

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM569766

| | |
|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------|----------|----------------|-------------------------------------|
| Westrock Coffee Company, LLC | | 03/20/2020 | Limited Liability Company: DELAWARE |
| Westrock Coffee Roasting, LLC | | 03/20/2020 | Limited Liability Company: ARKANSAS |
| S. & D. Coffee, Inc. | | 03/20/2020 | Corporation: NORTH CAROLINA |

RECEIVING PARTY DATA

| | |
|------------------------|--|
| Name: | TCW Asset Management Company LLC, as Agent |
| Street Address: | 200 Clarendon St., 51st Floor |
| City: | Boston |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 02116 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 77

| Property Type | Number | Word Mark |
|-----------------------------|----------|----------------------------|
| Registration Number: | 4904972 | |
| Registration Number: | 3979281 | RWANDA TRADING COMPANY |
| Registration Number: | 4958155 | TEMBO COFFEE COMPANY |
| Registration Number: | 4940157 | WESTROCK COFFEE COMPANY |
| Registration Number: | 4940749 | WESTROCK COFFEE COMPANY |
| Registration Number: | 5943552 | WESTROCK COFFEE COMPANY |
| Registration Number: | 4577377 | TWEEGA |
| Registration Number: | 5020476 | 100% ARABICA DECAFFEINATED |
| Registration Number: | 5180813 | EAST AFRICAN BLEND |
| Serial Number: | 88618135 | FARMER DIRECT VERIFIED |
| Serial Number: | 88636877 | FARMER DIRECT VERIFIED |
| Registration Number: | 4478098 | INZOVU |
| Registration Number: | 5020471 | KIVU BOLD |
| Registration Number: | 5015974 | MEZA MORNING BLEND |
| Registration Number: | 5025250 | MURAHU ESPRESSO BLEND |

OP \$1940.00 4904972

| Property Type | Number | Word Mark |
|----------------------|----------|---|
| Registration Number: | 4753028 | NEIGHBORHOOD SOCIAL |
| Registration Number: | 5020469 | RWANDA SELECT RESERVE |
| Registration Number: | 4091669 | WESTROCK COFFEE |
| Registration Number: | 4077971 | WESTROCK COFFEE |
| Registration Number: | 3696889 | ALL-IN-ONE ICED COFFEE FLAVOR FUSION |
| Registration Number: | 3112054 | AMERICAN SELECT |
| Registration Number: | 5266202 | AMERICA'S SMARTEST COFFEE & TEA CO. |
| Registration Number: | 2479088 | AROMA ALLEY |
| Registration Number: | 4214856 | BEAN RIVER ROASTERS |
| Registration Number: | 3331660 | BUFFALO & SPRING |
| Registration Number: | 3370476 | BUFFALO & SPRING COFFEES OF DISTINCTION |
| Registration Number: | 4800233 | CEDAR SPRINGS COFFEE SHACK |
| Registration Number: | 4805020 | CONSTANT COFFEE |
| Registration Number: | 2515823 | DARK SKY CAFE |
| Registration Number: | 2952739 | DAY STARTER |
| Registration Number: | 4778085 | DOWN HOME DARK ROAST |
| Registration Number: | 2061697 | EUROPEAN SELECT |
| Registration Number: | 4809206 | HORCHATA PIÑATA |
| Registration Number: | 2717663 | JAVA LANE |
| Registration Number: | 4566758 | JAVA LANE |
| Registration Number: | 3606923 | JAVA TO GO |
| Registration Number: | 3363524 | JAVA VALLEY |
| Registration Number: | 1998504 | KONA CLASSIC |
| Registration Number: | 0971484 | LINCOLNSHIRE |
| Registration Number: | 3090741 | MANGROVE BAY |
| Registration Number: | 4622325 | MILK PLEASE |
| Registration Number: | 4625649 | MILK SPLASH |
| Registration Number: | 3663399 | NEW RIVER |
| Registration Number: | 1052542 | NITRO-PAK |
| Registration Number: | 3696888 | PERFECT ICED COFFEE |
| Registration Number: | 2321985 | PREMIUM GOLD |
| Registration Number: | 3879014 | PREMIUM GOLD |
| Registration Number: | 3291877 | RACE ZONE |
| Registration Number: | 5312898 | RAIZ SUSTAINABILITY ROOTED IN IMPACT |
| Serial Number: | 87120682 | RAIZ SUSTAINABILITY ROOTED IN IMPACT |
| Registration Number: | 2637090 | RED SKY BLEND |
| Registration Number: | 2897909 | ROOM MATE |
| Registration Number: | 3122091 | ROYAL DOWRY CHOCOLATES |

