

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM630765

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Midlands Newspapers, Inc.		12/20/2013	Corporation: NEBRASKA
RECEIVING PARTY DATA			
Name:	BH Media Group Holdings, Inc.		
Street Address:	1314 Douglas Street, Suite 1500		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68102-1848		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2441191	ACCESS WACO	
CORRESPONDENCE DATA			
Fax Number:	5633241616		
<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>			
Email:	usptomail@l-wlaw.com		
Correspondent Name:	Joshua J. McIntyre		
Address Line 1:	220 N. Main Street, Suite 600		
Address Line 4:	Davenport, IOWA 52801		
NAME OF SUBMITTER:	Joshua J. McIntyre		
SIGNATURE:	/Joshua J. McIntyre/		
DATE SIGNED:	03/09/2021		
Total Attachments: 5			
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ARTICLES OF MERGER

Pursuant to Section 21-20,128 of the Nebraska Revised Statutes, the undersigned corporations do hereby adopt the following Articles of Merger for the purpose of merging Midlands Newspapers, Inc., a Nebraska corporation (the "Acquired Corporation"), into BH Media Group Holdings, Inc., a Delaware corporation (the "Surviving Corporation").

FIRST: The Agreement and Plan of Merger (the "Merger Agreement"), a copy of which is attached hereto as Exhibit A, was approved by the sole shareholder and the Board of Directors of the Surviving Corporation and by the sole shareholder and the Board of Directors of the Acquired Corporation in the manner prescribed by the Nebraska Business Corporation Act and Delaware General Business Corporation Law.

SECOND: The Merger Agreement and the performance of its terms was duly approved by the unanimous written consent of the sole shareholder of the Acquired Corporation on December 18, 2013.

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled to Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common Stock	10,000	10,000	10,000

THIRD: The Merger Agreement and the performance of its terms has been approved by the sole shareholder of the Surviving Corporation, pursuant to the Delaware General Corporation Law.

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled to Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common Stock	100	100	100

FOURTH: The name of the surviving entity shall remain BH Media Group Holdings, Inc., a Delaware corporation.

FIFTH: The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall be its Certificate of Incorporation.

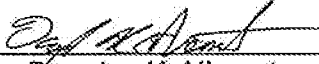
SIXTH: These Articles of Merger shall be effective at 12:02 a.m. on December 30, 2013.

SEVENTH: The Surviving Corporation agrees that it may be served with process within the State of Nebraska c/o J. Scott Searl, 1314 Douglas Street, Suite 1500, Omaha, Nebraska 68102, or without this state in a proceeding in the courts of this state to enforce any obligation or the rights of dissenting shareholders of the Acquired Corporation.

EIGHTH: The Surviving Corporation agrees that it will promptly pay to any dissenting shareholder of the Acquired Corporation the amount, if any, to which they are entitled under sections 21-20,137 to 21-20,150.

Dated: December 20, 2013.

BH Media Group Holdings, Inc.,
the Surviving Corporation

By: 
Name: Douglas K. Hiemstra
Title: President

Midlands Newspapers, Inc.,
the Acquired Corporation

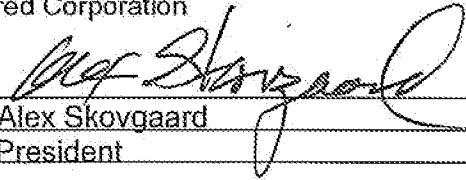
By: 
Name: Alex Skovgaard
Title: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into the 20th day of December, 2013, by and between BH Media Group Holdings, Inc., a Delaware corporation, the surviving corporation ("BH Holdings"), Midlands Newspapers, Inc., a Nebraska corporation ("MNI") Greensboro News & Record, LLC, a North Carolina limited liability company ("Greensboro"), and Times-World, LLC, a Virginia limited liability company ("Times-World", and with MNI and Greensboro, each an "Acquired Company" and collectively, the "Acquired Companies"; and the Acquired Companies together with BH Holdings, the "Merging Entities").

