

06-25-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Press Communications, LLC

06/19/02

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

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

2. Name and address of receiving party(ies)

Name: Millennium Central New Jersey Asset Holdco, LLC

Internal Address:

Street Address: 220 North Pointe Parkway

City: Amherst State: NY Zip: 14228

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: February 14, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,789,961 1,918,367 2,315,490 2,414,951 2,234,145 1,860,011 2,284,210 2,315,493 2,228,481 2,258,255 1,896,511 2,313,116 2,322,647 2,232,259 2,276,866 2,524,976 2,282,256

Additional number(s) attached Yes No

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

Name: Mark D. Godler

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41) \$ 440.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

11-0228

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

DO NOT USE THIS SPACE

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.

Mark D. Godler

Mark D. Godler

June 13, 2002

Name of Person Signing

Signature

Date

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

10

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

06/24/2002 6TOM11 00000077 110228 1789961

01 FC:481 40.00 CH 02 FC:482 400.00 CH

TRADEMARK REEL: 002530 FRAME: 0846

BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT ("Bill of Sale") is made and entered into as of February 14, 2002 between PRESS COMMUNICATIONS, LLC, a Delaware limited liability company ("Assignor"), and MILLENNIUM CENTRAL NEW JERSEY ASSET HOLDCO, LLC, a Delaware limited liability company ("Assignee"), pursuant to the terms of that certain Asset Purchase Agreement dated as of June 1, 2001, as amended, between Assignee (as an assignee of Millennium Radio Group, LLC) and Assignor (the "Agreement"). Capitalized terms used but not defined herein shall have the meanings assigned to them in the Agreement.

1. For good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, convey, transfer, assign and deliver to Assignee, and its successors and assigns, free and clear of any Liens (other than the Permitted Liens); the Assets, excluding (i) the Assumed Contracts, Intellectual Property and Licenses used exclusively in connection with the operation of radio station WBSS-FM and (ii) the FCC Licenses (the "Transferred Assets").

2. Assignee does hereby accept the foregoing sale, conveyance, transfer, assignment and delivery of the Transferred Assets.


3. Assignee does hereby assume the Assumed Contracts, excluding the Assumed Contracts exclusively in connection with the operation of radio station WBSS-FM.

Each of Assignor and Assignee hereby covenants that, from time to time after delivery of this Bill of Sale, at the other's request and without further consideration, such party shall do, execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, any and all such further acts, instruments and other things or writings reasonably requested by the other party in order to evidence and effectuate the consummation of any of the transactions contemplated by this Bill of Sale.

Notwithstanding anything contained in this Bill of Sale to the contrary, the terms and provisions of the Agreement (including without limitation any representations or warranties of Assignor relating to the Transferred Assets) shall survive the delivery of this Bill of Sale as provided in the Agreement. This Bill of Sale neither expands upon nor limits the rights, benefits, responsibilities, liabilities and obligations of Assignor and Assignee provided in and under the Agreement.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Bill of Sale to be executed as of the date first written above.

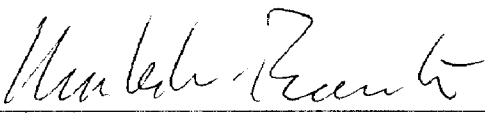
PRESS COMMUNICATIONS, LLC

By: 

Name: RICHARD T. MORENA

Title: CFO

MILLENNIUM CENTRAL NEW JERSEY ASSET
HOLDCO, LLC

By: 

Name: Charles W. Banta

Title: Authorized Person

TO

MILLENNIUM CENTRAL NEW JERSEY ASSET HOLDCO, LLC

Call Letters

- WFPG(AM)
- WFPG-FM
- WPUR-FM
- WBUD(AM)
- WKXW(FM)

Logos*

LiteRock 96.9 WFPG
Lite Rock....Less Talk

1450AM COMEDY WORLD
comedy talk radio

106.3
THE SHORE

TALK RADIO
WFPG
1450

Great Gold Music
1260 WBUD AM Radio
News Mornings

New Jersey 101.5
On 97.3 FM Radio

New Jersey 101.5 FM Radio

Slogans*

- “Light Rock/Less Talk”
- “Newstalk 1450 WFPG”
- “106.3 The Shore”
- “South Jersey’s Hot New Country”

Domain Names*

- www.literock969.com
- www.wfpg.com
- www.1450am.comedyworld.com¹

¹

Note that the www.1450comedyworld.com site (the “**Comedy World Site**”) is administered and hosted by Comedy World, Inc. pursuant to the Comedy World Affiliate Agreement and that Millennium Atlantic City
(continued...)

