

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interests at Reel/Frame Nos. 2232/0249 and 2279/0852		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Deutsche Bank Trust Company Americas	FORMERLY Bankers Trust Company	11/15/2005	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NextMedia Operating, Inc.		
<b>Street Address:</b>	6312 S. Fiddler's Green Circle		
<b>Internal Address:</b>	Suite 360E		
<b>City:</b>	Greenwood Village		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80111		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2451260	ADMIRAL DAN	
Registration Number:	2239600	BREAKFAST FLAKES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(714)755-8290		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	ipdocket@lw.com		
<b>Correspondent Name:</b>	Latham & Watkins LLP		
<b>Address Line 1:</b>	650 Town Center Drive		
<b>Address Line 2:</b>	Suite 2000		
<b>Address Line 4:</b>	Costa Mesa, CALIFORNIA 92626		
<b>ATTORNEY DOCKET NUMBER:</b>	038611-0035		
<b>NAME OF SUBMITTER:</b>	Rhonda DeLeon		

OP \$65.00 2451260

Signature:

/Rhonda DeLeon/

Date:

11/17/2005

Total Attachments: 3

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**RELEASE OF SECURITY INTEREST IN  
INTELLECTUAL PROPERTY COLLATERAL**

This RELEASE, dated as of November 15, 2005, is made by DEUTSCHE BANK TRUST COMPANY AMERICAS (formerly known as Bankers Trust Company), as collateral agent ("Deutsche Bank"), pursuant to the termination of the Credit Agreement (the "Agreement"), by and among, Bankers Trust Company, NEXTMEDIA GROUP, INC., NEXTMEDIA OPERATING, INC., and NEXTMEDIA GROUP II, INC. (the "Grantors").

**W I T N E S S E T H**

WHEREAS, pursuant to the security interest ("Security Interest 1") granted to Bankers Trust Company by and among the Grantors, dated July 31, 2000 and recorded with the U.S. Patent and Trademark Office on October 31, 2000 at Reel/Frame No. 2173/0677, the Grantors granted Bankers Trust Company a security interest in its trademarks, registered trademarks, trademark applications, service marks, registered service marks and service mark applications, together with any goodwill connected with and symbolized by any such trademarks, registered trademarks, trademark applications, service marks, registered service marks, service mark applications; and all rights and interests pursuant to licenses or other contracts in favor of such Grantor pertaining to any trademarks, trademark registrations or trademark rights (the "Trademark Collateral");

WHEREAS, pursuant to the security interest ("Security Interest 2") granted to Bankers Trust Company by and among the Grantors, dated December 27, 2000 and recorded with the U.S. Patent and Trademark Office on January 29, 2001 at Reel/Frame No. 2232/0249, the Grantors granted Bankers Trust Company a security interest in its Trademark Collateral;

WHEREAS, pursuant to the security interest ("Security Interest 3") granted to Bankers Trust Company by and among the Grantors, dated July 31, 2000 and recorded with the U.S. Patent and Trademark Office on March 15, 2001 at Reel/Frame No. 2260/0768, the Grantors granted Bankers Trust Company a security interest in its Trademark Collateral;

WHEREAS, pursuant to the security interest ("Security Interest 4") granted to Bankers Trust Company by and among the Grantors, dated November 29, 2000 and recorded with the U.S. Patent and Trademark Office on April 16, 2001 at Reel/Frame No. 2279/0852, the Grantors granted Bankers Trust Company a security interest in its Trademark Collateral;

WHEREAS, Deutsche Bank acknowledges full payment, complete performance and satisfaction of all obligations pursuant to the Agreement have been made;

WHEREAS, the Grantors have requested that Deutsche Bank release its security interest in the Trademarks in connection with the termination of the Agreement (the "Released Collateral").

NOW, THEREFORE, in consideration of the foregoing, Deutsche Bank hereby RELEASES, without recourse and without representation or warranty, all of its security interest in the Trademarks, listed on Schedule I attached hereto and incorporated herein by reference, and any other collateral described in the Agreement.

Deutsche Bank agrees to provide the Grantors with any information and additional authorization necessary to effect the release of its security interest in the Released Collateral.

IN WITNESS WHEREOF, Deutsche Bank has executed this Release as of the date first set forth above.

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
as Collateral Agent

By: Susan LeFevre Lana Gifas  
Name: Susan LeFevre  
Title: Director Lana Gifas  
Vice President

CERTIFICATION OF ACKNOWLEDGMENT

STATE OF New York  
COUNTY OF New York ) ss:

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 10<sup>th</sup> day of November, 2005, personally appeared Susan LeFevre / Lana Gifas who, being by me duly sworn, deposes and says that he/she is the Director / Vice President of DEUTSCHE BANK TRUST COMPANY AMERICAS, a \_\_\_\_\_, and that he/she, as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained as his/her free act and deed and as the full act and deed of such corporation as such officer.


Maureen E Thomas  
Notary Public

My Commission Expires:

MAUREEN E THOMAS  
Notary Public - State of New York  
No. 01TH6098264  
Qualified in Bronx County  
Certified in New York County  
My Commission Expires 9/08/2007

SCHEDULE "I"

**BANKERS TRUST COMPANY Security Interest at 2173/0677**

Registrant	Mark	Application No. Filing Date	Registration No. Registration Date
NextMedia Outdoor, Inc.		75/357,812 09/11/97	2,277,157 09/14/99
NextMedia Outdoor, Inc.	NATIONAL INDOOR ADVERTISING CORPORATION	75/357,813 09/11/97	2,260,083 07/06/99
NextMedia Outdoor, Inc.	THINK OF US AS OUTDOOR WITH PLUMBING	75/357,811 09/11/97	2,268,247 08/10/99

**BANKERS TRUST COMPANY Security at 2232/0249**

Comments	Mark	Application No. Filing Date	Registration No. Registration Date
NextMedia Operating, Inc.	ADMIRAL DAN	75/390,152 11/14/97	2,451,260 05/15/01
NextMedia Operating, Inc.	BREAKFAST FLAKES	75/302,773 06/03/97	2,239,600 04/13/99

**BANKERS TRUST COMPANY Security at 2260/0768**

Registrant	Mark	Application No. Filing Date	Registration No. Registration Date
NextMedia Operating, Inc.	ROCKET	73/800,345 05/15/89	1,578,146 01/16/90
NextMedia Operating, Inc.	ROCKET RADIO	73/800,154 05/15/89	1,576,856 01/09/90

**BANKERS TRUST COMPANY Security at 2279/0852**

Registrant	Mark	Application No. Filing Date	Registration No. Registration Date
NextMedia Operating, Inc.	ADMIRAL DAN	75/390,152 11/14/97	2,451,260 05/15/01
NextMedia Operating, Inc.	BREAKFAST FLAKES	75/302,773 06/03/97	2,239,600 04/13/99