

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM383697

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice and Confirmation of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sazerac Brands, LLC		03/01/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Administrative Agent		
Street Address:	1525 West W.T. Harris Blvd.		
Internal Address:	MAC D1109-019		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 66			
Property Type	Number	Word Mark	
Registration Number:	4180400	BEST GET AFTER IT SOUTHERN COMFORT	
Serial Number:	86524408	BLOOD ORANGE COMFORT SOUTHERN COMFORT	
Registration Number:	4368942	BORN IN NEW ORLEANS	
Registration Number:	4187586	CAJUN THUNDER	
Serial Number:	86505853	CAMEL COMFORT SOUTHERN COMFORT	
Serial Number:	86416661	CASTRO-WEEN	
Registration Number:	4732923	CATEGORY OF ONE	
Serial Number:	86505873	CHERRY COMFORT SOUTHERN COMFORT	
Registration Number:	1048272	COMFORT	
Registration Number:	4187421	COMFORT & JOY	
Registration Number:	3794477	GRAB SOME SOCO AND PLAY!	
Registration Number:	0853793	THE GRAND OLD DRINK OF THE SOUTH	
Registration Number:	3986791	INSPIRED BY THE CRESCENT CITY	
Serial Number:	86505822	LIME COMFORT SOUTHERN COMFORT	
Registration Number:	2562561	M.W. HERON	
Serial Number:	86498538	MADE COMFORTABLE	
Serial Number:	86232576	MAKE MINE COMFORTABLE	
Registration Number:	3902212		
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	0853794	
Registration Number:	2920424	SOUTHERN COMFORT M.W. HERON
Registration Number:	4009055	SOUTHERN COMFORT M.W. HERON
Serial Number:	86436887	SOUTHERN COMFORT M.W. HERON
Registration Number:	4046214	SOUTHERN COMFORT NEW ORLEANS ORIGINAL ES
Serial Number:	86436781	SOUTHERN COMFORT S ONE C CATEGORY OF ONE
Registration Number:	3887083	NONE GENUINE BUT MINE
Registration Number:	3898195	SC 18 74
Registration Number:	4757082	SOUTHERN COMFORT S ONE C CATEGORY OF ONE
Registration Number:	2254264	SOCO
Registration Number:	3867842	SOCO
Registration Number:	3516262	SOCO HURRICANE
Registration Number:	4019135	SOCO LIME
Serial Number:	85656957	SOUTHERN COMFORT
Serial Number:	86403390	SOUTHERN COMFORT
Registration Number:	1522030	SOUTHERN COMFORT
Registration Number:	2334067	SOUTHERN COMFORT
Registration Number:	2595370	SOUTHERN COMFORT
Registration Number:	2632580	SOUTHERN COMFORT
Registration Number:	2595369	SOUTHERN COMFORT
Registration Number:	2613240	SOUTHERN COMFORT
Registration Number:	2643948	SOUTHERN COMFORT
Registration Number:	3818162	SOUTHERN COMFORT
Registration Number:	2811113	SOUTHERN COMFORT ESTABLISHED 1874
Registration Number:	2811114	SOUTHERN COMFORT ESTABLISHED 1874
Registration Number:	3986790	SOUTHERN COMFORT NEW ORLEANS ORIGINAL ES
Registration Number:	4757083	M.W. HERON'S SOUTHERN COMFORT CATEGORY O
Registration Number:	0513317	SOUTHERN COMFORT
Registration Number:	4165040	SOUTHERN COMFORT NEW ORLEANS ORIGINAL SC
Registration Number:	2811112	SOUTHERN COMFORT
Registration Number:	4288910	SOUTHERN COMFORT
Registration Number:	4188028	AN ORIGINAL CONCOCTION SOUTHERN COMFORT
Registration Number:	4486035	SOUTHERN COMFORT ZONE
Registration Number:	2565708	SOUTHERN HURRICANE
Registration Number:	2565707	SOUTHERN MANHATTAN
Registration Number:	2721701	SOUTHERN SHAG
Registration Number:	4404561	WHATEVER'S COMFORTABLE
Registration Number:	4671509	WHATEVER'S COMFORTABLE

