

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM705392

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	09/17/2021
<b>SEQUENCE:</b>	1

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Popcornopolis, LLC		09/17/2021	Limited Liability Company: DELAWARE
Pop Franchise LLC		09/17/2021	Limited Liability Company: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Pop Holdings LLC
<b>Street Address:</b>	3200 E. Slauson Avenue
<b>City:</b>	Vernon
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90058
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
<b>Serial Number:</b>	90044622	HAPPINESS BY THE HANDFUL
<b>Registration Number:</b>	6480329	MERMAID POPCORN
<b>Registration Number:</b>	5971079	UNICORN POPCORN
<b>Registration Number:</b>	6290022	MERMAID
<b>Registration Number:</b>	5922689	AMERICORN
<b>Registration Number:</b>	5922688	AMERICORN
<b>Registration Number:</b>	5827135	POPCORNOPOLIS
<b>Registration Number:</b>	6364740	KNOWN FOR THE CONE
<b>Registration Number:</b>	5486516	
<b>Registration Number:</b>	5427250	POPCORNOPOLIS
<b>Registration Number:</b>	5830918	
<b>Registration Number:</b>	5830917	
<b>Registration Number:</b>	5830916	POPCORNOPOLIS
<b>Registration Number:</b>	5830915	
<b>Registration Number:</b>	5830914	POPCORNOPOLIS

OP \$565.00 90044622

Property Type	Number	Word Mark
Registration Number:	5378505	UNICORN POPCORN
Registration Number:	4355435	100% ADDICTIVE
Registration Number:	3288036	POPCORNOPOLIS
Registration Number:	3288035	POPCORNOPOLIS
Registration Number:	2808875	POPCORNOPOLIS
Registration Number:	2907266	POPCORNOPOLIS
Registration Number:	3585197	ZEBRA

**CORRESPONDENCE DATA**

Fax Number: 3123214299

*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: 312-321-4200

Email: officeactions@crowell.com,majitsingh@crowell.com

Correspondent Name: Andrew J. Avsec, Crowell & Moring LLP

Address Line 1: P.O. Box 10395

Address Line 4: Chicago, ILLINOIS 60610

ATTORNEY DOCKET NUMBER:	520049.5000001
NAME OF SUBMITTER:	Andrew J. Avsec
SIGNATURE:	/Andrew J. Avsec/
DATE SIGNED:	01/28/2022

**Total Attachments: 2**

source=Smile - PreClosing Reorg - Certificate of Merger - Popcornopolis and Pop Franchise into Pop Holdings#page1.tif

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CERTIFICATE OF MERGER  
OF  
POPCORNOPOLIS, LLC  
AND  
POP FRANCHISE LLC  
WITH AND INTO  
POP HOLDINGS LLC

Pop Holdings LLC, a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware (the "Company"), desiring to merge Popcornopolis, LLC, a Delaware limited liability company, and Pop Franchise LLC, a Delaware limited liability company, with and into the Company (the "Merger"), pursuant to the Limited Liability Company Act of the State of Delaware (the "Delaware Law"), hereby certifies as follows:

FIRST: The name and state of formation of each of the constituent companies to the merger (the "Constituent Companies") are as follows:

<u>Name</u>	<u>State of Formation/Incorporation</u>
Popcornopolis, LLC	Delaware
Pop Franchise LLC	Delaware
Pop Holdings LLC	Delaware

SECOND: An Agreement and Plan of Merger, dated as of September 17, 2021, by and among each of the Constituent Companies, was approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with the Delaware Law.

THIRD: The Company will continue as the company surviving the Merger (the "Surviving Company") and the name of the Surviving Company shall be Pop Holdings LLC upon the effectiveness of the Merger in accordance with Delaware Law (the "Effective Time").

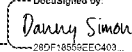
FOURTH: An executed copy of the Agreement and Plan of Merger is on file at the offices of the Surviving Company at 600 Lexington Avenue, 12th floor New York, New York, 10022 and a copy thereof will be furnished by the Surviving Company, on request and without cost, to any member of either of the Constituent Companies.

FIFTH: This Certificate of Merger, and the Merger, shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed as of the 17<sup>th</sup> day of September, 2021.

POP HOLDINGS, LLC

By: DocuSigned by:  
 \_\_\_\_\_  
280F1858EE0403  
Name: Daniel Simon  
Its: Chief Executive Officer

*[Signature Page - Certificate of Merger]*