

05-29-1998

COVER SHEET
(SONLY)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings



TRADEMARK FEE PROCESS.
RECEIVED

To the Honorable Comm.

100721858

record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Charleston Television, Inc.

- Individual(s)
- General Partnership
- Corporation-State South Carolina
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Limited Partnership
- Change of Name

Execution Date: April 30, 1997

2. Name and address of receiving party(ies)

Name: Media General Broadcasting

Internal Address:

Street Address: 333 E. Grace Street

City: Richmond State: VA ZIP: 23293

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,542,932

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Leslie S. Spitalney

Internal Address: Holland & Knight LLP

Street Address: 2100 Pennsylvania Ave., N.W.

City: Washington State: DC ZIP: 20037

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

40 E

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Leslie S. Spitalney
Name of Person Signing

Leslie Spitalney
Signature

5-11-98
Date

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to:



ARTICLES OF MERGER
OF
CHARLESTON TELEVISION, INC.
INTO

MEDIA GENERAL BROADCASTING, INC.
UNDER SECTION 33-11-107 OF THE SOUTH CAROLINA BUSINESS
CORPORATION ACT OF 1988

- FIRST:** Charleston Television, Inc., a South Carolina corporation originally incorporated on October 15, 1970 (the "Disappearing Corporation"), shall merge with and into Media General Broadcasting, Inc. (the "Merger"), a New York corporation (which was formed under the name Roy H. Park Broadcasting of Utica-Rome, Inc.) incorporated on May 5, 1969, with Media General Broadcasting, Inc. being the surviving corporation (the "Surviving Corporation"); the Surviving Corporation will be governed by the laws of the State of New York.
- SECOND:** The Disappearing Corporation has one thousand (1000) issued and outstanding shares of common stock entitled to vote, constituting all of its capital stock; all such stock is owned by Media General, Inc. (the "Parent"), a Virginia corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock entitled to vote, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc.
- THIRD:** The effective date of the Merger shall be the date on which these Articles of Merger is filed with the Secretary of State of the State of South Carolina.
- FOURTH:** The Merger has been approved in accordance with the South Carolina Business Corporation Act of 1988 and the Business Corporation Law of New York, and the Merger is in compliance therewith. The agreement and plan of merger was adopted by the boards of directors of the surviving Corporation and of the Disappearing Corporation by unanimous written consent without a meeting. The Parent, the sole shareholder of the Disappearing Corporation, and Media General Broadcasting Holdings, Inc., the sole shareholder of the Surviving Corporation, are entitled to vote on the Merger and have approved the Merger by unanimous written consent without a meeting.
- FIFTH:** The Surviving Corporation appoints the Secretary of State of the State of South Carolina as its agent for service of process in a proceeding to enforce any

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE.

JUN 03 1997


SECRETARY OF STATE OF SOUTH CAROLINA

TRADEMARK
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obligation or the rights of dissenting shareholders of the Disappearing Corporation.

SIXTH: The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Chapter 13 of the South Carolina Business Corporation Act of 1988.

SEVENTH: The agreement and plan of merger is attached hereto as Exhibit A.

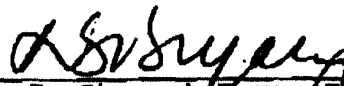
EIGHTH: These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single Articles of Merger.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 30 day of April, 1997, and subscribe and affirm that the statements contained herein are true and correct under the penalty of perjury of law.

MEDIA GENERAL BROADCASTING, INC.

By: 
Name: J. Stewart Bryan III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

DC01/144353-1 //

TRADEMARK
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Exhibit A

AGREEMENT AND PLAN OF MERGER
OF
CHARLESTON TELEVISION, INC.
INTO
MEDIA GENERAL BROADCASTING, INC.

AGREEMENT AND PLAN OF MERGER, dated as of April 30, 1997, by and between Media General Broadcasting, Inc., a New York corporation and Charleston Television, Inc., a South Carolina corporation (the "Disappearing Corporation"). Pursuant to Section 907 of the Business Corporation Law of New York and Section 33-11-107 of the South Carolina Business Corporation Act, the constituent corporations agree that they shall merge (the "Merger") according to the terms set forth below:

FIRST: The Disappearing Corporation, which was originally incorporated on October 15, 1970 shall merge with and into Media General Broadcasting, Inc., which was originally incorporated under the name Roy H. Park Broadcasting of Utica-Rome, Inc. on May 5, 1969; Media General Broadcasting, Inc. will be the surviving corporation (the "Surviving Corporation") and will be governed by the laws of the State of New York.

SECOND: The Disappearing Corporation has one thousand (1,000) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General, Inc. (the "Parent"), a Virginia corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc., a Delaware corporation.

THIRD: The Merger shall be effective as of the date on which the Articles of Merger and the Certificate of Merger are filed with each respective State (the "Effective Date"). Upon the Merger, the corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Disappearing Corporation, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of the Disappearing Corporation shall cease as of the Effective Date.

FOURTH: As of the Effective Date, the issued and outstanding shares of the capital stock of the Surviving Corporation and of the Disappearing Corporation shall become and be converted as follows: (A) the shares of the Surviving Corporation's stock which are outstanding immediately prior to

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IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

MEDIA GENERAL BROADCASTING, INC.

By: *J. Stewart Bryan III*
Name: J. Stewart Bryan III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

CHARLESTON TELEVISION, INC.

