

12-18-2002

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



102314502

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 Charleston Television, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State South Carolina [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] 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 [x] Corporation-State New York [] 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 [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: June 3, 1997

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 [x] 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 [x] 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, Esquire Name of Person Signing

[Signature] Signature

11/25/2002 Date

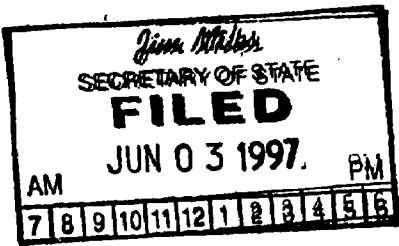
12/17/2002 DRYRNE 00000053 1542932

Total number of pages including cover sheet, attachments, and document: 7

01 FC:8521

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 40.00

TRADEMARK REEL: 2635 FRAME: 0649



CE...ED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

JUN 20 1997

ARTICLES OF MERGER OF CHARLESTON TELEVISION, INC. INTO

SECRETARY OF STATE OF SOUTH CAROLINA

MEDIA GENERAL BROADCASTING, INC. UNDER SECTION 33-11-107 OF THE SOUTH CAROLINA BUSINESS CORPORATION ACT OF 1988

FIRST: Charleston Television, Inc., a South Carolina corporation originally incorporated on October 15, 1970 (the "Disappearing Corporation"), shall merge with and into Media General Broadcasting, Inc. (the "Merger"), a New York corporation (which was formed under the name Roy H. Park Broadcasting of Utica-Rome, Inc.) incorporated on May 5, 1969, with Media General Broadcasting, Inc. being the surviving corporation (the "Surviving Corporation"); the Surviving Corporation will be governed by the laws of the State of New York.

SECOND: The Disappearing Corporation has one thousand (1000) issued and outstanding shares of common stock entitled to vote, constituting all of its capital stock; all such stock is owned by Media General, Inc. (the "Parent"), a Virginia corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock entitled to vote, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc.

THIRD: The effective date of the Merger shall be the date on which these Articles of Merger is filed with the Secretary of State of the State of South Carolina.

FOURTH: The Merger has been approved in accordance with the South Carolina Business Corporation Act of 1988 and the Business Corporation Law of New York, and the Merger is in compliance therewith. The agreement and plan of merger was adopted by the boards of directors of the Surviving Corporation and of the Disappearing Corporation by unanimous written consent without a meeting. The Parent, the sole shareholder of the Disappearing Corporation, and Media General Broadcasting Holdings, Inc., the sole shareholder of the Surviving Corporation, are entitled to vote on the Merger and have approved the Merger by unanimous written consent without a meeting.

FIFTH: The Surviving Corporation appoints the Secretary of State of the State of South Carolina as its agent for service of process in a proceeding to enforce any

obligation or the rights of dissenting shareholders of the Disappearing Corporation.

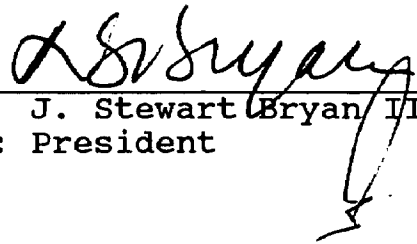
SIXTH: The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Chapter 13 of the South Carolina Business Corporation Act of 1988.

SEVENTH: The agreement and plan of merger is attached hereto as Exhibit A.

EIGHTH: These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single Articles of Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 30 day of April, 1997, and subscribe and affirm that the statements contained herein are true and correct under the penalty of perjury of law.

MEDIA GENERAL BROADCASTING, INC.

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

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

Exhibit A

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

AGREEMENT AND PLAN OF MERGER, dated as of April 30, 1997, by and between Media General Broadcasting, Inc., a New York corporation and Charleston Television, Inc., a South Carolina corporation (the "Disappearing Corporation"). Pursuant to Section 907 of the Business Corporation Law of New York and Section 33-11-107 of the South Carolina Business Corporation Act, the constituent corporations agree that they shall merge (the "Merger") according to the terms set forth below:

FIRST: The Disappearing Corporation, which was originally incorporated on October 15, 1970 shall merge with and into Media General Broadcasting, Inc., which was originally incorporated under the name Roy H. Park Broadcasting of Utica-Rome, Inc. on May 5, 1969; Media General Broadcasting, Inc. will be the surviving corporation (the "Surviving Corporation") and will be governed by the laws of the State of New York.

SECOND: The Disappearing Corporation has one thousand (1,000) 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, Inc. (the "Parent"), a Virginia corporation. The Surviving Corporation has one thousand (1,000) 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 Broadcasting Holdings, Inc., a Delaware corporation.

THIRD: The Merger shall be effective as of the date on which the Articles of Merger and the Certificate of Merger are filed with each 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 of the Disappearing Corporation shall become and be converted as follows: (A) the shares of the Surviving Corporation's stock which are outstanding immediately prior to


the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation; and (B) the certificates representing the shares of the Disappearing Corporation's stock outstanding and presently owned by the Parent 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, 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: - This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

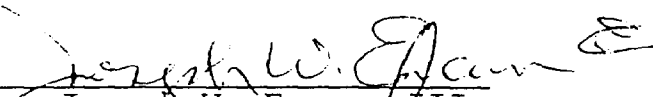
IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

MEDIA GENERAL BROADCASTING, INC.

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

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

CHARLESTON TELEVISION, INC.

By: 
Name: Joseph W. Evans, III
Title: President

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

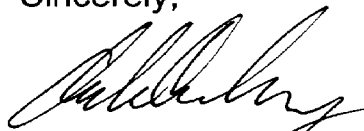
December 11, 2002

Page 2

- (f) merger of Media General Communications, Inc. into MG Acquisitions, Inc.; and,
 - (g) change of name from MG Acquisitions, Inc. to Media General Communications, Inc.
3. Seven (7) checks, each in the amount of \$40 to cover the recordation fees; and,
 4. A self-addressed stamped postcard to be sent to Media General, Inc. indicating the Recordation of Assignments has been received and filed at the USPTO.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Andrew C. Carington

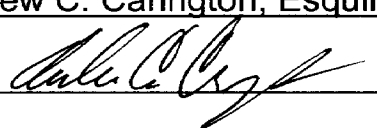
Enclosures

Certificate of First Class Mail

Date of Deposit: December 11, 2002

I hereby certify that this paper and all noted enclosures are being deposited by First Class Mail on the date indicated above and is addressed to BOX ASSIGNMENTS Director, United States Patent and Trademark Office, Washington, D.C. 20231.

Name of Person Mailing Paper: Andrew C. Carington, Esquire

Signature of Person Mailing Paper: 

Date of Signing: December 11, 2002