

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM538774

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Black Rock Coffee Holdings, LLC		08/16/2019	Limited Liability Company: DELAWARE
Black Rock Coffee Bar, LLC		08/16/2019	Limited Liability Company: OREGON
Black Rock Development, LLC		08/16/2019	Limited Liability Company: OREGON
Black Rock Roasting, LLC		08/16/2019	Limited Liability Company: OREGON
Black Rock Store Operations LLC		08/16/2019	Limited Liability Company: OREGON
BRCB Capitol, LLC		08/16/2019	Limited Liability Company: OREGON
Bend BR LLC		08/16/2019	Limited Liability Company: OREGON
Hopi Coffee Co. LLC		08/16/2019	Limited Liability Company: ARIZONA
BRSO BW, LLC		08/16/2019	Corporation: OREGON
BR Chandler LLC		08/16/2019	Limited Liability Company: ARIZONA
BR Tempe LLC		08/16/2019	Limited Liability Company: ARIZONA
BR Dysart, LLC		08/16/2019	Limited Liability Company: ARIZONA
Baby Deer LLC		08/16/2019	Limited Liability Company: OREGON
BD3 LLC		08/16/2019	Limited Liability Company: ARIZONA
BR Lake Pleasant, LLC		08/16/2019	Limited Liability Company: ARIZONA
Owyhee Coffee Co. LLC		08/16/2019	Limited Liability Company: OREGON
BR Parkside Village, LLC		08/16/2019	Limited Liability Company: TEXAS
BR Parkway Marketplace, LLC		08/16/2019	Limited Liability Company: TEXAS
BR 90th Street, LLC		08/16/2019	Limited Liability Company: ARIZONA

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Name	Formerly	Execution Date	Entity Type
BR Southpark, LLC		08/16/2019	Limited Liability Company: COLORADO
BR Woodbridge Parkway, LLC		08/16/2019	Limited Liability Company: TEXAS

RECEIVING PARTY DATA

Name:	Bank Midwest, a division of NBH Bank
Street Address:	P.O. Box 26528
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64196-6528
Entity Type:	Chartered Bank: COLORADO

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	88261152	BLACK ROCK COFFEE BAR
Serial Number:	88133317	BLACK ROCK FUEL
Serial Number:	87414321	FUEL YOUR STORY
Serial Number:	87828526	BLACK ROCK COFFEE BAR · EST. MMVIII · BR
Serial Number:	88133310	BLACKROCK FUEL
Serial Number:	88138439	FUEL YOUR STORY
Serial Number:	77186875	BLACK ROCK COFFEE BAR

CORRESPONDENCE DATA

Fax Number: 4023461148

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: 4023466000

Email: patrick.stephenson@kutakrock.com

Correspondent Name: Patrick C. Stephenson

Address Line 1: 1650 Farnam Street

Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER: Patrick C. Stephenson

SIGNATURE: /Patrick C. Stephenson/

DATE SIGNED: 08/29/2019

Total Attachments: 11

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SHORT-FORM IP SECURITY AGREEMENT

THIS SHORT-FORM IP SECURITY AGREEMENT (this "*Short Form Agreement*") is made and entered into as of August 16, 2019, by **BLACK ROCK COFFEE HOLDINGS, LLC**, a Delaware limited liability company, **BLACK ROCK DEVELOPMENT, LLC**, an Oregon limited liability company, **BLACK ROCK COFFEE BAR, LLC**, an Oregon limited liability company, **BLACK ROCK ROASTING, LLC**, an Oregon limited liability company, **BLACK ROCK STORE OPERATIONS LLC**, an Oregon limited liability company, **BRCB CAPITOL, LLC**, an Oregon limited liability company, **BEND BR LLC**, an Oregon limited liability company, **BR SO BW, LLC**, an Oregon limited liability company, **HOP I COFFEE CO. LLC**, an Arizona limited liability company, **BR CHANDLER LLC**, an Arizona limited liability company, **BR TEMPE LLC**, an Arizona limited liability company, **BR DYSART, LLC**, an Arizona limited liability company, **BABY DEER LLC**, an Oregon limited liability company, **BD3 LLC**, an Arizona limited liability company, **BR LAKE PLEASANT, LLC**, an Arizona limited liability company, **OWYHEE COFFEE CO. LLC**, an Oregon limited liability company, **BR PARKSIDE VILLAGE, LLC**, a Texas limited liability company, **BR PARKWAY MARKETPLACE, LLC**, a Texas limited liability company, **BR 90TH STREET, LLC**, an Arizona limited liability company, **BR SOUTHPARK, LLC**, a Colorado limited liability company, and **BR WOODBRIDGE PARKWAY, LLC**, a Texas limited liability company (collectively, the "*Grantor*") and **BANK MIDWEST**, a division of NBH Bank ("*Lender*"), as the secured party.

