

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ICBC Broadcast Holdings, Inc.		08/13/2004	CORPORATION: DELAWARE
Inner City Broadcasting Corporation (ICBC)		08/13/2004	CORPORATION: NEW YORK
Inner-City Broadcasting Corporation of Berkeley (ICBB)		08/13/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	General Electric Capital Corporation, as Agent
Street Address:	2325 Lakeview Parkway
City:	Alpharetta
State/Country:	GEORGIA
Postal Code:	30004
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	2357598	CIRCLE OF SISTERS
Registration Number:	2570606	FLAVA ZONE
Registration Number:	2760775	INNER CITY
Registration Number:	2616311	INNER CITY BROADCASTING CORPORATION
Registration Number:	2570607	JOY IN THE MORNING
Registration Number:	2333047	SPORTS BOX
Registration Number:	2424619	SUNDAY CLASSICS
Registration Number:	2329867	THE ON TIME PROGRAM
Registration Number:	2593180	TOP 9 AT 9
Registration Number:	2326867	WBLS
Registration Number:	2393181	WBLS 107.5 FM
Registration Number:	2326868	WLIB

CH \$1190.00 2357598

Registration Number:	2393182	WLIB HOME OF THE FAMILY CARD 1190 AM RADIO
Registration Number:	2815275	URBAN CABLEWORKS
Registration Number:	2455000	102.9 KBLX
Registration Number:	2481813	CLASSIC SOUL LUNCH HOUR
Registration Number:	2570720	CLASSIC SOUL SUNDAY
Registration Number:	2465389	GOURMET AROUND THE BAY
Registration Number:	2440682	KBLX
Registration Number:	2644722	SMOOTH R & B AND CLASSIC SOUL 70'S, 80'S & TODAY
Registration Number:	2440681	STARS OF THE STORM
Registration Number:	2647863	WHAT'S GOING ON
Registration Number:	2704789	ACRES OF DIAMONDS
Registration Number:	2704788	COLLECTIVE VOICES
Registration Number:	2693787	ICBC BROADCAST HOLDINGS, INC.
Registration Number:	2715823	IN PURSUIT OF TRUTH
Registration Number:	2704787	ISLAM TODAY
Registration Number:	2621103	KIXIE
Registration Number:	2573158	KVTO
Registration Number:	2573157	KVVN
Registration Number:	2711486	MONEY CONNECT
Registration Number:	2713582	MORNINGS WITH MARY
Registration Number:	2715824	TALKING UNIONS
Registration Number:	2740424	THE JOHNNY SAMPLE SPORTS SHOW
Registration Number:	2715825	THE RADIO COURTROOM
Registration Number:	2498261	WARQ
Registration Number:	2631493	WFMX
Registration Number:	2539825	WHAT
Registration Number:	2498260	WJMI
Registration Number:	2627389	WKXI
Registration Number:	2496218	WOAD
Registration Number:	2631427	WOIC
Registration Number:	2577705	WSRF
Registration Number:	2573159	WURP
Registration Number:	2496219	WWDM
Registration Number:	2496217	WYJS
Registration Number:	2481814	KBLX FRESH GROCER

TRADEMARK

REEL: 002921 FRAME: 0292

CORRESPONDENCE DATA

Fax Number: (404)572-5149
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404 572 2491
Email: tmcclellon@kslaw.com
Correspondent Name: Talisha McClellon/Craig Lee
Address Line 1: 191 Peachtree Street
Address Line 4: Atlanta, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	5819
NAME OF SUBMITTER:	T. McClellon/Craig Lee 09611.015028

Total Attachments: 12
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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of August 13, 2004, by INNER CITY BROADCASTING CORPORATION, a New York corporation ("ICBC"), INNER-CITY BROADCASTING CORPORATION OF BERKELEY, a California corporation ("ICBB"), and ICBC BROADCAST HOLDINGS, INC., a Delaware corporation, ("Borrower", together with ICBC and ICBB each individually, a "Grantor" and collectively, the "Grantors"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for Lenders.

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof, by and among Borrower, Grantors, the other Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of the Borrower and guaranteed by Grantors;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that each Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, each Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of each Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral");


- (b) all reissues, continuations or extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.


