

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM557005

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Harvest Dispensaries Cultivations & Production Facilities LLC		12/20/2019	Limited Liability Company: ARIZONA
RECEIVING PARTY DATA			
Name:	ODYSSEY TRUST COMPANY		
Street Address:	323-409 Granville Street		
City:	Vancouver, British Columbia		
State/Country:	CANADA		
Postal Code:	V6C1T2		
Entity Type:	Trust Company: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5154042	HARVEST	
Registration Number:	5279159	HARVEST	
CORRESPONDENCE DATA			
Fax Number:	6123408827		
<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:	612-492-6819		
Email:	ip.docket@dorsey.com		
Correspondent Name:	EVAN P. EVERIST, DORSEY & WHITNEY LLP		
Address Line 1:	50 SOUTH 6TH STREET		
Address Line 2:	Suite 1500		
Address Line 4:	Minneapolis, MINNESOTA 55402-1498		
ATTORNEY DOCKET NUMBER:	496963-00028		
NAME OF SUBMITTER:	Evan P. Everist		
SIGNATURE:	/Evan Everist/		
DATE SIGNED:	01/10/2020		
Total Attachments: 4			
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Confirmatory Grant of Security Interest in Intellectual Property

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS (this “Confirmatory Grant”) is made effective as of December 20, 2019, by and from the grantor party hereto (the “Grantor”), to and in favor of ODYSSEY TRUST COMPANY, a trust company incorporated under the laws of the Province of Alberta (the “Collateral Trustee”).

WHEREAS, HARVEST HEALTH & RECREATION INC., a company subsisting under the laws of the Province of British Columbia (the “Issuer”) certain and the Collateral Trustee have entered into that certain Trust Indenture dated as of December 20, 2019 (as amended or modified and in effect from time to time, the “Indenture”), which Indenture provides, subject to the terms and conditions thereof, for the making of loans.

WHEREAS, the Grantor has entered into a Guarantee dated as of December 20, 2019 (as amended, supplemented, extended, restated or otherwise modified from time to time) pursuant to which the Grantor has agreed, among other things, to guarantee the obligations of the Issuer under the Indenture.

WHEREAS, the Grantor has granted security interests to the Collateral Trustee under the Security Agreement dated as of December 20, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”);

WHEREAS, the Grantor owns the trademarks (the “Trademarks”) listed on Exhibit A, which are registered or applied for with the United States Patent and Trademark Office; and

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to the Collateral Trustee under the Security Agreement. The rights and remedies of the Collateral Trustee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. If any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Indenture.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the performance and payment of (i) all the Obligations and (ii) all of the obligations and liabilities of the Restricted Subsidiaries under the Guarantee. Upon the payment in full of all Obligations (other than inchoate indemnification obligations), the Collateral Trustee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor (at the Grantor’s expense) all requested instruments releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to the Collateral Trustee a security interest in all of the Trademarks set forth in Exhibit A now owned or from time to time after the

date hereof owned or acquired by the Grantor excluding any “intent to use” (or similar) trademark applications for which a “Statement of Use” or “Amendment to Allege Use” has not been filed with and accepted by the applicable filing office;

(c) Unless and until an Event of Default occurs and is continuing, the Grantor shall retain the legal and equitable title to the Trademarks, and shall have the right to use and register the Trademarks in the ordinary course of the business of the Grantor.

[Signature pages follow.]

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in Trademarks effective as of the date first written above.

**HARVEST DISPENSARIES,
CULTIVATIONS & PRODUCTION
FACILITIES LLC,**

an Arizona limited liability company

By: Harvest Enterprises, Inc.,
its manager

By: _____

Name: Steve White


Title: Chief Executive Officer

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

Exhibit A - SCHEDULE OF TRADEMARKS

1. Trademarks

a. Registered Trademarks:

Owner	Jurisdiction	Mark	Registration No./ Registration Date
Harvest Dispensaries, Cultivations & Production Facilities LLC	U.S.	HARVEST	5154042 March 07, 2017
Harvest Dispensaries, Cultivations & Production Facilities LLC	U.S.	HARVEST (Design) 	5279159 September 05, 2017

b. Trademark Applications in Preparation:

Owner	Jurisdiction	Mark	Appl. Ser. No./ Filing Date
Harvest Dispensaries, Cultivations & Production Facilities LLC	U.S.	HARVEST	88/063,468 August 02, 2018
Harvest Dispensaries, Cultivations & Production Facilities LLC	U.S.	HARVEST	88/063,471 August 02, 2018
Harvest Dispensaries, Cultivations & Production Facilities LLC	U.S.	HARVEST	88/063,480 August 02, 2018