

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
Citadel Broadcasting Company		06/12/2007	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 57

Property Type	Number	Word Mark
Serial Number:	77202404	103.3 ED-FM
Registration Number:	3039663	100 FM THE PIKE
Registration Number:	3197668	98.7 EARL FM
Registration Number:	2861222	AIRBOUND
Registration Number:	2973743	AMERICANA CAFE
Registration Number:	2450663	ANOTHER SAVE
Registration Number:	2725471	BIG FAT LOTTO
Registration Number:	1808007	CAT COUNTRY
Serial Number:	77117502	CAT COUNTRY 98.7
Registration Number:	1808008	CAT COUNTRY
Registration Number:	2460651	CCC
Serial Number:	78950504	CITADEALS
Registration Number:	2724656	CITADEL
Registration Number:	2724650	CITADEL BROADCASTING COMPANY

OP \$1440.00 77202404

Registration Number:	2892876	CITADEL BROADCASTING CORPORATION
Registration Number:	2724655	CITADEL COMMUNICATIONS
Registration Number:	2724651	CITADEL COMMUNICATIONS CORPORATION
Registration Number:	2817674	CITADEL COMMUNICATIONS CORPORATION
Registration Number:	2410433	COUPONBARGAINS
Registration Number:	2408395	COUPONBARGAINS.COM
Registration Number:	2425497	
Registration Number:	1465874	
Registration Number:	3233981	DIVA
Serial Number:	77202393	ED
Registration Number:	1446865	JOKE DU JOUR
Registration Number:	2441289	KAT COUNTRY
Registration Number:	1588203	KATT
Serial Number:	77066778	K-BULL
Registration Number:	3129733	LA INDOMABLE
Registration Number:	2436925	LISTEN TO THE MRS.
Registration Number:	1475329	LITE 105 FM
Registration Number:	2478960	MUSIC CITY 103.3
Registration Number:	3155258	MARTINI 106.1
Registration Number:	1915569	OPERATION SNOWBALL
Registration Number:	2160393	PEAK FM
Registration Number:	2158781	Q-NET
Registration Number:	2717964	QUEST FOR A MILLION PENNIES
Serial Number:	78806213	RIGHT NOW RADIO
Serial Number:	78827901	RIGHT NOW RADIO
Registration Number:	2436615	SAVE
Registration Number:	2927591	THE BUZZARD
Registration Number:	2680552	THE HUGE SHOW
Serial Number:	78928945	THE MORNING WAKING CREW
Registration Number:	1448909	WBLM
Registration Number:	1455767	WBLM
Registration Number:	2323994	WCLZ
Registration Number:	2052902	WCYY
Registration Number:	2161792	WHOM
Registration Number:	1441491	WIVK

Registration Number:	2259366	WIVK
Registration Number:	2158780	WJBQ
Registration Number:	1382702	WKY
Registration Number:	1387765	WOKQ
Registration Number:	2158779	WPKQ
Registration Number:	1424289	WXLO
Serial Number:	78959452	XLO
Registration Number:	1418639	Z-107

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7609
Email: ksolomon@stblaw.com
Correspondent Name: Kirstie Howard, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/0806
NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/
Date:	09/10/2007

Total Attachments: 8
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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (“Agreement”), effective as of June 12, 2007 is made by CITADEL BROADCASTING COMPANY, a Nevada corporation, located at City Center West, 7201 West Lake Mead Boulevard, Suite 400, Las Vegas, Nevada 89128 (the “Obligor”), in favor of JPMORGAN CHASE BANK, N.A., a national banking association, as Administrative Agent (the “Agent”) for the several banks and other financial institutions (the “Lenders”), parties to the Credit Agreement, dated as of June 12, 2007 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among CITADEL BROADCASTING CORPORATION, a Delaware corporation and parent of Obligor (“Borrower”), the Lenders, the Agent, BANK OF AMERICA, N.A. and DEUTSCHE BANK TRUST COMPANY AMERICAS, as Documentation Agents, and CREDIT SUISSE, CAYMAN ISLANDS BRANCH and WACHOVIA BANK, NATIONAL ASSOCIATION, as Syndication Agents.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Obligor and certain other subsidiaries of the Borrower have executed and delivered a Guarantee and Collateral Agreement, dated as of June 12, 2007, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the “Guarantee and Collateral Agreement”);

