UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **July 26, 2021**

Iconic Brands, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**333-227420**	**13-4362274**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

44 Seabro Avenue
Amityville, New York 11701
(Address of Principal Executive Offices)

(631) 464-4050
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Explanatory Note

This Amendment No. 1 on Form 8-K/A is being filed by Iconic Brands, Inc. (the "Company," "we," "us," or "our"), to amend the Current Report on Form 8-K we filed on July 27, 2021 (the "Original Report") to provide the disclosures required by Item 9.01 of Form 8-K that were previously omitted from the Original Report as permitted by Item 9.01(a)(4) of Form 8-K. Except as provided herein, the disclosures made in the Original Report remain unchanged.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On July 26, 2021, we entered into an acquisition agreement (the "Acquisition Agreement") with TopPop LLC, a New Jersey limited liability company ("TopPop"), and each of FrutaPop LLC ("Frutapop"), Innoaccel Investments LLC ("Innoaccel") and Thomas Martin ("Martin" and, together with Frutapop and Innoaccel, the "TopPop Members"), pursuant to which the TopPop Members sold to the Company and the Company acquired, all of the issued and outstanding membership interests of TopPop. The transactions contemplated by the Acquisition Agreement were consummated on July 26, 2021.

We filed the Original Report describing the transactions contemplated by the Merger Agreement on July 27, 2021, and we are now filing this amendment to include the historical financial statements and pro forma financial information required by Item 9.01 of Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) **Financial Statements of Business Acquired.** The audited consolidated financial statements of TopPop LLC as of and for the years ended December 31, 2020 and December 31, 2019, and the accompanying notes to the audited financial statements, are attached hereto as Exhibit 99.1 and are incorporated herein by reference thereto. The unaudited financial statements of TopPop LLC for the six months ended June 30, 2021 and June 30, 2020, and the accompanying notes to the unaudited financial statements, are attached hereto as Exhibit 99.2 and are incorporated herein by reference thereto.

(b) **Pro-forma Financial Information.** The following information is attached hereto as Exhibit 99.3 and incorporated herein by reference thereto:

(i) Unaudited Pro Forma Condensed Combined Financial Information of Iconic Brands, Inc. and TopPop LLC as of and for the year ended December 31, 2020 and for the six months ended June 30, 2021.

(ii) Notes to the Unaudited Pro Forma Condensed Combined Financial Information.

(c) **Exhibits.**

Exhibit No.	Description
99.1	Audited Financial Information of TopPop LLC as of and for the years ended December 31, 2020 and December 31, 2019.
99.2	Unaudited Financial Information of TopPop LLC for the six months ended June 30, 2021 and 2020.
99.3	Unaudited Pro Forma Condensed Combined Financial Information of Iconic Brands, Inc. and TopPop LLC as of and for the year ended December 31, 2020 and for the six months ended June 30, 2021.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Iconic Brands, Inc.

Dated: October 13, 2021

By: */s/ David Allen*
Name: David Allen
Title: Chief Financial Officer

EXHIBIT 99.1

TOPPOP LLC

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

TOPPOP LLC

YEARS ENDED DECEMBER 31, 2020 AND 2019

I N D E X

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Of TopPop LLC.,

Opinion on the Financial Statements

We have audited the accompanying balance sheets of TopPop LLC (the "Company") as of December 31, 2020 and December 31, 2019 and the related statements of operations, members' equity, and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of TopPop LLC as of December 31, 2020 and December 31, 2019 and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Going Concern Uncertainty

The accompanying financial statements referred to above have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company's present financial situation raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition

Critical Audit Matter Description

The Company's fiscal year 2020 sales was $2,598,486. The increase in sales is primarily due to revenue generated from three new customers.

How the Critical Audit Matter was Addressed in the Audit:

Our principal audit procedures related to the Company's sales included:

1. Reviewed the Company's revenue recognition process and ascertained the Company has adopted ASC 606.
2. Performed detail testing on sales, including the three customers that accounted for majority of the sales.
3. Performed sales cutoff procedures to verify sales are recorded in the proper period.
4. Considered the adequacy of the disclosure in the financial statements in relation to sales.

/s/ *Fei Qi CPA*
Fei Qi CPA

Elmhurst, New York
October 12, 2021
We have served as the Company's auditor since 2020.

TOPPOP LLC
BALANCE SHEET

	December 31,			
	2020		2019	
ASSETS				
Current assets:				
Cash and Cash Equivalents	$	125,328	$	41,289
Account Receivable, Less Allowance for Doubtful Accounts of $220,147 and $0 respectively		85,969		-
Inventories		238,820		-
Prepaid Expenses		46,075		-
Total current assets		496,192		41,289
Property and Equipment at Cost, Less Accumulated Depreciation for 2020 and 2019 of $102,563 and $0, respectively		1,422,718		23,975
Other Assets				
Deposit on Equipment		248,017		489,461
Security Deposits		66,598		45,864
Operating lease right of use asset		728,603		-
Total Other Assets		1,043,218		535,325
Total assets	$	2,962,128	$	600,589
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts Payable		228,665		5,579
Accounts Payable - Related Party		87,376		-
Accrued Expenses		95,618		-
Deferred Revenue		77,013		-
Original Issue Discount Promissory Notes		536,984		-
Convertible Promissory Notes to Member		451,000		-
Operating lease liabilities - current		219,327		
Advances under Financing Arrangement		38,442		-
Total Current liabilities		1,731,149		5,579
Long-term liabilities:				
Operating lease liabilities - non-current		518,912		-
Total liabilities	$	2,250,061	$	5,579
Commitments and contingencies				
Members' equity:				
Capital Contribution		1,827,000		658,503
Distributions to Members		-		-
Promissory Note Conversion		574,886		-
Retained Deficit		(1,689,819)		(63,493)
Total Members' equity		712,067		595,010
TOTAL LIABILITIES AND MEMBERS' EQUITY	$	2,962,128	$	600,589

See accompanying notes to financial statements.

TOPPOP LLC
STATEMENT OF OPERATIONS

	For the Year Ended December 31,	
	2020	**2019**
REVENUE		
Sales	$ 2,241,842	$ -
Other Income	356,644	-
Total revenue	2,598,486	-
Cost of Sales	1,733,672	
Gross Profit	864,814	-
OPERATING EXPENSES		
Facility Expenses	561,212	15,288
General and Administrative Expenses	1,662,751	23,045
Sales and Marketing Expenses	97,680	25,160
Total operating expenses	2,321,643	63,493
Loss from Operation	$ (1,456,829)	$ (63,493)
Other Income (Expenses)		
Interest Expense	(245,493)	-
Gain on Extinguishment of Paycheck Protection Program Loan	75,995	-
Total Other Income (Expenses)	(169,498)	-
Net Loss	$ (1,626,326)	$ (63,493)

See accompanying notes to financial statements.

TOPPOP LLC
STATEMENT OF MEMBERS' EQUITY

	Capital Contribution	Distributions to Members	Promissory Note Conversion	Retained Deficit	Members Equity
Balance - December 31, 2018	$ -	$ -	$ -	$ -	$ -
Contribution	658,503	-	-	-	658,503
Distributions	-	-	-	-	-
Net income (loss)	-	-	-	(63,493)	(63,493)
Balance - December 31, 2019	$ 658,503	$ -	$ -	$ (63,493)	$ 595,010
Contribution	1,168,497	-	-	-	1,168,497
Distributions	-	-	-	-	-
Conversion of promissory notes	-	-	574,886	-	574,886
Net income (loss)	-	-	-	(1,626,326)	(1,626,326)
Balance - December 31, 2020	$ 1,827,000	$ -	$ 574,886	$ (1,689,819)	$ 712,067

See accompanying notes to financial statements.

TOPPOP LLC
STATEMENT OF CASH FLOWS

	For the Year Ended December 31,	
	2020	**2019**
Reconciliation of Net Loss to Net Cash Provided by (Used in) Operating Activities		
Net Loss	$ (1,626,326)	$ (63,493)
Adjustments to Reconcile Net Loss to Net Cash Provided by (Used in) Operating Activities		
Depreciation	102,563	-
Amortization of Original Issue Discounts	26,984	-
Provisions for Bad Debt	237,880	-
Amortization of Right of Use	129,376	
Noncash Paycheck Protection Loan Forgiveness	(75,995)	-
(Increase) Decrease in Account Receivable	(306,116)	-
(Increase) Decrease in Inventories	(238,820)	-
(Increase) Decrease in Prepaid Expenses	(41,397)	-
(Increase) Decrease in Security Deposits	(20,734)	(45,864)
Increase (Decrease) in Accounts Payable	200,674	5,579
Increase (Decrease) in Accounts Payable - related parties	87,376	
Increase (Decrease) in Lease Liability	(123,016)	
Increase (Decrease) in Accrued Expenses	94,047	-
Increase (Decrease) in Accrued Interest	74,238	-
Increase (Decrease) in Deferred Revenue	77,013	-
Net Cash Provided by (Used in) Operating Activities	(1,402,254)	(103,778)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(1,011,845)	(23,975)
Deposits on Equipment	(248,017)	(489,461)
Net cash by (Used in) investing activities	(1,259,862)	(513,436)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds on Issue of Convertible Promissory Notes to Member	953,220	-
Receipt of Paycheck Protection Program Loan	75,995	-
Proceeds on Issuance of Original Issue Discount Promissory Notes	620,000	-
Repayment of Original Issue Discount Promissory Notes	(110,000)	-
Advances under Financing Arrangements	1,311,220	-
Repayments of Advances under Financing Arrangements	(1,272,778)	-
Capital Contributions	1,168,497	658,503
Net cash by (Used in) provided by financing activities	2,746,154	658,503
Net Increase in Cash and Cash Equivalents	84,039	41,289
Cash and Cash Equivalents, January 1	41,289	-
Cash and Cash Equivalents, December 31	$ 125,328	$ 41,289
Non Cash Investing Activity		
Operating Lease Right of Use Asset Acquired	$ 861,371	$ -
Loan Forgiveness - Pay check Protection Program	$ 75,995	$ -
Convertible Promissory Note and Accrued Interest Converted to Capital	$ 574,886	$ -

See accompanying notes to the financial statements.

