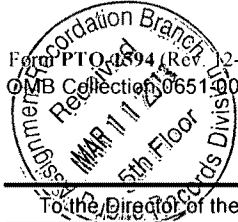


03/11/2013



Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/12)



103656086

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Waco Media Company Inc. f/k/a WMCOWH Company, Inc.

- Individual(s)
- Partnership
- Corporation- State: Texas
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) December 19, 2012

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Midlands Newspapers, Inc.

Street Address: 1314 Douglas Street, Suite 1500

City: Omaha

State: NE

Country: USA Zip: 68102-1848

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Nebraska
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____ Text _____

B. Trademark Registration No.(s)
2441191; 2195235; 4055510; 2919564; 2190625; 1605538; 4271169; 4127667

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Access Waco; H.O.T. Classifieds!; H.O.T. Reader's Choice Awards; Pick It Up! Click It Up!; Waco Today; Waco Tribune-Herald; Waco Tribune-Herald H.O.T. Reader's Choice Awards; We Are There.

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: J. Scott Searl

Internal Address: _____

Street Address: 1314 Douglas Street, Suite 1500

City: Omaha

State: NE Zip: 68102-1848

Phone Number: 402.444.1726

Docket Number: N/A

Email Address: scott.searl@owh.com

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$: 215.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

03/13/2013 HTON11 00000611 2441191
 Deposit Account Number _____ 40.00 OP
 02 FC:4522 _____ 175.00 OP
 Authorized User Name _____

9. Signature:

J. Scott Searl
Signature

J. Scott Searl

Name of Person Signing

3/4/2013
Date

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004982 FRAME: 0651

3-11-13

ARTICLES OF MERGER

Pursuant to the provisions of the Nebraska Business Corporation Act, the undersigned corporations do hereby adopt the following Articles of Merger for the purpose of merging Bryan College Station Media Company, Inc., a Texas corporation ("BCSM"), Central Nebraska Publications, Inc., a Nebraska corporation ("CNP"), Grand Island Publishing Company, Inc., a Nebraska corporation ("GIPC"), Kearney Hub Publishing Company, Inc., a Nebraska corporation ("KHP"), Lexington Newspaper Company, Inc., a Nebraska corporation ("LNC"), North Platte Publishing Company, Inc., a Nebraska corporation ("NPC"), Scottsbluff Publishing Company, Inc., a Nebraska corporation ("SPC"), Suburban Newspapers, Inc., a Nebraska corporation ("SNI"), Southwest Iowa Newspapers, Inc., a Delaware corporation ("SWIN"), Western Iowa Newspapers, Inc., a Nebraska corporation ("WIN"), Waco Media Company, Inc., a Texas corporation ("WMC"), Western Nebraska Newspapers, Inc., a Nebraska corporation ("WNN"), and York Publishing Company, Inc., a Nebraska corporation ("YPC", with BCSM, CNP, GIPC, KHP, LNC, NPC, SNI, SWIN, WIN, WMC, WNN and YPC all being acquired corporations and collectively referred to as the "Acquired Corporations"), into Midlands Newspapers, Inc., a Nebraska corporation and the surviving corporation (the "Surviving Corporation"):

1. The Agreement and Plan of Merger (the "Plan of Merger"), a copy of which is attached hereto as "Exhibit A" and incorporated herein by this reference, was approved by the Board of Directors of the Acquired Corporations and by the Board of Directors of the Surviving Corporation in the manner prescribed by the Nebraska Business Corporation Act.
2. The Acquired Corporations are all wholly owned subsidiaries of the Surviving Corporation, therefore, pursuant to Neb. Rev. Stat. 21-20,131, shareholder approval of the Plan of Merger was not required by the Acquired Corporations or the Surviving Corporation.
3. The merger is permitted by the General Corporation Law of the State of Delaware and SWIN has complied with the General Corporation Law in effecting the merger.
4. The merger is permitted by the Texas Business Organizations Code and BCSM and WMC have complied with the Texas Business Organizations Code in effecting the merger.
5. The effective time and date of the merger shall be 11:59 p.m. on December 30, 2012.

DATED: December 18, 2012.

Midlands Newspapers, Inc., Surviving Corporation

By: S. Scott Seatzel
Printed Name: S. SCOTT SEATZEL
Title: Secretary

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into on December 18, 2012, by and between Midlands Newspapers, Inc., a Nebraska corporation and the surviving corporation ("MNI"), Bryan College Station Media Company, Inc., a Texas corporation and the acquired corporation (BCSM), Central Nebraska Publications, Inc., a Nebraska corporation and the acquired corporation ("CNP"), Grand Island Publishing Company, Inc., a Nebraska corporation and the acquired corporation ("GIPC"), Kearney Hub Publishing Company, Inc., a Nebraska corporation and the acquired corporation ("KHP"), Lexington Newspaper Company, Inc., a Nebraska corporation and the acquired corporation ("LNC"), North Platte Publishing Company, Inc., a Nebraska corporation and the acquired corporation ("NPC"), Scottsbluff Publishing Company, Inc., a Nebraska corporation and the acquired corporation ("SPC"), Suburban Newspapers, Inc., a Nebraska corporation and the acquired corporation ("SNI"), Southwest Iowa Newspapers, Inc., a Delaware corporation and the acquired corporation ("SWIN"), Western Iowa Newspapers, Inc., a Nebraska corporation and the acquired corporation ("WIN"), Waco Media Company, Inc., a Texas corporation and the acquired corporation ("WMC"), Western Nebraska Newspapers, Inc., a Nebraska corporation and the acquired corporation ("WNN"), and York Publishing Company, Inc., a Nebraska corporation and the acquired corporation ("YPC") (collectively, the "Constituent Corporations").

