

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM829935

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DESTILERIA SERRALLES, INC.		08/07/2023	Corporation: PUERTO RICO
SERRALLES USA, LLC		08/07/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	3455 Peachtree Road NE		
Internal Address:	12th Floor		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30326		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	6138067		
Registration Number:	6137608	DON Q	
Registration Number:	5309845		
Registration Number:	3793655	DONQ COCO	
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:	4048804744		
Email:	bglover@phrd.com		
Correspondent Name:	Brandon Glover		
Address Line 1:	303 Peachtree Street NE		
Address Line 2:	Suite 3600		
Address Line 4:	ATLANTA, GEORGIA 30308		
NAME OF SUBMITTER:	Harrison J. Roberts, Esq.		
SIGNATURE:	/HJR/		

CH \$115.00 6138067

DATE SIGNED:

08/07/2023

Total Attachments: 18

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August 7, 2023

Bank of America, N.A.
3455 Peachtree Road NE, 12th Floor
Mailcode GA7-024-12-05
Atlanta, Georgia 30326

Ladies and Gentlemen:

Reference is made to that certain Trademark Security Agreement dated April 7, 2016, by and among **DESTILERÍA SERRALLÉS, INC.**, a Puerto Rico corporation ("DSI"), **SERRALLES USA, LLC**, a Delaware limited liability company ("SUSA"; together with DSI, collectively, the "Companies" and each individually, a "Company"), and **BANK OF AMERICA, N.A.**, a national banking association ("Lender"), as recorded in the United States Patent and Trademark Office ("USPTO") on April 7, 2016, at Reel/Frame number 5770/0204 (the "Trademark Security Agreement"). All capitalized terms used in this letter agreement, unless otherwise defined herein, shall have the meanings ascribed to such terms in that certain Loan and Security Agreement dated as of April 7, 2016 (as at any time amended, restated, supplemented or otherwise modified, the "Loan Agreement") among Companies and Lender.

Pursuant to Section 7 of the Trademark Security Agreement, Companies are obligated to give prompt notice to Lender whenever any Company obtains rights to any new trademarks or becomes entitled to the benefit of any trademark application or trademark or any renewal of any trademark.

Each Company acknowledges that it has obtained rights to the Trademarks (as defined below) listed on the attached Exhibit A-1. Lender and Companies agree to amend the Trademark Security Agreement to include the Trademarks listed on Exhibit A-1 as provided below.

Exhibit A to the Trademark Security Agreement is hereby amended by adding to the list of Trademarks thereon those Trademarks listed on Exhibit A-1 attached hereto. Lender is hereby authorized to attach a copy of Exhibit A-1 to the Trademark Security Agreement as a supplement to Exhibit A thereto and to file a copy of the Trademark Security Agreement, as so supplemented, and/or of this letter agreement, with the USPTO at Company's expense.

To secure the prompt payment and performance to Lender of all of the Obligations, each Company hereby grants and regrants to Lender, a continuing security interest in and lien upon all of such Company's right, title and interest in, to and under the following property, in each case whether now existing or hereafter acquired or arising and wherever the same may be located (the "Additional Trademark Collateral"):

(a) all trademarks, trademark registrations, trade names, trademark applications, including, without limitation, the trademarks and applications listed on Exhibit A-1 attached hereto and made a part hereof, and (i) all renewals thereof, (ii) all income, royalties, damages and payments now or hereafter due or payable with respect thereto, including, without limitation, damages and payments for past or future infringements or dilution thereof, (iii) the right to sue for past, present and future infringements thereof, and (iv) all rights corresponding thereto throughout the world (all of the foregoing trademarks, trademark registrations, trade names, trademark applications, service marks and service mark applications, together with the items described in clauses (i)-(iv), are collectively referred to herein as the "Trademarks");

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TRADEMARK
REEL: 008158 FRAME: 0043

(b) the goodwill of such Company's business connected with and symbolized by each Trademark; and

(c) all proceeds of the foregoing.