TOPPOP LLC
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2020 AND DECEMBER 31, 2019

Note 1. ORGANIZATON AND NATURE OF BUSINESS

TopPop LLC (the "Company") is organized as a limited liability company in the State of New Jersey on September 5, 2019. The Company's primary operation is the manufacture and packaging of single-serve, shelf-stable, ready-to-freeze ice pops, both alcohols infused and non-alcoholic. The Company began operations in December 2019.

During the year ended December 31, 2020, virtually all sales were generated from contracts with three major customers. Customers are primarily national breweries and beverage manufacturers.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

Management uses estimates and assumptions in preparing its financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Accounts Receivable

Accounts receivable are recorded net of an allowance for expected losses. Contracts include payment terms ranging from 30 to 60 days of receipt of a correct invoice. The Company provides an allowance for doubtful collections that is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customers. At December 31, 2020 and 2019, the Company had recorded an allowance for doubtful accounts of $220,147 and $0, respectively.

Inventories

Inventories consist of raw materials to be used in the production process. Inventories are stated at the lower of cost and net realizable value, with cost determined by the first-in, first-out method. When evidence exists that the net realizable value of inventory is lower than its cost, the difference is recognized as a loss in tin the period in which it occurs. No inventory loss was recorded for the year ended December 31, 2020 and December 31, 2019.

The Company's agreements with customers require that certain materials used in production be purchased from suppliers designated by the customer.

Property, Equipment and Depreciation

Property and equipment are stated at cost. The cost of property and equipment is depreciated over the estimated useful lives of the related assets. Depreciation is computed on the straight-line method for financial reporting purposes. Maintenance and repairs are charged to operations when incurred. Betterments and renewals are capitalized. When property and equipment are sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations.

Impairment of Long-Lived Assets

The Company's long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability of an asset to be held and used is measured by a comparison of the carrying amount of the asset to the future undiscounted cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value. Impairment evaluations involve management's estimates on asset useful lives and future cash flows. Actual useful lives and cash flows could be different from those estimated by management which could have a material effect on our reporting results and financial position. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

Fair Value of Financial Instruments

The Company adopted ASC 820 "Fair Value Measurements," which defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures.

The three levels are defined as follows:

Level 1 — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 — inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liabilities, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value.

Financial instruments include cash, receivables, due from related parties, accounts payable and accrued expenses, advances from prospective customers/distributors and due to related parties. The carrying values of these financial instruments approximate their fair values due to the short-term maturities of these instruments.

Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, operating lease liabilities - current, and operating lease liabilities - noncurrent on the balance sheets. The initial lease liability is equal to the future fixed minimum lease payments discounted using the Company's incremental borrowing rate, on a secured basis. The initial measurement of the right-of-use asset is equal to the initial lease liability plus any initial direct costs.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term.

Revenue Recognition

Revenue is recognized at a point in time when obligations under the terms of a contract with a customer are satisfied. The Company adopted ASC 606 requires the use of a new five-step model to recognize revenue from customers. The five-step model requires entities to exercise judgment when considering the terms of contracts, which includes (1) identifying the contracts or agreements with a customer, (2) identifying our performance obligations in the contract or agreement, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations, and (5) recognizing revenue as each performance obligation is satisfied. The Company has concluded that the new guidance did not require any significant change to its revenue recognition processes.

Income Taxes

The Company is organized as a limited liability company and has elected to be treated as a partnership for federal and state tax purposes. Income taxes are not payable by the Company. Members of limited liability companies are taxed individually on their applicable share of earnings. Accordingly, no provision for income taxes is reflected in these financial statements. Net income or loss is allocated to each member in accordance with the terms of the limited liability company agreement.

Effective January 1, 2021, the Company has elected to change its current classification from being taxed as a partnership to being taxed as a C corporation. On July 20, 2021, the Company revoked its C corporation election prior to being acquired by Iconic Brands, Inc., see Note 13.

Advertising Costs

Advertising costs are charged to operations when incurred. Advertising expenses totaled
$724 and $0 for the years ended December 31, 2020 and 2019.

Shipping and Handling Costs:

Shipping and handling costs are included in the cost of sales when they are incurred.

Recent Accounting Pronouncement:

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, *Leases* (Topic 842). The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the Balance Sheet for all leases with terms longer than twelve months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the Statement of Operations. As a nonpublic entity and as allowed by FASB ASU 2020-05 issued June 3, 2020, the Company has elected its option to defer adoption of the revised lease standard until its fiscal year beginning after December 15, 2021. The Company continues to evaluate the impact of the adoption of ASU 2016-02 on its financial statements.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has sustained significant net losses which have resulted in an accumulated deficit at December 31, 2020 of $1,683,459 and has experienced periodic cash flow difficulties, all of which raise substantial doubt regarding the Company's ability to continue as a going concern.

Continuation of the Company as a going concern is dependent upon obtaining additional working capital and attaining profitable operations. The management of the Company has developed a strategy which it believes will accomplish these objectives and which will enable the Company to continue operations for the coming year. However, there is no assurance that these objectives will be met. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from the outcome of this uncertainty.

NOTE 4. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	Estimated useful lives in years	December 31, 2020	December 31, 2019
Machinery and equipment	5-10	$ 1,441,788	$ -
Leasehold improvements	10	78,301	23,975
Office equipment and furniture	5	5,192	-
Accumulated depreciation		(102,563)	-
Totals		$ 1,422,718	$ 23,975

For the year ended December 31, 2020 and December 31, 2019, depreciation was to $102,563 and $0, respectively.

NOTE 5. PROMISSORY NOTES

The Company has issued several short-term, original issue discount promissory notes to be used for capital expenditures and working capital purposes. The carrying value of these promissory notes is shown net of the total unamortized discount of $35,016 at December 31, 2020. Amortization of the original issue discounts is reported in the Statement of Operations as interest expense. The note holder has the right to convert the outstanding principal balance, in whole or in part, into capital of the Company. At December 31, 2020, the following original issue discount promissory notes were outstanding:

Lenders	December 31, 2020	December 31, 2019
Original issue discount promissory note issued October 21, 2020; unsecured obligation; issued at $110,000 with a maturity value of $121,000 due on January 21, 2021; imputed interest rate of 38.2%	$ 118,492	$ -
Original issue discount promissory note issued October 21, 2020; unsecured obligation; issued at $110,000 with a maturity value of $121,000 due on January 21, 2021; imputed interest rate of 38.2%	118,492	-
Original issue discount promissory note issued December 28, 2020; unsecured obligation; issued at $200,000 with a maturity value of $220,000 due on March 28, 2021; imputed interest rate of 38.7%	200,000	-
Original issue discount promissory note issued December 28, 2020; unsecured obligation; issued at $100,000 with a maturity value of $110,000 due on March 28, 2021; imputed interest rate of 38.7%	100,000	-
Totals original issue discount promissory notes	$ 536,984	$ -

NOTE 6. CONVERTIBLE PROMISSORY NOTES

In April 2020, the Company entered into a convertible loan agreement with one of its members, InnoAccel Investments LLC ("InnoAccel"). Three promissory notes were issued under the loan agreement during the year ended December 31, 2020. The total available amount under the three promissory notes was $1,035,000. The loan proceeds are to be used to finance receivables from MPL Brands and are to be used only for approved working capital costs. The advance rate is 80% of approved receivables. Interest (finance fees) is assessed at 1.95% of the advance amount for each 30 day period the advance is outstanding. Interest on each advance is payable upon the maturity date. Each promissory note matures six months from the issuance date. Principal and unpaid accrued interest are due and payable the earlier of the date of payment by MPL Brands of the receivable being financed or three months from the date of the advance. The note is secured by a lien on all assets of the Company, subordinate to liens of Prestige Capital Finance, LLC.

If an advance and accrued finance fees are not repaid within 30 days after the maturity date or payment is prohibited under a subordination agreement, InnoAccel shall have the right to convert all or a part of accrued and future finance fees into equity membership interests in the Company.

At December 31, 2020, Notes 1 and 2 and all accrued interest were converted to equity membership interests. A total of $574,886 of the outstanding loan balance and accrued interest were converted to equity. InnoAccel received an additional 22.26% membership equity interest as a result of the conversion. In addition, InnoAccel received an additional 5% interest in accordance with the operating agreement since no distributions were made in 2020.

The outstanding balance of Note 3 at December 31, 2020 was $451,000. The outstanding balance is scheduled to mature at various dates from February 2021 through April 2021. The total interest accrued and converted to equity at December 31, 2020 was $71,166.

NOTE 7. ADVANCES UNDER FINANCING AGREEMENT

The Company entered into a purchase and sale agreement with Prestige Capital Finance, LLC ("Prestige"). Under the agreement, Prestige buys all of the Company's right, title, and interest in specific accounts receivable. Prestige has full recourse against the Company for advances if payments are not received for any reason. All credit risk is borne by the Company and not by Prestige. Prestige pays a down payment to the Company of 80% of the face value of the specified receivables. The maximum outstanding balance of the advance is $1,500,000. Prestige's final purchase price of the accounts receivable is at a discount which is deducted from the face value of each account upon collection. The discount fee is based upon the number of days the account receivable is outstanding from the date of the down payment. The discount fee ranges from 1.95% if the receivable is paid within 30 days to 5.85% if paid within 90 days, plus an additional 1.5% for each 10-day period thereafter until the account is paid in full.

The outstanding balance is secured by an interest in virtually all assets of the Company, with a first security interest in accounts receivable. The agreement remains in effect through July 24, 2021 and will be automatically renewed for successive periods of one year each unless either party terminates the agreement in writing at least 60 days prior to the expiration of the initial term or any renewal term. Prestige may cancel the agreement at any time upon 60 days' notice.

The Company accounts for this agreement as a financing arrangement, with the down payments recorded as debt and repayment made when the applicable receivable is collected. At December 31, 2020, the outstanding balance was $38,442 and accrued interest was $1,572.

