

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Retro Programming Services, Inc.		12/31/2009	CORPORATION: ARKANSAS

RECEIVING PARTY DATA

Name:	Retro Television, Inc.
Street Address:	735 Broad Street - Suite 1204
City:	Chattanooga
State/Country:	TENNESSEE
Postal Code:	37402
Entity Type:	CORPORATION: TENNESSEE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	77746561	RTV
Serial Number:	77741318	RTV
Serial Number:	77697092	RTV
Serial Number:	77697073	RETRO TV
Serial Number:	77697032	RETRO TELEVISION

CORRESPONDENCE DATA

Fax Number: (865)523-4478
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 865-546-4305
 Email: mgraham@lng-patent.com
 Correspondent Name: Mark S. Graham, Esq.
 Address Line 1: P.O. Box 1871
 Address Line 4: Knoxville, TENNESSEE 37901

CH \$140.00 77746561

ATTORNEY DOCKET NUMBER:	65802.00 / C-6562.6
NAME OF SUBMITTER:	Mark S. Graham, Esq.
Signature:	/Mark S. Graham/
Date:	03/17/2010

Total Attachments: 13

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Office of the Secretary of State
Packing Slip

December 31, 2009

Page 1 of 1

MADDOX & ANDERSON PLLC
One Central Plaza, Suite 600
835 Georgia Avenue
Chattanooga, TN 37402 USA

Batch Number: 1208780

Batch Date: 12-31-2009

Client ID: 195302717

Return Method: Mail

Total Charges **\$100.00**

Total Amount Credited to Client Account **\$0.00**

User: m.nicholas

Document Number	Document Detail	Filing Number / Name	Page Count	Fee
12087800002	Merger/Consolidation	RETRO PROGRAMMING SERVICES, INC. 800094264	5	\$100.00
Total Document Fees				\$100.00

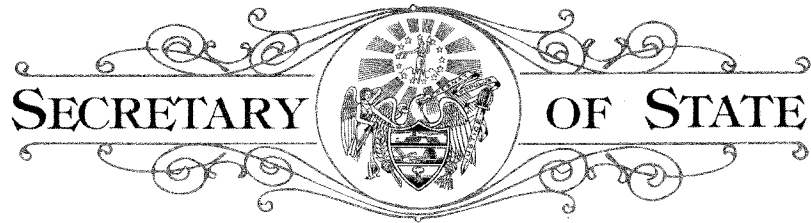
Payment Type	Payment Status	Payment Reference	Payment Amount
Check	Retained	25213	\$100.00
Total Payments Received			\$100.00

Notice per Act 1008 of 2007 - A corporate filing with the Arkansas Secretary of State does not necessarily give you the right to use your proposed corporate name, corporate name, assumed or fictitious name in this state if the use violates someone else's trade name, trademark, or service mark rights under the trademark laws of the United States, this state, or the common law. Prior to your use of the name, you are encouraged to research the names and marks of other parties used or registered in this state, or registered in the United States Patent and Trademark Office, or consult an attorney to determine the existence of any conflicting rights.

Notice to all Online Customers:

The processing fee charged by INA for online filings will NOT show on this receipt. Please refer to the online receipt you received via email for the total amount paid.

STATE OF ARKANSAS



Charlie Daniels
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Charlie Daniels, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles Of Merger

of

RETRO PROGRAMMING SERVICES, INC.

with and into

RETRO TELEVISION, INC.

filed in this office December 31, 2009.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 31st day of December 2009.



