

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Millenium Central New Jersey, LLC		10/10/2011	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Townsquare Media Trenton, LLC		
<b>Street Address:</b>	109 Walters Avenue		
<b>City:</b>	Trenton		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08638		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3006176	# 1015	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(214)749-6348		
<b>Phone:</b>	2147496548		
<b>Email:</b>	rachel.saldana@hsblaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Rachel Saldana		
<b>Address Line 1:</b>	901 Main Street		
<b>Address Line 2:</b>	Suite 5200		
<b>Address Line 4:</b>	Dallas, TEXAS 75202		
<b>NAME OF SUBMITTER:</b>		Rachel A. Saldana	
<b>Signature:</b>		/Rachel A. Saldana/	
<b>Date:</b>		10/10/2011	

CH \$40.00 3006176

**Total Attachments: 33**

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# Delaware

PAGE 1

*The First State*

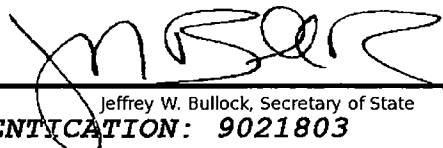
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM NEW JERSEY HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM NEW JERSEY HOLDCO, LLC" TO "TOWNSQUARE NEW JERSEY HOLDCO, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3373346 8100

110985582

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021803

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0117

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM NEW JERSEY HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium New Jersey Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare New Jersey Holdco, LLC (the "Company").

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM NEW JERSEY HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions

# Delaware

PAGE 1

*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM SHORE LICENSE HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM SHORE LICENSE HOLDCO, LLC" TO "TOWNSQUARE MEDIA MONMOUTH-OCEAN LICENSE, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3400955 8100

110985130

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021795

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0120

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:00 AM 09/06/2011  
FILED 11:00 AM 09/06/2011  
SRV 110985130 - 3400955 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM SHORE LICENSE HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Shore License Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Monmouth-Ocean License, LLC (the "Company").

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM SHORE LICENSE HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions



# Delaware

PAGE 1

*The First State*

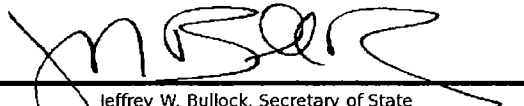
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM CENTRAL NEW JERSEY LICENSE HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM CENTRAL NEW JERSEY LICENSE HOLDCO, LLC" TO "TOWNSQUARE MEDIA TRENTON LICENSE, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3400960 8100

110985615

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021812

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0123

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM CENTRAL NEW JERSEY LICENSE HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Central New Jersey License Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Trenton License, LLC (the "Company").

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM CENTRAL NEW JERSEY LICENSE  
HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM ATLANTIC CITY LICENSE HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM ATLANTIC CITY LICENSE HOLDCO, LLC" TO "TOWNSQUARE MEDIA ATLANTIC CITY LICENSE, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3373352 8100

110985654

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021823

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0126

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM ATLANTIC CITY LICENSE HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Atlantic City License Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Atlantic City License, LLC (the "Company").

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM ATLANTIC CITY LICENSE  
HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions

# Delaware

PAGE 1

*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM ATLANTIC CITY II ASSET HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM ATLANTIC CITY II ASSET HOLDCO, LLC" TO "TOWNSQUARE MEDIA ATLANTIC CITY II, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3400951 8100

110985646

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021822

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0129

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:00 AM 09/06/2011  
FILED 11:00 AM 09/06/2011  
SRV 110985646 - 3400951 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM ATLANTIC CITY II ASSET HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Atlantic City II Asset Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Atlantic City II, LLC (the "Company").

\* \* \* \* \*



IN WITNESS WHEREOF, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM ATLANTIC CITY II ASSET  
HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions

# Delaware

PAGE 1

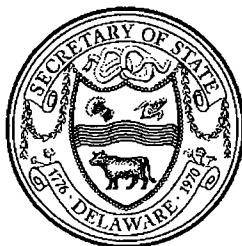
*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM ATLANTIC CITY ASSET HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM ATLANTIC CITY ASSET HOLDCO, LLC" TO "TOWNSQUARE MEDIA ATLANTIC CITY, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3373351 8100

110985674

You may verify this certificate online  
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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021821

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0132

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:00 AM 09/06/2011  
FILED 11:00 AM 09/06/2011  
SRV 110985674 - 3373351 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM ATLANTIC CITY ASSET HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Atlantic City Asset Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Atlantic City, LLC (the "Company").

