

MRD 12-17-99

FORM PTO-1594 (Rev. 6-93)

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01-04-2000

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)



Tab settings

To the Honorable Commissioner of

101237197

attached original documents or copy thereof.

1. Name of conveying party(ies):

Fuller-Jeffrey Broadcasting Companies, Inc. (f/k/a The Fuller-Jeffrey Group, Inc., f/k/a Great Bay Broadcasting Co.)

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

2. Name and address of receiving party(ies)

Name: Citadel Broadcasting Company

Internal Address:

Street Address: City Center West 7201 West Lake Mead Blvd Suite 400 City: Las Vegas State: NV ZIP: 89128

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Nevada, 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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: August 31, 1999

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

A. Trademark Application No.(s) 75/635,357

B. Trademark Registration No.(s) 1,390,398 2,052,901 1,446,865 1,401,590 2,052,902 2,046,109 1,448,909 1,650,741 1,387,766 1,455,767 2,158,781 1,387,765 1,399,839

Additional numbers attached? Yes No

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

Name: Diane R. Meyers

Internal Address: Eckert Seamans Cherin & Mellott LLC

Street Address: 600 Grant Street, 44th Floor

City: Pittsburgh State: PA ZIP: 15219

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 3.41).....\$ 365.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481 02 FC:482

40.00 OP 325.00 OP

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.

Diane R. Meyers

Name of Person Signing

Signature

December 15, 1999

Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK REEL: 002005 FRAME: 0652

*State of Maine*

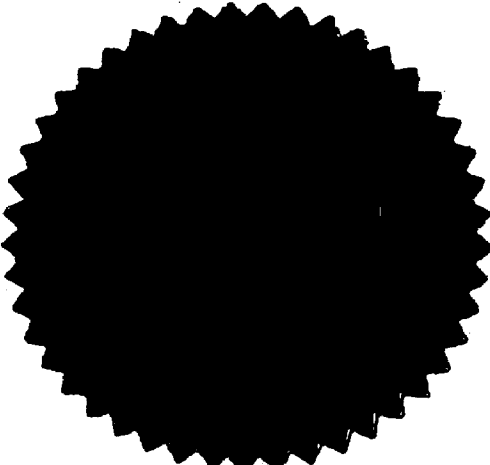


*Department of the Secretary of State*

*I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations.*

*I further certify that FULLER-JEFFREY BROADCASTING COMPANIES, INC., formerly THE FULLER-JEFFREY GROUP, INC. formerly GREAT BAY BROADCASTING CO. was a duly organized corporation under the Laws of the State of Maine and that the date of incorporation was January 27, 1977.*

*I further certify that the records in the Department of the Secretary of State indicate that Articles of Merger of FULLER-JEFFREY BROADCASTING COMPANIES, INC., a Maine corporation, into CITADEL BROADCASTING COMPANY, a Nevada corporation qualified in the State of Maine, was filed and effective September 1, 1999 and that the survivor of said merger is CITADEL BROADCASTING COMPANY.*



*In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, September 1, 1999.*

A handwritten signature in black ink that reads "Dan Gwadnosky".

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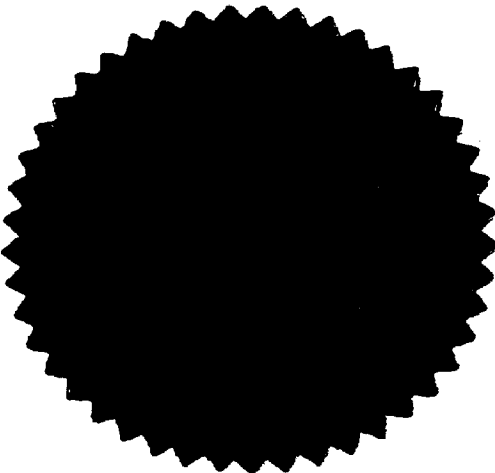
**DAN GWADOSKY**  
*Secretary of State*

