

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Mishti Holdings LLC

2. All other names debtor used in the last 8 years Powell's Sweet Shoppe

Include any assumed names, trade names, and *doing business* as names

3. Debtor's Federal Employer Identification Number (EIN) 32-2511193

4. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**

111 Ellis Street
Number Street

Number Street

Floor 5

P.O. Box

San Francisco CA 94102
City State ZIP Code

City State ZIP Code

USA
County

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) https://www.lolliandpops.com/

6. Type of debtor Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor

Mishti Holdings LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

445292

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes.

District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes.

Debtor Lolli and Pops, Inc., and Meetha Ventures LLC Relationship Affiliates
District Delaware When 08/12/2019
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Mishti Holdings LLC Case number (if known) _____
 Name

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

 City _____ State _____ ZIP Code _____

Is the property insured?

- No
 Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Mishti Holdings LLC Case number (if known) _____
 Name

16. Estimated liabilities
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/12/19
 MM / DD / YYYY

/s/ Jeff Nerland Jeff Nerland
 Signature of authorized representative of debtor Printed name

Title Chief Restructuring Officer

18. Signature of attorney

/s/ Derek C. Abbott Date 8/12/19
 Signature of attorney for debtor MM / DD / YYYY

Derek C. Abbott
 Printed name

Morris, Nichols, Arsht & Tunnell LLP
 Firm name

1201 N. Market Street, 16th Floor
 Number Street

Wilmington DE 19801
 City State ZIP Code

(302) 658-9200 dabbott@mnat.com
 Contact phone Email address

3376 DE
 Bar number State

**WRITTEN CONSENT OF SOLE MEMBER
MISHTI HOLDINGS LLC**

The undersigned, being the sole member (the "Member") of MISHTI HOLDINGS LLC, a Delaware limited liability company (the "LLC"), does hereby consent to and adopt the following resolutions:

RESOLVED, that the Member hereby adopts, approves, and confirms for the benefit of and use by the LLC, the resolutions of the Member attached hereto as Attachment A and incorporated herein by this reference (the "Resolutions");

FURTHER RESOLVED, that the Member hereby appoints Jeff Nerland as Chief Restructuring Officer of the LLC;

FURTHER RESOLVED, that Jeff Nerland as Chief Restructuring Officer of the LLC, and any other person designated and so authorized to act by the aforementioned officer (each such officer or designee being an "Authorized Person"), be, and each hereby is, authorized to exercise any and all rights of the Member in his capacity as an Authorized Person of the LLC and acting directly on behalf of the LLC that he has in his capacity as the Chief Restructuring Officer of the Member, including, without limitation, the authority to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the LLC, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine;

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of Sole Member, effective as of August 12, 2019.

LOLLI AND POPS, INC.

By: /s/ Jeff Nerland
Jeff Nerland
Chief Restructuring Officer

Attachment A

**RESOLUTION
OF
THE BOARD OF DIRECTORS
OF
LOLLI AND POPS, INC.**

August 12, 2019

The undersigned, constituting all of the members of the Board of Directors (the "Board") of Lolli and Pops, Inc., a Delaware corporation (the "L&P"), do hereby consent to the adoption of the following resolutions as of the date hereof:

WHEREAS, L&P is the sole member of Mishti Holdings, LLC, a Delaware limited liability company ("Mishti").

WHEREAS, L&P is the sole member of Meetha Ventures, LLC, an Oklahoma limited liability company that does business as "Lolli & Pops" and Candyopolis ("Meetha" together with Mishti, the "L&P Companies")

WHEREAS, the Board has reviewed and analyzed information and advice presented by the management and the outside financial and legal advisors of the L&P Companies regarding the financial condition, capital structure, liquidity position, business model and projections, short term and long term prospects of the L&P Companies and the restructuring and other strategic alternatives available to them, and the impact of the foregoing on the business of the L&P Companies; and

WHEREAS, the Board has determined that it is desirable and in the best interests of the L&P Companies and their creditors, employees and other parties in interest, that each of the L&P Companies file or cause to be filed a voluntary petition (collectively, the "Chapter 11 Cases") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

