

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM429627

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Bruery LLC		06/01/2017	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 Avenue, 5th Floor		
<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: 50</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85657056	2 TURTLE DOVES	
<b>Serial Number:</b>	85657096	3 FRENCH HENS	
<b>Serial Number:</b>	85657105	4 CALLING BIRDS	
<b>Serial Number:</b>	85656682	6 GEESE-A-LAYING	
<b>Serial Number:</b>	85656731	7 SWANS-A-SWIMMING	
<b>Serial Number:</b>	85656735	8 MAIDS-A-MILKING	
<b>Serial Number:</b>	86556978	ARBRE	
<b>Serial Number:</b>	85657001	AUTUMN MAPLE	
<b>Serial Number:</b>	86189809	BEFUDDLEMENT	
<b>Serial Number:</b>	86493863	BERET	
<b>Serial Number:</b>	86557055	BLACK TUESDAY	
<b>Serial Number:</b>	86557058	BLACK TUESDAY	
<b>Serial Number:</b>	85657272	BLACK TUESDAY	
<b>Serial Number:</b>	86190437	BLUE BBLs	
<b>Serial Number:</b>	86229422	BRUERY TERREUX	
<b>Serial Number:</b>	85657255	CHOCOLATE RAIN	
<b>Serial Number:</b>	86493866	ELEMENTS OF FUNK	
<b>Serial Number:</b>	86189797	FILMISHMISH	
<b>Serial Number:</b>	86211112	GREY MONDAY	
<b>TRADEMARK</b>			

CH \$1265.00 85657056

Property Type	Number	Word Mark
Serial Number:	86115957	HOARDERS SOCIETY
Serial Number:	86179185	HOTTENROTH
Serial Number:	86179208	HUMULUS LAGER
Serial Number:	85657297	LOAKAL RED
Serial Number:	85632994	MISCHIEF
Serial Number:	85657091	OUDE TART
Serial Number:	85657020	PARTRIDGE IN A PEAR TREE
Serial Number:	86115953	PRESERVATION SOCIETY
Serial Number:	86115956	RESERVE SOCIETY
Serial Number:	86189781	RUEUZE
Serial Number:	86179202	RUGBRØD
Serial Number:	85656979	SAISON DE LENTE
Serial Number:	85657298	SAISON RUE
Serial Number:	86190521	SANS PAGAIE
Serial Number:	86868461	SHARE THIS
Serial Number:	85657176	SMOKING WOOD
Serial Number:	87062357	SO HAPPENS IT'S TUESDAY
Serial Number:	86189753	SOUR IN THE RYE
Serial Number:	85657217	TART OF DARKNESS
Serial Number:	86229420	TERREUX
Serial Number:	86117175	THE BRUERY
Serial Number:	86117192	THE BRUERY
Serial Number:	86557007	THE BRUERY
Serial Number:	86557052	THE BRUERY
Serial Number:	86215136	THE WANDERER
Serial Number:	87247483	9 LADIES DANCING
Serial Number:	86556988	MASH
Serial Number:	87062351	OR XATA
Serial Number:	87063490	FRUCHT
Serial Number:	87247477	MOCHA WEDNESDAY
Serial Number:	87247488	TWELVE DAYS OF CHRISTMAS

**CORRESPONDENCE DATA**

Fax Number: 2138960400

*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: 2138915604

Email: aarnelle@buchalter.com

Correspondent Name: Amy Arnelle

Address Line 1: 1000 Wilshire Blvd., Suite 1500

**TRADEMARK**

**REEL: 006074 FRAME: 0787**

**Address Line 4:** Los Angeles, CALIFORNIA 90017

**NAME OF SUBMITTER:** Amy Arnelle

**SIGNATURE:** /Amy Arnelle/

**DATE SIGNED:** 06/01/2017

**Total Attachments: 7**

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

June 1, 2017

THE BRUERY LLC, a Delaware limited liability company (“Debtor”), whose address is 737 Dunn Way, Placentia, California 92870, hereby acknowledges that, pursuant to the Loan Agreement (defined below):

1. Debtor has granted to BANK OF THE WEST, whose address is 300 South Grand Avenue, 5<sup>th</sup> Floor, Los Angeles, California 90071 (“BOW”), as agent for the ABL Revolver Lenders identified in the below defined Loan Agreement (BOW, in such capacity, the “ABL Revolver Secured Party”), a security interest in and to all of 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 Debtor (the “Trademarks”), together with the goodwill and assets of the business connected with the use of the Trademarks and symbolized thereby; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the “Patents”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the “Copyrights”) to which such Trademarks, Patents, and Copyrights are appurtenant and all actions for infringement concerning the foregoing;
2. Debtor has granted to BOW, as agent for the Term Loan Lenders identified in the below defined Loan Agreement (BOW, in such capacity, the “Term Loan Secured Party”), a security interest in and to all of Debtor’s right, title and interest in and to the Trademarks, together with the goodwill and assets of the business connected with the use of the Trademarks and symbolized thereby, the Patents, and the Copyrights to which such Trademarks, Patents, and Copyrights are appurtenant and all actions for infringement concerning the foregoing; and
3. Debtor has granted to BOW, as agent for the Secured Bank Product Providers identified in the below defined Loan Agreement (BOW, in such capacity, the “Bank Product Secured Party”; and together with the ABL Revolver Secured Party and the Term Loan Secured Party, collectively, the “Secured Party”), a security interest in and to all of Debtor’s right, title and interest in and to the Trademarks, together with the goodwill and assets of the business connected with the use of the Trademarks and symbolized thereby, the Patents, and 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 interests are contained in that certain Loan and Security Agreement, dated as of even date herewith (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan

Agreement”), among The Bruery Intermediate LLC, a Delaware limited liability company (“Intermediate Holdco”), Debtor, each other Subsidiary of Intermediate Holdco party thereto from time to time (together with Debtor, each a “Borrower” and, collectively, “Borrowers”), the financial institutions party thereto from time to time as lenders (collectively, “the Lenders”), and BOW, as administrative agent and collateral agent for the Lenders (in such capacity, together with its successors and permitted assigns in such capacity, “Agent”), and as sole lead arranger and book runner, as security for the various obligations 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 the Secured Party may have in any other collateral described in the Loan Agreement or otherwise.

\* \* \* \* \*

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

**THE BRUERY LLC,**  
as Debtor

By:   
Name: Patrick Rue  
Title: Chief Executive Officer

Memorandum and Notice of Security Interest  
in Intellectual Property

**TRADEMARK**  
**REEL: 006074 FRAME: 0791**

**EXHIBIT A****Trademarks**

<b>Mark</b>	<b>Filed</b>	<b>Registered</b>	<b>Reg. No.</b>	<b>Serial Number</b>
2 Turtle Doves	6/20/2012	1/29/2013	4282881	85657056
3 French Hens	6/20/2012	1/29/2013	4282885	85657096
4 Calling Birds	6/20/2012	1/29/2013	4282886	85657105
6 Geese-a-Laying	6/20/2012	3/25/2014	4502358	85656682
7 Swans-a-Swimming	6/20/2012	12/23/2014	4660012	85656731
8 Maids-a-Milking	6/20/2012	2/23/2016	4905377	85656735
Arbre	3/8/2015	12/1/2015	4864615	86556978
Autumn Maple	6/20/2012	5/21/2013	4337574	85657001
Befuddlement	2/10/2014	3/10/2015	4701227	86189809
Beret	12/31/2014	5/17/2016	4961137	86493863
Black Tuesday	3/9/2015	8/18/2015	4795316	86557055
Black Tuesday	3/9/2015	8/18/2015	4795317	86557058
Black Tuesday	6/20/2012	2/5/2013	4285941	85657272
Blue BBLs	2/11/2014	3/10/2015	4701232	86190437
Bruery Terreaux	3/23/2014	7/14/2015	4773793	86229422
Chocolate Rain	6/20/2012	2/12/2013	4288776	85657255
Elements of Funk	12/31/2014	3/15/2016	4919321	86493866
Filmishmish	2/10/2014	9/9/2014	4601232	86189797
Grey Monday	3/4/2014	9/9/2014	4601549	86211112
Hoarders Society	11/12/2013	7/15/2014	4567287	86115957
Hottenroth	1/29/2014	6/24/2014	4556086	86179185
Humulus Lager	1/29/2014	5/6/2014	4527331	86179208
Loakal Red	6/20/2012	3/17/2015	4702068	85657297
Mischief	5/23/2012	1/8/2013	4272130	85632994
Oude Tart	6/20/2012	2/19/2013	4291696	85657091
Partridge in a Pear Tree	6/20/2012	1/29/2013	4282875	85657020

Mark	Filed	Registered	Reg. No.	Serial Number
Preservation Society	11/12/2013	7/15/2014	4567285	86115953
Reserve Society	11/12/2013	1/20/2015	4673911	86115956
Rueuze	2/10/2014	9/9/2014	4601231	86189781
Rugbrod	1/29/2014	6/24/2014	4556087	86179202
Saison De Lente	6/20/2012	8/27/2013	4390594	85656979
Saison Rue	6/20/2012	8/13/2013	4382402	85657298
Sans Pagaie	2/11/2014	9/9/2014	4601275	86190521
Share This	1/7/2016	9/6/2016	5038051	86868461
Smoking Wood	6/20/2012	2/19/2013	4291700	85657176
So Happens It's Tuesday	6/7/2016	1/17/2017	5123703	87062357
Sour in the Rye	2/10/2014	6/24/2014	4556097	86189753
Tart of Darkness	6/20/2012	1/29/2013	4282896	85657217
Terreux	3/23/2014	7/21/2015	4778286	86229420
The Bruery	11/12/2013	7/15/2014	4567312	86117175
The Bruery+design logo	11/12/2013	7/15/2014	4567313	86117192
The Bruery (merchandise)	3/8/2015	9/1/2015	4804177	86557007
The Bruery (glassware)	3/8/2015	12/15/2015	4869747	86557052
The Wanderer	3/7/2014	7/19/2016	5000915	86215136
9 Ladies Dancing	11/24/2016	4/25/2017	5191397	87247483
Mash	3/8/2015	--	--	86556988
Or Xata	6/7/2016	--	--	87062351
Frucht	6/7/2016	--	--	87063490
Mocha Wednesday	3/21/2017	--	--	87247477
Twelve Days of Christmas	11/24/2016	4/25/2017	5191398	87247488



**EXHIBIT B**

**Patents**

None.

**EXHIBIT C**

**Copyrights**

None.