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| TRADEMARK ASSIGNMENT COVER SHEET |
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Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM298954

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|---|-------------------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/29/2011 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Aretta Communications, Inc. | | 12/29/2011 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Cbeyond Communications, LLC | | |
| Street Address: | 320 Interstate North Parkway | | |
| City: | Atlanta | | |
| State/Country: | GEORGIA | | |
| Postal Code: | 30339 | | |
| Entity Type: | Limited Liability Company: Delaware | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3600503 | NETSIP | |
| Registration Number: | 3600474 | NETPBX | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8046982009 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 8047751169 | | |
| Email: | mbaril@mcguirewoods.com | | |
| Correspondent Name: | Mary Baril | | |
| Address Line 1: | 901 e cary st | | |
| Address Line 4: | richmond, VIRGINIA 23219 | | |
| NAME OF SUBMITTER: | Mary Baril | | |
| SIGNATURE: | /Mary Baril/ | | |
| DATE SIGNED: | 03/24/2014 | | |
| Total Attachments: 11 | | | |
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**JOINT ACTION TAKEN BY UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS AND THE SOLE STOCKHOLDER OF
ARETTA COMMUNICATIONS, INC.**

Approval of Merger

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge the Corporation with and into Cbeyond Communications, LLC, a Delaware limited liability company ("CCL"); and

WHEREAS, the Board of Directors has reviewed the terms and conditions of the proposed merger as set forth in the Agreement of Merger attached hereto as Exhibit A and believes that it is advisable and in the best interests of the Corporation and its sole stockholder that the transactions be consummated substantially in the manner presented therein;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes and approves the merger of the Corporation with and into CCL and approves and adopts the Agreement of Merger in substantially the form presented to the Board of Directors together with such changes, additions and deletions thereto as may be deemed advisable by any officer of the Corporation, in his sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

FURTHER RESOLVED, that the Board of Directors of the Corporation recommends approval of the proposed merger to the sole stockholder of the Corporation; and

FURTHER RESOLVED, that the sole stockholder authorizes and approves the merger.

General Authority

FURTHER RESOLVED, that the duly authorized officers of the Corporation be, and each of them acting alone hereby is, authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

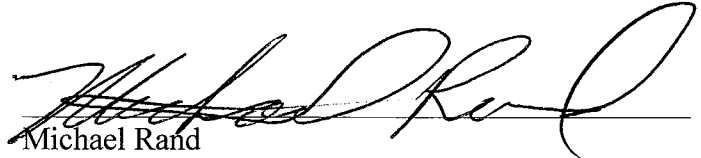
[Signatures on following page]

IN WITNESS WHEREOF, the undersigned hereby consent to the actions described herein effective as of the 29th day of December, 2011.

DIRECTORS:



Marc Fribush



Michael Rand

SOLE STOCKHOLDER:

CBYOND COMMUNICATIONS LLC

By: _____

Name: J. Robert Fugate_____

Title: Authorized Officer

EXHIBIT A

Agreement of Merger

**JOINT ACTION TAKEN BY UNANIMOUS CONSENT
OF THE SOLE MEMBER AND THE BOARD OF MANAGERS OF
CBEYOND COMMUNICATIONS, LLC**

Approval of Merger

WHEREAS, the sole Member and the Board of Managers of the Company have determined that it is in the best interests of the Company to merge Aretta Communications, Inc., a Delaware corporation (“Aretta”), with and into the Company; and

WHEREAS, the sole Member and the Board of Managers have reviewed the terms and conditions of the proposed merger as set forth in the Agreement of Merger attached hereto as Exhibit A and believe that it is advisable and in the best interests of the Company that the transactions be consummated substantially in the manner presented therein;

NOW, THEREFORE, BE IT RESOLVED, that the sole Member and the Board of Managers authorize and approve the merger of Aretta with and into the Company and approve and adopt the Agreement of Merger in substantially the form presented to the sole Member and the Board of Managers together with such changes, additions and deletions thereto as may be deemed advisable by any Officer, in his sole discretion, approval of which will be conclusively evidenced by the signature of such Officer thereon.

General Authority

FURTHER RESOLVED, that the Officers of the Company be, and each of them acting alone hereby is, authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Company or otherwise as any such Officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and

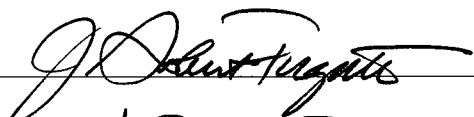
FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

[Signature on following page]

IN WITNESS WHEREOF, the undersigned consent to the actions described herein effective as of the 29th day of December, 2011.

SOLE MEMBER:

CBEYOND, INC.

By: 

Name: J. Robert Fugate

Title: Authorized Officer

EXHIBIT A

Agreement of Merger

AGREEMENT OF MERGER

Pursuant to this Agreement of Merger, dated as of the 31st day of December, 2011, Aretta Communications, Inc., a Delaware corporation, shall be merged with and into Cbeyond Communications, LLC, a Delaware limited liability company.

SECTION 1 DEFINITIONS

1.1 Effective Time. “Effective Time” shall mean the date and time on which the Merger contemplated by this Agreement of Merger becomes effective pursuant to the laws of the State of Delaware, as determined in accordance with Section 2.2 of this Agreement of Merger.

1.2 Surviving Company. “Surviving Company” shall refer to Cbeyond Communications, LLC.

1.3 Merging Corporation. “Merging Corporation” shall refer to Aretta Communications, Inc.

1.4 Merger. “Merger” shall refer to the merger of the Merging Corporation with and into the Surviving Company as provided in Section 2.1 of this Agreement of Merger.

SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions of this Agreement of Merger, at the Effective Time, the Merging Corporation shall be merged with and into the Surviving Company in accordance with applicable law. Cbeyond Communications, LLC shall be the Surviving Company resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Delaware under the name “Cbeyond Communications, LLC.” The Merger shall be consummated pursuant to the terms of this Agreement of Merger, which has been approved by the Board of Directors and the sole stockholder of the Merging Corporation and by the sole Member and the Board of Managers of the Surviving Company.

2.2 Effective Time. The Merger contemplated by this Agreement of Merger shall be effective at 11:59 p.m. EST on December 31, 2011.

2.3 Certificate of Formation. The Certificate of Formation of the Surviving Company as it exists immediately prior to the Effective Time shall remain in full force and effect after the Effective Time until altered or amended as provided therein or pursuant to the Surviving Company’s Limited Liability Company Agreement or applicable law.

2.4 Limited Liability Company Agreement. The Second Amended and Restated Limited Liability Company Agreement of the Surviving Company as it exists immediately prior to the Effective Time shall not be amended by virtue of the Merger and shall remain the Limited

Liability Company Agreement of the Surviving Company until altered or amended as provided in such Limited Liability Company Agreement or applicable law.

2.5 Board of Managers. The Board of Managers of the Surviving Company shall continue to serve as the Board of Managers of the Surviving Company, and shall hold office from and after the Effective Time until their respective successors are elected and qualified or until the earlier of their respective death, resignation or removal.

2.6 Officers. The officers of the Surviving Company shall continue to serve as the officers of the Surviving Company, and shall hold office from and after the Effective Time until their respective successors are elected and qualified or until the earlier of their respective deaths, resignations or removals.

SECTION 3
MANNER OF CONVERTING SHARES AND MEMBERSHIP INTERESTS

The issued and outstanding shares of the Merging Corporation shall be cancelled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding membership interests of the Surviving Company shall remain issued and outstanding and will be unaffected by the Merger.

SECTION 4
MISCELLANEOUS

4.1 Further Assurances. Each party to this Agreement of Merger agrees to take such actions as may be reasonably requested by the other party in order to more effectively consummate or document the transactions contemplated by this Agreement of Merger.

4.2 Plan of Liquidation. Each party to this Agreement of Merger intends for the Merger to qualify as a tax-free liquidation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended (the "Tax Code"). Each party also intends for this Agreement of Merger to constitute a plan of liquidation within the meaning of Section 332 of the Tax Code and the Treasury Regulations thereunder, and each party to this Agreement of Merger hereby adopts such plan of reorganization.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned business entities have caused this Agreement of Merger to be executed by their duly authorized representatives as of the date first above written.

MERGING CORPORATION:

ARETTA COMMUNICATIONS, INC.

By: 

Name: Michael Rand

Title: Authorized Officer

SURVIVING COMPANY:

CBEYOND COMMUNICATIONS, LLC

By: 

Name: J. Robert Fugate

Title: Authorized Officer

**CERTIFICATE OF MERGER
OF
ARETTA COMMUNICATIONS, INC.
(a Delaware corporation)
WITH AND INTO
CBEYOND COMMUNICATIONS, LLC
(a Delaware limited liability company)**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Title 8, Section 264(c) of the Delaware General Corporation Law, Cbeyond Communications, LLC executes the following Certificate of Merger:

1. The name and state of domicile of each of the constituent entities which are to merge are:

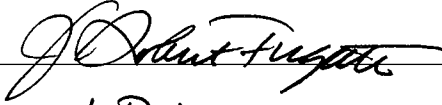
| <u>Name</u> | <u>Domicile</u> |
|-----------------------------|-----------------|
| Aretta Communications, Inc. | Delaware |
| Cbeyond Communications, LLC | Delaware |

2. The Agreement of Merger, dated as of December 31, 2011, between Aretta Communications, Inc. and Cbeyond Communications, LLC has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the Delaware General Corporation Law (and with respect to Aretta Communications, Inc., Section 228) and Section 18-209 of the Delaware Limited Liability Company Act.
3. The name of the surviving company is Cbeyond Communications, LLC.
4. The merger shall be effective at 11:59 p.m. EST on December 31, 2011.
5. The Certificate of Formation of Cbeyond Communications, LLC shall be the Certificate of Formation of the surviving company.
6. A copy of the executed Agreement of Merger is on file at the principal place of business of Cbeyond Communications, LLC, which is located at 320 Interstate North Parkway, Atlanta, Georgia 30339.
7. A copy of the Agreement of Merger will be furnished by Cbeyond Communications, LLC on request, without cost, to any member of Cbeyond Communications, LLC or any stockholder of Aretta Communications, Inc.

[Signature on following page]

IN WITNESS WHEREOF, Cbeyond Communications, LLC has caused this Certificate of Merger to be signed by a duly authorized Officer this 29th day of December, 2011.

CBEYOND COMMUNICATIONS, LLC

By: 

Name: J. Robert Fugate

Title: Authorized Officer