

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Credit Suisse AG, Cayman Islands Branch		10/31/2012	Bank: SWITZERLAND
RECEIVING PARTY DATA			
Name:	NextMedia Operating, Inc.		
Street Address:	6312 S. Fiddler's Green Circle		
Internal Address:	#205E		
City:	Greenwood Village		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	CORPORATION: DELAWARE		
Name:	NextMedia Group, Inc.		
Street Address:	6312 S/ Fiddler's Green Circle		
Internal Address:	#205E		
City:	Greenwood Village		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2505853	NEXTMEDIA	
Registration Number:	2992434	WHBC	
Serial Number:	85047125	HIGH OCTANE SOCIAL SHOPPING	
Serial Number:	85047090	ROCKETGRAB	
CORRESPONDENCE DATA			

CH \$115.00 2505853

Fax Number: 9177777373

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

Phone: 212-735-3000

Email: andrew.patrick@skadden.com

Correspondent Name: Skadden Arps Slate Meagher & Flom

Address Line 1: Four Times Square

Address Line 2: Attn: Rebecca Rodal, Esq.

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

217730/2296

NAME OF SUBMITTER:

Rebecca Rodal

Signature:

/rebecca rodal/

Date:

11/01/2012

Total Attachments: 9

source=Credit Suisse Trademark Release New#page1.tif

source=Credit Suisse Trademark Release New#page2.tif

source=Credit Suisse Trademark Release New#page3.tif

source=Credit Suisse Trademark Release New#page4.tif

source=Credit Suisse Trademark Release New#page5.tif

source=Credit Suisse Trademark Release New#page6.tif

source=Credit Suisse Trademark Release New#page7.tif

source=Credit Suisse Trademark Release New#page8.tif

source=Credit Suisse Trademark Release New#page9.tif

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “**Release**”), dated as of October 31, 2012, is made by CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, with Credit Suisse AG being a Swiss Bank and joint stock corporation established under Swiss law, with offices located at Eleven Madison Avenue, New York, New York 10010, in its capacity as Collateral Agent (the “**Assignor**”), in favor of NEXTMEDIA OPERATING, INC., a Delaware corporation with offices located at 6312 S. Fiddler's Green Circle, #205E, Greenwood Village, CO 80111 and NEXTMEDIA GROUP, INC., a Delaware corporation located at 6312 S. Fiddler's Green Circle, #205E, Greenwood Village, CO 80111 (together, the “**Assignees**”).

WITNESSETH:

WHEREAS, the Assignees and the Assignor are parties to (i) that certain Guarantee and Collateral Agreement, dated as of May 27, 2010 (the “**Guarantee and Collateral Agreement**”) and (ii) that certain Trademark Security Agreement, dated as of May 27, 2010 (the “**Trademark Security Agreement**”);

WHEREAS, pursuant to the Trademark Security Agreement, the Assignees assigned, pledged and granted to the Assignor, its successors and assigns, for the ratable benefit of the Secured Parties, a security interest in all right, title or interest in or to any and all of the following assets and properties now owned or at any time thereafter acquired by Assignees or in which Assignees have or at any time in the future may acquire any right, title or interest (collectively, the “**Trademark Collateral**”):

- (a) trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office (or any successor office) or any similar offices in any State of the United States or any other country or any political subdivision thereof; and all extensions or renewals thereof, including those listed on Schedule I attached hereto;
- (b) all goodwill associated therewith or symbolized thereby;
- (c) all other assets, rights, and interests that uniquely reflect or embody such goodwill, but excluding in all cases any intent-to-use United States trademark application for which an amendment to allege use or statement of use has not been filed under 15 U.S.C. § 1051(c) or 15 U.S.C. §1501(d), respectively, or, if filed, has not been deemed in conformance with 15 U.S.C. §1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office ((a), (b) and (c) collectively, the “**Trademarks**”);

- (d) the right to sue or otherwise recover for any and all past, present and future infringements and dilutions thereof;
- (e) all income, royalties, damages and other payments now and hereafter due and/or payable with respect thereto (including payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements and dilutions thereof); and
- (f) all other rights of any kind whatsoever accruing thereunder or pertaining thereto, together in each case with the goodwill of the business connected with the use of, and symbolized by, each of the Trademarks and all other similar assets, rights and interests that uniquely reflect or embody such goodwill.

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on May 27, 2010 at Reel/Frame No. 4214/0299; and

WHEREAS, the Assignees desire that the Assignor terminate and release its lien on and security interest in and to all right, title and interest in, to and under all of the Trademark Collateral.

