

## 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
Greater Media, Inc.		02/26/2013	CORPORATION: DELAWARE
Greater Boston Radio, Inc.		02/26/2013	CORPORATION: DELAWARE
Charles River Broadcasting Company		02/26/2013	CORPORATION: MASSACHUSETTS
Greater Media Radio, Inc.		02/26/2013	CORPORATION: DELAWARE
Greater Philadelphia Radio, Inc.		02/26/2013	CORPORATION: DELAWARE
The Sentinel Publishing Co.		02/26/2013	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	RBS Citizen, N.A. as Administrative Agent		
Street Address:	28 State Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02109		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 38			
Property Type	Number	Word Mark	
Registration Number:	4213236	WRAT	
Registration Number:	4192926	BOSTON TALKS	
Registration Number:	4186598	WJRZ	
Registration Number:	4186597	WBOS	
Registration Number:	4186596	WBT	
Registration Number:	4186592	WDHA	
Registration Number:	4018918	GOTTS	
Registration Number:	3244882	G	
Registration Number:	3480400	WRIF	

CH \$965.00 4213236

Registration Number:	3480398	WMMR
Registration Number:	3439987	GREATER MEDIA
Registration Number:	3439986	GREATER MEDIA, INC.
Registration Number:	3435413	GREATER MEDIA, INC.
Registration Number:	3430915	GREATER MEDIA
Registration Number:	2634013	JERSEY JAM
Registration Number:	3182288	BEN FM
Registration Number:	2611856	EXCEPTIONAL WOMEN
Registration Number:	2796742	MILE OF MEET
Registration Number:	2254106	THE LINK
Registration Number:	1610130	WCSX
Registration Number:	1542928	MAGIC MUSIC
Registration Number:	2524613	BIG SCREEN WEATHER
Registration Number:	2491913	WRAT 95.9 RATFEST
Registration Number:	2130765	WRAT 95.9 THE RAT ROCKS!
Registration Number:	2149314	THE RAT ROCKS
Registration Number:	1375105	WMGQ
Registration Number:	1375099	WCTC
Registration Number:	2065213	THE ROCK OF NEW JERSEY
Registration Number:	2046844	JERSEY'S ROCK RADIO
Registration Number:	2135752	WROR
Registration Number:	1378464	WMJX
Registration Number:	2733149	WOMEN WHO MAKE MAGIC
Registration Number:	1375104	WPEN
Registration Number:	1376313	WMGK
Registration Number:	2730925	CLASSICAL CARTOON FESTIVAL
Registration Number:	1651072	ARTSMART
Registration Number:	1374235	WCRB
Serial Number:	85742349	FEEL GOOD FRIDAY

**CORRESPONDENCE DATA**

Fax Number: 2127557306

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

Phone: (212) 326-3939

Email: NYTEF@JONESDAY.COM

**TRADEMARK**  
**REEL: 004971 FRAME: 0522**

Correspondent Name: Elizabeth C. Pendergast, Esq.  
Address Line 1: 222 East 41st Street  
Address Line 2: Jones Day  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	435285-610072
NAME OF SUBMITTER:	Elizabeth C. Pendergast
Signature:	/Elizabeth C. Pendergast/
Date:	02/27/2013

Total Attachments: 11  
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NOTICE AND CONFIRMATION OF GRANT OF  
SECURITY INTEREST IN TRADEMARKS

NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS dated as of February 26, 2013 ("Agreement"), among GREATER MEDIA, INC., a Delaware corporation (the "Borrower"), GREATER BOSTON RADIO, INC., a Delaware corporation ("Boston Radio"), CHARLES RIVER BROADCASTING COMPANY, a Massachusetts corporation ("Charles River"), GREATER MEDIA RADIO, INC., a Delaware corporation ("GM Radio"), GREATER PHILADELPHIA RADIO, INC., a Delaware corporation ("Greater Philadelphia"), THE SENTINEL PUBLISHING CO., a New Jersey corporation ("Sentinel"), and together with the Borrower, Boston Radio, Charles River, GM Radio, Greater Philadelphia, Sentinel and their respective successors and assigns, the "Grantors" and each, individually, a "Grantor", and RBS CITIZENS, N.A., as administrative agent (together with its successors and assigns in such capacity, the "Administrative Agent"), for the benefit of the Secured Creditors (as defined in the Security Agreement referred to below):

RECITALS:

(1) This Agreement is made pursuant to the Credit Agreement, dated as of February 26, 2013 (as amended, restated or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, the lenders party thereto (the "Lenders"), and the Administrative Agent.

(2) In connection with the Credit Agreement, the Grantors are parties to a Pledge and Security Agreement, dated as of February 26, 2013 (as amended, restated or otherwise modified from time to time, the "Security Agreement"), among the Grantors, the other grantors named therein and the Administrative Agent, pursuant to which the Grantors have granted to the Administrative Agent, for the benefit of the Secured Creditors, a continuing security interest in, assignment of and lien on substantially all of its assets, whether now owned or existing or hereafter acquired or arising.

NOW, THEREFORE, in consideration of the foregoing, the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors hereby covenant and agree with the Administrative Agent and the other Secured Creditors as follows:

Section 1. Defined Terms. Terms used herein without definition shall have the respective meanings ascribed thereto in the Security Agreement.

Section 2. Confirmation of Grant of Security Interest. As security for the prompt payment and performance of the Secured Obligations, each Grantor hereby confirms that, pursuant to the Security Agreement, it granted to the Administrative Agent, for the benefit of the Secured Creditors, a continuing security interest in all right, title and interest of each Grantor in and to the following, whether now existing or hereafter acquired and wherever located:

(i) all trademarks, trade names and service marks registered with the United States Patent and Trademark Office (including, without limitation, those listed on Schedule A to this Agreement);

(ii) all registrations and right to renewals of such Trademarks;

(iii) all good will of the business of such Grantor symbolized by such Trademarks;  
and

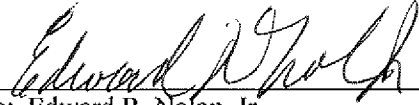
(iv) all proceeds of any and all of the foregoing.