[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.


ICBC BROADCAST HOLDINGS, INC.

By: 
Name: PIERRE M. SUTTON
Title: Chairman / Chief Executive Officer

INNER-CITY BROADCASTING OF ^{CORPORATION}
BERKELEY

By: 
Name: Pierre M. Sutton
Title: Chairman / Chief Executive Officer

INNER CITY BROADCASTING
CORPORATION

By: 
Name: Pierre M. Sutton
Title: Chairman / Chief Executive Officer

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ICBC BROADCAST HOLDINGS, INC.

By: _____
Name: _____
Title: _____

INNER CITY BROADCASTING OF
BERKELEY

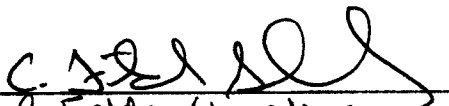
By: _____
Name: _____
Title: _____

INNER CITY BROADCASTING
CORPORATION

By: _____
Name: _____
Title: _____

ACCEPTED AND ACKNOWLEDGED BY:

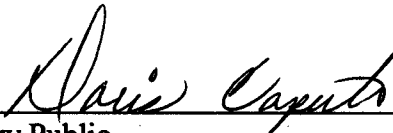
GENERAL ELECTRIC CAPITAL
CORPORATION

By: 
Name: C. Fielder Shortline
Title: Duly Authorized Signatory

ACKNOWLEDGMENT OF GRANTOR

STATE OF New York)
)
COUNTY OF New York) ss.

On this 12th day of August, 2004 before me personally appeared Pierre M. Sutton, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of INNER CITY BROADCASTING CORPORATION, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



Notary Public
DORIS CAPUTO
Notary Public, State Of New York
No. 01CA4932032
Qualified In Richmond County
Commission Expires May 31, 2006

{seal}

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

TRADEMARK REGISTRATIONS				
Mark:	Reg. No.:	Reg. Date:	Filing Date:	Owner
CIRCLE OF SISTERS & DESIGN	2,357,598	Jun. 13, 2000	Aug. 06, 1999	Inner City Broadcasting
FLAVA ZONE	2,570,606	May 21, 2002	Jun. 04, 1999	Inner City Broadcasting
INNER CITY	2,760,775	Sep. 9, 2003	Jun. 05, 2001	Inner City Broadcasting
INNER CITY BROADCASTING CORPORATION	2,616,311	Sep. 10, 2002	Dec. 13, 1999	Inner City Broadcasting
JOY IN THE MORNING	2,570,607	May 21, 2002	Jun. 04, 1999	Inner City Broadcasting
SPORTS BOX	2,333,047	Mar. 21, 2000	Jun. 04, 1999	Inner City Broadcasting
SUNDAY CLASSICS	2,424,619	Jan. 30, 2001	Jun. 04, 1999	Inner City Broadcasting
THE ON TIME PROGRAM	2,329,867	Mar. 14, 2000	Jun. 04, 1999	Inner City Broadcasting
TOP 9 AT 9	2,593,180	Jul. 9, 2002	Apr. 19, 2000	Inner City Broadcasting
WBLS	2,326,867	Mar. 7, 2000	Jun. 04, 1999	Inner City Broadcasting
WBLS 107.5 FM & DESIGN	2,393,181	Oct. 10, 2000	Jun. 08, 1999	Inner City Broadcasting
WLIB	2,326,868	Mar. 7, 2000	Jun. 04, 1999	Inner City Broadcasting

