

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM847251

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MICHAEL-DAVID LLC		11/29/2019	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	900 W Trade St		
Internal Address:	Gateway Village-900 Building, NC1-026-06-06		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 52			
Property Type	Number	Word Mark	
Registration Number:	6872827	MICHAEL & DAVID'S MISFITS & MAVENS	
Registration Number:	6810724	NORTH COAST WINE CO.	
Registration Number:	6557109	LODI ZIN	
Registration Number:	6496035	FREAKSHOW A MICHAEL DAVID JOINT CHARDONN	
Registration Number:	6435192	OUTERBOUND	
Registration Number:	6292076	FREAKSHOW A MICHAEL DAVID JOINT LODI VIN	
Registration Number:	5768428	MICHAEL DAVID	
Registration Number:	5656165	POLITICALLY CORRECT	
Registration Number:	5418396	6TH SENSE	
Registration Number:	5399418	MICHAEL DAVID REAPER SOCIETY	
Registration Number:	5372662	FREAKSHOW RED	
Registration Number:	5351905	FREAKSHOW	
Registration Number:	5318952	M D W MICHAEL DAVID WINERY	
Registration Number:	5259346	FREAKSHOW RED	
Registration Number:	5226617	EARTHQUAKE	
Registration Number:	5226616		
Registration Number:	5226176	6TH SENSE	
Registration Number:	5224000	GREED	
		TRADEMARK	

OP \$1315.00 6872827

Property Type	Number	Word Mark
Registration Number:	5140260	7 Z VANITY WRATH SLOTH GREED GLUTTONY EN
Registration Number:	5127147	LUST
Registration Number:	5108103	FREAKSHOW
Registration Number:	5092333	OUTBOUND
Registration Number:	5063911	MDW MICHAEL DAVID WINERY
Registration Number:	5063358	MDW
Registration Number:	4974605	ZIN RESPONSIBLY
Registration Number:	4768759	
Registration Number:	4755778	INCOGNITO
Registration Number:	4481518	RAGE
Registration Number:	4258207	MDW MICHAEL DAVID WINERY EST. 1984
Registration Number:	4126394	FREAKSHOW
Registration Number:	4046833	MDW
Registration Number:	3901024	BARE RANCH
Registration Number:	3794010	INKBLOT
Registration Number:	3777558	WINDMILL
Registration Number:	3660826	PETITE-PETIT
Registration Number:	3626974	EARTHQUAKE
Registration Number:	3558077	GLUTTONY
Registration Number:	3554604	SLOTH
Registration Number:	3474697	PETITE PETIT
Registration Number:	3474696	PETITE PETIT
Registration Number:	3424759	LUST
Registration Number:	3308274	RAPTURE
Registration Number:	2950239	SIXTH SENSE
Registration Number:	2901599	INCOGNITO
Registration Number:	2703052	WINDMILL ESTATES
Registration Number:	2580652	LODI RED
Registration Number:	2429418	WOW!
Serial Number:	97384611	FREAKSHOW - STRONGEST MAN ON EARTH - A M
Serial Number:	97036119	DIRE STRAITS
Serial Number:	88943745	WOW
Serial Number:	88847212	LEFT PATH
Serial Number:	88847195	QUIET GIANTS

CORRESPONDENCE DATA

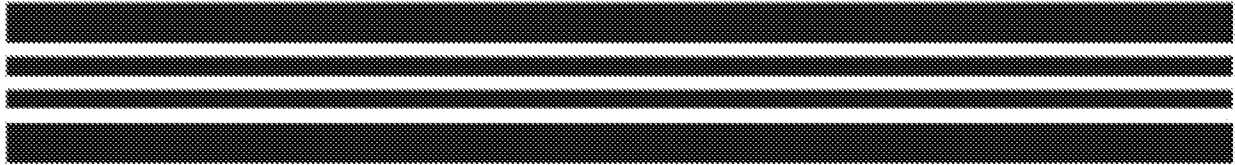
Fax Number: 7043311159

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.

Phone: 7043311000
Email: PTO_TMconfirmation@mvalaw.com,
maryelizabethzaldivar@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 100 North Tryon Street
Address Line 2: Suite 4700, ATTN: IP DEPARTMENT
Address Line 4: Charlotte, NORTH CAROLINA 28202

NAME OF SUBMITTER:	John Slaughter
SIGNATURE:	/john slaughter/
DATE SIGNED:	10/19/2023

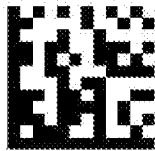
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COVERSHEET

Please keep this cover sheet with the document through all distribution and communication.

DO NOT DISCARD!



