

Exhibit A  
Form of Merger Agreement

**AGREEMENT OF MERGER**  
**BETWEEN GREATER JERSEY PRESS & PUBLISHING, INC.**  
(a Delaware corporation)  
**AND GREATER MEDIA, INC.**  
(a Delaware Corporation)

AGREEMENT OF MERGER by and between Greater Jersey Press & Publishing, Inc. and Greater Media, Inc., each a business corporation organized and operating under the laws of the State of Delaware, dated as of December 9, 2011.

**WHEREAS**, Greater Jersey Press & Publishing, Inc. (GJP&P) is a business corporation organized under the laws of the State of Delaware with its registered office therein located at 1209 Orange Street, Wilmington, Delaware; and

**WHEREAS**, the total number of shares of stock that GJP&P has authority to issue is 10,000 shares of voting common stock, without par value, 3,387 of which shares are held by Greater Media, Inc. and the remainder of which are unissued; and

**WHEREAS**, Greater Media, Inc. (GMI) is a business corporation organized under the laws of the State the Delaware with its registered office therein located at 1209 Orange Street, Wilmington, Delaware; and

**WHEREAS**, GJP&P and GMI and their respective Boards of Directors have determined that it is advisable and in the best interest of said corporations and their respective stockholders to merge GJP&P with and into GMI in accordance with the applicable provisions of the business corporation laws of the State of Delaware and upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, in consideration of the premises and mutual covenants of the parties hereto, the parties agree as follows.

**ARTICLE I**

GJP&P and GMI shall, pursuant to the provisions of the General Corporation Law of the State of Delaware (Delaware Law), be merged with and into a single corporation, with Greater Media, Inc. being the surviving corporation from and after the effective time of the merger, which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the Delaware Law. The separate existence of GJP&P, which is hereinafter sometimes referred to as

the "terminating corporation," shall cease at the effective time of the merger in accordance with the provisions of the Delaware Law.

## **ARTICLE II**

The Certificate of Incorporation of GMI, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation, and said Certificate of Incorporation shall continue in full force and effect unless and until amended in the manner prescribed by the Delaware Law.

## **ARTICLE III**

The present by-laws of GMI will be the by-laws of the surviving corporation and will continue in full force and effect unless and until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware Law.

## **ARTICLE IV**

The directors and officers of GMI at the effective time of the merger shall be the directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

## **ARTICLE V**

Each issued share of the terminating corporation shall, at the effective time of the merger, be retired and cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

## **ARTICLE VI**

The parties agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere, to effectuate the merger provided for by this Agreement.

## **ARTICLE VII**

The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation have been and are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and 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.

## ARTICLE VIII

The effective time of this Agreement of Merger, and the time at which the merger herein agreed upon shall become effective, shall be December 31, 2011.

**IN WITNESS WHEREOF**, this Agreement of Merger has been executed on behalf of each of the constituent corporations by a duly authorized officer of such corporation.

Dated: 12-9-11

**Greater Jersey Press & Publishing, Inc.**  
A Delaware Corporation

By: 

Peter H. Smyth, President

Dated: 12-9-11

**Greater Media, Inc.**  
A Delaware Corporation

By: 

Peter H. Smyth, President

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Greater Media, Inc.  
\_\_\_\_\_, and the name of the corporation being  
merged into this surviving corporation is Greater Jersey Press and  
Publishing, Inc.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

**THIRD:** The name of the surviving corporation is Greater Media, Inc.  
\_\_\_\_\_ a Delaware corporation.


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

**FIFTH:** The merger is to become effective on December 31, 2011.

**SIXTH:** The Agreement of Merger is on file at Greater Media, Inc.  
35 Braintree Hill Office Park, Suite 300, the place of business  
of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF,** said surviving corporation has caused this certificate to be signed by an authorized officer, the 12<sup>th</sup> day of December, A.D.,  
2011.

By:   
Authorized Officer

Name: Ellen J. Rubin  
Print or Type

Title: Secretary