NOTE 8. OPERATING LEASE RIGHT OF USE ASSET AND OPERATING LEASE LIABILITY

On November 12, 2019, TopPop LLC executed a lease agreement with Plymouth 4 East Stow LLC (the "Landlord") to rent approximately 26,321 square feet of warehouse space in Marlton, NJ. The lease provided a term of five years commencing upon January 1, 2020 and terminating on December 31, 2024. The lease also provided for a monthly payment to the landlord for common area use of $4,430 and a security deposit to the Landlord of $45,864.

Effective November 6, 2020, the Company executed a lease agreement with Warehouse4Biz LLC (the "Landlord") to rent approximately 14,758 square feet of warehouse space in Bellmawr, NJ. The lease provided a lease term of two years commencing upon December 1, 2020 and terminating on November 30, 2022. The lease provided a security deposit to the landlord of $20,734.

At December 31, 2020, the future undiscounted minimum lease payment under the two noncancellable leases are as follows:

	As of December 31, 2020
Year ending December 31, 2021	216,051
Year ending December 31, 2022	221,600
Year ending December 31, 2023	143,450
Year ending December 31, 2024	153,862
Year ending December 31, 2025	-
Thereafter	
Total	**$ 734,963**

The operating lease liabilities totaling $728,603 at December 31, 2021 as presented in the Balance Sheet represents the discounted (at a 4.75% estimated incremental borrowing rate) value of the future lease payments of $734,963 at December 31, 2020.

For the year ended December 31, 2020 and December 31, 2019, occupancy expense attributed to these two leases was $192,824 and $0, respectively.

NOTE 9. RELATED PARTY TRANSACTIONS

On December 6, 2019 the Company executed a Financial Services Agreement with InnoAccel Solutions ("InnoAccel"), LLC, a controlling member of the Company. InnoAccel had agreed to provide financial and administrative services for the company in exchange for hourly compensations. For the year ended December 31, 2019 and December 31, 2020, consulting expenses related to InnoAccel was $178,633 and $0, respectively. As of December 31, 2020, the Company owed $60,000 to InnoAccel.

As of December 31, 2020, the Company owed its Chief Operating Officer and a member of the Company $27,376 for reimbursements of expenses paid on behalf of the Company. The loan is non-interest bearing and due on demand.

NOTE 10. COMMITMENS AND CONTINGENCIES

Compensation Agreement

Effective December 5, 2019, the Company executed Employment Agreement with its Chief Operating Officer Thomas Martin. The employment had no term limits and may be terminated by written notice by either party. The base agreement provides a base salary of at the rate of $250,000.

Effective March 1 2020, the Company executed Employment Agreements with its Chief Marketing Officer Laurance Rassin and its Chief Creative Officer Tracy Memoli. The agreement had no term limits and can be terminated by written notice by either party. Both agreements provide for a base salary $50,000 and a commission equal to 3% of the gross revenue. Both agreements were amended in July 2021, in which annual base salary was increased to $150,000 and additional commission incentives were added.

For the year ended December 31, 2020 and December 31, 2019, the Company officer compensation expense were $286,558 and $0, respectively.

Commission Agreements

On July 10, 2019, the Company executed a Commission Agreement with CAA-GBA USA, LLC ("CCA-GBG"). The agreement provides CCA-GBG to receive 5% revenue generated with respect to the co-packing or related manufacturing deal for Anheuser-Busch, LLC. Additionally, CAA-GBG is also entitled to receive 5% of revenue for new business identified. The initial agreement expires on July 31, 2021 and automatically renews every year.

For the year ended December 31, 2020 and December 31, 2019, commissions under this agreement were $61,470.33 and $0, respectively.

Effective December 11, 2019, the Company executed a Commission Agreement with Christopher J. Connolly. Mr. Connolly had agreed to provide sales representation services to Company for alcohol ice pop packing opportunities in exchange for commission. The agreement provides a commission 5% of gross revenue collected. The initial term is one year from the effective date. The agreement will renew automatically for 1-year terms unless the agreement is terminated.

No commissions were incurred under this agreement for the year ended December 31, 2020 and December 31, 2019.

Master Purchase Order Assignment Agreement

On May 8, 2020, the Company executed a Master Purchase Order Assignment Agreement with Rosenthal and Rosenthal, Inc ("R&R"). According to the agreement, R&R provides purchase financing up to 70% of the P.O. price in exchange for a fee. The maximum financing under the agreement was $1,000,000. The agreement was terminated by R&R on July 6, 2021.

Settlement Agreement and Release

On November 17, 2020, the Company executed a Settlement Agreement and Release with T.H.E.M, the previous employer of one of Company's members filed a complaint with the Superior Court for the County of Burlington in New Jersey. According to the agreement, the Company had agreed not to solicit T.H.E.M's clients for period of one year and to pay T.H.E.M a total of $25,000. For the year ended December 31, 2020, the $25,000 settlement charge had been fully paid by the Company.

NOTE 11. MEMBER EQUITY

Member	**Profit and Loss Percentage as of December 31, 2020**
Thomas Martin	27.28%
FrutaPop LLC	27.28%
InnoAccel Investments LLC	45.45%
Total	**100.00%**

Pursuant to the operating agreement, the investor member is to make capital contributions in the amount $1,825,000. On December 31, 2020, InnoAccel Investments LLC converted two promissory notes, resulting in $574,886 in additional equity. No distributions were made for the year ended December 31, 2020 and December 31, 2019.

NOTE 12. SALES CONCENTRATION

The Company had two significant customers representing approximately 47% and 36% of the total sales in 2020. No sales were recorded in 2019. The loss of significant customers or the failure to attract new customers could have a material adverse effect on our business, results of operations and financial condition.

NOTE 13. SUBSEQUENT EVENTS

On July 26, 2021, all of the issued and outstanding membership interests of the Company was acquired by Iconic Brands, Inc ("Iconic") in exchange for (a) $3,995,551 cash; (b) 26,009,600 shares of Iconic's common stock (valued at $0.3125 per share or $8,128,000); (c) $4,900,000 Promissory Notes bearing interest at 10% and due July 26, 2022; and (d) earn-out payments for years ended July 31, 2022 and July 31, 2023 equal to the excess of 1.96 times TopPop's EBITDA for each year over the amount of Promissory Notes repaid for each year. The earn-out payments shall be made, at the election of each TopPop Member, in cash or in shares of Iconic's common stock or a combination thereof provided that not less than 45% of the value of each earn-out payment shall be paid in common stock.

Subsequent to December 31, 2020, the Company received an Economic Injury Disaster Loan ("EIDL") from the SBA. The loan was for $150,000 and is payable over 30 years with interest at 3.75%.

EXHIBIT 99.2

TOPPOP LLC

FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JUNE 30, 2021 AND 2020

TOPPOP LLC
SIX MONTHS ENDED JUNE 30, 2021 AND 2020

I N D E X

TOPPOP LLC
BALANCE SHEET

		June 30, 2021 (Unaudited)		December 31, 2020
ASSETS				
Current assets:				
Cash and Cash Equivalents	$	148,686	$	125,328
Account Receivable, less allowance for doubtful account $0 and $220,147, respectively		5,345,231		85,969
Inventories		1,190,877		238,820
Prepaid Expenses		41,257		46,075
Total current assets		6,726,051		496,192
Property and equipment, less accumulation deprecation $95,489 and $102,563, respectively		1,854,551		1,422,718
Other Assets				
Deposit on Equipment		343,019		248,017
Security Deposits		131,529		66,598
Operating Lease Right of Use Asset		620,219		728,603
Total Other Assets		1,094,767		1,043,218
Total assets	$	9,675,369	$	2,962,128
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts Payable		1,794,082		228,665
Due to Related Party		30,000		87,376
Accrued Expenses		264,589		95,618
Deferred Revenue		300,301		77,013
Promissory Notes		3,762,000		536,984
Convertible Promissory Notes to Member		-		451,000
Operating Lease Liabilities - Current		222,839		216,051
Advances Under Financing Arrangement		1,746,545		38,442
Total Current liabilities		8,120,356		1,731,149
Long-term liabilities:				
Operating Lease Liabilities - Noncurrent		405,379		518,912
Promissory Notes		152,311		-
Total liabilities	$	8,678,046	$	2,250,061
Members' equity:				
Capital Contribution		1,827,000		1,827,000
Promissory Note Conversion		592,475		574,886
Accumulated Deficit		(1,422,152)		(1,689,819)
Total Member's Equity		997,323		712,067
TOTAL LIABILITIES AND MEMBERS' EQUITY	$	9,675,369	$	2,962,128

See accompanying notes to Condensed Consolidated Financial Statements.

