

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM383304

| | | | |
|---|---|---------------------------------|-------------------------|
| SUBMISSION TYPE: | CORRECTIVE ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Corrective Assignment to correct the citizenship of the assignee previously recorded on Reel 005625 Frame 0371. Assignor(s) hereby confirms the assignment. | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Pacific Alaska Freightways, Inc. | | 05/05/2016 | Corporation: WASHINGTON |
| RECEIVING PARTY DATA | | | |
| Name: | Span-Alaska Transportation, LLC | | |
| Street Address: | 3815 W. Valley Highway N | | |
| City: | Auburn | | |
| State/Country: | WASHINGTON | | |
| Postal Code: | 98001 | | |
| Entity Type: | Limited Liability Company: WASHINGTON | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3551489 | DELIVERING CUSTOMIZED SOLUTIONS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3128622200 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 3128622000 | | |
| Email: | rob.soneson@kirkland.com | | |
| Correspondent Name: | Rob Soneson | | |
| Address Line 1: | 300 N LaSalle | | |
| Address Line 2: | Kirkland & Ellis LLP | | |
| Address Line 4: | Chicago, ILLINOIS 60654 | | |
| NAME OF SUBMITTER: | Rob Soneson | | |
| SIGNATURE: | /rsoneson/ | | |
| DATE SIGNED: | 05/05/2016 | | |
| Total Attachments: 17 | | | |
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| source=Statement to Correct the Corporate Designation of Assignee 5-5-2016#page2.tif | | | |
| source=Statement to Correct the Corporate Designation of Assignee 5-5-2016#page3.tif | | | |

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Stylesheet Version v1.2

ETAS ID: TM355387

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|---|--|---------------------------------|----------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Pacific Alaska Freightways, Inc. | | 09/16/2015 | CORPORATION: WASHINGTON |
| RECEIVING PARTY DATA | | | |
| Name: | Span-Alaska Transportation, LLC | | |
| Street Address: | 3815 W. Valley Highway N | | |
| City: | Auburn | | |
| State/Country: | WASHINGTON | | |
| Postal Code: | 98001 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3551489 | DELIVERING CUSTOMIZED SOLUTIONS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3128622200 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 3128622000 | | |
| Email: | rob.soneson@kirkland.com | | |
| Correspondent Name: | Rob Soneson | | |
| Address Line 1: | 300 N LaSalle | | |
| Address Line 2: | Kirkland & Ellis LLP | | |
| Address Line 4: | Chicago, ILLINOIS 60654 | | |
| ATTORNEY DOCKET NUMBER: | 17553-2-RFS | | |
| NAME OF SUBMITTER: | Rob Soneson | | |
| SIGNATURE: | /rsoneson/ | | |
| DATE SIGNED: | 09/17/2015 | | |
| Total Attachments: 3 | | | |
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STATEMENT TO CORRECT THE CORPORATE DESIGNATION OF ASSIGNEE.

THIS STATEMENT TO CORRECT THE CORPORATE DESIGNATION OF ASSIGNEE (this "Statement") is made by Span-Alaska Transportation, LLC, a Washington limited liability company (the "Assignee"), as of May 5, 2016.

WHEREAS, reference is made to that certain Trademark Assignment, dated as of September 16, 2015, pursuant to which Pacific Alaska Freightways, Inc., a Washington corporation, assigned all right, title, and interest, in and to a U.S. trademark registration for "DELIVERING CUSTOMIZED SOLUTIONS" (Reg. No. 3,551,489) (the "Trademark") to Span-Alaska Transportation, LLC, a Delaware limited liability company (the "Original Assignment");

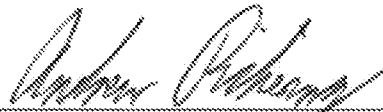
WHEREAS, the Original Assignment was recorded at the U.S. Patent and Trademark Office Assignment Division (the "Assignment Division") on September 17, 2016 at Reel/Frame 5625/0371.

WHEREAS, the Original Assignment incorrectly identified Assignee as a Delaware limited liability company; and

WHEREAS, Assignee is, and was as of the date of the Original Assignment, a Washington limited liability company (see Exhibit A attached hereto).

NOW THEREFORE, the undersigned wishes to record this Statement with the Assignment Division in order to correct the assignment record with respect to the Trademark (see Exhibit B) and the Original Assignment (see Exhibit C).

IN WITNESS WHEREOF, the undersigned, as a duly authorized representative of the Assignee, has personal knowledge of the facts stated in this Statement and hereby attests to the truth thereof as of the date first set forth above.



