

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM479336

|                                                                                                                                                                                                 |                                     |                       |                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----------------------|--------------------|
| <b>SUBMISSION TYPE:</b>                                                                                                                                                                         | NEW ASSIGNMENT                      |                       |                    |
| <b>NATURE OF CONVEYANCE:</b>                                                                                                                                                                    | MERGER                              |                       |                    |
| <b>EFFECTIVE DATE:</b>                                                                                                                                                                          | 01/06/2014                          |                       |                    |
| <b>CONVEYING PARTY DATA</b>                                                                                                                                                                     |                                     |                       |                    |
| <b>Name</b>                                                                                                                                                                                     | <b>Formerly</b>                     | <b>Execution Date</b> | <b>Entity Type</b> |
| Spring Communications, Inc.                                                                                                                                                                     |                                     | 12/27/2013            | Corporation: UTAH  |
| <b>RECEIVING PARTY DATA</b>                                                                                                                                                                     |                                     |                       |                    |
| <b>Name:</b>                                                                                                                                                                                    | Spring Communications Holding, Inc. |                       |                    |
| <b>Street Address:</b>                                                                                                                                                                          | 3939 South Wasatch Boulevard        |                       |                    |
| <b>Internal Address:</b>                                                                                                                                                                        | Suite 1                             |                       |                    |
| <b>City:</b>                                                                                                                                                                                    | Salt Lake City                      |                       |                    |
| <b>State/Country:</b>                                                                                                                                                                           | UTAH                                |                       |                    |
| <b>Postal Code:</b>                                                                                                                                                                             | 84124                               |                       |                    |
| <b>Entity Type:</b>                                                                                                                                                                             | Corporation: DELAWARE               |                       |                    |
| <b>PROPERTY NUMBERS Total: 3</b>                                                                                                                                                                |                                     |                       |                    |
| <b>Property Type</b>                                                                                                                                                                            | <b>Number</b>                       | <b>Word Mark</b>      |                    |
| <b>Registration Number:</b>                                                                                                                                                                     | 3447050                             | SPRING                |                    |
| <b>Registration Number:</b>                                                                                                                                                                     | 3871927                             | S FACTOR              |                    |
| <b>Registration Number:</b>                                                                                                                                                                     | 3756823                             | SPRING MOBILE         |                    |
| <b>CORRESPONDENCE DATA</b>                                                                                                                                                                      |                                     |                       |                    |
| <b>Fax Number:</b>                                                                                                                                                                              |                                     |                       |                    |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> |                                     |                       |                    |
| <b>Phone:</b>                                                                                                                                                                                   | 303-473-2861                        |                       |                    |
| <b>Email:</b>                                                                                                                                                                                   | docket@hollandhart.com              |                       |                    |
| <b>Correspondent Name:</b>                                                                                                                                                                      | Andrea Anderson                     |                       |                    |
| <b>Address Line 1:</b>                                                                                                                                                                          | P.O. Box 8749                       |                       |                    |
| <b>Address Line 2:</b>                                                                                                                                                                          | Attention: Trademark Docketing      |                       |                    |
| <b>Address Line 4:</b>                                                                                                                                                                          | Denver, COLORADO 80201              |                       |                    |
| <b>ATTORNEY DOCKET NUMBER:</b>                                                                                                                                                                  | 57141.0032                          |                       |                    |
| <b>NAME OF SUBMITTER:</b>                                                                                                                                                                       | Andrea Anderson                     |                       |                    |
| <b>SIGNATURE:</b>                                                                                                                                                                               | /Andrea Anderson/                   |                       |                    |
| <b>DATE SIGNED:</b>                                                                                                                                                                             | 06/27/2018                          |                       |                    |

CH \$90.00 3447050

**Total Attachments: 7**

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State of Utah  
DEPARTMENT OF COMMERCE  
Division of Corporations & Commercial Code  
Articles of Merger / Share Exchange

Entity Number: \_\_\_\_\_

|                                     |                  |
|-------------------------------------|------------------|
| Non-Refundable Processing Fee:      |                  |
| <input checked="" type="checkbox"/> | Domestic \$37.00 |
| <input type="checkbox"/>            | Foreign \$37.00  |

RECEIVED  
JAN 08 2014

Utah Div. of Corp. & Comm. Code

CLS

01-08-14 P05:18 RCVD

2025  
Provision Number: 5466192  
Amount Paid: \$74.00  
01/08/2014

SEE SCHEDULE I ATTACHED HERETO

\_\_\_\_\_ the non-surviving corporation  
In  
SPRING COMMUNICATIONS HOLDINGS, INC., a Delaware corporation  
\_\_\_\_\_ the surviving corporation

ARTICLE I - Surviving Corporation  
Section 1

The name of the corporation surviving the merger is Spring Communications Holding, Inc., a Delaware corporation and such name  has  has not been changed as a result of the merger.

