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RECORD 102475242 TRADEMARKS ONLY

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): Infinity Radio Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: June 13, 2003

2. Name and address of receiving party(ies)

Name: Infinity Radio Holdings Inc. Internal Address:

Street Address: 1515 Broadway City: New York State: NY Zip: 10036

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Virginia 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) 78222495

B. Trademark Registration No.(s) 2434565

Additional number(s) attached Yes No

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

Name: Rebecca Borden

Internal Address: Viacom

Street Address: 1515 Broadway

City: New York State: NY Zip: 10036

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: 502272

DO NOT USE THIS SPACE

9. Signature.

Rebecca Borden Name of Person Signing

Signature

June 13, 2003 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

06/18/2003 6TON11 00000034 502272 78222495

01 FC:6521 40.00 DA 02 FC:6522 25.00 DA

TRADEMARK REEL: 002756 FRAME: 0181

ASSIGNMENT OF TRADEMARKS

WHEREAS, Infinity Radio Inc. ("Assignor"), a Delaware corporation with a place of business at 1515 Broadway, New York, New York 10036, is the owner of registrations/pending applications for the marks [see attached schedule "A"] on and in connection with the classes of goods/services as identified in schedule "A" and as at March 28, 2002, assigns all right, title and interest in and to the Marks, together with the goodwill and business symbolized thereby; and

WHEREAS, Infinity Radio Holdings Inc. ("Assignee"), a Virginia corporation with a place of business at 1515 Broadway, New York, New York 10036, desires to obtain all rights in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor sells, transfers, conveys and assigns to Assignee as at March 28, 2002, all of Assignor's right, title and interest in and to the Marks, whether statutory or at common law, including all registrations and applications therefor, the right to recover for past infringement, and the goodwill of the business in connection with which it has been used.

IN WITNESS WHEREOF, Assignor has caused this document to be executed as of the 13th day of June, 2003.

Infinity Radio Inc.

By: Rebecca Borden
Name: Rebecca Borden
Title: Assistant Secretary

Sworn to before me this 16th
day of June, 2003

Judith E. Powell
Notary Public

JUDITH E. POWELL
Notary Public, State of New York
No. 01PO5051964
Qualified in Nassau County
Commission Expires November 13, 2005

Schedule "A"

<u>Application/ Registration No.</u>	<u>Mark</u>	<u>Class No.</u>
78222495	USED-A- PALOOZA	41: Entertainment services in the nature of an event featuring cars, car dealers, and radio promotions.
2434565	SANTA SPECTACULAR	41: Entertainment services, namely a stage show featuring live performances by the fictional character known as Santa Claus.