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TOPPOP LLC
STATEMENT OF OPERATIONS
(Unaudited)

	For the Six Months Ended June 30, 2021	2020
REVENUE		
Sales	$ 8,111,547	$ 183,621
Other Income	125,932	-
Total revenue	8,237,479	183,621
Cost of Sales	5,111,630	$ 137,748
Gross Profit	3,125,849	45,873
OPERATING EXPENSES		
Facility Expenses	578,242	218,552
General and Administrative Expenses	1,407,878	673,112
Sales and Marketing Expenses	243,393	-
Total operating expenses	2,229,513	891,664
Income (Loss) from Operations	$ 896,336	$ (845,791)
Other Income (Expenses)		
Interest Expense	(628,669)	(56,762.00)
Total Other Income (Expenses)	(628,669)	(56,762)
Net Income (Loss)	$ 267,667	$ (902,553)

See accompanying notes to Condensed Consolidated Financial Statements

TOPPOP LLC
STATEMENT OF MEMBERS' EQUITY
(Unaudited)

	Capital Contribution	Distributions to Members	Promissory Note Conversion	Retained Deficit	Members Equity
Balance - December 31, 2019	$ 658,503.00	$ -	$ -	$ (63,493.00)	$ 595,010.00
Contribution	1,166,497	-	-	-	1,166,497
Distributions	-	-	-	-	-
Net income (loss)	-	-	-	(902,552)	(902,552)
Balance - June 30, 2020	$ 1,825,000	$ -	$ -	$ (966,045)	$ 858,955
Balance - December 31, 2020	$ 1,827,000	$ -	$ 574,886	$ (1,689,819)	$ 712,067
Contribution		-	-	-	-
Distributions	-	-	-	-	17,589
Conversion of promissory notes	-	-	17,589	-	-
Net income (loss)	-	-	-	267,667	267,667
Balance - June 30, 2021	$ 1,827,000	$ -	$ 592,475	$ (1,422,152)	$ 997,323

See accompanying notes to Condensed Consolidated Financial Statements

TOPPOP LLC
STATEMENT OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30, 2021	For the Six Months Ended June 30, 2020
Reconciliation of Net Loss to Net Cash Provided by (Used in) Operating Activities		
Net Income (Loss)	$ 267,667	$ (902,553)
Adjustments to Reconcile Net Loss to Net Cash Provided by (Used in) Operating Activities		
Depreciation	95,489	-
Amortization of Right of Use	108,384	
Amortization of Debt Discount	35,016	
(Increase) Decrease in Account Receivable	(5,259,262)	-
(Increase) Decrease in Inventories	(952,057)	-
(Increase) Decrease in Prepaid Expenses	4,818	-
(Increase) Decrease in Security Deposits	(64,931)	(45,864)
Increase (Decrease) in Accounts Payable	1,565,416	5,579
Increase (Decrease) in Due to Related Party	(57,376)	5,579
Increase (Decrease) in Lease Liability	(106,745)	
Increase (Decrease) in Accrued Expenses	461,282	-
Increase (Decrease) in Deferred Revenue	223,288	-
Net Cash Provided by (Used in) Operating Activities	(3,679,011)	(942,838)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(527,322)	(23,975)
Deposits on Equipment	(95,002)	(489,461)
Net cash by (Used in) investing activities	(622,324)	(513,436)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds on Issue of Convertible Promissory Notes to Member	-	-
Repayment on Issue of Convertible Promissory Notes to Member	(451,000)	-
Receipt of Paycheck Protection Program Loan	150,000	-
Proceeds on Issue of Prestige Advance	1,746,545	
Conversion of Promissory Notes	17,589	-
Repayment of Promissory Notes	2,861,558	-
Capital Contributions	-	658,503
Net cash by (Used in) provided by financing activities	4,324,692	658,503
Net Increase in Cash and Cash Equivalents	23,358	(797,771)
Cash and Cash Equivalents, beginning of period	125,328	41,289
Cash and Cash Equivalents, end of period	148,686	(756,482)
Supplemental Noncash Disclosure		
Operating Lease Right of Use Asset	$ -	670,821

See accompanying notes to Condensed Consolidated Financial Statements

TopPop LLC
Notes to Financial Statements
For the Six Months Ended June 30, 2021 and 2020
(Unaudited)

NOTE 1 - ORGANIZATON AND NATURE OF BUSINESS

TopPop LLC (the "Company") is organized as a limited liability company in the State of New Jersey on September 5, 2019. The Company's primary operation is the manufacture and packaging of single-serve, shelf-stable, ready-to-freeze ice pops, both alcohols infused and non-alcoholic. The Company began operations in December 2019.

During the six months ended June 30, 2021, virtually all sales were generated from contracts with three major customers. Customers are primarily national breweries and beverage manufacturers.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

Management uses estimates and assumptions in preparing its financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Accounts Receivable

Accounts receivable are recorded net of an allowance for expected losses. Contracts include payment terms ranging from 30 to 60 days of receipt of a correct invoice. The Company provides an allowance for doubtful collections that is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customers. At June 30, 2021 and December, 31 2020, the Company had recorded an allowance for doubtful accounts of $0 and $220,147, respectively.

Inventories

Inventories consist of raw materials to be used in the production process. Inventories are stated at the lower of cost and net realizable value, with cost determined by the first-in, first-out method. When evidence exists that the net realizable value of inventory is lower than its cost, the difference is recognized as a loss in tin the period in which it occurs. No inventory

The Company's agreements with customers require that certain materials used in production be purchased from suppliers designated by the customer.

Property, Equipment and Depreciation

Property and equipment are stated at cost. The cost of property and equipment is depreciated over the estimated useful lives of the related assets. Depreciation is computed on the straight-line method for financial reporting purposes. Maintenance and repairs are charged to operations when incurred. Betterments and renewals are capitalized. When property and equipment are sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations.

Impairment of Long-Lived Assets

The Company's long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability of an asset to be held and used is measured by a comparison of the carrying amount of the asset to the future undiscounted cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value. Impairment evaluations involve management's estimates on asset useful lives and future cash flows. Actual useful lives and cash flows could be different from those estimated by management which could have a material effect on our reporting results and financial position. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

Fair Value of Financial Instruments

The Company adopted ASC 820 "Fair Value Measurements," which defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures.

The three levels are defined as follows:

Level 1 — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 — inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liabilities, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value.

Financial instruments include cash, receivables, due from related parties, accounts payable and accrued expenses, advances from prospective customers/distributors and due to related parties. The carrying values of these financial instruments approximate their fair values due to the short-term maturities of these instruments.

Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, operating lease liabilities - current, and operating lease liabilities - noncurrent on the balance sheets. The initial lease liability is equal to the future fixed minimum lease payments discounted using the Company's incremental borrowing rate, on a secured basis. The initial measurement of the right-of-use asset is equal to the initial lease liability plus any initial direct costs.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term.

TopPop LLC
Notes to Financial Statements
For the Six Months Ended June 30, 2021 and 2020
(Unaudited)

Revenue Recognition

Revenue is recognized at a point in time when obligations under the terms of a contract with a customer are satisfied. The Company adopted ASC 606 requires the use of a new five-step model to recognize revenue from customers. The five-step model requires entities to exercise judgment when considering the terms of contracts, which includes (1) identifying the contracts or agreements with a customer, (2) identifying our performance obligations in the contract or agreement, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations, and (5) recognizing revenue as each performance obligation is satisfied. The Company has concluded that the new guidance did not require any significant change to its revenue recognition processes.

Income Taxes

The Company is organized as a limited liability company and has elected to be treated as a partnership for federal and state tax purposes. Income taxes are not payable by the Company. Members of limited liability companies are taxed individually on their applicable share of earnings. Accordingly, no provision for income taxes is reflected in these financial statements. Net income or loss is allocated to each member in accordance with the terms of the limited liability company agreement.

Effective January 1, 2021, the Company has elected to change its current classification from being taxed as a partnership to being taxed as a C corporation. Therefore, future financial statements will include a provision for income taxes. On July 20, 2021, the Company revoked its C corporation election prior to being acquired by Iconic Brands, Inc., see Note 13.

Advertising Costs

Advertising costs are charged to operations when incurred. Advertising expenses totaled
$243,393 and $16,931 for the six months ended June 30, 2021 and 2020.

Shipping and Handling Costs:

Shipping and handling costs are included in the cost of sales when they are incurred.

Recent Accounting Pronouncement:

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, *Leases* (Topic 842). The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the Balance Sheet for all leases with terms longer than twelve months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the Statement of Operations. As a nonpublic entity and as allowed by FASB ASU 2020-05 issued June 3, 2020, the Company has elected its option to defer adoption of the revised lease standard until its fiscal year beginning after December 15, 2021. The Company continues to evaluate the impact of the adoption of ASU 2016-02 on its financial statements.

NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has sustained significant net losses which have resulted in an accumulated deficit at June 30, 2021 of $1,422,152 and has experienced periodic cash flow difficulties, all of which raise substantial doubt regarding the Company's ability to continue as a going concern.

TopPop LLC
Notes to Financial Statements
For the Six Months Ended June 30, 2021 and 2020
(Unaudited)

Continuation of the Company as a going concern is dependent upon obtaining additional working capital and attaining profitable operations. The management of the Company has developed a strategy which it believes will accomplish these objectives and which will enable the Company to continue operations for the coming year. However, there is no assurance that these objectives will be met. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from the outcome of this uncertainty.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

Accounts receivable net

	Estimated useful lives in years	June 30, 2021	December 31, 2020
Machinery and equipment	5-10	$ 1,963,349	$ 1,441,788
Leasehold improvements	10	84,062	78,301
Office equipment and furniture	5	5,192	5,192
Accumulated depreciation		(198,052)	(102,563)
Totals		$ 1,854,551	$ 1,422,718

For the six months ended June 30, 2021 and June 30, 2020, depreciation amounted was $95,489 and $0, respectively.

NOTE 5 - PROMISSORY NOTES

The Company has issued several short-term, original issue discount promissory notes with imputed interest rates between 38.2% and 38.7% per annum to be used for capital expenditures and working capital purposes. Amortization of the original issue discounts is reported in the Statement of Operations as interest expense. The note holder has the right to convert the outstanding principal balance, in whole or in part, into capital of the Company. The accrued interest related to EIDL at June 30, 2021 is $2,311. The balance of these notes as of June 30, 2021, and December 31, 2020, was $3,912,000 and $536,984, respectively.

Lenders	June 30, 2021	December 31, 2020
Various original issue discount, unsecured promissory notes; imputed interest rates between 38.2% and 38.7%	$ 3,762,000	$ 536,984
Economic Injury Disaster Loan (“EIDL”) from the SBA. The loan was for $150,000 and is payable over 30 years with interest at 3.75%	150,000	-
Total	$ 3,912,000	$ 536,984

TopPop LLC
Notes to Financial Statements
For the Six Months Ended June 30, 2021 and 2020
(Unaudited)

NOTE 6 - CONVERTIBLE PROMISSORY NOTES

In April 2020, the Company entered into a convertible loan agreement with one of its members, InnoAccel Investments LLC ("InnoAccel"). Three promissory notes were issued under the loan agreement during the year ended December 31, 2020. The total available amount under the three promissory notes was $1,035,000. The loan proceeds are to be used to finance receivables from MPL Brands and are to be used only for approved working capital costs. The advance rate is 80% of approved receivables. Interest (finance fees) is assessed at 1.95% of the advance amount for each 30 day period the advance is outstanding. Interest on each advance is payable upon the maturity date. Each promissory note matures six months from the issuance date. Principal and unpaid accrued interest are due and payable the earlier of the date of payment by MPL Brands of the receivable being financed or three months from the date of the advance. The note is secured by a lien on all assets of the Company, subordinate to liens of Prestige Capital Finance, LLC.

