

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Conversion (effective 12/31/2003)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cumulus Broadcasting, Inc.		12/23/2003	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Cumulus Broadcasting LLC
Street Address:	3535 Piedmont Road
Internal Address:	Building 14, 14th Floor
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30305
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	76353037	106.5 THE ZONE
Registration Number:	2746581	THE HANDS ON MARATHON
Registration Number:	2690753	THE BRAIN AND THE BEAR
Registration Number:	2727934	POWER 97.5
Registration Number:	2587954	HITS OF A WHOLE GENERATION
Registration Number:	1369468	WICC

CORRESPONDENCE DATA

Fax Number: (404)581-8330
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (404) 581-8275
 Email: srbrown@jonesday.com
 Correspondent Name: Sidney R. Brown
 Address Line 1: 1420 Peachtree Street, N.E.
 Address Line 2: Suite 800

OP \$165.00 76353037

Address Line 4: Atlanta, GEORGIA 30309-3053

ATTORNEY DOCKET NUMBER: 331771-600001

NAME OF SUBMITTER: Sidney R. Brown

Signature: /Sidney R. Brown/

Date: 10/12/2005

Total Attachments: 4

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FILED # UC 20113-03

DEC 24 2003

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Articles of Conversion
(PURSUANT TO NRS 92A.205)
Page 1

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion
(Pursuant to NRS 92A.205)
SUBMIT IN DUPLICATE

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Cumulus Broadcasting, Inc.
Name of constituent entity

Nevada
Jurisdiction

Corporation
Entity type *

and,

Cumulus Broadcasting LLC
Name of resulting entity

Nevada
Jurisdiction

Limited-Liability Company
Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees. See attached fee schedule.



DEAN HELLER
Secretary of State
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Articles of Conversion
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Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: Resulting Entity is Domestic

c/o:

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed

pursuant to NRS 92A.240) * : December 31, 2003 at 8:58 p.m., Pacific Time (11:58 p.m. East

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.: general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Cumulus Broadcasting, Inc.
Name of constituent entity

Richard S. Demery
Signature

Vice President, General
Counsel & Secretary
Title

Date 12/23/2003

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's' articles.

Filing Fee \$350.00

This form must be accompanied by appropriate fees. See attached fee schedule.

PLAN OF CONVERSION

(Pursuant to Section 92A.105 of the Nevada Mergers and Exchanges of Interest Act.)

The following sets forth the terms and conditions of the Plan of Conversion of Cumulus Broadcasting, Inc. (the "Constituent Entity") into a limited-liability company (the "Plan"):

1. The name of the Constituent Entity is Cumulus Broadcasting, Inc., a Nevada corporation. The Constituent Entity will effect the conversion into a Nevada limited-liability company (the "Conversion"), and such limited-liability company will be the resulting entity (the "Resulting Entity"). The name of the Resulting Entity will be Cumulus Broadcasting LLC.
2. The address of the both the Constituent Entity and Resulting Entity is 1000 East William St., Suite 204, Carson City, Nevada, 89701.
3. The terms and conditions of the Conversion and the mode of carrying it into effect are as follows:
 - a. The Conversion will be consummated as permitted by and in accordance with the provisions of the Mergers and Exchanges of Interest Act of the State of Nevada.
 - b. At the time of the Conversion, the Constituent Entity shall cease existing as a corporation, shall become a limited-liability company, and shall be governed by the Limited-Liability Company Act of the State of Nevada.
 - c. The Conversion shall become effective at 8:58 p.m. Pacific Time (11:58 p.m. Eastern Time) on December 31, 2003 (the "Effective Time").
 - d. At the Effective Time, the effect of the Conversion shall be as provided by the law of the State of Nevada. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, leases, patents, powers and franchises of the Constituent Entity shall continue in the Resulting Entity, and all debts, liabilities and duties of the Constituent Entity shall become the debts, liabilities and duties of the Resulting Entity.
 - e. If at any time after the Effective Time the Resulting Entity shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm or record in the Resulting Entity title to any property, rights, privileges, powers and franchises of the Constituent Entity or otherwise to carry out the provisions of this Plan, the proper directors and officers of the Constituent Entity last in office shall execute and deliver, upon the Resulting Entity's request, any and all proper conveyances, agreements, documents, instruments and assurances of law and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the Resulting Entity and otherwise to carry out the provisions of this Plan.

4. The manner and basis of converting the capital stock of the Constituent Entity and the membership interests of the Resulting Entity, and the consideration the holders thereof shall receive in the Conversion are as follows: each outstanding share of capital stock of the Constituent Entity shall be converted into one membership interest unit in the Resulting Entity. Units shall be evidenced by certificates, in form approved by the sole member, and shall be securities governed by Article 8 of the Uniform Commercial Code.

5. At the Effective Time:

a. The articles of organization of the Resulting Entity in the form filed together with the articles of conversion prior to the Effective Time shall be the articles of organization of the Resulting Entity, unless and until amended in accordance with applicable law.

b. The managers of the Resulting Entity named in the articles of organization in the form filed together with the articles of conversion before the Effective Time shall be the managers of the Resulting Entity, effective as of the Effective Time, until their successors are duly elected and qualified or their earlier death, resignation or removal.

c. The officers of the Constituent Entity immediately prior to the Effective Time shall be, effective as of the Effective Time, the officers of the Resulting Entity until their successors are duly elected and qualified or their earlier death, resignation or removal. For the purposes of this designation of officers, this Plan shall be considered to constitute the written consent of the Managers.

6. As required by Section 92A.105(g) of the Nevada Mergers and Exchanges of Interest Act, the Articles of Organization of the Resulting Entity are attached hereto at Exhibit 1.