

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
AMFM Massachusetts, Inc.		12/29/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Capstar Radio Operating Company
Street Address:	200 East Basse Road
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78209
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2338301	JAM'N

**CORRESPONDENCE DATA**

Fax Number: (210)226-8395  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 210-554-5450  
 Email: ipdocket@coxsmith.com  
 Correspondent Name: Pamela B. Huff  
 Address Line 1: 112 East Pecan Street, Suite 1800  
 Address Line 2: Cox Smith Matthews Incorporated  
 Address Line 4: San Antonio, TEXAS 78205

ATTORNEY DOCKET NUMBER:	22187.1123
NAME OF SUBMITTER:	Pamela B. Huff
Signature:	/pbhuff35901/

OP \$40.00 2338301

Date:

03/07/2006

**Total Attachments: 8**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMFM MASSACHUSETTS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "CAPSTAR RADIO OPERATING COMPANY" UNDER THE NAME OF "CAPSTAR RADIO OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 10:41 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2697760 8100M

030841937

AUTHENTICATION: 2843297

DATE: 12-31-03

**TRADEMARK**

**REEL: 003262 FRAME: 0055**

CERTIFICATE OF MERGER OF  
AMFM MASSACHUSETTS, INC.  
INTO  
CAPSTAR RADIO OPERATING COMPANY

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
AMFM Massachusetts, Inc.	Delaware
Capstar Radio Operating Company	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Capstar Radio Operating Company.

FOURTH: That the Certificate of Incorporation of Capstar Radio Operating Company, a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 200 E. Basse Road, San Antonio, Texas, 78209.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: December 29, 2003

CAPSTAR RADIO OPERATING COMPANY

By:   
Stephanie Resales, Vice President/Corp. Tax

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Plan of Merger") made and entered into as of the 30<sup>th</sup> day of November, 2003, by and between AMFM Massachusetts, Inc., a Delaware corporation ("AMFM"), and Capstar Radio Operating Company, a Delaware corporation ("Capstar"), being sometimes hereinafter together referred to as the "Constituent Companies."

### WITNESSETH

WHEREAS, AMFM is a corporation duly organized and existing under the laws of the State of Delaware, and having authorized capital stock consisting of 1,000 shares of common stock, par value \$0.01 (the "AMFM Common Stock"), of which 1,000 shares are outstanding;

WHEREAS, Capstar is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, the Board of Directors of each of the Constituent Companies deems it advisable for the general welfare and to the benefit of such companies and their respective stockholders that AMFM merge with and into Capstar pursuant to the applicable provisions of the Delaware General Corporation Law ("DGCL");

WHEREAS, the Board of Directors and the sole stockholder of AMFM have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officers; and

WHEREAS, the Board of Directors and the sole stockholder of Capstar have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officers; and

WHEREAS, it is the intention of the Constituent Companies that the Merger (as hereinafter defined) shall be a tax-free reorganization pursuant to the provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Delaware, that the Constituent Companies shall be merged into a single company, to-wit: Capstar Radio Operating Company, a Delaware corporation, one of the Constituent Companies, which shall be the company surviving the merger (said company hereafter being sometimes called the "Surviving Entity"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect shall be as hereafter set forth:

## ARTICLE I

### EFFECTIVE DATE

If this Plan of Merger is not terminated and abandoned pursuant to the provisions of Article VII hereof, the Certificate of Merger shall be filed with the Secretary of State of the State of Delaware. The Merger shall be effective when the Certificate of Merger is filed with the Secretary of State of the State of Delaware (the "Effective Date"). On the Effective Date, the separate existence of AMFM shall cease and AMFM shall be merged with and into the Surviving Entity.

## ARTICLE II

### CERTIFICATE OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

The Certificate of Incorporation of Capstar shall continue unchanged after the Merger until changed or amended as provided by law.

The Bylaws of Capstar shall continue unchanged after the Merger until changed or amended as provided by law.

The directors and officers of Capstar immediately prior to the Effective Date shall constitute the directors and officers of the Surviving Entity immediately following the Effective Date. Such officers and directors of Capstar shall hold their positions until their resignation or removal or the election or appointment of their successors in the manner provided by the Certificate of Incorporation and Bylaws of the Surviving Entity and applicable law.

## ARTICLE III

### CONVERSION OF SHARES IN THE MERGER

The mode of carrying into effect the Merger provided for herein, and the manner and basis of converting the shares of the Constituent Companies, are as follows:

1. Each share of AMFM Common Stock which shall be issued and outstanding as of the Effective Date shall be cancelled and retired, all rights in respect thereof shall cease to exist and no shares of AMFM Common Stock, Capstar Common Stock or other securities of AMFM or Capstar shall be issuable with respect thereto.

