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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sunrise Television Corp.

11-25-02

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

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

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

Name: LIN TV Corp.

Internal Address:

Street Address: Four Richmond Square, Suite 200

City: Providence State: RI ZIP: 02906

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

RECEIVED 01/25/02 2002 NOV 25 PM 3:06 ASSIGNMENTS DIV

3. Nature of conveyance:

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

Execution Date: May 2, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,198,389 and 2,198,388

Additional number(s) attached? Yes No

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

Name: Alison Winick, Esq.

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$65.00

- Enclosed, Authorized to be charged to deposit account credit card

8. Deposit account number:

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

11/26/2002 DBYRNE 00000031 2198389

DO NOT USE THIS SPACE

FC:8521 40.00 OP FC:8522 25.00 OP

I, the undersigned, declare that the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alison Winick, Esq. Name of Person Signing

Signature

11/22/02 Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002621 FRAME: 0399

**CERTIFICATE OF MERGER
OF
SUNRISE TELEVISION CORP.
WITH AND INTO
LIN TV CORP.**

Pursuant to Section 251(c) of the General
Corporation Law of the State of Delaware

LIN TV Corp., a Delaware corporation (the "Corporation"), for the purpose of merging Sunrise Television Corp., a Delaware corporation ("Sunrise"), into the Corporation (the "Merger"), does hereby certify as follows:

1. LIN TV Corp., a Delaware corporation, and Sunrise Television Corp., a Delaware corporation, are the constituent corporations of the Merger.
2. An Agreement and Plan of Merger (the "Merger Agreement") relating to the Merger has been approved, adopted, certified, executed, and acknowledged by the Corporation and Sunrise in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation of the Merger is LIN TV Corp.
4. The Second Amended and Restated Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.
5. The fully executed Merger Agreement is on file at the principal place of business of the Corporation at Four Richmond Square, Suite 200, Providence, Rhode Island 02906.
6. A copy of the fully executed Merger Agreement will be furnished by the Corporation, as the surviving corporation pursuant to the Merger, on request and without cost, to any stockholder of the Corporation or Sunrise.

* * * * *

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:05 PM 05/02/2002
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TRADEMARK
REEL: 002621 FRAME: 0400

IN WITNESS WHEREOF, LIN TV Corp. has caused this Certificate of Merger to be executed as of May 2, 2002.

LIN TV CORP.

By: /s/ Gregory Schmidt
Name: Gregory Schmidt
Title: Vice President

SCHEDULE A

U.S. Trademark Registrations

<u>Title</u>	<u>Reg. No.</u>
SUNRISE TELEVISION CORP.	2,198,389
SUNRISE TELEVISION CORP.	2,198,388

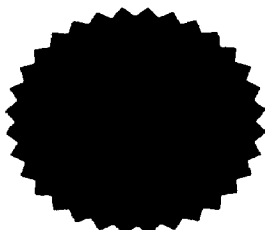
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"SUNRISE TELEVISION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "LIN TV CORP." UNDER THE NAME OF "LIN TV CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF MAY, A.D. 2002, AT 5:05 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2704274 8100M

AUTHENTICATION: 2072921

020683131

DATE: 11-06-02

RECORDED: 11/25/2002

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