

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Adams Outdoor Advertising Limited Partnership		04/15/2004	LIMITED PARTNERSHIP: MINNESOTA

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	78242294	OUTHOUSE SPRINGS
Registration Number:	2308957	OUT THERE THINKING
Registration Number:	2304009	A

CORRESPONDENCE DATA

Fax Number: (919)286-8199

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (919) 286-8000

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 2200 W. Main Street, Suite 800

Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:

512485.1251

NAME OF SUBMITTER:

John E. Slaughter

900008705

TRADEMARK
REEL: 002864 FRAME: 0421

OP \$90.00 78242294

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of April 15, 2004, as amended (the "Security Agreement"), by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u> <u>Item</u>	<u>Date of</u> <u>Trademark</u>
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See Exhibit A attached hereto and made a part hereof.

Trademark Applications


<u>Trademark</u> <u>Applications No.</u>	<u>Description of Trademark</u> <u>Applied For</u>	<u>Date of Trademark</u> <u>Applications</u>
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See Exhibit A attached hereto and made a part hereof.

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**Adams Outdoor Advertising Limited
Partnership,**
a Minnesota Limited Partnership

By: 
Name: Abe Levine
Title: CFO

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION, as Administrative Agent

By: _____
Name: _____
Title: _____

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**Adams Outdoor Advertising Limited
Partnership,**
a Minnesota Limited Partnership

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION, as Administrative Agent

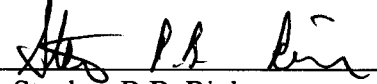
By: 
Name: Stephen R.B. Rixham
Title: Vice President

EXHIBIT A

Registered Marks

Mark	Registration No.	Registration Date
OUT THERE THINKING	2308957	1/18/00
A and Design	2304009	12/28/99

Pending Application

Mark	Serial No.	Application Date
OUTHOUSE SPRINGS	78242294	1/25/03