

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | MERGER         |

|                             |                 |                       |                       |
|-----------------------------|-----------------|-----------------------|-----------------------|
| <b>CONVEYING PARTY DATA</b> |                 |                       |                       |
| <b>Name</b>                 | <b>Formerly</b> | <b>Execution Date</b> | <b>Entity Type</b>    |
| WCIV Television, Inc.       |                 | 09/29/1997            | CORPORATION: DELAWARE |

|                             |                                     |
|-----------------------------|-------------------------------------|
| <b>RECEIVING PARTY DATA</b> |                                     |
| <b>Name:</b>                | WCIV, LLC                           |
| <b>Street Address:</b>      | 888 Allbritton Blvd.                |
| <b>City:</b>                | Mount Pleasant                      |
| <b>State/Country:</b>       | SOUTH CAROLINA                      |
| <b>Postal Code:</b>         | 29464                               |
| <b>Entity Type:</b>         | Limited Liability Company: DELAWARE |

|                                  |               |                  |
|----------------------------------|---------------|------------------|
| <b>PROPERTY NUMBERS Total: 1</b> |               |                  |
| <b>Property Type</b>             | <b>Number</b> | <b>Word Mark</b> |
| Registration Number:             | 1351016       | WCIV             |

|                                                                                      |                                   |
|--------------------------------------------------------------------------------------|-----------------------------------|
| <b>CORRESPONDENCE DATA</b>                                                           |                                   |
| <b>Fax Number:</b>                                                                   | (703)610-6100                     |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                                   |
| <b>Phone:</b>                                                                        | 703-610-6100                      |
| <b>Email:</b>                                                                        | boxip@hhlaw.com                   |
| <b>Correspondent Name:</b>                                                           | Timothy J. Lyden                  |
| <b>Address Line 1:</b>                                                               | 8300 Greensboro Drive, Suite 1100 |
| <b>Address Line 2:</b>                                                               | Box Intellectual Property         |
| <b>Address Line 4:</b>                                                               | McLean, VIRGINIA 22102            |

|                                |          |
|--------------------------------|----------|
| <b>ATTORNEY DOCKET NUMBER:</b> | 45884.01 |
|--------------------------------|----------|

|                           |                  |
|---------------------------|------------------|
| <b>NAME OF SUBMITTER:</b> | Timothy J. Lyden |
|---------------------------|------------------|

**Total Attachments: 7**  
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AGREEMENT AND PLAN OF MERGER  
BETWEEN  
WCIV TELEVISION, INC  
AND  
WCIV, LLC

THIS AGREEMENT, dated as of September 29, 1997, among WCIV, LLC, a Delaware limited liability company ("LLC" or the "Surviving Corporation"), and WCIV Television, Inc., a Delaware corporation (the "Corporation"), said two corporations being herein sometimes collectively called the "Constituent Corporations".

WITNESSETH:

WHEREAS, LLC is a limited liability company duly organized and existing under the laws of the State of Delaware;

WHEREAS, the Corporation is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors of the Corporation and the Board of Managers of LLC deem it desirable, upon the terms and subject to the conditions herein stated, that the Corporation be merged with and into LLC and that LLC be the surviving entity with the outstanding shares of the Corporation converted into membership interests in LLC.

NOW, THEREFORE, it is agreed as follows:

Section 1

Terms

1.1 On the effective date of the merger (as hereinafter defined in Section 2.1), the Corporation shall be merged with and into LLC, with LLC as the surviving entity.

1.2 Upon the Effective Date, each then outstanding share of the capital stock of the Corporation shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into 100% of the membership interests in LLC.

1.3 Each holder of a stock certificate or certificates representing outstanding shares of the Corporation's capital stock immediately prior to the Effective Date, upon surrender of such certificate or certificates to LLC after the Effective Date, shall be entitled to receive a certificate representing 100% of the membership interests in LLC. Until so surrendered, each such stock certificate shall, by virtue of the merger, be

deemed for all purposes to evidence ownership of 100% of the membership interests in LLC.

