

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM379503

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gray Television Group, Inc.		02/16/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Administrative Agent		
Street Address:	1525 West W.T. Harris Blvd.		
Internal Address:	MAC D1109-019		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	a national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4777079	WDBJ7	
Registration Number:	3839447	YOUR HOMETOWN STATION	
Registration Number:	4360858	EXPECT MORE	
Registration Number:	3708464	FETCHTOTO	
Registration Number:	2180055	KOTA TV	
CORRESPONDENCE DATA			
Fax Number:	7043738822		
<i>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.</i>			
Phone:	(704) 373-4640		
Email:	bsmith@mcguirewoods.com		
Correspondent Name:	Betty G. Smith, Senior Paralegal		
Address Line 1:	McGuireWoods LLP, 201 N. Tryon Street		
Address Line 2:	Suite 3000		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	2029724-0495		
NAME OF SUBMITTER:	Betty G. Smith		
SIGNATURE:	/Betty G. Smith/		
DATE SIGNED:	04/05/2016		

OP \$140.00 4777079

Total Attachments: 6

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement (as amended, restated, supplemented or otherwise modified from time to time, this “Agreement”) dated as of February 16, 2016 by and between GRAY TELEVISION GROUP, INC., a Delaware corporation (the “Grantor”), having its chief executive office at 4370 Peachtree Road, NE, Atlanta, Georgia 30319 and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Administrative Agent (the “Administrative Agent”), with offices at 1525 West W.T. Harris Boulevard, MAC D1109-019, Charlotte, North Carolina 28262 for the ratable benefit of the banks and other financial institutions (the “Lenders”) from time to time parties to that certain Second Amended and Restated Credit Agreement, dated as of June 13, 2014 (as amended, restated, supplemented or otherwise modified, the “Credit Agreement”) by and between Gray Television, Inc., as the Borrower, the Lenders and the Administrative Agent.

This Agreement is executed pursuant to the terms of an Amended and Restated Collateral Agreement dated as of June 13, 2014 by and among Gray Television, Inc., certain of its Subsidiaries party thereto, including the Grantor and the Administrative Agent (as further amended, restated, supplemented or otherwise modified, the “Collateral Agreement”). Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, a continuing security interest in all of the Grantor’s right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) each Trademark, Trademark registration and Trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application of the Grantor, including, without limitation, each Trademark, Trademark registration and Trademark application described on Schedule A;
- (ii) each Trademark License, including, without limitation, each Trademark License described on Schedule B;
- (iii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark, including, without limitation, any Trademark described on Schedule A or under any Trademark licensed under any Trademark License, including, without limitation, any Trademark License described on Schedule B, (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark License or (c) breach or enforcement of any Trademark License; and
- (iv) all products and proceeds of the foregoing.

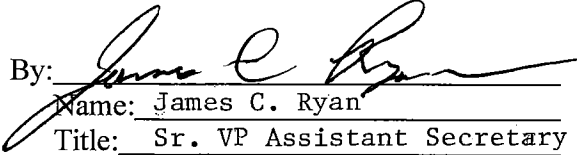
The rights and remedies of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Collateral

Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first set forth above.

GRAY TELEVISION GROUP, INC., as Grantor

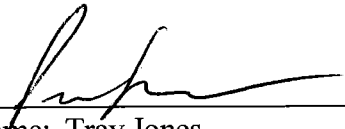
By: 

Name: James C. Ryan

Title: Sr. VP Assistant Secretary & Treasurer

Agreed and Accepted as of the
9th day of February, 2016.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: Tray Jones
Title: Director

Schedule A to Trademark Security Agreement

TRADEMARKS

Owner	Trademark	Filing or Registration Date	Status	Registration or Serial Number
Gray Television Group, Inc.	WDBJ7	07/21/2015	Registered	4,777,079
Gray Television Group, Inc.	YOUR HOMETOWN STATION	08/24/2010	Registered	3,839,447
Gray Television Group, Inc.	Expect More	07/02/2013	Registered	4,360,858
Gray Television Group, Inc.	Fetchtoto	11/10/2009	Registered	3,708,464
Gray Television Group, Inc.	KOTA TV	08/11/1998	Registered	2,180,055

Schedule B to Trademark Security Agreement

TRADEMARK LICENSES

“First Alert Weather” pursuant to that certain Trademark License Agreement between Raycom Media, Inc. and WDBJ Television, Inc. dated January 1, 2015.

“First Alert Weather” pursuant to that certain Trademark License Agreement between Raycom Media, Inc. and WSBT, Inc. dated March 1, 2015.

“Storm Mode” pursuant to that certain License Agreement between KMOV-TV and KSPR-TV dated February 4, 2013.