The principal address of the surviving corporation is:  
3939 South Wasatch Boulevard, Suite 1, Salt Lake City, Utah 84124

Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Section 2

- A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on \_\_\_\_\_.
- B. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware \_\_\_\_\_ and  qualified  not qualified to do business in Utah.  
Note: If application for Certificate of Authority to Transact Business is filed concurrently herewith state "Upon approval of Application for Certificate of Authority."
- C. The effective date of the merger described herein shall be the date upon which these Articles are filed with the Utah Division of Corporations and Commercial Code, or \_\_\_\_\_.

ARTICLE II - Non-surviving Corporation(s)

The name, state of incorporation, and date incorporation or qualification (if applicable) respectively, of each Utah domestic corporation and/or foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation: See Schedule I attached hereto for list of Non-surviving Corporation(s)

State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_

State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_

State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_

State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_

State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

ARTICLE III - Plan of Merger or Share Exchange

The Plan of Merger or Share Exchange, containing such information as required by Utah Code 16-10a-1101, is set forth in "Exhibit A", attached hereto and made a part hereof.

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

**ARTICLE IV - Manner of Adoption & Vote of Surviving Corporation (must complete Section 1 or 2)**

**Section 1**

Shareholder vote not required. The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

**Section 2**

Vote of shareholders (complete either A or B) The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 27, 20<sup>13</sup> and signed by all shareholders entitled to vote.  
 B. Vote of shareholders during a meeting called by the Board of Directors.

|                                                              | TOTAL | A | B | C |
|--------------------------------------------------------------|-------|---|---|---|
| Designation of each voting group (i.e. preferred and common) |       |   |   |   |
| Number of outstanding shares                                 |       |   |   |   |
| Number of votes entitled to be cast                          |       |   |   |   |
| Number of votes represented at meeting                       |       |   |   |   |
| Shares voted in favor                                        |       |   |   |   |
| Shares voted against                                         |       |   |   |   |

**ARTICLE V - Manner of Adoption & Vote of Non-surviving Corporation (must complete Section 1 or 2)**

**Section 1**

Shareholder vote not required. The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

**Section 2**

Vote of shareholders (complete either A or B) The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 27, 20<sup>13</sup> and signed by all shareholders entitled to vote.  
 B. Vote of shareholders during a meeting called by the Board of Directors.

|                                                              | TOTAL | A | B | C |
|--------------------------------------------------------------|-------|---|---|---|
| Designation of each voting group (i.e. preferred and common) |       |   |   |   |
| Number of outstanding shares                                 |       |   |   |   |
| Number of votes entitled to be cast                          |       |   |   |   |
| Number of votes represented at meeting                       |       |   |   |   |
| Shares voted in favor                                        |       |   |   |   |
| Shares voted against                                         |       |   |   |   |

In Witness Whereof, the undersigned being the \_\_\_\_\_ of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this \_\_\_\_\_ day of December, 20<sup>13</sup>.

Signature: [Handwritten Signature] Printed Name: Jason Ellis, President

Mailing/Faxing Information: [www.corporations.utah.gov/contactus.html](http://www.corporations.utah.gov/contactus.html) Division's Website: [www.corporations.utah.gov](http://www.corporations.utah.gov)

**SCHEDULE I  
TO  
ARTICLES OF MERGER**

**List of Non-Surviving Corporations**

| <b>Name of Corporation</b>              | <b>State of Domicile</b> | <b>Date of Incorporation</b> |
|-----------------------------------------|--------------------------|------------------------------|
| Spring Communications - Blue Wire, Inc. | Utah                     | 09/24/2012                   |
| Spring Communications GLA, Inc.         | Utah                     | 10/07/2013                   |
| Spring Communications Idaho, Inc.       | Utah                     | 11/20/2008                   |
| Spring Communications - Illinois, Inc.  | Utah                     | 03/22/2013                   |
| Spring Communications MNP, Inc.         | Utah                     | 05/09/2012                   |
| Spring Communications Nevada, Inc.      | Utah                     | 03/28/2012                   |
| Spring Communications, Inc.             | Utah                     | 04/02/2001                   |
| Spring Communications - Texas, Inc.     | Utah                     | 05/31/2013                   |

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# EXHIBIT A

## PLAN OF MERGER

**PLAN OF MERGER** (this "Plan of Merger") is with respect to the Merger (as defined below) of Spring Communications Blue Wire, Inc., a Utah corporation ("Subsidiary"), with and into Spring Communications Holding, Inc., a Delaware corporation ("Parent"). Parent and Subsidiary are sometimes referred to collectively as the "Constituent Entities."