By: *Joseph W. Evans III*
Name: Joseph W. Evans III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation; and (B) the certificates representing the shares of the Disappearing Corporation's stock outstanding and presently owned by the Parent shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of the Surviving Corporation and the Disappearing Corporation; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Surviving Corporation and the Disappearing Corporation.

FIFTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of the Surviving Corporation.

SIXTH: This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

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State of New York
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 05 1997



A handwritten signature in cursive script, appearing to read "J. Clark", written in black ink.

Special Deputy Secretary of State

DOS-1266 (5/96)

f970603000.827

CT-07 CERTIFICATE OF MERGER
 OF
 CHARLESTON TELEVISION, INC.
 INTO
 MEDIA GENERAL BROADCASTING, INC.
 UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

- FIRST:** Charleston Television, Inc., a South Carolina corporation originally incorporated on October 15, 1970 (the "Disappearing Corporation"), shall merge with and into Media General Broadcasting, Inc. (the "Merger"), a New York corporation (which was formed under the name Roy H. Park Broadcasting of Utica-Rome, Inc.) incorporated on May 5, 1969, with Media General Broadcasting, Inc. being the surviving corporation (the "Surviving Corporation"); the Surviving Corporation will be governed by the laws of the State of New York.
- SECOND:** The Disappearing Corporation has one thousand (1000) issued and outstanding shares of common stock entitled to vote, constituting all of its capital stock. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock entitled to vote, constituting all of its capital stock.
- THIRD:** The effective date of the Merger shall be the date on which this Certificate of Merger is filed with the Secretary of State of the State of New York.
- FOURTH:** The Merger has been approved in accordance with the South Carolina Business Corporation Act of 1988 and the Business Corporation Law of New York, and the Merger is in compliance therewith. The agreement and plan of merger was adopted by the boards of directors of the Surviving Corporation and of the Disappearing Corporation by unanimous written consent without a meeting. Media General, Inc., the sole shareholder of the Disappearing Corporation, and Media General Broadcasting Holdings, Inc., the sole shareholder of the Surviving Corporation, are entitled to vote on the Merger and have approved the Merger by unanimous written consent without a meeting.
- FIFTH:** The Disappearing Corporation did not file an application for authority to do business in the State of New York because it does not do business in the

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State of New York and will not do business in the State of New York.

SIXTH: No amendments to the Surviving Corporation's certificate of incorporation are to be effected by the Merger.

SEVENTH: This Certificate of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single Certificate of Merger.


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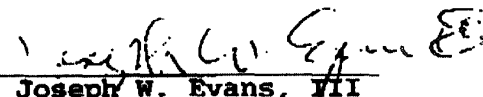
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of this 30 day of April, 1997, and subscribe and affirm that the statements contained herein are true and correct under the penalty of perjury of law.

MEDIA GENERAL BROADCASTING, INC.

By: 
Name: J. Stewart Bryan III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

CHARLESTON TELEVISION, INC.

By: 
Name: Joseph W. Evans, III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

CT-07

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CERTIFICATE OF MERGER
 OF
 CHARLESTON TELEVISION, INC.
 INTO
 MEDIA GENERAL BROADCASTING, INC.
 UNDER SECTION 904 OF THE
 BUSINESS CORPORATION LAW

2cc

STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED JUN 03 1997
 TAX \$ _____
 BY: HSZ

HBKK

Dow Lohnes & Albertson
 1200 New Hampshire Avenue, NW, Ste. 700
 Washington, DC 20036

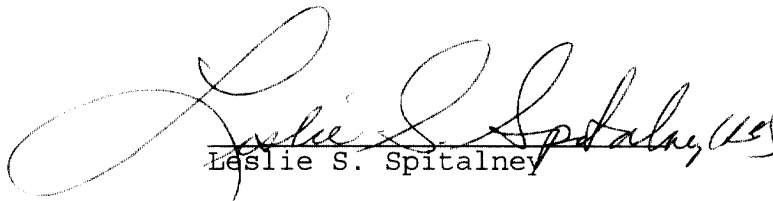
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BILLED

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CERTIFICATE OF DELIVERY

I hereby certify that this Request for Recordation of Assignment is being hand-delivered to the Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, Virginia this 17th day of May, 1998.


Leslie S. Spitalney

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Media General Broadcasting, Inc.)
Mark: WCBD 2 LISTENS)
Serial No.: 75/336,839)
Filing Date: August 6, 1997)

To: The Honorable Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

REQUEST FOR RECORDATION OF ASSIGNMENT

Sir:

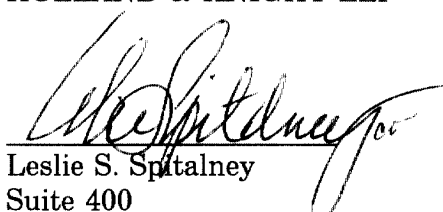
Enclosed for recordal are the Articles of Merger and Certificate of Merger in connection with the merger of Charleston Television, Inc., a South Carolina corporation into Media General Broadcasting, Inc., a New York corporation. The recordal fees prescribed in 37 C.F.R. § 2.6(b)(6) are submitted herewith.

Please return the recorded assignment to the undersigned.

Respectfully submitted,

HOLLAND & KNIGHT LLP

By:


Leslie S. Spitalney
Suite 400
2100 Pennsylvania Avenue, N.W.
Washington, D.C. 20037
(202) 955-3000

Attorney for Assignee

Dated: May 11, 1998

WAS1-349012

RECORDED: 05/11/1998

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