

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM535888

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/02/2019
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Catamaran Media Company, L.L.C.		07/23/2019	Limited Liability Company: NEW JERSEY

RECEIVING PARTY DATA

Name:	BH Media Group, Inc.
Street Address:	1314 Douglas Street, Suite 800
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68102-1811
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2830980	AC WEEKLY
Registration Number:	3255170	ATLANTIC CITY WEEKLY
Registration Number:	2608322	ATLANTIC CITY WEEKLY
Registration Number:	2969604	TASTE OF SOUTH JERSEY

CORRESPONDENCE DATA

Fax Number: 4024441635

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: 4024441049

Email: Gwendolyn.Olney@bhmginc.com

Correspondent Name: Gwendolyn Olney

Address Line 1: 1314 Douglas Street, Suite 800

Address Line 4: Omaha, NEBRASKA 68102-1811

NAME OF SUBMITTER:	Gwendolyn Olney
SIGNATURE:	/gwendolynolney/
DATE SIGNED:	08/08/2019

OP \$115.00 2830980

Total Attachments: 7

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New Jersey Division of Revenue & Enterprise Services
Certificate of Merger/Consolidation
(Profit Corporations)

FILED
AUG -2 2019
STATE TREASURER

To file electronically:

- 1. Enter the information requested below and sign by typing your name in the signature field. The form can only be filled in using the free Adobe Acrobat Reader 9.1 or greater. (See the pages following this form for field by field instructions, and notes on delivery and processing of work requests.)
- 2. Click the "Add Attachments" button to add attachments if required (Check the field by field instructions to see if you must include an attachment(s)).
- 3. After the form has been filled in properly, please save a copy to your computer so that you can upload the form to the State of New Jersey Division of Revenue & Enterprise Services Central Forms Repository Web application by following the instructions in the next step.
- 4. Click the "Open the Central Forms Repository Home Page to start the Form Submission Process" button at the bottom of the form.
(This action will launch the State of New Jersey Division of Revenue & Enterprise Services Central Forms Repository Web application. If you have not created an account in the application, you will need to do so before using the online Web application. Once your account is created, please login to the application and follow the instructions for submitting your form and payment online.)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue & Enterprise Services office.

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: BH Media Group, Inc.

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by (if applicable)
Catamaran Media Company, L.L.C.	New Jersey	0600035179
BH Media Group, Inc.	Delaware	0101039361

4. Date Merger/Consolidation adopted: July 23, 2019

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name BH Media Group, Inc. Outstanding Shares 100
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name _____ Outstanding Shares _____
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name _____ Outstanding Shares _____
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:


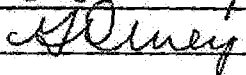
1314 Douglas Street, Suite 800, Omaha, NE 68102

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

7. Effective Date (see inst.): upon filing

Signature	Name	Title	Date
	Gwendolyn Olney	Secretary of Catamaran Media Company, L.L.C.	7/23/19
	Gwendolyn Olney	Secretary of BH Media Group, Inc.	7/23/19

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

Add Attachments	Open the Central Forms Repository Home Page to start the Form Submission Process
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into the 23rd day of July, 2019, by and between BH Media Group, Inc., a Delaware corporation, the surviving corporation ("Surviving Corporation"), and Catamaran Media Company, L.L.C., a New Jersey limited liability company ("Acquired Company").

WITNESSETH:

WHEREAS, the Board of Directors of Surviving Corporation deems it advisable and in the best interests of Surviving Corporation and its sole member that Acquired Company merge with and into Surviving Corporation in accordance with this Agreement and the applicable laws of the States of Delaware and New Jersey (the "Merger"); and

WHEREAS, the sole member of Acquired Company deems it advisable and in the best interest of Acquired Company to consummate the merger.

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants and agreements herein contained, it is agreed in accordance with, and pursuant to the provisions of the laws of the States of Delaware and New Jersey, as applicable, that the Acquired Company shall be merged with and into the Surviving Corporation and that the terms and conditions of the Merger and the mode of carrying the same into effect are as hereinafter set forth.