NOW THEREFORE, in consideration of the premises, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor agrees as follows:

SECTION 1. Defined Terms. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Trademark Security Agreement.

SECTION 2. Termination and Release. The Assignor hereby terminates, releases and discharges fully, without representation, warranty or recourse of any kind, its lien on and security interest in and to all right, title and interest in, to and under the Trademark Collateral, including the Trademarks listed on Schedule I attached hereto, and reassigns and transfers to the Assignees all right, title and interest that the Assignor may have in the Trademark Collateral.

SECTION 3. Recordation. The Assignor hereby authorizes the Assignees, or the Assignees' authorized representative, to record this Release with the United States Patent and Trademark Office.

SECTION 4. Further Assurances. The Assignor hereby agrees to duly execute and deliver to the Assignees any further documents and to do such other acts that the Assignees (or their respective agents or designees) reasonably request, at the Assignees' sole cost and expense, in order to confirm this Release and the Assignees' right, title and interest in the Trademark Collateral.

SECTION 5. Governing Law. THIS RELEASE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS RELEASE SHALL BE GOVERNED BY,

AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE
STATE OF NEW YORK.

[Signature Page Follows]


IN WITNESS WHEREOF, the Assignor has caused this Release to be executed and delivered by its duly authorized officer as of the date first set forth above.

CREDIT SUISSE AG, CAYMAN
ISLANDS BRANCH, as Assignor

By: 

Name: Doreen Barr

Title: Director

By: 

Name: KARL STUDER

Title: DIRECTOR

TRADEMARK

SCHEDULE I
to
RELEASE OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

I. Registered Trademarks and Trademark Applications in the Name of NextMedia

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
US	NEXTMEDIA	2,505,853	11/13/2001	NEXTMEDIA OPERATING, INC.	Registered
US	WHBC	2,992,434	9/6/2005	NEXTMEDIA OPERATING, INC.	Registered
US	HIGH OCTANE SOCIAL SHOPPING	(85047125)	(5/25/2010)	NEXTMEDIA OPERATING, INC.	Pending.
US	ROCKETGRAB	(85047090)	(5/25/2010)	NEXTMEDIA OPERATING, INC.	Pending.
US State – California	THE KBAY BREAK ROOM	64,932	9/18/2008	NEXT MEDIA OPERATING, INC. d/b/a KBAY FM KEER FM <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered
US State – California	TODAY'S BEST MIX	52,266	10/14/1999	NEXTMEDIA OPERATING, INC.	Registered
US State - Illinois	Y103.9 –THE GREATEST HITS OF ALL TIME and Design	96,474	8/25/2006	NEXTMEDIA OPERATING INC.	Registered
US State - Illinois	STAR 96.7 YOUR MUSIC VARIETY and Design	96,384	2/1/2004	NEXTMEDIA OPERATING, INC.	Registered
US State – Illinois	1340 WJOL WILL COUNTY'S NEWS-TALK-SPORTS and Design	100,283	5/4/2009	NEXT MEDIA GROUP, LLC <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/19/2010.	Registered
US State – Illinois	100.7 RXQ THE SOUTHLAND'S CLASSIC ROCK and Design	90,187	2/24/2003	NEXTMEDIA GROUP, LLC <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/19/2010.	Registered

[Schedule I to Release of Security Interest in Trademarks]

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
US State – Illinois	95.9 THE RIVER – ROCK N ROLL FAVORITES FOR THE BURBS and Design	96,500	9/5/2006	NEXTMEDIA OPERATING, INC.	Registered
US State – Illinois	98.3 WCCQ YOUR HOMETOWN COUNTRY STATION and Design	96,383	8/10/2006	NEXTMEDIA OPERATING, INC.	Registered
US State – Illinois	THE BEST VARIETY OF THE 80'S 90'S AND TODAY	87,784	9/11/2001	NEXT MEDIA GROUP OPERATING, INC. <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/21/2010.	Renewed
US State – Illinois	ROCK N ROLL FAVORITES FOR THE BURBS	87,749		NEXT MEDIA <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/21/2010.	Renewed
US State - Michigan	THE MOOSE	M05,112	11/4/2003	NEXTMEDIA GROUP <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered
US State – Michigan	MOOSE COUNTRY	M05,110	11/4/2003	NEXTMEDIA GROUP <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered
US State – Michigan	LISTEN TO THE MRS.	M05,094	10/6/2003	WSGW 1990 AM RADIO, NEXTMEDIA GROUP <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered
US State – Michigan	NEWSRADIO	M05,419	6/30/2004	WSGW RADIO <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered
US State – North Carolina	THE COAST 105.1 AMERICA'S BEST MUSIC and Design	19,117	9/14/2006	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	HOT TALK WRNN 99.5 Stylized Letters	N/A	1/25/2002	NEXTMEDIA OPERATING, INC.	Registered

