

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM489532

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nemiroff Intellectual Property Establishment		05/15/2018	Company: LIECHTENSTEIN
RECEIVING PARTY DATA			
Name:	Conecuh Brands, LLC		
Street Address:	1050 Franklin Avenue		
Internal Address:	Suite 304		
City:	Garden City		
State/Country:	NEW YORK		
Postal Code:	11530		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3006780	NEMIROFF	
Registration Number:	4349081	RYE HONEY	
Registration Number:	3665447	NEMIROFF	
Registration Number:	4505536		
Registration Number:	4332175		
Registration Number:	4509213		
Registration Number:	4943425	NEMIROFF	
CORRESPONDENCE DATA			
Fax Number:			
<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:	2122093044		
Email:	rclarida@reitlerlaw.com		
Correspondent Name:	Robert W. Clarida		
Address Line 1:	885 3rd Ave. 20th Floor		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Robert W. Clarida		
SIGNATURE:	/robert clarida/		

OP \$190.00 3006780

DATE SIGNED:

09/11/2018

Total Attachments: 31

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AGREEMENT

Preamble

This AGREEMENT (this "Agreement") is entered into as of May 15, 2018 (the "Effective Date") among NEMIROFF INTELLECTUAL PROPERTY ESTABLISHMENT, a Liechtenstein company, with its principal place of business at Stadtle 31, FL-9490 Vaduz, Liechtenstein ("Nemiroff") and CONECUH BRANDS, LLC, a Delaware limited liability company (formerly known as Conecuh Ridge Distillery, LLC), with its principal place of business at 1050 Franklin Avenue, Suite 304, Garden City, New York 11530 (hereinafter "Conecuh").

Recitals

WHEREAS, Nemiroff Investments Limited, a Cyprus company ("Nemiroff Investments"), a wholly-owned subsidiary of Nemiroff Vodka Limited, a British Virgin Islands company ("Parent") and Conecuh are parties to an Importation Agreement pursuant to which Conecuh has obtained from Nemiroff Investments the exclusive right to import and resell the Products within the Territory; and

REDACTED



REDACTED

- 1.13 US Brand – Shall mean the pending and registered trademarks of Nemiroff in the United States as set forth on Exhibit B, which may be updated from time to time as appropriate, together with copyrights and trade dress for goods and services associated with said pending and registered trademarks.

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

7. **GRANT OF SECURITY INTEREST IN US BRAND; PARENT GUARANTY** – As security for the prompt and complete performance in full by Nemiroff of its obligations hereunder, Nemiroff hereby grants, assigns, conveys, mortgages, pledges, hypothecates, transfers and delivers to Conecuh in support of Conecuh's rights as an up to forty-nine percent (49%) Economic Interest a first priority lien on, and security interest in and to, all of Nemiroff's right, title and interest in, the US Brand (the "Security Interest"). Nemiroff agrees to take all actions reasonably requested by Conecuh to perfect the aforesaid Security Interest, including assisting Conecuh with the filing of a UCC-1 financing statement and all necessary filings with the US Patent and Trademark Office upon execution of this Agreement, which UCC-1 filing statements are attached hereto as Exhibit D. Conecuh agrees to replace the security interest in the US Brand with such other assurances, letters of credit or collateral as Nemiroff may present to Conecuh and as may be acceptable to Conecuh in its sole discretion. As further security, Nemiroff shall cause the Parent to guarantee the prompt and complete performance in full by Nemiroff of its obligations solely under this Agreement pursuant to a Guaranty in substantially the form annexed hereto as Exhibit C.

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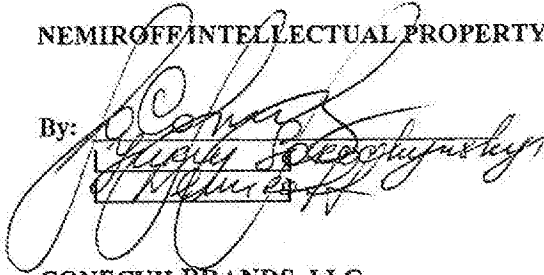
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[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Payment Agreement to be duly executed by their duly authorized representatives as of the Effective Date.

NEMIROFF INTELLECTUAL PROPERTY ESTABLISHMENT

By:

A large, stylized handwritten signature in black ink, appearing to read "Roy S. Danis". The signature is written over a horizontal line.

CONECUH BRANDS, LLC

By:

A smaller, more legible handwritten signature in black ink, appearing to read "Roy S. Danis". The signature is written over a horizontal line.

