



100970542

Tab settings → → → ▼

To the Honorable Commissioner of Patents and Tradem.

documents or copy thereof.

1. Name of conveying party(ies) **FEB 22 AM 8:52**  
**Pacific Star Communications, Inc.**  
**OPR/FINANCE**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies)       Yes  No

2. Name and address of receiving party(ies):

Name: **Capstar Operating Corporation**

Internal Address: **Suite 1400**

Street Address: **600 Congress**

City: **Austin**                      State: **TX**      ZIP: **78701**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is                       Yes  N  
(Designations must be a separate document from  
Additional name(s) & address(es)                       Yes  N

3. Nature of conveyance: **2-22-99**

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: **12151998**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers                       Yes  No

B. Trademark Registration No.(s)

**2175718**

Yes  No

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

Name: **W. Scott Brown**

Internal Address: **Vinson & Elkins L.L.P.**  
**2300 First City Tower**

Street Address: **1001 Fannin**

City: **Houston**                      State: **TX**      ZIP: **77002**

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ **\$25.00**

Enclosed  
 Authorized to be charged to deposit account

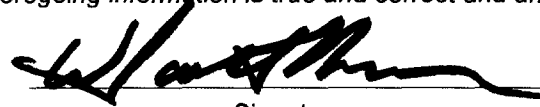
8. Deposit account number:  
**22-0365 if any additional fees are necessary**

02/23/1999 JSHADAZZ 00000120 220365 2175718  
01 FC:481                      15.00 CH                      25.00 OP

DO NOT USE THIS SPACE

**40E**

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.*

**W. Scott Brown**                                            **2/16/99**

Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and **17**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERON BROADCASTING CORPORATION", A DELAWARE CORPORATION, "ASHEVILLE BROADCASTING CORP.", A DELAWARE CORPORATION, "ATLANTIC CITY BROADCASTING CORP.", A DELAWARE CORPORATION, "ATLANTIC STAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

"BEATRICE BROADCASTING CORP.", A DELAWARE CORPORATION, "BREADBASKET BROADCASTING CORPORATION", A DELAWARE CORPORATION,

"CAPSTAR EMPLOYEE MANAGEMENT COMPANY, INC.", A DELAWARE CORPORATION,

"CENTRAL STAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION, "COMMODORE MEDIA OF FLORIDA, INC.", A DELAWARE CORPORATION, "COMMODORE MEDIA OF KENTUCKY, INC.", A DELAWARE CORPORATION, "COMMODORE MEDIA OF NORWALK, INC.", A DELAWARE CORPORATION, "COMMODORE MEDIA OF PENNSYLVANIA, INC.", A DELAWARE

CORPORATION,

"COMMODORE MEDIA OF WESTCHESTER, INC.", A DELAWARE



*Edward J. Freel*

Edward J. Freel, Secretary of State

2044532 8100M

AUTHENTICATION: 9495138

981506889

DATE: 12-30-98

TRADEMARK REEL: 1858 FRAME: 0648

CORPORATION,

"CORKSCREW BROADCASTING CORPORATION", A DELAWARE

CORPORATION,

"CURREY BROADCASTING CORPORATION", A DELAWARE CORPORATION,

"DAYTONA BEACH BROADCASTING CORP.", A DELAWARE CORPORATION,

"GCBR, INC.", A DELAWARE CORPORATION,

"GCBR, L.P.", A DELAWARE LIMITED PARTNERSHIP,

"GULFSTAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS ARKANSAS, INC.", A DELAWARE

CORPORATION,

"GULFSTAR COMMUNICATIONS BATON ROUGE, INC.", A DELAWARE

CORPORATION,

"GULFSTAR COMMUNICATIONS BEAUMONT, INC.", A DELAWARE

CORPORATION,

"GULFSTAR COMMUNICATIONS CORPUS CHRISTI, INC.", A DELAWARE

CORPORATION,

"GULFSTAR COMMUNICATIONS HOLDINGS, INC.", A DELAWARE

CORPORATION,

"GULFSTAR COMMUNICATIONS KILLEEN, INC.", A DELAWARE

CORPORATION,



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2044532 8100M

DATE: 9495138

981506889

12-30-98

TRADEMARK  
REEL: 1858 FRAME: 0649

"GULFSTAR COMMUNICATIONS KILLEEN LICENSEE, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS LUBBOCK, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS LUBBOCK LICENSEE, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS LUFKIN, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS MANAGEMENT, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS NEW MEXICO, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS OKLAHOMA, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS PORT ARTHUR, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS TEXARKANA, INC.", A DELAWARE CORPORATION,

