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FORM PTO-1618A

01-16-2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



01-03-2001

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RECORDATION FORM COVER SHEET

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TO: The Commission 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 Effective Date
Month Day Year
Sept. 30, 1999
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name **Chancellor Media Corporation of Illinois**

Execution Date
Month Day Year
September 30, 1999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization **Delaware**

1995713

Receiving Party

Mark if additional names of receiving parties attached

Name **Chancellor Media/Shamrock Broadcasting Inc.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **600 Congress Avenue**

Address (line 2) **Suite 1400**

Address (line 3) **Austin**
City

Texas/U.S.A.
State/Country

78701
Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled to 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 **Delaware**

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FOR OFFICE USE ONLY

01 EC:481
02 EC:482

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Mail documents to be recorded with required cover sheet(s) information to:
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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) _____

Correspondence Name and Address

Area Code and Telephone Number 714-540-1235

Name **Jessamyn Elliott-Brownell**
Address (line 1) **Latham & Watkins**
Address (line 2) **650 Town Center Drive**
Address (line 3) **Suite 2000**
Address (line 4) **Costa Mesa, California 92626**

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)
_____	1995713 _____
_____	1893356 _____
_____	_____

Number of Properties Enter the total number of properties involved. # 2

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 65.00

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) # 500524
Deposit Account Number:

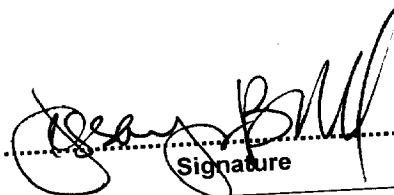
Authorization to charge additional fees: Yes No

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.

Jessamyn Elliott-Brownell

Name of Person Signing


Signature

1/2/01

Date Signed

CERTIFICATE OF MERGER
of
CHANCELLOR MEDIA CORPORATION OF ILLINOIS
and
CHANCELLOR MEDIA/SHAMROCK BROADCASTING, INC.

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

FIRST: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Chancellor Media/Shamrock Broadcasting, Inc., a Delaware corporation, and Chancellor Media Corporation of Illinois, a Delaware corporation (collectively, the "Constituent Corporations"), in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

SECOND: The name of the surviving corporation is Chancellor Media/Shamrock Broadcasting, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Chancellor Media Corporation of Illinois, a Delaware corporation.

THIRD: The merger is to become effective on September 30, 1999, and Chancellor Media/Shamrock Broadcasting, Inc. will continue its existence under its present name upon the effective date of the merger.

FOURTH: The Certificate of Incorporation of Chancellor Media/Shamrock Broadcasting, Inc. shall be the Certificate of Incorporation of the surviving corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

FIFTH: The Agreement and Plan of Merger is on file at 600 Congress Avenue, Suite 1400, Austin, Texas, 78701, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the Constituent Corporations.

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CORP SERVICES CO

OCT 1 1999 11:20AM


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IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized person, the 30th day of September, 1999.

CHANCELLOR MEDIA/SHAMROCK
BROADCASTING, INC.

By:


Kathy Archer, Vice President

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