

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM679625

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wine.com, LLC		10/04/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Comerica Bank		
Street Address:	39200 Six Mile Rd.		
City:	Livonia		
State/Country:	MICHIGAN		
Postal Code:	48152		
Entity Type:	National Banking Association: TEXAS		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Serial Number:	90042589	WINE.COM	
Serial Number:	90042555	WINE.COM	
Serial Number:	88720471	SERIOUSLY PASSIONATE ABOUT WINE	
Serial Number:	88799058	PICKED BY WINE.COM	
Serial Number:	88799052	PICKED BY WINE.COM	
Serial Number:	85605908	STEWARDSHIP	
Serial Number:	85122943	WINESHOPPER	
Serial Number:	78517267	WINE.COM	
Serial Number:	76133693		
Serial Number:	76133692		
Serial Number:	76133691		
Serial Number:	75817949	GRAND GOURMET	
CORRESPONDENCE DATA			
Fax Number:			
<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:	7033826485		
Email:	DHall@vlplawgroup.com		
Correspondent Name:	Davis Hall		
Address Line 1:	12703 Hitchcock Court		
TRADEMARK			

OP \$315.00 90042589

Address Line 4: Reston, VIRGINIA 20191

NAME OF SUBMITTER: Davis Hall

SIGNATURE: /DavisHall/

DATE SIGNED: 10/07/2021

Total Attachments: 5

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FIRST AMENDMENT TO MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

This First Amendment to Memorandum and Notice of Security Interest in Intellectual Property (this "Amendment") is entered into as of October 4, 2021, by and between WINE.COM, LLC, a Delaware limited liability company ("Debtor"), and COMERICA BANK ("Secured Party").

RECITALS

A. Secured Party has agreed to make certain advances of money and to extend certain financial accommodation to Debtor in the amounts and manner set forth in that certain Loan and Security Agreement by and among Secured Party, Debtor, and the other "Borrowers" party thereto, dated as of July 31, 2015 (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement).

B. Pursuant to the terms of the Loan Agreement, Debtor granted to Secured Party a security interest in all of Debtor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral, including, without limitation, Intellectual Property. In connection therewith, Borrower executed and delivered, in favor of Secured Party, that certain Memorandum and Notice of Security Interest in Intellectual Property dated as of November 14, 2018 (as the same may from time to time be amended, modified, supplemented or restated, the "IP Security Agreement"), which was recorded in the United States Patent and Trademark Office.

C. Secured Party and Borrower desire to amend the IP Security Agreement to amend and restate Exhibits A, B and C to the IP Security Agreement in their entirety, and make certain other revisions as more fully set forth herein.

AGREEMENT

1. Each of Exhibit A (Trademarks), Exhibit B (Patents), and Exhibit C (Copyrights) are amended and restated in their entirety and replaced with Exhibit A, Exhibit B, and Exhibit C, respectively, attached hereto.

2. Debtor authorizes the Commissioner for Patents, the Commissioner for Trademarks and the Register of Copyrights and any other government officials to record and register the IP Security Agreement (as amended by this Amendment) upon request by Secured Party.

3. Debtor hereby authorizes Secured Party to (a) modify the IP Security Agreement unilaterally by amending the exhibits to the IP Security Agreement to include any Intellectual Property constituting Collateral ("Intellectual Property Collateral"), which Debtor obtains subsequent to the date of this Amendment and (b) file a duplicate original of this Amendment containing amended exhibits reflecting such new Intellectual Property Collateral.

4. Debtor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Debtor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

5. This Amendment may be executed in any number of counterparts and all of such counterparts taken together shall be deemed to constitute one and the same instrument.

[Signature page follows.]

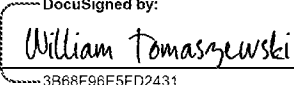
IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Debtor:

222 Sutter Street
San Francisco, CA 94108
Attn: William Tomaszewski

DEBTOR:

WINE.COM, LLC

By: 
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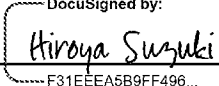
Name: William Tomaszewski
Title: General Counsel

Address of Secured Party:

Comerica Bank
M/C 7578
39200 Six Mile Rd.
Livonia, MI 48152
Attn: National Documentation Services

SECURED PARTY:

COMERICA BANK

By: 
-----F31EEEAA5B9FF496...

Name: Hiroya Suzuki
Title: Vice President

With a copy to:

Comerica Bank
12001 San Vicente Blvd.
Los Angeles, CA 90049
Attn: Hiroya Suzuki

EXHIBIT ATRADEMARKS AND TRADEMARK LICENSES




<u>Description</u>	<u>Serial/ Registration Number</u>	<u>Filing Date</u>
WINE.COM	90042589	07/08/2020
WINE.COM	90042555	07/08/2020
SERIOUSLY PASSIONATE ABOUT WINE	88720471	12/09/2019
PICKED BY WINE.COM	88799058	02/14/2020
PICKED BY WINE.COM	88799052	02/14/2020
STEWARDSHIP	85605908	04/23/2012
	4257290	12/11/2012
WINESHOPPER	85122943	09/03/2010
	3952881	04/26/2011
WINE.COM	78517267	11/15/2004
	3512515	10/07/2008
	76133693	09/21/2000
	2498220	10/16/2001
	76133692	09/21/2000
	2611707	08/27/2002
	76133691	09/21/2000
	2603774	08/06/2002
GRAND GOURMET	75817949	10/08/1999
	2528961	01/15/2002

EXHIBIT B

PATENTS AND PATENT LICENSES

<u>Description</u>	<u>Patent/ Application Number</u>	<u>Filing Date</u>
Informative packaging and wrapping product	9211973 13286158	12/15/2015 10/31/2011

EXHIBIT C

COPYRIGHTS

<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
Introduction to wine tasting with Bob Betz, master of wine.	PA0001266743	01/27/2005