

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2013

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GORADIO, LLC		12/31/2013	LIMITED LIABILITY COMPANY: DELAWARE
RDG Excelsior Holdings, LLC		12/31/2013	LIMITED LIABILITY COMPANY: DELAWARE
Excelsior Network Group, LLC		12/31/2013	LIMITED LIABILITY COMPANY: COLORADO
Excelsiortm, Inc.		12/31/2013	CORPORATION: DELAWARE
EXBT, LLC		12/31/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	EXCELSIOR RADIO NETWORKS, LLC
<b>Street Address:</b>	3280 Peachtree Road N.W., Suite 2300
<b>City:</b>	Atlanta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30305
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 17**

Property Type	Number	Word Mark
Serial Number:	85476761	GO RADIO
Serial Number:	85544711	GO RADIO
Serial Number:	85549244	M META
Serial Number:	85549223	INDIGO
Serial Number:	85549235	DOWNHOME
Serial Number:	85549250	#ALLIN
Registration Number:	3406655	RADIO VOODOO

OP \$440.00 85476761

Registration Number:	2138549	ADNEXT
Registration Number:	1873415	CD COUNTRY
Registration Number:	4315633	IMAGIO
Registration Number:	2150857	IMAGIO
Registration Number:	2081403	HITDISC
Registration Number:	1810502	GOLDDISC COMPACT DIGITAL AUDIO
Registration Number:	1727193	GOLDDISC
Registration Number:	4297217	AUDIO ARCHITECTURE
Registration Number:	3913033	TM STUDIOS
Registration Number:	2310183	BACKTRAX U.S.A.

**CORRESPONDENCE DATA**

Fax Number: 2122261995  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 212-226-7700  
Email: trademarks@yeellp.com  
Correspondent Name: Heather Heft, Esq.  
Address Line 1: 161 Avenue of the Americas, Suite 1201  
Address Line 4: New York, NEW YORK 10013

NAME OF SUBMITTER:	Samantha Butler
Signature:	/sbutler/
Date:	01/15/2014

Total Attachments: 6  
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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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:

"AMERICAN COMEDY NETWORK, LLC", A COLORADO LIMITED LIABILITY COMPANY,

"DG RADIO NETWORKS, LLC", A COLORADO LIMITED LIABILITY COMPANY,

"EXBT, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"EXCELSIOR MEDIAAMERICA, INC.", A NEW YORK CORPORATION,

"EXCELSIOR MEDIA NETWORKS, LLC", A COLORADO LIMITED LIABILITY COMPANY,

"EXCELSIOR NETWORK GROUP, LLC", A COLORADO LIMITED LIABILITY COMPANY,

"EXCELSIOR RADIO HOLDINGS, LLC", A UNITED STATES LIMITED LIABILITY COMPANY,

"EXCELSIOR RADIO NETWORK VENTURES, LLC", A COLORADO LIMITED LIABILITY COMPANY,

"EXCELSIOR TM, INC.", A DELAWARE CORPORATION,

"GORADIO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"JPN, LLC", A COLORADO LIMITED LIABILITY COMPANY,

3081104 8100M

131470253



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1011559

DATE: 12-24-13

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

TRADEMARK  
REEL: 005193 FRAME: 0509

# Delaware

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*The First State*

"RDG EXCELSIOR HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "EXCELSIOR RADIO NETWORKS, LLC" UNDER THE NAME OF "EXCELSIOR RADIO NETWORKS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 10:22 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:58 O'CLOCK P.M.

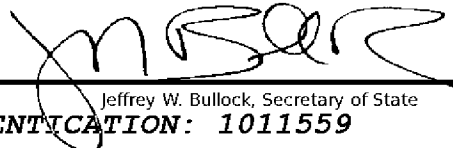
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3081104 8100M

131470253



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1011559

DATE: 12-24-13

TRADEMARK  
REEL: 005193 FRAME: 0510

**CERTIFICATE OF MERGER  
OF  
EXBT, LLC,  
EXCELSIOR NETWORK GROUP, LLC,  
RDG EXCELSIOR HOLDINGS, LLC,  
GORADIO, LLC,  
EXCELSIORTM, INC.,  
EXCELSIOR MEDIA NETWORKS, LLC,  
JPN, LLC,  
EXCELSIOR RADIO NETWORK VENTURES, LLC,  
EXCELSIOR RADIO HOLDINGS, LLC,  
EXCELSIOR MEDIAAMERICA, INC.,  
DG RADIO NETWORKS, LLC and  
AMERICAN COMEDY NETWORK, LLC  
WITH AND INTO  
EXCELSIOR RADIO NETWORKS, LLC**

