

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM680332

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Memorandum and Notice of Security Interest in Intellectual Property		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
M. W. Whidbey LLC		10/01/2021	Limited Liability Company: WASHINGTON
RECEIVING PARTY DATA			
Name:	Bank of the West, as Agent		
Street Address:	300 South Grand Ave.		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	banking corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1937826	W WHIDBEYS	
Registration Number:	1936440	WHIDBEYS	
CORRESPONDENCE DATA			
Fax Number:	2138918763		
<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>			
Email:	rhonda.deleon@lw.com		
Correspondent Name:	LATHAM & WATKINS LLP		
Address Line 1:	355 SOUTH GRAND AVENUE		
Address Line 4:	LOS ANGELES, CALIFORNIA 90071-1560		
ATTORNEY DOCKET NUMBER:	052406-0001		
NAME OF SUBMITTER:	Rhonda DeLeon		
SIGNATURE:	/Rhonda DeLeon/		
DATE SIGNED:	10/11/2021		
Total Attachments: 16			
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MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

October 1, 2021

Each of M. W. WHIDBEY LLC, a Washington limited liability company (“Whidbey”), and STE. MICHELLE WINE ESTATES LLC, a Washington limited liability company (together with Whidbey, each a “Debtor” and, collectively, the “Debtors”), each of whose address is 14111 NE 145th Street, Woodinville, WA 98072, hereby acknowledges that, pursuant to the Loan Agreement (as defined below), has granted to BANK OF THE WEST, a California corporation, as Agent (“Secured Party”), whose address is 300 South Grand Avenue, 5th Floor, Los Angeles, California 90071, a security interest in and to all of such Debtor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by such Debtor (the “Trademarks”), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by such Debtor (the “Patents”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by such Debtor (the “Copyrights”) to which such Trademarks, Patents, and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement, dated as of October 1, 2021 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), among SP SMWE Acquisition Corp., a Delaware corporation (the “Initial Borrower”) and which, in connection with the Merger (as defined therein), will be succeeded by INTERNATIONAL WINE & SPIRITS LLC, a Delaware limited liability company (the “Borrower Agent”), Ste. Michelle International Ltd., a Virginia corporation (“SMWE International”), the Debtors (together with the Borrower Agent, the Initial Borrower, and SMWE International, each a “Borrower” and, collectively, the “Borrowers”), each other Subsidiary of Borrower Agent party thereto from time to time, SMWE WASHINGTON INTERMEDIATE LLC, a Delaware limited liability company (“Holdings”), the financial institutions party thereto from time to time, as lenders (collectively, “Lenders”), and the Secured Party, as administrative agent and collateral agent for the Lenders (in such capacity, together with its successors and assigns in such capacity, “Agent”), as security for the Obligations (as defined in the Agreement) as set forth in the Loan Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Loan Agreement or otherwise.

The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property and all claims shall be governed by the law of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 14.15, 14.16 and 14.17 of the Loan Agreement are hereby incorporated by reference.

Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office and/or the United States Copyright Office, as applicable.

[Signature Pages Follow]

* * * * *

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

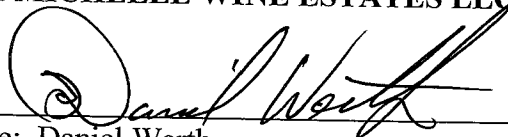
DEBTORS:

**M. W. WHIDBEY LLC
STE. MICHELLE WINE ESTATES LLC**

By: _____


Name: Daniel Werth

Title: Chief Financial Officer and Treasurer

A handwritten signature in black ink, appearing to read "Daniel Werth", is written over a horizontal line. The signature is cursive and includes a large initial "D".

ACCEPTED AND ACKNOWLEDGED BY:

BANK OF THE WEST,
as Agent and Secured Party

By: 


Name: Eric Andersen
Title: Vice President




[Signature Page to Memorandum and Notice of Security Interest in Intellectual Property]




