

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM479887

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
L18 HOLDINGS, INC.		06/27/2018	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	COMERICA BANK		
<b>Street Address:</b>	39200 SIX MILE ROAD, MC 7578		
<b>City:</b>	LIVONIA		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48152		
<b>Entity Type:</b>	Banking Association: TEXAS		
<b>PROPERTY NUMBERS Total: 48</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5416592	SBANDIERATORI	
<b>Registration Number:</b>	5389293	LE RUSE RENARD	
<b>Serial Number:</b>	87348883	ALTERNATIVE FACTS	
<b>Serial Number:</b>	87369621	DOCHERI	
<b>Registration Number:</b>	5363242	[GEIST]M	
<b>Registration Number:</b>	5363210	PRYTANIA	
<b>Registration Number:</b>	5327522	MISE EN SCÈNE	
<b>Registration Number:</b>	5306632	SOLIDUS	
<b>Registration Number:</b>	5306630	ROSEWORTH	
<b>Registration Number:</b>	5306629	PINTUCK	
<b>Registration Number:</b>	5306476	PARALLUS	
<b>Registration Number:</b>	5306473	OXL	
<b>Registration Number:</b>	5301555	MSQ	
<b>Registration Number:</b>	5301204	LE CONCIERGE	
<b>Registration Number:</b>	5301125	DAUPHINE	
<b>Registration Number:</b>	5301122	THE DESCENT	
<b>Registration Number:</b>	5301113	NADIRA	
<b>Registration Number:</b>	5300162	DATURA	
<b>Registration Number:</b>	5300153	CULACCINO	

CH \$1215.00 5416592

Property Type	Number	Word Mark
Registration Number:	5300131	BELLHOP
Registration Number:	5299806	TR
Registration Number:	5285223	CHULENGO
Registration Number:	5285222	CAPOTAZO
Registration Number:	5281263	COBH
Registration Number:	5281256	BEIGNET
Serial Number:	87370347	LA MARQUISE
Registration Number:	5268245	STARRET
Registration Number:	5266086	AZORA
Registration Number:	5266084	ARUM
Registration Number:	5266042	LES
Registration Number:	5265933	LOOPHOLE
Registration Number:	5265927	Q8
Registration Number:	5240076	THE DUNNING MAN
Registration Number:	5205075	THE TENDER
Registration Number:	5205073	BEACHCOMBER
Registration Number:	5205072	LUSTRA
Registration Number:	5205047	TREMOLO
Registration Number:	5204964	TRILUS
Registration Number:	5204963	SILVER MILE
Registration Number:	5204592	MYTHMAKER
Registration Number:	5204591	LONGWAVE
Registration Number:	5204589	BUTCHER'S HOOK
Registration Number:	5204453	APOSTURA
Registration Number:	5199653	ARCHBOARD
Registration Number:	5199621	AGATE & ELM
Registration Number:	5199595	BARQUETTE
Registration Number:	3963694	LOT18
Registration Number:	3963693	LOT18

**CORRESPONDENCE DATA**

Fax Number: 2136305788

*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: 213-891-5935

Email: hpanneck@buchalter.com

Correspondent Name: Helen Panneck

Address Line 1: 1000 Wilshire Boulevard, Suite 1500

Address Line 4: Los Angeles, CALIFORNIA 90017

<b>ATTORNEY DOCKET NUMBER:</b>	I0113-0230
<b>NAME OF SUBMITTER:</b>	Helen Panneck
<b>SIGNATURE:</b>	/Helen Panneck/
<b>DATE SIGNED:</b>	06/28/2018

**Total Attachments: 12**

source=Executed Intellectual Property Agreement -L18#page1.tif  
source=Executed Intellectual Property Agreement -L18#page2.tif  
source=Executed Intellectual Property Agreement -L18#page3.tif  
source=Executed Intellectual Property Agreement -L18#page4.tif  
source=Executed Intellectual Property Agreement -L18#page5.tif  
source=Executed Intellectual Property Agreement -L18#page6.tif  
source=Executed Intellectual Property Agreement -L18#page7.tif  
source=Executed Intellectual Property Agreement -L18#page8.tif  
source=Executed Intellectual Property Agreement -L18#page9.tif  
source=Executed Intellectual Property Agreement -L18#page10.tif  
source=Executed Intellectual Property Agreement -L18#page11.tif  
source=Executed Intellectual Property Agreement -L18#page12.tif

## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of June 27, 2018, by and between COMERICA BANK ("Bank") and L18 HOLDINGS, INC., a Delaware corporation ("Grantor").

### RECITALS

A. Bank and Grantor previously entered into that certain Loan and Security Agreement, dated as of dated as of May 28, 2014 (as amended, restated, supplemented, or otherwise modified from time to time, the "Loan Agreement"), pursuant to which Bank provided certain financial accommodations to Grantor. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Loan Agreement.

B. Substantially concurrently herewith, Bank and Grantor will enter into a certain Ninth Amendment to Loan and Security Agreement and Consent (the "Amendment"), which will amend the Loan Agreement.