NOW THEREFORE BE IT RESOLVED, that filing of the Chapter 11 Cases by the L&P Companies, and the seeking of relief by the L&P Companies under chapter 11 of the Bankruptcy Code in the Bankruptcy Court be, and each hereby is, authorized and approved for all purposes and in all respects; and it is further

RESOLVED, that Jeff Nerland, Chief Restructuring Officer of the L&P Companies, and any other person designated and so authorized to act by the aforementioned officer (each such officer or designee being an "Authorized Person"), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the L&P Companies, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Board, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the L&P Companies any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Board, and to take all such other actions deemed by such Authorized Person to be necessary, appropriate or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of the Chapter 11 Cases; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the L&P Companies, to retain (i) Theodora Oringer PC as co-general bankruptcy counsel; (ii) Morris, Nichols, Arsht & Tunnell LLP as co-general bankruptcy counsel; and (iii) GlassRatner to provide financial advisory services to the L&P Companies and the Chief Restructuring Officer in accordance with the Jay Alix protocol typically used in the Bankruptcy Court ; (iv) Donlin Recano as claims, noticing and balloting agent and to provide administrative advisory services; and (v) such other professionals as the Authorized Persons deem necessary, appropriate or desirable in connection with the Chapter 11 Cases, in each case on such terms as the Authorized Persons shall deem necessary, appropriate or desirable and subject to any required approvals of the Bankruptcy Court; and it is further

RESOLVED, that in connection with the Chapter 11 Cases, any Authorized Person be, and each hereby is, authorized and empowered on behalf and in the name of the L&P Companies, to negotiate, execute, deliver, and perform or cause the performance of (i) that certain Senior Secured, Super-Priority Debtor-in-Possession Financing Agreement, by Meetha , as Borrower, each of L&P and Mishti listed as a "Guarantor" on the signature pages thereto, Paxion Capital, LP as lender (the "DIP Lender"), (as amended, modified, supplemented, or restated, the "DIP Credit Agreement"), on substantially the terms and subject to the conditions described to the Board and as set forth in the DIP Credit Agreement or as may hereafter be authorized by the Board or each of the Authorized Persons; (ii) any and all transactions contemplated by the DIP Credit Agreement, including, without limitation, the payment of any fees and expenses payable under the DIP Financing Documents (defined therein) and the grant of security interests in and liens upon some, any or all of the L&P Companies' assets, as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; (iii) the "Loan Documents" as that term is defined in the DIP Credit Agreement (collectively, the "DIP Loan Documents") to which the L&P Companies are parties and any and all agreements or instruments on behalf of the L&P Companies (including, without limitation, in connection therewith, such notes, security agreements, pledge agreements, mortgages, guarantees, fee letters, bailee letters, collateral access agreements, deposit account control agreements, securities account control agreements, and other agreements or instruments on behalf of the L&P Companies (such other agreements and instruments, together with the DIP Credit Agreement and the DIP Loan Documents, collectively, the "DIP Financing Documents") necessary or advisable in order to consummate the transactions contemplated under the DIP Financing Documents, the performance of the L&P Companies' obligations and grant of security interest contemplated thereby, with such changes to the DIP Financing Documents or additions thereto as the Authorized Person executing the same shall approve as being necessary or desirable, such approval to be evidenced by such execution; and (iv) any and all amendments, supplements and changes to the DIP Financing Documents, as any

such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; and it is further

RESOLVED, that the form, terms and provisions of the DIP Credit Agreement and each of the other DIP Loan Documents to which any of the L&P Companies is a party be, and the same hereby are, in all respects approved, and that any Authorized Person is hereby authorized and empowered, in the name of and on behalf of the L&P Companies, to execute and deliver the DIP Credit Agreement and each of the DIP Loan Documents to which any of the L&P Companies is a party, each in the form or substantially in the form thereof submitted to the Board, with such changes, additions and modifications thereto as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the L&P Companies to negotiate a refinancing, recapitalization, restructuring or other reorganization of the L&P Companies, including under one or more plans of reorganization, and, subject to further approval of the Board, to enter into such plan of reorganization and all other documents, agreements or instruments to effectuate the foregoing; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the L&P Companies, to negotiate, execute, deliver and/or file or cause to be filed any and all agreements, amendments, instruments, consents, certificates, letters, documents or other writings, and to take all such other actions (including the payment of expense) deemed by such Authorized Person to be necessary, appropriate or desirable to carry out the purposes and intents of each and all of the foregoing resolutions; and it is further

RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the L&P Companies by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

This document may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. This document shall be filed with the minutes of the proceedings of the Board.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have signed these resolutions as of the date first written above.

