

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                                 |
|------------------------------|---------------------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT                  |
| <b>NATURE OF CONVEYANCE:</b> | Assignment of Security Interest |

**CONVEYING PARTY DATA**

| Name                 | Formerly | Execution Date | Entity Type         |
|----------------------|----------|----------------|---------------------|
| Wilmington Trust FSB |          | 05/06/2011     | Bank: UNITED STATES |

**RECEIVING PARTY DATA**

|                        |                                      |
|------------------------|--------------------------------------|
| <b>Name:</b>           | General Electric Capital Corporation |
| <b>Street Address:</b> | 2325 Lakeview Parkway, Suite 700     |
| <b>City:</b>           | Alpharetta                           |
| <b>State/Country:</b>  | GEORGIA                              |
| <b>Postal Code:</b>    | 30009                                |
| <b>Entity Type:</b>    | CORPORATION: DELAWARE                |

**PROPERTY NUMBERS Total: 6**

| Property Type        | Number  | Word Mark                        |
|----------------------|---------|----------------------------------|
| Registration Number: | 3041657 | SOJO                             |
| Registration Number: | 3041656 | SOJO 104.9                       |
| Registration Number: | 3034061 | FROM THE BRIDGES TO THE BEACH    |
| Registration Number: | 3006176 | # 1015                           |
| Registration Number: | 3054283 | SOUTH JERSEY'S OWN RADIO STATION |
| Registration Number: | 3053947 | THE JERSEY GUYS                  |

**CORRESPONDENCE DATA**

Fax Number: (203)325-5001  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2033255049  
 Email: tbennett@fdh.com  
 Correspondent Name: Tracey D. Bennett  
 Address Line 1: c/o Finn Dixon & Herling LLP  
 Address Line 2: 177 Broad Street  
 Address Line 4: Stamford, CONNECTICUT 06901

**OP \$165.00 3041657**

|   |                      |
|---|----------------------|
| ATTORNEY DOCKET NUMBER:   | 2692.089             |
| NAME OF SUBMITTER:  | Tracey D. Bennett    |
| Signature:  | /s/Tracey D. Bennett |
| Date:   | 05/10/2011           |
| <b>Total Attachments: 8</b><br>source=Assignment of Security Interest#page1.tif<br>source=Assignment of Security Interest#page2.tif<br>source=Assignment of Security Interest#page3.tif<br>source=Assignment of Security Interest#page4.tif<br>source=Assignment of Security Interest#page5.tif<br>source=Assignment of Security Interest#page6.tif<br>source=Assignment of Security Interest#page7.tif<br>source=Assignment of Security Interest#page8.tif |                      |

## ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

This Assignment of Security Interest in Trademarks dated as of May 6, 2011 is by and among Wilmington Trust FSB (“Existing Agent”), as collateral agent under the Security Agreement (as defined below), General Electric Capital Corporation, as the successor collateral agent (in such capacity, “Agent”) under the Security Agreement (as defined below) pursuant to that certain Successor Agent Agreement dated as of the date hereof by and among Agent, Existing Agent, the lenders party thereto, the Borrower (as defined below) and the Grantors party thereto (as defined below), and each of the entities listed on Schedule I attached hereto (collectively, the “Grantors”). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Security Agreement (as defined below).

\* \* \*

WHEREAS, reference is made to the First Lien Security Agreement, dated as of September 6, 2006 (as amended, restated, supplemented or otherwise modified from time to time prior to the date hereof, the “Security Agreement”), among Millennium New Jersey Holdco, LLC, a Delaware limited liability company (the “Borrower”), Millennium Radio Group, LLC, a Delaware limited liability company, each of the other entities listed on Schedule II attached hereto, and the Existing Agent (as successor to The Bank of New York Mellon), as collateral agent for the Secured Parties (as defined therein);

WHEREAS, pursuant to the Security Agreement Grantors granted the Existing Agent a security interest in, among other things, the Trademarks including, without limitation, the Trademarks listed on Schedule III attached hereto;

WHEREAS, the Existing Agent recorded (i) Assignment of Security Interest in Trademarks, dated May 20, 2009, recorded with the United States Patent and Trademark Office on May 21, 2009, at Reel/Frame: 003974/0071 and (ii) Trademark Security Agreement, dated May 20, 2009, recorded with the United States Patent and Trademark Office on May 21, 2009, at Reel/Frame: 003974/0071; and

WHEREAS, in connection with the execution of this Assignment of Security Interest, the Existing Agent is assigning its rights and obligations as collateral agent to Agent, for the benefit of the Secured Parties.