"GULFSTAR COMMUNICATIONS TYLER, INC.", A DELAWARE CORPORATION,



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2044532 8100M

DATE: 9495138

981506889

12-30-98

TRADEMARK  
REEL: 1858 FRAME: 0650

"GULFSTAR COMMUNICATIONS VICTORIA, INC.", A DELAWARE CORPORATION,  
"GULFSTAR COMMUNICATIONS WACO, INC.", A DELAWARE CORPORATION,  
"HOUNDSTOOTH BROADCASTING CORPORATION", A DELAWARE CORPORATION,  
"LADNER COMMUNICATIONS HOLDING CORP.", A DELAWARE CORPORATION,  
"MOUNTAIN RADIO CORPORATION", A DELAWARE CORPORATION,  
"NELSON BROADCASTING CORPORATION", A DELAWARE CORPORATION,  
"O.C.C., INC.", A DELAWARE CORPORATION,  
"ORANGE COMMUNICATIONS, INC.", A DELAWARE CORPORATION,  
"OSBORN SOUND & COMMUNICATIONS CORP.", A DELAWARE CORPORATION,  
"PACIFIC STAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,  
"POINT MADISON ACQUISITION COMPANY, INC.", A DELAWARE CORPORATION,  
"RAINBOW BROADCASTING CORPORATION", A DELAWARE CORPORATION,  
"RKZ TELEVISION; INC.", A DELAWARE CORPORATION,  
"SEA STAR COMMUNICATIONS, INC.", A DELAWARE CORPORATION,



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2044532 8100M

DATE: 9495138

981506889

12-30-98

TRADEMARK  
REEL: 1858 FRAME: 0651

"SHORT BROADCASTING CORPORATION", A DELAWARE CORPORATION,  
 "SNG HOLDINGS, INC.", A DELAWARE CORPORATION,  
 "SONANCE WACO LICENSE SUBSIDIARY, INC.", A DELAWARE  
 CORPORATION,  
 "SONANCE WACO OPERATING COMPANY, INC.", A DELAWARE  
 CORPORATION,  
 "SOUTHEAST RADIO HOLDING CORP.", A DELAWARE CORPORATION,  
 "WNOK ACQUISITION COMPANY, INC.", A DELAWARE CORPORATION,  
 "YELLOW BRICK RADIO CORPORATION", A DELAWARE CORPORATION,  
 WITH AND INTO "CAPSTAR OPERATING CORPORATION" UNDER THE NAME  
 OF "CAPSTAR OPERATING CORPORATION", A CORPORATION ORGANIZED AND  
 EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
 AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D.  
 1998, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
 THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
 DECEMBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
 NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*  
 \_\_\_\_\_  
 Edward J. Freel, Secretary of State

AUTHENTICATION:

2044532 8100M

DATE: 9495138

981506889

12-30-98

**TRADEMARK**  
**REEL: 1858 FRAME: 0652**

EXHIBIT A

**MERGED ENTITIES**

<b>Name of Entity</b>	<b>Type of Entity</b>	<b>State of Organization<sup>2</sup></b>	<b>Authorized Capital Stock</b>
<del>21723187-CT-NO TAX</del> Ameron Broadcasting Corporation	C <sup>1</sup>	Delaware	n/a
<del>2356417-PH-\$30.00</del> Asheville Broadcasting Corp.	C	Delaware	n/a
<del>2361854-PH-\$30.00</del> Atlantic City Broadcasting Corp.	C	Delaware	n/a
<del>2496246-CT-\$30.00</del> Atlantic Star Communications, Inc.	C	Delaware	n/a
<del>2068106-PH-\$590.00</del> Beatrice Broadcasting Corp.	C	Delaware	n/a
<del>2563285-PH-\$30.00</del> Breadbasket Broadcasting Corporation	C	Delaware	n/a
<del>2670014-CT-\$30.00</del> Capstar Employee Management Company, Inc.	C	Delaware	n/a
<del>2638561-CT-\$30.00</del> Central Star Communications, Inc.	C	Delaware	n/a
<del>2120032-PH-\$30.00</del> Commodore Media of Florida, Inc.	C	Delaware	n/a
<del>0917781-PH-\$30.00</del> Commodore Media of Kentucky, Inc.	C	Delaware	n/a
<del>2196537-PH-\$30.00</del> Commodore Media of Norwalk, Inc.	C	Delaware	n/a
<del>0931587-PH-\$30.00</del> Commodore Media of Pennsylvania, Inc.	C	Delaware	n/a
<del>2091511-PH-\$30.00</del> Commodore Media of Westchester, Inc.	C	Delaware	n/a
<del>2356419-PH-\$30.00</del> Corkscrew Broadcasting Corporation	C	Delaware	n/a
<del>2098285-PH-\$30.00</del> Currey Broadcasting Corporation	C	Delaware	n/a
<del>2356418-PH-\$30.00</del> Daytona Beach Broadcasting Corp.	C	Delaware	n/a
<del>2835204-CT-\$30.00</del> GCBR, Inc.	C	Delaware	n/a
<del>2836251-CT-\$100.00</del> GCBR, L.P.	LP <sup>3</sup>	Delaware	n/a
<del>2760553-CT-\$30.00</del> GulfStar Communications, Inc.	C	Delaware	n/a

EXHIBIT A (cont)

Name of Entity	Type of Entity	State of Organization <sup>2</sup>	Authorized Capital Stock
GulfStar Communications Arkansas, Inc.	C	Delaware	n/a 2655/25 CT + 30
GulfStar Communications Baton Rouge, Inc.	C	Delaware	n/a 252/255 CT + 30
GulfStar Communications Beaumont, Inc.	C	Delaware	n/a 241/981 CT + 30
GulfStar Communications Corpus Christi, Inc.	C	Delaware	n/a 260/396 CT + 30
GulfStar Communications Holdings, Inc.	C	Delaware	n/a 241/982 CT + 30
GulfStar Communications Killeen, Inc.	C	Delaware	n/a 241/4804 CT + 30
GulfStar Communications Killeen Licensee, Inc.	C	Delaware	n/a 241/4808 CT + 30
GulfStar Communications Lubbock, Inc.	C	Delaware	n/a 241/4799 CT + 30
GulfStar Communications Lubbock Licensee, Inc.	C	Delaware	n/a 241/4802 CT + 30
GulfStar Communications Lufkin, Inc.	C	Delaware	n/a 241/7979 CT + 30
GulfStar Communications Management, Inc.	C	Delaware	n/a 255/8784 CT + 30
GulfStar Communications New Mexico, Inc.	C	Delaware	n/a 269/1930 CT + 30
GulfStar Communications Oklahoma, Inc.	C	Delaware	n/a 273/488 CT + 30
GulfStar Communications Port Arthur, Inc.	C	Delaware	n/a 241/7959 CT + 30
GulfStar Communications Texarkana, Inc.	C	Delaware	n/a 241/9988 CT + 30