EXHIBIT A

United States Trademarks

Company	Country	Trademark	Application No.	Registration No.	Filing Date	Registration Date
M.W. WHIDBEY, LLC	USA	W WHIDBEYS	74493613	1937826	2/23/1994	11/28/1995
M.W. WHIDBEY, LLC	USA	WHIDBEYS	74493611	1936440	2/23/1994	11/21/1995
STE. MICHELLE WINE LLC	USA	COLD CREEK VINEYARD	85023161	3857103	4/26/2010	10/5/2010
STE. MICHELLE WINE ESTATES LLC	USA	COLUMBIA CREST	85111953	4001382	8/20/2010	7/26/2011
STE. MICHELLE WINE ESTATES LLC	USA	HOT TO TROT	77942073	3975488	2/23/2010	6/7/2011
STE. MICHELLE WINE ESTATES LLC	USA	KATHERINE CORKRUM	77589797	3908465	10/9/2008	1/18/2011
STE. MICHELLE WINE ESTATES LLC	USA	O WINES	77533115	3583266	7/28/2008	3/3/2009
STE. MICHELLE WINE ESTATES LLC	USA	SNOQUALMIE	77893833	3834309	12/16/2009	8/17/2010
STE. MICHELLE WINE ESTATES LLC	USA	ETHOS	75193892	2162821	11/6/1996	6/2/1998
STE. MICHELLE WINE ESTATES LLC	USA	14 HANDS	76602859	3056032	7/19/2004	1/31/2006
STE. MICHELLE WINE ESTATES LLC	USA	14 HANDS STAMPEDE	86590429	4970234	4/8/2015	5/31/2016
STE. MICHELLE WINE ESTATES LLC	USA	14 HANDS WINERY RUN WILD	87423826	5487886	4/25/2017	6/5/2018


STE. MICHELLE WINE ESTATES LLC	USA	ALTERED DIMENSION	88400231	6065536	4/24/2019	5/26/2020
STE. MICHELLE WINE ESTATES LLC	USA	ANEW	85725723	4389538	9/11/2012	8/20/2013
STE. MICHELLE WINE ESTATES LLC	USA	ANEV 	85939030	4469723	5/22/2013	1/21/2014
STE. MICHELLE WINE ESTATES LLC	USA	ANTHOLOGY	74517896	1949609	4/28/1994	1/16/1996
STE. MICHELLE WINE ESTATES LLC	USA	BARREL BLENDING EXPERIENCE	86090800	4631093	10/14/2013	11/4/2014
STE. MICHELLE WINE ESTATES LLC	USA	BEAUTY IN CHAOS	87766407	6059193	1/23/2018	5/19/2020
STE. MICHELLE WINE ESTATES LLC	USA	BORNE OF FIRE	87440543	5476978	5/8/2017	5/22/2018
STE. MICHELLE WINE ESTATES LLC	USA	CELEBRATE IN STYLE	75634419	2414605	2/3/1999	12/19/2000
STE. MICHELLE WINE ESTATES LLC	USA	CHATEAU STE MICHELLE	73136919	1092925	8/8/1977	6/6/1978
STE. MICHELLE WINE ESTATES LLC	USA	CHATEAU STE MICHELLE	86518354	4825889	1/29/2015	10/6/2015
STE. MICHELLE WINE ESTATES LLC	USA	CHATEAU STE. MICHELLE	73647355	1513642	3/2/1987	11/22/1988
STE. MICHELLE WINE ESTATES LLC	USA	CHATEAU STE. MICHELLE ELEMENTS	90021996	6503515	6/26/2020	9/28/21

STE. MICHELLE WINE ESTATES LLC	USA	CHATEAU STE. MICHELLE MIMI	85830950	4637758	1/24/2013	11/11/2014
STE. MICHELLE WINE ESTATES LLC	USA	COLD FIDDLE	76659963	3373450	5/9/2006	1/22/2008
STE. MICHELLE WINE ESTATES LLC	USA	COLUMBIA CREST	76035717	2446463	4/27/2000	4/24/2001
STE. MICHELLE WINE ESTATES LLC	USA	COLUMBIA CREST GRAND ESTATES	86191281	4636068	2/12/2014	11/11/2014
STE. MICHELLE WINE ESTATES LLC	USA	CONN CREEK	73615571	1474418	8/19/1986	1/26/1988
STE. MICHELLE WINE ESTATES LLC	USA	CROWDSOURCED	86227971	5261429	3/21/2014	8/8/2017
STE. MICHELLE WINE ESTATES LLC	USA	DARK HARVEST	88396038	6190687	4/22/2019	11/3/2020
STE. MICHELLE WINE ESTATES LLC	USA	DAY OF THE RED	86544137	4969984	2/24/2015	5/31/2016
STE. MICHELLE WINE ESTATES LLC	USA	Design Only 	75793056	2385452	9/7/1999	9/12/2000
STE. MICHELLE WINE ESTATES LLC	USA	Design Only 	85939031	4462179	5/22/2013	1/7/2014
STE. MICHELLE WINE ESTATES LLC	USA	Design Only 	86587243	4808619	4/3/2015	9/8/2015

