

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM796615

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Row House Franchise, LLC		03/13/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Row House Franchise SPV, LLC		
Street Address:	17877 Von Karman Avenue		
Internal Address:	Suite 100		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92614		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	6901554	RESOLVE 2 ROW	
Registration Number:	4540112	ROW HOUSE	
Registration Number:	5745125	ROW HOUSE	
Registration Number:	6085765	ROW HOUSE	
Registration Number:	4939334	THOSE WHO KNOW ROW	
CORRESPONDENCE DATA			
Fax Number:	2127288111		
<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:	2127288000		
Email:	ipdocketingla@willkie.com		
Correspondent Name:	Eugene Chang		
Address Line 1:	Willkie Farr & Gallagher LLP		
Address Line 2:	787 Seventh Avenue		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	128650.00002 Row House Se		
NAME OF SUBMITTER:	Eugene L. Chang		
SIGNATURE:	/elc/		

CH \$140.00 6901554

DATE SIGNED:	03/22/2023
---------------------	------------

Total Attachments: 7

- source=03.c. Notice of Grant of BSI in Trademarks (Row House)#page1.tif
- source=03.c. Notice of Grant of BSI in Trademarks (Row House)#page2.tif
- source=03.c. Notice of Grant of BSI in Trademarks (Row House)#page3.tif
- source=03.c. Notice of Grant of BSI in Trademarks (Row House)#page4.tif
- source=03.c. Notice of Grant of BSI in Trademarks (Row House)#page5.tif
- source=03.c. Notice of Grant of BSI in Trademarks (Row House)#page6.tif
- source=03.c. Notice of Grant of BSI in Trademarks (Row House)#page7.tif

NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS

This NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS (the "Notice") is made and entered into as of March 13, 2023, by Row House Franchise, LLC, a Delaware limited liability company located at 17877 Von Karman Avenue, Suite 100, Irvine, California 92614 ("Grantor"), in favor of Row House Franchise SPV, LLC, a Delaware limited liability company located at 17877 Von Karman Avenue, Suite 100, Irvine, California 92614 ("Secured Party") (collectively referred to as the "Parties"). Capitalized terms used herein and not defined herein have the meanings set forth in the Agreement (as defined below).

WHEREAS, Grantor is the owner of the U.S. trademark registrations and trademark applications included in the Contributed Assets, including, without limitation, those set forth in Schedule 1 attached hereto (collectively, the "Trademarks"); and

WHEREAS, pursuant to that certain Contribution Agreement by and between the Parties dated as of the date hereof (the "Agreement"), solely in the event that a court of competent jurisdiction were to hold that the contribution of the Contributed Assets under the Agreement does not constitute a valid contribution or absolute transfer of the Contributed Assets in accordance therewith, Grantor has granted a security interest in favor of the Secured Party in all of Grantor's right, title and interest in, to and under such Contributed Assets whether now owned or hereafter acquired, including the Trademarks included therein and the goodwill connected with the use of or symbolized by such Trademarks, and all products and Proceeds of the foregoing, and the right to bring an action at law or in equity for any past, present or future infringement, misappropriation, dilution or other violation thereof, and to collect all damages, settlements and proceeds (including, for clarity, license fees and royalties) relating thereto, and, to the extent not otherwise included, all payments, proceeds, supporting obligations and accrued and future rights to payment of any guaranties, indemnities, insurance and other agreements or arrangements of whatever character from time to time purporting to secure or otherwise with respect to any of the foregoing (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to the Agreement, Grantor agreed to execute and deliver to Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the "USPTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Agreement in the event a court of competent jurisdiction were to hold that the distribution of the Trademarks pursuant to the Agreement does not constitute a valid distribution or absolute transfer of the Trademarks as set forth in the Agreement, but instead constitutes a loan, to secure such a loan in the aggregate value of the Contributed Assets.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Agreement, which are incorporated by reference as if fully set forth herein, and solely in the event that a court of competent jurisdiction were to hold that the contribution of the Contributed Assets hereunder does not constitute a valid contribution or absolute transfer of the Contributed Assets in accordance therewith, Grantor hereby grants (and the Secured Party hereby accepts and receives) a security interest in favor of the Secured Party in all of Grantor's right, title and

interest in, to and under the Trademark Collateral now owned or hereafter acquired by Grantor; provided that the grant of security interest hereunder shall not include any application for registration of a Trademark that would be invalidated, cancelled, voided or abandoned due to the grant and/or enforcement of such security interest, including intent-to-use applications filed with the USPTO pursuant to 15 U.S.C. Section 1051(b) prior to the filing of a statement of use or amendment to allege use pursuant to 15 U.S.C. Section 1051(c) or (d), provided that at such time that the grant and/or enforcement of the security interest will not cause such Trademark to be invalidated, cancelled, voided or abandoned, such Trademark application will not be excluded from the Notice.

