

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM563780

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/30/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spread Networks, LLC		09/30/2018	Limited Liability Company: MISSISSIPPI
RECEIVING PARTY DATA			
Name:	Spread Holdings, LLC		
Street Address:	1805 29th Street, Suite 2050		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80301		
Entity Type:	Limited Liability Company: MISSISSIPPI		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3950544	SPREAD NETWORKS	
Registration Number:	3950542	SPREAD NETWORKS	
CORRESPONDENCE DATA			
Fax Number:	3038630223		
<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:	3038639700		
Email:	phirschman@sheridanross.com		
Correspondent Name:	Pamela N. Hirschman		
Address Line 1:	Sheridan Ross P.C.		
Address Line 2:	1560 Broadway, Suite 1200		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	5778-107		
NAME OF SUBMITTER:	Pamela Hirschman		
SIGNATURE:	/Pamela Hirschman/		
DATE SIGNED:	02/25/2020		
Total Attachments: 5			
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Fee: \$ 50



Filed: 10/02/2018 01:10 PM
C. Delbert Hosemann, Jr.
Secretary of State

DELBERT HOSEMANN
Secretary of State

P.O. BOX 136
JACKSON, MS 39205-0136

TELEPHONE: (601) 359-1633

Articles of Merger

Effective Date of Merger: 09/30/2018

Merging Business(es)

<i>Business ID</i>	<i>Name of Entity</i>	<i>Entity Type</i>	<i>State</i>
974008	Spread Networks, LLC	Limited Liability Company	MS

Survivor Details

Business ID: 940970 ***Business Name:*** Spread Holdings, LLC
State: MS ***Entity Type:*** Limited Liability Company

New Principal Office Address: 1805 29th Street, Suite 2050
Boulder, CO 80301

A statement that the plan or merger was approved by shareholders and members or that shareholder/member approval was not required signed by a representative of each company involved in the merger must be attached.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of the 30th day of September, 2018, by and between Spread Networks, LCC, a Mississippi limited liability company ("Spread Networks") and Spread Holdings, LLC, a Mississippi limited liability company (the "Company").

RECITALS

WHEREAS, for administrative efficiency, the parties hereto wish to engage in a merger pursuant to which Spread Networks will be merged with and into the Company (the "Merger");

WHEREAS, the Board of Managers of Spread Networks and the Board of Managers of the Company have approved the Merger and this Agreement and the transactions contemplated hereby, in each case after having determined that the Merger and this Agreement and the transactions contemplated hereby are fair to, advisable, and in the best interest of Spread Networks and the Company and their respective members;

WHEREAS, Spread Networks filed its initial Certificate of Formation with the Mississippi Secretary of State and the Company filed its initial Certificate of Formation with the Mississippi Secretary of State;

WHEREAS, the Company owns 100% of the outstanding membership interests of Spread Networks;

WHEREAS, the Company, as the sole member of Spread Networks, and Zayo Group, LLC, as the sole member of the Company, have approved the Merger and this Agreement and the transactions contemplated hereby, in accordance with the Amended and Restated Limited Liability Company Agreement of Spread Networks and Section 79-29-221 of the Mississippi Limited Liability Company Act ("MLLCA");

WHEREAS, pursuant to the transactions contemplated by this Agreement and on the terms and conditions set forth herein, the parties hereto desire to effect the Merger in accordance with the MLLCA.

AGREEMENTS

NOW, THEREFORE, in consideration of the recitals and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto covenant and agree as follows:

1. Merger. Effective as of the close of business on the Effective Date (as hereinafter defined):

(a) Spread Networks shall be merged with and into the Company, and the separate existence of Spread Networks shall cease.

(b) The Company shall be the surviving company.

(c) The merger shall have the effects set forth in this Agreement and MLLCA. Without limiting the generality of the foregoing and subject thereto, as of the Effective Date, all the property, rights, privileges, immunities, powers and franchises of Spread Networks shall vest in the Company, and all debts, liabilities, obligations and duties of Spread Networks shall become the debts, liabilities, obligations and duties of the Company.

(d) The parties hereto shall cause a Certificate of Merger meeting the requirements of Section 79-29-221 of the MLLCA to be properly executed and filed with the Mississippi Secretary of State in accordance with the terms and conditions of the MLLCA.

(e) The Merger shall become effective upon the filing of the Certificate of Merger, as specified above (the "Effective Date").

(f) The Certificate of Formation of the Company in effect as of the Effective Date shall be the Certificate of Formation of the surviving company. The Certificate of Formation of the Company will not be amended in connection with the merger of Spread Networks with and into the Company.

(g) The Second Amended and Restated Operating Agreement of the Company in effect as of the Effective Date shall be the operating agreement of the surviving company.

(h) The Board of Managers of the Company immediately prior to the Effective Date shall be the Board of Managers of the surviving company, and shall hold office for the term provided in the Second Amended and Restated Operating Agreement of the Company.

(i) The address of the Company's principal place of business is: 1821 30th Street, Unit A, Boulder, Colorado 80301. This Agreement is on file at the Company's principal place of business, and a copy of this Agreement will be furnished by the Company or its successor on request, without cost, to any member of the constituent companies.

2. Conversion of Securities. At the Effective Date, by virtue of the Merger and without any action on the part of the Company or Spread Networks or their respective members, as applicable:

(a) All membership interests of Spread Networks shall be automatically cancelled and/or retired and will cease to exist, and no consideration will be delivered in exchange therefor; and

(b) All membership interests of the Company on the Effective Date shall remain issued and outstanding following the consummation of the Merger.

3. Additional Covenants and Agreements.

(a) The Company shall be responsible for the timely payment of all applicable filing fees and franchise taxes.

(b) The officers of the Company and Spread Networks are authorized, directed and empowered to execute, acknowledge and deliver any and all documents and to perform any and all acts reasonably necessary to consummate the transactions contemplated hereby, including but

not limited to the cancellation of the certificates evidencing the membership interests of Spread Networks following the consummation of the Merger.

4. Miscellaneous.

(a) This Agreement may only be amended, modified or supplemented by an agreement in writing signed by each party hereto. No waiver by any party of any of the provisions hereof shall be effective unless set forth in writing and signed by the party so waiving.

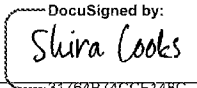
(b) This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

(c) This Agreement shall be construed, governed and enforced in accordance with the laws of the State of Mississippi.

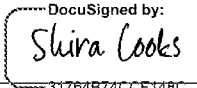
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement as of the date first written above.

SPREAD NETWORKS, LLC

By: 
Name: Shira Cooks
Title: Assistant Secretary

SPREAD HOLDINGS, LLC

By: 
Name: Shira Cooks
Title: Assistant Secretary

[Agreement and Plan of Merger – Spread Networks, LLC]