

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM773883

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	04/19/2021

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kunde Enterprises, Inc.		04/19/2021	Corporation: CALIFORNIA

## RECEIVING PARTY DATA

<b>Name:</b>	Vintage Wine Estates, Inc.
<b>Street Address:</b>	205 Concourse Blvd.
<b>City:</b>	Santa Rosa
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	95403
<b>Entity Type:</b>	Corporation: CALIFORNIA

## PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	6065361	RED DIRT RIDGE
Registration Number:	4338362	TRIBUNAL
Registration Number:	4857151	
Registration Number:	4919995	KUNDE FAMILY WINERY
Registration Number:	4887113	DRUMMOND
Registration Number:	3700641	KUNDE FAMILY ESTATE
Registration Number:	5372003	RED DIRT RED
Registration Number:	5291193	KUNDE FAMILY VINEYARDS
Registration Number:	3204263	DUNFILLAN
Registration Number:	3155625	WILDWOOD VINEYARD
Registration Number:	2998782	CHARDONNAY NU
Registration Number:	2192381	KUNDE
Registration Number:	1719584	
Registration Number:	1883858	MAGNOLIA LANE
Registration Number:	1883857	KINNEYBROOK

## CORRESPONDENCE DATA

Fax Number: 4045818330

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent*

TRADEMARK

*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 4045818616  
**Email:** whamner@jonesday.com  
**Correspondent Name:** Will B. Hamner  
**Address Line 1:** 1221 Peachtree Street, NE  
**Address Line 2:** Suite 400  
**Address Line 4:** Atlanta, GEORGIA 30361

<b>NAME OF SUBMITTER:</b>	Will B. Hamner
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<b>SIGNATURE:</b>	/Will B. Hamner/
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<b>DATE SIGNED:</b>	12/13/2022
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**Total Attachments: 5**

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Secretary of State  
State of California

APR 19 2021

AGREEMENT OF MERGER

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THIS AGREEMENT OF MERGER (this "Agreement") is made effective as of April 19, 2021 (the "Effective Date"), by and between Kunde Enterprises, Inc., a California corporation, with California entity number C1643290 (the "Disappearing Corporation") and Vintage Wine Estates, Inc. a California corporation, with California entity number C2975347 (the "Surviving Corporation"). The Disappearing Corporation and the Surviving Corporation, together, are sometimes hereafter referred to as the "Constituent Corporations."

RECITALS

WHEREAS, the Constituent Corporations each deem it advisable for the general welfare and each respective entity and the shareholders of the Constituent Corporations that the Disappearing Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation to survive (the "Merger"); and

NOW, THEREFORE, in consideration of the mutual agreements and covenants contained herein and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

AGREEMENT

1. Disappearing Corporation. The Disappearing Corporation is duly organized, existing, and in good standing under the laws of the State of California. The Disappearing Corporation has 1,000,000 shares of authorized capital stock. The Disappearing Corporation is authorized to issue two series of one class of common shares designated respectively "Series A Voting Common" and "Series B Nonvoting Common." The number of authorized shares of Series A Voting Common is 500,000, of which 1,059.902 are issued and outstanding. The number of authorized shares of Series B Nonvoting Common is 500,000, of which 1,805.9953 are issued and outstanding.

2. Surviving Corporation. The Surviving Corporation is duly organized, existing, and in good standing under the laws of the State of California. The Surviving Corporation has 20,000,000 shares of authorized capital stock. The Surviving Corporation is authorized to issue two class of shares designated respectively "Series A Stock" and "Series B Stock." The number of authorized shares of Series A Stock is 10,000,000, of which 1,059.8991 are issued and outstanding. The number of authorized shares of Series B Stock is 10,000,000, of which 1,805.9953 share issued and outstanding.

3. Merger. As of the Effective Date, the Disappearing Corporation shall be merged with and into the Surviving Corporation, which shall survive the Merger. The Disappearing Corporation's separate existence shall cease on the Effective Date. Without any other transfer or documentation, on the Effective Date, the Surviving Corporation shall: (i) succeed to all of the Disappearing Corporation's rights and property; and (ii) be subject to all of the Disappearing Corporation's liabilities and obligations. Notwithstanding the foregoing, after the Effective Date, the Surviving Corporation's officers and directors may perform any acts necessary and desirable to vest or confirm the Surviving Corporation's possession of and title to any property or other

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rights of the Disappearing Corporation, or otherwise carry out this Agreement's purposes, including without limitation execution and delivery of deeds, certificates, assurances, assignments, or other instruments. Any and all acts transferring the Disappearing Corporation's property to the Surviving Corporation, prior to the Effective Date, in contemplation of the Merger, are hereby ratified and approved.

