

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GRAY MIDAMERICA HOLDINGS, INC.		12/12/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GRAY TELEVISION GROUP, INC.
Street Address:	4370 Peachtree Road, NE
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30319
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2245702	OUR TOWN

CORRESPONDENCE DATA

Fax Number: (843)577-0460
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (843) 720-3747
 Email: efenno@fennolaw.com
 Correspondent Name: Edward Fenno
 Address Line 1: 171 Church St.
 Address Line 2: Suite 160
 Address Line 4: Charleston, SOUTH CAROLINA 29401

NAME OF SUBMITTER:	Edward Fenno
Signature:	/Edward Fenno/

OP \$40.00 2245702

Date:

02/24/2009

Total Attachments: 3

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Delaware

PAGE 1

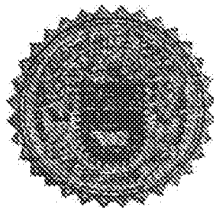
The First State

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:

"GRAY MIDAMERICA HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "GRAY TELEVISION GROUP, INC." UNDER THE NAME OF "GRAY TELEVISION GROUP, INC.", A CORPORATION 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. 2003, AT 6:27 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0866309 8100M

AUTHENTICATION: 2910036

030816012

DATE: 02-04-04

TRADEMARK
REEL: 003940 FRAME: 0676

CERTIFICATE OF MERGER
MERGING
GRAY MIDAMERICA HOLDINGS, INC., a Delaware Corporation
WITH AND INTO
GRAY TELEVISION GROUP, INC., a Delaware Corporation

*Pursuant to Section 251 of
the General Corporation Law of Delaware*

The undersigned corporation organized and existing under and by virtue of the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Gray MidAmerica Holdings, Inc.	Delaware
Gray Television Group, Inc.	Delaware

SECOND: A Plan and Agreement of Merger (the "Agreement") between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation, which shall be a Delaware corporation, is Gray Television Group, Inc.

FOURTH: The Certificate of Incorporation of Gray Television Group, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement is on file at the principal place of business of the surviving Delaware corporation, the address of which is 125 North Washington Street, Albany, Georgia 31701.

SIXTH: A copy of the Agreement will be furnished by the surviving Delaware corporation, on request and without cost, to any shareholder of Gray MidAmerica Holdings, Inc. or Gray Television Group, Inc.

SEVENTH: The Merger shall become effective as of 11:45 p.m. on December 31, 2003.

IN WITNESS WHEREOF, the undersigned, as the surviving corporation in the Merger, has caused its duly authorized representative to execute this Certificate of Merger as of the 12th of December, 2003.

GRAY TELEVISION GROUP, INC.

By: 

Name: James C. Ryan

Title: Senior Vice President, Assistant
Secretary and Treasurer