

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM635339

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Heritage Distilling Company, Inc.		03/29/2021	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Name:	Silverpeak Credit Partners, LP		
Street Address:	411 Theodore Fremd Avenue		
Internal Address:	Suite 206 South		
City:	Rye		
State/Country:	NEW YORK		
Postal Code:	10580		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 48			
Property Type	Number	Word Mark	
Registration Number:	5286347	BAR IN A JAR	
Registration Number:	5306639	HDC HERITAGE DISTILLING CO. BAR IN A JAR	
Registration Number:	4827815	BATCH NO.12	
Registration Number:	4828034	BATCH NO.12	
Registration Number:	4949964	BATCH NO. 12	
Registration Number:	6158873	BESTEMORS AQUAVIT	
Registration Number:	4577880	CASK CLUB	
Registration Number:	4620144	CASK CLUB	
Registration Number:	5511320	CASK CLUB	
Registration Number:	5614643	CASK CLUB RADIO	
Registration Number:	5609844	CASK CLUB RADIO BROUGHT TO YOU BY HERITA	
Registration Number:	5709721	COMMANDER'S	
Registration Number:	4548517	COMMANDER'S RYE WHISKEY	
Registration Number:	5285003	DISTILLERY TO DOORSTEP	
Registration Number:	4845961	ELK RIDER	
Registration Number:	5295793	HDC HERITAGE DISTILLING CO	
Registration Number:	5276411	EVERY SPIRIT HAS A STORY	
Registration Number:	5619247	EVERY SPIRIT HAS A STORY	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	6085745	EVERY SPIRIT HAS A STORY
Registration Number:	6075097	HDC
Registration Number:	5317163	HERITAGE DISTILLING CO
Registration Number:	6085744	HERITAGE DISTILLING CO
Registration Number:	5317164	HERITAGE DISTILLING CO
Registration Number:	6085746	HERITAGE DISTILLING CO
Registration Number:	5121935	HDC HERITAGE DISTILLING CO, SPIRITS ADVE
Registration Number:	5783686	HDC
Registration Number:	6075098	HDC
Registration Number:	5887962	HDC
Registration Number:	5281446	HDC
Registration Number:	5317165	HDC HERITAGE DISTILLING CO
Registration Number:	5317166	HDC HERITAGE DISTILLING CO
Registration Number:	5317167	HDC HERITAGE DISTILLING CO
Registration Number:	5317168	HDC HERITAGE DISTILLING CO
Registration Number:	4351244	HERITAGE DISTILLING COMPANY, INC.
Registration Number:	5953233	HERITAGE SPIRITS CLUB
Registration Number:	4292470	MY BATCH
Registration Number:	5459343	LIQUOR GROWLER
Registration Number:	5459342	RUM GROWLER
Registration Number:	5418497	SPIRITS GROWLER
Registration Number:	5882693	TRUSTED. LOCAL. SPIRITS.
Registration Number:	5821353	HDC TRUSTED.LOCAL.SPIRITS.
Registration Number:	5418495	VODKA GROWLER
Registration Number:	5418496	WHISKEY GROWLER
Registration Number:	5820570	HERITAGE DISTILLING CO
Registration Number:	5765819	HDC
Registration Number:	6075099	HDC
Registration Number:	6226061	HDC HERITAGE DISTILLING CO
Registration Number:	5459344	COCKTAIL GROWLER

CORRESPONDENCE DATA

Fax Number: 7044441111

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: 7044441124

Email: elaine.hunt@alston.com

Correspondent Name: Michele M. Glessner

Address Line 1: Alston & Bird LLP

Address Line 2: 101 South Tryon Street, Suite 4000

TRADEMARK

REEL: 007236 FRAME: 0387

Address Line 4: Charlotte, NORTH CAROLINA 28280-4000

NAME OF SUBMITTER: Elaine B. Hunt

SIGNATURE: /Elaine B. Hunt/

DATE SIGNED: 03/30/2021

Total Attachments: 9

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GRANT OF A SECURITY INTEREST -- TRADEMARKS

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of March 29, 2021, by Heritage Distilling Company, Inc., a Washington corporation ("Grantor"), in favor of SILVERPEAK CREDIT PARTNERS, LP, in its capacity as Agent for the Lenders (together with its successors and assigns in such capacity, "Grantee").

WHEREAS, the Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated March 29, 2021 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee on behalf of and for the ratable benefit of the Lenders, a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the prompt and complete payment and performance of the Obligations.

