

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	DECREE OF DISTRIBUTION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Texas CBS Radio Broadcasting L.P.		03/31/2009	LIMITED PARTNERSHIP: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CBS Radio Partner I Inc.		
<b>Street Address:</b>	1515 Broadway		
<b>Internal Address:</b>	Kaz Tanakh (Corp. Legal)		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3004238	SMOOTH JAZZ 95.7 THE WAVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)975-0111		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2129753316		
<b>Email:</b>	kaz.tanakh@cbs.com, gianna.degiulio@cbs.com		
<b>Correspondent Name:</b>	CBS		
<b>Address Line 1:</b>	51 West 52nd Street		
<b>Address Line 2:</b>	Kaz Tanakh (Corp. Legal)		
<b>Address Line 4:</b>	New York, NEW YORK 10019		
<b>ATTORNEY DOCKET NUMBER:</b>	ASSIGN - SMOOTH JAZZ 95.7		
<b>NAME OF SUBMITTER:</b>	Rebecca Borden		
<b>Signature:</b>	/rb/		

CH \$40.00 3004238

Date:

04/15/2009

**Total Attachments: 4**

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**WRITTEN CONSENT  
IN LIEU OF  
SPECIAL MEETING  
OF  
THE GENERAL PARTNER  
OF  
TEXAS CBS RADIO BROADCASTING L.P.**

THE UNDERSIGNED, CBS Radio Texas Partner II Inc. being the general partner of Texas CBS Radio Broadcasting L.P. (the "Partnership"), do, by means of this Written Consent, hereby approve the following resolutions:

WHEREAS, in connection with the proposed reorganization (the "Reorganization") of certain of the domestic radio subsidiaries of CBS Corporation, a Delaware corporation and the indirect parent of the Partnership ("CBS"), CBS intends to cause its direct and indirect subsidiaries to enter into certain transactions in order to effect the Reorganization;

WHEREAS, in connection with the Reorganization and in furtherance thereof, the General Partner has determined that it is in the best interests of the Partnership to distribute all of its assets to CBS Radio Partner I Inc., including but not limited to the real property, tangible property, and intangible property, and the FCC licenses of each such radio station held by the Partnership; and

WHEREAS, pursuant to Section 5 (b) of the Limited Partnership Agreement, the General Partner wishes to vote to voluntarily terminate the Partnership.

NOW THEREFORE BE IT

RESOLVED, effective as of the date herein, that all of the assets of the Partnership be distributed to CBS Radio Partner I Inc. as fully and entirely and without change or diminution as were before held by the Partnership in its name;

FURTHER RESOLVED, that CBS Radio Partner I Inc. shall assume all of the obligations of the Partnership;

RESOLVED, that pursuant to Section 5 (b) of the Limited Partnership Agreement, the existence of the Partnership be terminated, effective upon the filing of the Certificate of Cancellation of the Certificate of Limited Partnership with the Secretary of State of Delaware, attached hereto as Exhibit A.

Dated: *MARCH 31*, 2009

**CBS RADIO TEXAS PARTNER II INC.**

By: 

Name: Richard M. Jones

Title: Senior Vice President and  
General Tax Counsel

**WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
CBS RADIO PARTNER I INC.**

The undersigned, being all the members of the Board of Directors (the "Board") of CBS Radio of Partner I Inc., a Delaware corporation (the "Corporation"), does, by means of this Unanimous Written Consent, hereby adopt the following resolutions:

WHEREAS, in connection with the proposed reorganization (the "Reorganization") of certain of the domestic radio subsidiaries of CBS Corporation, a Delaware corporation and the indirect parent of the Partnership ("CBS"), CBS intends to cause its direct and indirect subsidiaries to enter into certain transactions in order to effect the Reorganization; and

WHEREAS, in connection with the Reorganization and in furtherance thereof, the Corporation wishes to accept a distribution of all of the assets of Texas CBS Radio Broadcasting L.P. (the "Partnership"), including but not limited to the real property, tangible property, and intangible property, and the FCC licenses of each such radio station held by the Partnership.

NOW THEREFORE BE IT:

**DISTRIBUTION**

RESOLVED, that the Board has determined it to be advisable and in the best interests of CBS Radio Partner I Inc., a Delaware corporation (the "Corporation"), to accept the distribution of all of the assets of Texas CBS Radio Broadcasting L.P. from CBS Radio Texas Partner II Inc., its General Partner (the "Distribution");

RESOLVED FURTHER, that the Distribution be, and it hereby is, authorized and approved; and

**FURTHER ACTION**

RESOLVED FURTHER, that the officers of the Corporation be, and each of them acting alone hereby is, authorized and directed to take, or cause to be taken, all such further action and to prepare, execute, deliver and file all such agreements, instruments, documents and certificates in the name and on behalf of the Corporation and to incur and to pay all such fees and expenses as they, or any one of them, shall deem necessary, proper or advisable in order to carry out the intent and effectuate the purpose of the Reorganization and the foregoing resolutions; that their authority to act under these


resolutions shall be conclusively evidenced by their so acting; and that any and all such actions heretofore taken on behalf of the Corporation in such respects in connection with the documents referred to in these resolutions and the transactions contemplated thereby are hereby ratified, approved and confirmed as the act and deed of the Corporation.

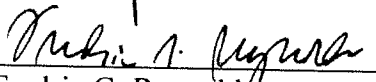
IN WITNESS WHEREOF, the Board has executed this Consent in one or more counterparts on *MARCH 31, 2009*.

**DIRECTORS:**

  
\_\_\_\_\_  
Louis Briskman

  
\_\_\_\_\_  
Susan C. Gordon

  
\_\_\_\_\_  
Joseph R. Janniello

  
\_\_\_\_\_  
Fredric G. Reynolds