DIRECTORS


James R. Hexter

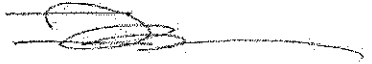
Duncan Robertson

Charles Reardon

IN WITNESS WHEREOF, the undersigned have signed these resolutions as of the date first written above.

DIRECTORS

James R. Hexter



Duncan Robertson

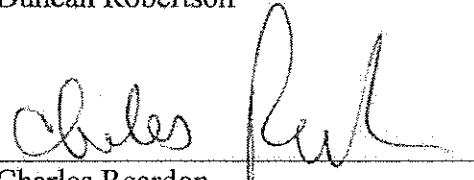
Charles Reardon

IN WITNESS WHEREOF, the undersigned have signed these resolutions as of the date first written above.

DIRECTORS

James R. Hexter

Duncan Robertson



Charles Reardon

Fill in this information to identify the case and this filing:

Debtor Name Mishti Holdings LLC, et al.
 United States Bankruptcy Court for the: _____ District of Delaware
(State)
 Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Consolidated List of Equity Security Holders; Consolidated Corporate Ownership Statement; and Consolidated List of Creditors

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/12/19
MM / DD / YYYY

x /s/ Jeff Nerland
 Signature of individual signing on behalf of debtor

Jeff Nerland
 Printed name
Chief Restructuring Officer
 Position or relationship to debtor

Fill in this information to identify the case:

Debtor name: MISHTI HOLDINGS LLC, ET AL.

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 19-_____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 Largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 First Republic Bank 111 Pine Street 9th Floor San Francisco CA 94111	Margaret Mak MMak@firstrepublic.com Tel: (415) 296-3729 Fax: (415) 262-4188	Bank loan	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$7,000,000.00	\$0.00	\$7,000,000.00
2 Kattera Renovations LLC 3200 Earhart Drive Carrollton TX 75006	Aaron Liles Aaron.Liles@kattera.com Tel: 214 223 0994	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$2,931,003.01	\$0.00	\$2,931,003.01
3 First Source VA 3612 Lagrange Parkway Toano VA 23168	Loretta Manning Loretta.manning@first-source.com Tel: 757-566-5360 ext 3101 Fax: 757-566-5375	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$862,539.13	\$0.00	\$862,539.13
4 Albanese Confectionery Group PO BOX 71885 Chicago IL 60694-1885	Laura Kazdoy laurak@albaneseconfectionery.com Tel: (219) 942-1877 ext. 235 Fax: (219) 942-1855	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$516,674.89	\$0.00	\$516,674.89
5 VH Creations Inc. 1753 East 5th Street Brooklyn NY 11223	Vivian Hamui vivian@vhcreations.com Tel: 718-339-0440 Fax: (718) 339-4077	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$393,530.71	\$0.00	\$393,530.71
6 Retail Contracting Group, Inc 3880 N Laverne Ave, Ste 215 Lake Elmo MN 55042	Jennifer Whelan jwhelan@retailcontractinggroup.com Tel: 612-246-4062 Fax: (651) 770-9999	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$386,003.70	\$0.00	\$386,003.70
7 G&J Holdings 135 Lundquist Dr Braintree MA 2184	Mike Rogerson miker@candy.com Tel: 508-431-5079	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$295,052.61	\$0.00	\$295,052.61
8 S. Walter Packaging P.O. Box 71225 Philadelphia PA 19176-6225	Donna Stevenson dstevenson@swalter.com Tel: 215-867-8441 Fax: 215-698-7119	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$254,230.35	\$0.00	\$254,230.35