W I T N E S S E T H :

WHEREAS, BCSM is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 1,000 shares of the common stock of BCSM are issued and outstanding;

WHEREAS, CNP is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 1,000 shares of common stock with a par value of \$0.01 and 1,000 shares of the common stock of CNP are issued and outstanding;

WHEREAS, GIPC is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 10,000 shares of the common stock of GIPC are issued and outstanding;

WHEREAS, KHP is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 50,000 shares of common stock with a par value of \$0.01 and 12,784 shares of the common stock of KHP are issued and outstanding;

WHEREAS, LNC is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 1,000 shares of the common stock of LNC are issued and outstanding;

WHEREAS, NPC is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 1,000 shares of the common stock of NPC are issued and outstanding;

WHEREAS, SPC is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 1,000 shares of the common stock of SPC are issued and outstanding;

WHEREAS, SNI is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares with a par value of \$1.00 and 1,000 shares of the common stock of SNI are issued and outstanding;

WHEREAS, SWIN is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 10,000 shares of the common stock of SWIN are issued and outstanding;

WHEREAS, WIN is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 1,000 shares of the common stock of WIN are issued and outstanding;

WHEREAS, WMC is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 1,000 shares of the common stock of WMC are issued and outstanding;

WHEREAS, WNN is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 1,000 shares of the common stock of WNN are issued and outstanding;

WHEREAS, YPC is a wholly-owned subsidiary of MNI, with authorized capital stock consisting of 10,000 shares of common stock with a par value of \$1.00 and 1,000 shares of the common stock of YPC are issued and outstanding; and

WHEREAS, the Board of Directors and the shareholders of each of the Constituent Corporations, and the Board of Directors of MNI, deem it advisable and in the best interests of their respective corporations, upon the terms and subject to the conditions stated in this Agreement, that each of the Constituent Corporations merge with and into MNI in accordance with this Agreement and the applicable laws of the State of Delaware, the State of Nebraska and the State of Texas.

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants and agreements herein contained, it is agreed in accordance with and pursuant to the provisions of the laws of the State of Delaware, the State of Nebraska and the State of Texas that each of the Constituent Corporations shall be merged with and into MNI as a single corporation, which shall be the surviving corporation, and that the terms and conditions of the merger and the mode of carrying it into effect are as set forth in this Agreement.

SECTION 1 **TERMS**

1.1 **Merger.** On the Effective Date, each of the Constituent Corporations shall be merged with and into MNI, with MNI as the surviving corporation.

1.2 **Conversion of Stock.** Upon the Effective Date:

(a) All issued and outstanding shares of common stock of each of the Constituent Corporations shall, by virtue of the merger and without any action on the part of the holder of such shares or any other party, be canceled.

(b) The issued and outstanding shares of common stock of MNI shall continue unchanged as the outstanding shares of MNI without further action of the holder of such shares or any other party.

1.3 **Bylaws.** The Bylaws of MNI in effect on the Effective Date shall be and remain the Bylaws of MNI, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

1.5 **Officers and Directors.** The officers and directors of MNI immediately prior to the Effective Date shall be the officers and directors of MNI until their respective successors are chosen, appointed or elected.

SECTION 2 **EFFECTIVE DATE**

The effective time and date of the merger shall be 11:59 P.M. on December 30, 2012 (the "Effective Date").

SECTION 3 **MODE OF CARRYING MERGER INTO EFFECT**

3.1 **Cessation of Existence of Each of the Constituent Corporations.** Upon the Effective Date, the separate existence of each of the Constituent Corporations shall cease and each of the Constituent Corporations shall be merged, in accordance with this Agreement, into MNI which shall survive such merger and shall possess all the rights, privileges, immunities, powers, purposes and franchises, both public and private, and shall be subject to all restrictions, disabilities, duties, obligations and liabilities of each of the Constituent Corporations. All property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other things, choses, and causes of action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in MNI without reversion or impairment or any further act or deed and shall thereafter be the property of MNI to the same extent as they were of each of the Constituent Corporations. The title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger. MNI shall thenceforth be responsible and liable for all of the liabilities and obligations for each of the Constituent Corporations. Any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if the merger had not taken place, or MNI may be substituted in the place of any of the Constituent Corporations. Neither the rights of creditors nor any liens upon, or security interests in, the property of any of the Constituent Corporations shall be impaired by the merger.