STE. MICHELLE WINE ESTATES LLC	USA	Design Only 	86968707	5099343	4/8/2016	12/13/2016
STE. MICHELLE WINE ESTATES LLC	USA	Design Only 	87853156	5797018	3/28/2018	7/9/2019
STE. MICHELLE WINE ESTATES LLC	USA	Design Only 	88471509	5937992	6/13/2019	12/17/2019
STE. MICHELLE WINE ESTATES LLC	USA	DOMAINE STE. MICHELLE	73642010	1493432	1/29/1987	6/21/1988
STE. MICHELLE WINE ESTATES LLC	USA	DRUMHELLER	86771591	5101620	9/29/2015	12/13/2016
STE. MICHELLE WINE ESTATES LLC	USA	DRUTHERS	85410577	4135082	8/30/2011	5/1/2012
STE. MICHELLE WINE ESTATES LLC	USA	ELICIT WINE PROJECT	88715549	6397502	12/4/2019	6/22/2021
STE. MICHELLE WINE ESTATES LLC	USA	EROICA	75928672	2672636	2/28/2000	1/7/2003
STE. MICHELLE WINE ESTATES LLC	USA	EROICA XLC	87706808	5814304	12/4/2017	7/23/2019
STE. MICHELLE WINE ESTATES LLC	USA	EVENLY	88909459	6349879	5/11/2020	5/11/2021
STE. MICHELLE WINE ESTATES LLC	USA	FIND YOUR WILD	90190850		18-SEP-2020	

STE. MICHELLE WINE ESTATES LLC	USA	FLANNEL UP AND ENJOY!	86916144	5282050	2/23/2016	9/5/2017
STE. MICHELLE WINE ESTATES LLC	USA	FLATBED CIDER	86404454	4989338	9/24/2014	6/28/2016
STE. MICHELLE WINE ESTATES LLC	USA	FRUIT & FLOWER	88271300	6119842	1/22/2019	8/4/2020
STE. MICHELLE WINE ESTATES LLC	USA	GRAND ESTATES	76074316	2596932	6/21/2000	7/23/2002
STE. MICHELLE WINE ESTATES LLC	USA	GUNG HO	86477938	4989505	12/11/2014	6/28/2016
STE. MICHELLE WINE ESTATES LLC	USA	H3	77114990	3473087	2/23/2007	7/22/2008
STE. MICHELLE WINE ESTATES LLC	USA	HORSE HEAVEN VINEYARD	86539157	4826535	2/19/2015	10/6/2015
STE. MICHELLE WINE ESTATES LLC	USA	IMPETUS	86776320	5475931	10/2/2015	5/22/2018
STE. MICHELLE WINE ESTATES LLC	USA	INDIAN WELLS	76672070	3300649	1/30/2007	10/2/2007
STE. MICHELLE WINE ESTATES LLC	USA	INTRINSIC	86647505	5291493	6/1/2015	9/19/2017
STE. MICHELLE WINE ESTATES LLC	USA	JONTE	86417682	5095980	10/8/2014	12/6/2016
STE. MICHELLE WINE ESTATES LLC	USA	LA NUIT MAGIQUE	75636891	2510903	2/9/1999	11/20/2001

STE. MICHELLE WINE ESTATES LLC	USA	LE JOUR MAGIQUE	86585122	4822196	4/2/2015	9/29/2015
STE. MICHELLE WINE ESTATES LLC	USA	LIQUID LIGHT	87888665	5840588	4/23/2018	8/20/2019
STE. MICHELLE WINE ESTATES LLC	USA	LUXE	76575026	3159405	2/11/2004	10/17/2006
STE. MICHELLE WINE ESTATES LLC	USA	MATCH DAY	86810351	5205657	11/5/2015	5/16/2017
STE. MICHELLE WINE ESTATES LLC	USA	MERF	87379028	5470915	3/21/2017	5/15/2018
STE. MICHELLE WINE ESTATES LLC	USA	MICHELLE	85546063	4505903	2/17/2012	4/1/2014
STE. MICHELLE WINE ESTATES LLC	USA	MULE SKINNER	86235463	4719151	3/28/2014	4/14/2015
STE. MICHELLE WINE ESTATES LLC	USA	NINA LEE	88749583	6123555	1/7/2020	8/11/2020
STE. MICHELLE WINE ESTATES LLC	USA	NORTHWEST OF NORMAL	86623120	5004609	5/8/2015	7/19/2016
STE. MICHELLE WINE ESTATES LLC	USA	PRAYERS OF SAINTS	87810361	5886145	2/26/2018	10/15/2019
STE. MICHELLE WINE ESTATES LLC	USA	PRAYERS OF SINNERS	87810363	5886146	2/26/2018	10/15/2019
STE. MICHELLE WINE ESTATES LLC	USA	RED DIAMOND	76455576	2971570	10/2/2002	7/19/2005