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM ATLANTIC CITY ASSET  
HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions

# Delaware

PAGE 1

*The First State*

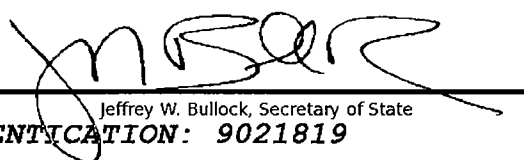
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM EGG HARBOR ASSET HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM EGG HARBOR ASSET HOLDCO, LLC" TO "TOWNSQUARE MEDIA ATLANTIC CITY III, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3874744 8100

110985610

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021819

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0135

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:00 AM 09/06/2011  
FILED 11:00 AM 09/06/2011  
SRV 110985610 - 3874744 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM EGG HARBOR ASSET HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Egg Harbor Asset Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Atlantic City III, LLC (the "Company").

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM EGG HARBOR ASSET HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM EGG HARBOR LICENSE HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM EGG HARBOR LICENSE HOLDCO, LLC" TO "TOWNSQUARE MEDIA ATLANTIC CITY III LICENSE, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3874749 8100

110985591

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021816

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0138



**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM EGG HARBOR LICENSE HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Egg Harbor License Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Atlantic City III License, LLC (the "Company").

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM EGG HARBOR LICENSE  
HOLDCO, LLC

By: /s/ Alex Berkett  
Name: Alex Berkett  
Title: Executive Vice President - Business Development  
and Mergers and Acquisitions

# Delaware

PAGE 1

*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM EGG HARBOR HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM EGG HARBOR HOLDCO, LLC" TO "TOWNSQUARE MEDIA ATLANTIC CITY III HOLDCO, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3874752 8100

110985601

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021805

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0141

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:00 AM 09/06/2011  
FILED 11:00 AM 09/06/2011  
SRV 110985601 - 3874752 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM EGG HARBOR HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Egg Harbor Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Atlantic City III Holdco, LLC (the "Company").

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM EGG HARBOR HOLDCO, LLC

By:  /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions

# Delaware

PAGE 1

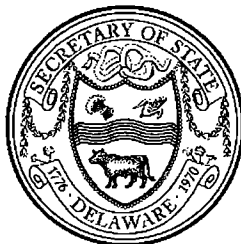
*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM CENTRAL NEW JERSEY ASSET HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM CENTRAL NEW JERSEY ASSET HOLDCO, LLC" TO "TOWNSQUARE MEDIA TRENTON, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3400958 8100

110985625

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9022077

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0144

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM CENTRAL NEW JERSEY ASSET HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Central New Jersey Asset Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Trenton, LLC (the "Company").

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM CENTRAL NEW JERSEY ASSET  
HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions



# Delaware

PAGE 1

*The First State*

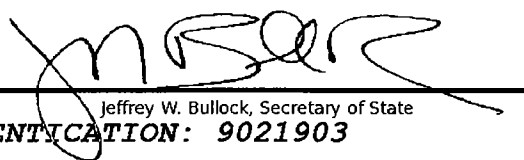
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM ATLANTIC CITY II LICENSE HOLDCO, LLC", CHANGING ITS NAME FROM "MILLENNIUM ATLANTIC CITY II LICENSE HOLDCO, LLC" TO "TOWNSQUARE MEDIA ATLANTIC CITY II LICENSE, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11 O'CLOCK A.M.

3400952 8100

110985640

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9021903

DATE: 09-12-11

TRADEMARK  
REEL: 004639 FRAME: 0147

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
MILLENNIUM ATLANTIC CITY II LICENSE HOLDCO, LLC**

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

**FIRST**

The name of the limited liability company is Millennium Atlantic City II License Holdco, LLC (the "Company").

**SECOND**

Paragraph 1 of the Certificate of Formation of the Company is hereby deleted in its entirety and amended to read in full as follows:

1. The name of the limited liability company is Townsquare Media Atlantic City II License, LLC (the "Company").

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned being duly authorized and directed to execute this Certificate of Amendment to Certificate of Formation as of the 2nd day of September, 2011.

MILLENNIUM ATLANTIC CITY II LICENSE  
HOLDCO, LLC

By: /s/ Alex Berkett

Name: Alex Berkett

Title: Executive Vice President - Business Development  
and Mergers and Acquisitions