Debtor **MISHTI HOLDINGS LLC, ET AL.**

Case number (if known) **19-_____**

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed <input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9 Ultra-Color Corporation 658 Fee Fee Rd St. Louis MO 63043	Sue Fazio suef@ultracolor.com Tel: (314) 241-0300 Fax: (314) 241-6032	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$248,324.07	\$0.00	\$248,324.07
10 Horizon Retail Construction, Inc. 9999 E. Exploration Court Sturtevant WI 53177	Kay Werk kayw@horizonretail.com Tel: (262) 638-6000 Fax: 262.865.6111	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$239,783.38	\$0.00	\$239,783.38
11 Unlimited Innovations, Inc. P.O. Box 26 Plattsmouth NE 68048	Terry Buchholz terry@unlimitedinnovationsinc.com Tel: (402) 296-9008	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$210,313.40	\$0.00	\$210,313.40
12 Debbas Gourmet, LLC 2794 N. Larkin Ave Fresno CA 93727	Chana Khout Chana@DebbasGourmet.com Tel: (559) 294-2071	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$201,961.70	\$0.00	\$201,961.70
13 Echelon Fine Printing ATT: Accounts Receivable 1885 Northway Dr. North Mankato MN 56003	David Silk David@tctaycal.com Tel: 855 426 6631 Fax: 844 628 9749	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$192,122.32	\$0.00	\$192,122.32
14 Triangle Sign & Service LLC 11 Azar Court PO BOX 24186 Baltimore MD 21227	Stephanie Illiano stephanie.illiano@trianglesign.com Tel: (443) 297-5063 Fax: (410) 247-1944	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$175,791.09	\$0.00	\$175,791.09
15 Pearl Resourcing LLC 1920 McKinney Ave, Flr. 7 Dallas TX 75201	Emily Anne Page emily@pearlresourcing.net Tel: 619.819.1040	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$137,917.75	\$0.00	\$137,917.75
16 House Sinclair 2301 East 7th Street, Suite A344 Los Angeles CA 90023	Lilith Ortiz lilith@house-sinclair.com Tel: 213-291-9787	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$137,421.88	\$0.00	\$137,421.88
17 Connor Group Global Services, LLC Dept 3748 P.O. Box 123748 Dallas TX 75312-3748	Kailey Cole Kailey.Cole@connorgp.com Tel: (650) 300-5101*4423	Professional services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$134,140.04	\$0.00	\$134,140.04
18 Tyson's Corner Holdings LLC P.O. Box 849554 Los Angeles CA 90084-9554	Rachel Douglas rachel.douglas@macerich.com Tel: 424.229.3753 Fax: 310.395.5193	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$126,740.93	\$0.00	\$126,740.93
19 Le Belge Chocolatiers 761 Skyway Ct. Napa CA 94558	Ilene Kaufman ikaufman@astorchocolate.com Tel: 732-746-1014 Fax: 732-746-1314	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$120,179.24	\$0.00	\$120,179.24
20 Ravico USA, LLC. PO Box 19 Riderwood MD 21139	Jamie Fineran Jamie.Fineran@ravicousa.com Tel: 443-921-8025 Fax: 443-921-8030	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$114,071.43	\$0.00	\$114,071.43