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------------------|
| Registration Number: | 5137840 | S&D |
| Registration Number: | 0840594 | S & D |
| Registration Number: | 5281484 | S&D COFFEE & TEA |
| Registration Number: | 2514671 | S&D COFFEE, INC. |
| Registration Number: | 3383002 | S&D COFFEE, INC |
| Registration Number: | 5038645 | SIMPLY COFFEE |
| Registration Number: | 3993057 | SIMPLY COFFEE |
| Registration Number: | 5362338 | SIMPLY COFFEE |
| Registration Number: | 4626068 | SIR STRAWBERRY SWIRL |
| Registration Number: | 4800234 | SLIPPERY ROCK COFFEE SHOP |
| Registration Number: | 4778216 | SPLASH LANDING |
| Registration Number: | 1678013 | SUITE SYSTEMS |
| Registration Number: | 4800235 | TALL OAKS COFFEE HOUSE |
| Registration Number: | 3851104 | TEAFINITY |
| Registration Number: | 4455932 | TEAFINITY BAGLESS TEA |
| Registration Number: | 2181541 | THE COFFEE ZONE |
| Registration Number: | 5743908 | THE COFFEE ZONE |
| Registration Number: | 2500747 | THE JAVA GROVE |
| Registration Number: | 4893318 | THE MOST IMPORTANT BRAND IS YOURS |
| Registration Number: | 0068024 | VICTOR |
| Registration Number: | 3018270 | WAKE ZONE |
| Registration Number: | 1066867 | WALLINGFORD |
| Registration Number: | 2261280 | |
| Registration Number: | 1870719 | PREMIUM GOLD |

CORRESPONDENCE DATA

Fax Number: 3128637865

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: 3122013865

Email: sharon.patterson@goldbergkohn.com

Correspondent Name: Sharon Patterson, Paralegal

Address Line 1: Goldberg Kohn Ltd., 55 E. Monroe St.

Address Line 2: Ste 3300

Address Line 4: Chicago, ILLINOIS 60603

| | |
|--------------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 7129.035 |
| NAME OF SUBMITTER: | Sharon Patterson |
| SIGNATURE: | /sharon patterson/ |
| DATE SIGNED: | 03/31/2020 |

Total Attachments: 12

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of March 20, 2020, by WESTROCK COFFEE COMPANY, LLC, a Delaware limited liability company ("Westrock"), WESTROCK COFFEE ROASTING, LLC, an Arkansas limited liability company ("Roasting"), and S. & D. COFFEE, INC., a North Carolina corporation ("S&D", and together with Westrock and Roasting, the "Grantors"), in favor of TCW ASSET MANAGEMENT COMPANY LLC, in its capacity as agent for the Lenders (as defined below) (in such capacity, the "Agent").