Charlie Daniels

Secretary of State

TRADEMARK

REEL: 004168 FRAME: 0943

ARTICLES OF MERGER OF
RETRO PROGRAMMING SERVICES, INC. (An Arkansas

INTO

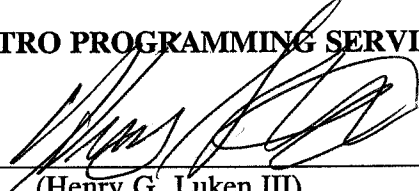
RETRO TELEVISION, INC. (A Tennessee Corporation)

Pursuant to the provisions of Chapter 21, Section 101 of the Tennessee Business Corporation Act and Chapter 27, Section 1109 of the Arkansas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

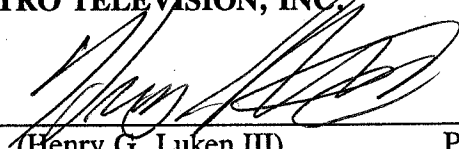
1. The attached Plan of Merger was approved by each of the undersigned corporations in the manner prescribed by the laws of Tennessee and the laws of Arkansas.
2. As to Retro Programming Services, Inc. (an Arkansas corporation), the Plan of Merger was duly adopted and approved by the written consent of the directors and sole shareholder on December 9, 2009. The plan of merger and performance of the terms therein comply with the laws of the state of Arkansas and the state of Tennessee.
3. As to Retro Television, Inc. (a Tennessee corporation), the Plan of Merger was adopted and approved by the written consent of the directors and sole shareholder on December 9, 2009. The plan of merger and performance of the terms therein comply with the laws of the state of Tennessee and the state of Arkansas.
4. Concurrently with the filing of these Articles, Retro Television, Inc. is filing a statement with the Arkansas Secretary of State appointing an agent for service of process under Ark. Code Ann. § 4-20-112.
5. The merger is to be effective at 11:59 p.m. on the 31st day of December, 2009.

Executed this the 21 day of December 2009.

RETRO PROGRAMMING SERVICES, INC.

By: 
(Henry G. Luken III) President

RETRO TELEVISION, INC.

By: 
(Henry G. Luken III) President

PLAN OF MERGER OF

RETRO PROGRAMMING SERVICES, INC. (An Arkansas Corporation)

INTO

RETRO TELEVISION, INC. (A Tennessee Corporation)

Pursuant to the provisions of Chapter 21, Section 101 of the Tennessee Business Corporation Act and Chapter 27, Section 1109 of the Arkansas Business Corporation Act, the undersigned corporations adopt the following Plan of Merger for the purpose of merging Retro Programming Services, Inc., an Arkansas corporation, into Retro Television, Inc., a Tennessee corporation:

1. **Merging Corporations.** The name of each corporation planning to merge is as follows:

Retro Programming Services, Inc., an Arkansas corporation; and

Retro Television, Inc., a Tennessee corporation.

2. **Surviving Corporation.** Retro Programming Services, Inc., an Arkansas corporation, will merge into Retro Television, Inc., a Tennessee corporation, and the surviving corporation shall be Retro Television, Inc. The surviving corporation will use the same federal tax identification of the Arkansas corporation, because the transferor and surviving corporation are treated as the same corporation for federal tax purposes.

3. **Terms and Conditions of Merger.** Upon the effective date of the merger as described in this Plan of Merger, the separate existence of the merged corporation, Retro Programming Services, Inc. shall cease (except to the extent continued by applicable state statutes), and Retro Television, Inc. shall succeed to all rights, privileges, immunities, licenses, powers and franchises, and all the property, real, personal and mixed, of the merged corporation, without the necessity for any separate transfer. Retro Television, Inc. shall, following the merger, be responsible and liable for all liabilities and obligations of the merged corporation, Retro Programming Services, Inc., but only to the extent provided by the laws of the State of Tennessee.

4. **Manner and Basis of Converting Existing Shares.** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation is as follows:

Retro Programming Services, Inc. is authorized to issue one thousand (1,000) shares of common stock, \$1.00 par value, all of which are currently issued and outstanding. Retro Television, Inc., a Tennessee corporation, is authorized to issue one thousand (1,000) shares of no par common stock, one hundred (100) of

TRADEMARK

REEL: 004168 FRAME: 0946

which are currently issued and outstanding.

