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To the Honorable Commissioner of Patent.

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Emmis Communications Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Indiana
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies):
Name: Emmis Operating Company
Internal Address: 40 Monument Circle, Suite 700
One Emmis Plaza
Indianapolis, IN 46204
Street Address: Same as above

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Indiana
 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 registration number(s):
A. Trademark Application No.(s)
See Attached Exhibit A

B. Trademark registration No.(s)
See Attached Exhibit A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Andrea Wilson Gregory
Internal Address: Bose McKinney & Evans LLP
Street Address: 2700 First Indiana Plaza
135 North Pennsylvania Street
Indianapolis, Indiana 46204

6. Total number of applications and registrations involved:
9

7. Total fee (37 CFR 3.41):.....\$240.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 02-3223. Commissioner authorized to charge any defect in fees, or credit overpayment to said deposit account.
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. State 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.

Andrea Wilson Gregory
Name of Person Signing

Andrea H. Gregory
Signature

June 26, 2001
Date

Total number of pages including cover sheet, attachments and document: 3

EXHIBIT A

**TRADEMARKS/SERVICE MARKS ASSIGNED FROM
EMMIS COMMUNICATIONS CORPORATION
TO
EMMIS OPERATING COMPANY**

FEDERALLY REGISTERED UNITED STATES TRADEMARKS/SERVICE MARKS:

E EMMIS COMMUNICATIONS and Design
Registration No.: 2,251,655
Registration Date: June 8, 1999

E EMMIS BROADCASTING and Design
Registration No.: 2,182,748
Registration Date: August 18, 1998

JOBCITY
Registration No.: 2,430,418
Registration Date: February 20, 2001

JOB CITY USA
Registration No.: 2,373,975
Registration Date: August 1, 2000

MARKETPRO
Registration No.: 2,231,493
Registration Date: March 16, 1999

CO-OP CONSULTANT
Registration No.: 1,469,677
Registration Date: December 22, 1987

CO-OPPORTUNITIES
Registration No.: 1,151,008
Registration Date: April 14, 1981

PENDING UNITED STATES TRADEMARKS/SERVICE MARKS:

SCRATCH 'N SURF
Serial No.: 76/122,655
Filing Date: September 5, 2000

SCRATCH 'N SURF and Design
Serial No.: 76/122,654
Filing Date: September 5, 2000

TRADEMARK/SERVICE MARK ASSIGNMENT

For and in consideration of One Dollar (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Emmis Communications Corporation ("Assignor"), an Indiana corporation, having its principal office at 40 Monument Circle, Suite 700, One Emmis Plaza, Indianapolis, Indiana 46204, hereby assigns, sells, and conveys to Emmis Operating Company ("Assignee"), an Indiana corporation, having its principal office at 40 Monument Circle, Suite 700, One Emmis Plaza, Indianapolis, Indiana 46204, its entire right, title, and interest in and to the trademarks/service marks set forth on Exhibit A, attached hereto and incorporated herein by reference, the registrations thereof, and the goodwill of the business in which the marks are used, together with all claims for damages by reason of infringement, with the right to sue for, and collect the same for, its own use and behalf and for the use of its successors and assigns.

Emmis Communications Corporation

By: *Ronald E. Elberger*
Ronald E. Elberger
Vice President

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public, within and for said County and State, personally appeared Ronald E. Elberger, the Vice President of Emmis Communications Corporation, the corporation which executed the foregoing instrument, who acknowledged that he did sign said instrument as such officer on behalf of said corporation, and that said instrument is his free act and deed individually and as such officer, and the free and corporate act and deed of the said Emmis Communications Corporation. Witness my hand and Notarial Seal this 22nd day of June, 2001.

Kelley A. Blaylock
Notary Public (Signature)
Kelley A. Blaylock
(Printed Name)

My Commission Expires: 1/26/09
My County of Residence is: Marion

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