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Obligor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all of Obligor’s right, title and interest in and to Intellectual Property, including Trademarks; and

WHEREAS, the Obligor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Obligor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Obligor hereby assigns, transfers and grants a continuing security interest in all of the Obligor’s right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto)

(collectively, the "Collateral"), to the Agent for the benefit of the Agent and the Lenders to secure payment and performance when due of the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Obligor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Obligor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement, the terms of the Guarantee and Collateral Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be
duly executed and delivered by their respective officers on this ___ day of August, 2007.

CITADEL BROADCASTING COMPANY
as Obligor

By: *Jaquelyn Orr*
Name: *Jaquelyn Orr*
Title: *Vice President + General Counsel*

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers on this ___ day of August, 2007.

CITADEL BROADCASTING COMPANY
as Obligor

By: _____
Name:
Title:

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By:  _____
Name: TINA L. RUPPEL
Title: VICE PRESIDENT

ACKNOWLEDGMENT OF OBLIGOR

STATE OF)
) ss
COUNTY OF)

On the 6th day of ~~August~~ ^{September}, 2007, before me personally came J ORR *Jacquelyn* who is personally known to me to be the VP + General Counsel *J* of CITADEL BROADCASTING COMPANY, a Nevada corporation; who, being duly sworn, did depose and say that she/he is the _____ in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Russelle T. Thompson

Notary Public
RUSSELLE T. THOMPSON
Notary Public, State of New York
ID No. 01TH6159275
Qualified in New York County
Commission Expires January 16, 20 11

(PLACE STAMP AND SEAL ABOVE)

SCHEDULE A

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
103.3 ED-FM	77/202,404
100 FM THE PIKE	3,039,663
98.7 EARL FM	3,197,668
AIRBOUND	2,861,222
AMERICANA CAFE	2,973,743
ANOTHER SAVE	2,450,663
BIG FAT LOTTO	2,725,471
CAT COUNTRY	1,808,007
CAT COUNTRY 98.7 AND DESIGN	77/117,502
CAT COUNTRY AND DESIGN	1,808,008
CCC AND DESIGN	2,460,651
CITADEALS	78/950,504
CITADEL	2,724,656
CITADEL BROADCASTING COMPANY	2,724,650
CITADEL BROADCASTING CORPORATION	2,892,876
CITADEL COMMUNICATIONS	2,724,655
CITADEL COMMUNICATIONS CORPORATION	2,724,651
CITADEL COMMUNICATIONS CORPORATION AND DESIGN	2,817,674
COUPONBARGAINS	2,410,433
COUPONBARGAINS.COM	2,408,395
DESIGN ONLY	2,425,497
DESIGN ONLY	1,465,874
DIVA	3,233,981
ED	77/202,393
JOKE DU JOUR	1,446,865
KAT COUNTRY	2,441,289
KATT	1,588,203
K-BULL	77/066,778
LA INDOMABLE	3,129,733
LISTEN TO THE MRS.	2,436,925
LITE 105 FM AND DESIGN	1,475,329

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MUSIC CITY 103.3 AND DESIGN	2,478,960
MARTINI 106.1	3,155,258
OPERATION SNOWBALL	1,915,569
PEAK FM	2,160,393
Q-NET	2,158,781
QUEST FOR A MILLION PENNIES	2,717,964
RIGHT NOW RADIO	78/806,213
RIGHT NOW RADIO AND DESIGN	78/827,901
SAVE AND DESIGN	2,436,615
THE BUZZARD	2,927,591
THE HUGE SHOW	2,680,552
THE MORNING WAKING CREW	78/928,945
WBLM	1,448,909
WBLM AND DESIGN	1,455,767
WCLZ	2,323,994
WCYY	2,052,902
WHOM	2,161,792
WIVK	1,441,491
WIVK AND DESIGN	2,259,366
WJBQ	2,158,780
WKY	1,382,702
WOKQ	1,387,765
WPKQ	2,158,779
WXLO	1,424,289
XLO	78/959,452
Z-107	1,418,639