

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM324404

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	10/31/2012

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CBS Radio Holdings Inc.		10/31/2012	CORPORATION: VIRGINIA

## RECEIVING PARTY DATA

<b>Name:</b>	CBS Radio Stations Inc.
<b>Street Address:</b>	1271 Avenue of the Americas
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10019
<b>Entity Type:</b>	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	3429018	CHICK ROCK RADIO
Registration Number:	2819678	COUNTRY IN THE PARK
Registration Number:	2732348	THE IMPOSSIBLE QUESTION
Registration Number:	3793030	B94
Registration Number:	3847301	B94
Registration Number:	3346940	STREET TURKEYS
Registration Number:	2638559	KNCI
Registration Number:	2522322	WPEG
Registration Number:	2517162	WBAV
Registration Number:	2492423	KYKY
Registration Number:	2451084	STAR 100.7
Registration Number:	2324548	KEZK
Registration Number:	2372847	WFNZ
Registration Number:	2371013	KMPS
Registration Number:	2371011	KZOK
Registration Number:	2351968	WNCX
Registration Number:	2326799	KHTK
Registration Number:	2326754	WZPT
Registration Number:	2326753	WDSY

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2397304	KEZN
Registration Number:	2326615	WNKS
Registration Number:	2434565	SANTA SPECTACULAR

**CORRESPONDENCE DATA**

**Fax Number:** 2129750114

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 212-975-3263

**Email:** trademarks@cbs.com

**Correspondent Name:** Lauren Marcello

**Address Line 1:** 51 West 52nd Street

**Address Line 4:** New York, NEW YORK 10019

**ATTORNEY DOCKET NUMBER:** RADIO/HOLDINGS ASSIGNMENT

**NAME OF SUBMITTER:** Lauren Marcello

**SIGNATURE:** /Lauren Marcello/

**DATE SIGNED:** 11/25/2014

**Total Attachments: 10**

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# Delaware

PAGE 1

*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:

"CBS RADIO HOLDINGS, INC.", A VIRGINIA CORPORATION,  
WITH AND INTO "CBS RADIO STATIONS INC." UNDER THE NAME OF  
"CBS RADIO STATIONS INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2012, AT  
2:25 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  
OCTOBER, A.D. 2012.

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

2341272 8100M

121176096

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9951079

DATE: 10-31-12

TRADEMARK  
REEL: 005408 FRAME: 0490

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is CBS RADIO STATIONS INC., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is CBS RADIO HOLDINGS, INC., a VIRGINIA corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is CBS RADIO STATIONS INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

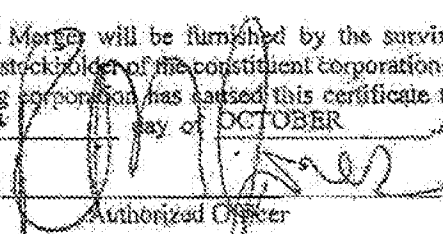
FIFTH: The authorized stock and par value of the non-Delaware corporation is 2500 COMMON \$100. PAR VALUE

SIXTH: The merger is to become effective on OCTOBER 31, 2012

SEVENTH: The Agreement of Merger is on file at 51 WEST 52ND STREET, NEW YORK, NY, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28<sup>th</sup> day of OCTOBER, A.D., 2012

By:   
Authorized Officer

Name: RICHARD M. JONES  
Print or Type

Title: Senior VP and General Tax Counsel

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:15 AM 10/31/2012  
FILED 02:25 PM 10/29/2012  
SKV 121176096 - 2341272 FILE

STATE OF DELAWARE

WAIVER OF REQUIREMENT  
FOR AFFIDAVIT OF EXTRAORDINARY CONDITION

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition and establishes such date and time as the filing date of such instrument.

Jeffrey W. Bullock  
Jeffrey W. Bullock  
Secretary of State

0089363 - 6

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 31, 2012

The State Corporation Commission finds the accompanying articles submitted on behalf of  
**CBS RADIO STATIONS, INC. (A DE CORP NOT QUALIFIED IN VA)**

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 October 31, 2012. Each of the following:

**CBS RADIO HOLDINGS, INC.**

is merged into **CBS RADIO STATIONS, INC. (A DE CORP NOT QUALIFIED IN VA)**, which  
continues to exist under the laws of DELAWARE with the name **CBS RADIO STATIONS, INC.**  
**(A DE CORP NOT QUALIFIED IN VA)**, and the separate existence of each non-surviving entity  
ceases.

STATE CORPORATION COMMISSION

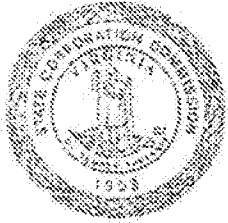
By



Mark C. Christie  
Commissioner

MERGACPT  
CIS0368  
12-10-31-1102

TRADEMARK  
REEL: 005408 FRAME: 0493



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

October 31, 2012

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

RECEIPT

RE: CBS RADIO HOLDINGS, INC.