Debtor **MISHTI HOLDINGS LLC, ET AL.**Case number (if known) **19-**_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed <input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	NOA Brands America 1460 Overlook Drive Lafayette CO 80026	Michelle Romero mromero@noabrands.com Tel: 303.951.2413 Fax: 303-465-6230	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$112,980.78	\$0.00	\$112,980.78
22	Management Resources Systems, Inc 1907 Baker Road High Point NC 27263	Michael Swaim Tel: 336-861-1960 Fax: 336-861-3065	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$104,315.03	\$0.00	\$104,315.03
23	Washington Square PPR Washington Square LLC PO BOX 849471 Los Angeles CA 90084-9471	Rachel Douglas rachel.douglas@macerich.com Tel: 424.229.3753 Fax: 310.395.5193	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$103,785.77	\$0.00	\$103,785.77
24	Jordan Creek Town Center SDS-12-2423 PO BOX 86 Minneapolis MN 55486-2423	Shane Stover shane.stover@brookfieldpropertiesretail.com Tel: 312.960.2936 Fax: -	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$102,348.30	\$0.00	\$102,348.30
25	Finn Daniels Inc. 2145 Ford Parkway Suite 301 Saint Paul MN 55116	Sarah Rhein srhein@finn-daniels.com Tel: 651.888.6894 Fax: (651) 690-5545	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$99,190.55	\$0.00	\$99,190.55
26	The Shops at La Cantera SDS-12-2532 PO Box 86 Minneapolis MN 55486-2532	Shane Stover shane.stover@brookfieldpropertiesretail.com Tel: 312.960.2936 Fax: -	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$97,070.43	\$0.00	\$97,070.43
27	Garden State Plaza PO BOX 56816 Los Angeles CA 90074-6816	Erica Gonzales erica.gonzales@urw.com Tel: (310) 689-2659 Fax: -	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$96,533.86	\$0.00	\$96,533.86
28	Vosges Haut-Chocolat LLC Drawer # 2373 P.O. Box 5935 Troy MI 48007-5935	Gabriela Becerra gbecerra@vosgeschocolate.com Tel: 888.686.7437 Fax: 773.248.7885	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$95,846.40	\$0.00	\$95,846.40
29	Willowbrook Mall LLC SDS-12-2767 PO BOX 86 MINNEAPOLIS MN 55486-2767	Shane Stover shane.stover@brookfieldpropertiesretail.com Tel: 312.960.2936 Fax: -	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$91,578.18	\$0.00	\$91,578.18
30	AMERICAN WHOLESAL LIGHTING INC. 1725 Rotan Drive Livermore CA 94551	Bruce Nicholas BNicholas@awlighting.com Tel: 510.252.1088 x218 Fax: 925.371.0491	Trade debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D	\$89,748.78	\$0.00	\$89,748.78

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

Mishti Holdings LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 19-_____ (____)

Joint Administration Requested

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

The above-captioned debtors and debtors in possession make this statement under rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure:

- Mishti Holdings LLC and Meetha Ventures LLC are wholly owned by Lolli and Pops, Inc.; and
- The following nongovernmental entities own 10% of more of a class of equity of Lolli and Pops, Inc.:
 - Paxion Capital, LP;
 - Rajesh Gupta & Rajni Gupta 2015 Trust; and
 - GCM-LOL, LLC.

¹ The Debtors in these cases, along with the last four digits of each Debtors' federal EIN, are as follows: Mishti Holdings LLC (1193); Lolli and Pops, Inc. (1938); and Meetha Ventures LLC (3065). The Debtors' mailing address is 111 Ellis Street, Floor 5, San Francisco, California 94102.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

Mishti Holdings LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 19-_____ (____)

Joint Administration Requested

CONSOLIDATED LIST OF EQUITY SECURITY HOLDERS

The above-captioned debtors and debtors in possession (the “Debtors”) provide this list of equity security holders for each Debtor under rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure:

- Lolli and Pops, Inc., owns 100% of the membership interests of Mishti Holdings LLC and Meetha Ventures LLC. The mailing address for Lolli and Pops, Inc., is 111 Ellis Street, Floor 5, San Francisco, California 94102; and
- The names of each holder of equity securities in Lolli and Pops, Inc., along with the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder (if known), are listed on the attached exhibit.

¹ The Debtors in these cases, along with the last four digits of each Debtors’ federal EIN, are as follows: Mishti Holdings LLC (1193); Lolli and Pops, Inc. (1938); and Meetha Ventures LLC (3065). The Debtors’ mailing address is 111 Ellis Street, Floor 5, San Francisco, California 94102.

