

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM626865

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Master Transaction Agreement and Assignment and Assumption Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Quest Network, LLC		12/31/2019	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pacific and Southern, LLC		
<b>Street Address:</b>	150 Interstate North Parkway		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30339		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87590285	QUEST	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	202-842-7826		
<b>Email:</b>	trademarks@cooley.com		
<b>Correspondent Name:</b>	Brendan J. Hughes		
<b>Address Line 1:</b>	1299 Pennsylvania Avenue NW, Suite 700		
<b>Address Line 4:</b>	Washington, D.C. 20004-2400		
<b>NAME OF SUBMITTER:</b>	Leanne M. Andrepont		
<b>SIGNATURE:</b>	/Leanne M. Andrepont/		
<b>DATE SIGNED:</b>	02/18/2021		
<b>Total Attachments: 9</b>			
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[REDACTED]

This MASTER TRANSACTION AGREEMENT (this "Agreement") is entered into as of December 31, 2019 (the "Effective Date"), by and among: Quest Network, LLC, a Delaware limited liability company ("Quest"), TEGNA Ventures, LLC, a Delaware limited liability company ("Ventures"), TEGNA Inc., a Delaware corporation ("TEGNA"), and Pacific and Southern, LLC, a Delaware limited liability company ("P&S"). Quest, Ventures, TEGNA and P&S are collectively hereinafter referred to as the "Parties". Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in Section 7 of this Agreement.

[REDACTED]

[REDACTED]

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, hereby agree as follows:

1. Recitals. The recitals to this Agreement are incorporated herein by reference as if fully set forth herein.

2. Distribution of Transferred Assets; Assumption of Assumed Liabilities.

[REDACTED]

[REDACTED]

[REDACTED]

(d) In order to effect the distributions and contributions contemplated by this Section 2, the Parties hereby authorize and direct Quest to execute and deliver to P&S at the Closing the assignment and assumption agreement in substantially the form attached hereto as Exhibit A (the "Assignment and Assumption Agreement").

(e) At the Closing, P&S shall assume the Assumed Liabilities by executing and delivering the Assignment and Assumption Agreement and delivering a copy thereof to TEGNA and Quest.

[REDACTED]

[REDACTED]

[REDACTED]

5. Closing.

(a) Unless extended by the written agreement of the Parties, the closing of the transactions contemplated hereunder (the "Closing") shall take place on December 31, 2019, or at such other date established by mutual agreement of the Parties (the "Closing Date") at the offices of Nixon Peabody LLP in Washington, D.C., or at such other location as the Parties shall select by mutual agreement. The Parties hereby acknowledge and agrees that the Closing shall be effective as of 11:59 p.m. on the Closing Date.

(b) At the Closing, Quest shall deliver the following documents to P&S:

(i) the Assignment and Assumption Agreement, executed by Ventures on behalf of Quest;

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7. Definitions.

(a) "Assigned Contracts" shall mean the Quest MIPA and any contracts, agreements or instruments to which Quest is a party.

[REDACTED]

[REDACTED]

[REDACTED]

(e) "Transferor Parties" shall mean Quest, Ventures, and TEGNA.

(f) "Transferred Assets" shall mean all assets, properties and rights of Quest existing as of the Closing, including, but not limited to all rights under Assigned Contracts, and all other items reflected on the Preliminary Balance Sheet referenced in the Quest MIPA.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**QUEST NETWORK, LLC**  
By: TEGNA VENTURES, LLC  
Its: Sole Member

By: *Akin Harrison*  
Name: Akin S. Harrison  
Title: Secretary

**TEGNA VENTURES, LLC**

By: *Akin Harrison*  
Name: Akin S. Harrison  
Title: Secretary

**TEGNA INC.**

By: *Akin Harrison*  
Name: Akin S. Harrison  
Title: Senior Vice President, General Counsel,  
and Secretary

**PACIFIC AND SOUTHERN, LLC**

By: *Akin Harrison*  
Name: Akin S. Harrison  
Title: Secretary







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## ASSIGNMENT AND ASSUMPTION AGREEMENT

**THIS ASSIGNMENT AND ASSUMPTION AGREEMENT** (this “Assignment and Assumption”), dated as of December 31, 2019, is made and delivered by Quest Network, LLC, a Delaware limited liability company (“Assignor”), to Pacific and Southern, LLC, a Delaware limited liability company (“Assignee”), pursuant to that certain Master Transaction Agreement, dated as of December 31, 2019 (the “Master Transaction Agreement”), by and among Assignor, Assignee and certain other parties thereto. Capitalized terms used in this Assignment and Assumption and not otherwise defined herein will have the meanings given to such terms in the Master Transaction Agreement.

