

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM792150

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		SECURITY INTEREST	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MEIER'S WINE CELLARS, INC.		03/06/2023	Corporation: OHIO
RECEIVING PARTY DATA			
Name:	BMO HARRIS BANK, N.A., SUCCESSOR IN INTEREST TO BANK OF THE WEST, AS ADMINISTRATIVE AGENT		
Street Address:	300 SOUTH GRAND AVENUE		
Internal Address:	5TH FLOOR		
City:	LOS ANGELES		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	2649551	JAKOB DEMMER	
Registration Number:	1496982	NICHOLAS LONGWORTH	
Registration Number:	2103487	THREE ISLANDS	
Registration Number:	1407897	WALLEYE WHITE	
Registration Number:	3137551		
Registration Number:	3555637	MEIER'S	
Registration Number:	4390425	MEIER'S	
Registration Number:	4202496	REIEM	
CORRESPONDENCE DATA			
Fax Number:	2138910400		
<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>			
Phone:	213-891-0700		
Email:	pnulud@buchalter.com, mmandel@buchalter.com, shinojosa@buchalter.com		
Correspondent Name:	PHILIP NULUD/MONICA MANDEL/SIGI HINOJOSA		
Address Line 1:	BUCHALTER, APC		
Address Line 2:	1000 WILSHIRE BOULEVARD, SUITE 1500		

CH \$215.00 2649551

Address Line 4:	LOS ANGELES, CALIFORNIA 90017
NAME OF SUBMITTER:	V. MONICA MANDEL
SIGNATURE:	/V. Monica Mandel/
DATE SIGNED:	03/06/2023
Total Attachments: 3 source=VWE_BMO -- Memorandum and Notice of Security Interest in IP (Meier's) (Executed)(75597518.1)#page1.tif source=VWE_BMO -- Memorandum and Notice of Security Interest in IP (Meier's) (Executed)(75597518.1)#page2.tif source=VWE_BMO -- Memorandum and Notice of Security Interest in IP (Meier's) (Executed)(75597518.1)#page3.tif	

MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

March 6, 2023

MEIER'S WINE CELLARS, INC., an Ohio corporation, whose address is 205 Concourse Boulevard, Santa Rosa, CA 95403 ("Debtor") hereby acknowledges that it has granted to BMO Harris Bank, N.A., as successor in interest to 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"), 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 (other than intent to use trademark applications to the extent excluded in the Agreement (as defined below)) which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by such Debtor ("Trademarks"), together with the goodwill and assets of the business.

Unless and until an Event of Default (as defined in the Agreement) occurs and is continuing, Debtor shall retain the legal and equitable title to the Trademarks and shall have the right to use and register the Trademarks, as applicable, in the ordinary course of the business of Debtor. The terms and conditions of the aforementioned security interest are contained in that certain Second Amended and Restated Loan and Security Agreement dated as of December 13, 2022 (as amended, restated, supplemented or otherwise modified from time to time, including by that certain Joinder Agreement dated as of the date hereof, among Debtor, certain affiliates of Debtor party thereto and Agent, the "Agreement"), among Debtor, the other Subsidiaries and affiliates of Debtor party to the Agreement from time to time, the financial institutions party to the Agreement from time to time as lenders (collectively, "Lenders"), and Agent, as security for the Secured Obligations under and as set forth in the 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 Agent may have in any other collateral described in the Agreement or otherwise.

[Remainder of Page Intentionally Blank]

[Signature Page to Follow]

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

DEBTOR:

MEIER'S WINE CELLARS, INC.,
an Ohio corporation

By: 

Name: Kristina Johnston

Title: Chief Financial Officer

MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

TRADEMARK
REEL: 007993 FRAME: 0899

EXHIBIT A

TRADEMARKS AND TRADEMARK LICENSES


Trademark Title	Serial / Registration No.	File / Registration Date
"JAKOB DEMMER"	78090139 / 2649551	10/25/2001 / 11/12/2002
"NICHOLAS LONGWORTH"	73679047 / 1496982	08/17/1987 / 07/19/1988
"THREE ISLANDS"	75188490 / 2103487	10/28/1996 / 10/07/1997
"WALLEYE WHITE"	73553574 / 1407897	08/15/1985 / 09/02/1986
"HAUT SAUTERNE"	N/A	Unregistered
"JOHN C. MEIERJUICE COMPANY"	N/A	Unregistered
DESIGN MARK (Configuration of an Over Cap) 	76597513 / 3137551	06/14/2004 / 09/05/2006
"MEIER'S"	76465378 / 3555637	11/07/2002 / 01/06/2009
"MEIER'S"	85555814 / 4390425	02/29/2012 / 08/27/2013
"MEIER'S" (MN Mark)	MN 677	
"MEIER'S" (MN Mark)	MN 678	
"REIEM"	85555811 / 4202496	02/29/2012 / 09/04/2012

Exhibit A