

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/09/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CBS Radio of Cleveland Inc.		12/09/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
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		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2351968	WNCX	
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:	Kaz A. Tanakh		
Address Line 1:	51 West 52nd Street		
Address Line 2:	CBS		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	CORP MGR WNCX		
NAME OF SUBMITTER:	Lauren Marcello		
Signature:	/lm/		

CH \$40.00 2351968

900160900

TRADEMARK
REEL: 004196 FRAME: 0009

Date:

04/29/2010

Total Attachments: 7

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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:

"CBS RADIO OF CLEVELAND 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 10:46 O'CLOCK A.M.

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

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

4631187 8100M

081176016

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7012492

DATE: 12-09-08

TRADEMARK
REEL: 004196 FRAME: 0011

CERTIFICATE OF MERGER
OF
CBS RADIO OF CLEVELAND INC.
(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 of Cleveland Inc., 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 Holdings, Inc. 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 52nd 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 of Cleveland Inc., 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 of Cleveland Inc. 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 52nd 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 p.m. on the 9th 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 OF CLEVELAND INC.

By: 

Name: Richard M. Jones

Title: Senior Vice President and General Tax Counsel

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 12:00 noon. Each of the following:

**CBS RADIO OF CLEVELAND 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
08-12-09-0505

TRADEMARK
REEL: 004196 FRAME: 0014

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

number

0089363-6

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:

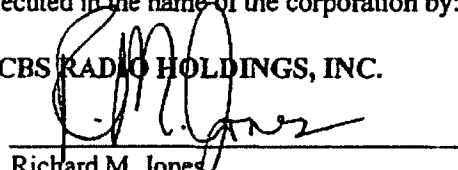
1. CBS Radio of Cleveland Inc., a business corporation of the State of Delaware will merge into CBS Radio Holdings, Inc. a business corporation of the State of Virginia. CBS Radio Holding, Inc. will be the survivor of the merger.
2. CBS Radio of Cleveland Inc. shall be merged into CBS Radio Holdings, 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 Cleveland 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 Cleveland 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 noon on the 9th day of December, 2008.

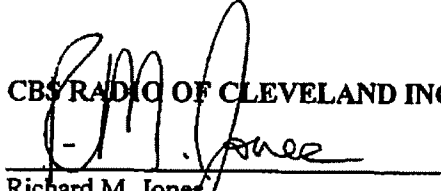
Executed in the name of the corporation by:

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 CLEVELAND 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 12:00 noon. Each of the following:

**CBS RADIO OF CLEVELAND 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

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08-12-09-0505

TRADEMARK
REEL: 004196 FRAME: 0016

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: 04/29/2010

TRADEMARK
REEL: 004196 FRAME: 0017