

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM533228

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GROUNDING WINE PROJECT, LLC		07/18/2019	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	BANK OF THE WEST, AS ADMINISTRATIVE AGENT		
Street Address:	300 S. 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: 7			
Property Type	Number	Word Mark	
Serial Number:	88417358	GROUNDING	
Serial Number:	88269555	COLLUSION	
Serial Number:	87699720	SPACE AGE	
Serial Number:	87648216	PUBLIC RADIO	
Registration Number:	5662178	STEADY STATE	
Serial Number:	87429520	PRIMAL VOID	
Serial Number:	87429535	CODE WEST	
CORRESPONDENCE DATA			
Fax Number:	2138960400		
<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:	2138915607		
Email:	crachina@buchalter.com		
Correspondent Name:	Corina Rachina		
Address Line 1:	1000 Wilshire Blvd.		
Address Line 2:	12th Floor		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
NAME OF SUBMITTER:	Corina Rachina		

CH \$190.00 88417358

SIGNATURE:	/s/ Corina Rachina
DATE SIGNED:	07/23/2019
Total Attachments: 3 source=grounded#page1.tif source=grounded#page2.tif source=grounded#page3.tif	

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

July 18, 2019

GROUNDWINE PROJECT, LLC, a California limited liability company, whose address is 205 Concourse Boulevard, Santa Rosa, CA 95403 (“Debtor”) hereby acknowledges that it has granted 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 Loan and Security Agreement dated as of July 18, 2019 (the “Agreement”), among Debtor, the other Subsidiaries of Debtor parties 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.

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[Signature Page to Follow]

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

DEBTOR:

GROUNDWINE PROJECT, LLC,
a California limited liability company

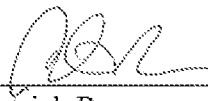
By: 
Name: Patrick Roney
Title: Manager

EXHIBIT A

TRADEMARKS AND TRADEMARK LICENSES

Trademark Title	Serial/ Registration No.	File/ Registration Date
Grounded	88417358	05/06/2019
Collusion	88269555	01/21/2019
Space Age	87699720	11/28/2017
Public Radio	87648216	10/17/2017
Steady State	87429592/ 5662178	04/28/2017/ 01/22/2019
Primal Void	87429520	04/28/2017
Code West	87429535	04/28/2017

Exhibit A