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
2008 Laila Joyce Tarraf Revocable Trust UAD 9/22/08	0	0	0	0	0	0	6,748	0	6,748
31 Chanticleer Street Larkspur, CA 94939	0	0	0	0	15,958	0	5,000	0	20,958
Adam Christian Ward 1545 E Mendocino Street Altadena, CA 91001	0	0	0	0	0	0	0	0	107,550
Alex Chang 24 Corte Encina Moraga, CA 94556	107,550	0	0	0	0	0	0	0	107,550
Alex Rafal 100 Morton Street, Apt. 12DE New York, NY 10014	0	0	0	0	15,958	0	16,871	0	32,829
Amit Shah 4205 W 23rd Ave Denver, CO 80212	0	0	0	0	9,574	0	4,289	0	13,863
Amy Marks 6300 Acacia Avenue Oakland, CA 94618	0	0	63,832	0	0	0	0	0	63,832
Amy Stern	0	0	0	0	0	0	0	233,701	233,701
Anil Gupta 2529 Charnwood Drive Troy, MI 48098	0	0	0	0	15,958	0	7,149	0	23,107

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Arnau Porto 215 West 10th Street, Apt. 3D New York, NY 10014	0	0	70,000	0	63,832	0	0	0	133,832
Augustin Hong C/O Riverwood Capital Partners 70 Willow Road, Suite 100 Menlo Park, CA 94025	0	9,877	0	0	0	0	0	0	9,877
AUI, A Cayman Islands Exempt Company c/o Maples Corporate Services Limited P. O. Box 309 Ugland House Grand Cayman, KY1-1104 Cayman Islands	0	0	260,000	0	0	0	0	0	260,000
Aylang Lou	0	0	0	0	0	0	0	112,609	112,609
Baker GC, PLLC 9706 Warriner Circle Oklahoma City, OK 73162 Attn: Thomas Baker	0	0	75,000	0	61,917	0	61,335	0	198,252
Barbara Buchanan	0	0	0	0	0	0	0	10,000	10,000
Benjamin Mullen	0	0	0	0	0	0	0	20,000	20,000

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Brian Boycan 75 Harristown Road Paradise, PA 17562	0	0	0	0	15,958	0	0	0	15,958
Bruce Bower 720 Hickory Lot Road Towson, MD 21286	0	0	50,000	0	0	0	0	0	50,000
Bruce Lovett Trust dated April 23, 2014 886 Carroll Street Brooklyn, NY 11215	0	0	0	0	15,958	0	7,149	0	23,107
Business Enterprise Holdings Ltd. Residencial Acropolis, Callel Jaboncillo de Apartamentos Terranova 600 Mts Sur Oeste y 200 Este Escazu, Costa Rica Attn: Jaime J. Montealegre	0	276,543	0	158,466	0	70,988	0	0	505,997
Carla Stacho	0	0	0	0	0	0	0	9,791	9,791
Cesar Lee 1125 Park Place, Apt 426 San Mateo, CA 94403	0	4,938	0	0	0	0	0	0	4,938

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Christopher Varelas C/O Riverwood Capital Partners 70 Willow Road, Suite 100 Menlo Park, CA 94025	0	49,384	0	0	0	0	0	0	49,384
Daniel Bonoff 32 West 18th Street, Unit 4A New York, NY 10011	0	35,000	0	0	0	0	0	0	35,000
David Friedman	0	0	0	0	0	0	0	155,000	155,000
David Wright	0	0	0	0	0	0	0	233,701	233,701
Debbie Lai	5,989	0	0	0	0	0	0	0	5,989
Dinesh C. Mehta and Raksha D. Mehta, JTWROS 119 Waverly Place, Apt 2 New York, NY 10011	0	10,000	0	8,298	0	0	0	0	18,298
Elizabeth H. Bradford	0	0	0	0	0	0	0	5,000	5,000
Emily Dowds 3330 Pierce Street, Apt. 106 San Francisco, CA 94123	3,748	0	0	0	0	0	0	0	3,748
Eric Sklar	0	0	0	0	0	0	0	20,000	20,000
Erik Richard Darby 3244 Brookwood Dr Lafayette, CA 94549	0	0	0	15,958	0	0	0	0	15,958