PRELIMINARY STATEMENTS:

Pursuant to a Loan Agreement dated as of the date of this Agreement (as the same may be amended, supplemented, extended or renewed from time to time, the "*Loan Agreement*") among Lender and Grantor, Lender has agreed to make a loan(s) to Grantor as described in the Loan Agreement (the "*Loan*"). Capitalized terms used in this Agreement and not defined in this Agreement have the meanings given to such terms in the Loan Agreement.

Pursuant to the Loan Documents, Grantor and Lender have agreed to enter into this Short Form Agreement to further evidence the grant of the security interests in such Grantor's Intellectual Property to Lender and certain other rights with respect to such Intellectual Property, subject to the terms, provisions and conditions of the Loan Agreement.

AGREEMENT:

1. Security Interest. Subject to the terms and conditions of the Loan Agreement and the other Loan Documents, as collateral security for the prompt and complete payment and performance of the Obligations, Grantor hereby grants to Lender, a security interest in and lien upon all of such Grantor's Intellectual Property, whether now owned or hereafter acquired, or in which it now has or at any time in the future may acquire any right, title, or interest, including all Intellectual Property in which it now has or at any time in the future may acquire any right, title or interest, including, without limitation, the trademarks listed on the attached *Exhibit A*, and any and all goodwill of such Grantor connected with the use of and symbolized by the trademarks.

2. Grant of License. Subject to the terms and conditions of the Loan Agreement, Grantor hereby grants to Lender, an irrevocable, non-exclusive license (exercisable upon the occurrence and during the continuance of an Event of Default, without payment of royalty or other compensation to any Grantor) to use, transfer, license or sublicense any Intellectual Property now owned, licensed to, or hereafter acquired by any Grantor, including, without limitation, the trademarks listed on the attached *Exhibit A*, and wherever the same may be located, and including in such license access to all media in which any of the licensed items may be recorded or stored and to all computer software and programs used for the compilation or printout thereof, and represents, promises and agrees that any such license or sublicense is not and will not be in conflict with the contractual or commercial rights of any third Person; provided that such license will terminate on the cure of any such Event of Default or the payment in full of all Obligations and release of Lender's security interest in the Collateral.

3. Incorporation by Reference; Filing Purposes Only. All of the terms and provisions of the Loan Agreement are incorporated by reference into this Short Form Agreement. This Short Form Agreement is intended

to be filed with the United States Patent and Trademark Office only, and does not modify, supersede, diminish, add to or change all or any of the terms of the Loan Agreement in any respect. The security interest granted pursuant to this Short-Form IP Security Agreement is granted in conjunction with the security interest granted to Lender pursuant to the Security Agreements and Grantor hereby acknowledges and agrees that the rights and remedies of Lender with respect to the security interest in the Intellectual Property made and granted hereby are more fully set forth in the Security Agreements and the Loan Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

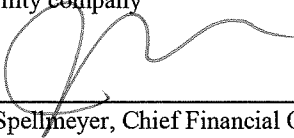
4. Counterparts. This Short Form Agreement may be executed in one or more counterparts, each of which shall be deemed an original.

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EXECUTED as of the date written on the first page of this Short Form Agreement.