2. Each share of Capstar Common Stock which shall be issued and outstanding as of the Effective Date shall remain issued and outstanding.

3. There are no reasonable grounds to believe the foregoing treatment of the shares will render the Surviving Entity insolvent.

#### ARTICLE IV

##### EFFECT OF THE MERGER

On the Effective Date, the separate existence of each Constituent Company (other than the Surviving Entity) shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Entity, the officers, or other authorized representatives of the respective Constituent Companies shall execute, acknowledge, and deliver such instruments and do such acts. For these purposes, the existence of the Constituent Companies and the authority of their respective officers, directors, or other authorized representatives is continued notwithstanding the Merger. The Surviving Entity shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each Constituent Company, and all obligations belonging to or due to each Constituent Company, all of which are vested in the Surviving Entity without further act or deed. Title to any real estate or any interest in the real estate vested in any Constituent Company shall not revert or in any way be impaired by reason of such merger or consolidation. The Surviving Entity is liable for all the obligations of each Constituent Company, including liability to dissenting stockholders. Any claim existing or any action or proceeding pending by or against any Constituent Company may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place. All rights of creditors of each Constituent Company are preserved unimpaired, and all liens upon the property of any Constituent Company are preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Date.

#### ARTICLE V

##### ACCOUNTING MATTERS

The assets and liabilities of the Constituent Companies, as of the Effective Date of the Merger, shall be taken upon the books of the Surviving Entity at the amounts at which they shall be carried at that time on the books of the respective Constituent Companies, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the Merger. The amount of the capital surplus and earned surplus accounts, if any, of the Surviving Entity after the Merger shall be determined by the Board of Directors of the Surviving Entity in accordance with the laws of the State of Delaware and with generally accepted accounting principles.

## ARTICLE VI

### APPROVAL OF THE SOLE STOCKHOLDER

This Plan of Merger has been approved by the sole stockholders of the Constituent Companies, in accordance with the applicable provisions of the DGCL.

## ARTICLE VII

### ABANDONMENT

This Plan of Merger may be abandoned at any time notwithstanding favorable action on the Merger by the stockholders of either or both of such companies, but not later than the date of filing of the Plan of Merger, by the Board of Directors of AMFM and Capstar evidenced by appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Article VII, this Plan of Merger shall become void and have no effect, without any liability on the part of either of the Constituent Companies or their stockholders or directors or officers in respect thereof.

## ARTICLE VIII

### AMENDMENT

AMFM and Capstar, by mutual consent of their respective Boards of Directors, may amend this Plan of Merger in such manner as may be agreed upon by them in writing at any time; provided, however, no such amendment shall be made which shall affect the rights of the sole stockholder of AMFM or the sole stockholder of Capstar in a manner which, in the judgment of the Boards of Directors of AMFM or Capstar, respectively, is materially adverse to such sole stockholder, or as otherwise provided by the DGCL, without the further approval of such sole stockholder.

## ARTICLE IX

### FURTHER ASSURANCES

If at any time the Surviving Entity shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Entity, the title to any property or rights of AMFM acquired or to be acquired by or as a result of the Merger, the proper officers and directors of the Surviving Entity shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of AMFM or Capstar to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise carry out the purposes of this Plan of Merger.



ARTICLE X  
COUNTERPARTS

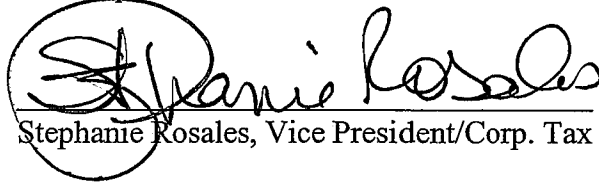
This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same instrument.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, AMFM and Capstar, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have each caused this Plan of Merger to be executed by its duly authorized officers, all as of the day and year first above written.

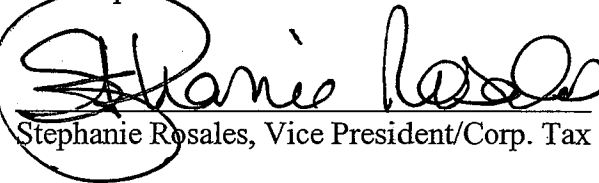
AMFM MASSACHUSETTS, INC.,  
a Delaware corporation

By:

  
Stephanie Rosales, Vice President/Corp. Tax

CAPSTAR RADIO OPERATING COMPANY,  
a Delaware corporation

By:

  
Stephanie Rosales, Vice President/Corp. Tax