1. Effective Time of Merger. The Merger shall become effective upon filing with the Secretary of State (the "Effective Time").

2. Certificate of Incorporation. Upon the Effective Time, the Certificate of Incorporation of Surviving Corporation in force immediately prior to the Effective Time shall be and remain the Certificate of Incorporation of Surviving Corporation.

3. Bylaws. Upon the Effective Time, the Bylaws of Surviving Corporation in force immediately prior to the Effective Time shall be and remain the Bylaws of Surviving Corporation.

4. Officers and Directors. Upon the Effective Time, the officers and board of directors of Surviving Corporation in place immediately prior to the Effective Time shall be and remain the officers and directors of Surviving Corporation.

5. Cancellation of Ownership Interests.

(a) The ownership interest of Acquired Company, which was outstanding immediately prior to the Effective Time, and wholly owned by Surviving Corporation as the sole member, shall, by virtue of the Merger and without any action on the part of Surviving Corporation, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

(b) The ownership of the shares of the Surviving Corporation shall remain unchanged.

6. Approvals. The Acquired Company is the wholly owned subsidiary of the Surviving Corporation, therefore shareholder approval was not required pursuant to Delaware General Corporation Law, but member approval was required pursuant to the New Jersey Revised Uniform Limited Liability Company Act. The Surviving Corporation and the Acquired Company adopted the proper approvals as required by the Delaware General Corporation Law and the New Jersey Revised Uniform Limited Liability Company Act.

7. Further Documents and Actions. The directors and officers, member or managers, as applicable, of each party to this Agreement are authorized, empowered and directed to execute, deliver, file and/or record such instruments and documents, including, without limitation, Certificates of Merger, as applicable, and to take all actions as shall be required by law or which the directors and officers deem necessary or advisable to fully carry out the intent and purposes of this Agreement and to accomplish the Merger pursuant to the laws of the States of Delaware and New Jersey, as applicable.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, this Agreement has been executed as of the date first above written.

BH MEDIA GROUP, INC., a Delaware corporation, Surviving Corporation

By: 
Gwendolyn Olney, Secretary

CATAMARAN MEDIA COMPANY, L.L.C., a New Jersey limited liability company, Acquired Company

By: BH Media Group, Inc.
Its: Sole Member

By: 
Gwendolyn Olney, Secretary

Delaware

The First State

Page 1

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:

"CATAMARAN MEDIA COMPANY, L.L.C.", A NEW JERSEY LIMITED LIABILITY COMPANY,

WITH AND INTO "BH MEDIA GROUP, INC." UNDER THE NAME OF "BH 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 SECOND DAY OF AUGUST, A.D. 2019, AT 12:23 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5154750 8100M
SR# 20196309148

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

Authentication: 203339285
Date: 08-02-19

TRADEMARK
REEL: 006716 FRAME: 0186

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is BH Media Group, Inc.
a Delaware Corporation, and the name of the
limited liability company being merged into this surviving corporation is Catamaran
Media Company, L.L.C. a *(list jurisdiction)* New Jersey limited
liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed
and acknowledged by the surviving corporation and the merging limited liability
company.

THIRD: The name of the surviving corporation is BH Media Group, Inc.

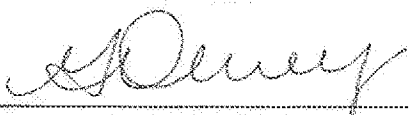
FOURTH: The merger is to become effective on the date of filing

FIFTH: The Agreement of Merger is on file at 1314 Douglas Street, Suite
800, Omaha, Nebraska 68102
the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation
on request, without cost, to any stockholder of any constituent corporation or member
of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its
Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by
an authorized officer, the 23rd day of July, A.D., 2019

By: 
Authorized Officer

Name: Gwendolyn Olney
Print or Type

Title: Secretary