Each issued and outstanding share of common stock of Retro Programming Services, Inc. shall by virtue of the merger and without any action on the part of the holders thereof be converted into one-tenth (1/10) share of common stock of Retro Television, Inc. All issued and outstanding shares of Retro Programming Services, Inc. shall be surrendered and canceled upon the effective date of the merger. No other shares, securities or obligations of Retro Television, Inc., a Tennessee corporation, or any other consideration shall be paid or delivered upon surrender of the stock in Retro Programming Services, Inc.

5. **Charter**. The Charter of Retro Television, Inc., a Tennessee corporation, as filed June 17, 2009 shall continue to be the Charter of the surviving corporation following the effective date of the merger.

6. **Bylaws**. The bylaws of Retro Television, Inc., a Tennessee corporation, shall continue to be the bylaws of the surviving corporation following the effective date of the merger, until altered, amended or repealed, or until new bylaws shall be adopted.


7. **Directors and Officers**. The directors and officers of the surviving corporation in office at and as of the Effective Date of the merger shall remain the directors and officers of the surviving corporation until their successors have been elected or appointed and qualified.

8. **Amendment or Termination**. This Plan of Merger may be amended, terminated or abandoned at any time before the effective date of the merger, whether before or after adoption or approval of this Agreement by action of either of the constituent corporations. Upon any termination and abandonment, no party shall have any liability or obligation thereunder to the other.

9. **Effective Date**. This merger shall be effective at 11:59 p.m. on the 31st day of December, 2009.


IN WITNESS WHEREOF, the undersigned officers of Retro Television, Inc. and Retro Programming Services, Inc. have executed this Agreement as of the 9th day of December, 2009, and by their signatures below, hereby certify that the shareholders and directors of the respective corporations approved this Plan of Merger on the 9th day of December, 2009.

RETRO PROGRAMMING SERVICES, INC.

By: 

(Henry G. Luken III) President

RETRO TELEVISION, INC.

By: 

(Henry G. Luken III) President



STATE OF TENNESSEE
Tre Hargett, Secretary of State
 Division of Business Services
 312 Rosa L. Parks Avenue
 6th Floor, William R. Snodgrass Tower
 Nashville, TN 37243

RETRO TELEVISION, INC.
 735 BROAD STREET
 SUITE 1204
 CHATTANOOGA, TN 37402 USA

December 23, 2009

Control # 604595

Effective Date: 12/31/2009 11:59 PM

Document Receipt

Receipt #: 33642	Filing Fee:	\$100.00
Payment-Check/MO - MADDOX & ANDERSON PLLC, Chattanooga, TN		\$100.00

ACKNOWLEDGMENT OF MERGER

RETRO PROGRAMMING SERVICES, INC. (Arkansas) (Qualified Non-survivor)
 merged into **RETRO TELEVISION, INC. (Hamilton County) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett, Secretary of State
 Business Services Division

Instrument: 2010010400280
 Book and Page: GI 9088 269
 CHARTER FEE \$5.50
 DATA PROCESSING FEE \$2.00
 Total Fees: \$7.50
 User: HCDC\DSkelton
 Date: 1/4/2010
 Time: 3:11:07 PM
 Contact: Pam Hurst, Register
 Hamilton County, Tennessee

*Mail: Maddox & Anderson
 835 Deanna Ave
 Chattanooga 37402*

25241

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FILED
STATE OF TENNESSEE

2009 DEC 23 PM 3: 07

THE CLERK
SECRETARY OF STATE

6635-2037

ARTICLES OF MERGER OF
RETRO PROGRAMMING SERVICES, INC. (An Arkansas Corporation)

INTO

RETRO TELEVISION, INC. (A Tennessee Corporation)

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2. As to Retro Programming Services, Inc. (an Arkansas corporation), the Plan of Merger was duly adopted and approved by the written consent of the directors and sole shareholder on December 9, 2009. The plan of merger and performance of the terms therein comply with the laws of the state of Arkansas and the state of Tennessee.