If an advance and accrued finance fees are not repaid within 30 days after the maturity date or payment is prohibited under a subordination agreement, InnoAccel shall have the right to convert all or a part of accrued and future finance fees into equity membership interests in the Company.

At December 31, 2020, Notes 1 and 2 and all accrued interest were converted to equity membership interests. A total of $574,886 of the outstanding loan balance and accrued interest were converted to equity. InnoAccel received an additional 22.26% membership equity interest as a result of the conversion. In addition, InnoAccel received an additional 5% interest in accordance with the operating agreement since no distributions were made in 2020.

On February 28, 2021 InnoAccel converted Note 3 into $178,589 in additional membership equity,

The outstanding balance of convertible promissory notes as of June 30, 2021 and December 31, 2020, were $0 and $451,000, respectively.

NOTE 7 - ADVANCES UNDER FINANCING AGREEMENT

The Company entered into a purchase and sale agreement with Prestige Capital Finance, LLC ("Prestige"). Under the agreement, Prestige buys all of the Company's right, title, and interest in specific accounts receivable. Prestige has full recourse against the Company for advances if payments are not received for any reason. All credit risk is borne by the Company and not by Prestige. Prestige pays a down payment to the Company of 80% of the face value of the specified receivables. The maximum outstanding balance of the advance is $1,500,000. Prestige's final purchase price of the accounts receivable is at a discount which is deducted from the face value of each account upon collection. The discount fee is based upon the number of days the account receivable is outstanding from the date of the down payment. The discount fee ranges from 1.95% if the receivable is paid within 30 days to 5.85% if paid within 90 days, plus an additional 1.5% for each 10 day period thereafter until the account is paid in full.

The outstanding balance is secured by an interest in virtually all assets of the Company, with a first security interest in accounts receivable. The agreement remains in effect through July 24, 2021 and will be automatically renewed for successive periods of one year each unless either party terminates the agreement in writing at least 60 days prior to the expiration of the initial term or any renewal term. Prestige may cancel the agreement at any time upon 60 days' notice.

The Company accounts for this agreement as a financing arrangement, with the down payments recorded as debt and repayment made when the applicable receivable is collected. The outstanding balance as of June 30, 2021 and December 31, 202 was $1,746,545 and $38,442, respectively. Accrued interest at June 30, 2021 and December 31, 2020 was $11,679 and $1,572, respectively.

TopPop LLC
Notes to Financial Statements
For the Six Months Ended June 30, 2021 and 2020
(Unaudited)

NOTE 8 - OPERATING LEASE RIGHT OF USE ASSET AND OPERATING LEASE LIABILITY

On November 12, 2019, TopPop LLC executed a lease agreement with Plymouth 4 East Stow LLC (the "Landlord") to rent approximately 26,321 square feet of warehouse space in Marlton, NJ. The lease provided a term of five years commencing upon January 1, 2020 and terminating on December 31, 2024. The lease also provided for a monthly payment to the landlord for common area use of $4,430 and a security deposit to the Landlord of $45,864.

Effective November 6, 2020, the Company executed a lease agreement with Warehouse4Biz LLC (the "Landlord") to rent approximately 14,758 square feet of warehouse space in Bellmawr, NJ. The lease provided a lease term of two years commencing upon December 1, 2020 and terminating on November 30, 2022. The lease provided a security deposit to the landlord of $20,734.

At June 30, 2021 and December 31, 2020, the future undiscounted minimum lease payment under the two noncancellable leases are as follows:

	As of June 30, 2021	As of December 31, 2021
Remainder through December 31, 2021	$ 109,306	$ 216,051
Year ending December 31, 2022	221,600	221,600
Year ending December 31, 2023	143,450	143,450
Year ending December 31, 2024	153,862	153,862
Year ending December 31, 2025 and thereafter	-	-
Total	$ 628,218	$ 734,963

The operating lease liabilities of $628,218 and $734,963 as of June 30, 2021 and December 31, 2020, respectively, represents the discounted (at a 4.75% estimated incremental borrowing rate) value of the future lease payments at June 30, 2021 and December 31, 2020.

For the six months ended June 30, 2021 and 2020, occupancy expense attributed to these two leases were $194,163 and $79,830, respectively.

NOTE 9 - RELATED PARTY TRANSACTIONS

On December 6, 2019 the Company executed a Financial Services Agreement with InnoAccel Solutions ("InnoAccel"), LLC, a controlling member of the Company. InnoAccel had agreed to provide financial and administrative services for the company in exchange for hourly compensations. For the six months ended June 30, 2021 and December 31, 2020, consulting expenses related to InnoAccel was $0 and $178,633, respectively. As of June 30, 2021 and December 31, 2020, the Company owed $30,000 and $60,000 to InnoAccel, respectively.

As of December 31, 2020, the Company owed its Chief Operating Officer and a member of the Company $27,376 for reimbursements of expenses paid on behalf of the Company. The loan is non-interest bearing and due on demand. As of June 30, 2021, this obligation was paid off.

TopPop LLC
Notes to Financial Statements
For the Six Months Ended June 30, 2021 and 2020
(Unaudited)

NOTE 10 - COMMITMENS AND CONTINGENCIES

Compensation Agreement

Effective December 5, 2019, the Company executed Employment Agreement with its Chief Operating Officer Thomas Martin. The employment had no term limits and may be terminated by written notice by either party. The base agreement provides a base salary of at the rate of $250,000.

Effective March 1 2020, the Company executed Employment Agreements with its Chief Marketing Officer Laurance Rassin and its Chief Creative Officer Tracy Memoli. The agreement had no term limits and can be terminated by written notice by either party. Both agreements provide for a base salary $50,000 and a commission equal to 3% of the gross revenue. Both agreements were amended in July 2021, in which annual base salary was increased to $150,000 and additional commission incentives were added.

For the six months ended June 30, 2021 and 2020, the Company officer compensation expense were $215,384 and $123,076, respectively.

Commission Agreements

On July 10, 2019, the Company executed a Commission Agreement with CAA-GBA USA, LLC ("CCA-GBG"). The agreement provides CCA-GBG to receive 5% revenue generated with respect to the co-packing or related manufacturing deal for Anheuser-Busch, LLC. Additionally, CAA-GBG is also entitled to receive 5% of revenue for new business identified. The initial agreement expires on July 31, 2021 and automatically renews every year.

For six months ended June 30, 2021 and 2020, commissions under this agreement was $207,201 and $7,571, respectively.

Effective December 11, 2019, the Company executed a Commission Agreement with Christopher J. Connolly. Mr. Connolly had agreed to provide sales representation services to Company for alcohol ice pop packing opportunities in exchange for commission. The agreement provides a commission 5% of gross revenue collected. The initial term is one year from the effective date. The agreement will renew automatically for 1-year terms unless the agreement is terminated.

For six months ended June 30, 2021 and 2020, no commissions were accrued under this agreement.

Master Purchase Order Assignment Agreement

On May 8, 2020, the Company executed a Master Purchase Order Assignment Agreement with Rosenthal and Rosenthal, Inc ("R&R"). According to the agreement, R&R provides purchase financing up to 70% of the P.O. price in exchange for a fee. The maximum financing under the agreement was $1,000,000. The agreement was terminated by R&R on July 6, 2021.

Settlement Agreement and Release

On November 17, 2020, the Company executed a Settlement Agreement and Release with T.H.E.M, the previous employer of one of Company's members for a complaint filed in the Superior Court for the County of Burlington in New Jersey. According to the agreement, the Company had agreed not to solicit T.H.E.M's clients for period of one year and to pay T.H.E.M a total of $25,000. For the year ended December 31, 2020, the $25,000 settlement charge had been fully paid by the Company.

TopPop LLC
Notes to Financial Statements
For the Six Months Ended June 30, 2021 and 2020
(Unaudited)

NOTE 11 – MEMBER EQUITY

Member	Profit and Loss Percentage as of June 30, 2021
Thomas Martin	27.27%
FrutaPop LLC	27.27%
InnoAccel Investments LLC	45.48%
Total	**100.00%**

Pursuant to the operating agreement, the investor member is to make capital contributions in the amount $1,825,000. On December 31, 2020, InnoAccel Investments LLC converted two promissory notes, resulting in $574,886 in additional equity. On February 28, 2021 InnoAccel Investment LLC converted the remaining promissory note into $175,589 additional equity. No distributions were made for six month ended June 30, 2021 and June 30, 2020.

NOTE 12 - SALES CONCENTRATION

The Company had two significant customers representing approximately 50% and 32% of total sales in the six months ending June 30, 2021 and 48%, and 35% of total sales for the six months ended June 30, 2020. The loss of significant customers or the failure to attract new customers could have a material adverse effect on our business, results of operations and financial condition

NOTE 13 - SUBSEQUENT EVENTS

On July 26, 2021, all of the issued and outstanding membership interests of the Company was acquired by Iconic Brands, Inc ("Iconic") in exchange for (a) $3,995,551 cash; (b) 26,009,600 shares of Iconic's common stock (valued at $0.3125 per share or $8,128,000); (c) $4,900,000 Promissory Notes bearing interest at 10% and due July 26, 2022; and (d) earn-out payments for years ended July 31, 2022 and July 31, 2023 equal to the excess of 1.96 times TopPop's EBITDA for each year over the amount of Promissory Notes repaid for each year. The earn-out payments shall be made, at the election of each TopPop Member, in cash or in shares of Iconic's common stock or a combination thereof provided that not less than 45% of the value of each earn-out payment shall be paid in common stock.