Section 3. Reference to Separate Security Agreement. This Agreement has been entered into by the Grantors and the Administrative Agent for recording purposes only as contemplated by the Security Agreement. In the event of any inconsistency between any of the terms or provisions hereof and the terms and provisions of such Security Agreement, the terms and provisions of such Security Agreement shall govern.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

GREATER MEDIA, INC.


By:   
Name: Edward R. Nolan, Jr.  
Title: Vice President and Treasurer

*Signature Page to Notice of Confirmation of Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 004971 FRAME: 0526**

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

THE SENTINEL PUBLISHING CO.

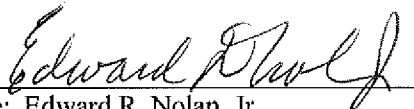
By:   
Name: Edward R. Nolan, Jr.  
Title: Treasurer

*Signature Page to Notice of Confirmation of Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 004971 FRAME: 0527**

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

GREATER BOSTON RADIO, INC.

By: 

Name: Edward R. Nolan, Jr.

Title: Treasurer

*Signature Page to Notice of Confirmation of Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 004971 FRAME: 0528**



IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

GREATER MEDIA RADIO, INC.

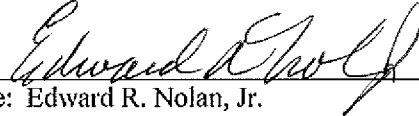
By: Edward R. Nolan, Jr.  
Name: Edward R. Nolan, Jr.  
Title: Treasurer

*Signature Page to Notice of Confirmation of Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 004971 FRAME: 0529**

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

GREATER PHILADELPHIA RADIO, INC.

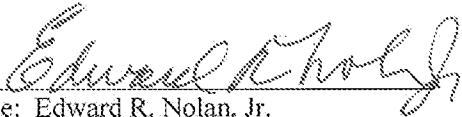
By:   
Name: Edward R. Nolan, Jr.  
Title: Treasurer

*Signature Page to Notice of Confirmation of Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 004971 FRAME: 0530**

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

CHARLES RIVER BROADCASTING COMPANY.

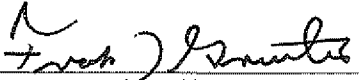
By:   
Name: Edward R. Nolan, Jr.  
Title: Treasurer

*Signature Page to Notice of Confirmation of Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 004971 FRAME: 0531**

Accepted and acknowledged by:

RBS CITIZENS, N.A.,  
as Administrative Agent

By:   
Name: Frank Grueter  
Title: Senior Vice President

*Signature Page to Notice of Confirmation of Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 004971 FRAME: 0532**

Schedule A  
to Notice and Confirmation of Grant of  
Security Interest in Trademarks

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
Greater Media, Inc.	4213236	WRAT (and design)
Greater Media, Inc.	4192926	BOSTON TALKS (and design)
Greater Media, Inc.	4186598	WJRZ (and design)
Greater Media, Inc.	4186597	WBOS (and design)
Greater Media, Inc.	4186596	WBT (and design)
Greater Media, Inc.	4186592	WDHA (and design)
Greater Media, Inc.	4018918	GOTTS (and design)
Greater Media, Inc.	3244882	G (and design)
Greater Media, Inc.	3480400	WRIF (and design)
Greater Media, Inc.	3480398	WMMR (and design)
Greater Media, Inc.	3439987	GREATER MEDIA (and design)
Greater Media, Inc.	3439986	GREATER MEDIA, INC. (and design)
Greater Media, Inc.	3435413	GREATER MEDIA, INC. (and design)
Greater Media, Inc.	3430915	GREATER MEDIA (and design)
Greater Media, Inc.	2634013	JERSEY JAM
Greater Media, Inc.	3182288	BEN FM (and design)
Greater Media, Inc.	2611856	EXCEPTIONAL WOMEN
Greater Media, Inc.	2796742	MILE OF MEET
Greater Media, Inc.	2254106	THE LINK
Greater Media, Inc.	1610130	WCSX
Greater Media, Inc.	1542928	MAGIC MUSIC
The Sentinel Publishing Co.	2524613	BIG SCREEN WEATHER
The Sentinel Publishing Co.	2491913	WRAT 95.9 RATFEST
The Sentinel Publishing Co.	2130765	WRAT 95.9 THE RAT ROCKS (design)
The Sentinel Publishing Co.	2149314	THE RAT ROCKS
The Sentinel Publishing Co.	1375105	WMGQ
The Sentinel Publishing Co.	1375099	WCTC

OWNER	REGISTRATION NUMBER	TRADEMARK
The Sentinel Publishing Co.	2065213	THE ROCK OF NEW JERSEY
The Sentinel Publishing Co.	2046844	JERSEY'S ROCK RADIO
Greater Boston Radio, Inc.	2135752	WROR
Greater Boston Radio, Inc.	1378464	WMJX
Greater Media Radio, Inc.	2733149	WOMEN WHO MAKE MAGIC
Greater Philadelphia Radio, Inc.	1375104	WPEN
Greater Philadelphia Radio, Inc.	1376313	WMGK
Charles River Broadcasting Company	2730925	CLASSICAL CARTOON FESTIVAL
Charles River Broadcasting Company	1651072	ARTSMART
Charles River Broadcasting Company	1374235	WRCB

Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
Greater Media, Inc.	85742349	FEEL GOOD FRIDAY (and design)

Licenses:

None.