# State of Maine



## Department of the Secretary of State

**I, the Secretary of State of Maine, certify** that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.

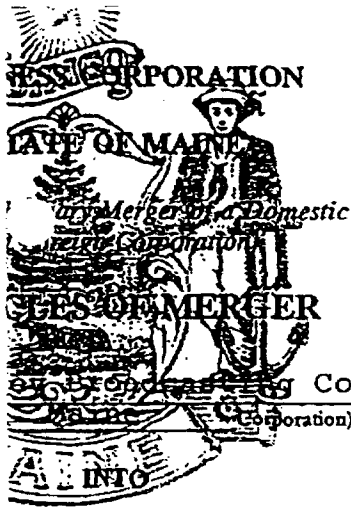


**In Testimony Whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, September 1, 1999.**

A handwritten signature in black ink that reads "Dan Gwadusky".

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DAN A. GWADOSKY  
SECRETARY OF STATE



Minimum Fee \$80 (See §1401 sub-§19)

File No. 19770757 D Pages 5  
 Fee Paid \$ 80  
 DCN 1992441400017 MERG  
 -----FILED-----  
 01-SEP-99

*Julie R. Flynn*  
 Deputy Secretary of State

A True Copy When Attested By Signature

\_\_\_\_\_  
 Deputy Secretary of State

Citadel Broadcasting Company  
Nevada Corporation)

Under RSA §906, the undersigned corporation adopts the following Articles of Merger:

Citadel Broadcasting Company

parent corporation, a corporation organized under the laws of the State of Nevada

owning at least 90% of the outstanding shares of each class of Fuller-Jeffrey Broadcasting Companies, Inc. the subsidiary corporation, a corporation organized under the

laws of the State of Maine adopts the following Articles of Merger.

The laws of the State under which the foreign participating corporation is organized permits such merger under substantially the same terms as 13-A MRSA §904.

The name of the surviving corporation is Citadel Broadcasting Company

and such corporation is to be governed by the laws of the State of Nevada

The plan of merger set forth in Exhibit A attached hereto was approved by the Board of Directors of the undersigned parent corporation as the surviving corporation in the manner prescribed by the Maine Business Corporation Act.

The number of outstanding shares of each class of the participating subsidiary corporation and the number of shares of each class owned by the parent, surviving corporation are as follows:

<u>Name of Subsidiary Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number and Per Cent of Shares Owned by Surviving Parent</u>
Fuller-Jeffrey Broadcasting Companies, Inc.	30,000	N/A	30,000 shares, 100%

The date of the mailing to each shareholder of the subsidiary corporation of a copy of the plan of merger is

N/A

SEVENTH: Effective date of the merger (if other than date of filing of Articles) is upon filing

(Not to exceed 60 days from date of filing of the Articles)

EIGHTH: The address of the registered office of the surviving corporation is\* CT Corporation System,  
One Portland Square, Portland, ME 04101

(street, city, state and zip code)

The address of the registered office of the subsidiary corporation is\* Michael E. High, 245 Commercial  
Street, P.O. Box 9781, Portland, ME 04104

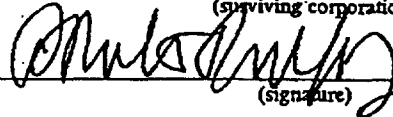
(street, city, state and zip code)

DATED August 31, 1999

Citadel Broadcasting Company

(surviving corporation)

\*\*By

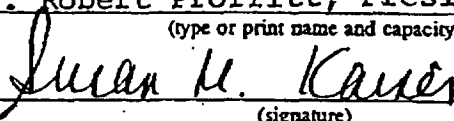


(signature)

D. Robert Proffitt, President

(type or print name and capacity)

\*\*By



(signature)

Susan M. Kaiser, Assistant Secretary

(type or print name and capacity)

NOTE: If a foreign corporation is the survivor of this merger, see §906.4 and §908.3 as to whether Form MBCA-10Ma is required.

\*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office wherever located.

\*\*This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holders of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

TEL. (207) 287-4195

FORM NO. MBCA-10D Rev. 9/97

TRADEMARK  
REEL: 002005 FRAME: 0656

PLAN OF MERGER  
OF  
CITADEL BROADCASTING COMPANY  
AND  
FULLER-JEFFREY BROADCASTING COMPANIES, INC.