C. Pursuant to the Loan Agreement, as amended by the Amendment, Grantor will grant to Bank a security interest in the Intellectual Property Collateral, including without limitation, the Intellectual Property identified on Exhibits A, B and C attached hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Documents and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

### AGREEMENT

To secure its obligations under the Loan Documents and under any other agreement now existing or hereafter arising between Bank and Grantor, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral, which is part of the Collateral, including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto, and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Documents. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Amendment and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Amendment or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Amendment or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

L18 HOLDINGS, INC.  
729 7<sup>th</sup> Avenue, 8<sup>th</sup> Floor  
New York, NY 10019

L18 HOLDINGS, INC.,  
a Delaware corporation

By: George Fortune  
Name: George Fortune  
Title: CEO

BANK:

COMERICA BANK

Address of Bank:

Comerica Bank  
M/C 7578  
39200 Six Mile Rd.  
Livonia, MI 48152  
Attn: National Documentation Services

By: Elizabeth McDonald  
Name: Elizabeth McDonald  
Title: Vice President

With a copy to:

Comerica Bank  
333 W. Santa Clara St., 12<sup>th</sup> Floor  
San Jose, CA 95113

EXHIBIT A

Copyrights

[None.]

EXHIBIT B

Patents

Owner	Patent Title	Registration/ Application No.	Registration/ Filing Date
L18 Holdings, Inc.	ELECTRONIC TASTING ROOM FOR FOODS AND BEVERAGES AND DISTRIBUTION THEREOF	12823782	June 25, 2010
L18 Holdings, Inc.	RATING SYSTEM FOR WINE EXPLORATION	13840748	March 15, 2013




EXHIBIT C

Trademarks

Owner	Trademark Title	Serial No./ Registration. No.	File Date/ Date Registered
L18 Holdings, Inc.	Sbandieratori	5416592	March 6, 2018
L18 Holdings, Inc.	Le Ruse Renard	5389293	January 30, 2018
L18 Holdings, Inc.	ALTERNATIVE FACTS	87348883	February 24, 2017
L18 Holdings, Inc.	DOCHERI	87369621	March 13, 2017
L18 Holdings, Inc.	[geīst] <sup>M</sup>	5363242	December 26, 2017
L18 Holdings, Inc.		5363210	December 26, 2017

Owner	Trademark Title	Serial No./ Registration. No.	File Date/ Date Registered
L18 Holdings, Inc.	MISE EN SCÈNE	5327522	November 7, 2017
L18 Holdings, Inc.	SOLIDUS	5306632	October 10, 2017
L18 Holdings, Inc.	Roseworth	5306630	October 10, 2017
L18 Holdings, Inc.	Pintuck	5306629	October 10, 2017
L18 Holdings, Inc.	parallus	5306476	October 10, 2017
L18 Holdings, Inc.	OXL	5306473	October 10, 2017
L18 Holdings, Inc.	MSQ	5301555	October 3, 2017

Owner	Trademark Title	Serial No./ Registration. No.	File Date/ Date Registered
L18 Holdings, Inc.	LE CONCIERGE	5301204	October 3, 2017
L18 Holdings, Inc.	Dauphine	5301125	October 3, 2017
L18 Holdings, Inc.	the descent	5301122	October 3, 2017
L18 Holdings, Inc.	NADIRA	5301113	October 3, 2017
L18 Holdings, Inc.	DATURA	5300162	October 3, 2017
L18 Holdings, Inc.	Culaccino	5300153	October 3, 2017
L18 Holdings, Inc.	Bellhop	5300131	October 3, 2017

Owner	Trademark Title	Serial No./ Registration. No.	File Date/ Date Registered
L18 Holdings, Inc.		5299806	October 3, 2017
L18 Holdings, Inc.	Chulengo	5285223	September 12, 2017
L18 Holdings, Inc.	CAPOTAZO	5285222	September 12, 2017
L18 Holdings, Inc.	Cobh	5281263	September 5, 2017
L18 Holdings, Inc.	Beignet	5281256	September 5, 2017
L18 Holdings, Inc.	La Marquise	87370347	March 14, 2017
L18 Holdings, Inc.	STARRET	5268245	August 15, 2017

Owner	Trademark Title	Serial No./ Registration. No.	File Date/ Date Registered
L18 Holdings, Inc.	azora	5266086	August 15, 2017
L18 Holdings, Inc.	ARUM	5266084	August 15, 2017
L18 Holdings, Inc.	LES	5266042	August 15, 2017
L18 Holdings, Inc.	Loophole	5265933	August 15, 2017
L18 Holdings, Inc.	Q8	5265927	August 15, 2017
L18 Holdings, Inc.	The Dunning Man	5240076	July 11, 2017
L18 Holdings, Inc.	The tender	5205075	May 16, 2017

Owner	Trademark Title	Serial No./ Registration. No.	File Date/ Date Registered
L18 Holdings, Inc.	Beachcomber	5205073	May 16, 2017
L18 Holdings, Inc.	Lustra	5205072	May 16, 2017
L18 Holdings, Inc.	Tremolo	5205047	May 16, 2017
L18 Holdings, Inc.	Trilus	5204964	May 16, 2017
L18 Holdings, Inc.	Silver Mile	5204963	May 16, 2017
L18 Holdings, Inc.	Mythmaker	5204592	May 16, 2017
L18 Holdings, Inc.	Longwave	5204591	May 16, 2017

Owner	Trademark Title	Serial No./ Registration. No.	File Date/ Date Registered
L18 Holdings, Inc.	Butcher's Hook	5204589	May 16, 2017
L18 Holdings, Inc.	Apostura	5204453	May 16, 2017
L18 Holdings, Inc.	Archboard	5199653	May 9, 2017
L18 Holdings, Inc.	Agate & Elm	5199621	May 9, 2017
L18 Holdings, Inc.	Barquette	5199595	May 9, 2017
L18 Holdings, Inc.	<i>Lot18</i>	3963694	May 17, 2011
L18 Holdings, Inc.	Lot18	3963693	May 17, 2011