RECITALS

WHEREAS, the Lenders have severally agreed to extend credit to the Grantor pursuant to that certain Loan and Security Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Loan and Security Agreement"), by and among WESTROCK COFFEE HOLDINGS, LLC, a Delaware limited liability company, Westrock (together with those entities that become parties to the Loan and Security Agreement as "Borrowers" in accordance with the terms thereof, the "Borrowers"), Roasting, S&D, the other Obligors from time to time party thereto, the financial institutions from time to time party thereto as lenders (collectively, the "Lenders"), and the Agent, pursuant to which the Lenders have agreed to make loans to the Borrowers (unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings ascribed thereto in the Loan and Security Agreement);

WHEREAS, pursuant to the terms of the Loan and Security Agreement, the Obligations of the Borrowers under the Loan and Security Agreement are secured;

WHEREAS, pursuant to the terms of the Loan and Security Agreement, the Grantors are required to execute and deliver to the Agent, for the ratable benefit of the Lenders, this Agreement; and

WHEREAS, pursuant to the terms of the Loan and Security Agreement, each Grantor has granted to the Agent, for the benefit of the Lenders, a security interest in substantially all of its assets, including all of its right, title and interest in, to and under all now owned and hereafter acquired trademarks, trademark applications and trademark licenses, and all products and proceeds thereof, to secure the payment of all amounts owing by the Borrowers and other Obligors under the Loan and Security Agreement or any other Loan Document.

In consideration of the mutual agreements set forth herein and in the Loan and Security Agreement, each Grantor does hereby grant to the Agent, for the benefit of the Lenders, a continuing security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired:

1. each trademark and trademark application, including, without limitation, each trademark and trademark application referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;

2. each trademark license, including, without limitation, each trademark license listed on Schedule 1 annexed hereto, together with all goodwill associated therewith; and

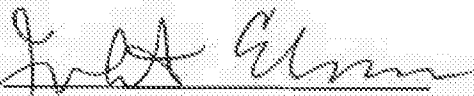
3. all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future infringement of any trademark, including, without limitation, any trademark referred to in Schedule 1 annexed hereto, any trademark issued pursuant to a trademark application referred to in Schedule 1 and any trademark licensed under any trademark license listed on Schedule 1 annexed hereto (items 1 through 3 being herein collectively referred to as the "Trademark Collateral").

This security interest is granted in conjunction with the security interests granted to the Agent pursuant to the Loan and Security Agreement and subject to limitations set forth therein. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Loan and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. This Agreement is subject to the terms and conditions of the Intercreditor Agreement and in the event of any conflict between the terms hereof and thereof, the terms of the Intercreditor Agreement shall govern.


[signature page follows]

Each Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first set forth above.


WESTROCK COFFEE COMPANY, LLC,
a Delaware limited liability company

By: 
Name: John A. Ebner
Title: Executive Vice President & Chief
Financial Officer

WESTROCK COFFEE ROASTING, LLC,
an Arkansas limited liability company

By: 
Name: John A. Ebner
Title: Executive Vice President & Chief
Financial Officer

S. & D. COFFEE, INC.,
a North Carolina corporation

By: 
Name: John A. Ebner
Title: Executive Vice President & Chief
Financial Officer

Acknowledged:

**TCW ASSET MANAGEMENT
COMPANY LLC, as Agent**

By: 

Name: Suzanne Grosso

Title: Managing Director

SCHEDULE 1
TO
TRADEMARK SECURITY AGREEMENT


TRADEMARK REGISTRATIONS AND APPLICATIONS

UNITED STATES TRADEMARKS:




| Trademark | Owner | Status in Trademark Office | Federal Registration No. | Registration / Application Date |
|--|------------------------------|-----------------------------------|---------------------------------|--|
| ELEPHANT DESIGN  | Westrock Coffee Company, LLC | Registered | 4904972 | 23-Feb-16 |
| RWANDA TRADING COMPANY (& DESIGN)  | Westrock Coffee Company, LLC | Registered | 3979281 | 14-Jun-2011 |
| TEMBO COFFEE COMPANY | Westrock Coffee Company, LLC | Registered | 4958155 | 17-May-16 |
| WESTROCK COFFEE COMPANY | Westrock Coffee Company, LLC | Registered | 4940157 | 19-Apr-16 |
| WESTROCK COFFEE COMPANY (& ELEPHANT DESIGN)  | Westrock Coffee Company, LLC | Registered | 4940749 | 19-Apr-16 |
| WESTROCK COFFEE COMPANY (& ELEPHANT DESIGN) | Westrock Coffee Company, LLC | Registered | 5943552 | 24-Dec-19 |