NOW, THEREFORE, as collateral security for the prompt and complete payment and performance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee on behalf of and for the benefit of the Lenders, a continuing security interest in the Collateral to secure the prompt and complete payment and performance of the Obligations.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Without limiting the generality of the foregoing, this Trademark Security Agreement secures the payment of all amounts that constitute part of the Obligations and that would be owed by the undersigned to the Grantee or any Lender under the Loan Documents but for the fact that such Obligations are unenforceable or not allowable due to the existence of a bankruptcy, reorganization or similar proceeding involving a Grantor. To the extent there is any inconsistency between this Trademark Security Agreement and the Security Agreement, the Security Agreement shall control.

In addition to and without limitation of any of the foregoing, this Trademark Security Agreement shall be deemed to be a Loan Document and shall otherwise be subject to all of terms and conditions contained in Section 8.12 of the Credit Agreement, mutatis mutandis.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

[Signature Page Follows.]

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

HERITAGE DISTILLING COMPANY, INC.

By: 

Name: Justin Stiefel

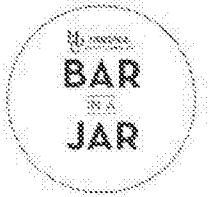


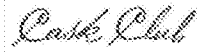
Title: Chief Executive Officer and Treasurer

[Signature page to Trademark Security Agreement]


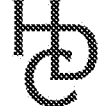
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SCHEDULE A TO TRADEMARK SECURITY AGREEMENT


A. U.S. Trademarks:





U.S. REGISTERED MARKS			
Grantor	Trademark	Goods Description	Registration No.
Heritage Distilling Company, Inc.	BAR IN A JAR	Kits, contained in a glass jar, for the making of alcoholic cocktails	5286347
Heritage Distilling Company, Inc.	 <p align="center">in no particular colors</p>	Kits, contained in a glass jar, for the making of alcoholic cocktails	5306639
Heritage Distilling Company, Inc.	BATCH NO.12	Distilled Spirits; Spirits	4827815
Heritage Distilling Company, Inc.	 <p align="center">in no particular colors</p>	Distilled Spirits; Spirits	4828034
Heritage Distilling Company, Inc.	 <p align="center">in no particular colors</p>	Distilled Spirits; Liquor	4949964
Heritage Distilling Company, Inc.	BESTEMORS AQUAVIT	Distilled Spirits; Liquor	6158873
Heritage Distilling Company, Inc.	CASK CLUB	Spirits distillery services	4577880
Heritage Distilling Company, Inc.	CASK CLUB	Distilled Spirits	4620144
Heritage Distilling Company, Inc.		Distilled spirits; Liquor	5511320

Heritage Distilling Company, Inc.	CASK CLUB RADIO	Downloadable podcasts in the field of general human interest Entertainment services, namely, providing an ongoing radio show in the field of general human interest; Entertainment in the nature of an ongoing radio show in electronic media, namely, streaming audio and podcasts, in the field of general human interest	5614643
Heritage Distilling Company, Inc.		Downloadable podcasts in the field of general human interest Entertainment services, namely, providing an ongoing radio show in the field of general human interest; Entertainment in the nature of an ongoing radio show in electronic media, namely, streaming audio and podcasts, in the field of general human interest	5609844
Heritage Distilling Company, Inc.	COMMANDER'S	Distilled Spirits; Liquor	5709721
Heritage Distilling Company, Inc.	COMMANDER'S RYE WHISKEY	Alcoholic beverages, namely, whiskey, rye whiskey	4548517
Heritage Distilling Company, Inc.	DISTILLERY TO DOORSTEP	Distilled spirits; liquor Spirits club services	5285003
Heritage Distilling Company, Inc.	ELK RIDER	Distilled Spirits; Liquor	4845961
Heritage Distilling Company, Inc.	 in no particular colors	Distilled Spirits; Liquor	5295793
Heritage Distilling Company, Inc.	EVERY SPIRIT HAS A STORY	Distilled Spirits; Liquor	5276411

