

07-08-2002

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

Entercom Portland LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
(OREGON)
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Entercom Portland LLC

Internal

Address: Suite 790

Street Address: 888 SW 5th Street

City: Portland State: OR Zip: 97204

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company
(DELAWARE)

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 25, 2000

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

A. Trademark Application No.(s)
75/496,663
75/496,730

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Anne W. Glazer, Esq.

Internal Address: Suite 2100

Lane Powell Spears Lubersky LLP

Street Address: 601 SW 2nd Ave.

City: Portland State: OR Zip: 97204

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-0277

(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.

Anne W. Glazer, Esq.

Name of Person Signing

Anne W Glazer

Signature

6-28-02

Date

Total number of pages including cover sheet, attachments, and document: 5

07/08/2002 LMJELLER 00000011 75496663

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

01 FC:481
02 FC:482

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25.00 DP

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FILED

ARTICLES OF MERGER

APR 26 2000

ENTERCOM PORTLAND, LLC # 619299-81
an Oregon limited liability company

OREGON
SECRETARY OF STATE

with and into

ENTERCOM PORTLAND, LLC *Not Signed*
a Delaware limited liability company

Pursuant to the provisions of Section 63.494 of the Oregon Limited Liability Company Act, as amended (the "Act"), the undersigned limited liability company, ENTERCOM PORTLAND, LLC, a Delaware limited liability company (the "Delaware LLC"), does hereby certify to the following information relating to the merger (the "Merger") of ENTERCOM PORTLAND, LLC, an Oregon limited liability company (the "Oregon LLC"), with and into the Delaware LLC. The Oregon LLC and the Delaware LLC are herein collectively referred to as the "Constituent Companies":

FIRST: An executed copy of the Agreement and Plan of Merger between the Constituent Companies is attached hereto as Exhibit A.

SECOND: The Agreement and Plan of Merger has been duly authorized and approved in accordance with Sections 63.481 and 63.487 of the Act.

THIRD: The Merger shall be effective immediately upon the filing of these Articles of Merger, unless a Certificate of Merger relating to the Merger has yet to be filed with the State of Delaware, in which case the Merger shall be effective upon the filing of said Certificate of Merger.

IN WITNESS WHEREOF, the undersigned officer has executed and acknowledged this Certificate of Merger on behalf of the Delaware LLC this 25th day of January, 2000.

ENTERCOM PORTLAND, LLC
A Delaware Limited Liability Company

By: *John C. Donlevie*
Name: John C. Donlevie
Title: Executive Vice President

Therese Byers
Doc. #277412 v.01

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
ENTERCOM PORTLAND, LLC,
an Oregon limited liability company
INTO
ENTERCOM PORTLAND, LLC,
a Delaware limited liability company**

April This Agreement and Plan of Merger (the "Plan") is made this 25th day of January, 2000 between ENTERCOM PORTLAND, LLC, a Delaware limited liability company (the "Delaware LLC"), and ENTERCOM PORTLAND, LLC, an Oregon limited liability company (the "Oregon LLC").

WITNESSETH

WHEREAS, the sole member of both the Delaware LLC and the Oregon LLC (each a "Constituent Company" and, collectively, the "Constituent Companies") deems it desirable and in the best interests of the Constituent Companies to merge (the "Merger") the Oregon LLC with and into the Delaware LLC in accordance with the Delaware Limited Liability Company Act, as amended (the "DLLCA"), and in accordance with the Oregon Limited Liability Company Act, as amended (the "OLLCA");

NOW, THEREFORE, the parties do hereby agree as follows:

ARTICLE I

1. The Constituent Companies shall be merged into a single limited liability company, namely the Delaware LLC, in the manner and with the effect provided by the DLLCA and OLLCA (the Delaware LLC, as the surviving company, being hereinafter sometimes referred to as the "Surviving Company"). Upon the Merger, the separate existence of the Oregon LLC shall cease and the Surviving Company shall continue in existence. The merger shall in all respects have the effect provided by Section 18-209 of the DLLCA and Section 63.497 of the OLLCA. The Constituent Companies shall merge and the Delaware LLC shall become the Surviving Company on the date and at the time of the later of (i) the filing of a Certificate of Merger with the State of Delaware, or (ii) the filing of Articles of Merger with the State of Oregon, whichever is later (the "Effective Time of Merger").

1.2 At the Effective Time of Merger, the Limited Liability Company Agreement of the Delaware LLC as in effect immediately prior to the Effective Time of Merger shall be and become the Limited Liability Company Agreement of the Surviving Company from and after the Effective Time of Merger, until thereafter amended as permitted by law.

1.3 At the Effective Time of Merger, the officers of the Delaware LLC shall be and become the officers of the Surviving Company and shall hold office from the Effective Time of Merger until their successors are duly elected and qualified or until their earlier death, resignation or removal.

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ARTICLE II

2. On the date hereof, immediately prior to the Effective Time of Merger, one hundred percent (100%) of the ownership and membership interest in the Oregon LLC was held by Entercom Radio, LLC, which is also the sole owner and member of the Delaware LLC. Accordingly, at the Effective Time of Merger, all of the ownership and membership interest in the Oregon LLC, shall, by virtue of the Merger and without need of any further action, be canceled, without any payment being made in respect thereof or any exchange being made therefor.

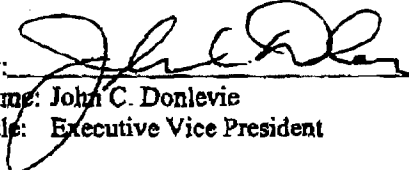
ARTICLE III

3.1 This Plan may be terminated by the sole member of either the Oregon LLC or the Delaware LLC at any time prior to the filing of the Certificate of Merger with the State of Delaware and Articles of Merger with the State of Oregon as provided hereinabove notwithstanding the prior approval of such Plan.

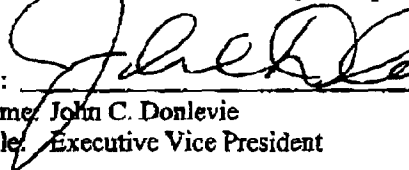
3.2 Prior to and from and after the Effective Time of Merger, the Constituent Companies shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Time of Merger the Surviving Company shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and the Boards of Managers and the sole member of the Constituent Companies shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed in their respective company names by their respective duly authorized officers as of the date first above written.

ENTERCOM PORTLAND, LLC
An Oregon Limited Liability Company

By: 
Name: John C. Donlevie
Title: Executive Vice President

ENTERCOM PORTLAND, LLC
A Delaware Limited Liability Company

By: 
Name: John C. Donlevie
Title: Executive Vice President