## Section 2

### Effective Date

2.1 This Agreement shall be submitted to the stockholders entitled to vote thereon of the Corporation and to the Members of LLC, as provided by the applicable laws of the State of Delaware. If this Agreement is duly adopted by the requisite votes as aforesaid and is not terminated as contemplated by Section 3, a certificate of merger, executed in accordance with the law of the State of Delaware, shall be filed with the Secretary of State of the State of Delaware.

The merger shall become effective on the time and date specified in the certificate of merger filed with the Secretary of State of the State of Delaware, herein sometimes referred to as the "Effective Date."

## Section 3

### Amendment and Termination

3.1 At any time prior to the Effective Date, this Agreement may be amended by the Board of Directors of the Corporation and the Board of Managers of LLC to the extent permitted by Delaware law notwithstanding favorable action on the merger by the stockholders of the Corporations of the members of LLC.

3.2 At any time prior to the Effective Date, this Agreement may be terminated and abandoned by the Board of Directors of the Corporation or the Board of Managers of LLC, notwithstanding favorable action on the merger by the stockholders of the Corporation or the members of LLC.

## Section 4

### Miscellaneous

4.1 To the extent permitted by law, this Agreement may be amended by an agreement in writing, before or after the action of stockholders of the Corporation and the action of members of LLC, at any time prior to the Effective Date.

IN WITNESS WHEREOF, the Corporation and LLC have each caused this Agreement to be executed by its authorized officer and its corporate seal affixed, all as of the date first above written.

WCIV, LLC

BY: Lawrence I. Hebert  
TITLE: Lawrence I. Hebert  
Manager

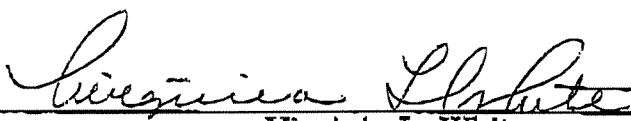
WCIV TELEVISION, INC.

BY: Lawrence I. Hebert  
TITLE: Lawrence I. Hebert  
President

CERTIFICATE OF THE SECRETARY  
OF  
WCIV TELEVISION, INC.

I, Virginia L. White, the Secretary of WCIV Television, Inc., hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President under the corporate seal of said corporation, was duly approved and adopted by unanimous written consent dated September 29, 1997 of the sole stockholder entitled to vote thereon in accordance with Section 228 of the Delaware General Corporation Law.

WITNESS my hand and seal of said Virginia L. White this 29th day of September, 1997.

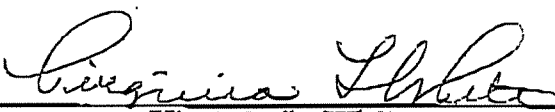
  
Virginia L. White  
Secretary

(SEAL)

CERTIFICATE OF THE SECRETARY  
OF  
WCIV, LLC

I, Virginia L. White, the Secretary of WCIV, LLC, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the limited liability company by a Manager under the seal of said limited liability company, was duly approved and adopted by unanimous written consent dated September 29, 1997 of the sole member thereof.

WITNESS my hand and seal of said Virginia L. White this 29th day of September, 1997.

  
Virginia L. White  
Secretary

(SEAL)

**WCIV, LLC****Unanimous Written Consent of the Managers**

The undersigned, constituting all of the Managers of WCIV, LLC, a Delaware limited liability company (hereinafter referred to as the "Company"), do hereby consent as follows:

**RESOLVED:** That the merger of WCIV Television, Inc., a Delaware corporation, into the Company on the terms and conditions as set forth in the Agreement and Plan of Merger, substantially in the form attached hereto, is deemed advisable and the same is hereby approved;

**RESOLVED FURTHER:** That the Agreement and Plan of Merger substantially in the form attached hereto is hereby approved and adopted;

**RESOLVED FURTHER:** That any Manager of the Company is hereby authorized and directed in the name and on behalf of the Company to execute the Agreement and Plan of Merger with such changes therein as such manager shall deem necessary or appropriate (the "Agreement and Plan of Merger"), the execution thereof to be conclusive evidence of any necessity and appropriateness;


**RESOLVED FURTHER:** That the Agreement and Plan of Merger be submitted for approval and adoption by the members of the Company and that this Board of Managers recommends such approval and adoption;

