

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/09/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
CBS Radio of Portland Inc.		12/09/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	CBS Radio Holdings, Inc.		
Street Address:	40 West 57th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	CORPORATION: VIRGINIA		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2345390	KUPL	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)975-0111		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2129753316		
Email:	kaz.tanakh@cbs.com		
Correspondent Name:	Kaz Tanakh		
Address Line 1:	52 West 51St Street		
Address Line 2:	c/o CBS		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	PORTLAND KUPL ASSIGNMENT		
NAME OF SUBMITTER:	Lauren Marcello		
Signature:	/lm/		

CH \$40.00 2345390

Date:

07/17/2009

**Total Attachments: 8**

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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 OWNERSHIP, WHICH MERGES:

"CBS RADIO OF PORTLAND INC.", 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 NINTH DAY OF DECEMBER, A.D. 2008, AT 10:47 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE NINTH 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.

4631187 8100M

081176159

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: 7012657

DATE: 12-09-08

TRADEMARK  
REEL: 004026 FRAME: 0351

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:46 AM 12/09/2008  
FILED 10:47 AM 12/09/2008  
SRV 081176159 - 2029934 FILE

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

It is hereby certified that:

1. CBS Radio Holdings, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Virginia.
2. The Corporation is the owner of all of the outstanding shares of common stock of CBS Radio of Portland Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of CBS Radio Holdings, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges CBS Radio of Portland Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on December 9, 2008 by the Board of Directors of the Corporation to merge the said CBS Radio of Portland Inc. into the Corporation:

RESOLVED that CBS Radio of Portland Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of CBS Radio of Portland Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change of diminution as the same were before held and enjoyed by CBS Radio of Portland Inc. in its name.

RESOLVED, that this Corporation assume all of the obligations of CBS Radio of Portland Inc.

RESOLVED that this 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 of Portland Inc., as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the state of Delaware to which a copy of such process shall be mailed 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

RESOLVED that this Corporation shall cause to be executed and filed and/of recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Virginia, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of CBS Radio of Portland Inc. and of this Corporation and in any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be at 12:30 p.m. on the 9th day of December, 2008, and that insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on DECEMBER 8 2008

CBS RADIO HOLDINGS, INC.

By: 

Name: Richard M. Jones

Title: Senior Vice President and General Tax Counsel

COMMONWEALTH OF VIRGINIA



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 9, 2008

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

RE: CBS RADIO HOLDINGS, INC.  
ID: 0089363 - 6  
DCN: 08-12-09-0506

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 9, 2008 at 12:30 PM..

Each non-surviving entity:

CBS RADIO OF PORTLAND INC. (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,

A handwritten signature in black ink that reads "Joel H. Peck".

Joel H. Peck  
Clerk of the Commission

MERGRcpt  
MERGACPT  
CIS0354

Tyler Building, 1300 East Main Street, Richmond, VA 23219-3630  
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) [www.scc.virginia.gov/cik](http://www.scc.virginia.gov/cik)  
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

TRADEMARK  
REEL: 004026 FRAME: 0354

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 9, 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 9, 2008, at 12:30 PM. Each of the following:

**CBS RADIO OF PORTLAND INC. (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  
08-12-09-0506

**TRADEMARK  
REEL: 004026 FRAME: 0355**

ARTICLES OF MERGER  
OF  
CBS RADIO OF PORTLAND INC. *non*  
(a Delaware corporation)  
AND  
CBS RADIO HOLDINGS, INC. *0089363-6*  
(a Virginia corporation)

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:

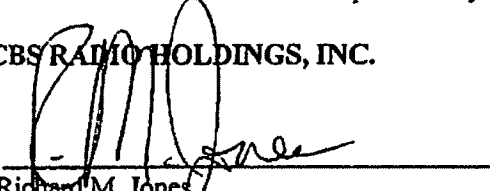
1. CBS Radio of Portland Inc., a business corporation of the State of Delaware and a wholly owned subsidiary of CBS Radio Holdings, Inc. will merge into CBS Radio Holdings, Inc., a business corporation of the State of Virginia. CBS Radio Holdings, Inc. will be the survivor of the merger.
2. CBS Radio of Portland Inc. 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 of Portland Inc. 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.

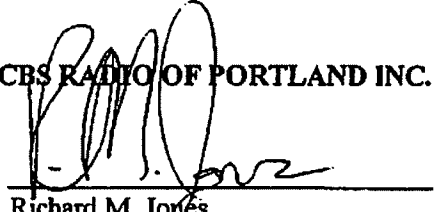
3. The plan of merger was approved by the sole shareholder of CBS Radio Holdings, Inc.
4. CBS Radio of Portland Inc. certifies that its participation in the merger was duly authorized as required by the law of Delaware.
5. The effective time and date of the merger herein certified, insofar as the provisions of the Code of Virginia govern such effective date, shall be 12:30 p.m. on the 9<sup>th</sup> day of December, 2008.

Executed in the name of the corporation by:

CBS RADIO HOLDINGS, INC.

  
Richard M. Jones  
Senior Vice President and General Tax Counsel  
SCC ID# 0089363-6  
Date: *DECEMBER 8, 2008*

CBS RADIO OF PORTLAND INC.

  
Richard M. Jones  
Senior Vice President and General Tax Counsel  
Date: *DECEMBER 8, 2008*



**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 9, 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 9, 2008, at 12:30 PM. Each of the following:

**CBS RADIO OF PORTLAND INC. (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  
08-12-09-0506

# 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 09, 2008.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
December 10, 2008*

*Joel H. Peck*  
Joel H. Peck, Clerk of the Commission

CIS0353

RECORDED: 07/17/2009

TRADEMARK  
REEL: 004026 FRAME: 0358