4. Merger Consideration. By virtue of the Merger and without any further action by the shareholders of the Constituent Corporations, which have approved the Merger as required by California law, as of the Effective Date, each share of capital stock of the Disappearing Corporation, shall be cancelled. Each share of the same class and/or series of the Constituent Corporations are being treated equally with respect to distributions of cash, rights, securities, and other property concerning the Merger. The fair market value of the Series A Voting Common of the Disappearing Corporation is \$38,526.96 per share. The fair market value of the Series B Nonvoting Common of the Disappearing Corporation \$1.00 per share. The fair market value of the Series A Stock of the Surviving Corporation is \$51,998,194. The fair market value of the Series B Stock of the Surviving Corporation is \$1,806. Based upon the respective values of each class and/or series of stock, each shareholder of the Disappearing Corporation will receive the fair market value of their cancelled shares in the form of cash, promissory note, or Series A Stock of the Surviving Corporation, or a combination thereof, all at the discretion of each such shareholder of the Disappearing Corporation. The holders of such certificates shall surrender their stock certificates to the Surviving Corporation, which shall cancel them. Any and all shares of the Surviving Corporation outstanding immediately prior to the Merger shall not be changed by reason of the Merger.

5. Articles of Incorporation and Bylaws. The Surviving Corporation's Articles of Incorporation and Bylaws, as amended, and in effect on the Effective Date, shall continue to be its Articles of Incorporation and Bylaws, without change as a result of the Merger.

6. Legal Name. The Surviving Corporation's legal name in effect prior to the Effective Date shall continue to be its legal name following the Effective Date.

7. Officers and Directors. The Surviving Corporation's officers and directors shall continue to remain as such after the Effective Date for the full unexpired term of their respective offices or until their successors have been duly elected or appointed and qualified.


(signature page follows)


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The parties hereto have executed this Agreement of Merger by their respective duly authorized officers, for all purposes as of the Effective Date.

**DISAPPEARING CORPORATION:**

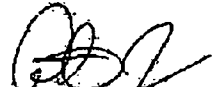
KUNDE ENTERPRISES, INC.,  
a California corporation

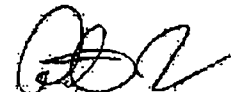
By:   
Patrick Roney, President

By:   
Jeff Kunde, Secretary

**SURVIVING CORPORATION:**

VINTAGE WINE ESTATES, INC.,  
a California corporation

By:   
Patrick Roney, President

By:   
Patrick Roney, Secretary

Certificate Verification No.: 062572421 Date: 11/29/2022

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

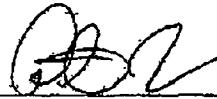
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Patrick Roney certifies that:

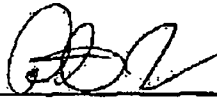
1. He is both the president and secretary of Vintage Wine Estates, Inc., a California corporation, with California entity number C2975347.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors.
3. A vote of the shareholders of the corporation was not required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Approval are true and correct of our own knowledge.

Date: April 19, 2021



Patrick Roney, President



Patrick Roney, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

A0890024

Patrick Roney and Jeff Kunde certify that:

1. They are the president and secretary, respectively, of Kunde Enterprises, Inc., a California corporation, with California entity number C1643290.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation entitled to vote by written consents that equaled or exceeded the votes that would have been required at duly convened meetings thereof.
3. The series of stock entitled to vote, number of shares outstanding, number of shares approving, and percentage approval were as follow:

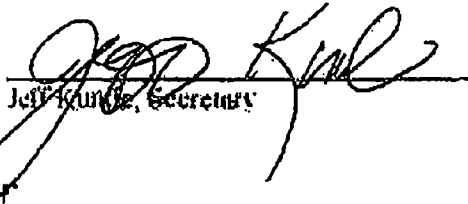
Series of Shares	Number of Such Shares Outstanding and Entitled to Vote	Number of Such Shares Approving	Percentage of Such Shares Approving
Series A Voting Common Stock	1,059.902	1,059.902	100%

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Approval are true and correct of our own knowledge.

Date: April 19, 2021



Patrick Roney, President



Jeff Kunde, Secretary

Certificate Verification No.: 062572421 Date: 11/29/2022