Name: Andrew Pickering
Title: Chief Financial Officer

EXHIBIT A



Office of the Secretary of State
Corporations & Charities Division

James M. Dolliver Building
801 Capitol Way South • PO Box 40234
Olympia, WA 98504-0234
Tel: 360.725.0377
www.sos.wa.gov/corps

Congratulations:

You have completed the initial filing to create a new business entity. **The next step in opening your new business is to complete a Business License Application.** You may have completed this step already. The Business License Application can be completed online or downloaded at: <http://www.bls.dor.wa.gov/>

If you have any questions about the Business License Application, or would like a Business License Application package mailed to you, please call the Department of Revenue at 1-800-451-7985.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: <http://www.sos.wa.gov/corps>.

IMPORTANT

To keep your filing status active and avoid administrative dissolution, you must:

1. **File an Initial Report** within 120 days of the date your corporation or limited liability company (LLC) was filed. The date of filing is stated on your certificate. Please complete and return the enclosed Initial Report, together with the \$10 filing fee.
2. **File an Annual Report** and pay the annual license fee each year before the anniversary of the filing date for the entity. The registered agent will be sent notice of the Annual Report requirement. But it is the corporation or LLC's responsibility to file the report even if no notice is received.
3. **Maintain a Registered Agent** and registered office in this state. You must notify the Corporations Division if there are any changes in your registered agent, agent's address, or registered office address. Failure to notify the Corporations Division of changes will result in misrouted mail, and possibly administrative dissolution.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: <http://www.sos.wa.gov/corps>.

NATIONAL REGISTERED AGENTS INC
505 UNION AVE SE STE 120
OLYMPIA, WA 98501

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF CONVERSION

to

SPAN-ALASKA TRANSPORTATION, LLC

a/an WA Limited Liability Company. Conversion documents are effective on the date indicated below.

Date: 7/3/2014

UBI Number: 600-427-461



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Kim Wyman".

Kim Wyman, Secretary of State

Date Issued: 7/3/2014

TRADEMARK

REEL: 005788 FRAME: 0393



Office of the Secretary of State
Corporations & Charities Division

INITIAL REPORT
FEE: \$10.00

RETURN COMPLETED FORM AND PAYMENT TO:
(Checks made payable to "Secretary of State")

801 Capitol Way South
PO Box 40234
Olympia, WA 98504-0234

Entity Name: SPAN-ALASKA TRANSPORTATION, LLC
Payment Due By: 10/31/2014
Unified Business Identifier: 600-427-461
State of Incorporation: WA
Inc./Qual. Date: 2/23/1978

TYPE OR PRINT ALL INFORMATION IN DARK INK

| | |
|--|--|
| <p>Current Registered Agent/Office</p> <p>NATIONAL REGISTERED AGENTS INC 505 UNION AVE SE STE 120 OLYMPIA, WA 98501</p> | <p>Registered Agent/Office Changes <i>(Changes must be approved by the Board of Directors)</i></p> <p>New Registered Agent Name _____</p> <p>Consent to Appointment _____ <i>Signature of New Registered Agent</i></p> <p>Required Street Address _____</p> <p>City _____ State WA Zip Code _____</p> <p>Optional Mailing Address _____</p> <p>City _____ State WA Zip Code _____</p> |
|--|--|

REPORT SECTION MUST BE FILLED IN COMPLETELY – DO NOT LEAVE SPACES BLANK

Principal place of business in WA YES NO _____ **WA** _____
Address City Zip

Nature of Business _____ Telephone (____) _____ Email _____

Foreign Entities - Principal office address.

Address City State Zip Country

- CORPORATION:** Print or type names and addresses of **ALL** corporate officers and directors *(attach additional list if necessary)*.
 LLC: Print or type names and addresses of Members or Managers *(attach additional list if necessary)*.

| Name | Title | Address | City | State | Zip |
|------|-------|---------|------|-------|-----|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

SIGNATURE _____ *Of governing person listed above* _____ *Type or Print Name and Title* _____ *Date*

CORPORATIONS INFORMATION AND ASSISTANCE – 360/725-0377

Rev. 01-006 4/14

TRADEMARK
REEL: 005788 FRAME: 0394

ARTICLES OF CONVERSION
FROM A DOMESTIC CORPORATION TO
A LIMITED LIABILITY COMPANY

FILED

JUL 03 2014

WA SECRETARY OF STATE

600 427 461

*In accordance with the provisions of
Chapter 25.15 of the Revised Code of Washington*

The undersigned, being duly authorized to execute and file these Articles of Conversion from a Washington corporation to a Washington limited liability company for the purposes of converting Span-Alaska Transportation, Inc., a Washington corporation (the "Corporation"), into a Washington limited liability company (the "Limited Liability Company") pursuant to Chapter 25.15 of the Revised Code of Washington, does hereby certify as follows:

FIRST: The jurisdiction where the Corporation first formed is Washington.

SECOND: The jurisdiction of the Corporation immediately prior to filing these Articles of Conversion is Washington.

THIRD: The date the Corporation first formed is February 23, 1978.

FOURTH: The name of the Corporation immediately prior to filing these Articles of Conversion is Span-Alaska Transportation, Inc.