- www.shorefm.com
- www.1063theshore.com
- www.catcountry1073.com
- www.greatgoldradio.com
- www.newjersey1015.com
- www.Newjersey1015fm.com
- www.Newjersey1015radio.com
- www.newjerseyfasttraffic.com
- www.nj1015fmradio.com
- www.njfasttraffic.com
- www.njinstantweather.com
- www.njrealradio.com
- www.njwbud.com
- www.njwbudam.com
- www.passionphones.com
- www.thebossfm.com
- www.wbudam.com

Trademarks

Intellectual Property - WKXW and WBUD

The Passion Phones	(SN 76228141) (Reg #2,524,976) (Date 06/15/93)
The Passion Phones	(SN 74317097) (Reg # 1,776,830) (canceled as of July 3, 2000)
New Jersey 101.5 FM Radio	(SN 74311116) (Reg #1,789,961) (Date 08/24/93)
News Jersey	(SN 74447502) (Reg #1,860,011) (Date 10/25/94)
Sports Jersey	(SN 74447552) (Reg #1,896,511) (Date 05/30/95)
New Jersey Fast Traffic	(SN 74447640) (Reg #1,918,367) (Date 09/12/95)
New Jersey Oldies	(SN 75433798) (Reg #2,284,210) (Date 10/05/99)
Our Own Radio Station	(SN 75450255) (Reg #2,313,116) (Date 02/01/00)
New Jersey Traffic North	(SN 75453481) (Reg #2,315,490) (Date 02/08/00)
New Jersey Traffic South	(SN 75451904) (Reg #2,315,493) (Date 02/08/00)
Real Radio ²	(SN 74430635) (Reg #2,322,647) (Date 02/29/00)
New Jersey's Radio Station	(SN 75449474) (Reg #2,414,951) (Date 02/26/00)

¹ (...continued)

Asset Holdco, LLC does not claim to have any rights in the Comedy World Site or the 1450-AM/Comedy World logo other than those rights granted to Asset Holdco in the Comedy World Affiliate Agreement.

* Note that Millennium Atlantic City Asset Holdco, LLC only owns those rights in the WKOE-FM logo, the slogan "106.3 The Shore" and the www.shorefm.com and the www.1063theshore.com domain names that Asset Holdco has in the same pursuant to the WKOE-FM LMA Agreement.

² Real Radio is specifically limited to use on NJ101.5 as it had some conflicts with another mark called "Real Rock Radio". The Patent and Trademark Office compromise with the other broadcaster was to allow Press Communications, LLC to use it on NJ101.5

Great Gold ³	(SN 75434442) (Reg #2,228,481) (Date 03/02/99)
Not New York, Not Philadelphia, Proud To Be New Jersey	(SN 75450254) (Reg #2,232,259) (Date 03/16/99)
New Jersey Gold	(SN 75442200) (Reg #2,234,145) (Date 03/23/99)
Hour of Rage	(SN 75433797) (Reg #2,258,255) (Date 06/29/99)
Jersey Oldies	(SN 75442202) (Reg #2,276,866) (Date 09/07/99)
New Jersey's Oldies Station	(SN 75442350) (Reg #2,282,256) (Date 09/28/99)
101.5 FM Radio	(SN 76179714) (Abandoned as of February 1, 2002)
Wake Up! New Jersey	(SN 75141677) (Date 07/29/96) (Abandoned - No Statement of Use - as of June 11, 1998)

TRADEMARK STATUS

Registered Marks

THE PASSION PHONES

Principal Register

Issued June 15, 1993

Affidavit of Use due June 15, 1998-1999

Not filed. Re-registration filed March 19, 2001

10-Year expiration date June 15, 2003

Serial No. 76228141

NEW JERSEY 101.5 FM RADIO

Supplemental Register

Issued August 24, 1993

Affidavit of Use filed and accepted December 4, 1999

10-Year expiration date August 24, 2003

Serial No. 74311116

Registration No. 1789961

NEWS JERSEY

Principal Register

Issued October 25, 1994

Affidavit of Use accepted March 14, 2001

10-Year expiration date October 24, 2004

Serial No. 74447502

Registration No. 1860011

³ The "Great Gold" Tradename is a "shared" Tradename with WHTG-AM. Accordingly, Buyer agrees that Seller may have use of this Tradename for use at WHTG-AM/FM.