| Trademark | Owner | Status in Trademark Office | Federal Registration No. | Registration / Application Date |
|---|-------------------------------|-----------------------------------|---------------------------------|--|
|  | | | | |
| TWEEGA | Westrock Coffee Roasting, LLC | Registered | 4577377 | 29-Jul-14 |
| INZOVU | Westrock Coffee Roasting, LLC | Registered | 4778098 | 4-Feb-14 |
| 100% ARABICA DECAFFEINATED (& DESIGN)  | Westrock Coffee Roasting, LLC | Registered | 5020476 | 16-Aug-16 |
| EAST AFRICAN BLEND (& ELEPHANT DESIGN)  | Westrock Coffee Roasting, LLC | Registered | 5180813 | 11-Apr-17 |
| FARMER DIRECT VERIFIED | Westrock Coffee Roasting, LLC | Pending | | 30-Sep-19 |
| FARMER DIRECT VERIFIED (& DESIGN)  | Westrock Coffee Roasting, LLC | Pending | | 16-Sep-19 |
| INZOVU | Westrock Coffee Roasting, LLC | Registered | 4478098 | 4-Feb-14 |
| KIVU BOLD (& ELEPHANT DESIGN) | Westrock Coffee Roasting, LLC | Registered | 5020471 | 16-Aug-16 |

| Trademark | Owner | Status in Trademark Office | Federal Registration No. | Registration / Application Date |
|--|-------------------------------|-----------------------------------|---------------------------------|--|
|  | | | | |
| MEZA MORNING BLEND (& ELEPHANT DESIGN)  | Westrock Coffee Roasting, LLC | Registered | 5015974 | 9-Aug-16 |
| MURAHU ESPRESSO BLEND (& ELEPHANT DESIGN)  | Westrock Coffee Roasting, LLC | Registered | 5025250 | 23-Aug-16 |
| NEIGHBORHOOD SOCIAL | Westrock Coffee Roasting, LLC | Registered | 4753028 | 28-Mar-14 |
| RWANDA SELECT RESERVE (& ELEPHANT DESIGN)  | Westrock Coffee Roasting, LLC | Registered | 5020469 | 16-Aug-16 |
| WESTROCK COFFEE | Westrock Coffee Roasting, LLC | Registered | 4091669 | 24-Jan-12 |
| WESTROCK COFFEE (& DESIGN)  | Westrock Coffee Roasting, LLC | Registered | 4077971 | 27-Dec-11 |
| ALL-IN-ONE ICED COFFEE FLAVOR FUSION | S. & D. Coffee, Inc. | Registered | 3696889 | 13-Oct-09 |
| AMERICAN SELECT | S. & D. Coffee, Inc. | Registered | 3112054 | 4-Jul-06 |
| AMERICA'S SMARTEST COFFEE & TEA CO. | S. & D. Coffee, Inc. | Registered | 5266202 | 15-Aug-17 |
| AROMA ALLEY | S. & D. Coffee, | Registered | 2479088 | 21-Aug-01 |

