

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369225

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2016
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NEWSCHANNEL 5 NETWORK, LLC		12/14/2015	LIMITED LIABILITY COMPANY: TENNESSEE
JOURNAL BROADCAST GROUP OF TENNESSEE, INC.		12/14/2015	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	JOURNAL BROADCAST GROUP, INC.
Street Address:	312 Walnut Street
Internal Address:	Suite 2800
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45202
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3997447	WNOX
Registration Number:	2316745	WTVF

CORRESPONDENCE DATA

Fax Number: 6144641737
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: 614.559.7282
Email: squimby@fbtlaw.com
Correspondent Name: Samantha M. Quimby
Address Line 1: FROST BROWN TODD LLC
Address Line 2: 10 West Broad Street - Suite 2800
Address Line 4: Columbus, OHIO 43215

NAME OF SUBMITTER:	Samantha M. Quimby
SIGNATURE:	/samantha m quimby/

DATE SIGNED:	01/14/2016
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Total Attachments: 10

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- source=NASHVILLE-#553283-v1-Articles_Certificate_of_Merger__filed__#page2.tif
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STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

NEWSCHANNEL 5 NETWORK, LLC
474 JAMES ROBERTSON PKWY
NASHVILLE, TN 37219-1212

December 16, 2015

Control # 361897

Effective Date: 01/01/2016

Document Receipt

Receipt #: 2349204

Filing Fee: \$100.00

Payment-Check/MO - DICKINSON WRIGHT PLLC, NASHVILLE, TN

\$100.00

ACKNOWLEDGMENT OF MERGER

NEWSCHANNEL 5 NETWORK, LLC (TENNESSEE) (Qualified Non-survivor)
JOURNAL BROADCAST GROUP OF TENNESSEE, INC. (TENNESSEE) (Qualified
Non-survivor)

merged into JOURNAL BROADCAST GROUP, INC. (WISCONSIN) (Unqualified
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

Processed By: Cynthia Dunn

FILED

ARTICLES / CERTIFICATE OF MERGER
OF
NEWSCHANNEL 5 NETWORK, LLC.
AND
JOURNAL BROADCAST GROUP OF TENNESSEE, INC.
INTO
JOURNAL BROADCAST GROUP, INC.

Pursuant to Section 48-21-107 and Section 48-244-103 of the Tennessee Code Annotated, the undersigned hereby certifies as follows:

1. Newschannel 5 Network, LLC ("NSN") is a limited liability company, organized on December 10, 1998 and existing under the laws of the State of Tennessee. Journal Broadcast Group of Tennessee, Inc. ("JBGT") is a corporation, organized on March 2, 1984 and existing under the laws of the State of Tennessee. Journal Broadcast Group, Inc. ("JBG") is a corporation organized on March 1, 1998 and existing under the laws of the State of Wisconsin.

2. NSN, JBGT and JBG have entered into an Agreement and Plan of Merger dated December 14, 2015 ("Plan of Merger"), pursuant to which NSN and JBGT shall be merged with and into JBG (the "Merger") and all of the outstanding interests of NSN and JBGT shall be cancelled. A copy of the Plan of Merger is attached to these Articles.

3. The Plan of Merger was adopted by the sole member and Board of Directors of NSN, and the sole shareholder and Board of Directors of each of JBGT and JBG on December 14, 2015.

4. The sole member and the Board of Directors of NSN, and the sole shareholder and Board of Directors of each of JBGT and JBG have approved the Merger and taken all actions required by the laws of the States of Wisconsin and Tennessee and by the Articles of Incorporation of JBG and JBGT and the Articles of Organization of NSN to authorize the Plan of Merger and the performance of its terms.

5. The Plan of Merger is on file at 312 Walnut Street, Suite 2800, Cincinnati, Ohio 45202, the principal executive office of JBG. A copy of the Plan of Merger will be furnished, on request and without cost, to any person holding an interest in any entity which is or was a party to the merger.

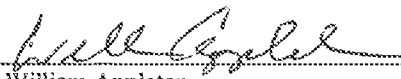
6. JBG, the surviving entity, may be served with process in Tennessee in any action, suit or proceeding for the enforcement of any obligation of any entity which is a party to the Merger. JBG irrevocably appoints the Tennessee Secretary of State as its agent to accept service of process in any such action, suit or proceeding. A copy of such process shall be mailed by the Tennessee Secretary of State to JBG at 312 Walnut Street, Suite 2800, Cincinnati, Ohio 45202.