ICONIC BRANDS, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION AS OF DECEMBER 31, 2020 AND FOR THE SIX MONTHS ENDED JUNE 30, 2021

Pro Forma Condensed Combined Financial Statements

On July 26, 2021, Iconic Brands, Inc. (“Iconic Brands,” “ICNB” and/or the “Company”) entered into an acquisition agreement (the “TopPop Acquisition Agreement”) with TopPop LLC, a New Jersey limited liability company (“TopPop”), and each of FrutaPop LLC (“Frutapop”), Innoaccel Investments LLC (“Innoaccel”) and Thomas Martin (“Martin” and, together with Frutapop and Innoaccel, the “TopPop Members”), pursuant to which the TopPop Members sold to the Company and the Company acquired, all of the issued and outstanding membership interests of TopPop. (the “Acquisition”).

The following unaudited pro forma condensed combined financial statements have been prepared to illustrate the estimated effects of the Acquisition. The accompanying unaudited pro forma condensed combined balance sheet as of June 30, 2021 combines the historical consolidated balance sheets of Iconic Brands and TopPop, giving effect to the Acquisition as if it had been completed on June 30, 2021. The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2021 and for the year ended December 31, 2020 combine the historical consolidated income statements of Iconic Brands and TopPop, giving effect to the Acquisition as if it had been completed on January 1, 2020.

These unaudited pro forma condensed combined financial statements are based on, and should be read in conjunction with the accompanying notes as well as the historical audited consolidated financial statements of both Iconic Brands and TopPop as of and for the year ended December 31, 2020, which are included in this proxy statement/prospectus.

The unaudited pro forma condensed combined financial information is provided for illustrative and information purposes only and is not intended to represent or necessarily be indicative of the combined company’s results of operations or financial condition had the Acquisition been completed on the dates indicated, nor do they purport to project our results of operations or financial condition for any future period or as of any future date. The unaudited pro forma condensed combined financial information does not include any expected cost savings or operating synergies, which may be realized subsequent to the combination, or the impact of any non-recurring activity and one-time transaction-related or integration-related items. Moreover, the pro forma adjustments represent best estimates based upon the information available to date and are preliminary and subject to change after more detailed information is obtained.

TopPop and Iconic Brands Corporation
Unaudited Proforma Combined Balance Sheet
as of June 30, 2021

	Historical Iconic Brands	Historical TopPop	Transaction Accounting Adjustments	Other Transaction Adjustments	Pro Forma Combined
ASSETS					
Current Assets					
Cash and cash equivalents	$ 251,679	$ 148,686	$ (3,995,000)**(A)**	$ 11,705,609**(G)**	$ 8,110,974
Accounts receivable	271,316	5,345,231	-	-	5,616,547
Inventory	645,773	1,190,877	-	-	1,836,650
Deposit on Equipment	-	343,019			343,019
Security Deposits	-	131,529			131,529
Other Asset	-	41,257	-	33,334**(G)**	74,591
Loans receivable from officer and affiliated entity-noninterest bearing and due on demand	7,123	-	-	-	7,123
Total current assets	1,175,891	7,200,599	(3,995,000)	11,738,943	16,120,433
Right-of-use assets	22,909	620,219	-	-	643,128
Leasehold improvements, furniture, and equipment	6,531	1,854,551	-	-	1,861,082
Tradename - Trademarks	-	-	6,121,400**(B)**	-	6,121,400
Intellectual Property	-	-	874,000**(B)**	-	874,000
Customer Base	-	-	13,929,000**(B)**	-	13,929,000
Non-Competes	-	-	2,290,200**(B)**	-	2,290,200
Goodwill	-	-	15,730,923**(B)**	-	15,730,923
TOTAL ASSETS	$ 1,205,331	$ 9,675,369	$ 34,950,523	$ 11,738,943	$ 57,570,166
LIABILITIES AND STOCKHOLDERS' DEFICIENCY					
Current Liabilities					
Accounts payable and accrued expenses	3,604,507	2,058,671	-	-	5,663,178
Due to Related Party	-	30,000	-	-	30,000
Deferred Revenue	-	300,301			300,301
Current portion of operating lease liability	22,909	222,839		-	245,748
Contingent consideration	-	-	21,129,464**(C)**	-	21,129,464
Notes payable	954,312	5,508,545	5,042,468**(D)**	(6,454,088)**(H)**	5,051,237
Total Liabilities	$ 4,581,728	$ 8,120,356	$ 26,171,932	$ (6,454,088)	$ 32,419,928
Operating Lease Liabilities - Noncurrent	-	405,379	-	-	405,379
Promissory Notes	-	152,311	-	-	152,311
Total Noncurrent Liabilities	$ 4,581,728	$ 8,678,046	$ 26,171,932	$ (6,454,088)	$ 32,977,618
Stockholders' equity (deficiency):					
Preferred stock, $.001 par value; authorized 100,000,000 shares:					
Series A, 1 and 1 share issued and outstanding as of June 30, 2021 and December 31, 2020, respectively	1	-	-	(1)**(I)**	-
Series A-2, 12,325 and 0 shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively	-	-	-	12**(J)**	12
Series E, 2,115,224 and 2,115,224 shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively	2,115	-	-	(2,115)**(K)**	-
Series F ($1,000 per share stated value), 2,413.75 and 2,413.75 shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively	2,413,750	-	-	(2,413,750)**(K)**	-
Series G ($1,000 per share stated value), 1,475 and 1,475 shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively	1,475,000	-	-	(1,475,000)**(K)**	-
Common stock, $.001 par value; authorized 2,000,000,000 shares, 18,170,551 and 17,268,881 shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively	18,171	-	26,010**(E)**	44,823**(L)**	89,004
Treasury stock, at cost – 0 and 1,000,000 shares common stock as of June 30, 2021 and December 31, 2020, respectively	-	-	-	-	-
Additional paid-in capital	22,682,752	2,419,475	7,698,259**(E)**	23,507,812**(L)**	56,308,298
Accumulated deficit	(28,840,322)	(1,422,152)	1,054,322**(F)**	(1,040,285)**(M)**	(30,248,437)
Total Iconic Brands, Inc. stockholders' equity (deficiency)	(2,248,533)	997,323	8,778,591	18,621,496	26,148,877
Non-controlling interest	(1,127,864)	-	-	(428,465)**(N)**	(1,556,329)
Total Stockholders' Deficiency	(3,376,397)	997,323	8,778,591	18,193,031	24,592,548
Total liabilities and stockholders' equity (deficiency)	$ 1,205,331	$ 9,675,369	$ 34,950,523	$ 11,738,943	$ 57,570,166

See accompanying notes to unaudited pro forma condensed combined financial information

TopPop. and Iconic Brands Corporation
Unaudited Proforma Combined Statement of Operations
For the six months ended June 30, 2021

	Historical Iconic Brands	Historical TopPop	Transaction Accounting Adjustments	Other Transaction Adjustments	Pro Forma Combined
Sales	$ 1,219,447	$ 8,111,547	$ -	$ -	$ 9,330,994
Other Income	-	125,932	-	-	125,932
Total revenue	1,219,447	8,237,479	-	-	9,456,926
Cost of Sales	643,839	5,111,630	-	-	5,755,469
Gross profit	575,608	3,125,849	-	-	3,575,525
Operating expenses					
Officers compensation	367,500	-	-	1,040,285**(Q)**	1,407,785
Professional and consulting fees	1,081,332	-	-	-	1,081,332
Royalties	206,535	-	-	-	206,535
Fulfillment	171,752	-	-	-	171,752
Marketing and advertising	212,587	243,393	-	-	455,980
Occupancy costs	53,840	-	-	-	53,840
Travel and entertainment	19,028	-	-	-	19,028
Investor relations	199,607	-	-	-	199,607
Provision for doubtful accounts	145	-	-	-	145
Other	579,012	-	-	-	579,012
Facility Expenses	-	578,241	-	-	578,241
General and Administrative Expenses	-	1,407,878	-	-	1,407,878
Total operating expenses	2,891,338	2,229,513	-	1,040,285	6,161,136
Operating income (loss)	(2,315,730)	896,336	-	(1,040,285)	(2,585,611)
Other income (expense):					
Forgiveness of Small Business Administration Paycheck Protection Program loan	28,458	-	-	-	28,458
Amortization of debt discounts	(30,032)	-	-	-	(30,032)
Amortization of intangibles	-	-	(1,777,690)**(O)**	-	(1,777,690)
Interest expense	(722)	(628,669)	(188,100)**(P)**	-	(817,491)
Total other income (expense) - net	(2,296)	(628,669)	(1,965,790)	-	(2,596,755)
Net income (loss)	(2,318,026)	267,667	(1,965,790)	(1,040,285)	(5,182,366)
Net loss (income) attributable to noncontrolling interests in subsidiaries and variable interest entity	(24,946)	-	-	-	(24,946)
Net loss attributable to Iconic Brands, Inc.	$ (2,342,972)	$ 267,667	$ (1,965,790)	$ (1,040,285)	$ (5,207,312)
					-
Net loss per common share – basic and diluted	$ (0.14)		$ (0.08)	$ (0.02)	$ (0.06)
Weighted average common shares Outstanding– basic and diluted	16,878,261		26,009,600	44,822,612	87,710,473

See accompanying notes to unaudited pro forma condensed combined financial information

TopPop. and Iconic Brands Corporation
Unaudited Proforma Combined Statement of Operations
For the year ended December 31, 2020