Roy S. Danis
President and Chief Executive Officer

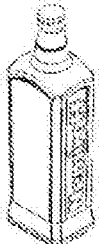
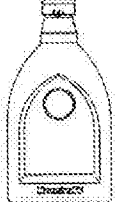
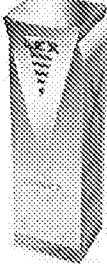


Exhibit A





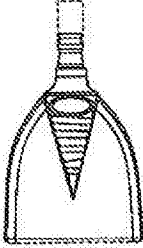

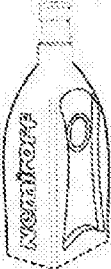
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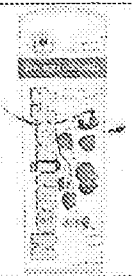
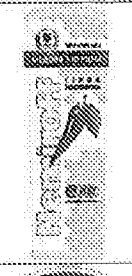

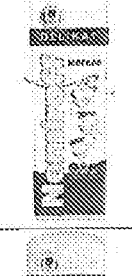
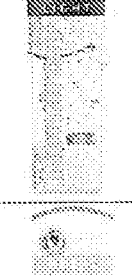

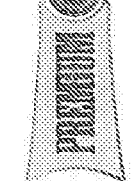









Exhibit B

US Trademarks

Trademarks NEMIROFF-USA				
Trademark	US Registration Number	Application Filing Date	Status	Validity Date
Nemiroff	3006780	May 04, 1998	Registered-Principal Register	Dec. 11, 2025
N E M I R O F F	3021093	Mar. 23, 2004	Registered-Principal Register	Dec. 21, 2025
LEX	3011556	Mar. 03, 2004	Registered-Principal Register	Mar. 03, 2024
RYE HONEY	4349081	Jun. 05, 2012	Registered-Principal Register	Jun. 05, 2022
	3845336	Dec. 19, 2007	Registered-Principal Register	Dec. 19, 2027
	3665447	Jan. 26, 2007	Registered-Principal Register	Jan. 26, 2027
	4266118	Mar. 22, 2011	Registered-Principal Register	Mar. 22, 2021
	3554471	Feb. 28, 2008	Registered-Principal Register	Feb. 28, 2028
	3554473	Feb. 28, 2008	Registered-Principal Register	Feb. 28, 2028

	3543905	Feb. 28, 2008	Registered-Principal Register	Feb. 28, 2028
	4505536	Feb. 03, 2009	Registered-Principal Register	Feb. 03, 2019
	4332175	Feb. 03, 2009	Registered-Principal Register	Feb. 03, 2019
	4319347	Sep. 22, 2011	Registered-Principal Register	Sep. 22, 2021
	4509213	Feb. 08, 2013	Registered-Principal Register	Feb. 08, 2023
NEMIROFF SPICY STRAWBERRY	4607765	Oct. 03, 2013	Registered-Principal Register	Oct. 03, 2023
	4725818	Apr. 11, 2014	Registered-Principal Register	Apr. 11, 2024
	4943425	Oct. 16, 2015	Registered-Principal Register	Oct. 16, 2025

	4948408	Aug. 04, 2014	Registered-Principal Register	Aug. 04, 2024
	4953358	Aug. 04, 2014	Registered-Principal Register	Aug. 04, 2024
	4948411	Aug. 04, 2014	Registered-Principal Register	Aug. 04, 2024
	4879008	Aug. 04, 2014	Registered-Principal Register	Aug. 04, 2024
	4848532	Oct. 03, 2014	Registered-Principal Register	Oct. 03, 2024
	4810655	Oct. 03, 2014	Registered-Principal Register	Oct. 03, 2024
	4865074	Nov. 05, 2014	Registered-Principal Register	Nov. 05, 2024

	4924823	Mar. 27, 2015	Registered-Principal Register	Mar. 27, 2025
	4887386	Mar. 27, 2015	Registered-Principal Register	Mar. 27, 2025
	4887368	Mar. 27, 2015	Registered-Principal Register	Mar. 27, 2025
	4887367	Mar. 27, 2015	Registered-Principal Register	Mar. 27, 2025
	4887366	Mar. 27, 2015	Registered-Principal Register	Mar. 27, 2025
	5298790	Aug. 08, 2016	Registered-Principal Register	Aug. 08, 2026
	5298792	Aug. 08, 2016	Registered-Principal Register	Aug. 08, 2026

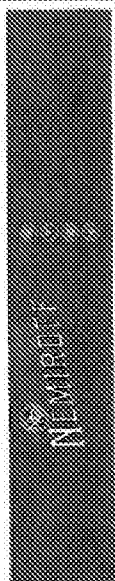




	5366953	Dec. 22, 2016	Registered-Principal Register	Dec. 22, 2026
	5415113	Dec. 22, 2016	Registered-Principal Register	Dec. 22, 2026
	Application	Jan. 15, 2018	LIVE/APPLICATION/ Under Examination	
	Application	Aug. 31, 2017	LIVE/APPLICATION/ Examination/ SUPPLEMENTAL REGISTER	
	Application	Sep. 19, 2017	LIVE/APPLICATION/ Examination/ SUPPLEMENTAL REGISTER	

Exhibit C

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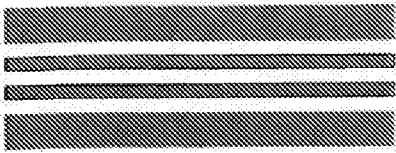
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UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

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