

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SUPPLEMENT TO GUARANTEE AND COLLATERAL AGREEMENT (TRADEMARKS)

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
SPANISH BROADCASTING SYSTEM INC.		10/30/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	LEHMAN COMMERCIAL PAPER INC.
Street Address:	745 SEVENTH AVENUE
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 41**

Property Type	Number	Word Mark
Registration Number:	1348590	SUPER KQ
Registration Number:	2613472	EL SOL
Registration Number:	2023871	ROMANCE
Registration Number:	2002278	ROMANCE
Registration Number:	2633089	VERANO DEL SOL
Registration Number:	2694786	DIA NACIONAL DE LA ZALSA
Registration Number:	2718998	SBS
Registration Number:	2718999	
Registration Number:	2718993	SBS SPANISH BROADCASTING SYSTEM
Registration Number:	2719000	SBS
Registration Number:	2715538	LA MADRE DE BANDAS Y NORTENAS
Registration Number:	2708927	EL ZOL
Registration Number:	2767487	SEÑOR BOLERO
Serial Number:	76214043	LA RAZA

CH \$1040.00 1348590

Serial Number:	76213224	97.9 LA RAZA
Serial Number:	75863481	JOHN SPERM
Serial Number:	75865908	JUAN LECHE
Serial Number:	76408519	TELEONDA
Serial Number:	76408521	TELEONDA
Serial Number:	76408520	1+1=1
Serial Number:	76423078	APLAUSO
Registration Number:	2763720	HISPANOS UNIDOS
Serial Number:	76423773	NOCTURNO
Serial Number:	76423772	NOTIMUSICALES
Serial Number:	76428056	92.7 PARTY
Serial Number:	76428059	PARTY 92.7
Registration Number:	2731776	SABADOS SABROSOS
Serial Number:	76460891	ARRIBA
Serial Number:	76459360	MERENGUE HITS
Serial Number:	76454525	LA TIMBA DE LA MANANA
Serial Number:	76460790	LA TIMBA
Serial Number:	76467497	BUMPER A BUMPER
Serial Number:	76467494	PONCHA Y VETE
Serial Number:	76480917	ONDA
Serial Number:	76482371	ONDA
Serial Number:	76480915	ONDA 92
Serial Number:	76480916	LA SABROSA
Serial Number:	76492161	LA SABROSA 93.5 FM
Serial Number:	76482373	SUENA LO QUE PEGA
Serial Number:	76482372	LA NUEVA ONDA DE CHICAGO
Serial Number:	76522603	SPANISH BROADCASTING SYSTEM

**CORRESPONDENCE DATA**

Fax Number: (212)878-8375  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 878-8000  
Email: trademark.group@cliffordchance.com  
Correspondent Name: CLIFFORD CHANCE US LLP  
Address Line 1: 200 PARK AVENUE  
Address Line 4: NEW YORK, NEW YORK 10166

ATTORNEY DOCKET NUMBER:

5997/10

NAME OF SUBMITTER:

CHRISTINE BENTON

**Total Attachments: 3**

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**SUPPLEMENT TO GUARANTEE AND COLLATERAL AGREEMENT  
(TRADEMARKS)**

**WHEREAS**, SPANISH BROADCASTING SYSTEM, INC., a Delaware corporation (herein referred to as "Grantor"), having an address at 2601 South Bayshore Drive, PH II, Coconut Grove, Florida 33133, Attention: Joseph A. García, (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section l(c) or l(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section l(c) or l(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "Trademarks"); and

**WHEREAS**, the Grantor has entered into a Guarantee and Collateral Agreement (said Guarantee and Collateral Agreement, as it may hereafter be amended or otherwise modified from time to time being the "Security Agreement", the terms defined therein and not otherwise defined herein being used herein as therein defined) in favor of the Secured Party; and

**WHEREAS**, pursuant to the Security Agreement, the Grantor has granted to Secured Party a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by Grantor, and all reissues, extensions or renewals thereof, all Trademark Licenses and all proceeds of all of the foregoing, including, without limitation, any claims by Grantor against third parties for infringement thereof (the "Collateral"), to secure the payment and performance of the Secured Obligations.

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further confirm, and put on the public record, its grant to Secured Party of a security interest in and mortgage on the Collateral to secure the prompt payment and performance of the Secured Obligations.

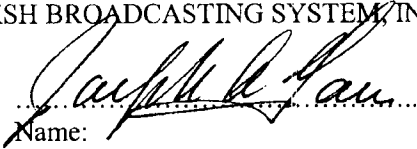
The Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the grant of, security interest in and mortgage on the Collateral made hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Name and address of Secured Party is Lehman Commercial Paper Inc., 745 Seventh Avenue, New York, New York 10019, Attention: Diane Albanese.

**IN WITNESS WHEREOF**, the Grantor has duly executed or caused this Agreement to be duly executed as of October 2<sup>c</sup>, 2003.

SPANISH BROADCASTING SYSTEM, INC.

By:

  
.....  
Name:

Title:

TRADEMARK SECURITY SUPPLEMENT

**TRADEMARK**  
**REEL: 002739 FRAME: 0350**

**Schedule 1-A to the SUPPLEMENT TO GUARANTEE  
AND COLLATERAL AGREEMENT  
(TRADEMARKS)**

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application Serial No. or Registration No.</u>
Super KQ	7/9/85	1348590
El Sol	8/27/02	2613472
Romance	12/17/96	2023871
Romance (and Design)	9/24/96	2002278
Verano del Sol	10/8/02	2633089
Dia Nacional De La Zalsa	3/11/03	2694786
SBS (Stylized)	5/27/03	2718998
Microphone Design	5/27/03	2718999
SBS (and entire logo)	5/27/03	2718993
SBS	5/27/03	2719000
La Madre De Bandas y Nortenas	5/13/03	2715538
El Zol (and Design)	4/22/03	2708927
Señor Bolero	9/23/03	2767487
La Raza	2/21/01	76/214043
97.9 La Raza	2/21/01	76/213224
John Sperm	12/4/99	75/863481
Juan Leche	12/4/99	75/865908
Teleonda	5/14/02	76/408519
Teleonda (and Design)	5/14/02	76/408521
1 + 1 = 1	5/14/02	76/408520
Aplauso	6/13/02	76/423078
Hispanos Unidos	9/16/02	2763720
Nocturno	6/21/02	76/423773
Notimusicales	6/21/02	76/423772
92.7 Party	7/08/03	76/428056
Party 92.7	7/08/03	76/428059
Sabado Sabrosas	7/01/03	2731776
Arriba	10/21/02	76/460891
Merengue Hits	10/10/02	76/459360
La Timba De La Manana	9/24/02	76/454525
La Timba	9/24/02	76/460790
Bumper A Bumper	11/15/02	76/467497
Poncha Y Vette	11/15/02	76/467494
ONDA	1/8/03	76/480917
ONDA (and Design)	1/8/03	76/482371
ONDA 92	1/8/03	76/480915
La Sabrosa	1/8/03	76/480916
La Sabrosa (and Design)	2/19/03	76/492161
Suena Lo Que Pega	1/14/03	76/482373
La Nueva Onde De Chicago	1/14/03	76/482372
Spanish Broadcasting System	6/13/03	76/522603