

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM622738

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Trademark Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sunbelt Beverage Company, LLC		01/25/2021	Limited Liability Company: DELAWARE
Tenzing Wine & Spirits, LLC		01/25/2021	Limited Liability Company: ILLINOIS
Breakthru Beverage Group, LLC		01/25/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JP Morgan Chase Bank, N.A. as Administrative Agent
Street Address:	4 New York Plaza
Internal Address:	17th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10004
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	4059899	MAKE RESPONSIBILITY A FAMILY MATTER
Registration Number:	4622398	11 ONE ON ONE PROMOTIONS
Registration Number:	4064013	TENZING
Registration Number:	5307191	BREAKTHRU BEVERAGE GROUP
Registration Number:	5307177	BREAKTHRU BEVERAGE GROUP
Registration Number:	5307128	BREAKTHRU BEVERAGE GROUP
Serial Number:	88770342	ASPECT FINE WINE
Serial Number:	90106133	BREAKTHRU NOW
Serial Number:	88889022	MAKI SAKE
Serial Number:	88889005	SHIKI-SHU

CORRESPONDENCE DATA

Fax Number: 8009144240

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.

TRADEMARK

Phone: 800-713-0755
Email: Ted.mulligan@wolterskluwer.com
Correspondent Name: CT Corporation
Address Line 1: 4400 Easton Commons Way
Address Line 2: Suite 125
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Gloria Sheehan

SIGNATURE: /Gloria Sheehan/

DATE SIGNED: 01/27/2021

Total Attachments: 6

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ADDITIONAL NAMES OF CONVEYING PARTIES
TO GRANT OF TRADEMARK SECURITY INTEREST

Tenzing Wine & Spirits, LLC	LLC	IL
Breakthru Beverage Group, LLC	LLC	DE

GRANT OF TRADEMARK SECURITY INTEREST

GRANT OF TRADEMARK SECURITY INTEREST ("*Grant*"), dated as of January 25, 2021, by and among Sunbelt Beverage Company, LLC, a Delaware limited liability company ("*SBC*"), Tenzing Wine & Spirits, LLC, an Illinois limited liability company ("*TWS*"), and Breakthru Beverage Group, LLC, a Delaware limited liability company ("*BBG*" and together with SBC and TWS, each a "*Grantor*" and collectively, the "*Grantors*"), in favor of JPMorgan Chase Bank, N.A., in its capacity as administrative agent (the "*Administrative Agent*") for the lenders party to the Credit Agreement referred to below.

WITNESSETH:

WHEREAS, Grantors, certain of their Affiliates, the Administrative Agent and the Lenders are entering into an Amended and Restated Credit Agreement dated as of the date hereof (as it may be amended or modified from time to time, the "*Credit Agreement*");

WHEREAS, each Grantor, certain of its Affiliates and the Administrative Agent are entering into an Amended and Restated Pledge and Security Agreement dated as of the date hereof (as it may be amended or modified from time to time, the "*Security Agreement*") in order to induce Agent and the Lenders to enter into and extend credit to such Grantor and certain of its Affiliates under the Credit Agreement and to secure the Secured Obligations; and

WHEREAS, pursuant to the Security Agreement, each Grantor is executing and delivering to the Administrative Agent this Grant for filing with the United States Patent and Trademark Office;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. **Defined Terms.** All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement or, if not defined therein, in the Security Agreement.


2. **Grant of Security Interest in Trademarks.** Each Grantor hereby grants to the Administrative Agent, on behalf of and for the ratable benefit of the Lenders, a security interest in all of its right, title and interest in, to and under all of Grantor's presently existing or hereafter acquired Trademarks (as defined below), including, without limitation, the Trademarks set forth on **Schedule A** hereto (collectively, the "*Trademarks*"), and all proceeds and products thereof.

3. **Security Agreement.** The security interest granted pursuant to this Grant is granted in conjunction with, and not in limitation of, the security interests granted to the Administrative Agent, on behalf of and for the ratable benefit of the Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks and related Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.


[Signature page follows]

IN WITNESS WHEREOF, each Grantor has caused this Grant to be executed and delivered by its duly authorized officer as of the date first set forth above.

**SUNBELT BEVERAGE COMPANY, LLC
TENZING WINE & SPIRITS, LLC**

By: 
Name: Melissa Calderwood
Title: Secretary

BREAKTHRU BEVERAGE GROUP, LLC

By: 
Name: Melissa Calderwood
Title: Chief Financial Officer

[Grant of Trademark Security Interest]

ACCEPTED AND ACKNOWLEDGED BY:

JPMORGAN CHASE BANK, N.A.,

as Administrative Agent

By:  _____

Name: Daniel Stampfel

Title: Authorized Officer

[Grant of Trademark Security Interest]

TRADEMARK

REEL: 007171 FRAME: 0601

Schedule A

Active U.S. Trademark Filings:

Name of Grantor	Trademark	Reg./App. Number	Reg. Date
Sunbelt Beverage Company, LLC	MAKE RESPONSIBILITY A FAMILY MATTER	R- 4,059,899	November 22, 2011
Sunbelt Beverage Company, LLC	ONE ON ONE PROMOTIONS (stylized)	R - 4,622,398	October 14, 2014
Sunbelt Beverage Company, LLC	ASPECT FINE WINE	A - 88/770,342	N/A
Tenzing Wine & Spirits, LLC	TENZING	R - 4,064,013	Nov. 29, 2011
Breakthru Beverage Group, LLC	BREAKTHRU BEVERAGE GROUP & Design	R - 5,307,191	Oct. 10, 2017
Breakthru Beverage Group, LLC	BREAKTHRU BEVERAGE GROUP & Design	R - 5,307,177	Oct. 10, 2017
Breakthru Beverage Group, LLC	BREAKTHRU BEVERAGE GROUP	R - 5,307,128	Oct. 10, 2017
Breakthru Beverage Group, LLC	BREAKTHRU NOW	A - 90/106,133	N/A
Breakthru Beverage Group, LLC	MAKI SAKE	A - 88/889,022	N/A
Breakthru Beverage Group, LLC	SHIKI-SHU	A - 88/889,005	N/A