**RESOLVED FURTHER,** that any Manager of the Company is hereby authorized by and on behalf of the Company to execute and deliver a Pledge of Membership Interests Agreement (the "Pledge Agreement") among Allbritton Communications Company ("ACC"), the Company; KTUL, LLC; KATV, LLC; and BankBoston, N.A. by which ACC shall in connection therewith pledge its membership interests in KTUL, LLC; KATV, LLC and the Company, containing such terms and conditions as the manager executing the same shall deem necessary or appropriate, the execution thereof to be conclusive evidence of any such necessity and appropriateness; and


**RESOLVED FURTHER:** That any Manager and each of the President, any Vice President, Treasurer and Secretary is hereby authorized to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or appropriate in connection with the proposed merger, the Agreement and Plan of Merger and the Pledge Agreement, the doing of the foregoing to be conclusive evidence of necessity and appropriateness.

This Unanimous Written Consent of Managers may be executed in counterparts.

September 26, 1997

  
\_\_\_\_\_  
Joe L. Allbritton


September 26, 1997

  
\_\_\_\_\_  
Barbara B. Allbritton

September 26, 1997

  
\_\_\_\_\_  
Robert L. Allbritton

September 26, 1997

  
\_\_\_\_\_  
Lawrence I. Hebert



**WCIV TELEVISION, INC.**

**Unanimous Written Consent of the Board of Directors**

The undersigned, constituting all of the Directors of WCIV Television, Inc., a Delaware corporation (hereinafter referred to as the "Corporation"), in accordance with Section 141(f) of the Delaware General Corporation Law, do hereby consent as follows:

**RESOLVED:** That the merger of the Corporation into WCIV, LLC, a Delaware limited liability company, on the terms and conditions as set forth in the Agreement and Plan of Merger, substantially in the form attached hereto, is deemed advisable and the same is hereby approved;

**RESOLVED FURTHER:** That the Agreement and Plan of Merger substantially in the form attached hereto is hereby approved and adopted;

**RESOLVED FURTHER:** That each of the Chairman, President and any Vice President of the Corporation is hereby authorized and directed in the name and on behalf of the Corporation to execute the Agreement and Plan of Merger with such changes therein as such officer shall deem necessary or appropriate (the "Agreement and Plan of Merger"), the execution thereof to be conclusive evidence of any necessity and appropriateness;

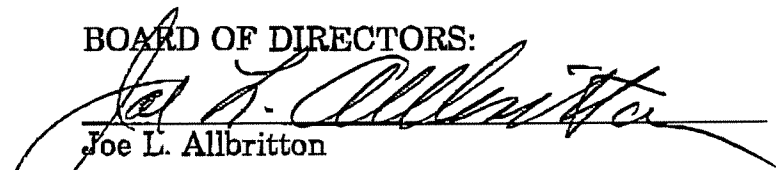
**RESOLVED FURTHER:** That the Agreement and Plan of Merger be submitted for approval and adoption by the shareholders of the Corporation and that this Board of Directors hereby recommends such approval and adoption; and

**RESOLVED FURTHER:** That each of the Chairman, President, any Vice President, Treasurer and Secretary is hereby authorized to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or appropriate in connection with the proposed merger and the Agreement and Plan of Merger, the doing of the foregoing to be conclusive evidence of necessity and appropriateness.

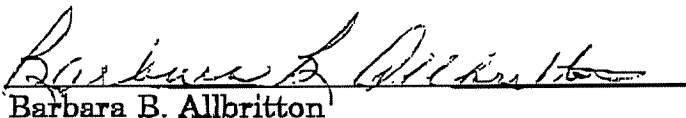
This Unanimous Written Consent of Directors may be executed in counterparts.

BOARD OF DIRECTORS:

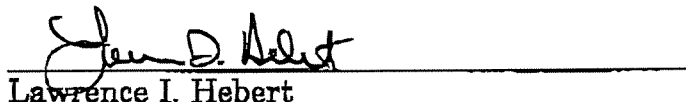
September 26, 1997

  
Joe L. Allbritton

September 26, 1997

  
Barbara B. Allbritton

September 26, 1997

  
Lawrence I. Hebert