7. The Merger shall become effective on January 1, 2016 at 1:05 am ET.

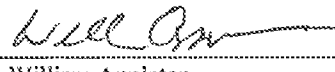
[signatures on next page] >

Date: December 14, 2015

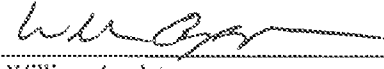
NEWSCHANNEL 5 NETWORK, LLC

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel

JOURNAL BROADCAST GROUP OF
TENNESSEE, INC.

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel I

JOURNAL BROADCAST GROUP, INC.

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel

AGREEMENT AND PLAN OF MERGER
OF
NEWSCHANNEL 5 NETWORK, LLC
AND
JOURNAL BROADCAST GROUP OF TENNESSEE, INC.
WITH AND INTO
JOURNAL BROADCAST GROUP, INC.


THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made on December 14, 2015, among Newschannel 5 Network, LLC, a Tennessee limited liability company ("NSN"), Journal Broadcast Group of Tennessee, Inc., a Tennessee corporation ("JBGT") and Journal Broadcast Group, Inc., a Wisconsin corporation ("JBG").

1. On January 1, 2016 at 1:05 am ET (the "Effective Time"), NSN and JBGT shall be merged with and into JBG (hereinafter sometimes called the "Surviving Corporation"), pursuant to and upon the authority, respectively, of Section 48-244-101 and Section 48-21-102 of the Tennessee Code Annotated, and Section 180.1104 of the Wisconsin Statutes (the "Merger").
2. Each outstanding share of capital stock of JBGT and each outstanding interest of NSN shall be canceled without consideration.
3. A Certificate of Merger shall be duly prepared, executed and acknowledged by the parties and thereafter delivered to the Secretary of State of Tennessee, and Articles of Merger shall be duly prepared, executed and acknowledged by the parties and thereafter delivered to the Wisconsin Department of Financial Institutions (together, the "Certificates") for filing pursuant to the Tennessee Code Annotated and the Wisconsin Statutes, respectively.
4. This Agreement may be executed in any number of counterparts, each of which when so executed shall be an original, but such counterparts together shall constitute one and the same instrument.
5. From and after the Effective Time, the Merger will have all the effects provided by applicable law.
6. This Agreement has been approved and adopted by the sole member and the Board of Governors of Newschannel 5 Network, LLC, and by the sole shareholder and the Board of Directors of each of Journal Broadcast Group of Tennessee, Inc. and Journal Broadcast Group, Inc.
7. The address of the Surviving Corporation is 312 Walnut Street, Suite 2800, Cincinnati, Ohio 45202.
8. The Merger may be terminated or abandoned by action of the sole member and Board of Governors of NSN and the sole shareholder and the Board of Directors of each of Journal Broadcast Group of Tennessee, Inc. and Journal Broadcast Group, Inc. prior to the effective time as set forth herein.


[signatures on next page]

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed by their respective officers, thereunto duly authorized, on the date first above written.


NEWSCHANNEL 5 NETWORK, LLC

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel

JOURNAL BROADCAST GROUP OF TENNESSEE, INC.

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel

JOURNAL BROADCAST GROUP, INC.

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel

FILING FEE \$150.00
 OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

Sec. 179.77,
 180.1105, 181.1105,
 and 183.1204
 Wis. Stats.

State of Wisconsin
 DEPARTMENT OF FINANCIAL INSTITUTIONS
 Division of Corporate & Consumer Services



ARTICLES OF MERGER

STATE OF WISCONSIN
 FILED

DEC 17 2015

DEPARTMENT OF
 FINANCIAL INSTITUTIONS

1. Non-Surviving Parties to the Merger:

Company Name: Newschannel 5 Network, LLC		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Tennessee (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?
 Yes No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

Company Name: Journal Broadcast Group of Tennessee, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Tennessee (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?
 Yes No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Entity:

Company Name: Journal Broadcast Group, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)

EXCEPTION: If the merger involves only Chapter 180 business cor
 DF/CORP/2000(05/15)



TRADEMARK
 REEL: 005709 FRAME: 0671

3. Indicate below if the surviving entity is an indirect wholly owned subsidiary or parent:

The surviving entity is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

The surviving entity is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

4. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT – The surviving entity of this merger is a domestic or foreign nonstock corporation. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103(2)(c).

