |  |  |  |  |
| 5. Name address of party to whom correspondence concerning document should be mailed:  Name: Susan O'Brien   | 6. Total number of applications and registrations involved:  |  |  |  |  |
| Internal Address: <u>CT Lien Solutions</u>   | 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$165.00  Authorized to be charged by credit card   |  |  |  |  |
| Street Address: 187 Wolf Road - Suite 101  | Authorized to be charged to deposit account  |  |  |  |  |
| City: <u>Albany</u>  | Enclosed  8. Payment Information:  |  |  |  |  |
| State: New York Zip: 12205   | a. Credit Card Last 4 Numbers  |  |  |  |  |
| Phone Number: 800-342-3676   | Expiration Date  |  |  |  |  |
| Fax Number: 800-962-7049   | b. Deposit Account Number  |  |  |  |  |
| Email Address: cls-udsalbany@wolterskluwer.com   | Authorized User Name:  |  |  |  |  |
| 9. Signature: Signature  | 1/4/2016<br>Date   |  |  |  |  |
| Total number of pages including cover  |  |  |  |  |  |
| Michael G. Regina sheet, attachments, and document. 7  Name of Person Signing  |  |  |  |  |  |

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

## ADDITIONAL NAMES OF CONVEYING PARTIES

R&R Marketing, L.L.C. Limited Liability Company New Jersey

3895725.1

**TRADEMARK REEL: 005702 FRAME: 0576** 

### SCHEDULE A

#### TO

# RECORDATION FORM COVER SHEET $\underline{TRADEMARKS\ ONLY}$

| Name of<br>Grantor               | Trademark                                 | Registration<br>Date | Registration<br>Number |
|----------------------------------|---|----------------------|------------------------|
| Sunbelt Beverage<br>Company, LLC | MAKE<br>RESPONSIBILITY A<br>FAMILY MATTER | November 22, 2011    | R- 4,059,899           |
| Sunbelt Beverage<br>Company, LLC | LUXURIST                                  | September 21, 2010   | R – 3,851,335          |
| Sunbelt Beverage<br>Company, LLC | THE CHARMER<br>SUNBELT GROUP              | August 4, 2009       | R – 3,663,096          |
| Sunbelt Beverage<br>Company, LLC | ONE ON ONE<br>TASTINGS (stylized)         | July 22, 2008        | R-3,471,102            |
| Sunbelt Beverage<br>Company, LLC | ONE ON ONE<br>PROMOTIONS<br>(stylized)    | October 14, 2014     | R – 4,622,398          |
| R&R Marketing, LLC               | R&R MARKETING                             | May 28, 2013         | R – 4,341,564          |

3894482.1

TRADEMARK REEL: 005702 FRAME: 0577

#### GRANT OF TRADEMARK SECURITY INTEREST

GRANT OF TRADEMARK SECURITY INTEREST ("Grant"), dated as of January 1, 2016, by and among Sunbelt Beverage Company, LLC, a Delaware limited liability company ("SBC") and R&R Marketing, L.L.C., a New Jersey limited liability company ("RR" and together with SBC, each a "Grantor" and collectively, the "Grantors"), in favor of JPMorgan Chase Bank, N.A., in its capacity as administrative agent (the "Administrative Agent") for the lenders party to the Credit Agreement referred to below.

#### WITNESSETH:

WHEREAS, Grantors, certain of their Affiliates, the Administrative Agent and the Lenders are entering into an Amended and Restated Credit Agreement dated as of the date hereof (as it may be amended or modified from time to time, the "Credit Agreement");

WHEREAS, each Grantor, certain of its Affiliates and the Administrative Agent are entering into an Amended and Restated Pledge and Security Agreement dated as of the date hereof (as it may be amended or modified from time to time, the "Security Agreement") in order to induce Agent and the Lenders to enter into and extend credit to such Grantor and certain of its Affiliates under the Credit Agreement and to secure the Secured Obligations; and

WHEREAS, pursuant to the Security Agreement, each Grantor is executing and delivering to the Administrative Agent this Grant for filing with the United States Patent and Trademark Office;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

- 1. **Defined Terms**. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement or, if not defined therein, in the Security Agreement.
- 2. **Grant of Security Interest in Trademarks**. Each Grantor hereby grants to the Administrative Agent, on behalf of and for the ratable benefit of the Lenders, a security interest in all of its right, title and interest in, to and under all of Grantor's presently existing or hereafter acquired Trademarks (as defined below), including, without limitation, the Trademarks set forth on **Schedule A** hereto (collectively, the "*Trademarks*"), and all proceeds and products thereof.
- 3. Security Agreement. The security interest granted pursuant to this Grant is granted in conjunction with, and not in limitation of, the security interests granted to the Administrative Agent, on behalf of and for the ratable benefit of the Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks and related Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature page follows]

3885613.3

IN WITNESS WHEREOF, each Grantor has caused this Grant to be executed and delivered by its duly authorized officer as of the date first set forth above.

#### SUNBELT BEVERAGE COMPANY, LLC

Name: Eugene D. Luciana

Title: Secretary and Treasurer

R&R MARKETING, L.L.C.

By: 2 9- 2-

Name: Eugene D. Luciana

Title: Secretary and Treasurer

[Grant of Trademark Security Interest]

TRADEMARK REEL: 005702 FRAME: 0579

#### ACCEPTED AND ACKNOWLEDGED BY:

# JPMORGAN CHASE BANK, N.A.,

as Administrative Agent

Ву: \_\_ Name: Daniel Stampfel

Authorized Signer Title:

[Grant of Trademark Security Interest]

**TRADEMARK REEL: 005702 FRAME: 0580** 

Schedule A
Active U.S. Trademark Filings:

| Name of Grantor                  | Trademark                                 | Registration Date  | Registration Number |
|----------------------------------|---|--------------------|---------------------|
| Sunbelt Beverage<br>Company, LLC | MAKE<br>RESPONSIBILITY A<br>FAMILY MATTER | November 22, 2011  | R- 4,059,899        |
| Sunbelt Beverage<br>Company, LLC | LUXURIST                                  | September 21, 2010 | R - 3,851,335       |
| Sunbelt Beverage<br>Company, LLC | THE CHARMER<br>SUNBELT GROUP              | August 4, 2009     | R - 3,663,096       |
| Sunbelt Beverage<br>Company, LLC | ONE ON ONE<br>TASTINGS (stylized)         | July 22, 2008      | R – 3,471,102       |
| Sunbelt Beverage<br>Company, LLC | ONE ON ONE PROMOTIONS (stylized)          | October 14, 2014   | R – 4,622,398       |
| R&R Marketing,<br>LLC            | R&R MARKETING                             | May 28, 2013       | R 4,341,564         |

# Active State Trademark Filings:

| Name of<br>Grantor | <u>Trademark</u> | Registration<br>Date | <u>State</u> | Registration<br>Number |
|--------------------|------------------|----------------------|--------------|------------------------|
| Sunbelt            | REBEL VINUM      | June 7, 2010         | Arizona      | 54730                  |
| Beverage           |                  |                      |              |                        |
| Company, LLC       |                  |                      |              |                        |

[Grant of Trademark Security Interest]

TRADEMARK REEL: 005702 FRAME: 0581

**RECORDED: 01/05/2016**