Each Company hereby covenants and warrants to Lender:

(i) Each of the Trademarks is subsisting and has not been adjudged invalid or unenforceable;

(ii) This letter agreement will create a legal and valid Lien upon and security interest in the Additional Trademark Collateral, enforceable against such Company in accordance with its terms;

(iii) No claim has been made that the use of any of the Trademarks does or may violate the rights of any Person;

(iv) Such Company has the unqualified right to enter into this Agreement and perform its terms;

(e) Each of the Trademarks is valid and enforceable; and

(f) Such Company is the sole and exclusive owner of the entire right, title and interest in and to all of the Additional Trademark Collateral, free and clear of any Liens, charges and encumbrances (except licenses permitted pursuant to paragraph 6 of the Trademark Security Agreement), including, without limitation, pledges, assignments, licenses, registered user agreements and covenants by such Company not to sue third Persons (as defined in the Loan Agreement), except Permitted Liens (as defined in the Loan Agreement).

Each Company agrees to take such further actions as Lender shall request from time to time in connection herewith to evidence or give effect to the agreements and amendments set forth herein or any of the transactions contemplated hereby.

This letter agreement shall be effective upon execution by each Company and acceptance by Lender (notice of which acceptance is hereby waived), whereupon the same shall be governed by and construed in accordance with the internal laws of the State of New York, without reference to the conflicts or choice of law principles thereof (except for Sections 5-1401 and 5-1402 of the New York General Obligations Law). This letter agreement may be executed in any number of counterparts and by different parties to this letter agreement on separate counterparts, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute one and the same agreement. Any signature delivered by a party by facsimile transmission shall be deemed to be an original signature hereto.


[Remainder of page intentionally left blank;
signatures begin on following page.]

If the terms of this letter agreement are acceptable to Lender, please evidence its agreement by executing the enclosed copy of this letter.

Very truly yours,


DESTILERÍA SERRALLÉS, INC.
("DSI")

By: 
Name: **Philippe Brechot**
Title: **President and Chief Executive Officer**

By: 
Name: **Antonio L. Santiago**
Title: **Vice President of Finance/CFO and Treasurer**

SERRALLES USA, LLC
("SUSA")

By: 
Name: **Philippe Brechot**
Title: **Chief Executive Officer**

By: 
Name: **Antonio L. Santiago**
Title: **Vice President of Finance/CFO and Treasurer**

[Signatures continue on following page.]

Accepted and agreed to:

BANK OF AMERICA, N.A.

By: 

Name: **Andrew A. Doherty**

Title: Senior Vice President

Amendment to Trademark Security Agreement (DSI)

TRADEMARK
REEL: 008158 FRAME: 0046

EXHIBIT A-1

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status	Owner
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Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status	Owner
Argentina	DONQ	3899852	Jun 2 2020	Dec 6 2021	3220987	Registered	Destileria Serrales, Inc.
Owner	Destileria Serrales, Inc.						

33. ALCOHOLIC BEVERAGES (EXCEPT BEER) RUM.

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
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Azerbaijan	DONQ	1060499	Sep 1 2010	Sep 1 2010	1060499	Registered
Owner	Destileria Serrales, Inc.					

33. RUM

Bahrain	DONQ	1060499	Sep 1 2010	Mar 1 2018	1060499	Registered	Destileria Serrales, Inc.
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Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Bahrain	DOMQ	1060488	Sep 1 2010	Sep 1 2010	1060488	Registered
Owner Destleria Serrales, Inc.						

33: R/M

Bhutan	DOMQ	1060488	Sep 1 2010	Sep 3 2010	1060488	Registered	Destleria Serrales, Inc.
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33: R/M

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Bhutan	DOMQ	1060488	Sep 1 2010	Sep 1 2010	1060488	Registered

Owner
Destleria Serrales, Inc.

33: R/M

Bolivia	DOMQ			Jul 29 1976	09434-A	Registered	Destleria Serrales, Inc.
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33: R/M

Bolivia DON Q SM-2958-2018 Jul 3 2018 Pending Destileria Serrales, Inc.

WINES, SPARKING WINES, ALCOHOLIC BEVERAGES, SCHNAPPS, LIQUEURS, ESPECIALTY RUM

Cambodia DON Q 1080488 Sep 1 2010 May 29 2019 1080488 Registered Destileria Serrales, Inc.

