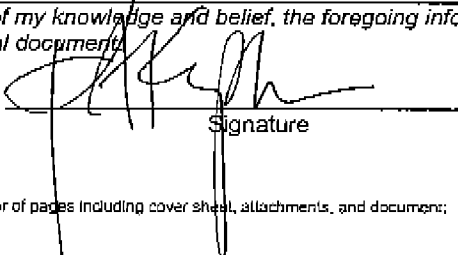


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): WTVH, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-DE Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other _____		2. Name and address of receiving party(ies) Name: WTVH, LLC Internal Address: Street Address: 980 James Street City: Syracuse State: New York Zip: 13203 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other – Limited Liability Company (DE) If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address (es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other		<input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name			
Execution Date: December 17, 1999					
4. Application number(s) or registration number(s): A. Trademark Application No.(s): N/A		B. Trademark Registration No.(s) 1,355,823; 2,651,500 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Karol A. Kepchar Internal Address: AKIN GUMP STRAUSS HAUER & FELD LLP Street Address: 1676 International Drive, Penthouse City: McLean State: VA Zip: 22102		6. Total number of applications and registrations involved: <div>2</div> 7. Total fee (37 CFR 3.41)..... \$65.00 <input type="checkbox"/> Enclosed (check) <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 50-2310 – The PTO is authorized to charge any additional fees which may be due. (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. Karol A. Kepchar Name of Person Signing  Signature December 17, 2003 Date Total number of pages including cover sheet, attachments, and document: 4					

700056644

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

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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:

"WTVH, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WTVH, LLC" UNDER THE NAME OF "WTVH, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2982501 8100M

AUTHENTICATION: 0176713

001002031

DATE: 01-03-00

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REEL: 002763 FRAME: 0043

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 12/17/1999
 991548039 - 2982501

**CERTIFICATE OF MERGER
 OF
 WTVH, INC.
 INTO
 WTVH, LLC**

December 17, 1999

(Under Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act)

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del.C. § 18-101, et seq. (the "Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
WTVH, Inc.	Delaware
WTVH, LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(e) of the General Corporation Law of the State of Delaware, 8 Del.C. §101, et seq. (the "GCL"), Section 18-209 of the Act and, with respect to WTVH, Inc., Section 228 of the GCL.

THIRD: The name of the surviving Delaware limited liability company is WTVH, LLC.

FOURTH: The merger of WTVH, Inc. into WTVH, LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the surviving Delaware limited liability company. The address of such place of business of the surviving Delaware limited liability company is c/o Granite Broadcasting Corporation, 767 Third Avenue, 34th Floor, New York, NY 10017.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving Delaware limited liability company, on request and without cost, to any member of WTVH, LLC, and to any stockholder of WTVH, Inc.

[Signature page follows]

WTVH, LLC

Granite Broadcasting Corporation,
Sole Member

By: /s/ Lawrence L. Wills
Lawrence L. Wills
Vice President-Finance and Controller