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

Tab settings

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

1. Name of conveying party(ies):

2. 21.03

Crosswalk.com, Inc.

- 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: Caron Broadcasting, Inc.

Internal Address:

Street Address: 4880 Santa Rosa Road

City: Camarillo State: CA Zip: 93012

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Ohio, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

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

Execution Date: Oct. 3, 2002

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

A. Trademark Application No.(s)

75/550,309

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: Christy Shorter

Internal Address: Caron Broadcasting, Inc. Legal Dept.

Street Address: 4880 Santa Rosa Road

City: Camarillo State: CA Zip: 93012

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

Jonathan L. Block Name of Person Signing

Signature

2/18/03 Date

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

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

**ASSIGNMENT OF PENDING TRADEMARK APPLICATIONS
FOR CROSSWALK**

WHEREAS, Crosswalk.com, Inc., a Delaware corporation ("Assignor"), has pending before the U.S. Patent & Trademark Office the Intent-to-Use applications for registration of the mark CROSSWALK (the "Mark") listed on Exhibit I; and

WHEREAS, pursuant to the Asset Purchase Agreement ("Agreement") dated August 19, 2002, Caron Broadcasting, Inc., as assignee of OnePlace, LLC, a wholly owned subsidiary of Salem Communications Corporation ("Assignee"), is purchaser of substantially all of the assets of Assignor and is successor to the entire portion of the business of Assignor to which the Mark pertains, which portion of the business is ongoing and existing; and

WHEREAS, Assignee, desires to acquire all right, title, and interest of Assignor in and to the Mark.

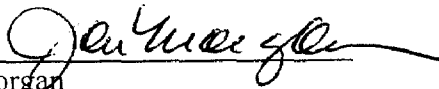
NOW, THEREFORE, for good and valuable consideration as recited in the Agreement, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee, and its successors and assigns, and Assignee accepts, all of Assignor's right, title, and interest in and to the Mark and the registrations thereof, any and all renewals of any of the foregoing and all rights to sue for past infringement and to receive any recoveries therefor. Assignor shall execute any further documents reasonably requested by Assignee for the purpose of effectuating the assignment contemplated herein and transferring to Assignee all rights to the Mark.

This Assignment shall be effective as of October 4, 2002.

WITNESS the following signatures as of the 3rd day of October, 2002.

CROSSWALK.COM, INC.


CARON BROADCASTING, INC.

By: 
Jon Morgan
President and COO

By: _____
Jonathan L. Block
Vice President and Secretary

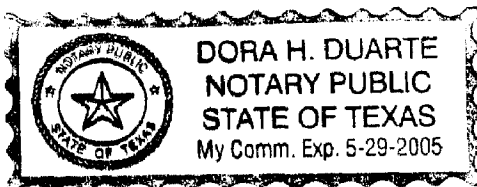
STATE OF TEXAS:
COUNTY OF MIDLAND:

The foregoing instrument was executed and acknowledged before me this 3rd day of Oct, 2002 by Jon Morgan.


Notary Public

My Commission Expires: 5-29-05

[02TmAssignCrswkITU.doc]



**ASSIGNMENT OF PENDING TRADEMARK APPLICATIONS
FOR CROSSWALK**

WHEREAS, Crosswalk.com, Inc., a Delaware corporation ("Assignor"), has pending before the U.S. Patent & Trademark Office the Intent-to-Use applications for registration of the mark CROSSWALK (the "Mark") listed on Exhibit 1; and

WHEREAS, pursuant to the Asset Purchase Agreement ("Agreement") dated August 19, 2002, Caron Broadcasting, Inc., as assignee of OnePlace, LLC, a wholly owned subsidiary of Salem Communications Corporation ("Assignee"), is purchaser of substantially all of the assets of Assignor and is successor to the entire portion of the business of Assignor to which the Mark pertains, which portion of the business is ongoing and existing; and

WHEREAS, Assignee, desires to acquire all right, title, and interest of Assignor in and to the Mark.

