

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM784544

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/27/2022		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Gram Enterprises, Inc.		12/27/2022	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Compass California II, Inc.		
<b>Street Address:</b>	90 Fifth Avenue, 3rd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10011		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2912806	ESTATES ONLINE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3172317433		
<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>	3172361313		
<b>Email:</b>	dwong@btlaw.com		
<b>Correspondent Name:</b>	David A.W. Wong		
<b>Address Line 1:</b>	11 South Meridian Street		
<b>Address Line 4:</b>	Indianapolis, INDIANA 46204-3535		
<b>NAME OF SUBMITTER:</b>	David A.W. Wong		
<b>SIGNATURE:</b>	/dwong/		
<b>DATE SIGNED:</b>	02/03/2023		
<b>Total Attachments: 4</b>			
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**STATE OF CALIFORNIA**  
*Office of the Secretary of State*  
**MERGER**  
**CORPORATION(S) ONLY TO QUALIFIED**  
**CORPORATION SURVIVOR**  
 California Secretary of State  
 1500 11th Street  
 Sacramento, California 95814  
 (916) 653-3516

For Office Use Only  
**-FILED-**  
 File No.: BA20221314428  
 Date Filed: 12/27/2022

Qualified Corporation Survivor

Name of Surviving Entity	COMPASS CALIFORNIA II, INC.
Entity No.	3844951
Surviving Entity Type	Stock Corporation - Out of State - Stock
Formed In	DELAWARE

Entities Merging Out

Merging Out Entity Name	Nonqualified Entity Type	Formed In
GRAM ENTERPRISES, INC. Stock Corporation - CA - General Entity No.: 3181001 Formed In: CALIFORNIA		

Merger Documents

Merger documents have been approved and signed by each entity participating in the merger.

Additional information and signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this filing.

Electronic Signature

By signing, I affirm that I have the authority to submit this merger.

<i>Bradley Serwin Chairperson of the Board</i>	12/27/2022
Signature	Date

**CERTIFICATE OF OWNERSHIP**

**MERGING**

**GRAM ENTERPRISES, INC.**

(California Corporation with CA Entity Number 3181001)

**WITH AND INTO**

**COMPASS CALIFORNIA II, INC.**

(Delaware Corporation with DE File Number 5866762 and CA Entity Number 3844951)

(Pursuant to Section 253 of the General Corporation Law of Delaware and  
Section 1110 of the California Corporations Code)

Pursuant to the provisions of the General Corporation Law of the State of Delaware and the California Corporations Code of the State of California, Bradley Serwin does hereby certify that he is both Chairperson of the Board and Secretary of Compass California II, Inc., a corporation incorporated under the laws of the State of Delaware, with California Entity Number 3844951 (the “**Parent**”), and further certifies:

1. The Parent owns one hundred percent (100%) of the outstanding shares of each class of stock of Gram Enterprises, Inc. a corporation incorporated on the 18<sup>th</sup> day of December, 2008, under the laws of the State of California (the “**Subsidiary**”). The laws of the Subsidiary permit the merger of a subsidiary corporation organized and existing under the laws of said State into a parent corporation organized under the laws of another state to the extent such other state's general corporation law permits such a merger.
2. The Parent was incorporated on the 2<sup>nd</sup> day of November, 2015, pursuant to the General Corporations Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of another state into a parent corporation existing under the laws of said State to the extent such other state's general corporation law permits such a merger.
3. The Board of Directors of the Parent, by the following resolutions, duly adopted by the unanimous written consent of the members thereof on December 7, 2022, determined to, and effective as prescribed by law, merge the Subsidiary into itself, with the Parent being the surviving corporation, which resolution is in the following words:

WHEREAS, Compass California II, Inc., a Delaware corporation (the “**Parent**”), is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of Gram Enterprises, Inc., a California corporation (the “**Subsidiary**”); and

WHEREAS, the Parent desires to merge the Subsidiary into itself in accordance with the provisions of Section 253 of the Delaware General Corporation Law and

**TRADEMARK**

Section 1110 of the California Corporations Code, with the Parent being the surviving corporation and the Subsidiary disappearing.

NOW, THEREFORE, BE IT RESOLVED, that (i) the Subsidiary will be merged into the Parent, (ii) the Parent will be the surviving corporation and (iii) the Parent will assume all of the liabilities and obligations of the Subsidiary;

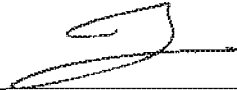
FURTHER RESOLVED, that the Chairperson of the Board and Secretary of the Parent be, and hereby is, directed to make and execute a Certificate Ownership setting forth a copy of these resolutions providing for the merger of the Subsidiary into the Parent and the date of adoption hereof, and to cause the same to be filed in the office of the Delaware Secretary of State, and in the office of the California Secretary of State; and

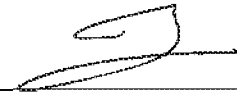
FURTHER RESOLVED, that the officer of the Parent be and he hereby is authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, whether within or without the State of Delaware, which shall be or becomes necessary, proper or convenient to carryout or put into effect any of the provisions of the merger as herein provided, including any such filings, as deemed necessary by the officer and counsel.

4. The entire foregoing resolution of merger has been approved by the unanimous consent of the Board of Directors of the Subsidiary.

*[SIGNATURE PAGE FOLLOWS]*

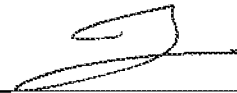
IN WITNESS HEREOF, this Certificate of Ownership has been executed as of the 27th day of December, 2022.


By:   
Name: Bradley Serwin  
Title: Chairperson of the Board

By:   
Name: Bradley Serwin  
Title: Secretary

The undersigned, Bradley Serwin, being both Chairperson of the Board and Secretary of Compass California II, Inc., declares under penalty of perjury under the laws of the State of Delaware that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in this Certificate of Ownership are true of his own knowledge.

The undersigned, Bradley Serwin, being both Chairperson of the Board and Secretary of Compass California II, Inc. declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

By:   
Name: Bradley Serwin  
Title: Chairperson of the Board

By:   
Name: Bradley Serwin  
Title: Secretary

*[Signature Page to Certificate of Ownership – Gram Enterprises, Inc. merging into  
Compass California II, Inc.]*