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Erik Silber 500 Race Street, #3020 San Jose, CA 95126 Attn: Erik Silber	63,217	0	0	0	0	0	0	0	63,217
Esbrok Confectionary Holdings, LLC 108 W. 13th Street Wilmington, DE 19801	0	0	260,000	0	0	0	0	0	260,000
GCM-LOL LLC c/o Greenoaks Capital Partners LLC 58 Greenoaks Drive Atherton, CA 94027 Attn: Neil Mehta	0	2,000,000	0	1,597,998	0	0	0	0	3,597,998
GCM-LOL LLC (a/k/a CGM) c/o Greenoaks Capital Partners LLC 100 Spear St., Suite 1630 San Francisco, CA 94105 Attn: Neil Mehta	0	0	0	0	57,184	0	0	0	57,184
Gelis Carlos Fernandes 2237 Rutherford Lane Fremont, CA 94539	0	0	0	0	0	0	0	4,000	4,000
Grant A. Calder	0	0	0	0	6,383	0	2,859	0	9,242
Harsh Argarwal	0	0	0	0	0	0	0	10,000	10,000

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
IRA Resources Inc. FBO Sean D. McArthur 21474 C/O Riverwood Capital Partners 70 Willow Road, Suite 100 Menlo Park, CA 94025	0	9,877	0	0	0	0	0	0	9,877
Isidore Capital LLC 9706 Warriner Cir Oklahomam, OK 73162 Attn: Thomas Baker	0	0	0	274,479	0	0	67,483	0	341,962
Jennifer Loncon	0	0	0	0	0	0	0	2,000	2,000
Kamlesh Gupta 1045 Hiawatha Court Fremont, CA 94539	10,000	0	0	0	0	0	0	0	10,000
Katherine Johnson	62,291	0	0	0	0	0	0	0	62,291
Kaustubh Khandelwal	33,333	0	0	0	0	0	0	0	33,333
Kay Bogeajis 54840 Avenida Velasco La Quinta, CA 92253	25,000	0	0	15,958	0	0	7,149	0	48,107
Kendall Asmuth	0	0	0	0	0	0	0	20,000	20,000
Keri Morris	0	0	0	0	0	0	0	1,139,730	1,139,730
Laila Tarraf	0	0	0	0	0	0	0	7,000	7,000

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Leslie Enterprises LP 770 Westridge Drive Portola Valley, CA 94028 Attn: Mark Leslie	0	0	0	0	41,491	0	40,986	0	82,477
Leslie Family Trust U/A 2/7/96 770 Westridge Drive Portola Valley, CA 94028 Attn: Mark Leslie	0	0	50,000	0	0	0	0	0	50,000
Lisa Taylor	0	0	0	0	0	0	0	13,020	13,020
Macro Continental, Inc.	0	276,543	0	0	0	0	0	0	276,543
Marc Schwarzbart 27 Aquinas Drive San Rafael CA 94901	62,291	0	0	0	0	0	0	0	62,291
Mark Leslie	42,689	0	0	0	0	0	0	7,311	50,000
Mark Mizicko and Wendy Mizicko 3265 Primrose Lane Yorba Linda, CA 92886	0	0	0	0	63,832	0	28,595	0	92,427
Mary K. Foust Family Trust 111 Central Ave Sausalito, CA 94965	0	24,691	0	0	0	0	0	0	24,691

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Mary Risley 1501 Osborne Street Salina, KS 67401	0	0	0	0	0	0	0	1,000	1,000
Melinda Brasil	0	0	0	0	0	0	0	343	343
Mostafa Maleki Metro Central Apartments, Unit 1010 Barsha Heights, Dubai UAE	0	0	15,000	0	12,447	0	13,496	0	40,943
Neufito and Sheila Fernandes Family Trust, U.T.D. 7506 Shadowhill Lane Cupertino, CA 95014	0	0	0	0	0	0	14,297	0	14,297
Neufito and Sheila Fernandes Family Trust, U.T.D. (Under Declaration of Trust) 22101 Rolling Hills Road Saratoga, CA 85070	0	0	0	0	31,916	0	0	0	31,916
Pallavi Gupta 2015 Trust 1817 Spumante Place Pleasanton, CA 94566	900,000	0	0	0	0	0	0	0	900,000