| Trademark | Owner | Status in Trademark Office | Federal Registration No. | Registration / Application Date |
|---|----------------------|-----------------------------------|---------------------------------|--|
| | Inc. | | | |
| BEAN RIVER ROASTERS | S. & D. Coffee, Inc. | Registered | 4214856 | 25-Sep-12 |
| BUFFALO & SPRING | S. & D. Coffee, Inc. | Registered | 3331660 | 6-Nov-07 |
| BUFFALO & SPRING COFFEES OF DISTINCTION AND DESIGN  | S. & D. Coffee, Inc. | Registered | 3370476 | 15-Jan-08 |
| CEDAR SPRINGS COFFEE SHACK | S. & D. Coffee, Inc. | Registered | 4800233 | 25-Aug-15 |
| CONSTANT COFFEE | S. & D. Coffee, Inc. | Registered | 4805020 | 1-Sep-15 |
| DARK SKY CAFE | S. & D. Coffee, Inc. | Registered | 2515823 | 4-Dec-01 |
| DAY STARTER | S. & D. Coffee, Inc. | Registered | 2952739 | 17-May-05 |
| DOWN HOME DARK ROAST | S. & D. Coffee, Inc. | Registered | 4778085 | 21-Jul-15 |
| EUROPEAN SELECT | S. & D. Coffee, Inc. | Registered | 2061697 | 13-May-97 |
| HORCHATA PINATA | S. & D. Coffee, Inc. | Registered | 4809206 | 8-Sep-15 |
| JAVA LANE | S. & D. Coffee, Inc. | Registered | 2717663 | 20-May-03 |
| JAVA LANE | S. & D. Coffee, Inc. | Registered | 4566758 | 15-Jul-14 |
| JAVA TO GO | S. & D. Coffee, Inc. | Registered | 3606923 | 14-Apr-09 |
| JAVA VALLEY | S. & D. Coffee, Inc. | Registered | 3363524 | 1-Jan-08 |
| KONA CLASSIC | S. & D. Coffee, Inc. | Registered | 1998504 | 3-Sep-96 |

| Trademark | Owner | Status in Trademark Office | Federal Registration No. | Registration / Application Date |
|--|----------------------|----------------------------|--------------------------|---------------------------------|
| | Inc. | | | |
| LINCOLNSHIRE | S. & D. Coffee, Inc. | Registered | 971484 | 23-Oct-73 |
| MANGROVE BAY | S. & D. Coffee, Inc. | Registered | 3090741 | 9-May-06 |
| MILK PLEASE | S. & D. Coffee, Inc. | Registered | 4622325 | 14-Oct-14 |
| MILK SPLASH | S. & D. Coffee, Inc. | Registered | 4625649 | 21-Oct-14 |
| NEW RIVER | S. & D. Coffee, Inc. | Registered | 3663399 | 4-Aug-09 |
| NITRO-PAK | S. & D. Coffee, Inc. | Registered | 1052542 | 9-Nov-76 |
| PERFECT ICED COFFEE & DESIGN  | S. & D. Coffee, Inc. | Registered | 3696888 | 13-Oct-09 |
| PREMIUM GOLD | S. & D. Coffee, Inc. | Registered | 2321985 | 22-Feb-00 |
| PREMIUM GOLD | S. & D. Coffee, Inc. | Registered | 3879014 | 23-Nov-10 |
| RACE ZONE | S. & D. Coffee, Inc. | Registered | 3291877 | 11-Sep-07 |
| RAIZ SUSTAINABILITY ROOTED IN IMPACT and Logo  | S. & D. Coffee, Inc. | Registered | 5312898 | 17-Oct-17 |
| RAIZ SUSTAINABILITY ROOTED IN IMPACT and Logo  | S. & D. Coffee, Inc. | Allowed | | 29-Jul-16 |