The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.

The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(Append or attach the PLAN OF MERGER, (Optional Plan of Merger template on Pages 3 & 4)

5. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 01/01/2016 (date) at 1:05 am (time).


(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

6. Executed on December 14, 2015 (date) by the surviving entity on behalf of all parties to the merger.

Mark (X) below the title of the person executing the document.

For a **limited partnership**
Title: General Partner

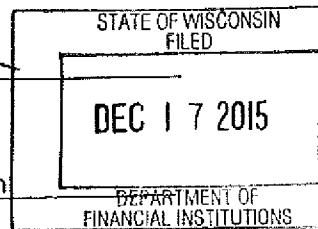
For a **limited liability company**
Title: Member OR Manager


(Signature)

William Appleton
(Printed Name)

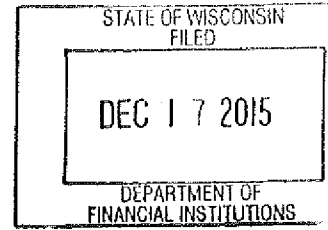
For a corporation

Title: President OR Secretary
or other officer title SVP & General Counsel



This document was drafted by: William Appleton
(Name the individual who drafted the document)

AGREEMENT AND PLAN OF MERGER
OF
NEWSCHANNEL 5 NETWORK, LLC
AND
JOURNAL BROADCAST GROUP OF TENNESSEE, INC.
WITH AND INTO
JOURNAL BROADCAST GROUP, INC.



THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made on December 14, 2015, among Newschannel 5 Network, LLC, a Tennessee limited liability company ("N5N"), Journal Broadcast Group of Tennessee, Inc., a Tennessee corporation ("JBGT") and Journal Broadcast Group, Inc., a Wisconsin corporation ("JBG").

1. On January 1, 2016 at 1:05 am ET (the "Effective Time"), N5N and JBGT shall be merged with and into JBG (hereinafter sometimes called the "Surviving Corporation"), pursuant to and upon the authority, respectively, of Section 48-244-101 and Section 48-21-102 of the Tennessee Code Annotated, and Section 180.1104 of the Wisconsin Statutes (the "Merger").

2. Each outstanding share of capital stock of JBGT and each outstanding interest of N5N shall be canceled without consideration.

3. A Certificate of Merger shall be duly prepared, executed and acknowledged by the parties and thereafter delivered to the Secretary of State of Tennessee, and Articles of Merger shall be duly prepared, executed and acknowledged by the parties and thereafter delivered to the Wisconsin Department of Financial Institutions (together, the "Certificates") for filing pursuant to the Tennessee Code Annotated and the Wisconsin Statutes, respectively.

4. This Agreement may be executed in any number of counterparts, each of which when so executed shall be an original, but such counterparts together shall constitute one and the same instrument.

5. From and after the Effective Time, the Merger will have all the effects provided by applicable law.

6. This Agreement has been approved and adopted by the sole member and the Board of Governors of Newschannel 5 Network, LLC, and by the sole shareholder and the Board of Directors of each of Journal Broadcast Group of Tennessee, Inc. and Journal Broadcast Group, Inc.


7. The address of the Surviving Corporation is 312 Walnut Street, Suite 2800, Cincinnati, Ohio 45202.

8. The Merger may be terminated or abandoned by action of the sole member and Board of Governors of N5N and the sole shareholder and the Board of Directors of each of Journal Broadcast Group of Tennessee, Inc. and Journal Broadcast Group, Inc. prior to the effective time as set forth herein.


[signatures on next page]

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed by their respective officers, thereunto duly authorized, on the date first above written.


NEWSCHANNEL 5 NETWORK, LLC

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel

JOURNAL BROADCAST GROUP OF TENNESSEE, INC.

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel

JOURNAL BROADCAST GROUP, INC.

By: 
Name: William Appleton
Title: Senior Vice President and General Counsel



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

ARTICLES OF MERGER - Ch. 180
JOURNAL BROADCAST GROUP, INC.

Received Date: 12/15/2015

Filed Date: 12/17/2015

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: J020612

Filing #2

Articles of Merger, merging 2 unlicensed foreign entities (Non-Survivors) into JOURNAL BROADCAST GROUP, INC. (a WI domestic Corp)(Chap 180)(Survivor)

Effective Date: January 1, 2016

FSOI: NO