	Historical Iconic Brands	Historical TopPop	Transaction Accounting Adjustments	Other Transaction Adjustments	Pro Forma Combined
Sales	$ 2,848,913	$ 2,241,842	$ -	$ -	$ 5,090,755
Other Income	-	356,644	-	-	356,644
Total revenue	2,848,913	2,598,486	-	-	5,447,399
Cost of Sales	1,330,441	1,733,672	-	-	3,064,113
Gross profit	1,518,472	864,814	-	-	2,026,642
Operating expenses					
Officers compensation	415,000	-	-	1,040,285**(Q)**	1,455,285
Professional and consulting fees	962,481	-	-	-	962,481
Royalties	497,253	-	-	-	497,253
Fulfillment	536,255	-	-	-	536,255
Marketing and advertising	801,445	97,680	-	-	899,125
Occupancy costs	121,579	-	-	-	121,579
Travel and entertainment	41,208	-	-	-	41,208
Investor relations	525,448	-	-	-	525,448
Provision for doubtful accounts	57,104	-	-	-	57,104
Other	758,791	-	-	-	758,791
General and Administrative Expenses	-	1,662,751	-	-	1,662,751
Facility Expenses	-	561,212	-	-	561,212
Total operating expenses	4,716,564	2,321,643	-	1,040,285	8,078,492
Operating Loss	(3,198,092)	(1,456,829)	-	(1,040,285)	(6,051,850)
Other income (expense):					
Loss on investment in and receivable from Can B Corp.	(483,472)	-	-	-	(483,472)
Amortization of intangibles	-	-	(3,555,380)**(O)**	-	(3,555,380)
Interest expense	-	(245,493)	(376,200)**(P)**	-	(621,693)
Gain on Extinguishment of Paycheck Protection Program Loan	-	75,995	-	-	75,995
Total other income (expense) - net	(483,472)	(169,498)	(3,931,580)	-	(4,584,550)
Net loss	(3,681,564)	(1,626,327)	(3,931,580)	(1,040,285)	(10,636,400)
Net loss (income) attributable to noncontrolling interests in subsidiaries and variable interest entity	109,962	-	-	-	109,962
Net loss attributable to Iconic Brands, Inc.	$ (3,571,602)	$ (1,626,327)	$ (3,931,580)	$ (1,040,285)	$ (10,526,438)
Net loss per common share basic and diluted	$ (0.22)		$ (0.15)	$ (0.02)	$ (0.12)
Weighted average common shares Outstanding basic and diluted	16,367,218		26,009,600	44,822,612	87,199,430

See accompanying notes to unaudited pro forma condensed combined financial information

Iconic Brands, Inc. and TopPop
Notes to the unaudited pro forma combined financial information

Note 1 — Description of the Acquisition

On July 26, 2021, Iconic Brands, Inc. (the "Company") entered into an acquisition agreement (the "TopPop Acquisition Agreement") with TopPop LLC, a New Jersey limited liability company ("TopPop"), and each of FrutaPop LLC ("Frutapop"), Innoaccel Investments LLC ("Innoaccel") and Thomas Martin ("Martin" and, together with Frutapop and Innoaccel, the "TopPop Members"), pursuant to which the TopPop Members sold to the Company and the Company acquired, all of the issued and outstanding membership interests of TopPop.

TopPop is a brand owner and contract manufacturing and packaging company specializing in flexible packaging solutions in the food, beverage and health categories. Its first branded and contract products are alcohol-infused ice pops. Its manufacturing facility in Marlton, New Jersey is registered by the Federal Drug Administration and holds a Safe Quality Food certification.

Upon consummation of the acquisition contemplated by the TopPop Acquisition Agreement, the TopPop Members received, in the aggregate: (a) $3,995,000 in cash by transfer of immediately available funds, (b) 26,009,600 shares of Company's common stock, par value $0.001 per share (the "Common Stock"), which shares were valued in the aggregate at $8,128,000, or $0.3125 per share, (c) $4,900,000.00 aggregate principal amount of promissory notes of the Company (the "Promissory Notes") and (d) future additional cash payments as earnout consideration (the "Total Consideration"). The earn-out payments, if any, will be made (i) following the 12-month period commencing on August 1, 2021 (the "First Year"), in an amount (the "First Year Earn-out Amount") equal to each TopPop Member's pro rata portion of the excess, if any, of: (A) 1.96 times TopPop's EBITDA for the First Year over (B) the aggregate amount of the Promissory Notes repaid in cash during the First Year; provided, however, no First Year Earn-out Amount shall be payable if (i)(A) does not exceed (i)(B); and (ii) following the 12-month period commencing on August 1, 2022 (the "Second Year"), in an amount (the "Second Year Earn-out Amount") equal to each TopPop Member's pro rata portion of the excess, if any, of: (A) 1.96 times TopPop's EBITDA for the Second Year over (B) the aggregate amount of the Promissory Notes repaid in cash during the Second Year; provided, however, no Second Year Earn-out Amount shall be payable if (ii)(A) does not exceed (ii)(B). The earn-out payments shall be made, at the election of each TopPop Member, in cash or in shares of Common Stock or a combination thereof, less any reserve for possible indemnification payments, provided that not less than 45% of the value of each earn-out payment shall be paid in Common Stock. If paid in shares of Common Stock, such shares shall be valued at the then-prevailing market rate.

The Promissory Notes bear interest at the rate of 10% per annum and mature on July 26, 2022. The Promissory Notes are not subject to pre-payment penalties; however, the Company may not pre-pay any amount on any Promissory Note without pre-paying a pro-rata portion of all Promissory Notes. In connection with the Promissory Notes, the Company granted to the TopPop Members a security interest in all of the Company's membership interests of TopPop pursuant to certain pledge agreements (the "Pledge Agreements") with each of the TopPop Members, each dated July 26, 2021. The Promissory Notes are not convertible into equity securities of the Company.

The TopPop Acquisition Agreement contains customary representations, warranties and covenants and customary indemnification obligations with regards to breaches of the representation and warranties of the Company, TopPop and the TopPop Members. With regards to breaches of ordinary representations, the Company's indemnitees are only entitled to recover losses in excess of $100,000. Losses incurred by either party's indemnitees as a result of breaches of ordinary representations are subject to a cap of $2,000,000. The TopPop Members' total liability for any indemnifiable losses, in the aggregate, may not exceed the Total Consideration.

The TopPop Acquisition Agreement contains representations and warranties that the parties made to, and solely for the benefit of, each other. Investors in, and security holders of, the Company should not rely on the representations and warranties as characterizations of the actual state of facts since they were made only as of the date of the TopPop Acquisition Agreement. Moreover, information concerning the subject matter of such representation and warranties may change after the date of the TopPop Acquisition Agreement, which subsequent information may or may not be fully reflected in public disclosures.

Note 2 — Basis of Presentation

The following unaudited pro forma condensed combined financial information of the combined company is presented to illustrate the proposed effects of the Acquisition. The unaudited pro forma condensed combined financial information has been prepared in accordance with Article 11 of Regulation S-X, as amended by Securities and Exchange Commission ("SEC") Final Rule Release No. 33-10786 "Amendments to Financial Disclosures about Acquired and Disposed Businesses." Release No. 33-10786 replaced the existing pro forma adjustment criteria with simplified requirements to depict the accounting for the transaction ("Transaction Accounting Adjustments") and present the reasonably estimable synergies and other transaction effects that have occurred or are reasonably expected to occur ("Management's Adjustments"). The combined company has elected not to present Management's Adjustments and will only be presenting Transaction Accounting Adjustments in the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information and explanatory notes have been prepared to illustrate the effects of the Acquisition involving Iconic Brands and TopPop under the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) 805, *Business Combinations*, with Iconic Brands treated as the accounting acquirer. Under the acquisition method of accounting, the identifiable assets acquired, and liabilities assumed of TopPop are recognized and measured as of the acquisition date at fair value, defined in ASC 820, *Fair Value Measurement*, and added to those of Iconic Brands which are based on its respective historical financial information.

ASC 820 defines the term "fair value" and sets forth the valuation requirements for any asset or liability measured at fair value, expands related disclosure requirements and specifies a hierarchy of valuation techniques based on the nature of the inputs used to develop the fair value measures. Fair value is defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be buyers and sellers unrelated to the Company in the principal (or the most advantageous) market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. As a result of these standards, the Company may be required to record assets which are not intended to be used or sold and/or to value assets at fair value measures that do not reflect the intended use of those assets. Many of these fair value measurements can be highly subjective and it is also possible that others, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

Management has made significant estimates and assumptions in its determination of the Transaction Accounting Adjustments. As the unaudited pro forma condensed combined financial information has been prepared based on these preliminary estimates, the final amounts recorded might differ materially from the information presented.

Upon consummation of the Acquisition, a final determination of the fair value of TopPop's assets acquired and liabilities assumed will be performed. Any changes in the fair values of the net assets or total consideration as compared with the information shown in the unaudited pro forma condensed combined financial information may change the amount of the total purchase consideration allocated to goodwill and other assets and liabilities and may impact the Company's statement of operations following the consummation of the Acquisition. The final consideration allocation may be materially different than the preliminary allocation presented in the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information is provided for illustrative and information purposes only and is not intended to represent or necessarily be indicative of the combined company's results of operations or financial condition had the Acquisition been completed on the dates indicated, nor do they purport to project Company's results of operations or financial condition for any future period or as of any future date. The unaudited pro forma condensed combined financial information does not include any expected cost savings or operating synergies, which may be realized subsequent to the combination or the impact of any non-recurring activity and one-time transaction-related or integration-related items. Moreover, the pro forma adjustments represent best estimates based upon the information available to date and are preliminary and subject to change after more detailed information is obtained.

Note 3 — Accounting Policies and Reclassification Adjustments

The Company has not identified all adjustments necessary to conform TopPop's accounting policies to Iconic Brands' accounting policies. Upon consummation of the Acquisition, or as more information becomes available, the Company will perform a more detailed review of TopPop's accounting policies. Upon consummation of the Acquisition, the Company will perform a comprehensive review of its accounting policies. The Company may, as a result, identify additional differences between the accounting policies of the two companies which, when conformed, could have a material impact on the combined consolidated financial statements.

Under the acquisition method of accounting, the identifiable assets acquired, and liabilities assumed of TopPop are recognized and measured as of the acquisition date at fair value and added to those of Iconic Brands. The determination of fair value used in the pro forma adjustments are presented herein.