TRADEMARK REGISTRATIONS

Mark:	Reg. No.:	Reg. Date:	Filing Date:	Owner
WLIB HOME OF THE FAMILY CARD 1190 AM RADIO	2,393,182	Oct. 10, 2000	Jun. 08, 1999	Inner City Broadcasting
URBAN CABLEWORKS	2,815,275	Feb. 17, 2004	Jan. 27, 2000	Inner City Cable Television Systems, Inc.
102.9 KBLX	2,455,000	May 29, 2001	Feb. 08, 2000	Inner City Broadcasting of Berkeley
CLASSIC SOUL LUNCH HOUR	2,481,813	Aug. 28, 2001	Feb. 08, 2001	Inner City Broadcasting of Berkeley
CLASSIC SOUL SUNDAY	2,570,720	May 21, 2002	Feb. 08, 2000	Inner City Broadcasting of Berkeley
GOURMET AROUND THE BAY	2,465,389	Jul. 3, 2001	Feb. 08, 2000	Inner City Broadcasting of Berkeley
KBLX	2,440,682	Apr. 3, 2001	Feb. 08, 2000	Inner City Broadcasting of Berkeley
KBLX FRESH GROCER	2,481,814	Aug. 28, 2001	Feb. 08, 2000	Inner City Broadcasting of Berkeley
SMOOTH R & B AND CLASSIC SOUL 70's, 80's & TODAY	2,644,722	Feb. 8, 00	Feb. 08, 2000	Inner City Broadcasting of Berkeley
STARS OF THE STORM	2,440,681	Apr. 3, 2001	Feb. 08, 2000	Inner City Broadcasting of Berkeley
WHAT'S GOING ON	2,647,863	Nov. 12, 2002	Feb. 08, 2000	Inner City Broadcasting of Berkeley

TRADEMARK REGISTRATIONS

Mark:	Reg. No.:	Reg. Date:	Filing Date:	Owner
ACRES OF DIAMONDS	2,704,789	Apr. 8, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
COLLECTIVE VOICES	2,704,788	Apr. 8, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
ICBC BROADCAST HOLDINGS, INC.	2,693,787	Mar. 4, 2003	Jun. 16, 2000	ICBC Broadcast Holdings, Inc.
IN PURSUIT OF TRUTH	2,715,823	May 13, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
ISLAM TODAY	2,704,787	Apr. 8, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
KIXIE	2,621,103	Sep. 17, 2002	Nov. 06, 2001	ICBC Broadcast Holdings, Inc.
KVTO	2,573,158	May 28, 2002	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
KVVN	2,573,157	May 28, 2002	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
MONEY CONNECT	2,711,486	Apr. 29, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
MORNINGS WITH MARY	2,713,582	May 6, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
TALKING UNIONS	2,715,824	May 13, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
THE JOHNNY SAMPLE SPORTS SHOW	2,740,424	Jul. 22, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
THE RADIO COURTROOM	2,715,825	May 13, 2003	May 24, 2002	ICBC Broadcast Holdings, Inc.
WARQ	2,498,261	Oct. 16, 2001	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
WFMX	2,631,493	Oct. 8, 2002	Dec. 18, 2001	ICBC Broadcast

TRADEMARK REGISTRATIONS

Mark:	Reg. No.:	Reg. Date:	Filing Date:	Owner
				Holdings, Inc.
WHAT	2,539,825	Feb. 19, 2002	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
WJMI	2,498,260	Oct. 16, 2001	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
WKXI	2,627,389	Oct. 1, 2002	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
WOAD	2,496,218	Oct. 9, 2001	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
WOIC	2,631,427	Oct. 8, 2002	Nov. 26, 2001	ICBC Broadcast Holdings, Inc.
WSRF	2,577,705	Jun. 11, 2002	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
WURP	2,573,159	May 28, 2002	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
WWDM	2,496,219	Oct. 9, 2001	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.
WYJS	2,496,217	Oct. 9, 2001	Oct. 10, 2000	ICBC Broadcast Holdings, Inc.

TRADEMARK APPLICATIONS

Mark:	Serial No.:	Filing Date:	Owner
INNER CITY	76/271,552	Jun. 05, 2001	Inner City Broadcasting
FERTILE GROUND	78/131,058	May 24, 2002	ICBC Broadcast Holdings, Inc.
ICBC BROADCAST HOLDINGS, INC. & DESIGN	76/271,551	Jun. 05, 2001	ICBC Broadcast Holdings, Inc.
ICBC BROADCAST HOLDINGS, INC. & DESIGN	76/271,550	Jun. 05, 2001	ICBC Broadcast Holdings, Inc.
THE NETWORK	78/130,991	May 24, 2002	ICBC Broadcast Holdings, Inc.