3. As to Retro Television, Inc. (a Tennessee corporation), the Plan of Merger was adopted and approved by the written consent of the directors and sole shareholder on December 9, 2009. The plan of merger and performance of the terms therein comply with the laws of the state of Tennessee and the state of Arkansas.

4. Concurrently with the filing of these Articles, Retro Television, Inc. is filing a statement with the Arkansas Secretary of State appointing an agent for service of process under Ark. Code Ann. § 4-20-112.

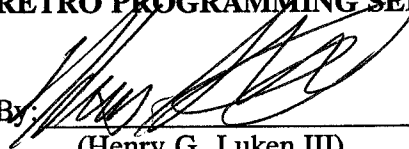
5. The merger is to be effective at 11:59 p.m. on the 31st day of December, 2009.

Executed this the 21st day of December 2009.

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STATE OF TENNESSEE

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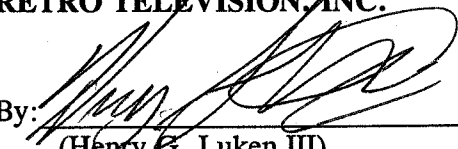
RETRO PROGRAMMING SERVICES, INC.

By: 
(Henry G. Luken III) President

ROBERT ROBERTS
SECRETARY OF STATE

6635-2038

RETRO TELEVISION, INC.

By: 
(Henry G. Luken III) President

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TILLIAM
SECRETARY OF STATE

PLAN OF MERGER OF
RETRO PROGRAMMING SERVICES, INC. (An Arkansas Corporation)

INTO

RETRO TELEVISION, INC. (A Tennessee Corporation)

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STATE OF TENNESSEE

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which are currently issued and outstanding.

Each issued and outstanding share of common stock of Retro Programming Services, Inc. shall by virtue of the merger and without any action on the part of the holders thereof be converted into one-tenth (1/10) share of common stock of Retro Television, Inc. All issued and outstanding shares of Retro Programming Services, Inc. shall be surrendered and canceled upon the effective date of the merger. No other shares, securities or obligations of Retro Television, Inc., a Tennessee corporation, or any other consideration shall be paid or delivered upon surrender of the stock in Retro Programming Services, Inc.

0035-2048

5. **Charter.** The Charter of Retro Television, Inc., a Tennessee corporation, as filed June 17, 2009 shall continue to be the Charter of the surviving corporation following the effective date of the merger.

6. **Bylaws.** The bylaws of Retro Television, Inc., a Tennessee corporation, shall continue to be the bylaws of the surviving corporation following the effective date of the merger, until altered, amended or repealed, or until new bylaws shall be adopted.

7. **Directors and Officers.** The directors and officers of the surviving corporation in office at and as of the Effective Date of the merger shall remain the directors and officers of the surviving corporation until their successors have been elected or appointed and qualified.

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9. **Effective Date.** This merger shall be effective at 11:59 p.m. on the 31st day of December, 2009.

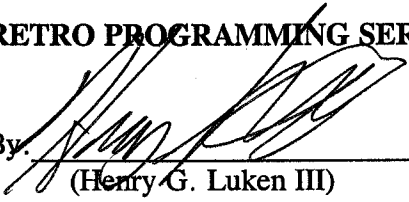
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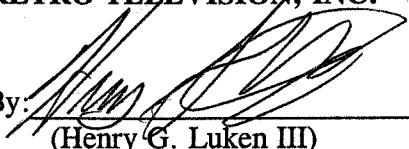
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TRE HENRIETT
SECRETARY OF STATE

RETRO PROGRAMMING SERVICES, INC.

By: 
(Henry G. Luken III) President

RETRO TELEVISION, INC.

By: 
(Henry G. Luken III) President

6635.2041