| Trademark | Owner | Status in Trademark Office | Federal Registration No. | Registration / Application Date |
|---|----------------------|-----------------------------------|---------------------------------|--|
| RED SKY BLEND | S. & D. Coffee, Inc. | Registered | 2637090 | 15-Oct-02 |
| ROOM MATE | S. & D. Coffee, Inc. | Registered | 2897909 | 26-Oct-04 |
| ROYAL DOWRY CHOCOLATES | S. & D. Coffee, Inc. | Registered | 3122091 | 25-Jul-06 |
| S&D | S. & D. Coffee, Inc. | Registered | 5137840 | 7-Feb-17 |
| S&D & DESIGN (PERCULATOR)  | S. & D. Coffee, Inc. | Registered | 840594 | 12-Dec-67 |
| S&D COFFEE & TEA & Design  | S. & D. Coffee, Inc. | Registered | 5281484 | 5-Sep-17 |
| S&D COFFEE, INC. | S. & D. Coffee, Inc. | Registered | 2514671 | 4-Dec-01 |
| S&D COFFEE, INC. AND DESIGN (PERCULATOR)  | S. & D. Coffee, Inc. | Registered | 3383002 | 12-Feb-08 |
| SIMPLY COFFEE | S. & D. Coffee, Inc. | Registered | 5038645 | 13-Sep-16 |
| SIMPLY COFFEE | S. & D. Coffee, Inc. | Registered | 3993057 | 12-Jul-11 |
| SIMPLY COFFEE | S. & D. Coffee, Inc. | Registered | 5362338 | 26-Dec-17 |
| SIR STRAWBERRY SWIRL | S. & D. Coffee, Inc. | Registered | 4626068 | 21-Oct-14 |
| SLIPPERY ROCK COFFEE SHOP | S. & D. Coffee, Inc. | Registered | 4800234 | 25-Aug-15 |

| Trademark | Owner | Status in Trademark Office | Federal Registration No. | Registration / Application Date |
|--|----------------------|-----------------------------------|---------------------------------|--|
| SPLASH LANDING | S. & D. Coffee, Inc. | Registered | 4778216 | 21-Jul-15 |
| SUITE SYSTEMS | S. & D. Coffee, Inc. | Registered | 1678013 | 3-Mar-92 |
| TALL OAKS COFFEE HOUSE | S. & D. Coffee, Inc. | Registered | 4800235 | 25-Aug-15 |
| TEAFINITY | S. & D. Coffee, Inc. | Registered | 3851104 | 21-Sep-10 |
| TEAFINITY BAGLESS TEA | S. & D. Coffee, Inc. | Registered | 4455932 | 24-Dec-13 |
| THE COFFEE ZONE | S. & D. Coffee, Inc. | Registered | 2181541 | 11-Aug-98 |
| THE COFFEE ZONE | S. & D. Coffee, Inc. | Registered | 5743908 | 07--May-19 |
| THE JAVA GROVE | S. & D. Coffee, Inc. | Registered | 2500747 | 23-Oct-01 |
| THE MOST IMPORTANT BRAND IS YOURS | S. & D. Coffee, Inc. | Registered | 4893318 | 26-Jan-16 |
| VICTOR | S. & D. Coffee, Inc. | Registered | 68024 | 3-Mar-08 |
| WAKE ZONE | S. & D. Coffee, Inc. | Registered | 3018270 | 22-Nov-05 |
| WALLINGFORD  | S. & D. Coffee, Inc. | Registered | 1066867 | 31-May-77 |
| [DESIGN ONLY] | S. & D. Coffee, Inc. | Registered | 2261280 | 13-Jul-99 |
| PREMIUM GOLD | S. & D. Coffee, Inc. | Registered | 1870719 | 27-Dec-94 |

OTHER TRADEMARKS:

| Trademark | Country | Owner | Status in Trademark Office | Federal Registration No. | Registration / Application Date |
|------------------|----------------|----------------------|-----------------------------------|---------------------------------|--|
| MILK SPLASH | Australia | S. & D. Coffee, Inc. | Registered | 1648579 | 23-Sep-14 |
| MILK SPLASH | Japan | S. & D. Coffee, Inc. | Registered | 1220782 | 26-Jun-15 |
| MILK SPLASH | Madrid | S. & D. Coffee, Inc. | Registered | 1220782 | 13-Jun-14 |
| MILK SPLASH | South Korea | S. & D. Coffee, Inc. | Registered | 1220782 | 1-Jul-15 |
| MILK SPLASH | Vietnam | S. & D. Coffee, Inc. | Registered | 1220782 | 20-Nov-15 |