

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM527946

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/10/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nearis Green, Inc.		05/07/2019	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	Uncle Nearest, Inc
Street Address:	315 Deaderick Street
Internal Address:	Suite 1550
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37239
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	88209605	NEAREST GREEN TENNESSEE WHISKEY MUSEUM
Serial Number:	87191239	NATHAN GREEN
Serial Number:	87144482	NEAREST
Serial Number:	87144422	UNCLE NEAREST
Serial Number:	87122144	NEARIS GREEN
Serial Number:	87121886	NEARIS GREEN WHISKY LIBRARY
Serial Number:	87121879	NEARIS 1856
Serial Number:	87121863	UNCLE NEARIS
Serial Number:	87933772	NATHAN GREEN WHISKEY
Serial Number:	87852629	GEORGE GREEN WHISKEY
Registration Number:	5715964	NEAREST GREEN
Registration Number:	5664695	THE BEST WHISKEY MAKER THE WORLD NEVER K
Registration Number:	5613784	NATHAN GREEN
Registration Number:	5598640	UNCLE NEAREST 1856
Registration Number:	5461698	UNCLE NEAREST

CORRESPONDENCE DATA

TRADEMARK

REEL: 006670 FRAME: 0724

900502780

CH \$390.00 88209605

Fax Number: 3102037190

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: 310 277-1010

Email: mcohen@irell.com

Correspondent Name: Mary Cohen - IP Paralegal

Address Line 1: 1800 Avenue of the Stars, suite 900

Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	163441-7001
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NAME OF SUBMITTER:	Mary Cohen
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SIGNATURE:	/Mary Cohen/
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DATE SIGNED:	06/14/2019
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Total Attachments: 4

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEARIS GREEN, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "UNCLE NEAREST, INC." UNDER THE NAME OF "UNCLE NEAREST, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TENTH DAY OF MAY, A.D. 2019, AT 7:14 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

6174776 8100M
SR# 20193774273

Authentication: 202812113
Date: 05-13-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 006670 FRAME: 0726

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:14 PM 05/10/2019
FILED 07:14 PM 05/10/2019

**CERTIFICATE OF OWNERSHIP AND MER-
GERSHIP**

SR 20193774273 - File Number 6174776

**NEARIS GREEN, INC.,
a California corporation**

WITH AND INTO

**UNCLE NEAREST, INC.,
a Delaware corporation**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Uncle Nearest, Inc., a Delaware corporation (the "Company") for the purpose of effecting the merger (the "Merger") of Nearis Green, Inc., a California corporation and the wholly-owned subsidiary of the Company (the "Subsidiary"), with the Company remaining as the surviving corporation, does hereby certify that:

FIRST: The Company owns all of the outstanding capital stock of the Subsidiary;

SECOND: The Company, by resolutions duly adopted by unanimous written consent of its Board of Directors on May 7th, 2019, determined to merge the Subsidiary into the Company, which resolution is in the following words to wit:

WHEREAS, Uncle Nearest, Inc., Delaware corporation (the "Company") lawfully owns all of the outstanding capital stock of Nearis Green, a California corporation (the "Subsidiary"); and

WHEREAS, the Company deems it advisable and in the best interest of the Company that the Company merge the Subsidiary with and into the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Company pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Company shall continue as the surviving corporation.

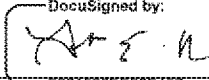
FURTHER RESOLVED, that any officer of this corporation be and is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware and the Secretary of State of California; and

FURTHER RESOLVED, that the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware and the State of California, which may be in any way necessary or proper to effect said Merger.

THIRD: The Company shall be the surviving corporation of the Merger.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed by a duly authorized officer of the Company on May 7th, 2019.

UNCLE NEAREST, INC.

By:  DocuSigned by:
Name: Fawn Weaver
Title: President