

12-18-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 12-13-02

Media General Broadcasting of Virginia, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Media General Broadcasting, Inc.

Internal Address:

Street Address: 333 East Grace Street

City: Richmond State: VA Zip: 23219

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Virginia 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 Merger Security Agreement Change of Name Other

Execution Date: September 25, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,542,932

Additional number(s) attached Yes No

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

Name: Andrew C. Carington, Esquire

Internal Address:

Street Address: 333 East Franklin Street

City: Richmond State: VA Zip: 23219

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Andrew C. Carington, Esq.

Name of Person Signing

Signature

11/25/2002 Date

12/17/2002 DBYRNE 00000055 1542932

Total number of pages including cover sheet, attachments, and document: 10

Mall documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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RECORDS 11/20/02 10:13 AM 8:03 FINANCE SECTION

TRADEMARK REEL: 2635 FRAME: 0456

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

September 25, 1998

The State Corporation Commission finds the accompanying articles submitted on behalf of

MEDIA GENERAL BROADCASTING OF VIRGINIA, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

MEDIA GENERAL BROADCASTING, INC.

is merged into MEDIA GENERAL BROADCASTING, INC. (formerly MEDIA GENERAL BROADCASTING OF VIRGINIA, INC.), which continues to exist under the laws of VIRGINIA with the name MEDIA GENERAL BROADCASTING, INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on September 25, 1998.

STATE CORPORATION COMMISSION

By 

Commissioner

MERGACPT
CIS20317
98-09-25-0504

ARTICLES OF MERGER
OF
MEDIA GENERAL BROADCASTING, INC.
INTO
MEDIA GENERAL BROADCASTING OF VIRGINIA, INC.
UNDER SECTION 13.1-722
OF THE VIRGINIA STOCK CORPORATION ACT

←
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84993465

FIRST: Media General Broadcasting, Inc., a New York corporation originally incorporated under the name of Roy H. Park Broadcasting of Utica-Rome, Inc. on May 5, 1969 (the "Disappearing Corporation"), shall merge with and into Media General Broadcasting of Virginia, Inc. (the "Merger"), a Virginia corporation incorporated on March 5, 1998 (the "Surviving Corporation" together with Disappearing Corporation collectively referred to herein as the "Constituent Corporations"); the Surviving Corporation will survive and be governed by the laws of the Commonwealth of Virginia. *non-d*

SECOND: The Disappearing Corporation has one hundred (100) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by Media General Communications, Inc., a Delaware corporation (the "Parent"). The Surviving Corporation has one hundred (100) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by the Parent. The Parent is entitled to vote on the Merger and has approved the Merger by unanimous written consent without a meeting in compliance with the Virginia Stock Corporation Act. *non-d*

THIRD: The boards of directors of the Constituent Corporations approved the agreement and plan of merger between the Disappearing Corporation and the Surviving Corporation (the "Agreement and Plan of Merger") by unanimous written consent without a meeting in compliance with the Virginia Stock Corporation Act.

FOURTH: The Merger was approved in accordance with the laws of the State of New York and is in compliance therewith.

FIFTH: The effective date of the Merger shall be the date on which these Articles of Merger are filed with the State Corporation Commission of Virginia.

SIXTH: Pursuant to the Agreement and Plan of Merger, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation; provided, that Paragraph First of the

Articles of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

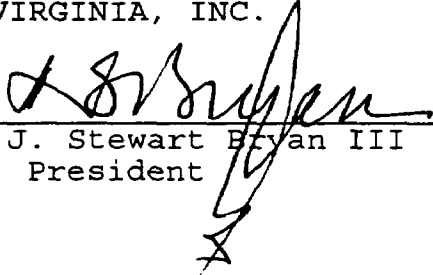
FIRST: The name of the corporation (hereinafter called the "Corporation") is Media General Broadcasting, Inc.

SEVENTH: The Agreement and Plan of Merger is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned have caused and authorized these Articles of Merger as of this 24 day of September, 1998, as their act and the act and deed of the Surviving Corporation.

Surviving Corporation

MEDIA GENERAL BROADCASTING
OF VIRGINIA, INC.

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

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

Exhibit A

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

AGREEMENT AND PLAN OF MERGER, dated as of this 24 day of September, 1998, by and between Media General Broadcasting, Inc., a New York corporation (the "Disappearing Corporation") and Media General Broadcasting of Virginia, Inc., a Virginia corporation (the "Surviving Corporation"). Pursuant to Section 13.1-722 of the Code of Virginia and Section 907 of the Business Corporation Law of the State of New York, the parties agree that the Disappearing Corporation shall merge with and into the Surviving Corporation (the "Merger") according to the terms set forth below:

FIRST: The Disappearing Corporation, which was originally incorporated under the name Roy H. Park Broadcasting of Utica-Rome, Inc. on May 5, 1969, shall merge with and into the Surviving Corporation and will be governed by the laws of the Commonwealth of Virginia.

SECOND: The Disappearing Corporation has one hundred (100) 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 Communications, Inc. (the "Parent"), a Delaware corporation. The Surviving Corporation has one hundred (100) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by the Parent.

THIRD: The Merger shall be effective as of the date on which the Certificate of Merger is filed with the 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 the Disappearing Corporation shall become and be converted as follows: (A) the shares of the Surviving Corporation stock which are outstanding immediately prior to the Effective Date shall remain issued and outstanding; and (B) the

certificates representing the shares of the Disappearing Corporation stock outstanding 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 of the Surviving Corporation and the Disappearing Corporation, 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: The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of the Surviving Corporation; provided, that Paragraph First of the Articles of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Media General Broadcasting, Inc.

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.

Disappearing Corporation:

MEDIA GENERAL BROADCASTING, INC.

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

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

Surviving Corporation:

MEDIA GENERAL BROADCASTING
OF VIRGINIA, INC.

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

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF MERGER of MEDIA GENERAL BROADCASTING, INC. issued September 25, 1998.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: September 25, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission