

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Jacor Broadcasting Corporation		12/31/2009	CORPORATION: OHIO

**RECEIVING PARTY DATA**

Name:	Citicasters Co.
Street Address:	200 East Basse Road
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78209
Entity Type:	CORPORATION: OHIO

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	1837073	THE BIG ONE
Registration Number:	2645691	G-MAN
Registration Number:	2703976	STUDIO 3-D
Registration Number:	2823547	GO ROCK YOURSELF
Registration Number:	3129471	AMERICA'S TRUCKIN' NETWORK
Registration Number:	3697899	AT HOME WITH GARY SULLIVAN

**CORRESPONDENCE DATA**

Fax Number: (210)832-3137  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 210-822-2828  
 Email: lorilapidario@clearchannel.com  
 Correspondent Name: Lori Lapidario  
 Address Line 1: 200 East Basse Road  
 Address Line 4: San Antonio, TEXAS 78209

**TRADEMARK**

ATTORNEY DOCKET NUMBER:	DEBT RESTRUCTURING MATTER
NAME OF SUBMITTER:	Lori Lapidario
Signature:	/Lori Lapidario/
Date:	02/22/2011
Total Attachments: 9 source=Citicasters#page1.tif source=Citicasters#page2.tif source=Citicasters#page3.tif source=Citicasters#page4.tif source=Citicasters#page5.tif source=Citicasters#page6.tif source=Citicasters#page7.tif source=Citicasters#page8.tif source=Citicasters#page9.tif	



Form 551 Prescribed by the:  
Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
www.sos.state.oh.us  
Busserv@sos.state.oh.us

Expedite this form: (select one)	
Mail form to one of the following:	
<input type="radio"/> Expedite	PO Box 1390 Columbus, OH 43216 --- Requires an additional fee of \$100 ---
<input type="radio"/> Non Expedite	PO Box 1329 Columbus, OH 43216

**CERTIFICATE OF MERGER**  
Filing Fee \$125  
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. **SURVIVING ENTITY**  
A. Name of the entity surviving the merger Citicasters Co.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following

\_\_\_\_\_  
(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) For-Profit Corporation, charter number 625392

Domestic (Ohio) Nonprofit Corporation, charter number \_\_\_\_\_

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio

Domestic (Ohio) For-Profit Limited Liability Company, with registration number \_\_\_\_\_

Domestic (Ohio) Nonprofit Limited Liability Company, with registration number \_\_\_\_\_

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of \_\_\_\_\_ registered to do business in the state of Ohio under registration number \_\_\_\_\_

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of \_\_\_\_\_ and NOT registered to do business in the state of Ohio

- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of \_\_\_\_\_ and NOT registered to do business in the State of Ohio
- Partnership, registration number, if any, \_\_\_\_\_
- Partnership NOT registered with the state of Ohio \_\_\_\_\_
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of \_\_\_\_\_ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Limited Liability Partnership, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of \_\_\_\_\_ and NOT registered to do business in the state of Ohio

**II. CONSTITUENT ENTITY**

Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities)

Name	Charter, License, Registration , or Registration Number	Jurisdiction of Formation	Type of Entity
See attached.	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Citicasters Co.	200 E. Basse Road	
Name	Mailing Address	
San Antonio	Texas	78209
City	State	Zip Code

CITICASTERS CO.  
CERTIFICATE OF MERGER

II. Constituent Entity

<u>Constituent Entity</u>	<u>Charter, License, Registration or Registration Number</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Jacor Broadcasting Corporation	830481	Ohio	Corporation

IV. **EFFECTIVE DATE OF MERGER**      December 31, 2009  
This merger is to be effective on \_\_\_\_\_ (The date specified must be on or after the date of the filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. **MERGER AUTHORIZED**  
Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. **STATEMENT OF MERGER**  
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. **STATUTORY AGENT**  
If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, OR if the surviving entity is a domestic corporation, limited liability company, or limited partnership entity updating its agent information, provide the name and address of statutory agent upon whom any process, notice or demand may be served.

_____	_____
Name	Mailing Address
_____	_____
City	Ohio State      Zip Code

VIII. **ACCEPTANCE OF AGENT**  
If the new entity is a domestic corporation, domestic limited liability company, partnership or domestic limited partnership, then the agent must accept appointment.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the surviving entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

\_\_\_\_\_  
Signature of Agent      \_\_\_\_\_  
Date

If the agent is an individual using a P.O. Box, the agent must check this box to confirm that he or she is an Ohio resident

IX. **AMENDMENTS**  
In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached       No Amendments

X. **REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**  
If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 and division (G) of section 1702.47 of the Revised Code with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

XI QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

- A. The surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, partnership, limited partnership, or limited liability partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio.