Property Type	Number	Word Mark
Registration Number:	3887064	WHEREVER YOUR TOUR TAKES YOU, GET THERE
Registration Number:	4324351	CINMASTER
Registration Number:	3986275	GO BEYOND THE USUAL
Serial Number:	86684288	INSPIRE ORIGINALITY
Registration Number:	4050117	TUACA, TUONI & CANEPA, 1938, LIQUORE ORI
Registration Number:	3912415	T&C
Registration Number:	0830728	TUACA
Registration Number:	3999236	TUONI E CANEPA, TUACA, T&C, LIQUORE ORIG
Registration Number:	4057078	TUACA, TUONI & CANEPA
Registration Number:	3511049	TUONI E CANEPA

CORRESPONDENCE DATA

Fax Number: 7044448857

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: 7043432104

Email: twitcher@mcguirewoods.com

Correspondent Name: Terry L. Witcher, Paralegal

Address Line 1: McGuireWoods LLP

Address Line 2: 201 N. Tryon Street, Suite 3000

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	4506050-0070
NAME OF SUBMITTER:	Terry L. Witcher
SIGNATURE:	/s/ Terry L. Witcher
DATE SIGNED:	05/09/2016

Total Attachments: 9

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**NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN TRADEMARKS**

This **NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS** ("**Agreement**"), dated as of March 1, 2016, is made by **SAZERAC BRANDS, LLC**, a Delaware limited liability company (the "**Grantor**"), in favor of Wells Fargo Bank, National Association, as administrative agent (the "**Administrative Agent**") for the Secured Parties (as defined in that certain Credit Agreement (the "**Credit Agreement**") dated as of March 1, 2016, among the Sazerac Company, Inc., the Administrative Agent and the Lenders party thereto).

W I T N E S S E T H:

WHEREAS, in connection with the Credit Agreement, the Grantor entered into that certain Security Agreement dated as of March 1, 2016 (as amended, supplemented, waived or otherwise modified from time to time, the "**Security Agreement**"), in favor of the Administrative Agent for the benefit of the Secured Parties; and

WHEREAS, pursuant to the Security Agreement, the Grantor granted to the Administrative Agent for the benefit of the Secured Parties a security interest in its Intellectual Property (as defined in the Security Agreement), including Trademarks (as defined in the Security Agreement); and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Secured Parties to from time to time make and maintain extensions of credit under the Credit Agreement and the Related Credit Arrangements, the Grantor agrees, for the benefit of the Administrative Agent, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, capitalized terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement or the Security Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby confirms that pursuant to the Security Agreement it granted to the Administrative Agent for the benefit of the Secured Parties a security interest in all of the Trademarks of the Grantor (including, without limitation, those items listed on Schedule A hereto and any and all goodwill associated therewith) and to the extent not otherwise included, all proceeds and products of any and all of the Trademarks, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Secured Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantors for the purpose of recording the security interest granted pursuant to the Security Agreement with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the Security Agreement. The Security Agreement (and all rights and

remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgement. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Trademarks are fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[Remainder of page intentionally left blank.]

The parties hereto have caused this Agreement to be executed and delivered by their respective officers thereunto authorized as of the day and year first above written.

SAZERAC BRANDS, LLC,
a Delaware limited liability company

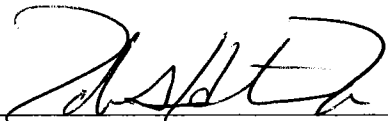
By: Sazerac Company, Inc., a Louisiana
Corporation, its manager

By: 
Name: Paul Pape
Title: Chief Financial Officer

[Signatures Continue on Following Page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