Note 4 — Acquisition Consideration

The accompanying unaudited pro forma condensed combined financial statements reflect a purchase price of approximately $40,310,676 (the "Acquisition Consideration") comprised of the following:

Purchase Price:	**Fair Value**
Stock (ICNB Common Shares)	$ 4,028,544
ICNB Common Stock - Promissory Note reduction	6,115,200
Cash at Closing	3,995,000
Earn-out /Contingent Consideration	21,129,464
Promissory Note ($4.9M-10%)	5,042,468
Total Purchase Price	**$ 40,310,676**

Note 5 — Purchase Price Allocation

Iconic Brands has performed a preliminary allocation of the Acquisition Consideration to the identifiable assets acquired and liabilities assumed of TopPop. Using the total Acquisition Consideration for the Acquisition, the Company has valued the allocations to such assets and liabilities. The purchase price allocation is based on financial information of TopPop as of the closing date which represents the best information available to management at the time of this filing.

The following table summarizes the allocation of the estimated preliminary Acquisition Consideration:

	Fair Value
Assets acquired	
Cash and cash equivalents	$ 148,686
Accounts receivable	5,495,231
Inventory/WIP	1,104,528
Property and equipment, net	2,197,570
Other assets	455,752
Total assets acquired	**9,401,767**
Liabilities assumed	
Accounts payable	(2,389,364)
Note payable	(5,647,249)
Total liabilities assumed	**(8,036,613)**
Net tangible assets	**$ 1,365,154**
Intangible Assets Acquired	
Tradename - Trademarks	6,121,400
Intellectual Property	874,000
Customer Base	13,929,000
Non-Competes	2,290,200
Goodwill (1)	15,730,922
Total Intangible Assets Acquired	**38,945,523**
Purchase price allocated	**40,310,676**

(1) Goodwill represents the excess of Acquisition Consideration over the fair value of the underlying net assets acquired. In accordance with ASC 350, Goodwill and Other Intangible Assets, goodwill will not be amortized but rather subject to annual impairment test, absent any indicators of impairment. Goodwill recorded in the Acquisitions is not expected to be deductible for tax purposes. Iconic Brands management is still in the process of valuing any identifiable intangible assets, to which the valuation may impact the final goodwill amount.

This purchase price allocation has been used to prepare the Transaction Accounting Adjustments in the condensed combined pro forma balance sheet and statements of operations and is described in more detail in the explanatory notes in Note 6 — Pro Forma Adjustments.

Note 6 — Pro Forma Adjustments

The following is a description of the unaudited pro forma adjustments reflected in the unaudited pro forma condensed combined financial statements:

Adjustments to the Unaudited Pro Forma Condensed Combined Balance Sheet as of June 30, 2021

(A) Represents the net of the amount of cash paid by Iconic Brands to acquire TopPop.

(B) The fair value of intangible assets acquired from TopPop upon acquisition

(C) The fair value of contingent consideration due to acquire TopPop

(D) Represents the fair value of the 10%, $4,900,000 notes payable issued to TopPop upon acquisition.

(E) Represents the (i) $10,143,744 fair value of the 26,009,600 shares of Common Stock issued to the owners of TopPop upon acquisition, less the (ii) close out of TopPop's net intangible assets of $2,419,475

(F) Adjustment to eliminate TopPop's historical accumulated deficit

(G) Represents (i) the $18,372,354 of cash from new investors of Common Stock and Series A-2 preferred, less (ii) $225,000 cash paid to buy back outstanding Series F Preferred from current holders, (iii) $1,000,000 cash paid to Rich DeCicco for the purchase of United Spirits, (iv) $3,426,365 cash paid for transaction costs including attorneys' fees and banker's fees, and (v) $2,015,380 cash paid towards debt assumed in the acquisition of TopPop. (vi) There was a residual $33,334 balance in the escrow account from the Series A-2 Preferred Stock financing.

(H) Represents (i) 547,200 shares of Common Stock and 4,267.71 shares of Series A-2 Preferred Stock issued for exchange of $4,438,708 in 10% OID debt and (ii) the $2,015,380 cash paid towards debt assumed by the Company in the acquisition of TopPop

(I) On July 26, 2021, the Company entered into a securities exchange agreement dated as of July 26, 2021 (the "Series A Preferred Exchange Agreement"), with Richard DeCicco, who, at the time of execution and delivery of such agreement, was the Company's Chief Executive Officer, Chief Financial Officer, chairman of the Company's board of directors (the "Board") and the holder of the Company's one issued and outstanding share of Series A Preferred Stock. Pursuant to the Series A Preferred Exchange Agreement, Mr. DeCicco exchanged his one share of Series A Preferred Stock for 25,600,000 shares of Common Stock. Upon such exchange, the Series A Preferred Stock, which previously gave Mr. DeCicco two votes for every one vote of the Company's outstanding voting securities, was cancelled and all contractual (or similar) rights, preferences and obligations relating to such Series A Preferred Stock became null and void and of no further effect whatsoever.

(J) On July 26, 2021, the Company entered into securities purchase agreements dated as of July 26, 2021 (collectively, the "Purchase Agreement") with certain accredited investors (each an "Investor" and collectively, the "Investors") for the sale of an aggregate of 32,303.11 shares of the Company's newly-created Series A-2 Convertible Preferred Stock, par value $0.001 per share (the "Series A-2 Preferred Stock"), 11,320,201 shares of Common Stock, and warrants (the "Warrants") to purchase 114,690,150 shares of Common Stock, for gross proceeds of $35,840,672, before deducting placement agent and other offering expenses. Pursuant to the Purchase Agreement, the shares of Series A-2 Preferred Stock, Common Stock and Warrants are to be sold in two tranches, the first of which closed on July 26, 2021, for gross proceeds of $22,918,203 for the sale of 12,325.33 shares of Series A-2 Preferred Stock, 6,711,997 shares of Common Stock, and Warrants to purchase 73,338,203 shares of Common Stock. Of the $22,918,203 gross proceeds received by the Company upon the closing of the first tranche, $18,147,354 was paid in cash, $676,708 was paid by assignment to the Company of $676,708 aggregate principal and interest amount of the Company's outstanding original issue discount promissory notes and $3,762,000 was paid by assignment to the Company of $3,762,000 aggregate principal amount of TopPop's outstanding original issue discount promissory notes, all of which notes were cancelled by the Company. A $332,141 discount was applied to the cash component of the purchase price received upon the closing of the first tranche.

(K) On July 26, 2021, the Company entered into securities exchange agreements (collectively, the "Exchange Agreement") with the holders (each a "Holder" and collectively, the "Holders") of the Company's outstanding (a) Series E Convertible Preferred Stock , Series F Convertible Preferred Stock and Series G Convertible Preferred Stock (the "Existing Preferred Stock"), and (b) Series E Common Stock Purchase Warrants, Series F Common Stock Purchase Warrants and Series G Common Stock Purchase Warrants (the "Existing Warrants" and together with the Existing Preferred Stock, collectively, the "Existing Securities"), pursuant to which the Holders exchanged (the "Exchange") (i) all Existing Preferred Stock held by each Holder for shares of Series A-2 Preferred Stock and Warrants, and (ii) all Existing Warrants held by each Holder for shares of Common Stock. In connection with the Exchange, the Holders exchanged all of their Existing Securities for an aggregate of 3,704.80 shares of Series A-2 Preferred Stock, Warrants to purchase 14,304,880 shares of Common Stock, and 2,449,517 shares of Common Stock. Upon the Exchange, the Existing Securities were cancelled and all contractual (or similar) rights, preferences and obligations relating to such Existing Securities became null and void and of no further effect whatsoever.

(L) Represents (i) $18,398,974 of cash received in excess of par value for the issuance of Series A-2 Preferred Stock and of common stock issued to investors for the Series A-2 Preferred Stock financing, less $3,426,367 cash and stock paid for transaction costs as banker's and attorneys' fees, (ii) $4,438,157 value of common stock and preferred stock in excess of par issued for payment of notes payable, (iii) $3,663,652 reclassification from Series E and Series F Preferred Stock to additional paid in capital from the "Exchange Agreement", (iv) $467,250 value of common stock in excess of par for the issuance of 1.5 million shares to consultants after the first closing of the Acquisition, less (v) $25,599 for the issuance of 25.6 million shares of common stock for the 1 share of Series A Preferred Stock and (vi) $8,254 for the issuance of 8.2 million shares of common stock in exchange for old warrants.

(M) Represents the decrease to accumulated deficit related to the (i) $571,535 value in excess of the noncontrolling interest paid to Rich DeCicco for United Spirits, Inc., a New York corporation ("United"). and (ii) the $468,750 value of 1.5 million shares of Common Stock issued to consultants at the closing of the acquisition

(N) On July 26, 2021, the Company entered into a securities purchase agreement dated as of July 26, 2021 (the "United Purchase Agreement") with Mr. DeCicco pursuant to which the Company purchased from Mr. DeCicco, and Mr. DeCicco sold, all of the issued and outstanding capital stock of United. Pursuant to the United Purchase Agreement, upon the closing of the transactions contemplated thereby, Mr. DeCicco transferred, and the Company acquired, 100% of the issued and outstanding capital stock of United in exchange for a purchase price of $1,000,000. The United Purchase Agreement contains customary representations, warranties and covenants of the parties thereto, and the closing of the transactions contemplated by the United Purchase Agreement was subject to the satisfaction of certain closing conditions, including, without limitation, certain approvals from various state liquor authorities. Prior to the closing of the transactions contemplated by the United Purchase Agreement, the Company marketed and sold its wine and spirts products pursuant to an exclusive marketing and distribution agreement between the Company and United. United Spirits was historically consolidated, and this number represents the balance of the noncontrolling interest at the acquisition.

Adjustments to the Unaudited Pro Forma Condensed Combined Statements of Operations

(O) The intangible assets acquired in the acquisition are amortized as follows:

	Life (in years)	Six Months	One Year
		Expense	
Tradename - Trademarks	5	612,140	1,224,280
Intellectual Property	5	87,400	174,800
Customer Base	10	696,450	1,392,900
Non-Competes	3	381,700	763,400
		1,777,690	3,555,380

(P) Represents interest expense on 10% note payable issued upon acquisition

(Q) This amount contains (i) $571,535 value in excess of the noncontrolling interest paid to Rich DeCicco for United Spirits, Inc., a New York corporation ("United"). and (ii) the $468,750 value of 1.5 million shares of Common Stock issued to consultants at the closing of the acquisition