



Re 2/301 RECORDED

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at or copy thereof.

To the Honorable Commissioner of Patents and Trademark

1. Name of Party(ies) conveying an interest:

RADIO ONE OF ATLANTA, INC.

2. Name and Address of Party(ies) receiving an interest:

BANK OF AMERICA, N.A.  
901 Main Street, 64th Floor  
Dallas, Texas 75202

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

- Individual
- General Partnership
- Corporation
- Other - Banking Association
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: July 17, 2000

4. Application number(s) or registration number(s). Additional sheet attached?

Yes  No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,223,883

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

Name: Christian Brose, Esq.  
Baker Botts L.L.P.  
Street Address: 2001 Ross Avenue  
City: Dallas  
State: Texas Zip: 75201

6. Number of applications and registrations involved: 1

7. Amount of fee enclosed or authorized to be charged: \$40.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

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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.

B. K. Drinkwater  
Name of Person Signing

Signature

February 8, 2001

Date

Total number of pages including cover sheet 3

OMB No. 0651-0011 (exp.4/94)

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

COVER SHEET  
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9. Statement and signature.

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B. K. Drinkwater  
Name of Person Signing

*B. K. Drinkwater*  
Signature

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**NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS**

United States Trademark Office:

Please be advised that pursuant to an Amended and Restated Intellectual Property Security Agreement and Assignment (the "Security Agreement") dated as of July 17, 2000, by Radio One of Atlanta, Inc., a Delaware corporation ("Grantor") for the benefit of Bank of America, N.A., as Administrative Agent for the benefit of itself and the other Lenders from time to time parties to the related Second Amended and Restated Credit Agreement dated as of even date therewith ("Secured Party"), Grantor has granted to Secured Party a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below:

<u>Trademark Registration Number</u>	<u>Trademarks Description of Trademark</u>	<u>Date of Registration</u>
2,223,883	Check Yourself	02/16/99

**Trademark Applications**

<u>Trademark Application Serial Number</u>	<u>Description of Trademark</u>	<u>Date of Filing</u>
	NONE	

Secured Party's security interest in the described trademark and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

RADIO ONE OF ATLANTA, INC.

Notary Public of Prince Georges  
 State of Maryland  
 Sworn to and subscribed before me this 17<sup>th</sup>  
 day of July 2000  
 Witness my hand and official seal.  
 \_\_\_\_\_  
 Notary Public

By: ACG  
 Alfred C. Liggins,  
 President

Acknowledged by:

Marshy. Vad  
 My Comm. Exps. 12/2, 2001

**BAKER BOTTS L.L.P.**

2001 ROSS AVENUE  
DALLAS, TEXAS  
75201-2980  
214.953.6500  
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AUSTIN  
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**DALLAS**  
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February 9, 2001

U.S. Patent and Trademark Office  
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Washington, D.C. 20231

B. K. Drinkwater  
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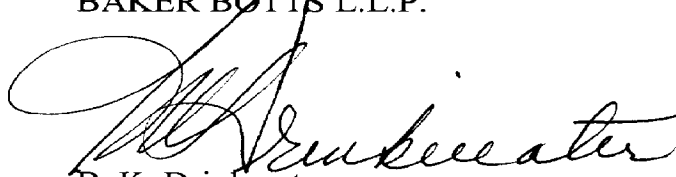
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Dear Sir/Madam:

Enclosed for recording is a replacement cover sheet reflecting the receiving party's full name and address. Also attached is the original cover sheet reflecting the cash register receipt for this document. Recordation of this Security Agreement is respectfully requested.

Very truly yours,

BAKER BOTTS L.L.P.



B. K. Drinkwater  
Senior Legal Assistant

/bkd  
Attachments

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2000 Crystal Drive, Arlington, VA 22202-3513 on <u>Feb. 9, 2001</u>	
Signature	<u>Ginger Cox</u>
Printed Name	<u>Ginger Cox</u>
Date of Signature	<u>Feb. 9, 2001</u>

DAL01:583627.1

RECORDED: 02/13/2001

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