SPORTS JERSEY

Principal Register

Issued May 30, 1995

Affidavit of Use filed May 3, 2001

10-Year expiration date May 30, 2005

Serial No. 74447552

Registration No. 1896511

NEW JERSEY FAST TRAFFIC

Principal Register

Issued September 12, 1995

Affidavit of Use filed May 3, 2001

10-Year expiration date September 12, 2005

Serial No. 74447640

Registration No. 1918367

NEW JERSEY OLDIES

Supplemental Register

Issued October 5, 1999

Affidavit of Use due October 5, 2004-2005

10-Year expiration date October 5, 2009

Serial No. 75433798

Registration No. 2284210

OUR OWN RADIO STATION

Principal Register

Issued February 1, 2000

Affidavit of Use due February 1, 2005-2006

10-Year expiration date February 1, 2010

Serial No. 75450255

Registration No. 2313116

NEW JERSEY TRAFFIC NORTH

Principal Register

Issued February 8, 2000

Affidavit of Use due February 8, 2005-2006

10-Year expiration date February 8, 2010

Serial No. 75453481

Registration No. 2315490

NEW JERSEY TRAFFIC SOUTH

Principal Register

Issued February 8, 2000

Affidavit of Use due February 8, 2005-2006

10-Year expiration date February 8, 2010

Serial No. 75451904

Registration No. 2315483

REAL RADIO

Principal Register

Issued February 29, 2000

Affidavit of Use due February 29, 2005-2006

10-Year expiration date February 29, 2010

[subject to terms of settlement agreement]

Serial No. 74430635

Registration No. 2322647

NEW JERSEY'S RADIO STATION

Principal Register

Issued December 26, 2000

Affidavit of Use due December 26, 2005-2006

10-Year expiration date December 26, 2010

Serial No. 75449474

Registration No. 2414951

GREAT GOLD

Principal Register

Issued March 2, 1999

Affidavit of Use due March 2, 2004-2005

10-Year expiration date March 2, 2009

Serial No. 75434442

Registration No. 2228481

NOT NEW YORK, NOT PHILADELPHIA, PROUD TO BE NEW JERSEY

Principal Register

Issued March 16, 1999

Affidavit of Use due March 16, 2004-2005

10-Year expiration date March 16, 2009

Serial No. 75450254

Registration No. 2232259

NEW JERSEY GOLD
Principal Register
Issued March 23, 1999
Affidavit of Use due March 23, 2004-2005
10-Year expiration date March 23, 2009
Serial No. 75442200
Registration No. 2234145

HOUR OF RAGE
Supplemental Register
Issued June 29, 1999
Affidavit of Use due June 29, 2004-2005
10-Year expiration date June 29, 2009
Serial No. 75433797
Registration No. 2258255

JERSEY OLDIES
Supplemental Register
Issued September 7, 1999
Affidavit of Use due September 7, 2004-2005
10-Year expiration date September 7, 2009
Serial No. 75442202
Registration No. 2276866

NEW JERSEY'S OLDIES STATION
Supplemental Register
Issued September 28, 1999
Affidavit of Use due September 28, 2004-2005
10-Year expiration date of September 28, 2009
Serial No. 75442350
Registration No. 2282256

Canceled or Abandoned Trademarks

101.5 FM RADIO (Stylized)
Abandoned as of February 1, 2002
Serial No. 76-179714

THE PASSION PHONES
Canceled as of July 3, 2000
Serial No. 74-317097
Registration No. 1776830

WAKE UP! NEW JERSEY

Abandoned - No Statement of Use as of June 11, 1998

Serial No. 75-141677

June 13, 2002

Commissioner of Patents and trademarks
BOX ASSIGNMENT
Washington, D.C. 20231

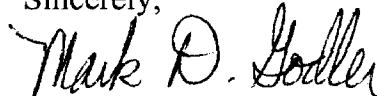
Re: Recordation of the Bill of Sale, Assignment and
Assumption Agreement between Press
Communications, LLC and Millennium Central
New Jersey Asset Holdco, LLC

Dear Sir or Madam:

Enclosed please find a Recordation Form Cover Sheet for Assignment of Trademarks as well as a copy of the Bill of Sale, Assignment and Assumption Agreement between Press Communications, LLC and Millennium Central New Jersey Asset Holdco, LLC

The Commissioner is hereby authorized to charge the filing fees plus any additional fees which may be required to Deposit Account No. 11-0228 in the name of Kaye Scholer LLP.

Sincerely,



Mark D. Godler