### RECITALS

The board of directors of the Parent deems it advisable and in the best interests of the Constituent Entities that Subsidiary merge with and into Parent, with Parent as the surviving entity, upon the terms and conditions provided herein and pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL").

### PLAN

**NOW, THEREFORE**, in consideration and furtherance of the foregoing, the Subsidiary shall merge with and into Parent, with Parent as the surviving entity, on the following terms and conditions:

#### **1. Terms and Conditions**

a. **Merger.** As set forth herein and in accordance with the DGCL at the Effective Time (as defined below), Subsidiary shall be merged with and into Parent (the "Merger"), and Parent shall be the surviving corporation continuing to be governed by the laws of the State of Delaware (the "Surviving Corporation"), effective at the date and time that the Certificate of Ownership is filed with the Secretary of State of the State of Delaware (the "Effective Time").

b. **Succession.** At the Effective Time, Parent shall continue its corporate existence under the name "Spring Communications Holding, Inc." and under the laws of the State of Delaware as the Surviving Corporation, and the separate existence of Subsidiary shall be terminated and cease.

c. **Effect of Merger.** At the Effective Time, all of the rights, privileges, and powers of each of the Constituent Entities, all real, personal, and mixed property, and all obligations due to each of the Constituent Entities, as well as all other things and causes of action of each of the Constituent Entities, shall be vested in the Surviving Corporation and shall thereafter be the rights, privileges, powers, and property of, and obligations due to, the Surviving Corporation. Title to any property vested in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; *except* that all rights of creditors in and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired in the same property, however held. All obligations of the Constituent Entities shall be attached to the Surviving Corporation and may be fully enforced against the Surviving Corporation.

d. **Capital Stock of Constituent Entities.** At the Effective Time, by virtue of the Merger and without any consideration or further action on the part of the Constituent Entities, the outstanding capital stock of Subsidiary issued prior to the Effective Time shall be automatically

canceled and extinguished and shall cease to exist and any certificates evidencing ownership thereof shall be void and of no effect. The issued and outstanding shares of capital stock of Parent shall not be affected in any manner by virtue of the Merger.

## **2. Charter Documents, Directors and Officers**

a. **Articles of Incorporation and Bylaws.** The articles of incorporation and bylaws, as each have been amended through the Effective Time, of Parent in effect at the Effective Time shall continue to be the articles of incorporation and bylaws of the Surviving Corporation at and after the Effective Time, without change or amendment until further amended in accordance with the provisions thereof and applicable law.

b. **Directors.** The directors of Parent immediately prior to the Effective Time shall continue to be the directors of the Surviving Corporation at and after the Effective Time, to serve until the expiration of their respective terms and until their respective successors are duly elected and qualified.

c. **Officers.** The officers of Parent immediately prior to the Effective Time shall continue to be the officers of the Surviving Corporation at and after the Effective Time, to serve at the pleasure the board of directors of Parent.

## **3. Miscellaneous**

a. **Further Assurances.** If at any time after the Effective Time of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest in Parent full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Constituent Entities, the officers of Parent are fully authorized in the name of Subsidiary, Parent or otherwise to take, and will take, all such lawful and necessary action, so long as such action is not inconsistent with this Plan of Merger.

b. **Amendment.** Prior to the Effective Time, this Plan of Merger may be amended in any manner by the Constituent Entities as they may deem necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Plan of Merger.

c. **Conditions to Merger.** The obligation to effect the transactions contemplated hereby is subject to the satisfaction of the following conditions (any or all of which may be waived to the extent permitted by law): (a) the Merger and the Plan of Merger shall have been approved by the board of directors of Parent to the extent required by and in accordance with the DGCL; and (b) any and all consents, permits, approvals and orders deemed in the sole discretion of Parent to be material to consummation of the Merger shall have been obtained.

d. **Abandonment or Deferral.** At any time before the Effective Time, (a) this Plan of Merger may be terminated and the Merger may be abandoned by the board of directors of Parent, and (b) the consummation of the Merger may be deferred for a reasonable period of time if the board of directors of Parent determine such action to be in the best interests of the Constituent Entities. In the event of termination of this Plan of Merger, this Plan of Merger shall become void and of no effect and there shall be no liability on the part of either of the



Constituent Entities or their boards of directors or stockholders, as applicable, with respect thereto, except that Parent shall pay all expenses incurred in connection with the Merger and this Plan of Merger or relating thereto.

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