

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM761543

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Memorandum and Notice of Security Interest in Intellectual Property		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PremiumCo LLC		10/01/2021	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of the West, as Agent		
<b>Street Address:</b>	300 South Grand Ave.		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90071		
<b>Entity Type:</b>	Corporation: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	6241106	BENACCETTO	
<b>Registration Number:</b>	5306712	CANON 13	
<b>Registration Number:</b>	4814518	MOTTO	
<b>Registration Number:</b>	5008247	MOTTO	
<b>Registration Number:</b>	5454352	MOTTO ESSENCE	
<b>Registration Number:</b>	2712297	NORTHSTAR	
<b>Registration Number:</b>	4921841	NORTHSTAR	
<b>Registration Number:</b>	1496980	VILLA MT. EDEN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Email:</b>	rhonda.deleon@lw.com		
<b>Correspondent Name:</b>	LATHAM & WATKINS LLP		
<b>Address Line 1:</b>	355 SOUTH GRAND AVENUE		
<b>Address Line 4:</b>	LOS ANGELES, CALIFORNIA 90071-1560		
<b>ATTORNEY DOCKET NUMBER:</b>	052406-0001		
<b>NAME OF SUBMITTER:</b>	Rhonda DeLeon		

OP \$215.00 6241106

<b>SIGNATURE:</b>	/Rhonda DeLeon/
<b>DATE SIGNED:</b>	10/17/2022
<b>Total Attachments: 9</b> source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page1.tif source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page2.tif source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page3.tif source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page4.tif source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page5.tif source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page6.tif source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page7.tif source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page8.tif source=Project Grapes - Memorandum and Notice of Security Interest in Intellectual Property (Premium) Executed#page9.tif	

MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY

October 1, 2021

Each of PATZ & HALL PREMIUMCO LLC, a Delaware limited liability company, PREMIUMCO LLC, a Delaware limited liability company, and ERATH PREMIUMCO LLC, a Delaware limited liability company (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, 5<sup>th</sup> 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 SMWE PREMIUM BUYER LLC, a Delaware limited liability company (the “Borrower Agent”), PREMIUMCO LLC, a Delaware limited liability company, ERATH PREMIUMCO LLC, a Delaware limited liability company, PATZ & HALL PREMIUMCO LLC, a Delaware limited liability company and each other Subsidiary of Borrower Agent party to this Agreement from time to time (together with Borrower Agent, each a “Borrower” and, collectively, the “Borrowers”), SMWE PREMIUM INTERMEDIATE LLC, a Delaware limited liability company (“Holdings”), the financial institutions party to this Agreement from time to time, as lenders (collectively, “Lenders”), and BANK OF THE WEST (“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:

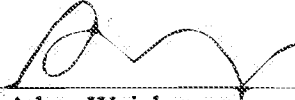
**PREMIUMCO LLC**

By:   
Name: Adam Weinberger  
Title: President and Secretary

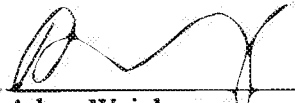
*[Signature Page to Memorandum and Notice of Security Interest in Intellectual Property]*

**TRADEMARK**  
**REEL: 007869 FRAME: 0534**

**ERATH PREMIUMCO LLC**

By:   
Name: Adam Weinberger  
Title: President and Secretary

**PATZ & HALL PREMIUMCO LLC**

By:   
Name: Adam Weinberger  
Title: President and Secretary

**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**

<b>Company</b>	<b>Country</b>	<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Filing Date</b>	<b>Registration Date</b>
PREMIUMCO LLC	USA	BENACCETTO	88680893	6241106	11/5/2019	1/5/2021
PREMIUMCO LLC	USA	CANON 13	87433126	5306712	5/2/2017	10/10/2017
ERATH PREMIUMCO LLC	USA	EARTH HEART ERATH	87766410	5550228	1/23/2018	8/28/2018
ERATH PREMIUMCO LLC	USA	ERATH	78912131	3233225	6/20/2006	4/24/2007
ERATH PREMIUMCO LLC	USA	GRAPES FROM THE EARTH, WINES FROM THE HEART ... ERATH	87767862	5672700	1/24/2018	2/12/2019
PREMIUMCO LLC	USA	MOTTO	86380837	4814518	8/29/2014	9/15/2015
PREMIUMCO LLC	USA	MOTTO	86933599	5008247	3/9/2016	7/26/2016
PREMIUMCO LLC	USA	MOTTO ESSENCE	87176821	5454352	9/20/2016	4/24/2018
PREMIUMCO LLC	USA	NORTHSTAR	75023875	2712297	11/27/1995	5/6/2003
PREMIUMCO LLC	USA	NORTHSTAR	86594937	4921841	4/13/2015	3/22/2016
PATZ & HALL PREMIUMCO LLC	USA	PATZ & HALL	77311641	3453150	10/23/2007	6/24/2008
PATZ & HALL PREMIUMCO LLC	USA	PATZ & HALL	78626903	3119833	5/10/2005	7/25/2006
PATZ & HALL PREMIUMCO LLC	USA	THE SONOMA HOUSE AT PATZ & HALL	86156487	4951808	1/2/2014	5/3/2016
PREMIUMCO LLC	USA	VILLA MT. EDEN	73618284	1496980	9/5/1986	7/19/1988

**EXHIBIT B**

**Patents**

**None.**

**EXHIBIT C**

**United States Copyrights**

None.