

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Jerry Lee Radio, LLC		02/15/2012	LIMITED LIABILITY COMPANY: PENNSYLVANIA

**RECEIVING PARTY DATA**

Name:	First Niagara Bank, N.A.
Street Address:	239 Van Rensselaer Street
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14210
Entity Type:	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Serial Number:	85493973	B101
Registration Number:	2506040	B101
Registration Number:	2724860	B-101 REWARDS
Registration Number:	2908052	BEEMAIL
Registration Number:	3668707	PHILADELPHIA'S SOFT ROCK
Registration Number:	3668709	PHILADELPHIA'S SOFT ROCK STATION
Registration Number:	3440226	SONG TAGS
Registration Number:	3052792	SONGS THAT ARE FUN TO SING ALONG WITH
Registration Number:	2993924	STRESS-FREE WORKDAY
Registration Number:	3638429	TODAY'S SOFT ROCK

**CORRESPONDENCE DATA**

Fax Number:	(202)842-8465
Phone:	202-842-8800

OP \$265.00 85493973

Email: dctrademarks@dbr.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Amy E. Carroll

Address Line 1: 1500 K Street, N.W.

Address Line 2: Suite 1100

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

ATTORNEY DOCKET NUMBER:	205543-471843
NAME OF SUBMITTER:	Amy E. Carroll
Signature:	/amyecarroll/
Date:	02/21/2012

**Total Attachments: 5**

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT is made as of February 15, 2012, by and between Jerry Lee Radio, LLC, a Pennsylvania limited liability company (together with its successors and permitted assigns, the "Assignor"), and First Niagara Bank, N.A., with an office at 239 Van Rensselaer Street, Buffalo, NY 14210, as administrative agent for itself and the other Secured Parties (as that term is defined in the Credit Agreement referenced below) (together with its successors and assigns in such capacity, "Assignee") and is made pursuant to the Security Agreement dated as of February 15, 2012, by and among Assignee, Assignor, WEAZ-FM Radio, Inc., a Pennsylvania corporation (together with its successors and assigns in such capacity, the "Corporate Parent"), JL Radio Organization, LLC, a Delaware limited liability company ("Topco"), JL Radio Enterprises, LLC, a Delaware limited liability company ("Midco"), Jerry Lee, LLC, a Delaware limited liability company (together with its successors and assigns in such capacity, "Intermediate Holdco"), and those other grantors part thereto (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "Security Agreement").

WHEREAS, Assignor is the owner of certain trademarks, including pending applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, including those listed on Exhibit A hereto (the "Marks"); and

WHEREAS, Assignor, as Borrower, the Corporate Parent, Topco, Midco, Intermediate Holdco, Assignee, as Administrative Agent and a Lender, and certain other Lenders (as defined in the Credit Agreement) entered into that certain Credit Agreement dated as February 15, 2012 (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "Credit Agreement"), pursuant to which such Lenders and the other Secured Parties agreed to extend credit to the Assignor on the terms and conditions described therein; and


WHEREAS, one of the conditions to the extension of credit under the Credit Agreement is that payment of the Secured Obligations (as defined in the Credit Agreement) shall be secured by, among other things, a security interest in favor of the Assignee, for the benefit of the Secured Parties, in the Marks and all Proceeds (as defined in the Security Agreement) thereof and Assignor is willing to grant to the Assignee, for the benefit of the Secured Parties, a security interest in the Marks and all Proceeds thereof and all other related claims and rights as more fully described in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Secured Obligations, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and all Proceeds thereof and gives notice of such security interest and the existence of the Security Agreement providing therefor.

*[Signature Page Follows]*

Executed as of the date first above written.

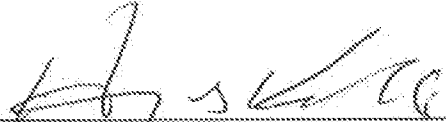
**JERRY LEE RADIO, LLC, Assignor**

By   
Name: Gerald D. Lee  
Title: President

*[Signature Page to Trademark Security Agreement]*

Assignee:

**FIRST NIAGARA BANK, NA.,** as Assignee, in  
its capacity as Administrative Agent

By: 

Name: Henry G. Kush, Jr.

Title: Vice President

*[Signature Page to Trademark Security Agreement]*

**EXHIBIT A**

**Marks**

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
	<i>All Actions Due (Original)</i>						
<b>B101</b>							
UNITED STATES	T04344US00	12/13/2011	85/493,973			PENDING	038,041
	6/13/2012	CONVENTION ENDS					
	6/13/2012	STATUS CHECK					
<b>B101 AND DESIGN</b>							
UNITED STATES	T02713US0	4/27/2000	76/038,545	11/13/2001	2,506,040	REGISTERED	38
<b>B-101 REWARDS</b>							
UNITED STATES	T02714US0	4/27/2000	76/038,546	6/10/2003	2,724,860	REGISTERED	38
	6/10/2013	AFFIDAVIT W/RENEWAL					
<b>BEEMAIL</b>							
UNITED STATES	T03339US0	11/21/2003	76/563,607	12/7/2004	2,908,052	REGISTERED	09
	12/7/2014	AFFIDAVIT W/RENEWAL					
<b>PHILADELPHIAS SOFT ROCK</b>							
UNITED STATES	T04029US00	10/20/2008	77/595,820	8/18/2009	3,668,707	REGISTERED	38
	8/18/2015	AFFIDAVIT OF USE					
	8/18/2019	AFFIDAVIT W/RENEWAL					
<b>PHILADELPHIA'S SOFT ROCK STATION</b>							
UNITED STATES	T04041US00	10/21/2008	77/597,098	8/18/2009	3,668,709	REGISTERED	38
	8/18/2015	AFFIDAVIT OF USE					
	8/18/2019	AFFIDAVIT W/RENEWAL					
<b>SONG TAGS</b>							
UNITED STATES	T03853US00	10/2/2007	77/294,177	6/3/2008	3,440,226	REGISTERED	038
	6/3/2014	AFFIDAVIT OF USE					
	6/3/2018	AFFIDAVIT W/RENEWAL					
<b>SONGS THAT ARE FUN TO SING ALONG WITH!</b>							
UNITED STATES	T03566US00	1/21/2005	76/629,085	1/31/2006	3,052,792	REGISTERED	38
	1/31/2016	AFFIDAVIT W/RENEWAL					
	1/31/2017	FILE SECTION 15					
<b>STRESS-FREE WORKDAY</b>							
UNITED STATES	T03494US0	6/15/2004	76/598,055	9/13/2005	2,993,924	REGISTERED	38
	9/13/2015	AFFIDAVIT W/RENEWAL					
	7/19/2016	FILE SECTION 15 AFF.					
<b>TODAYS SOFT ROCK</b>							
UNITED STATES	T04028US00	10/15/2008	77/593,063	6/16/2009	3,638,429	REGISTERED	38
	6/16/2015	AFFIDAVIT OF USE					
	6/16/2019	AFFIDAVIT W/RENEWAL					