

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM548187

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Linoma Group, Inc.		12/05/2017	Corporation: NEBRASKA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Help/Systems, LLC		
<b>Street Address:</b>	6455 City West Parkway		
<b>City:</b>	Eden Prairie		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55344		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5017281	GOANYWHERE	
<b>Registration Number:</b>	3780617	LINOMA SOFTWARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6124927077		
<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>	6124927717		
<b>Email:</b>	mhill@fredlaw.com		
<b>Correspondent Name:</b>	Michelle Hill		
<b>Address Line 1:</b>	200 South Sixth Street		
<b>Address Line 2:</b>	Suite 4000		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		
<b>ATTORNEY DOCKET NUMBER:</b>	51940.51		
<b>NAME OF SUBMITTER:</b>	Michelle Hill		
<b>SIGNATURE:</b>	/Michelle Hill/		
<b>DATE SIGNED:</b>	11/05/2019		
<b>Total Attachments: 3</b>			
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**AGREEMENT AND PLAN OF MERGER  
OF  
LINOMA GROUP, INC., a Nebraska corporation  
WITH AND INTO  
HELP/SYSTEMS, LLC, a Delaware limited liability company**

This Agreement and Plan of Merger ("Plan of Merger") is entered into by Linoma Group, Inc., a Nebraska corporation, and Help/Systems, LLC, a Delaware limited liability company, effective as of the date set forth below.

**ARTICLE 1.  
MERGER OF COMPANIES**

1.1) Merging Companies. The names and addresses of the constituent companies are Linoma Group, Inc., a Nebraska corporation ("Linoma"), 103 South 14<sup>th</sup> Street, Ashland, NE 68003, and Help/Systems, LLC, a Delaware limited liability company ("Help/Systems"), 6455 City West Parkway, Eden Prairie, MN 55344. Help/Systems owns one hundred percent (100%) of the outstanding shares of common stock issued by Linoma. The constituent companies will be combined by the merger of Linoma with and into Help/Systems, with Help/Systems as the surviving company (the "Merger"), pursuant to the applicable provisions of the Nebraska Model Business Corporation Act (the "NE Act") and the Delaware Limited Liability Company Act (the "DE Act," and together with the NE Act, the "Acts").

1.2) Surviving Company. The name and jurisdiction of the surviving company is Help/Systems, LLC, a Delaware limited liability company (the "Surviving Company").

**ARTICLE 2.  
MEANS OF EFFECTING THE MERGER  
AND CONVERTING OWNERSHIP INTEREST**

2.1) The Merger. The Merger will be effective as of 11:59 p.m. EST on December 31, 2017 (the "Effective Time"). At the Effective Time, Linoma will be merged with and into Help/Systems in accordance with the provisions of the Acts, whereupon the separate corporate existence of Linoma will cease, and Help/Systems will alone continue in existence as the Surviving Company. All transactions after the Effective Time will be deemed transactions of and for the account of Help/Systems as the Surviving Company.

2.2) Succession. As of the Effective Time, Help/Systems will succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both constituent companies. The title to any real property or any interest therein, vested by deed or otherwise, in either constituent company will not revert or be in any way impaired by reason of the Merger. Further, all rights of creditors and all liens upon any property of either of the constituent companies will be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the constituent companies will become those of Help/Systems and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by Help/Systems.

2.3) Instruments of Further Assurance. If at any time after the Effective Time, the Surviving Company will determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the constituent companies to any of the property rights of the constituent companies, the appropriate officer or authorized agent of the constituent companies is hereby authorized to execute, to acknowledge, and to deliver all such instruments of further assurance, and to do all acts or things, in the name of the constituent companies, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Cancellation of Stock and Continuation of Limited Liability Company Interests.

(a) Linoma Shares. Each share of common stock of Linoma held by the sole shareholder of Linoma immediately prior to the Effective Time will, by virtue of the Merger, be cancelled.

(b) Help/Systems Limited Liability Company Interests. Each limited liability company interest of Help/Systems held by any person, whether as a member of Help/Systems or otherwise, held immediately prior to the Effective Time will, by virtue of the Merger, and without any action on the part of the holder thereof, remain in existence.

### **ARTICLE 3. ORGANIZATION OF THE SURVIVING COMPANY**

3.1) Certificate of Formation and Limited Liability Company Agreement of the Surviving Company. The Certificate of Formation of the Surviving Company, and the Limited Liability Company Agreement of the Surviving Company, will be the existing Certificate of Formation of Help/Systems and the Limited Liability Company Agreement of Help/Systems, dated October 10, 2007, as may be amended from time to time, in effect prior to the Effective Time until thereafter amended in accordance with applicable law.

3.2) Management of the Surviving Company. From and after the Effective Time, the sole member of Help/Systems of record at the Effective Time will continue as the managing member of the Surviving Company.

3.3) Authorized Agents of the Surviving Company. From and after the Effective Time, the authorized agents of Help/Systems of record as of the Effective Time will continue as the authorized agents of the Surviving Company.

**\*\*\*Signature Page to Agreement and Plan of Merger Follows\*\*\***

Entered into as of the 5th day of December, 2017.

**LINOMA GROUP, INC.**

By:   
Name: Daniel R. Mayleben  
Its: Chief Financial Officer

**HELP/SYSTEMS, LLC**

BY: HELP/SYSTEMS HOLDINGS, INC.,  
ITS: managing member

By:   
Name: Daniel R. Mayleben  
Its: Chief Financial Officer

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*Signature Page to Agreement and Plan of Merger of Linoma Group, Inc.  
with and into Help/Systems, LLC*