NOW, THEREFORE, for good and valuable consideration as recited in the Agreement, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee, and its successors and assigns, and Assignee accepts, all of Assignor's right, title, and interest in and to the Mark and the registrations thereof, any and all renewals of any of the foregoing and all rights to sue for past infringement and to receive any recoveries therefor. Assignor shall execute any further documents reasonably requested by Assignee for the purpose of effectuating the assignment contemplated herein and transferring to Assignee all rights to the Mark.

This Assignment shall be effective as of October 4, 2002.

WITNESS the following signatures as of the ____ day of _____, 2002.

CROSSWALK.COM, INC.

CARON BROADCASTING, INC.

By: _____
Jon Morgan
President and COO

By: _____
Jonathan L. Black
Vice President and Secretary

COMMONWEALTH OF VIRGINIA:
COUNTY OF _____:

The foregoing instrument was executed and acknowledged before me this ____ day of _____, 2002 by Jon Morgan.

Notary Public

My Commission Expires: _____

[02TmAssignCrswkITU.doc]

EXHIBIT 1**CROSSWALK Intent-to-Use Applications**

Serial No.	Class	Filing Date	Goods/Services
75/550,746	9	9/9/98	Electrical and scientific apparatus, namely, prerecorded audio cassettes, prerecorded video cassettes, CDS, and CD-ROMs in the fields of music, education, personal finance and investing, business, sports, entertainment, religion, health, news, publishing, and technology; and computer software for databases and web filtering all in the fields of music, education, personal finance and investing, business sports, entertainment, religion, health, news, publishing, and technology, all dealing with services and products offered via a global communications network
75/550,306	16	9/9/98	Publications and other printed material, namely, brochures, manuals, reports, booklets and cards all dealing with services and products offered via a global communications network; ball point pens; book covers; calendars; daily planners; decals; desk pads; desk sets; data books; diaries; classified directories; Bibles; file cards; file folders; note pads; paper banners; paper signs; pen or pencil holders; stationery; books, namely, anniversary books, appointment books, autograph books, baby books, address books, children's books, children's activity books, coloring books, composition books, cook books, date books, engagement books, hymn books, notebooks, picture books, prayer books, printed music books, recipe books, religious books, song books, telephone number books, wedding books, wirebound books, and journals in the fields of family life, marriage, parenting, spiritual life, culture, politics, home improvement, e-commerce, career management, colleges, music, education, personal finance and investing, business, sports, entertainment, religion, health, news, publishing, and technology; personal inspiration books; and educational books, computer program manuals, newsletters, and printed instructional and teaching materials, all in the fields of family life, marriage, parenting, spiritual life, culture, politics, home improvement, e-commerce, career management, colleges, music, education, personal finance and investing, business, sports, entertainment, religion, health, news, publishing, and technology
75/550,309	36	9/9/98	Charitable fundraising
75/550,308	41	9/9/98	Entertainment and education services, namely, providing music, excluding the production of a series of radio programs featuring music exclusively for young people, via a global communications network and providing seminars and other educational programs, namely classes, courses, conferences, workshops, vocational instruction, educational testing, and long-distance learning, all in the fields of music, education, personal finance and investing, business, sports, entertainment, religion, health, news, publishing, technology and distributing course materials therewith via a global communications network
75/550,307	38, 42	9/9/98	Computer services, namely electronic transmission of data and documents via computer terminals; providing telecommunications connections to a

		<p>global computer network; providing bulletin boards and chat rooms featuring general news and information of interest to specific groups with specific self-defined interests, in Class 38</p> <p>Computer services, namely, providing multiple-user access to a global computer information network; providing databases featuring general news and information; providing search engines for obtaining data on a global computer network; hosting websites of others on a computer server for a global computer network; providing an online computer database in the field of religion and spirituality; providing temporary use of online non-downloadable software for use as a web filtering device, in Class 42</p>
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