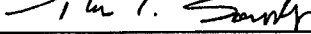
FIFTH: The name of the Limited Liability Company as set forth in the Certificate of Formation is Span-Alaska Transportation, LLC.

SIXTH: These Articles of Conversion and the conversion contemplated hereby were duly adopted by written consent of the Board of Directors of the Corporation and the sole Shareholder of the Corporation in accordance with the provisions of Section 23B.10.030 of the Washington Business Corporation Act and in accordance with the governing documents of the Corporation.

SEVENTH: These Articles of Conversion is to become effective upon their filing with the Secretary of State of the State of Washington.

The undersigned, being the duly authorized person, for the purposes of converting the the Corporation into a domestic limited liability company pursuant to Chapter 25.15 of the Revised Code of Washington, does make these Articles of Conversion, hereby declare and certify that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hands on the 3rd day of July 2014.

SPAN-ALASKA TRANSPORTATION, INC.
a Washington corporation

By: 
Name: Thomas Souply
Title: Chief Executive Officer and President

**CERTIFICATE OF FORMATION
OF
SPAN-ALASKA TRANSPORTATION, LLC**

* * * * *
*In accordance with the provisions of
Chapter 25.15 of the Revised Code of Washington*
* * * * *

The undersigned, being duly authorized to execute and file this Certificate of Formation for the purpose of forming a limited liability company pursuant to Chapter 25.15 of the Revised Code of Washington, hereby adopts the following Certificate of Formation:

FIRST

The name of the limited liability company is Span-Alaska Transportation, LLC (the "Company").

SECOND

The Company's registered office in the State of Washington is located at 505 Union Avenue SE, Suite 120, in the city of Olympia, County of Thurston, 98501. The registered agent of the Company for service of process at such address is National Registered Agents, Inc.

THIRD

The street address of the principal place of business of the Company is 3815 W. Valley Hwy N, Auburn, WA 98001.

FOURTH

The Company will be formed on the date this Certificate of Formation is filed with the Secretary of State of the State of Washington.

FIFTH

The Company is to have perpetual existence.

SIXTH

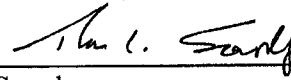
The management of the Company shall be vested in the member(s).

SEVENTH

The name and street address of each person executing this Certificate of Formation is as follows:

Thomas Souply
2719 13th Street Place Southwest
Puyallup, WA 98373

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the 3rd day of July 2014.



Thomas Souply
Authorized Person

CONSENT TO SERVE AS REGISTERED AGENT

I, National Registered Agents, Inc., hereby Consent to serve as Registered Agent in the State of Washington, for the following:

Span-Alaska Transportation, LLC

I understand that as agent, it will be my responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the Registered Office address.

7-3-14
Date

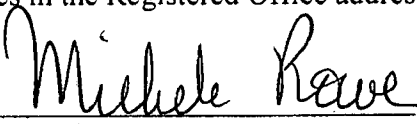

Michele Rowe
Michele Rowe
Assistant Secretary

EXHIBIT B

EXHIBIT B

| MARK | COUNTRY | SERIAL NO./ APP. DATE | REG. NO./ REG. DATE | OWNER OF RECORD |
|---------------------------------------|----------------|----------------------------------|--------------------------------|-------------------------------------|
| DELIVERING CUSTOMIZED SOLUTIONS | U.S. | 77365907 1/7/2008 | 3551489 12/23/2008 | Pacific Alaska Freightways, Inc. |

EXHIBIT C

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of September 16, 2015 ("Effective Date") by and between **Pacific Alaska Freightways, Inc.**, a Washington corporation, with an address at 2812 70th Ave. E, Fife, Washington 98424 ("Assignor"), in favor of **Span-Alaska Transportation, LLC**, a Delaware limited liability company, with a place of business at 3815 W. Valley Highway N, Auburn, WA 98001 ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of September 16, 2015 (the "Agreement"); and

WHEREAS, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the trademark registrations and applications set forth on **Schedule A** attached hereto, in each case, together with the goodwill of the business associated therewith (collectively, the "Marks").

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

Assignor shall take all further actions, and provide to Assignee, Assignee's successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens, assignments, powers of attorney or other documentation) requested by Assignee to more fully and effectively effectuate the purposes of this Assignment

* * * * *

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized representatives as of the Effective Date.

PACIFIC ALASKA FREIGHTWAYS, INC.



Name: J. Alain Smith

Title: President

SCHEDULE A

| | MARK | COUNTRY | SERIAL NO. / APP. DATE | REG. NO. / REG. DATE | OWNER OF RECORD |
|----|---------------------------------------|----------------|-----------------------------------|---------------------------------|-------------------------------------|
| 1. | DELIVERING CUSTOMIZED SOLUTIONS | U.S. | 77365907 1/7/2008 | 3551489 12/23/2008 | Pacific Alaska Freightways, Inc. |