

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM525567

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/01/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gray Television Group, Inc.		05/01/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Gray Media Group, Inc.
Street Address:	4370 Peachtree Road NE
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30319
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 87

Property Type	Number	Word Mark
Serial Number:	88294004	BUY ND FIRST
Serial Number:	88182764	PURE NEBRASKA
Serial Number:	88182760	PURE NEBRASKA
Registration Number:	4308151	WEAU 13 NEWS
Registration Number:	2245702	OUR TOWN
Registration Number:	4397642	TXTFREEDRIVER
Registration Number:	4500386	6 HD THE WEATHER AUTHORITY
Registration Number:	4560940	HELLO WISCONSIN
Registration Number:	4663913	WTVG
Registration Number:	3947960	KKCO
Registration Number:	3947929	WJHG
Registration Number:	3947927	WTOK
Registration Number:	3947922	WTVY
Registration Number:	4748042	KNOE
Registration Number:	4748037	KFYR-TV
Registration Number:	4748033	KSFY
Registration Number:	4748030	KGNS-TV
Registration Number:	4748020	WRGX

OP \$2190.00 88294004

Property Type	Number	Word Mark
Registration Number:	4748014	WIYE
Registration Number:	4748007	WECF
Registration Number:	4756062	KMOT
Registration Number:	4789770	KNOP
Registration Number:	4793816	KQCD
Registration Number:	4793815	KUMV
Registration Number:	1662783	16 WNDUTV SOUTH BEND
Registration Number:	1667014	NEWSCENTER 16
Registration Number:	4121990	TIME TO CARE
Registration Number:	4981098	KVLY 11
Registration Number:	2604826	WJRT-TV
Registration Number:	5034353	KALB
Registration Number:	5047804	V
Registration Number:	4229691	JUMPNIT
Registration Number:	5363905	WEAU
Registration Number:	5363859	KGWN
Registration Number:	5363855	KEVN
Registration Number:	5394634	KCRG
Registration Number:	5451484	KWQC
Registration Number:	5451483	KWCH
Registration Number:	5451422	KTVF
Registration Number:	5451421	KTUU
Registration Number:	5451420	KJCT
Registration Number:	5453516	WAGT
Registration Number:	5453517	WAGM
Registration Number:	5453513	WABI
Registration Number:	5457748	KSCW
Registration Number:	5457747	KMVT
Registration Number:	5469852	WCAX
Registration Number:	5469853	WVFX
Registration Number:	5469851	WZAW
Registration Number:	5469154	WCJB
Registration Number:	5469151	WBAY
Registration Number:	5554269	WDTV
Registration Number:	5581638	TOLEDOME
Registration Number:	5581637	# TOLEDO ME
Registration Number:	5670082	#PBJPLZ
Registration Number:	5670080	THE PEANUT BUTTER & JELLY JAM

Property Type	Number	Word Mark
Registration Number:	3223115	WIBW-TV
Registration Number:	3223109	WTAP
Registration Number:	3223090	WITN
Registration Number:	3222842	WRDW-TV
Registration Number:	3222728	WBKO
Registration Number:	3222722	KBTX-TV
Registration Number:	3222719	KKTV
Registration Number:	3225202	KWTX
Registration Number:	3225190	WYMT
Registration Number:	3225189	WIFR
Registration Number:	3225188	WKYT
Registration Number:	3225183	WSAZ
Registration Number:	3225181	WSAW-TV
Registration Number:	3223718	WSWG
Registration Number:	3223717	KOLO
Registration Number:	1435943	WOWT
Registration Number:	3233261	WVLT TV
Registration Number:	3279236	KGIN
Registration Number:	3279178	WHSV
Registration Number:	3279174	WAHU
Registration Number:	3279169	WVAW
Registration Number:	3279167	WCAV
Registration Number:	3305398	KXII
Registration Number:	3305838	KOLNKGIN
Registration Number:	3324425	WMTV
Registration Number:	3346934	KOLN
Registration Number:	3381155	WCTV-TV
Registration Number:	3387628	15 WMTV
Registration Number:	3426533	WILX
Registration Number:	3426455	WNDU
Registration Number:	2180055	KOTA TV

CORRESPONDENCE DATA

Fax Number:

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: 8437203747

Email: efenno@fennolaw.com, tgeel@fennolaw.com

Correspondent Name: Edward T. Fenno, Esq.

Address Line 1: 1459 Stuart Engals Blvd., Suite 202

TRADEMARK

REEL: 006657 FRAME: 0139

Address Line 4: Mount Pleasant, SOUTH CAROLINA 29464

NAME OF SUBMITTER: Edward T. Fenno

SIGNATURE: /Edward T. Fenno/

DATE SIGNED: 05/30/2019

Total Attachments: 5

source=GRA001-1 Plan of Merger, Certificate, and Stamped Certificate of GTGI to Gray Media Group Inc#page1.tif

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AGREEMENT AND PLAN OF MERGER

GRAY MEDIA GROUP, INC.,
a Delaware corporation (“*Surviving Company*”)
and
GRAY TELEVISION GROUP, INC.,
a Delaware corporation (“*Merging Company*”)

THIS AGREEMENT AND PLAN OF MERGER (the “*Plan*”) by and between **GRAY MEDIA GROUP, INC.**, a Delaware corporation (“*Surviving Company*”) and **GRAY TELEVISION GROUP, INC.**, a Delaware corporation (“*Merging Company*”).