### AGREEMENT

The Existing Agent, for valuable consideration, receipt of which is hereby acknowledged, hereby assigns to the Agent all of its right, title and interest in the Security Interest in the Collateral (as defined in the Security Agreement) granted under the Security Agreement, including, without limitation, Security Interests in the Grantors’ right, title and interest in and to the Trademarks set forth on Schedule III hereto (collectively, the “Assigned Trademark Security Interests”). This assignment is made without recourse, representations or warranties of any kind.

[Signature Pages Follow]

WILMINGTON TRUST FSB, as Existing Agent

By:   
Name: **Josh James**  
Title: **Officer**

[Signature Page to the Assignment of Security Interest]

**TRADEMARK**  
**REEL: 004537 FRAME: 0979**

ACCEPTANCE AND ASSUMPTION

Agent accepts the foregoing assignment of the Assigned Security Interests.

GENERAL ELECTRIC CAPITAL CORPORATION, as  
Agent

By Nirmal B. Bivka  
Name: Nirmal B. Bivka  
Title: Its Duty Authorized Signatory

ACKNOWLEDGEMENT AND CONSENT

Each of the Grantors hereby acknowledges and consents to the assignment of the Assigned Security Interests from the Existing Agent to the Agent and confirms that the Agent, as newly appointed Collateral Agent, holds all right, title and interest in the Assigned Security Interests.

MILLENNIUM NEW JERSEY HOLDCO, LLC  
MILLENNIUM CENTRAL NEW JERSEY ASSET HOLDCO, LLC  
MILLENNIUM CENTRAL NEW JERSEY LICENSE HOLDCO, LLC  
MILLENNIUM ATLANTIC CITY ASSET HOLDCO, LLC  
MILLENNIUM ATLANTIC CITY LICENSE HOLDCO, LLC  
MILLENNIUM SHORE ASSET HOLDCO, LLC  
MILLENNIUM SHORE LICENSE HOLDCO, LLC  
MILLENNIUM ATLANTIC CITY II ASSET HOLDCO, LLC  
MILLENNIUM ATLANTIC CITY II LICENSE HOLDCO, LLC

By: W. Wilson Dorward  
Name: W. Wilson Dorward  
Title: Authorized Person

MILLENNIUM RADIO GROUP, LLC

By: W. Wilson Dorward  
Name: W. WILSON DORWARD  
Title: Authorized Person

[Signature Page to the Assignment of Security Interest]

(01185728, 2692-39)

**Schedule I**

**Entity**

Millennium Radio Holdings, LLC  
Millennium New Jersey Holdco, LLC  
Millennium Central New Jersey Asset Holdco, LLC  
Millennium Central New Jersey License Holdco, LLC  
Millennium Atlantic City Asset Holdco, LLC  
Millennium Atlantic City License Holdco, LLC  
Millennium Shore Asset Holdco, LLC  
Millennium Shore License Holdco, LLC  
Millennium Atlantic City II Asset Holdco, LLC  
Millennium Atlantic City II License Holdco, LLC  
Millennium Atlantic City II Holdco, LLC  
Millennium Egg Harbor Holdco, LLC  
Millennium Egg Harbor Asset Holdco, LLC  
Millennium Egg Harbor License Holdco, LLC



**Schedule II**

**Entity**

Millennium Central New Jersey Asset Holdco, LLC  
Millennium Central New Jersey License Holdco, LLC  
Millennium Atlantic City Asset Holdco, LLC  
Millennium Atlantic City License Holdco, LLC  
Millennium Shore Asset Holdco, LLC  
Millennium Shore License Holdco, LLC  
Millennium Atlantic City II Asset Holdco, LLC  
Millennium Atlantic City II License Holdco, LLC

**Schedule III**

**Trademarks**

| <b><u>TRADEMARK</u></b>                | <b><u>SERIAL NO.</u></b> | <b><u>REGISTRATION NO.</u></b> | <b><u>OWNER</u></b>                                   |
|--|--------------------------|--------------------------------|---|
| SOJO                                   | 78/545879                | 3041657                        | Millennium Central<br>New Jersey Asset<br>Holdco, LLC |
| SOJO 104.9                             | 78/545874                | 3041656                        | Millennium Central<br>New Jersey Asset<br>Holdco, LLC |
| FROM THE<br>BRIDGES TO<br>THE BEACH    | 76/627669                | 3034061                        | Millennium Central<br>New Jersey Asset<br>Holdco, LLC |
| #1015                                  | 76/407780                | 3006176                        | Millennium Central<br>New Jersey Asset<br>Holdco, LLC |
| South Jersey's<br>Own Radio<br>Station | 78/545867                | 3054283                        | Millennium Central<br>New Jersey Asset<br>Holdco, LLC |
| THE JERSEY<br>GUYS                     | 78/507250                | 3053947                        | Millennium Radio<br>New Jersey                        |