STE. MICHELLE WINE ESTATES LLC	USA	RED DIAMOND MYSTERIOUS	86539869	4969939	2/19/2015	5/31/2016
STE. MICHELLE WINE ESTATES LLC	USA	RESPLENDENT	86600763	5105792	4/17/2015	12/20/2016
STE. MICHELLE WINE ESTATES LLC	USA	SAINT M	76560833	3101191	11/19/2003	6/6/2006
STE. MICHELLE WINE ESTATES LLC	USA	SEVEN FALLS CELLARS	86032327	4696757	8/8/2013	3/3/2015
STE. MICHELLE WINE ESTATES LLC	USA	SHADOW HILL	88496222	6441753	7/1/2019	8/3/2021
STE. MICHELLE WINE ESTATES LLC	USA	SHARILEE	88749587	6096445	1/7/2020	7/7/2020
STE. MICHELLE WINE ESTATES LLC	USA	SINGLE BERRY SELECT	86267852	4681007	4/30/2014	2/3/2015
STE. MICHELLE WINE ESTATES LLC	USA	SIXTY-FIVE & BROAD	88463838	6114693	6/7/2019	7/28/2020
STE. MICHELLE WINE ESTATES LLC	USA	STE MICHELLE WINE ESTATES  STE MICHELLE WINE ESTATES	90001793		15-JUN-2020	
STE. MICHELLE WINE ESTATES LLC	USA	STIMSON ESTATE CELLARS	76359837	2809144	1/17/2002	1/27/2004
STE. MICHELLE WINE ESTATES LLC	USA	SUPPORTERS BLEND	86665065	5167126	6/17/2015	3/21/2017
STE. MICHELLE WINE ESTATES LLC	USA	TEMPERAMENTAL	85593555	4355176	4/10/2012	6/18/2013

STE. MICHELLE WINE ESTATES LLC	USA	TENET	86257806	4946817	4/21/2014	4/26/2016
STE. MICHELLE WINE ESTATES LLC	USA	THE CONVERT	87477344	5728545	6/6/2017	4/16/2019
STE. MICHELLE WINE ESTATES LLC	USA	THE COSMIC EGG	87393858	5740351	3/31/2017	4/30/2019
STE. MICHELLE WINE ESTATES LLC	USA	THE NOD	86875065	5835086	1/14/2016	8/13/2019
STE. MICHELLE WINE ESTATES LLC	USA	THE PUNDIT	86261113	4832809	4/24/2014	10/13/2015
STE. MICHELLE WINE ESTATES LLC	USA	TOPBOX	88329869	6081209	3/7/2019	6/16/2020
STE. MICHELLE WINE ESTATES LLC	USA	TWO VINES	85515650	4194590	1/13/2012	8/21/2012
STE. MICHELLE WINE ESTATES LLC	USA	UNABASHED	86477933	4989504	12/11/2014	6/28/2016
STE. MICHELLE WINE ESTATES LLC	USA	UNLIKELY PATH	88046068	6348500	7/20/2018	5/11/2021
STE. MICHELLE WINE ESTATES LLC	USA	URIAH	88749580	6096444	1/7/2020	7/7/2020
STE. MICHELLE WINE ESTATES LLC	USA	VINTAGE RESERVE CLUB	76618704	3105640	10/29/2004	6/20/2006
STE. MICHELLE WINE ESTATES LLC	USA	WHERE GREAT TIMES ARE MADE	86312397	4671757	6/17/2014	1/13/2015

STE. MICHELLE WINE ESTATES LLC	USA	WHISTLE STOP RED	76650835	3489148	11/22/2005	8/19/2008
STE. MICHELLE WINE ESTATES LLC	USA	WILLAKIA	86467597	4735389	12/1/2014	5/12/2015
STE. MICHELLE WINE ESTATES LLC	USA	WILLAKIA VINEYARD	77136614	3459009	3/21/2007	7/1/2008
STE. MICHELLE WINE ESTATES LLC	U.S. State Oregon	COASTAL MIST	N/A	15648	N/A	2/7/1984
STE. MICHELLE WINE ESTATES LLC	U.S. State Puerto Rico	CHATEAU STE MICHELLE	N/A	25936	N/A	5/4/1984
STE. MICHELLE WINE ESTATES LLC	U.S. State Puerto Rico	DOMAINE STE. MICHELLE	N/A	7838	N/A	9/18/1991

EXHIBIT B

Patents

None.

EXHIBIT C

United States Copyrights

Owner on Record	Country	Title	Registration No.	Registration Date
STE. MICHELLE WINE ESTATES LLC	USA	untitled. Description: Electronic file (eService)	TXu002196843	5/7/2020
STE. MICHELLE WINE ESTATES LLC	USA	"Wild Horses".	VA0002095922	10/6/2017