

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/10/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CBS Radio Inc. of Chesapeake		12/10/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CBS Radio Holdings, Inc.		
Street Address:	1515 Broadway		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	CORPORATION: VIRGINIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2353711	WQSR	
CORRESPONDENCE DATA			
Fax Number:	(212)975-0111		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212-975-3316		
Email:	kaz.tanakh@cbs.com		
Correspondent Name:	CBS		
Address Line 1:	51 West 52nd Street		
Address Line 2:	c/o Kaz Tanakh (Corp. Legal)		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	CC STA SWAP WQSR ASSIGN2		
NAME OF SUBMITTER:	Rebecca Borden		
Signature:	/rb/		

CH 2353711 \$40.00

900129655

TRADEMARK  
REEL: 003954 FRAME: 0842

Date:

03/18/2009

**Total Attachments: 8**

source=CBS\_CORP-#656127-v1-Merger\_-\_CBS\_Radio\_of\_Cheseapeake\_to\_CBS\_Radio\_Holdings\_\_Inc\_#page1.tif

source=CBS\_CORP-#656127-v1-Merger\_-\_CBS\_Radio\_of\_Cheseapeake\_to\_CBS\_Radio\_Holdings\_\_Inc\_#page2.tif

source=CBS\_CORP-#656127-v1-Merger\_-\_CBS\_Radio\_of\_Cheseapeake\_to\_CBS\_Radio\_Holdings\_\_Inc\_#page3.tif

source=CBS\_CORP-#656127-v1-Merger\_-\_CBS\_Radio\_of\_Cheseapeake\_to\_CBS\_Radio\_Holdings\_\_Inc\_#page4.tif

source=CBS\_CORP-#656127-v1-Merger\_-\_CBS\_Radio\_of\_Cheseapeake\_to\_CBS\_Radio\_Holdings\_\_Inc\_#page5.tif

source=CBS\_CORP-#656127-v1-Merger\_-\_CBS\_Radio\_of\_Cheseapeake\_to\_CBS\_Radio\_Holdings\_\_Inc\_#page6.tif

source=CBS\_CORP-#656127-v1-Merger\_-\_CBS\_Radio\_of\_Cheseapeake\_to\_CBS\_Radio\_Holdings\_\_Inc\_#page7.tif

source=CBS\_CORP-#656127-v1-Merger\_-\_CBS\_Radio\_of\_Cheseapeake\_to\_CBS\_Radio\_Holdings\_\_Inc\_#page8.tif

# 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:

"CBS RADIO INC. OF CHESAPEAKE", A DELAWARE CORPORATION,  
WITH AND INTO "CBS RADIO HOLDINGS, INC." UNDER THE NAME OF  
"CBS RADIO HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED  
IN THIS OFFICE THE TENTH DAY OF DECEMBER, A.D. 2008, AT 10:21  
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE TENTH DAY OF  
DECEMBER, A.D. 2008, AT 12:30 O'CLOCK P.M.

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

4631713 8100M

081180430

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7013671

DATE: 12-10-08

TRADEMARK  
REEL: 003954 FRAME: 0844

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:20 AM 12/10/2008  
FILED 10:21 AM 12/10/2008  
SRV 081180430 - 2037305 FILE

CERTIFICATE OF MERGER  
OF  
CBS RADIO INC. OF CHESAPEAKE  
(a Delaware corporation)  
AND  
CBS RADIO HOLDINGS, INC.  
(a Virginia corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
  - (i) CBS Radio Inc. of Chesapeake, which is incorporated under the laws of the State of Delaware;
  - and
  - (ii) CBS Radio Holdings, Inc., which is incorporated under the laws of the State of Virginia.
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by CBS Radio Inc. of Chesapeake in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by CBS Radio Holdings, Inc. in accordance with the laws of the State of its incorporation.
3. The name of the surviving corporation in the merger herein certified is CBS Radio Holdings, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provision of the laws of the State of its incorporation.
4. The certificate of incorporation of CBS Radio Holdings, Inc., as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

c/o CBS Corporation  
51 West 52<sup>nd</sup> Street  
New York, New York 10019

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, upon request, and without cost, to any stockholder of each of the aforesaid constituent corporations.
7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CBS Radio Inc. of Chesapeake, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of CBS Radio Inc. of Chesapeake as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any suite or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be ailed by the Secretary of State of the State of Delaware:

General Counsel  
CBS Corporation  
51 West 52<sup>nd</sup> Street  
New York, NY 10019

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 12:30 p.m. on the 10<sup>th</sup> day of December, 2008 insofar as the General Corporation Law of the State of Delaware shall govern said effective date.

