

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM403637

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cooper's Hawk Intermediate Holding, LLC		10/28/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	901 Main Street, 14th Floor		
Internal Address:	Mail Code TX1-492-14-06, MAC Legal		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	87142185	12 NIGHTS OF CHRISTMAS	
Serial Number:	87143155	12 NIGHTS OF CHRISTMAS	
Registration Number:	3413974	COOPER'S HAWK	
Registration Number:	3652326	COOPER'S HAWK WINERY & RESTAURANT	
Registration Number:	4404710	LIFEBALANCE BY COOPER'S HAWK	
Serial Number:	85825413	LIFEBALANCE BY COOPER'S HAWK	
Registration Number:	4699149	COOPER'S HAWK ALE	
CORRESPONDENCE DATA			
Fax Number:	6173417701		
<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:	617-951-8132		
Email:	linda.salera@morganlewis.com		
Correspondent Name:	Linda A. Salera		
Address Line 1:	One Federal Street		
Address Line 2:	c/o Morgan, Lewis & Bockius LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Linda A. Salera		

OP \$190.00 87142185

SIGNATURE:	/Linda A. Salera/
DATE SIGNED:	10/28/2016
Total Attachments: 4 source=Trademark Security Agreement (Cooper's Hawk -- BAML) Executed#page1.tif source=Trademark Security Agreement (Cooper's Hawk -- BAML) Executed#page2.tif source=Trademark Security Agreement (Cooper's Hawk -- BAML) Executed#page3.tif source=Trademark Security Agreement (Cooper's Hawk -- BAML) Executed#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

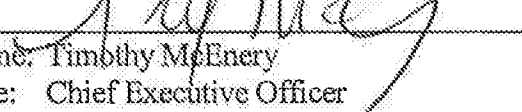
Please be advised that pursuant to the Security and Pledge Agreement dated as of October 28, 2016 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

[Remainder of page intentionally left blank]


Very truly yours,

**COOPER'S HAWK INTERMEDIATE
HOLDING, LLC**

By: 
Name: Timothy McEnery
Title: Chief Executive Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:  _____

Name:

Title:

Erik M. Truette
Vice President

SCHEDULE 1

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Loan Party/ Owner</u>	<u>Description of IP</u>	<u>Type</u>	<u>USPTO ID</u>	<u>Status</u>	<u>Registration Date</u>	<u>Expiration Date</u>
Cooper's Hawk Intermediate Holding, LLC	Twelve Nights of Christmas	Trademark (Words Only) IC 033, 039, and 043	Serial #: 87142185	Application Pending	File Date: 8/17/2016	TBD
Cooper's Hawk Intermediate Holding, LLC	Twelve Nights of Christmas	Trademark (Words + Design) IC 033, 039, and 043	Serial #: 87143155	Application Pending	File Date: 8/18/2016	TBD
Cooper's Hawk Intermediate Holding, LLC	Cooper's Hawk	Trademark (Words Only - Standard Word Mark) IC 033 and 043	Serial #: 77078565 Reg. #: 3413974	Issued and Active	Registration Date: 4/22/2008	Perpetual; Next Affidavit of Use Due 4/22/2018
Cooper's Hawk Intermediate Holding, LLC	Cooper's Hawk Winery & Restaurant	Trademark (Words + Design (feather)) IC 033 and 043	Serial #: 77464614 Reg. #: 3652326	Issued and Active	Registration Date: 7/7/2009	Perpetual; Next Affidavit of Use Due 7/7/2019
Cooper's Hawk Intermediate Holding, LLC	life balance by Cooper's Hawk	Trademark (Words Only - Stylized Word Mark) IC 043	Serial #: 85755567 Reg. #: 4404710	Issued and Active	Registration Date: 9/17/2013	Perpetual; Next Affidavit of Use Due 9/17/2019
Cooper's Hawk Intermediate Holding, LLC	life balance by Cooper's Hawk	Trademark (Words Only - Stylized Word Mark) IC 029, 030, 032, 033	Serial #: 85825413	Pending as an Intent-To-Use Application	Filing Date: 1/17/2013	N/A
Cooper's Hawk Intermediate Holding, LLC	Cooper's Hawk Ale	Trademark (Words Only - Standard Word Mark) IC 032	Serial #: 86335971 Reg. #: 4699149	Issued and Active	Registration Date: 3/10/2015	Perpetual; Next Affidavit of Use Due 3/10/2021

4832-2783-6731, v. 2

DB1/ 89594316.2