**WELLS FARGO BANK, NATIONAL
ASSOCIATION**, as Administrative Agent

By: 
Name: John G. Hutchinson, Jr.
Title: Senior Vice President

SCHEDULE A**TRADEMARKS**

Mark Name	Status	App No.	Filed Date	Registration Number	Registration Date
BEST GET AFTER IT & Design (Logo)	Registered	85288936	Apr 07 2011	4180400	Jul 24 2012
BLOOD ORANGE COMFORT & Design (Label 2014)	Allowed	86524408	Feb 04 2015		
BORN IN NEW ORLEANS	Registered	85167414	Nov 02 2010	4,368,942	4,368,942 Jul 16 2013
CAJUN THUNDER	Registered	85266359	Mar 14 2011	4187586	Aug 07 2012
CARAMEL COMFORT & Design (Label 2014)	Allowed	86505853	Jan 16 2015		
CASTRO-WEEN	Allowed	86416661	Oct 07 2014		
CATEGORY OF ONE	Registered	86216859	Mar 10 2014	4732923	May 05 2015
CHERRY COMFORT & Design (Label 2014)	Allowed	86505873	Jan 16 2015		
COMFORT	Registered	73082129	Mar 30 1976	1048272	Sep 14 1976
COMFORT & JOY	Registered	85167350	Nov 02 2010	4187421	Aug 07 2012
GRAB SOME SOCO AND PLAY!	Registered	77683716	Mar 04 2009	3794477	May 25 2010
GRAND OLD DRINK OF THE SOUTH, THE	Registered	72270965	May 08 1967	853793	Jul 30 1968
INSPIRED BY THE CRESCENT CITY (Bug Logo 2010)	Registered	85007823	Apr 06 2010	3986791	Jun 28 2011
LIME COMFORT & Design (Label 2014)	Allowed	86505822	Jan 16 2015		
M.W. HERON (Signature 2001)	Registered	76238004	Apr 09 2001	2562561	Apr 16 2002
MADE COMFORTABLE	Allowed	86498538	Jan 08 2015		

Mark Name	Status	App No.	Filed Date	Registration Number	Registration Date
MAKE MINE COMFORTABLE	Allowed	86232576	Mar 26 2014		
Misc. Design - Southern Comfort Oval (2010)	Registered	85007816	Apr 06 2010	3902212	Jan 04 2011
Misc. Design-Southern Comfort (Picture from Label)	Registered	72270966	May 08 1967	853794	Jul 30 1968
Misc. Design-Southern Comfort Bottle (2001) 3-D (2)	Registered	76530332	Jul 18 2003	2920424	Jan 25 2005
Misc. Design-Southern Comfort Bottle (2010) (3-D)	Registered	85203400	Dec 21 2010	4009055	Aug 09 2011
Misc. Design-Southern Comfort Bottle (2014 - 3D - dotted lines)	Allowed	86436887	Oct 28 2014		
Misc. Design-Southern Comfort Bottle (w/label 2010-dotted lines)	Registered	85007790	Apr 06 2010	4046214	Oct 25 2011
Misc. Design-Southern Comfort Bottle (w/label 2014-dotted lines)	Allowed	86436781	Oct 28 2014		
NONE GENUINE BUT MINE	Registered	77687850	Mar 10 2009	3887083	Dec 07 2010
SC & Crescent Moon Design (Logo 2010)	Registered	85007811	Apr 06 2010	3898195	Dec 28 2010
SC ONE & Star Design (Logo 2014)	Registered	86216874	Mar 10 2014	4757082	Jun 16 2015
SOCO	Registered	75325130	Jul 16 1997	2254264	Jun 15 1999
SOCO	Registered	77226361	Jul 10 2007	3867842	Oct 26 2010
SOCO HURRICANE	Registered	77427283	Mar 20 2008	3516262	Oct 14 2008
SOCO LIME Logo (horizontal)	Registered	85233692	Feb 03 2011	4019135	Aug 30 2011
SOUTHERN COMFORT	Allowed	85656957	Jun 20 2012		
SOUTHERN	Allowed	86403390	Sep 23		