PLAN OF MERGER approved on April 30, 1999 by the Board of Directors of Citadel Broadcasting Company, a business corporation organized under the laws of the State of Nevada ("Citadel"), and approved on August 31, 1999 by the Board of Directors of Fuller-Jeffrey Broadcasting Companies, Inc., a business corporation organized under the laws of the State of Maine ("Fuller"). All of the issued and outstanding capital stock of Fuller is owned by Citadel.

FIRST: Fuller shall, pursuant to the provisions of the Maine Business Corporation Act and the Nevada General Corporation Law, be merged with and into Citadel, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Citadel Broadcasting Company pursuant to the provisions of the Maine Business Corporation Act and the Nevada General Corporation Law. The separate existence of Fuller, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon such effective date in accordance with the provisions of the Maine Business Corporation Act and the Nevada General Corporation Law.

SECOND: The bylaws of Citadel as in force and effect upon the effective date of the merger in the State of Maine shall be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Nevada General Corporation Law.

THIRD: The directors and officers in office of Citadel upon the effective date of the merger in the State of Maine shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

FOURTH: Each issued share of Fuller shall, upon the effective date of the merger, be cancelled. The issued shares of Citadel shall not be converted in any manner and shall remain outstanding.

FIFTH: The surviving corporation shall assume the assets and liabilities of the terminating corporation.

SIXTH: In the event that the merger of the terminating corporation with and into the surviving corporation shall not have been fully authorized in accordance with the provisions of the Maine Business Corporation Act or the Nevada General Corporation Law, the terminating

corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maine or the State of Nevada, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

SEVENTH: The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

(To be filed with Articles of Merger when the surviving corporation is to be governed by the laws of any jurisdiction other than Maine.)

AGREEMENT BY

Citadel Broadcasting Company

surviving corporation

TO PAY DISSENTING SHAREHOLDERS OF DOMESTIC CORPORATIONS AND APPOINTMENT OF SECRETARY OF STATE AS AGENT

Pursuant to 13-A MRSA §906.4, the undersigned corporation submits the following agreement and appointment of agent to accept service of process.

FIRST: The corporation agrees that it will promptly pay to the dissenting shareholders of any participating domestic corporation the amount, if any, to which they are entitled under 13-A MRSA (Maine Business Corporation Act) with respect to the rights of dissenting shareholders.

SECOND: The corporation agrees that it may be served with process in the State of Maine in any proceeding to enforce any obligation of a participating domestic corporation or any participating foreign corporation previously subject to suit in the State of Maine, or to enforce the right of dissenting shareholders of any participating domestic corporation against the surviving corporation.

THIRD: The corporation irrevocably appoints the Secretary of State of Maine as its agent to accept service of process in any such proceedings.

FOURTH: The address to which the Secretary of State shall mail a copy of any process in such proceeding is 7201 West Lake Mead Boulevard, Suite 400, Las Vegas, Nevada 89128, Attn: Secretary

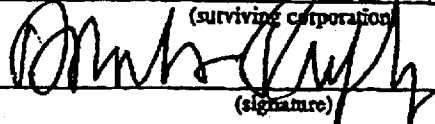
FIFTH: The address of the registered office of the corporation is\* CT Corporation System One Portland Square, Portland, ME 04101  
(street, city, state and zip code)

DATED August 31, 1999

Citadel Broadcasting Company

(surviving corporation)

\*\*By

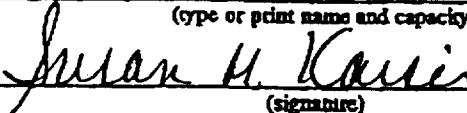


(signature)

D. Robert Proffitt, President

(type or print name and capacity)

\*\*By



(signature)

Susan M. Kaiser, Assistant Secretary

(type or print name and capacity)

\*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office wherever located.

\*\*This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holdes, or such of them as may be designated by the holders, *of record of a majority of all outstanding shares* entitled to vote thereon OR (5) the Holdes of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101  
TEL. (207) 287-4195

ORM NO. MBCA-10Ma Rev. 9/97

RECORDED: 12/17/1999

TRADEMARK  
REEL: 002005 FRAME: 0659