1. The Parties intend that this Notice is for recordation purposes only. The terms of this Notice shall not modify, and shall be subject to, the applicable terms and conditions of the Agreement, which govern the Secured Party's interest in, to and under the Trademark Collateral and which shall control in the event of any conflict. Grantor hereby acknowledges the sufficiency and completeness of this Notice to create a security interest in, to and under the Trademark Collateral for the benefit of the Secured Party, and Grantor hereby requests the USPTO to file and record this Notice together with the annexed Schedule 1.
2. Grantor and Secured Party hereby acknowledge and agree that the grant of security interest in, to and under the Trademark Collateral made hereby may be terminated only in accordance with the terms of the Agreement and shall terminate automatically upon the termination of the Agreement.
3. THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH, AND GOVERNED BY, THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CHOICE OF LAW RULES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).
4. This Notice may be executed by the Parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute a single agreement.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS to be duly executed and delivered as of the date first written above.

ROW HOUSE FRANCHISE, LLC

DocuSigned by:
John Meloun

58A40CED78E946A...

By: _____

Name: John Meloun

Title: Chief Financial Officer

ROW HOUSE FRANCHISE SPV, LLC

DocuSigned by:
John Meloun

58A40CED78E946A...

By: _____

Name: John Meloun

Title: Chief Financial Officer

Signature Page to Notice of Grant of Back-Up Security Interest in Trademarks (Row House)

Schedule 1

Trademarks

[Attached]

Trademarks
Row House

Mark Name	Mark Image	Mark Type	Status	Owners	Country	Application Number	Filed Date	Registration Number	Registration Date
PULL-TOGETHER.		Word Mark	Application	Row House Franchise, LLC	Canada	1988550	2019-10-04		
RESOLVE 2 ROW		Word Mark	Registered	Row House Franchise, LLC	United States of America	88437945	2019-05-20	6901554	2022-11-15
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	Canada	1922600	2018-09-28	TMA1146345	2022-10-17
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	United States of America	85934189	2013-05-16	4540112	2014-05-27
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	United States of America	88133432	2018-09-26	5745125	2019-05-07
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	International	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	Australia	1433456	2018-09-28	1968167	2018-09-28
ROW HOUSE		Word Mark	Application	Row House Franchise, LLC	Bahrain	1433456	2018-09-28		
ROW HOUSE		Word Mark	Application	Row House Franchise, LLC	China	1433456	2018-09-28		
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	Colombia	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE		Word Mark	Application	Row House Franchise, LLC	Egypt	1433456	2018-09-28		
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	European Union	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	India	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE		Word Mark	Registered	Row House Franchise, LLC	Indonesia	1433456	2018-09-28	1433456	2018-09-28

ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Japan	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Korea, Republic of (KR)	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE	Word Mark	Published	Row House Franchise, LLC	Oman	1433456	2018-09-28		
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Russian Federation	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Singapore	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE	Word Mark	Application	Row House Franchise, LLC	Thailand	1433456	2018-09-28		
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	United Kingdom	1433456	2018-09-28	1433456	2019-09-28
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Vietnam	1433456	2018-09-28	1433456	2018-09-28
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Malaysia	2018070138	2018-09-28	2018070138	2019-12-11
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Kuwait	2019002669	2019-03-25	KW1613407	2021-01-14
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Saudi Arabia	177842	2019-04-09	1440018626	2019-04-09
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Brazil	916069109	2018-10-11	916069109	2019-08-20
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Dominican Republic	20196845	2019-02-14	258102	2019-04-30
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Hong Kong	304684997	2018-09-28	304684997	2018-09-28
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	South Africa	201828312	2018-09-28	201828312	2019-12-13
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Taiwan	107064372	2018-10-04	01987801	2019-05-16

ROW HOUSE	Word Mark	Application	Row House Franchise, LLC	China	53721155	2021-02-18		
ROW HOUSE	Word Mark	Application	Row House Franchise, LLC	Mexico	2831368	2022-10-12		
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	Qatar	130649	2019-03-25	130649	2020-01-07
ROW HOUSE	Word Mark	Registered	Row House Franchise, LLC	United Arab Emirates	308526	2019-03-25	308526	2019-03-25

ROW HOUSE

ROW HOUSE	Design Mark	Application	Row House Franchise, LLC	China	43828400	2020-01-15		
ROW HOUSE (Stylized & Design)	Design Mark	Registered	Row House Franchise, LLC	Canada	1922603	2018-09-28	TMA1146346	2022-10-17
ROW HOUSE (Stylized & Design)	Design Mark	Registered	Row House Franchise, LLC	United States of America	88723445	2019-12-11	6085765	2020-06-23
THOSE WHO KNOW ROW	Word Mark	Registered	Row House Franchise, LLC	United States of America	86683877	2015-07-06	4939334	2016-04-19