33: RUM

Country Mark Appl. No App. Date Reg. Date Reg. No Status
Cambodia DON Q 1080488 Sep 1 2010 Sep 1 2010 1080488 Registered

Owner
Destileria Serrales, Inc.

33: RUM

Country Mark Appl. No App. Date Reg. Date Reg. No Status
Chile DON Q 1450799 Jan 21 2022 Nov 23 2022 1383714 Registered

Owner
Destileria Serrales, Inc.

33: Rum, alcoholic beverages, excluding beer.

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
Congo (Democratic Republic)	DON Q CRISTAL	NP320ZAI/95	Apr 4 1995	Apr 4 1995	RM/RDC/052/2015	Registered

Owner
Destileria Serrales, Inc.

33: RUM

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
Congo (Democratic Republic)	DON Q ORO	NP365FDC/98	Aug 24 1998	Aug 24 1998	RM/RDC/297/2015	Registered

Owner
Destileria Serrales, Inc.

33: RUM

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
Costa Rica	DON Q			Jun 24 1993	36799	Registered

Owner
Destileria Serrales, Inc.

33: RUM, VODKA, GIN, TEQUILA, WHISKEY, BRANDY, AGUAVA, COGNAC AND OTHER DISTILLED ALCOHOLIC BEVERAGES

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
ELTM	DOM Q OCOO	018844802	Mar 5 2023	Jun 23 2023	018844802	Registered

Owner
Destleria Serralles, Inc.

33: Rum; Alcoholic Beverages containing rum.

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Indonesia	DOMO	1060488	Sep 1 2010	Feb 20 2019	1060488	Registered

33: RUM

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Indonesia	DOMO	1060488	Sep 1 2010	Sep 1 2010	1060488	Registered

Owner
Destleria Serralles, Inc.

33: RUM

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Italy	DON Q ^o (STYLIZED)	DON Q	10870002472	Sep 19 1997	Oct 19 1997	362019000021669 Registered

Owner
Destileria Serrales, Inc.

33: RUM WINE, SPIRITS AND LIQUEURS

Mexico	BLACKBEARD	1046740	Aug 3 2020			Pending	Destileria Serrales, Inc.
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33: RUM

Mongolia	DDN Q	1080488	Sep 1 2010	Oct 3 2018	1080488	Registered	Destileria Serrales, Inc.
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33: RUM

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Mongolia	DDN Q	1080488	Sep 1 2010	Sep 1 2010	1080488	Registered

Owner
Destileria Serrales, Inc.

33: RUM

QAFI	DDN Q	3209102570	Apr 27 2001	Apr 27 2001	44866	Registered	Destileria Serrales, Inc.
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33: RUM

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
China	DCNQ	1080488	Sep 1 2010	Sep 1 2010	1080488	Registered
Owner Destileria Serralles, Inc.						

33: RUM

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Philippines	DCNQ					Pending
Owner Destileria Serralles, Inc.						

33: RUM

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Philippines	DCNQ	42020519457	Dec 4 2020	Apr 9 2021	42020519457	Registered
Owner Destileria Serralles, Inc.						

33: RUM AND ALCOHOLIC BEVERAGES CONTAINING RUM.

Puerto Rico	CHARADE	215720-23-1	JUN 8 2016	JAN 4 2020	210924	Registered	Destileria Serralles, Inc.
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33: WINE, ALCOHOLIC BEVERAGES, EXCEPT BEER

Puerto Rico DON O GRAN AÑEJO 218379-33-1 Mar 21 2017 Mar 21 2017 218284 Registered Destileria Serralles, Inc.

33. ALCOHOLIC BEVERAGES, NAMELY, RUM

Country Mark Appl. No. App. Date Reg. Date Reg. No. Status
Puerto Rico LEGENDA 211541330 Sep 9 2015 Nov 28 2017 213924 Registered

Owner
Destileria Serralles, Inc.

33. LIQUEURS

Puerto Rico PALO VIEJO 233459-33-1 Mar 18 2019 Oct 19 2020 220924 Registered Destileria Serralles, Inc.

33. RUM

Country Mark Appl. No. App. Date Reg. Date Reg. No. Status
Republic of Korea (South) DON Q 1060488 Sep 1 2010 Sep 1 2010 1060488 Registered

Owner
Destileria Serralles, Inc.