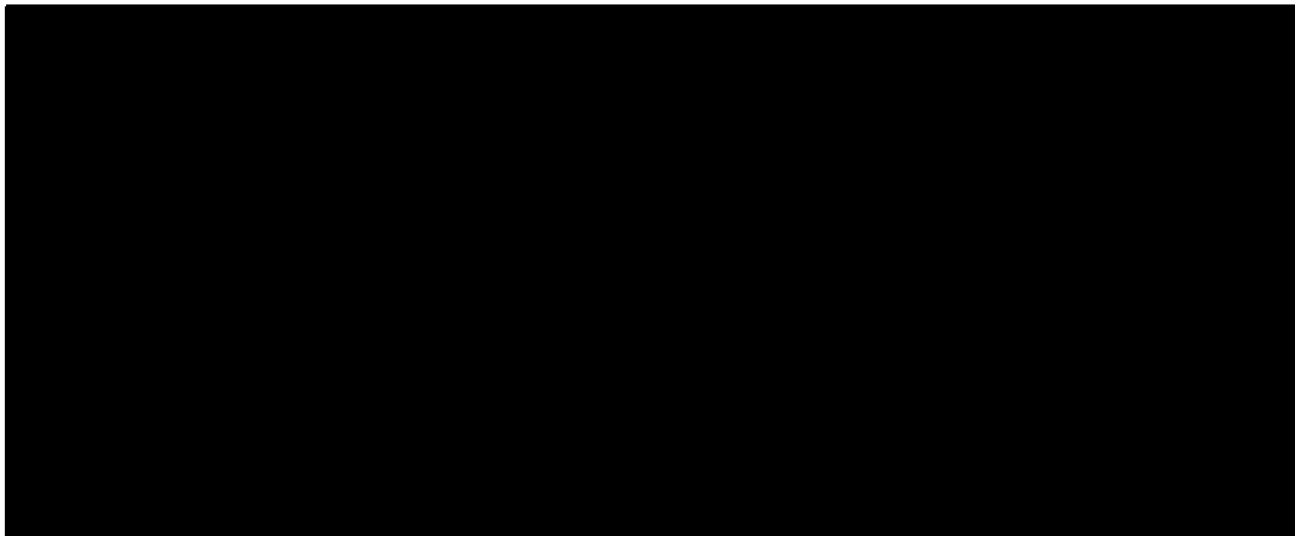
**WHEREAS**, Assignor desires to assign, transfer, convey and deliver all of the Transferred Assets to Assignee pursuant to, and subject to the terms and conditions of, the Master Transaction Agreement.

**NOW, THEREFORE**, subject to the terms and conditions of the Master Transaction Agreement and for the consideration set forth therein:

1. Transfer of Transferred Assets. Effective as of the date hereof, Assignor does hereby, assign, transfer, convey and deliver to Assignee all of Assignor’s right, title and interest in and to the Transferred Assets, to have and to hold the same unto Assignee, its successors and assigns forever.

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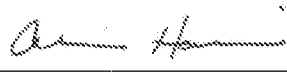
IN WITNESS WHEREOF, Assignor has executed this Assignment and Assumption as of the date first above written.

**ASSIGNOR:**

**QUEST NETWORK, LLC**

By: TEGNA Ventures, LLC

Its: Sole Member

By: 

Name: Akin S. Harrison

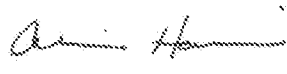
Title: Secretary

**ASSIGNEE:**

**PACIFIC AND SOUTHERN, LLC**

By: TEGNA Inc.

Its: Sole Member

By: 

Name: Akin S. Harrison

Title: Secretary