

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Interop National Radio Sales, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 9/25/03

2. Name and address of receiving party(ies)

Name: Commerce Bank, N.A.

Internal

Address: 1 Commerce Square

Street Address: 2005 Market Street

City: Philadelphia State: PA Zip: 19103

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

B. Trademark Registration No.(s) see attached

Additional number(s) attached Yes No

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

Name: Eric A. Dichter

Internal Address: Wolf, Block, Schorr and Solis-Cohen LLP

Street Address: 1650 Arch Street 22nd Floor

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: 34

7. Total fee (37 CFR 3.41), \$ 865.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

232820

DO NOT USE THIS SPACE

9. Signature.

Eric A. Dichter

Name of Person Signing



Signature

10/21/03

Date

Total number of pages including cover sheet, attachments, and document: 6

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

CH \$866.00 232820 76039614

~~XXXXXXXXXX~~

Registered Marks						
Trademark	File #	Date Reg.	Cont. Use Due	Exp.	Registration Number	Original
The Power of Country Radio Tour 94	E	5/6/97	5/6/03	5/6/07	2,058,570	N
Internet		2/26/85	filed	2/26/05f	1,322,486	N
Interrep	K	8/23/88	Filed, 10/18/95	8/23/08	1,501,570	Y
Interrep (and design)	P	8/23/88	Filed, 10/18/95	8/23/08	1,501,571	Y
The Interrep Radio Store (and design)	J	10/29/02	10/29/08	10/29/12	2,641,653	Y
Country Radio Format Network	CC	8/23/94	8/23/00 [f. 2-22-01] [ackack 2-13-02]	8/23/04	1,850,836	Y
Urban Radio Format Network	N	8/23/94	8/23/00 [f. 2-22-01] [ackack 5-31-01]	8/23/04	1,850,838	Y
Stationscan	F	2/18/97	2/18/03 [f. 3/25/02] [ackack 5/22/02]	2/18/07	2,038,896	Y
Allied Radio Partners	C	7/15/97	7/15/03 [f. 7/7/03]	7/15/07	2,079,087	Y
U CAN WIN	A	12/15/98	12/15/04	12/15/08	2,211,596	Y
E-RADIO	G	1/18/00	1/18/06	1/18/10	2,309,898	N
SELLING TODAY...INNOVATING FOR TOMORROW	0	4/11/00	4/11/06	4/11/10	2,340,620	Y
RADIO 2000	I	3/14/00	3/14/06	3/14/10	2,328,970	Y
INTEREP INTERACTIVE and design	M	4/18/00	4/18/06	4/18/10	2,343,602	
E-RADIO SALES	H	6/20/00	6/20/06	6/20/10	2,360,699	Y
RADIO 20:20	Q	5/1/01	5/1/07	5/1/11	2,447,356	Y
RADIOEXCHANGE	U	6/18/02	6/18/08	6/18/12	2,580,769	Y
SHOP HEALTHY SWEEPSTAKES	CC	7/23/02	7/23/08	7/23/12	2,598,139	Y
CONVERGING MEDIA 20:20	Z	8/13/02	8/13/08	8/13/12	2,608,028	Y
PRN THE PUBLIC RADIO NETWORK NATIONAL UNDERWRITING REPRESENTATIVES	*	3/13/01	3/13/07	3/13/11	2,435,242	N
PUBLIC RADIO NETWORK	*	03/20/01	03/20/07	03/20/11	2,437,687	N

*Filed by Howard B. Barnaby; Robin, Blecker & Daley, NYC

9/16/2003

INVENTORY OF INTEREP TRADEMARK FILINGS
 Updated as of 09/23/03

Pending Applications						
Trademark	File #	Date Filed	Latest Action	Date of Latest Action	Serial Number	Next Action Item Due
CONVERSION MEDIA 2020	W	5/4/00	Notice of Allowance	07/03/01	76/039614	Statement of Use or 5th Ext 01/03/04
CONVERSION MEDIA SALES	X	5/4/00	Notice of Allowance	03/25/03	76/039615	Statement of Use or 1st Ext 09/25/03
CONVERSION MEDIA MARKETING	Y	5/4/00	Notice of Allowance	12/31/02	76/039616	Statement of Use or 2nd Ext 12/31/03
E-RADIO 20:20	DD	3/30/01	Response to Office Action	7/30/03	78/055962	Notice of Allowance
RADIOXCHANGE	HH	12/10/01	NOA 10/29/02; 1st ext granted	5/21/03	78/097565	Second extension 10/29/03
E-RADIO RESOURCE	JJ	05/31/02	Response to Office Action	04/03/03	78/132341	Notice of Allowance
ERADIO	KK	9/9/02	Response to Office Action	08/14/03	78/162011	Notice of Allowance
CONSUMER LIFESTYLE NETWORKS	LL	11/4/02	Response to Office Action	09/05/03	76/466294	Notice of Allowance
INTEREP (STYLIZED)	MM	04/21/03			78/239932	
INTEREP UNIVERSITY	NN	04/21/03			78/240078	
THE POWER OF URBAN RADIO	PP	04/21/03			78/240131	
THE POWER OF HISPANIC RADIO	QQ	04/21/03			78/240161	
CUSTOMIZED SERVICE COLLECTIVE CLOUT	RR	07/03/03			78/270420	

TRADEMARK

REEL: 002735 FRAME: 0646

NOTICE OF ASSIGNMENT FOR SECURITY
(Trademarks)

WHEREAS, Interep National Radio Sales, Inc. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor and certain of its subsidiaries and affiliates have entered into a Trademark Security Agreement dated as of the date hereof (the "Security Agreement") in favor of Commerce Bank, N.A. (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (all of the foregoing collectively, the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Notice of Assignment for Security to be duly executed by its officer thereunto duly authorized as of September 25 2003.

INTEREP NATIONAL RADIO SALES, INC.

By: _____
Name: William J. McEntee, Jr.
Title: Senior Vice President and
Chief Financial Officer

SCHEDULE A

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TRADEMARK