

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM526863

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: 3

Property Type	Number	Word Mark
Registration Number:	4360858	EXPECT MORE
Registration Number:	3839447	YOUR HOMETOWN STATION
Registration Number:	4777079	WDBJ7

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
Address Line 4: Mount Pleasant, SOUTH CAROLINA 29464

NAME OF SUBMITTER:	Edward T. Fenno
SIGNATURE:	/Edward T. Fenno/
DATE SIGNED:	06/06/2019

Total Attachments: 5

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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.

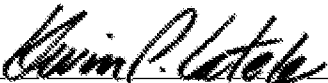
From and after the Effective Time, the Surviving Corporation shall possess all the rights, powers, privileges and franchises and be subject to all obligations, liabilities, restrictions, and disabilities of the Merging Company and the Surviving Company, all as provided under Delaware Law.

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: 006664 FRAME: 0733

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

By: 
Name: Kevin P. Latek
Title: Secretary