WITNESSETH:

WHEREAS, the sole shareholder and the Board of Directors of BH Holdings deem it advisable and in the best interests of BH Holdings and its sole shareholder that the Acquired Companies merge with and into BH Holdings in accordance with this Agreement and the applicable laws of the State of Delaware, Nebraska, North Carolina and Virginia, as applicable (the "Merger");

WHEREAS, the current sole shareholder of MNI is World Publishing Enterprises, Inc., a Nebraska corporation ("WPE"); and following the merger of WPE into BH Media Group, Inc., a Delaware corporation ("BHMGM"), BHMGM will be the subsequent sole shareholder of the MNI;

WHEREAS, the current and subsequent sole shareholder and directors of MNI deem it advisable and in the best interests of MNI and its subsequent sole shareholder to consummate the Merger; and

WHEREAS, the sole member and managers of each of Greensboro and Times-World deem it advisable and in the best interests of their respective companies and its sole member 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, Nebraska, North Carolina and Virginia, as applicable, that each Acquired Company shall be merged with and into BH Holdings as a single corporation, which shall be 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 on December 30, 2013, at 12:02 a.m. (the "Effective Time").

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

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

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

5. Conversion or Cancellation of Ownership Interests.

(a) Each ownership interest of Greensboro and Times-World which was outstanding immediately prior to the Effective Time, and wholly owned by BH Holdings as the sole member of each of Greensboro and Times-World, shall, by virtue of the Merger and without any action on the part of BH Holdings, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

(b) Each ownership interest of MNI which was outstanding immediately prior to the Effective Time, and wholly owned by BHMG, shall, by virtue of the Merger and without any action on the part of BHMG, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

(c) BHMG, as the sole shareholder of BH Holdings, will continue to own all of the issued and outstanding shares of stock of BH Holdings upon the Effective Time.

6. Equity Owner Approval. This Agreement has been submitted to the sole shareholder of BH Holdings and the current and subsequent sole shareholder and sole member (collectively, the "Equity Owners") of each Acquired Company, as applicable, and has been adopted by the affirmative vote of the Equity Owners of each of the Merging Entities.


7. Tax-Free Reorganization. MNI and BH Holdings adopt this Agreement as a Plan of Reorganization and intend that the merger of MNI into BH Holdings qualify for tax-free treatment under Section 368 of the Internal Revenue Code of 1986, as amended, and that the stock of BH Holdings deemed issued to BHMG in the Merger shall be a successor asset to the MNI stock under the "successor asset rule" in Treas. Reg. Sec. 1.1502-13(j)(1).

8. Further Documents and Actions. The directors, officers, member or managers, as applicable, of each Acquired Company and of BH Holdings, are authorized, empowered and directed to execute, deliver, file and/or record such instruments and documents, including, without limitation, Articles of Merger or Certificate 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, Nebraska, North Carolina and Virginia, as applicable.

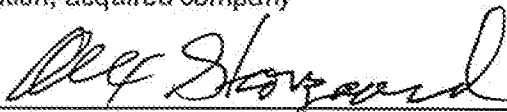
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IN WITNESS WHEREOF, this Agreement has been executed as of the date first above written.

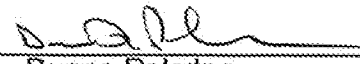
BH Media Group Holdings, Inc., a Delaware corporation, surviving corporation

By: 
Name: Douglas K. Hiemstra
Title: President

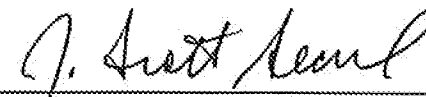
Midlands Newspapers, Inc., a Nebraska corporation, acquired company

By: 
Name: Alex Skovgaard
Title: President

Greensboro News & Record, LLC, a North Carolina limited liability company, acquired company

By: 
Name: Duane Polodna
Title: Vice President

Times-World, LLC, a Virginia limited liability company, acquired company

By: 
Name: J. Scott Searl
Title: Vice President