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
US State – South Carolina	SPORTS RADIO 1450 Stylized Letters	N/A	1/25/2002	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	STAR 92.1 SOFT ROCK FAVORITES and Design	N/A	1/25/2002	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	STAR 92.1 Stylized Letters	N/A	1/25/2002	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	STAR 92.1 YOUR MUSIC... YOUR VARIETY and Design	N/A	3/5/2007	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	WAVE 104.1 CLASSIC ROCK	N/A	1/25/2002	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	WAVE 104.1 Stylized Letters	N/A	1/25/2002	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	WKZQ 101.7 Stylized Letters	N/A	1/25/2002	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	WKZQ ROCK RADIO 101.7 Stylized Letters	N/A	1/25/2002	NEXTMEDIA OPERATING, INC.	Registered
US State – South Carolina	WKZQ NEW ROCK 101.7	N/A	2/8/2007	NEXTMEDIA OPERATING, INC.	Registered
US State – Texas	93.1 KMKT KATY COUNTRY Stylized Letters	800,058,224	2/22/2002	NEXTMEDIA OPERATING GROUP, INC. <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered
US State – Texas	97.5 K-LAKE FM and Design	800,058,261	2/22/2002	NEXTMEDIA OPERATING GROUP, INC. <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
US State – Texas	97.5 K-LAKE FM, YOUR HOME FOR TODAY'S HITS AND YESTERDAY' FAVORITES	800,058,226	2/22/2002	NEXTMEDIA OPERATING GROUP, INC. <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered
US State – Texas	PLAYING THE BEST OF THE NEW AND GOLD IT'S YOUR KIND OF COUNTRY 93.1 KMKT	800,058,265	2/22/2002	NEXTMEDIA OPERATING GROUP, INC. <u>Note:</u> Request to correct registrant's name to NextMedia Operating, Inc. sent on 5/18/2010.	Registered
US State – Wisconsin	THE ROCK STATION	N/A	5/12/2004	NEXTMEDIA OPERATING, INC.	Registered
US State – Wisconsin	THEE ROCK STATION	N/A	5/12/2004	NEXTMEDIA OPERATING, INC.	Registered
US State – Wisconsin	KENOSHA'S RADIO STATION GOOD TIME ROCK N ROLL AM 1050 WLIP and Design	N/A	8/3/2005	NEXTMEDIA OPERATING, INC.	Registered
US State – Wisconsin	95 WIIL ROCK	N/A	2/27/2002	NEXT MEDIA	Registered
US State – Wisconsin	AM 1050 WLIP	N/A	2/27/2002	NEXT MEDIA	Registered
US State – Wisconsin	AXES FOR XMAS	N/A	12/15/2004	NEXT MEDIA OPERATING, INC.	Registered
US State – Wisconsin	TWELVE GUITARS OF CHRISTMAS	N/A	12/8/2004	NEXT MEDIA OPERATING, INC. (A Wisconsin Corporation)	Registered
US State – Wisconsin	WHERE THE SUPERSTARS PLAY	N/A	10/29/2003	NEXT MEDIA OPERATING, INC.	Registered
US State – Wisconsin	EXTREME COUNTRY	N/A	10/29/2003	NEXT MEDIA OPERATING, INC.	Registered
US State – Wisconsin	EXTREME COUNTRY 104.7	N/A	2/27/2002	NEXT MEDIA	Registered

II. Expired Trademarks in which NextMedia has Common Law Rights

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
US State - Illinois	102.3 WXLG	92,007	3/23/2004	NEXTMEDIA OPERATING, INC.	Expired, but still used by NextMedia
US State - Illinois	1220 WKRS	92,006	3/23/2004	NEXTMEDIA OPERATING, INC.	Expired, but still used by NextMedia
US State - Illinois	THE VOICE OF LAKE COUNTY	92,005	3/23/2004	NEXTMEDIA OPERATING, INC.	Expired, but still used by NextMedia
US State – Illinois	STAR 105.5	90,895	7/31/2003	NEXTMEDIA OPERATING, INC.	Expired, but still used by NextMedia