

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Weather Underground, LLC		12/13/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	The Weather Channel, LLC
Street Address:	300 INTERSTATE NORTH PARKWAY
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30339
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2308658	AUTOBRAND
Registration Number:	4041679	
Registration Number:	4026242	
Registration Number:	2318973	
Registration Number:	4044321	DAILY DOWNPOUR
Registration Number:	3993557	RAPID FIRE
Registration Number:	2297683	THE WEATHER UNDERGROUND
Registration Number:	2984732	WEATHER EXCHANGE
Registration Number:	4073313	WEATHER QUICKIE
Registration Number:	2281088	WEATHER STICKER
Registration Number:	4044550	WEATHER UNDERGROUND
Registration Number:	4002119	WHO IS HOT?

OP \$515.00 2308658

Registration Number:	3742092	WUNDERBLOG
Registration Number:	4044552	WUNDERGROUND
Registration Number:	2324272	WUNDERGROUND.COM
Registration Number:	3527030	WUNDERMAP
Registration Number:	3739351	WUNDERPHOTOS
Registration Number:	4099085	WUNDERPOLL
Registration Number:	3647301	WUNDERRADIO
Registration Number:	2447954	WUNDERSEARCH

CORRESPONDENCE DATA

Fax Number: 4045413372
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 404-815-6500
Email: tadmin@kilpatricktownsend.com,
brook@kilpatricktownsend.com
Correspondent Name: William H. Brewster
Address Line 1: 1100 Peachtree Street, Suite 2800
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	W2100/056310
NAME OF SUBMITTER:	Beth Rook
Signature:	/Beth Rook/
Date:	02/27/2014

Total Attachments: 5
source=Merger WXU into TWC#page1.tif
source=Merger WXU into TWC#page2.tif
source=Merger WXU into TWC#page3.tif
source=Merger WXU into TWC#page4.tif
source=Merger WXU into TWC#page5.tif

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of December 31, 2013. Attached is a true and correct copy of the said filing.

Surviving Entity:
THE WEATHER CHANNEL, LLC

Nonsurviving Entity/Entities
THE WEATHER UNDERGROUND, LLC

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on December 18, 2013.



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

Tracking #: pVklugP

ARTICLES OF MERGER
of
THE WEATHER UNDERGROUND, LLC
(a Michigan limited liability company)
with and into
THE WEATHER CHANNEL, LLC
(a Georgia limited liability company)

Pursuant to Section 14-11-904 of the Georgia Limited Liability Company Act (the "Act"), the undersigned limited liability company as the surviving business entity delivers to the Secretary of State these Articles of Merger and sets forth the following information:

1. The name and jurisdiction of organization of formation of each constituent business entity that is merging is:

- (a) The Weather Underground, LLC, a Michigan limited liability company, and
- (b) The Weather Channel, LLC, a Georgia limited liability company.

2. The name of the surviving limited liability company into which the non-surviving limited liability company that is the other constituent business entity is merging is The Weather Channel, LLC.

3. There are no amendments to the articles of organization of The Weather Channel, LLC, the surviving entity in the merger, to be effected by the merger.

4. The effective date and time of the merger shall be 11:59, Eastern Standard Time, on December 31, 2013.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving business entity, which is 300 Interstate North Parkway SE, Atlanta, Georgia 30339-2403. A copy of such Agreement and Plan of Merger will be furnished by the surviving business entity, on request and without cost, to any member of any constituent entity.


6. The Agreement and Plan of Merger has been duly authorized and approved by each constituent business entity in accordance with Section 14-11-903 of the Act.

US2008 4984955 6

TRADEMARK
REEL: 005228 FRAME: 0224

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of the surviving limited liability company as of this 13th day of December, 2013.

THE WEATHER CHANNEL, LLC

By: 
Chris Walters, attorney-in-fact

2013 DEC 17 PM 2:30
CLERK OF STATE
CORPORATIONS DIVISION

US2008 4984955 6

TRADEMARK
REEL: 005228 FRAME: 0225

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU														
Date Received	(FOR BUREAU USE ONLY) <i>1502AD</i>													
DEC 18 2013	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.													
<table border="1"> <tr> <td colspan="3">Name Susan Harrison</td> </tr> <tr> <td colspan="3">Address 1100 Peachtree Street, Suite 2800</td> </tr> <tr> <td>City</td> <td>State</td> <td>ZIP Code</td> </tr> <tr> <td>Atlanta</td> <td>GA</td> <td>30309</td> </tr> </table>			Name Susan Harrison			Address 1100 Peachtree Street, Suite 2800			City	State	ZIP Code	Atlanta	GA	30309
			Name Susan Harrison											
			Address 1100 Peachtree Street, Suite 2800											
			City	State	ZIP Code									
Atlanta	GA	30309												
FILED														
DEC 19 2013														
by Administrator Corporation Division														
EFFECTIVE DATE:														

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

CERTIFICATE OF MERGER
For use by Limited Liability Companies
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Certificate of Merger:

1. The name of each constituent limited liability company and their identification numbers are:	
The Weather Underground, LLC	D7825W
The Weather Channel, LLC	D9140T
2. The name of the surviving limited liability company and its identification number is:	
The Weather Channel, LLC	D9140T
3. Check one of the following:	
<input checked="" type="checkbox"/> There are no changes to be made to the Articles of Organization of the surviving limited liability company.	
<input type="checkbox"/> The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:	

WILLIAM CCHY 179506

50-VSB 180222

4. Other provisions with respect to the merger are as follows:

This Certificate of Merger and the Merger contemplated herein shall be effective at 11:59 p.m., Eastern Standard Time, on December 31, 2013.

5. Complete only if an effective date is desired other than the date of filing. This date must be no more than 90 days after receipt of this document in this office.

The merger shall be effective on the 31st day of December, 2013 See Section 4 above

6. The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

7. The merger is permitted by the law of the jurisdiction under whose law each foreign constituent company is organized and each foreign constituent company has complied with that law in effecting the merger.

8. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

<u>Assumed name</u>	<u>LLC transferred from</u>	<u>Expiration date</u>
---------------------	-----------------------------	------------------------

There are no assumed names being transferred.

9. Nonsurvivor name as new assumed names under which business is to be conducted are:

Not applicable

This Certificate is hereby signed as required by Section 103 of the Act.

Signed this 13th day of December, 2013

The Weather Underground, LLC

(Name of Limited Liability Company)

By [Signature]
(Signature of Member, Manager or Authorized Agent)

Chris Walters, Chief Operating Officer and Authorized Agent
(Type or Print Name and capacity)

Signed this 13th day of December, 2013

The Weather Channel, LLC

(Name of Limited Liability Company)

By [Signature]
(Signature of Member, Manager or Authorized Agent)

Chris Walters, Chief Operating Officer and Authorized Agent
(Type or Print Name and capacity)