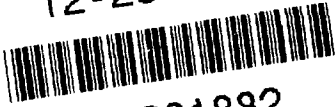


12-28-1999  


101231882

RECORDATION FORM COVER SHEET

MO 12-13-99

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger
  - Change of Name
  - Other
- Effective Date  
Month Day Year

Conveying Party

- Mark if additional names of conveying parties attached
- Name  Execution Date  
Month Day Year
- Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached
- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)     
City State/Country Zip Code
- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

12/27/1999 DNGUYEN 00000190 75781200

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
175.00 GP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002003 FRAME: 0825

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

404-881-7000

Name

Jay E. Sloman

Address (line 1)

Alston & Bird LLP

Address (line 2)

One Atlantic Center

Address (line 3)

1201 West Peachtree Street

Address (line 4)

Atlanta, GA 30309-3424

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

2

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

75/781,280		

1,781,772	1,838,138	2,025,873
1,823,220	1,993,998	
1,824,629	2,021,380	

**Number of Properties**

Enter the total number of properties involved.

#

8

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

215.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Jay E. Sloman

Name of Person Signing



Signature

11-15-97

Date Signed

ASSIGNMENT AND GRANT OF SECURITY INTEREST  
IN PATENTS AND TRADEMARKS

WHEREAS, EXCL COMMUNICATIONS, INC. (the "Debtor") 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 is the owner of the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Debtor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of October 22, 1999, in which the Debtor has agreed with SunTrust Bank, Central Florida, N.A., as Administrative Agent (the "Administrative Agent"), with offices at 200 South Orange Avenue, Orlando, Florida 32801, 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 Debtor 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 Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. 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.

EXCL COMMUNICATIONS, INC.

By:   
Title: CFO

SCHEDULE A

PATENTS AND PATENT APPLICATIONS

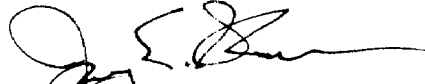
<u>Debtor</u>	<u>Application or Registration Number</u>	<u>Country</u>	<u>Issue or Filing Date</u>
	None		

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Debtor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country/ State</u>	<u>Issue or Filing Date</u>
EXCL Communications, Inc.	MARKETSPAN	1,781,772	USA	07/13/93
EXCL Communications, Inc.	OK RADIO	1,823,220	USA	02/22/94
EXCL Communications, Inc.	CADEN SUPER ESTRELLA <STAR>	1,824,629	USA	03/01/94
EXCL Communications, Inc.	SUPER ESTRELLA FM <STAR>	1,838,138	USA	05/31/94
EXCL Communications, Inc.	RADIO TRICOLOR	1,993,998	USA	08/03/94
EXCL Communications, Inc.	RADIO ROMANTICA <RADIO ROMANTIC>	2,021,380	USA	03/08/95
EXCL Communications, Inc.	RADIO TRICOLOR MEXICANISIMA	2,025,873	USA	08/03/94
EXCL Communications, Inc.	MEXICANISIMA	75/781,280	USA	

We appreciate your assistance in recording this Assignment.

Very truly yours,



Jay E. Sloman

JES:rmd

ATL01/10643159v1