

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Excelsior Radio Networks, Inc.		11/01/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Excelsior Radio Networks, LLC
Street Address:	220 West 42nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	78685348	SAM SIMPLY ABOUT MUSIC
Serial Number:	78685342	SAM SIMPLY ABOUT MUSIC
Serial Number:	76578538	THE DAILY BULLSHEET
Serial Number:	76032256	RICK JACKSON'S COUNTRY HALL OF FAME
Serial Number:	76578541	COUNTRY KICKERS
Registration Number:	3069736	X PREP GOLD
Registration Number:	3067089	URBAN FUN FACTORY
Registration Number:	3067088	XPREP
Registration Number:	3025165	GOSPEL TRAXX
Registration Number:	2476075	THE DAILY BULLSHEET
Registration Number:	3069737	X RADIO NETWORKS

CORRESPONDENCE DATA

Fax Number: (312)660-0424

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$290.00 78685348

Phone: 312-861-2000
Email: ccasey@kirkland.com, csun@kirkland.com
Correspondent Name: Kirkland & Ellis LLP
Address Line 1: 200 East Randolph Drive, Suite 5300
Address Line 2: c/o Chuan Sun
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	22291-1
NAME OF SUBMITTER:	Chuan Sun
Signature:	/Chuan Sun/
Date:	11/15/2007

Total Attachments: 6

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "EXCELSIOR RADIO NETWORKS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EXCELSIOR RADIO NETWORKS, INC." TO "EXCELSIOR RADIO NETWORKS, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 2007, AT 1:15 O'CLOCK P.M.

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

3081104 8100V

071180007



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6125231

DATE: 11-01-07

TRADEMARK
REEL: 003661 FRAME: 0359

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY**

*In accordance with the provisions of Section 266 of the
Delaware General Corporation Law and Section 18-214 of the
Delaware Limited Liability Act*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting Excelsior Radio Networks, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Act, does hereby certify as follows:

FIRST: The name of the Corporation immediately prior to filing this Certificate is Excelsior Radio Networks, Inc.

SECOND: The date the Certificate of Incorporation was first filed is August 10, 1999.

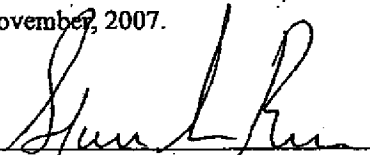
THIRD: The original name of the Corporation as set forth in the Certificate of Incorporation is Ecom Capital, Inc.

FOURTH: The conversion has been approved by the board of directors and stockholders of the Corporation in accordance with the provisions of Section 18-214 of the Delaware Limited Liability Act.

FIFTH: Upon the filing of the conversion, the name of the limited liability company shall be Excelsior Radio Networks, LLC.

* * * * *

The undersigned, being the duly authorized person of the Corporation, for the purposes of converting the Corporation into a domestic limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Act, does make this Certificate of Conversion, hereby declare and certify that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 15th day of November, 2007.


Spencer Brown
Chief Executive Officer

[Signature Page - Certificate of Conversion - Excelsior Radio Networks, LLC]

TRADEMARK
REEL: 003661 FRAME: 0361

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "EXCELSIOR RADIO NETWORKS, LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 2007, AT 1:15 O'CLOCK P.M.

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

3081104 8100V

071180007



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6125231

DATE: 11-01-07

TRADEMARK
REEL: 003661 FRAME: 0362

**CERTIFICATE OF FORMATION
OF
EXCELSIOR RADIO NETWORKS, LLC**

* * * * *
*Adopted in accordance with the provisions of §18-201
of the Limited Liability Company Act
of the State of Delaware*
* * * * *

The undersigned, being duly authorized to execute and file this Certificate of Formation for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. Section 18-101, et seq., does hereby certify as follows:

FIRST

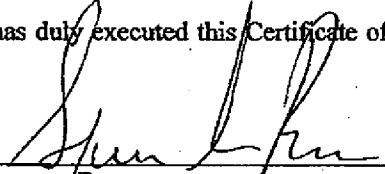
The name of the limited liability company is Excelsior Radio Networks, LLC (the "Company").

SECOND

The address of the registered office in the State of Delaware is Corporate Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.

* * * * *

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the 15th day of November, 2007.



Spencer Brown
Chief Executive Officer

[Signature Page - Certificate of Formation - Excelsior Radio Networks, LLC]