

07-20-1999



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U.S. Patent & TMOs/TM Mail Rcpt Dt. #58

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other
- Effective Date  
Month Day Year

**Conveying Party**

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 200.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 001928 FRAME: 0683

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Registration Number(s)**

<input type="text" value="1,392,640"/>	<input type="text" value="1,492,632"/>	<input type="text" value="1,150,035"/>
<input type="text" value="1,952,220"/>	<input type="text" value="1,557,283"/>	<input type="text" value="1,145,266"/>
<input type="text" value="2,195,402"/>	<input type="text" value="2,195,404"/>	<input type="text" value="1,985,685"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Jonathan C. Mintzer

Name of Person Signing

Signature

July 8, 1999

Date Signed

# State of California



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 17 1999



*Bill Jones*

Secretary of State



State of California  
Secretary of State  
Bill Jones

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**FILED**  
In the office of the Secretary of State  
of the State of California

JAN - 5 1999

*Bill Jones*

**BILL JONES, Secretary of State**  
This Space For Filing Use Only

LIMITED PARTNERSHIP  
CERTIFICATE OF MERGER

FILING FEE PLEASE SEE INSTRUCTIONS  
IMPORTANT-- Read Instructions before completing this form.

1. NAME OF SURVIVING PARTNERSHIP OR ENTITY Kelly Acquisition Corp.	2. TYPE OF ENTITY Corporation	3. SECRETARY OF STATE FILE NUMBER, IF ANY 2129178	4. JURISDICTION Delaware
5. NAME OF DISAPPEARING PARTNERSHIP/ENTITY Kelly Broadcasting Co., A Limited Partnership	6. TYPE OF ENTITY Limited Partnership	7. SECRETARY OF STATE FILE NUMBER, IF ANY 9236300016	8. JURISDICTION California
9. FUTURE EFFECTIVE DATE, IF ANY Jan. 5, 1999 (By agreement of the parties, the effective date for federal and state income tax purposes will be Jan. 1, 1999)			
10. STATE MANNER OF CONVERTING PARTNERSHIP INTERESTS DENOTING EQUAL TREATMENT OF ALL INTERESTS OF SAME CLASS OR STATE THAT ALL INTERESTS ARE CANCELLED WITHOUT CONSIDERATION. (SEE INSTRUCTIONS) See attached Annex to this Certificate of Merger			
11. IF A VOTE WAS REQUIRED PURSUANT TO SECTION 15878.2 OR SECTION 1113, ENTER THE OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE OF VOTE REQUIRED:			

SURVIVING PARTNERSHIP/ENTITY		DISAPPEARING PARTNERSHIP/ENTITY	
EACH CLASS ENTITLED TO VOTE ON THE MERGER	PERCENTAGE OF VOTE REQUIRED	EACH CLASS ENTITLED TO VOTE ON THE MERGER	PERCENTAGE OF VOTE REQUIRED
See attached Annex to the Certificate of Merger		See attached Annex to this Cert. of Merger	

12. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED.

SECTION 13 APPLICABLE ONLY IF SURVIVING ENTITY IS A CALIFORNIA LIMITED PARTNERSHIP

13. COMPLETE ONLY THE BOXES WHERE INFORMATION IN THE CERTIFICATE OF LIMITED PARTNERSHIP IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED, IF NECESSARY. CONSULT THE INSTRUCTIONS BEFORE COMPLETING THIS FORM.

A. LIMITED PARTNERSHIP NAME

B. THE STREET ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE  
ADDRESS  
CITY STATE ZIP CODE

C. THE STREET ADDRESS IN CALIFORNIA WHERE RECORDS ARE KEPT  
ADDRESS  
CITY STATE CA ZIP CODE

D. THE ADDRESS OF GENERAL PARTNER(S)  
NAME  
ADDRESS  
CITY STATE ZIP CODE

E. NAME CHANGE OF GENERAL PARTNER(S) FROM: TO:

F. GENERAL PARTNER(S) WITHDRAWN  
NAME  
NAME

G. GENERAL PARTNER(S) ADDED  
NAME  
ADDRESS  
CITY STATE ZIP CODE

H. THE NAME OF THE AGENT FOR SERVICE OF PROCESS

I. THE ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. COMPLETE ONLY IF AN INDIVIDUAL.  
STREET ADDRESS  
CITY STATE CA ZIP CODE

J. THE NUMBER OF GENERAL PARTNERS' SIGNATURES REQUIRED FOR FILING CERTIFICATES OF AMENDMENT, RESTATEMENT, MERGER, DISSOLUTION, CONTINUATION AND CANCELLATION.