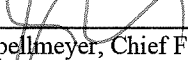
GRANTOR:

BLACK ROCK COFFEE HOLDINGS, LLC, a Delaware limited liability company

By: 
Jake Spellmeyer, Chief Financial Officer

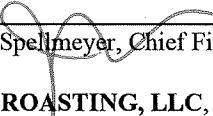
BLACK ROCK DEVELOPMENT, LLC, an Oregon limited liability company

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BLACK ROCK COFFEE BAR, LLC, an Oregon limited liability company

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BLACK ROCK ROASTING, LLC, an Oregon limited liability company

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BLACK ROCK STORE OPERATIONS LLC, an Oregon limited liability company

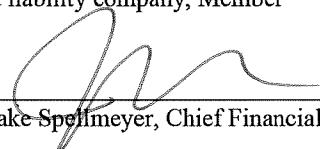
By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BRCB CAPITOL, LLC, an Oregon limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

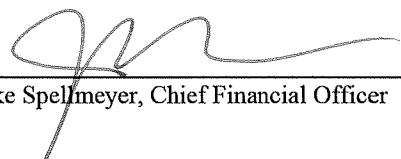
By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BEND BR LLC, an Oregon limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

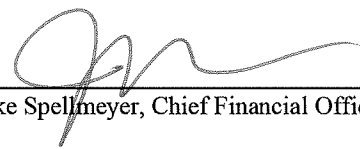
By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BRSO BW, LLC, an Oregon limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

HOPI COFFEE CO. LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

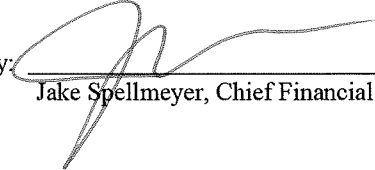
By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BR CHANDLER LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

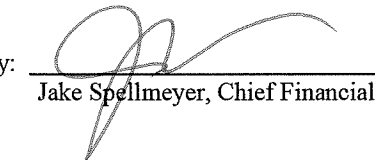
By: 

Jake Spellmeyer, Chief Financial Officer

BR TEMPE LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

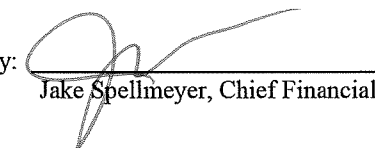
By: 

Jake Spellmeyer, Chief Financial Officer

BR DYSART, LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

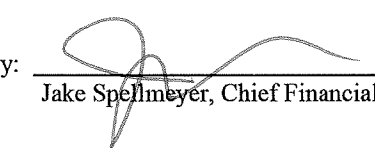
By: 

Jake Spellmeyer, Chief Financial Officer

BABY DEER LLC, an Oregon limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

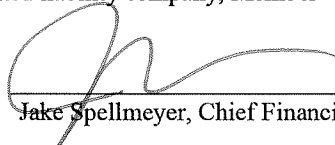
By: 

Jake Spellmeyer, Chief Financial Officer

BD3 LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

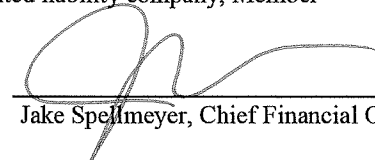
By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BR LAKE PLEASANT, LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

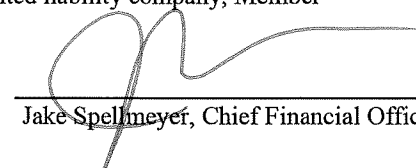
OWYHEE COFFEE CO. LLC, an Oregon limited liability company

By: _____
Jeffrey Hernandez, Manager

BR PARKSIDE VILLAGE, LLC, a Texas limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 
Jake Spellmeyer, Chief Financial Officer

BD3 LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: _____
Jake Spellmeyer, Chief Financial Officer


BR LAKE PLEASANT, LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: _____
Jake Spellmeyer, Chief Financial Officer

OWYHEE COFFEE CO. LLC, an Oregon limited liability company

By:  _____
Jeffrey Hernandez, Manager

BR PARKSIDE VILLAGE, LLC, a Texas limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member


By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: _____
Jake Spellmeyer, Chief Financial Officer

BR PARKWAY MARKETPLACE, LLC, a Texas limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 

Jake Spellmeyer, Chief Financial Officer

BR 90TH STREET, LLC, an Arizona limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member


By: 