Dated: DECEMBER 8, 2008

**CBS RADIO HOLDINGS, INC.**

By: 

Name: Richard M. Jones

Title: Senior Vice President and General Tax Counsel

**CBS RADIO INC. OF CHESAPEAKE**

By: 

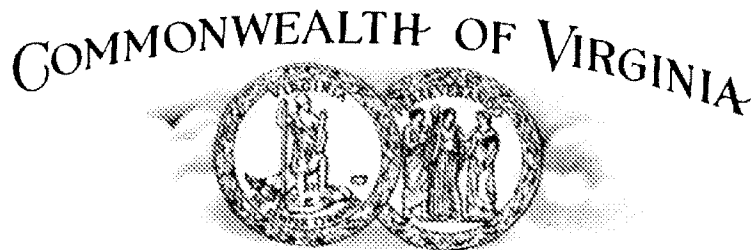
Name: Richard M. Jones

Title: Senior Vice President and General Tax Counsel

MARK C. CHRISTIE  
COMMISSIONER

JAMES C. DIMITRI  
COMMISSIONER

JUDITH WILLIAMS JAGDMANN  
COMMISSIONER



JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION  
Office of the Clerk

December 10, 2008

BETH EPSTEIN  
UCC RETRIEVALS INC  
7288 HANOVER GREEN DR  
MECHANICSVILLE, VA 23111

RE: CBS RADIO HOLDINGS, INC.  
ID: 0089363 - 6  
DCN: 08-12-10-0506

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing articles of merger with this office.

This is also your receipt for \$225.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of merger is December 10, 2008 at 12:30 PM..

Each non-surviving entity:

CBS RADIO INC. OF CHESAPEAKE (A DE CORP NOT  
QUALIFIED IN VA)

is merged into CBS RADIO HOLDINGS, INC..

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

MERGRCPT  
MERGACPT  
CIS0354

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 10, 2008

The State Corporation Commission finds the accompanying articles submitted on behalf of  
  
CBS RADIO HOLDINGS, INC.

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective December 10, 2008, at 12:30 PM. Each of the following:

CBS RADIO INC. OF CHESAPEAKE (A DE CORP NOT  
QUALIFIED IN VA)

is merged into CBS RADIO HOLDINGS, INC., which continues to exist under the laws of  
VIRGINIA with the name CBS RADIO HOLDINGS, INC., and the separate existence of each  
non-surviving entity ceases.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Judith William Jagdmann". The signature is written in a cursive, flowing style.

Commissioner

MERGACPT  
CIS0354  
08-12-10-0506

TRADEMARK  
REEL: 003954 FRAME: 0848

ARTICLES OF MERGER  
OF  
CBS RADIO INC. OF CHESAPEAKE  
(a Delaware corporation)  
AND  
CBS RADIO HOLDINGS, INC.  
(a Virginia corporation)

*nsdcm*

*00893636*

The undersigned, on behalf of the corporations set forth below, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, state as follows:

1. CBS Radio Inc. of Chesapeake, a business corporation of the State of Delaware will merge into CBS Radio Holdings, Inc. a business corporation of the State of Virginia. CBS Radio Holding, Inc. will be the survivor of the merger.
2. CBS Radio Inc. of Chesapeake shall be merged into CBS Radio Holdings, Inc. CBS Radio Holdings, Inc., shall continue to exist as the surviving corporation pursuant to the provisions of the Code of Virginia. The separate existence of CBS Radio Inc. of Chesapeake shall cease at the effective time of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.  
  
Each issued share of the terminating corporation shall, from and after the effective time of the merger, be cancelled. There shall be no consideration for the terminating corporation stock. The issued shares of the surviving corporation shall not be converted or exchanged in any manner but each share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.
3. The plan of merger was approved by the sole shareholder of CBS Radio Holdings, Inc.
4. CBS Radio Inc. of Chesapeake certifies that its participation in the merger was duly authorized as required by the law of Delaware.
5. The effective time and date of the merger herein certified, insofar as the provisions of the Code of Virginia govern such effective date, shall be 12:30 p.m. on the 10<sup>th</sup> day of December, 2008.

Executed in the name of the corporation by:

**CBS RADIO HOLDINGS, INC.**

*[Signature]*  
Richard M. Jones

Senior Vice President and General Tax Counsel  
SCC ID# 0089363-6

Date: *December 8, 2008*

**CBS RADIO INC. OF CHESAPEAKE**

*[Signature]*  
Richard M. Jones

Senior Vice President and General Tax Counsel

Date: *December 8, 2008*



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 10, 2008

The State Corporation Commission finds the accompanying articles submitted on behalf of  
CBS RADIO HOLDINGS, INC.

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective December 10, 2008, at 12:30 PM. Each of the following:

CBS RADIO INC. OF CHESAPEAKE (A DE CORP NOT  
QUALIFIED IN VA)

is merged into CBS RADIO HOLDINGS, INC., which continues to exist under the laws of  
VIRGINIA with the name CBS RADIO HOLDINGS, INC., and the separate existence of each  
non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS0354  
08-12-10-0506

TRADEMARK  
REEL: 003954 FRAME: 0850

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the certificate of merger of CBS RADIO HOLDINGS, INC. issued December 10, 2008.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
December 11, 2008*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*