\_\_\_\_\_  
Name Mailing Address

\_\_\_\_\_  
City State Zip Code

- If the agent is an individual using a P.O. Box, check the box to confirm that the agent is an Ohio resident.

The surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or limited liability partnership ("surviving entity") irrevocably consents to (1) service of process on the statutory agent listed above as long as authority of the agent continues, and (2) to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the surviving entity fails to designate another agent, as required by Ohio law, the surviving entity's license or registration to do business in Ohio expires or is canceled.

- B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Qualifying Corporation (Section 1703.04)

(If the qualifying entity is a foreign corporation, the following information must be completed.)

- (a) Name of the corporation in its jurisdiction of formation

\_\_\_\_\_

- (b) If the corporate name is not available, the trade name under which it will do business in Ohio

\_\_\_\_\_

- (c) Location and complete address of its principal office

\_\_\_\_\_ Mailing Address

\_\_\_\_\_ City

\_\_\_\_\_ State

\_\_\_\_\_ Zip Code

- (d) Name of the county in which its principal office in Ohio, if any, is to be located

\_\_\_\_\_

- (e) A brief summary of the corporate purpose to be exercised within Ohio

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

- (f) To procure a license to transact business in Ohio, a foreign corporation for-profit must file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the jurisdiction under the laws of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

2 Foreign Notice (Section 1703.031)

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

- (a) Name of the Foreign nationally/federally chartered bank, savings bank, or savings and loan association

\_\_\_\_\_

- (b) Any trade name(s) under which the corporation will conduct business in Ohio

\_\_\_\_\_

\_\_\_\_\_

- (c) Location of the corporation's main office (Non-Ohio)

\_\_\_\_\_ Mailing Address

\_\_\_\_\_ City

\_\_\_\_\_ State

\_\_\_\_\_ Zip Code

- (d) Principal office location in Ohio

\_\_\_\_\_ Mailing Address

\_\_\_\_\_ City

\_\_\_\_\_ Ohio  
State

\_\_\_\_\_ Zip Code

(If there will not be an office in Ohio, please state "None" on the form)

- (e) The corporation will exercise the following purpose(s) in Ohio

\_\_\_\_\_

\_\_\_\_\_

3. Foreign Qualifying Limited Liability Company (Section 1705.54)

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

- (a) Name of the For-Profit or Nonprofit limited liability company in its jurisdiction of formation

\_\_\_\_\_

- (b) Name under which the limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation)

\_\_\_\_\_

- (c) The limited liability company was formed on \_\_\_\_\_

Date

under the laws of the jurisdiction of \_\_\_\_\_

Jurisdiction



- (d) Address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

**4. Foreign Qualifying Limited Partnership under section 1782.49**

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

- (a) Name of the limited partnership \_\_\_\_\_

- (b) The limited partnership was formed on \_\_\_\_\_

\_\_\_\_\_  
Date

Under the laws of the jurisdiction of \_\_\_\_\_

\_\_\_\_\_  
Jurisdiction

- (c) Address of the office of the limited partnership in its jurisdiction of formation

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

- (d) Address of the limited partnership's principal office

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

- (e) The names and business or residence addresses of the general partners of the partnership are as follows:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
Name

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
Name

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
Name

\_\_\_\_\_  
Mailing Address

(Please attach additional separate sheet(s) listing other general partners and their addresses as needed)

- (f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. Foreign Qualifying Limited Liability Partnership (Section 1776.86) (if the qualifying entity is a foreign limited liability partnership, the following information must be completed.)

- (a) Name of the partnership

\_\_\_\_\_  
Name must include one of the following phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

- (b) The partnership was formed under the laws of the jurisdiction of \_\_\_\_\_

- (c) Address of the partnership's chief executive office

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

- (d) If the chief executive office is not in Ohio, the address of any office of the partnership in Ohio, if one exists

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
City

\_\_\_\_\_  
Ohio  
State

\_\_\_\_\_  
Zip Code

- (e) Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).

(Proceed to page 8 for signatures of authorized officers, partners and representatives.)

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

CITICASTERS CO.

Exact name of entity  
By: Scott T. Burk  
Signature  
Its: Vice President/Corporate Tax  
Title  
Date: 12/12/09

JACOR BROADCASTING CORPORATION

Exact name of entity  
By: Scott T. Burk  
Signature  
Its: Vice President/Corporate Tax  
Title  
Date: 12/12/09

Exact name of entity  
By: \_\_\_\_\_  
Signature  
Its: \_\_\_\_\_  
Title  
Date: \_\_\_\_\_

Exact name of entity  
By: \_\_\_\_\_  
Signature  
Its: \_\_\_\_\_  
Title  
Date: \_\_\_\_\_

Exact name of entity  
By: \_\_\_\_\_  
Signature  
Its: \_\_\_\_\_  
Title  
Date: \_\_\_\_\_

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)).