THE MERGER

Pursuant to Title 8, Section 251 of Delaware General Corporation Law, the parties agree that Gray Television Group, Inc. shall merge with and into Gray Media Group, Inc. (the “*Merger*”) in accordance with the terms set forth in this Agreement.

The name of the surviving entity in the Merger is Gray Media Group, Inc. The name of the Merging entity in the Merger is Gray Television Group, Inc. The Plan has been approved by the Board of Directors of both the Surviving Company and the Merging Company.

The Merging Company shall, from time to time, as, and when requested by the officers of the Surviving Company, execute and deliver all such further documents and instruments and take such further action as is necessary or desirable to carry out the intent and purposes of the Plan.

The Merger of the Merging Company into the Surviving Company shall be effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware (the “*Effective Time*”).

The Bylaws of the Merging Company in effect at the Effective Time shall be the Bylaws of the Surviving Company until amended in accordance with applicable law.

From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, the Officers and Directors of Gray Media Group, Inc. shall be the Officers and Directors of the Surviving Company.

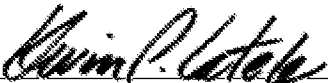
From and after the Effective Time, the Surviving Corporation shall possess all the rights, powers, privileges and franchises and be subject to all obligations, liabilities, restrictions, and disabilities of the Merging Company and the Surviving Company, all as provided under Delaware Law.

The principal place of business of Gray Media Group, Inc., 4370 Peachtree Road NE, Suite 400, Atlanta, Georgia 30319, shall continue to be the principal place of business of the Surviving Company, unless another place is designated by the Board of Directors.


This Plan shall be construed in accordance with and governed by the laws of the State of Delaware, without regard to the conflicts of law provisions thereof.

IN WITNESS WHEREOF, the undersigned has executed this **Agreement and Plan of Merger** as of the 1st day of May, 2019.

GRAY MEDIA GROUP, INC.

By:  _____
Name: Kevin P. Latek
Title: Secretary

GRAY TELEVISION GROUP, INC.

By:  _____
Name: Kevin P. Latek
Title: Secretary


CERTIFICATE OF MERGER
GRAY MEDIA GROUP, INC.,
a Delaware corporation (“*Surviving Company*”)
and
GRAY TELEVISION GROUP, INC.,
a Delaware corporation (“*Merging Company*”)

Pursuant to Title 8, Section 251 of the Delaware General Corporation Law, the undersigned corporations executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is Gray Media Group, Inc., a Delaware corporation (“Surviving Company”).
- SECOND:** The name of the merging company in the merger is Gray Television Group, Inc., a Delaware corporation (the “Merging Company”).
- THIRD:** The merger has been approved, adopted, certified, executed and acknowledged by the Surviving Company and the Merging Company.
- FOURTH:** The merger of the Merging Company into the Surviving Company shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the “Effective Time”).
- FIFTH:** The Agreement of Merger is on file at 4370 Peachtree Road NE, Atlanta, Georgia 30319, the place of business of the surviving company.
- SIXTH:** The organizational documents of the Merging Company shall survive and be its Certificate of Incorporation. A copy of the Agreement of Merger will be provided by the surviving company, on request, without cost, to any member of any constituent entity.
- SEVENTH:** The bylaws of the Merging Company shall survive and become the bylaws of the Surviving Company.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer as of the 1st day of May, 2019.

GRAY MEDIA GROUP, INC.
a Delaware corporation

By: 
Name: Kevin P. Latek
Title: Secretary

Delaware

The First State

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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:

"GRAY TELEVISION GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "GRAY MEDIA GROUP, INC." UNDER THE NAME OF "GRAY MEDIA GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2019, AT 9:21 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

2620025 8100M
SR# 20193389991

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202749292
Date: 05-02-19

TRADEMARK
REEL: 006657 FRAME: 0144

CERTIFICATE OF MERGER
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a Delaware corporation ("*Surviving Company*")
and
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- THIRD:** The merger has been approved, adopted, certified, executed and acknowledged by the Surviving Company and the Merging Company.
- FOURTH:** The merger of the Merging Company into the Surviving Company shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "*Effective Time*").
- FIFTH:** The Agreement of Merger is on file at 4370 Peachtree Road NE, Atlanta, Georgia 30319, the place of business of the surviving company.
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- SEVENTH:** The bylaws of the Merging Company shall survive and become the bylaws of the Surviving Company.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer as of the 1st day of May, 2019.

GRAY MEDIA GROUP, INC.
a Delaware corporation

By: 
Name: Kevin P. Latek
Title: Secretary