Heritage Distilling Company, Inc.	EVERY SPIRIT HAS A STORY	Retail store services featuring liquor, clothing, glassware and barware; On-line retail store services featuring liquor, clothing, glassware and barware	5619247
Heritage Distilling Company, Inc.	EVERY SPIRIT HAS A STORY	Tasting room service	6085745
Heritage Distilling Company, Inc.	HDC	Tasting room service	6075097
Heritage Distilling Company, Inc.	HERITAGE DISTILLING CO	Distilled spirits; Liquor	5317163
Heritage Distilling Company, Inc.	HERITAGE DISTILLING CO	Tasting room services	6085744
Heritage Distilling Company, Inc.	HERITAGE DISTILLING CO	Coasters made of paper or cardboard; Gift boxes designed to hold bottles and drinking glasses Barware, namely, shot glasses, drinking glasses, plastic drinking glasses; travel mugs; drinking flasks Clothing, namely, shirts, jackets and hats Retail store services featuring liquor, condiments, barware, clothing and gift boxes; On-line retail store services featuring liquor, condiments, barware, clothing and gift boxes	5317164
Heritage Distilling Company, Inc.	HERITAG DISTILLING CO	Tasting room services	6085746
Heritage Distilling Company, Inc.		Distilled Spirits; Liquor	5121935
Heritage Distilling Company, Inc.		Distilled spirits; Liquor	5783686

Heritage Distilling Company, Inc.		Tasting room services	6075098
Heritage Distilling Company, Inc.		Retail store services featuring liquor, condiments, barware, clothing and gift boxes; On-line retail store services featuring liquor, condiments, barware, clothing and gift boxes	5887962
Heritage Distilling Company, Inc.		Distilled spirits; Liquor	5281446
Heritage Distilling Company, Inc.		Distilled spirits; Liquor	5317165
Heritage Distilling Company, Inc.		Coasters made of paper or cardboard; Gift boxes designed to hold bottles and drinking glasses Barware, namely, shot glasses, drinking glasses, plastic drinking glasses; travel mugs; drinking flasks Clothing, namely, shirts, jackets and hats Retail store services featuring liquor, condiments, barware, clothing and gift boxes; On-line retail store services featuring liquor, condiments, barware, clothing and gift boxes	5317166
Heritage Distilling Company, Inc.		Distilled spirits; Liquor	5317167

Heritage Distilling Company, Inc.		Retail store services featuring liquor, condiments, barware, clothing and gift boxes; On-line retail store services featuring liquor, condiments, barware, clothing and gift boxes	5317168
Heritage Distilling Company, Inc.	HERITAGE DISTILLING COMPANY, INC.	Alcoholic beverages except beers, wines and tequilas; Alcoholic beverages, namely, flavor-infused whiskey Alcohol distillery services	4351244
Heritage Distilling Company, Inc.	HERITAGE SPIRITS CLUB	Spirits club services, namely, membership club services in the nature of providing discounts to members in the field of spirits; spirits club services, namely, administering a spirits club by means of selecting spirits based on consumer expectations and arranging periodic shipment to club members	5953233
Heritage Distilling Company, Inc.	MY BATCH	Alcoholic beverages except beers; Alcoholic bitters; Alcoholic cocktail mixes; Alcoholic extracts; Alcoholic fruit cocktail drinks; Alcoholic mixed beverages except beers; Alcohol distillery services	4292470
Heritage Distilling Company, Inc.	COCKTAIL GROWLER	Prepared alcoholic cocktail	5459344
Heritage Distilling Company, Inc.	LIQUOR GROWLER	Liquor	5459343
Heritage Distilling Company, Inc.	RUM GROWLER	Liquor	5459342
Heritage Distilling Company, Inc.	SPIRITS GROWLER	Alcoholic beverages, namely, flavor-infused whiskey; Distilled Spirits; Spirits	5418497

Heritage Distilling Company, Inc.	TRUSTED.LOCAL.SPIRITS.	Distilled Spirits; Liquor	5882693
Heritage Distilling Company, Inc.		Distilled Spirits; Liquor	5821353
Heritage Distilling Company, Inc.	VODKA GROWLER	Alcoholic beverages except beers; Distilled Spirits; Vodka	5418495
Heritage Distilling Company, Inc.	WHISKEY GROWLER	Alcoholic beverages, namely, flavor-infused whiskey; Bourbon; Whiskey	5418496
Heritage Distilling Company, Inc.		Distilled spirits; Liquor	5820570
Heritage Distilling Company, Inc.		Distilled spirits; Liquor	5765819
Heritage Distilling Company, Inc.		Tasting room services	6075099
Heritage Distilling Company, Inc.		Hand sanitizer preparations	6226061

B. U.S. Trademark Applications:

U.S. PENDING APPLICATIONS				
Grantor	Trademark	Goods Description	Status	Application No.
Heritage Distilling Company, Inc.	HERITAGE DISTILLING CO	Hand-sanitizing preparations	Pending (Use-Based)	88900383