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Borrower Name:	<u>Phillips Farms, LLC</u>
Document:	Notice of Grant of Security Interest In Trademarks
GFS Package:	4578792
GUS Deal ID:	2042374
GUS Facility ID:	4052878
<i>Guarantor Name:</i>	
Document Type:	Collateral Docs
Line of Business:	Commercial Bank
System of Record:	LOANIQ
Bank Number	001
Obligor Number:	94748

**PLEASE RETURN THIS DOCUMENT TO
BANK OF AMERICA**

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

July 6, 2023

Pursuant to the Security Agreement, dated as of November 29, 2019 (as the same may be amended, modified, extended or restated from time to time, "Security Agreement"; capitalized terms used and not otherwise defined herein shall have the meanings provided in the Security Agreement), by and among the Pledgors party thereto (each a "Pledgor" and collectively the "Pledgors"), and Bank of America, N.A. (the "Bank"), the undersigned Pledgor has assigned and granted to the Bank a security interest in all Intellectual Property, together with all goodwill connected with or symbolized by any of such general intangibles, including trademark registrations and trademark applications set forth on Schedule 1 attached hereto (collectively, the "IP Collateral").

The undersigned Pledgor and the Bank hereby acknowledge and agree that (a) the security interest created hereby in the IP Collateral (i) constitutes continuing collateral security for all of the obligations under the Security Agreement, whether now existing or hereafter arising, (ii) is not and shall not be construed as an assignment of any IP Collateral, and (iii) may only be terminated in accordance with the terms of the Security Agreement, and (b) in the event of any conflict between the terms of this notice and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

This notice may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this notice by fax transmission or e-mail transmission (e.g. "pdf" or "tif") shall be effective as delivery of a manually executed counterpart of this notice.

Each of the parties hereto has caused a counterpart of this notice to be duly executed and delivered as of the date first above written.

PLEDGOR:

MICHAEL-DAVID LLC,
a California limited liability company

DocuSigned by:
By: Michael J. Phillips
Name: Michael J. Phillips
Title: Manager

DocuSigned by:
By: David J. Phillips
Name: David J. Phillips
Title: Manager

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

DocuSigned by:
By: Lawrence N. Gross
Name: Lawrence N. Gross
Title: Senior Vice President

[Signature Page to Notice of Grant of Security Interest in Trademarks]

Schedule 1

**Michael-David LLC
 (California Limited Liability Company)**

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
MICHAEL & DAVID'S MISFITS & MAVENS	6872827	10/11/2022
NORTH COAST WINE CO.	6810724	08/02/2022
LODI ZIN	6557109	11/09/2021
FREAKSHOW A MICHAEL DAVID JOINT CHARDONNAY Lodi GODDESS OF THE SEA and Design	6496035	09/28/2021
OUTERBOUND	6435192	07/27/2021
FREAKSHOW A MICHAEL DAVID JOINT Lodi VINTAGE 2017 ZINFANDEL CALIF. and Design	6292076	03/16/2021
MICHAEL DAVID	5768428	06/04/2019
POLITICALLY CORRECT	5656165	01/15/2019
6TH SENSE	5418396	03/06/2018
MICHAEL DAVID REAPER SOCIETY	5399418	02/13/2018
FREAKSHOW RED and Design	5372662	01/09/2018
FREAKSHOW	5351905	12/05/2017
M D W MICHAEL DAVID WINERY and Design	5318952	10/24/2017
FREAKSHOW RED	5259346	08/08/2017
EARTHQUAKE and Design	5226617	06/20/2017
Design Only	5226616	06/20/2017
6TH SENSE	5226176	06/20/2017
GREED	5224000	06/13/2017
7 Z VANITY WRATH SLOTH GREED GLUTTONY ENVY LUST THE SEVEN DEADLY ZINS and Design	5140260	02/14/2017
LUST	5127147	01/24/2017
FREAKSHOW	5108103	12/27/2016
OUTBOUND	5092333	11/29/2016
MDW MICHAEL DAVID WINERY and Design	5063911	10/18/2016
MDW and Design	5063358	10/18/2016
ZIN RESPONSIBLY	4974605	06/07/2016
Design Only	4768759	07/07/2015
INCOGNITO	4755778	06/16/2015
RAGE	4481518	02/11/2014
MDW MICHAEL DAVID WINERY EST. 1984 and Design	4258207	12/11/2012
FREAKSHOW	4126394	04/10/2012
MDW and Design	4046833	10/25/2011
BARE RANCH	3901024	01/04/2011
INKBLOT	3794010	05/25/2010
WINDMILL and Design	3777558	04/20/2010
PETITE-PETTIT	3660826	07/28/2009
EARTHQUAKE	3626974	05/26/2009

GLUTTONY	3558077	01/06/2009
SLOTH	3554604	12/30/2008
PETITE PETIT and Design	3474697	07/29/2008
PETITE PETIT (Stylized)	3474696	07/29/2008
LUST	3424759	05/06/2008
RAPTURE	3308274	10/09/2007
SIXTH SENSE	2950239	05/10/2005
INCOGNITO and Design	2901599	11/09/2004
WINDMILL ESTATES	2703052	04/01/2003
LODI RED	2580652	06/18/2002
WOW!	2429418	02/20/2001

Trademark Applications

Mark	Appl. No.	Filing Date
FREAKSHOW - STRONGEST MAN ON EARTH - A MICHAEL DAVID JOINT CABERNET SAUVIGNON and Design	97384611	04/27/2022
DIRE STRAITS	97036119	09/20/2021
WOW	88943745	06/02/2020
LEFT PATH	88847212	03/25/2020
QUIET GIANTS	88847195	03/25/2020