

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM601807

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	11/13/2018
RESUBMIT DOCUMENT ID:	900569824

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Entercom Rochester, LLC		11/13/2018	Limited Liability Company: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Entercom Buffalo, LLC	11/13/2018	Limited Liability Company: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Entercom New York, LLC
Street Address:	2400 Market St, 4th Floor
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19103
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1383707	WCMF

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: 215-240-7479
 Email: Trademarkslegal@entercom.com
 Correspondent Name: Timothy Hegedus
 Address Line 1: 2400 Market St, 4th Floor
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	Timothy Hegedus
SIGNATURE:	/TIMOTHY HEGEDUS/
DATE SIGNED:	10/08/2020

Total Attachments: 3

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AGREEMENT OF MERGER
(Entercom New York City, LLC and Entercom Rochester, LLC
into Entercom Buffalo, LLC)

THIS AGREEMENT OF MERGER, dated as of November 13, 2018, is by and between the following limited liability companies formed under the laws of the State of Delaware, and which are subject to the provisions of the Delaware Limited Liability Company Act (each a “**Terminating LLC**” and collectively the “**Terminating LLCs**”):

Entercom New York City, LLC
Entercom Rochester, LLC

and Entercom Buffalo, LLC, a limited liability company formed under the laws of the State of Delaware, which is subject to the provisions of the Delaware Limited Liability Company Act (“**Surviving LLC**”).

WHEREAS, the Surviving LLC and Terminating LLCs are wholly owned subsidiaries of Entercom Operations, Inc.; and

WHEREAS, the Surviving LLC and Terminating LLCs all desire to merge pursuant to the terms of this Agreement of Merger.

NOW, THEREFORE, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Surviving LLC and each Terminating LLC shall, pursuant to the provisions of the Delaware Limited Liability Company Act, be merged with and into a single limited liability company, to wit, Surviving LLC, which shall be the surviving limited liability company upon the effective date of the merger and which shall continue to exist as said surviving limited liability company under the name “**Entercom New York, LLC**”. The separate existence of each Terminating LLC shall cease upon said effective date in accordance with the provisions of the Delaware Limited Liability Company Act.

2. Upon the effective date of the merger, the Certificate of Formation of the Surviving LLC, shall continue to be the Certificate of Formation of the Surviving LLC and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

3. Upon the effective date of the merger, the Limited Liability Company Agreement of the Surviving LLC, shall continue to be the Limited Liability Company Agreement of the Surviving LLC (subject to the above referenced name change) and shall continue in full force and effect until amended and changed in the manner prescribed therein.

4. Upon the effective date of the merger, all of the assets and liabilities of the Terminating LLCs shall become the assets and liabilities of the Surviving LLC.

5. Upon the effective date of the merger, the member-manager and officers in office of the Surviving LLC shall continue to be the member-manager and officers of the Surviving LLC, all of whom shall hold their offices until their respective successors or until their tenure is otherwise terminated in accordance with the Surviving LLC's Certificate of Formation and Limited Liability Company Agreement.

6. Upon the effective date of the merger, each membership interest of each Terminating LLC immediately prior to the effective date of the merger shall be extinguished. The membership interests of the Surviving LLC shall not be converted or exchanged in any manner, but shall continue to represent all of the membership interests in the Surviving LLC.

7. This Agreement of Merger will be effective upon the effective date of the approval of the sole member of each Terminating LLC and the sole member of the Surviving LLC in accordance with the provisions of the Delaware Limited Liability Company Act.

8. Upon the effectiveness of this Agreement of Merger, as provided above, the Terminating LLCs and the Surviving LLC will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, and will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The managers and officers of the Terminating LLCs and of the Surviving LLC, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

10. The merger herein provided for shall become effective at 11:30pm Eastern time on the date the Certificate of Merger is filed in the office of the Secretary of State of the State of Delaware.

[Remainder of Page Blank]

IN WITNESS WHEREOF the parties hereto have caused this Agreement of Merger to be executed by their duly authorized representatives, to be effective as of the date first above written.

**ENTERCOM NEW YORK CITY, LLC
ENTERCOM ROCHESTER, LLC**

By: 

Name: Andrew P. Sutor, IV

Title: Executive Vice President

ENTERCOM BUFFALO, LLC

By: 

Name: Andrew P. Sutor, IV

Title: Executive Vice President