

**FILED EFFECTIVE**

12 MAY -4 PM 1:30

SECRETARY OF STATE  
STATE OF IDAHO

**PLAN AND STATEMENT OF MERGER**

This PLAN AND STATEMENT OF MERGER ("Plan of Merger") is made and entered into between Boise Spectrum LLC ("Spectrum") and Gene & Doreen LLC ("G & D") on January 1, 2012.

1. **Merging Entities and Surviving Entity.**
  - a. Gene & Doreen LLC, a limited liability company organized under the laws of the State of Idaho, is merging with and into
  - b. Boise Spectrum LLC, a limited liability company organized under the laws of the State of Idaho, shall be the surviving entity.
2. **Approval of G & D.** The members and managers of G & D have approved the merger with and into Spectrum and the consummation of the transactions contemplated by this Plan of Merger upon the terms and subject to the conditions set forth in this Plan of Merger, the Idaho Entity Transaction Act ("IETA") and all other applicable laws, and the Operating Agreement of G & D, as amended.
3. **Approval of Spectrum.** The members and managers of Spectrum have approved the merger of G & D with and into Spectrum and the consummation of the transactions contemplated by this Plan of Merger upon the terms and subject to the conditions set forth in this Plan of Merger, the IETA and all other applicable laws, and the Operating Agreement of Spectrum, as amended.
4. **Merger.** Upon the terms and subject to the conditions of this Plan of Merger, G & D shall be merged with and into Boise and the separate existence of G & D shall thereupon cease.
5. **Effective Date.** The merger shall be effective as of the earliest date and time allowed by law after the date hereof.
6. **Effect of Merger.** The merger shall have the effects set forth in Section 30-18-206 of the IETA, and all other applicable law.
7. **Membership.** G & D and Spectrum are wholly owned by the same entity ("Parent Company"). Upon the merger, the Parent Company's 100% membership interest in G & D shall be converted into and become part of the Parent Companies 100% membership interest in Spectrum.

IDAHO SECRETARY OF STATE  
05/04/2012 05:00  
CK: 984855 CT: 172899 BH: 1322870  
1 @ 30.00 = 30.00 STATE MERGE # 2

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8. **Interpretation.** This Plan of Merger (i) constitutes the entire agreement among the parties regarding the subject matter hereof and shall be governed in all respects by the laws of the State of Idaho.
9. **Certification.** By signing below the Managers of G & D and Spectrum certify that they are, respectively, the duly appointed manager of the company and that the necessary number of total votes cast by the members of the company approved this Plan of Merger.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed as of the date set forth above, effective as of the earliest date and time authorized by law after the date hereof.

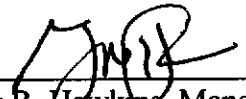
**G & D:**

Gene & Doreen LLC,  
an Idaho limited liability company

By:   
Gary R. Hawkins, Manager

**SPECTRUM (SURVIVING COMPANY):**

Boise Spectrum LLC,  
an Idaho limited liability company

By:   
Gary R. Hawkins, Manager