Jake Spellmeyer, Chief Financial Officer

BR SOUTHPARK, LLC, a Colorado limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member


By: 

Jake Spellmeyer, Chief Financial Officer

BR WOODBRIDGE PARKWAY, LLC, a Texas limited liability company

By: Black Rock Store Operations LLC, an Oregon limited liability company, Member

By: Black Rock Coffee Holdings, LLC, a Delaware limited liability company, Member

By: 

Jake Spellmeyer, Chief Financial Officer

LENDER:

BANK MIDWEST, a division of NBH Bank

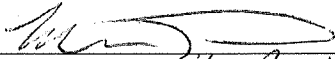



By: 
Printed Name: Vice President
Its Authorized Signatory

EXHIBIT A

INTELLECTUAL PROPERTY

Intellectual Property owned or licensed by Debtor:

TM Record	Mark/Name	Status/Key Dates	App. No./Reg. No.	Owner Information
US Federal Q62 uf 1	<u>BLACK ROCK COFFEE BAR and Design</u> 	Pending - Priority Action Counted Mailed March 29, 2019 Int'l Class: 21,25,30,32,35,43 First Use: February, 2008 Filed: January 14, 2019	SN: 88261152	Black Rock Coffee Bar, LLC, Formerly Black Rock Coffee Bar, Inc. (Oregon Limited Liability Company) 16307 Ne Cameron Blvd Portland Oregon 97230
US Federal Q62 uf 8	<u>BLACK ROCK FUEL and Design</u> 	Allowed - Intent to Use Statement of Use - Registration Review Complete May 23, 2019 Int'l Class: 32 First Use: March 1, 2019 Filed: September 26, 2018	SN: 88133317	Black Rock Coffee Bar, Inc. (Oregon Corp.), now known as Black Rock Coffee Bar, LLC (Oregon Limited Liability Company) 16307 Ne Cameron Blvd. Portland Oregon 97230
US Federal Q62 uf 9	<u>FUEL YOUR STORY</u>	Registered August 7, 2018 Int'l Class: 21,25,30,35,43 First Use: January, 2018 Filed: April 17, 2017	RN: 5536708 SN: 87414321	Black Rock Coffee Bar, LLC (Oregon Limited Liability Company) 16307 Ne Cameron Blvd Portland Oregon 97230
US Federal Q62 uf 10	<u>BLACK ROCK COFFEE BAR · EST. MMVIII · BR and Design</u>	Registered January 22, 2019 Int'l Class: 35,43 First Use: March, 2016 Filed: March 9, 2018	RN: 5659478 SN: 87828526	Black Rock Coffee Bar, Inc. (Oregon Corp.), now known as Black Rock Coffee Bar, LLC (Oregon Limited Liability Company) 16307 Ne Cameron Blvd. Portland Oregon 97230

TM Record	Mark/Name	Status/Key Dates	App. No./Reg. No.	Owner Information
				
US Federal Q62 uf 11	<u>BLACKROCK FUEL</u>	Registered June 11, 2019 Int'l Class: 32 First Use: March 1, 2019 Filed: September 26, 2018	RN: 5777703 SN: 88133310	Black Rock Coffee Bar, Inc. (Oregon Corp.), now known as Black Rock Coffee Bar, LLC (Oregon Limited Liability Company) 16307 Ne Cameron Blvd. Portland Oregon 97230
US Federal Q62 uf 12	<u>FUEL YOUR STORY</u>	Registered June 11, 2019 Int'l Class: 32 First Use: March 1, 2019 Filed: October 1, 2018	RN: 5777711 SN: 88138439	Black Rock Coffee Bar, LLC (Oregon Limited Liability Company) 16307 Ne Cameron Blvd Portland Oregon 97230
US Federal Q62 uf 13	<u>BLACK ROCK COFFEE BAR</u>	Renewed August 19, 2018 Int'l Class: 30,35,43 First Use: February 1, 2008 Filed: May 22, 2007 Registered: August 19, 2008	RN: 3489718 SN: 77186875	Black Rock Coffee Bar, LLC (Oregon Limited Liability Company) 16307 Ne Cameron Blvd Portland Oregon 97230