K. ANY OTHER MATTERS THE PERSON FILING DETERMINES TO INCLUDE

SECTIONS 14 AND 15 ARE APPLICABLE ONLY IF THE SURVIVING ENTITY IS A FOREIGN LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY.

14. ADDRESS OF THE SURVIVING FOREIGN LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
Address 888 Seventh Avenue  
CITY New York STATE New York ZIP CODE 10106

15. INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER PURSUANT TO THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY WAS FORMED INCLUDING ANYTHING UNDER CALIFORNIA CORPORATIONS CODE SECTION 15878.2 OR 1113.  
A copy of the Merger Agreement will be furnished, without cost, upon request to Kelly Acquisition Corp.

16. TOTAL NUMBER OF PAGES ATTACHED (IF ANY) One

17. I CERTIFY THAT THE STATEMENTS CONTAINED IN THIS DOCUMENT ARE TRUE AND CORRECT TO MY OWN KNOWLEDGE. I DECLARE THAT I AM THE PERSON WHO IS EXECUTING THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Kelly Acquisition Corp. NAME OF SURVIVING PARTNERSHIP/ENTITY SIGNATURE <i>[Signature]</i> Senior Vice President and Secretary 1/5/99 POSITION OR TITLE DATE SECOND SIGNATURE (IF REQUIRED) POSITION OR TITLE DATE SEC/STATE (REV. 7/98)	Kelly Broadcasting Co., A Limited Partnership NAME OF DISAPPEARING PARTNERSHIP/ENTITY SIGNATURE <i>[Signature]</i> GENERAL PARTNER POSITION OR TITLE DATE SECOND SIGNATURE (IF REQUIRED) MANAGING MEMBER 1/5/99 POSITION OR TITLE DATE
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FORM 1 P-8 FILING FEE: SEE INSTRUCTIONS  
TRADEMARK

**Annex to the Certificate of Merger**  
**Kelly Broadcasting Co.**

Item 10. *Manner of Converting and Treatment of Partnership Interests.* By virtue of the merger (the "Merger") of Kelly Broadcasting Co. with and into Kelly Acquisition Corp. ("Purchaser") and without any action on the part of the Purchaser, Kelly Broadcasting Co. or the partners thereof, all of the partnership interests in Kelly Broadcasting Co. shall be canceled and converted solely into the right to receive an aggregate of five hundred twenty million dollars (\$520,000,000) (subject to adjustment pursuant to Section 2.09 of the Kelly Broadcasting Co. Agreement and Plan of Merger dated as of August 21, 1998 among Kelly Broadcasting Co., J.S.Kelly L.L.C., G.G. Kelly L.L.C., Robert E. Kelly, Hearst-Argyle Television, Inc. and Purchaser) in cash minus the expenses incurred to consummate the merger paid or to be paid by Kelly Broadcasting Co.

Item 11:

(a) *Surviving Entity. Each Class Entitled to Vote on the Merger and Percentage Required.* Kelly Acquisition Corp., the surviving entity of the Merger, is a Delaware corporation wholly-owned by Hearst-Argyle Television, Inc. A majority of the outstanding shares of the surviving entity must approve the Merger and Hearst-Argyle Television, Inc. has so approved the Merger.

(b) *Disappearing Limited Partnership. Each Class Entitled to Vote on the Merger and Percentage Required.* The disappearing limited partnership has one general partner, J.S. Kelly L.L.C., and one class of limited partners, consisting of J.S. Kelly L.L.C. and G.G. Kelly L.L.C. The general partner of Kelly Broadcasting Co. must approve the Merger and the general partner and all limited partners have so approved the Merger.

