

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM753916

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
A to Z Wineworks, LLC		09/07/2022	Limited Liability Company: OREGON
RECEIVING PARTY DATA			
Name:	Bank of the West, as Agent		
Street Address:	300 South Grand Avenue, 5th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	3959744		
Registration Number:	1402439		
Registration Number:	2775776	A TO Z	
Registration Number:	6677203	A TO Z	
Registration Number:	5589212	A TO Z WINEWORKS	
Registration Number:	5589624	A TO Z WINEWORKS BUBBLES	
Registration Number:	5257458	A TO Z WINEWORKS THE ESSENCE OF OREGON A	
Registration Number:	5856269	A TO Z 2018 OREGON RIESLING	
Registration Number:	3143397	ARISTOCRATIC WINES AT DEMOCRATIC PRICES	
Registration Number:	6549116	BENCHROCK	
Registration Number:	5550922	BUBBLE ON!	
Registration Number:	5515937	BUBBLES	
Registration Number:	6323881	ENGRAVED	
Registration Number:	5537387	MAKES FOOD SING AND SOMETIMES YOUR GUEST	
Registration Number:	3481169	OREGONICALLY GROWN	
Registration Number:	5196643	RAIN OR SHINE OREGON WINE!	
Registration Number:	5182767	RAIN OR SHINE DRINK OREGON WINE!	
Registration Number:	1384594	REX HILL	
Registration Number:	5618841	RIDICULOUSLY FOOD-FRIENDLY WINES	

OP \$590.00 3959744

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4725161	SEVEN SOILS
Registration Number:	6323743	SUSTAINABLE LUXURY
Registration Number:	3302089	THE ESSENCE OF OREGON
Registration Number:	3848213	TIN LIZZIE

CORRESPONDENCE DATA

Fax Number: 2138918763

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.

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:	052406-0003
NAME OF SUBMITTER:	Rhonda DeLeon
SIGNATURE:	/Rhonda DeLeon/
DATE SIGNED:	09/07/2022

Total Attachments: 7

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

September 7, 2022

A TO Z WINEWORKS, LLC, an Oregon limited liability company (the “Debtor”), whose address is 30835 N Hwy 99W Newberg, OR 97132, 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 the 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 the Debtor (the “Trademarks”), together with the goodwill and assets of the business and (b) the copyright registrations which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by the Debtor (the “Copyrights”) to which such Trademarks 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 September 7, 2022 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), among ATZ MERGER SUB LLC, an Oregon limited liability company (the “Initial Borrower”), and which, in connection with the Merger, will be succeeded by the Debtor (the “Borrower Agent” and together with the Initial Borrower, each a “Borrower” and, collectively, the “Borrowers”), each other Subsidiary of Borrower Agent party thereto from time to time, ATZ INTERMEDIATE LLC, a Delaware limited liability company (“Holdings”), the financial institutions party thereto from time to time, as lenders (collectively, “Lenders”), and BANK OF THE WEST, 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:

A TO Z WINeworks, LLC

By: Amy Prosenjak
Name: Amy Prosenjak
Title: President and Chief Executive Officer

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

TRADEMARK
REEL: 007842 FRAME: 0175

ACCEPTED AND ACKNOWLEDGED BY:





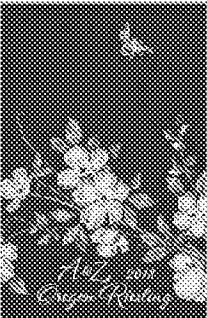
BANK OF THE WEST,
as Agent and Secured Party

By: Darren Jung
Name: Darren Jung
Title: Vice President

Digitally signed by Darren Jung
Date: 2022.09.02 13:21:44
+07'00'

EXHIBIT A

United States Trademarks

Owner	Mark	Class Goods	Status	Registration No.	Registration Date
A to Z Wineworks, LLC		Class 33 Wines	Registered	3959744	May-10-2011
A to Z Wineworks, LLC		Class 33 Wines	Registered	1402439	Jul-22-1986
A to Z Wineworks, LLC	A TO Z	Class 33 Wines	Registered	2775776	Oct-21-2003
A to Z Wineworks, LLC		Class 33 Wines	Registered	6677203	March-22-2022
A to Z Wineworks, LLC	A TO Z WINEWORKS	Class 33 Wines	Registered	5589212	Oct-23-2018
A to Z Wineworks, LLC	A TO Z WINEWORKS BUBBLES	Class 33 Wines	Registered	5589624	Oct-23-2018
A to Z Wineworks, LLC		Class 33 Wines	Registered	5257458	Aug-01-2017
A to Z Wineworks, LLC		Class 33 Wines	Registered	5856269	Sep-10-2019
A to Z Wineworks, LLC	ARISTOCRATIC WINES AT DEMOCRATIC PRICES	Class 33 Wines	Registered	3143397	Sep-12-2006


Owner	Mark	Class Goods	Status	Registration No.	Registration Date
A to Z Wineworks, LLC	BENCHROCK	Class 33 Wines	Registered	6549116	Nov-02-2021
A to Z Wineworks, LLC	BUBBLE ON!	Class 33 Wines	Registered	5550922	Aug-28-2018
A to Z Wineworks, LLC		Class 33 Wines	Registered	5515937	Jul-10-2018
A to Z Wineworks, LLC	ENGRAVED	Class 33 Wines	Registered	6323881	Apr-13-2021
A to Z Wineworks, LLC	MAKES FOOD SING AND SOMETIMES YOUR GUESTS, TOO!	Class 33 Wines	Registered	5537387	Aug-07-2018
A to Z Wineworks, LLC	OREGONICALLY GROWN	Class 33 Wines	Registered	3481169	Aug-05-2008
A to Z Wineworks, LLC	RAIN OR SHINE · OREGON WINE!	Class 33 Wines	Registered	5196643	May-02-2017
A to Z Wineworks, LLC	RAIN OR SHINE DRINK OREGON WINE!	Class 33 Wines	Registered	5182767	Apr-11-2017
A to Z Wineworks, LLC	REX HILL	Class 33 Wines	Registered	1384594	Feb-25-1986
A to Z Wineworks, LLC	RIDICULOUSLY FOOD-FRIENDLY WINES	Class 33 Wines	Registered	5618841	Nov-27-2018
A to Z Wineworks, LLC	SEVEN SOILS	Class 33 Wines	Registered	4725161	Apr-21-2015
A to Z Wineworks, LLC	SUSTAINABLE LUXURY	Class 33 Wines	Registered	6323743	Apr-13-2021
A to Z Wineworks, LLC	THE ESSENCE OF OREGON	Class 33 Wines	Registered	3302089	Oct-02-2007
A to Z Wineworks, LLC	TIN LIZZIE	Class 33 Wines	Registered	3848213	Sep-14-2010

EXHIBIT B

United States Copyrights

Owner on Record	Country	Title	Registration No.	Registration Date
A to Z Wineworks, LLC	USA	Rex Hill Website	TX0009083203	2022-02-04
A to Z Wineworks, LLC	USA	A to Z Wineworks Website	TX0009126440	2022-02-04