Mark Name	Status	App No.	Filed Date	Registration Number	Registration Date
COMFORT			2014		
SOUTHERN COMFORT	Registered	73668904	Jun 26 1987	1522030	Jan 24 1989
SOUTHERN COMFORT	Registered	75047635	Jan 24 1996	2334067	Mar 28 2000
SOUTHERN COMFORT	Registered	76034610	Apr 25 2000	2595370	Jul 16 2002
SOUTHERN COMFORT	Registered	76034609	Apr 25 2000	2632580	Oct 08 2002
SOUTHERN COMFORT	Registered	76034608	Apr 25 2000	2595369	Jul 16 2002
SOUTHERN COMFORT	Registered	76034497	Apr 25 2000	2613240	Aug 27 2002
SOUTHERN COMFORT	Registered	76123483	Sep 06 2000	2643948	Oct 29 2002
SOUTHERN COMFORT	Registered	77886639	Dec 04 2009	3818162	Jul 13 2010
SOUTHERN COMFORT & Design (Label 2001)	Registered	76237937	Apr 09 2001	2811113	Feb 03 2004
SOUTHERN COMFORT & Design (Label 2001)	Registered	76237941	Apr 09 2001	2811114	Feb 03 2004
SOUTHERN COMFORT & Design (Label 2010)	Registered	85007800	Apr 06 2010	3986790	Jun 28 2011
SOUTHERN COMFORT & Design (Label 2014)	Registered	86216886	Mar 10 2014	4757083	Jun 16 2015
SOUTHERN COMFORT & Design (logo)	Registered	71539573	Oct 30 1947	513317	Aug 09 1949
SOUTHERN COMFORT & Design (Shield 2010)	Registered	85007805	Apr 06 2010	4165040	Jun 26 2012
SOUTHERN COMFORT (Stacked Logo 2001)	Registered	76237928	Apr 09 2001	2811112	Feb 03 2004
SOUTHERN COMFORT (Stacked Logo	Registered	85/662,881	Jun 27 2012	4,288,910	Feb 12 2013

Mark Name	Status	App No.	Filed Date	Registration Number	Registration Date
2010)					
SOUTHERN COMFORT FIERY PEPPER & Design (Label 2011)	Registered	85405992	Aug 24 2011	4188028	Aug 07 2012
SOUTHERN COMFORT ZONE	Registered	85742569	Oct 01 2012	4486035	Feb 18 2014
SOUTHERN HURRICANE	Registered	75756256	Jul 21 1999	2565708	Apr 30 2002
SOUTHERN MANHATTAN	Registered	75756250	Jul 21 1999	2565707	Apr 30 2002
SOUTHERN SHAG	Registered	75756251	Jul 21 1999	2721701	Jun 03 2003
WHATEVER'S COMFORTABLE	Registered	85691411	Jul 31 2012	4404561	Sep 17 2013
WHATEVER'S COMFORTABLE & Flag in Glass (Logo)	Registered	86307894	Jun 12 2014	4671509	Jan 13 2015
WHEREVER YOUR TOUR TAKES YOU, GET THERE SAFELY. PLEASE DRINK RESPONSIBLY.	Registered	77683723	Mar 04 2009	3887064	Dec 07 2010
CINMASTER	Registered	85720244	Sep 4, 2012	4324351	Apr 23, 2013
GO BEYOND THE USUAL	Registered	77747833	May 29, 2009	3986275	Jun 28, 2011
INSPIRE ORIGINALITY	Registered	86684288	Jul 6, 2015		
Misc. Design - Tuaca Bottle (w/label 2010-dotted lines)	Registered	85007717	Apr 6, 2010	4050117	Nov 1, 2011
T & C Lion Crest Design (Logo 2010)	Registered	85007677	Apr 6, 2010	3912415	Jan 25, 2011
TUACA	Registered	72262999	Jan 23, 1967	830728	Jun 20, 1967
TUACA & Design (Label 2010)	Registered	85007650	Apr 6, 2010	3999236	Jul 19, 2011
TUACA & Square Design (Logo 2010)	Registered	85007691	Apr 6, 2010	4057078	Nov 15, 2011

Mark Name	Status	App No.	Filed Date	Registration Number	Registration Date
TUONI E CANEPA	Registered	77283578	Sep 19, 2007	3511049	Oct 7, 2008