

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM774929

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VINESSE, LLC		12/13/2022	Limited Liability Company: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BANK OF THE WEST, AS ADMINISTRATIVE AGENT		
<b>Street Address:</b>	180 MONTGOMERY STREET		
<b>Internal Address:</b>	25TH FLOOR		
<b>City:</b>	SAN FRANCISCO		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94104		
<b>Entity Type:</b>	Corporation: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4624433	THE WORLD OF WINE, DELIVERED	
<b>Registration Number:</b>	5225685	THE WORLD OF WINE	
<b>Registration Number:</b>	3276076	CALIFORNIA TREASURES WINE CLUB	
<b>Registration Number:</b>	3096533	VINESSE	
<b>Registration Number:</b>	3030147	CALIFORNIA TREASURES CALIFORNIA TREASURE	
<b>Registration Number:</b>	3970864	THE WINEHOUND	
<b>Registration Number:</b>	2491945	AMERICAN CELLARS WINE CLUB	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2138910400		
<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>			
<b>Phone:</b>	213-891-0700		
<b>Email:</b>	pnulud@buchalter.com, mmandel@buchalter.com, emills@buchalter.com		
<b>Correspondent Name:</b>	PHILIP NULUD/MONICA MANDEL/ELYSE MILLS		
<b>Address Line 1:</b>	BUCHALTER, APC		
<b>Address Line 2:</b>	1000 WILSHIRE BOULEVARD, SUITE 1500		
<b>Address Line 4:</b>	LOS ANGELES, CALIFORNIA 90017		

CH \$190.00 4624433

<b>ATTORNEY DOCKET NUMBER:</b>	U5087-0026 [PN:VMM:EM]
<b>NAME OF SUBMITTER:</b>	V. MONICA MANDEL
<b>SIGNATURE:</b>	/V. Monica Mandel/
<b>DATE SIGNED:</b>	12/16/2022

**Total Attachments: 3**

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

**December 13, 2022**

VINESSE, 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 Second Amended and Restated Loan and Security Agreement dated as of December 13, 2022 (the "Agreement"), among Debtor, the other Subsidiaries and affiliates 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.

*[Remainder of Page Intentionally Blank]*

*[Signature Page to Follow]*

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

**DEBTOR:**

**VINESSE, LLC,**  
a California limited liability company

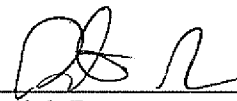
By:   
Name: Patrick Roney  
Title: Manager

EXHIBIT A

TRADEMARKS AND TRADEMARK LICENSES

<b>Trademark Title</b>	<b>Serial/ Registration No.</b>	<b>File/ Registration Date</b>
THE WORLD OF WINE, DELIVERED	86226176/ 4624433	3/19/2014/ 10/21/2014
THE WORLD OF WINE	86550714/ 5225685	3/2/2015/ 6/20/2017
 CALIFORNIA TREASURES WINE CLUB	78285915/ 3276076	8/11/2003/ 8/7/2007
VINESSE	78410828/ 3096533	4/29/2004/ 5/23/2006
 CALIFORNIA TREASURES WINE CLUB	78286472/ 3030147	8/12/2003/ 12/13/2005
THE WINEHOUND	77234670/ 3970864	7/20/2007/ 5/31/2011
AMERICAN CELLARS WINE CLUB	75838449/ 2491945	11/2/1999/ 9/25/2001

Exhibit A