Under Section 18-209 of the  
Delaware Limited Liability Company Act

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), Excelsior Radio Networks, LLC, a Delaware limited liability company (the "Company"), in connection with the merger of EXBT, LLC, a Delaware limited liability company, Excelsior Network Group, LLC, a Colorado limited liability company, RDG Excelsior Holdings, LLC, a Delaware limited liability company, GoRadio, LLC, a Delaware limited liability company, ExcelsiorTM, Inc., a Delaware corporation, Excelsior Media Networks, LLC, a Colorado limited liability company, JPN, LLC, a Colorado limited liability company, Excelsior Radio Network Ventures, LLC, a Colorado limited liability company, Excelsior Radio Holdings, LLC, a Colorado limited liability company, Excelsior MediaAmerica, Inc., a New York corporation, DG Radio Networks, LLC, a Colorado limited liability company, and American Comedy Network, LLC, a Colorado limited liability company, with and into the Company (the "Merger"), hereby certifies as follows:

FIRST: The names and states of formation or incorporation, as applicable, of the Constituent Companies to the Merger (the "Constituent Companies") are as follows:

<u>Name</u>	<u>State of Formation or Incorporation</u>
Excelsior Radio Networks, LLC	Delaware
EXBT, LLC	Delaware
Excelsior Network Group, LLC	Colorado
RDG Excelsior Holdings, LLC	Delaware

GoRadio, LLC	Delaware
ExcelsiorTM, Inc.	Delaware
Excelsior Media Networks, LLC	Colorado
JPN, LLC	Colorado
Excelsior Radio Network Ventures, LLC	Colorado
Excelsior Radio Holdings, LLC	Colorado
Excelsior MediaAmerica, Inc.	New York
DG Radio Networks, LLC	Colorado
American Comedy Network, LLC	Colorado

SECOND: An Agreement and Plan of Merger, dated December 23, 2013, by and among, the Constituent Companies (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Companies in accordance with Sections 209 and 302(d) of the Act, Section 228 of the General Corporation Law of the State of Delaware, Section 7-80-711 of the Colorado Limited Liability Company Act and Section 615(a) of the Business Corporation Law of the State of New York, as applicable.

THIRD: The Company shall be the surviving limited liability company of the Merger. The name of the surviving limited liability company is "Excelsior Radio Networks, LLC" (the "Surviving Company").

FOURTH: Upon the effectiveness of the Merger, the certificate of formation of the Company in effect immediately prior to the Merger shall be the certificate of formation of the Surviving Company.

FIFTH: The Merger shall become effective at 11:58 p.m. Eastern Standard Time on December 31, 2013, upon the filing of a Certificate of Merger and Statement of Merger, as applicable, with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the Delaware General Corporation Law and the Delaware Limited Liability Company Act, the Secretary of State of the State of Colorado pursuant to the Colorado Limited Liability Company Act and the Secretary of State of the State of New York pursuant to the applicable provisions of the Business Corporation Law of the State of New York and such other documents as may be required by applicable law and the payment of all fees therefor, and the issuance by each of the Secretary of State of the State of Delaware, the Secretary of State of the State of Colorado and the Secretary of State of the State of New York of a certificate of merger in respect of the Merger.

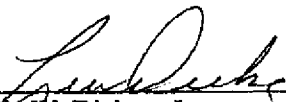
SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Company located at 3280 Peachtree Road N.W., Suite 2300, Atlanta, Georgia 30305.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member or stockholder of the Constituent Companies.

[Signature page follows.]

IN WITNESS WHEREOF, Company has caused this Certificate of Merger to be executed in its corporate name this 23rd day of December 2013.

**EXCELSIOR RADIO NETWORKS, LLC**

By:   
Name: Lewis W. Dickey, Jr.  
Title: President and Chief Executive Officer