## EXHIBIT A (cont)

Name of Entity	Type of Entity	State of Organization <sup>2</sup>	Authorized Capital Stock
2417993-CT- \$30.00 GulfStar Communications Tyler, Inc.	C	Delaware	n/a
GulfStar Communications Victoria, Inc. 2417988-CT- \$30.00	C	Delaware	n/a
GulfStar Communications Waco, Inc. 2626911-CT- GS \$30.	C	Delaware	n/a
Houndstooth Broadcasting Corporation 2681019-PH- \$30.00	C	Delaware	n/a
Ladner Communications Holding Corp. 2125538-US- \$540.00	C	Delaware	n/a
2123088-US- \$30.00 Mountain Radio Corporation	C	Delaware	n/a
2098283-PH- \$30.00 Nelson Broadcasting Corporation	C	Delaware	n/a
O.C.C., Inc. 2139011-PH- \$790.00	C	Delaware	n/a
2165558-PH- \$30.00 Orange Communications, Inc.	C	Delaware	n/a
Osborn Sound & Communications Corp. 2075997-PH- \$590.00	C	Delaware	n/a
2692560-CT- \$30.00 Pacific Star Communications, Inc.	C	Delaware	n/a
Point Madison Acquisition Company, Inc. 2707935-CT \$30.00	C	Delaware	n/a
2356420-PH- \$30.00 Rainbow Broadcasting Corporation	C	Delaware	n/a
2121859-US- \$30.00 RKZ Television, Inc.	C	Delaware	n/a
2954178-CT- \$30.00 Sea Star Communications, Inc.	C	Delaware	n/a
2172882-PH- \$30.00 Short Broadcasting Corporation	C	Delaware	n/a
2277858-PH- \$30.00 SNG Holdings, Inc.	C	Delaware	n/a
Sonance Waco License Subsidiary, Inc. 2414797-CT- \$30.00	C	Delaware	n/a
Sonance Waco Operating Company, Inc. 2414796-CT	C	Delaware	n/a

\*30.00

EXHIBIT A (cont)

Name of Entity	Type of Entity	State of Organization <sup>2</sup>	Authorized Capital Stock
Southeast Radio Holding Corp.	C	Delaware	n/a 235 473 CT 30
WNOK Acquisition Company, Inc.	C	Delaware	n/a 272 318 CT 30
Yellow Brick Radio Corporation	C	Delaware	n/a

2121861  
US \$ 30.

# CERTIFICATE OF MERGER MERGING

Each of the Entities Listed on Exhibit A Attached Hereto

into

Capstar Operating Corporation,  
a Delaware corporation

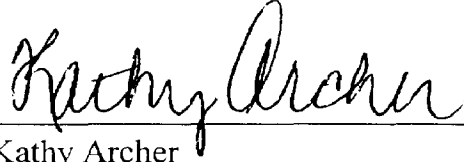
Pursuant to the provisions of Sections 252 and 263 of the Delaware General Corporation Law (the “DGCL”), Capstar Operating Corporation, a corporation organized and existing under the laws of Delaware, does hereby certify:

1. That Capstar Operating Corporation, a Delaware corporation, is the surviving corporation of a Merger among Capstar Operating Corporation and each of the entities (collectively, the “Merged Entities”) listed on Exhibit A attached hereto and incorporated herein by reference.
2. That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Sections 251 and 263 of the DGCL.
3. That the name of the surviving corporation is Capstar Operating Corporation, a Delaware corporation.
4. That the Certificate of Incorporation of CAPSTAR OPERATING CORPORATION, the surviving entity, shall be the Certificate of Incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of Capstar Operating Corporation, One American Center, Suite 1400, 600 Congress Avenue, Austin, Texas 78701.
6. That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder, partner or member, as the case may be, of any constituent entity.
7. This Certificate of Merger shall become effective on December 31, 1998.
8. That the authorized capital stock of each constituent corporation which is not a corporation of the State of Delaware is as set forth on Exhibit A attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, Capstar Operating Corporation has caused this Certificate to be signed by Kathy Archer, its Vice President this 15<sup>th</sup> day of December, 1998.

Capstar Operating Corporation

By:



Name: Kathy Archer

Title: Vice President

ESNB 38113-2/251-11-DE

**TRADEMARK**  
**REEL: 1858 FRAME: 0658**

**EXHIBIT A****MERGED ENTITIES**

<b>Name of Entity</b>	<b>Type of Entity</b>	<b>State of Organization<sup>2</sup></b>	<b>Authorized Capital Stock</b>
Ameron Broadcasting Corporation	C <sup>1</sup>	Delaware	n/a
Asheville Broadcasting Corp.	C	Delaware	n/a
Atlantic City Broadcasting Corp.	C	Delaware	n/a
Atlantic Star Communications, Inc.	C	Delaware	n/a
Beatrice Broadcasting Corp.	C	Delaware	n/a
Breadbasket Broadcasting Corporation	C	Delaware	n/a
Capstar Employee Management Company, Inc.	C	Delaware	n/a
Central Star Communications, Inc.	C	Delaware	n/a
Commodore Media of Florida, Inc.	C	Delaware	n/a
Commodore Media of Kentucky, Inc.	C	Delaware	n/a
Commodore Media of Norwalk, Inc.	C	Delaware	n/a
Commodore Media of Pennsylvania, Inc.	C	Delaware	n/a
Commodore Media of Westchester, Inc.	C	Delaware	n/a
Corkscrew Broadcasting Corporation	C	Delaware	n/a
Currey Broadcasting Corporation	C	Delaware	n/a
Daytona Beach Broadcasting Corp.	C	Delaware	n/a
GCBR, Inc.	C	Delaware	n/a
GCBR, L.P.	LP <sup>3</sup>	Delaware	n/a
GulfStar Communications, Inc.	C	Delaware	n/a