33. RUM

Country	Mark	Appl. No	App. Date	Reg. Date	Reg. No	Status
Russian Federation	CALICHE	2016736464	Oct 3 2016	Dec 1 2017	637630	Registered

Owner
SPR BRANDS, LLC

32. ALCOHOLIC BEVERAGES EXCLUDING BEER; RUM

Sint Maarten	BOCA CHICA			Dec 20 1996	1693	Registered	Destilera Serrales, Inc.
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32. BEERS, MINERAL AND AERATED WATERS AND OTHER NON-ALCOHOLIC DRINKS; FRUIT DRINKS AND FRUIT JUICES; SYRUPS AND OTHER PREPARATIONS FOR MAKING BEVERAGES

Sint Maarten	DONQ			Aug 24 1998	1692	Registered	Destilera Serrales, Inc.
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33. RUM WINE

Sint Maarten	PALD VIEJO			Aug 11 1978	1694	Registered	Destilera Serrales, Inc.
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33. ALCOHOLIC BEVERAGES, NAMELY RUM

Syria	DONQ	1080488	Sep 1 2016	Aug 9 2016	1080466	Registered	Destilera Serrales, Inc.
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33. RUM

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
Syria	DOMQ	1060488	Sep 1 2010	Sep 1 2010	1060488	Registered
Owner Destleria Serralles, Inc.						

33: RUM

Tajikistan	DOMQ	1060489	Sep 1 2010	Dec 11 2018	1080488	Registered	Destleria Serralles, Inc.
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33: RUM

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
Tajikistan	DOMQ	1060488	Sep 1 2010	Sep 1 2010	1060488	Registered
Owner Destleria Serralles, Inc.						

33: RUM

Turkmenistan	DOMQ	1060488	Sep 1 2010	Aug 12 2019	1060488	Registered	Destleria Serralles, Inc.
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33: RUM

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
Turkmenistan	DCNQ	1050488	Sep 1 2010	Sep 1 2010	1050488	Registered

Owner
Destleria Serralles, Inc.

33: RUM

United Kingdom	BLACKBEARD	UK00981046740	Jul 29 2010	Jul 20 2010	UK00981046740	Registered	Destleria Serralles, Inc.
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33: RUM

United Kingdom	DCNQ	UK00909125147	May 21 2010	Jan 22 2014	UK00909125147	Registered	Destleria Serralles, Inc.
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33: RUM AND OTHER ALCOHOLIC BEVERAGES INCLUDING RUM

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
United Kingdom	DCNQ COCCO	UK00003887289	Mar 9 2023	Jun 9 2023	UK00003887289	Registered

Owner
Destleria Serralles, Inc.

33: Rum and alcoholic beverages containing rum.

United States of America

DON Q Stylized



88304470

Jul 9 2019

Aug 25 2020 6137608

Registered

Destilera Serrales, Inc.

33 ALCOHOLIC BEVERAGES, EXCEPT BEER, RUM

Country

Mark

Appl. No

App. Date

Reg. Date

Reg. No

Status

United States of America

Don Quixote Horse Design



88696823

Nov 18 2019

Aug 25 2020

6138067

Registered

Owner
Destilera Serrales, Inc.

33: RUM

United States of America

Serrales Crest Design



87350841

Feb 27 2017

Oct 17 2017 5308945

Registered

Destilera Serrales, Inc.

33: RUM

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
Uzbekistan	DONQ	1060488	Sep 1 2010	Sep 1 2010	1060488	Registered
Owner						
Destleria Serrales, Inc.						

33: RUM

Country	Mark	App. No	App. Date	Reg. Date	Reg. No	Status
United States of America	DONQ COCO	77377318	Jan 22 2008	May 25 2010	3793855	Registered
Owner						
Destleria Serrales, Inc.						

33: RUM

Country Mark Appl. No. App. Date Reg. Date Reg. No. Status
WFO DON Q 1050488 Sep 1 2010 Sep 1 2010 1060488 Registered

Owner
Destileria Serrales, Inc.

32: RUM

Country Mark Appl. No. App. Date Reg. Date Reg. No. Status
WFO DON Q A0136098 Jun 8 2023 Pending

Owner
Destileria Serrales, Inc.

33: RUM