

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM714967

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
M.W. Whidbey LLC		03/15/2022	Limited Liability Company: WASHINGTON
Ste. Michelle Wine Estates LLC		03/15/2022	Limited Liability Company: WASHINGTON
RECEIVING PARTY DATA			
Name:	Callodine Commercial Finance, LLC		
Street Address:	545 Boylston Street		
Internal Address:	10th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 93			
Property Type	Number	Word Mark	
Registration Number:	1937826	W WHIDBEYS	
Registration Number:	1936440	WHIDBEYS	
Registration Number:	3857103	COLD CREEK VINEYARD	
Registration Number:	4001382	COLUMBIA CREST	
Registration Number:	3975488	HOT TO TROT	
Registration Number:	3908465	KATHERINE CORKRUM	
Registration Number:	3583266	O WINES	
Registration Number:	3834309	SNOQUALMIE	
Registration Number:	2162821	ETHOS	
Registration Number:	3056032	14 HANDS	
Registration Number:	4970234	14 HANDS STAMPEDE	
Registration Number:	5487886	14 HANDS WINERY RUN WILD	
Registration Number:	6065536	ALTERED DIMENSION	
Registration Number:	4389538	ANEW	
Registration Number:	4469723	ANEW	
Registration Number:	1949609	ANTHOLOGY	

OP \$2340.00 1937826

Property Type	Number	Word Mark
Registration Number:	4631093	BARREL BLENDING EXPERIENCE
Registration Number:	6059193	BEAUTY IN CHAOS
Registration Number:	5476978	BORNE OF FIRE
Registration Number:	2414605	CELEBRATE IN STYLE
Registration Number:	1092925	CHATEAU STE MICHELLE
Registration Number:	4825889	CHATEAU STE MICHELLE
Registration Number:	1513642	CHATEAU STE. MICHELLE
Registration Number:	6503515	CHATEAU STE. MICHELLE ELEMENTS
Registration Number:	4637758	CHATEAU STE. MICHELLE MIMI
Registration Number:	3373450	COLD FIDDLE
Registration Number:	2446463	COLUMBIA CREST
Registration Number:	4636068	COLUMBIA CREST GRAND ESTATES
Registration Number:	1474418	CONN CREEK
Registration Number:	5261429	CROWDSOURCED
Registration Number:	6190687	DARK HARVEST
Registration Number:	4969984	DAY OF THE RED
Registration Number:	4462179	
Registration Number:	4808619	
Registration Number:	5099343	
Registration Number:	5797018	
Registration Number:	5937992	
Registration Number:	1493432	DOMAINE STE. MICHELLE
Registration Number:	5101620	DRUMHELLER
Registration Number:	4135082	DRUTHERS
Registration Number:	6397502	ELICIT WINE PROJECT
Registration Number:	2672636	EROICA
Registration Number:	5814304	EROICA XLC
Registration Number:	6349879	EVENLY
Registration Number:	5282050	FLANNEL UP AND ENJOY!
Registration Number:	4989338	FLATBED CIDER
Registration Number:	6119842	FRUIT & FLOWER
Registration Number:	2596932	GRAND ESTATES
Registration Number:	4989505	GUNG HO
Registration Number:	3473087	H3
Registration Number:	4826535	HORSE HEAVEN VINEYARD
Registration Number:	5475931	IMPETUS
Registration Number:	3300649	INDIAN WELLS
Registration Number:	5291493	INTRINSIC

Property Type	Number	Word Mark
Registration Number:	5095980	JONTE
Registration Number:	2510903	LA NUIT MAGIQUE
Registration Number:	4822196	LE JOUR MAGIQUE
Registration Number:	5840588	LIQUID LIGHT
Registration Number:	3159405	LUXE
Registration Number:	5205657	MATCH DAY
Registration Number:	5470915	MERF
Registration Number:	4505903	MICHELLE
Registration Number:	4719151	MULE SKINNER
Registration Number:	6123555	NINA LEE
Registration Number:	5004609	NORTHWEST OF NORMAL
Registration Number:	5886145	PRAYERS OF SAINTS
Registration Number:	5886146	PRAYERS OF SINNERS
Registration Number:	2971570	RED DIAMOND
Registration Number:	4969939	RED DIAMOND MYSTERIOUS
Registration Number:	5105792	RESPLENDENT
Registration Number:	3101191	SAINT M
Registration Number:	4696757	SEVEN FALLS CELLARS
Registration Number:	6441753	SHADOW HILL
Registration Number:	6096445	SHARILEE
Registration Number:	4681007	SINGLE BERRY SELECT
Registration Number:	6114693	SIXTY-FIVE & BROAD
Registration Number:	2809144	STIMSON ESTATE CELLARS
Registration Number:	5167126	SUPPORTERS BLEND
Registration Number:	4355176	TEMPERAMENTAL
Registration Number:	4946817	TENET
Registration Number:	5728545	THE CONVERT
Registration Number:	5740351	THE COSMIC EGG
Registration Number:	5835086	THE NOD
Registration Number:	4832809	THE PUNDIT
Registration Number:	6081209	TOPBOX
Registration Number:	4194590	TWO VINES
Registration Number:	4989504	UNABASHED
Registration Number:	6348500	UNLIKELY PATH
Registration Number:	6096444	URIAH
Registration Number:	3105640	VINTAGE RESERVE CLUB
Registration Number:	3489148	WHISTLE STOP RED
Registration Number:	4735389	WILLAKIA

Property Type	Number	Word Mark
Registration Number:	3459009	WILLAKIA VINEYARD

CORRESPONDENCE DATA

Fax Number:

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: 617-248-5000

Email: tmadmin@choate.com

Correspondent Name: Sara M. Bauer

Address Line 1: Two International Place

Address Line 2: Choate Hall & Stewart LLP

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 2011766-0029

NAME OF SUBMITTER: Sara M. Bauer

SIGNATURE: /sara bauer/

DATE SIGNED: 03/17/2022

Total Attachments: 16

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

March 15, 2022

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 Callodine Commercial Finance, LLC, as Agent ("Secured Party"), whose address is 545 Boylston Street, 10th Floor, Boston, MA 02116, 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 March 15, 2022 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), among INTERNATIONAL WINE & SPIRITS LLC, a Delaware limited liability company (the "Borrower Agent"), Ste. Michelle International LLC, a Virginia limited liability company ("SMWE International"), the Debtors (together with the Borrower Agent 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 and Sections 14.15 and 14.16 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.

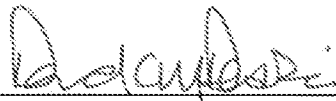
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* * * * *

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**

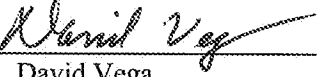
By: 

Name: David Dearie

Title: President

ACCEPTED AND ACKNOWLEDGED BY:

CALLODINE COMMERCIAL FINANCE, LLC,
as Agent and Secured Party

By: 
Name: David Vega
Title: Senior Managing Director

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