ID: 0089368 - 6

DCN: 12-10-31-1102

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 October 31, 2012.

Each non-surviving entity:

CBS RADIO HOLDINGS, INC.

is merged into CBS RADIO STATIONS, INC. (A DE CORP NOT QUALIFIED IN VA).

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

MERGRCPT  
MERGACPT  
CIS0368

P.O. Box 1187, Richmond, VA 23218-1187  
Tyler Building, First Floor, 1200 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) 371-3266

TRADEMARK  
REEL: 005408 FRAME: 0494

0089363 - 9

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 31, 2012

The State Corporation Commission finds the accompanying articles submitted on behalf of  
**CBS RADIO STATIONS, INC. (A DE CORP NOT QUALIFIED IN VA)**

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 October 31, 2012. Each of the following:

**CBS RADIO HOLDINGS, INC.**

is merged into **CBS RADIO STATIONS, INC. (A DE CORP NOT QUALIFIED IN VA)**, which  
continues to exist under the laws of DELAWARE with the name **CBS RADIO STATIONS, INC.**  
**(A DE CORP NOT QUALIFIED IN VA)**, and the separate existence of each non-surviving entity  
ceases.

STATE CORPORATION COMMISSION

By



Mark C. Christie  
Commissioner

MERGACPT  
CIS0368  
12-10-31-1102

**TRADEMARK**  
**REEL: 005408 FRAME: 0495**



ARTICLES OF MERGER  
OF  
CBS RADIO STATIONS INC. 11/15/2012  
(a Delaware corporation)  
AND  
CBS RADIO HOLDINGS, INC. 11/15/2012  
(a Virginia corporation)

The undersigned, on behalf of the companies set forth below, pursuant to Title 13.1, Chapter 9, Article 13 of the Code of Virginia, state as follows:

1. CBS Radio Holdings, Inc., a business corporation of the State of Virginia will merge into CBS Radio Stations Inc. a business corporation of the State of Delaware. CBS Radio Stations Inc. will be the survivor of the merger.
2. CBS Radio Holdings, Inc. shall be merged into CBS Radio Stations Inc. CBS Radio Stations Inc. shall continue to exist as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of CBS Radio Holdings, Inc. shall cease at this effective time of the merger in accordance with the provisions of the Code of Virginia.

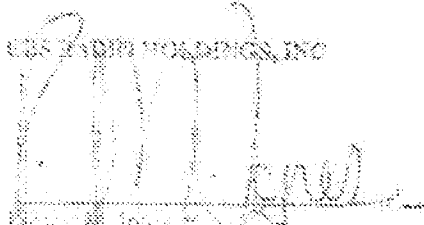
Each stock certificate of the merging corporations shall, from and after the effective time of the merger, be cancelled and no consideration shall be exchanged therefor. The issued shares of the surviving corporation shall not be converted or exchanged in any manner but each share which is issued as 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 Stations Inc. certifies that its participation in the merger was duly authorized as required by the law of Delaware.
5. The effective date of the merger herein certified herein as the provisions of the General Corporation Law of the State of Delaware govern such effective date shall be on the 31st day of October, 2012.

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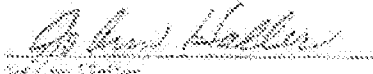
Executed in the name of the corporations by:

ESSENTIAL HOLDINGS, INC.



Robert M. Jones  
Member, Executive and General Tax Counsel  
ESSENTIAL HOLDINGS, INC.  
Date: December 26, 2012

CONRAD CO. HOLDINGS, INC.



Robert M. Jones  
Senior Vice President, General Counsel and  
Assistant Secretary  
Date: December 26, 2012

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0085363 - 8

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 31, 2012

The State Corporation Commission finds the accompanying articles submitted on behalf of

**CBS RADIO STATIONS, INC. (A DE CORP NOT QUALIFIED IN VA)**

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

**CERTIFICATE OF MERGER**

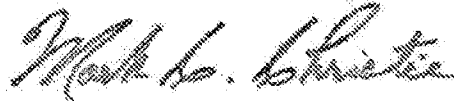
be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective October 31, 2012. Each of the following:

**CBS RADIO HOLDINGS, INC.**

is merged into **CBS RADIO STATIONS, INC. (A DE CORP NOT QUALIFIED IN VA)**, which  
continues to exist under the laws of DELAWARE with the name **CBS RADIO STATIONS, INC.  
(A DE CORP NOT QUALIFIED IN VA)**, and the separate existence of each non-surviving entity  
ceases.

STATE CORPORATION COMMISSION

By



Mark C. Christie  
Commissioner

MERGACPT  
CIS0388  
12-10-31-1102

**TRADEMARK**  
**REEL: 005408 FRAME: 0498**

# 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 October 31, 2012.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
November 1, 2012*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*

C150205