3.2 **Transfer of Property.** Upon the Effective Date, the assets, liabilities, reserves and accounts of each of the Constituent Corporations shall be taken upon the books of MNI, as the surviving corporation, at the amount at which they respectively shall be carried on the books of said corporation. The equity securities of each of the Constituent Corporations shall cease to exist and the holder of such equity securities shall thereafter be entitled only to the cash, property, or securities into which such equity securities shall have been converted in accordance with this Agreement, subject to dissenter's rights (if any) under the Nebraska Business Corporation Act.

3.3 Survival of Corporate Acts. All corporate acts, plans, policies, approvals and authorizations of each of the Constituent Corporations and their sole shareholder, board of directors, committees (whether elected or appointed by the board of directors), officers and agents, respectively, which were valid and effective immediately prior to the Effective Date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of MNI, the surviving corporation, and shall be effective and binding thereon. The employees and agents of each of the Constituent Corporations shall become the employees and agents of MNI, the surviving corporation.

3.4 Further Documents. If at any time before or after the Effective Date, MNI, as the surviving corporation, shall consider or be advised that any instruments of further assurance are necessary or desirable to vest or to perfect or confirm of record or otherwise, the title of MNI, as the surviving corporation, to any property or assets transferred by operation of law pursuant to the merger contemplated by and to be effectuated in accordance with this Agreement, the officers and directors of each of the Constituent Corporations, or any one of them, are hereby authorized to and shall execute and deliver any and all such deeds, assignments, and assurances and do all things necessary or proper so to vest, perfect or confirm title to such property or assets in MNI and to otherwise carry out the purposes of this Agreement.

SECTION 4 **APPROVAL**

This Agreement has been adopted and approved by the sole shareholder of all the issued and outstanding shares of common stock of each of the Constituent Corporations and by the Board of Directors of each of the Constituent Corporations, and has been adopted and approved by the sole shareholder of MNI and by the Board of Directors of MNI.

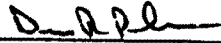
SECTION 5 **REORGANIZATION**

The Constituent Corporations adopt this Agreement as a Plan of Reorganization and intend that the merger constitutes a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.


[Remainder of Page Intentionally Left Blank. Signature Page Follows.]

IN WITNESS WHEREOF, this Agreement has been executed on behalf of the
Constituent Corporations as of the day first above written.


BRYAN COLLEGE STATION MEDIA COMPANY, INC.,
a Texas corporation

By: 
Duane Polodna, Vice President


GRAND ISLAND PUBLISHING COMPANY, INC.,
a Nebraska corporation

By: 
Duane Polodna, Vice President


LEXINGTON NEWSPAPER COMPANY, INC.,
a Nebraska corporation

By: 
Duane Polodna, Vice President


NORTH PLATTE PUBLISHING COMPANY, INC.,
a Nebraska corporation

By: 
Duane Polodna, Vice President


SOUTHWEST IOWA NEWSPAPERS, INC.,
a Delaware corporation

By: 
Duane Polodna, Vice President

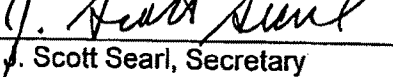
WACO MEDIA COMPANY, INC.,
a Texas corporation

By: 
Duane Polodna, Vice President

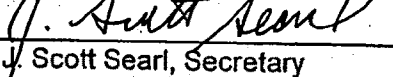
WESTERN NEBRASKA NEWSPAPERS, INC.,
a Nebraska corporation

By: 
Duane Polodna, Vice President

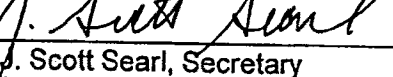
CENTRAL NEBRASKA PUBLICATIONS, INC.,
a Nebraska corporation

By: 
J. Scott Searl, Secretary

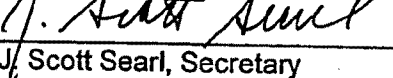
KEARNEY HUB PUBLISHING COMPANY, INC.,
a Nebraska corporation

By: 
J. Scott Searl, Secretary

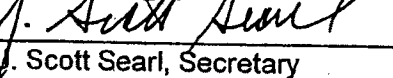
MIDLANDS NEWSPAPERS, INC.,
a Nebraska corporation

By: 
J. Scott Searl, Secretary

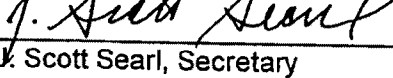
SCOTTSBLUFF PUBLISHING COMPANY, INC.,
a Nebraska corporation

By: 
J. Scott Searl, Secretary


SUBURBAN NEWSPAPERS, INC.,
a Nebraska corporation

By: 
J. Scott Searl, Secretary

WESTERN IOWA NEWSPAPERS, INC.,
a Nebraska corporation

By: 
J. Scott Searl, Secretary

YORK PUBLISHING COMPANY, INC.,
a Nebraska corporation

By: 
J. Scott Searl, Secretary