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Paxion Capital, LP 2494 Sand Hill Road, Suite 100, Menlo Park, CA 94025 Attn: Duncan Robertson, CFO	1,619,590	854,320	0	411,566	0	8,364,412	0	0	11,249,888
Peter L.S. Currie 99 Union Street #1804 Seattle, WA 98101	0	74,074	0	0	0	0	0	0	74,074
Rajesh Gupta & Rajni Gupta 2015 Trust	1,656,914	0	0	0	0	0	0	0	1,656,914
Rajesh Gupta & Rajni Gupta, JTWROS 960 Joshua Place Fremont, CA 94539	628,393	0	0	0	0	0	0	0	628,393
Richard R. Saunders, Jr. 598 East Fairway Drive Kilmarnock, VA 22482	0	24,691	0	0	0	0	0	0	24,691
Riverwood Capital Ventures, L.P. 70 Willow Road, Suite 100 Menlo Park, CA 94025 Attn: Michael E. Marks	0	0	0	961,948	0	0	0	0	961,948
Robert DeGennaro PO Box 3478 Sun Valley, ID 83353	0	24,691	0	0	0	0	0	0	24,691

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Rosalee Lovett Trust dated April 23, 2014 886 Carroll Street Brooklyn, NY 11215	0	0	0	0	15,958	0	7,149	0	23,107
Samuel Earl Lovett 19 Grennway Terrace Forest Hills, NY 11375	0	0	75,000	0	62,236	0	20,245	0	157,481
Sanjay Mittal 2237 Rutherford Lane Fremont, CA 94539	0	0	0	0	15,958	0	0	0	15,958
Satish K. Gupta 44864 Vista Del Sol Fremont, CA 94539	0	0	0	0	31,916	0	0	0	31,916
Scott Ransenberg C/O Riverwood Capital Partners 70 Willow Road, Suite 100 Menlo Park, CA 94025	0	4,938	0	0	0	0	0	0	4,938
Sean McArthur C/O Riverwood Capital Partners 70 Willow Road, Suite 100 Menlo Park, CA 94025	0	4,938	0	0	0	0	0	0	4,938
Sean McLoughlin	5,000	0	0	0	0	0	0	0	5,000

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Siddhartha Gupta 960 Joshua Place Fremont, CA 94539	4,185,103	0	0	0	0	0	0	0	4,185,103
Sivaram Dharmaraj	0	0	0	0	0	0	0	10,000	10,000
Stephen J. Harrick and Jennifer U. Min, Trustees of the 2005 Harrick Min Family Trust, U/D/T November 30, 2005 390 Cotton Street Menlo Park, CA 94025	0	0	100,000	0	82,982	0	0	0	182,982
Stephen Vranes and Rebecca Vranes 267 South Roosevelt Avenue Pasadena, CA 91107	0	0	0	0	12,766	0	5,719	0	18,485
The Parks Trust C/O Riverwood Capital Partners 70 Willow Road, Suite 100 Menlo Park, CA 94025	0	14,815	0	0	0	0	0	0	14,815
The Thomas J. and Linda M. Smach 2009 Irrevocable Trust 4504 Spruce Ridge Drive Manlius, NY 13104	0	74,074	0	0	0	0	0	0	74,074

Equity Security Holders of Lolli and Pops, Inc.

Name	Common	Series A 1	Series A 2	Series B 1	Series B 2	Series C 1	Series C 2	2012 Stock Incentive Plan	Total Shares
Theresa LeFlore 707 W. 119th Street S Jenks, OK 74037	0	0	0	0	0	0	0	4,164	4,164
Tim Mott Trust u/a DTD 3/05/04 111 Central Ave Sausalito, CA 94965	0	74,074	0	0	0	0	0	0	74,074
Tommy Ko	0	0	0	0	0	0	0	33,333	33,333
Virginia S. Grzenia 255 King Street San Francisco, CA 94107	9,375	0	0	0	0	0	0	0	9,375
V-Ten Investments, LLC PO Box 42333 Richmond, VA 23242-2333	0	197,532	0	0	0	0	0	0	197,532
Whitney Clark 470 W. 24th Street, Apt 6I New York, NY 10011	140,625	0	0	0	0	0	0	109,375	250,000