## EXHIBIT A (cont)

<b>Name of Entity</b>	<b>Type of Entity</b>	<b>State of Organization<sup>2</sup></b>	<b>Authorized Capital Stock</b>
GulfStar Communications Arkansas, Inc.	C	Delaware	n/a
GulfStar Communications Baton Rouge, Inc.	C	Delaware	n/a
GulfStar Communications Beaumont, Inc.	C	Delaware	n/a
GulfStar Communications Corpus Christi, Inc.	C	Delaware	n/a
GulfStar Communications Holdings, Inc.	C	Delaware	n/a
GulfStar Communications Killeen, Inc.	C	Delaware	n/a
GulfStar Communications Killeen Licensee, Inc.	C	Delaware	n/a
GulfStar Communications Lubbock, Inc.	C	Delaware	n/a
GulfStar Communications Lubbock Licensee, Inc.	C	Delaware	n/a
GulfStar Communications Lufkin, Inc.	C	Delaware	n/a
GulfStar Communications Management, Inc.	C	Delaware	n/a
GulfStar Communications New Mexico, Inc.	C	Delaware	n/a
GulfStar Communications Oklahoma, Inc.	C	Delaware	n/a
GulfStar Communications Port Arthur, Inc.	C	Delaware	n/a
GulfStar Communications Texarkana, Inc.	C	Delaware	n/a

## EXHIBIT A (cont)

<b>Name of Entity</b>	<b>Type of Entity</b>	<b>State of Organization<sup>2</sup></b>	<b>Authorized Capital Stock</b>
GulfStar Communications Tyler, Inc.	C	Delaware	n/a
GulfStar Communications Victoria, Inc.	C	Delaware	n/a
GulfStar Communications Waco, Inc.	C	Delaware	n/a
Houndstooth Broadcasting Corporation	C	Delaware	n/a
Ladner Communications Holding Corp.	C	Delaware	n/a
Mountain Radio Corporation	C	Delaware	n/a
Nelson Broadcasting Corporation	C	Delaware	n/a
O.C.C., Inc.	C	Delaware	n/a
Orange Communications, Inc.	C	Delaware	n/a
Osborn Sound & Communications Corp.	C	Delaware	n/a
Pacific Star Communications, Inc.	C	Delaware	n/a
Point Madison Acquisition Company, Inc.	C	Delaware	n/a
Rainbow Broadcasting Corporation	C	Delaware	n/a
RKZ Television, Inc.	C	Delaware	n/a
Sea Star Communications, Inc.	C	Delaware	n/a
Short Broadcasting Corporation	C	Delaware	n/a
SNG Holdings, Inc.	C	Delaware	n/a
Sonance Waco License Subsidiary, Inc.	C	Delaware	n/a
Sonance Waco Operating Company, Inc.	C	Delaware	n/a

EXHIBIT A (cont)

<b>Name of Entity</b>	<b>Type of Entity</b>	<b>State of Organization<sup>2</sup></b>	<b>Authorized Capital Stock</b>
Southeast Radio Holding Corp.	C	Delaware	n/a
WNOK Acquisition Company, Inc.	C	Delaware	n/a
Yellow Brick Radio Corporation	C	Delaware	n/a



EXHIBIT A (cont)

Endnote Explanations:

- <sup>1</sup> Corporation
- <sup>2</sup> State of incorporation, if a corporation; state of organization, if a limited liability company; or state of formation, if a limited partnership.
- <sup>3</sup> Limited Partnership
- n/a Not required, since the entity was incorporated under the laws of Delaware or is not a corporation