

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM563939

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/30/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spread Holdings, LLC		09/30/2018	Limited Liability Company: MISSISSIPPI
RECEIVING PARTY DATA			
Name:	Zayo Group, LLC		
Street Address:	1805 29th Street, Suite 2050		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80301		
Entity Type:	Limited Liability Company: DELAWARE		
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:	5778-108		
NAME OF SUBMITTER:	Pamela Hirschman		
SIGNATURE:	/Pamela Hirschman/		
DATE SIGNED:	02/26/2020		
Total Attachments: 6			
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Fee: \$ 50



Filed: 10/04/2018 11:38 AM
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>
940970	Spread Holdings, LLC	Limited Liability Company	MS

Survivor Details

Business ID: (not registered) **Business Name:** Zayo Group, LLC
State: DE **Entity Type:** Limited Liability Company

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

A foreign surviving entity choosing not to register with the state of Mississippi may not transact business in Mississippi and agrees that the Mississippi Secretary of State shall be its agent for service of process.

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 Holdings, LCC, a Mississippi limited liability company ("Spread Holdings") and Zayo Group, LLC, a Delaware limited liability company (the "Company").

RECITALS

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

WHEREAS, the Board of Managers of Spread Holdings 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 Holdings and the Company and their respective members;

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

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

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

WHEREAS, Zayo Group Holdings, Inc., as the sole member of the Company, has approved the Merger and this Agreement and the transactions contemplated hereby, in accordance with the Amended and Restated Operating Agreement of the Company and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"); and

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 and DLLCA.

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 Holdings shall be merged with and into the Company, and the separate existence of Spread Holdings shall cease.
 - (b) The Company shall be the surviving company.
 - (c) The merger shall have the effects set forth in this Agreement and the DLLCA 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 Holdings shall vest in the Company, and all debts, liabilities, obligations and duties of Spread Holdings 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 parties hereto shall cause a Certificate of Merger meeting the requirements of Section 18-209 of the DLLCA to be properly executed and filed with the Delaware Secretary of State in accordance with the terms and conditions of the DLLCA.
- (f) The Merger shall become effective upon the filing of the Certificates of Merger, as specified above (the "Effective Date").
- (g) 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 Holdings with and into the Company.
- (h) The Amended and Restated Operating Agreement of the Company in effect as of the Effective Date shall be the operating agreement of the surviving company.
- (i) 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 Amended and Restated Operating Agreement of the Company.
- (j) 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 Holdings or their respective members, as applicable:

- (a) All membership interests of Spread Holdings 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 Holdings 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 Holdings 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 Delaware.

[SIGNATURE PAGE FOLLOWS]

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

SPREAD HOLDINGS, LLC

DocuSigned by:
Shira Cooks
By: _____
Name: Shira Cooks
Title: Assistant Secretary

ZAYO GROUP, LLC

DocuSigned by:
Shira Cooks
By: _____
Name: Shira Cooks
Title: Assistant Secretary

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is _____
Zayo Group, LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving
Limited Liability Company is Spread Holdings, LLC.
The jurisdiction in which this Limited Liability Company was formed is MS.

Third: The Agreement of Merger has been approved and executed by both Limited
Liability Companies.

Fourth: The name of the surviving Limited Liability Company is _____
Zayo Group, LLC

Fifth: The executed agreement of merger is on file at _____
1821 30th Street, Unit A, Boulder, CO 80301,
the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited
Liability Company on request, without cost, to any member of the Limited Liability
Company or any person holding an interest in any other business entity which is to merge
or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate
to be signed by an authorized person, this 30 day of September, A.D., 2018.

By: 
Authorized Person

Name: Shira Cooks
Print or Type