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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

To the Honorable Commissioner

101058144

(the attached original documents or copy thereof.)

1. Name of conveying party(ies):

AK Media Group, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 22, 1999

2. Name and address of receiving party(ies)

Name: First Union National Bank

Internal Address: One First Union Center

Street Address: 301 South College Street

City: Charlotte State: NC ZIP: 0735 ²⁸²⁸⁸⁻

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

74-043176; 74-645021

B. Trademark Registration No.(s)

1714198; 1578233; 44065; 43446;
19553; 45341; 100745; 45080

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeffrey Henson

Internal Address: Robinson, Bradshaw &

Hinson, P.A.

Street Address: 101 North Tryon Street

Suite 1900

City: Charlotte State: NC ZIP: 28246

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41).....\$ 565.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 525.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jeffrey Henson
Name of Person Signing

Jeffrey Henson
Signature

6-3-99
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001907 FRAME: 0866

AK Media Group, Inc.
Additional Trademark Registration No.(s)

45077; 45480; 28385; 25384; 25383; 25382; 19503; 23780; 23779; 27313; 26430; 26429

**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, AK MEDIA GROUP, INC. (the "Pledgor"), is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of January 22, 1999, in which the Pledgor has agreed with First Union National Bank, as Administrative Agent (the "Administrative Agent"), with offices at One First Union Center, 301 South College Street, Charlotte, North Carolina 28288-0735, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Assignment has been given in conjunction with the assignment and security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

AK MEDIA GROUP, INC.

By: _____

Title: _____

[Handwritten Signature]
ASSISTANT SECRETARY

SCHEDULE A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country/State</u>
AK Media Group, Inc.	"WBOS"	1714198	United States (Federal)
AK Media Group, Inc.	"Lights out Tonight"	1578233	United States (Federal)
AK Media Group, Inc.	"WBOS Earthwatch"	44065	Massachusetts
AK Media Group, Inc.	"The Odyssey File"	43446	Massachusetts
AK Media Group, Inc.	"Larger than Life"	19553	Washington
AK Media Group, Inc.	"Eyestreet Productions" (Image)	45341	California
AK Media Group, Inc.	"Kid News" (Image)	100745	California
AK Media Group, Inc.	"Kid Video"	45080	California
AK Media Group, Inc.	"Slam Jam"	45077	California
AK Media Group, Inc.	"17 Health Fair" (and Design)	45480	California
AK Media Group, Inc.	"K-Lite"	Serial No. 74-043176	United States (Federal)
AK Media Group, Inc.	"KJR Sports Radio 950 AM"	28385	Washington
AK Media Group, Inc.	"KJR 95.7 FM Greatest Hits of the 70's"	25384	Washington
AK Media Group, Inc.	"KUBE 93 FM"	25383	Washington
AK Media Group, Inc.	"SUMMER JAM"	25382	Washington
AK Media Group, Inc.	"K-LITE"	19503	Washington
AK Media Group, Inc.	"Jammin' Hoops Camp"	Serial No. 74-645021	United States (Federal)
AK Media Group, Inc.	"Jammin' Hoops Camp"	23780	Washington
AK Media Group, Inc.	"Jammin' Hoops Camp"	23779	Washington
AK Media Group, Inc.	"Sports Radio"	27313	Washington
AK Media Group, Inc.	"The Charlie Claus Foundation"	26430	Washington
AK Media Group, Inc.	"The Real Charlie Claus"	26429	Washington