

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks recorded at Reel 002007/Frame 0904

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Bank of New York Mellon, as Administrative Agent (formerly The Bank of New York)		12/01/2009	Banking Corporation: NEW YORK

RECEIVING PARTY DATA	
Name:	OnePlace, LLC (formerly OnePlace, Ltd.)
Street Address:	4880 Santa Rosa Road
City:	Camarillo
State/Country:	CALIFORNIA
Postal Code:	93012
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2091253	ONE PLACE
Registration Number:	2296512	GUARDIANET

CORRESPONDENCE DATA	
Fax Number:	9494754754
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	949-451-3800
Email:	skann@gibsondunn.com
Correspondent Name:	Stephanie S. Kann, Senior Paralegal
Address Line 1:	3161 Michelson Drive
Address Line 2:	Gibson, Dunn & Crutcher LLP
Address Line 4:	Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	80253-00076
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NAME OF SUBMITTER:	Stephanie S. Kann
Signature:	/stephanie s. kann/
Date:	03/13/2013
Total Attachments: 6 source=SalemTermination(2)#page1.tif source=SalemTermination(2)#page2.tif source=SalemTermination(2)#page3.tif source=SalemTermination(2)#page4.tif source=SalemTermination(2)#page5.tif source=SalemTermination(2)#page6.tif	

TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS

TERMINATION AND RELEASE, dated as of December 1, 2009, from THE BANK OF NEW YORK MELLON, as Administrative Agent, to Salem Communications Holding Corporation (the "Borrower"), Salem Communications Corporation (the "Parent"), CCM Communications, Inc., Caron Broadcasting, Inc., Common Ground Broadcasting, Inc., New Inspiration Broadcasting Company, Inc., OnePlace, LLC, Salem Media of Illinois, LLC, and Salem Radio Network, Inc. (the "Subsidiary Pledgors"); and the Subsidiary Guarantors, together with the Borrower and the Parent, the "Pledgors").

WITNESSETH:

WHEREAS, The Bank of New York Mellon (formerly The Bank of New York) is the Administrative Agent (in such capacity, the "Administrative Agent") under the Fifth Amended and Restated Credit Agreement, dated as of September 25, 2003 (as amended, the "Credit Agreement"), among the Borrower, the Parent, the lenders party thereto and the Administrative Agent;

WHEREAS, in order to secure its obligations under the Fifth Amended and Restated Credit Agreement, the Pledgors entered into the Amended and Restated Security Agreement, dated as of September 25, 2003, among the Borrower, the Parent, the Subsidiary Guarantors (including the Subsidiary Pledgors) party thereto and the Administrative Agent (as amended, the "Security Agreement");

WHEREAS, pursuant to the Amended and Restated Security Agreement, a security interest (the "Security Interest") in certain Collateral (as hereinafter defined) was granted by the Pledgors to the Administrative Agent, which Security Interest was recorded in the Trademark Division of the United States Patent & Trademark Office (the "USPTO") at the reels and frames as set forth on Schedule A; and

WHEREAS, the Administrative Agent now desires to terminate and release the entirety of its Security Interest in the Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Administrative Agent hereby agrees as follows:

I. Collateral. The term "Collateral," as used herein, shall mean all of the Pledgor's right, title and interest of every kind and nature in and to the United States trademarks and service marks set forth on Schedule A attached hereto, which trademarks are filed and/or registered in the USPTO (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof.

2. Release. The Administrative Agent hereby terminates and releases in its entirety the Security Interest in the Collateral.

3. Recordation. The Administrative Agent hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to record this release of the Security Interest in the Collateral.

4. Further Assurance. The Administrative Agent hereby agrees, at the sole expense of the Pledgor, to execute, acknowledge, procure and deliver any further documents, including, but not limited to, those documents necessary under Article 9 of the Uniform Commercial Code or other applicable law, and to do such other acts as may be reasonably necessary to effect the release of the Security Interest in the Collateral contemplated hereby.

5. Modification. This Termination and Release may not be modified, nor may any provision hereof be waived, orally or in any manner other than by an agreement in writing signed by the parties hereto or their respective successors and assigns.

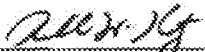
[Signature Page Follows]

THE BANK OF NEW YORK MELLON, as
Administrative Agent

By: 
Name: Ronald R. Reedy
Title: Managing Director

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

On this 30th day of November, 2009, before me personally appeared Ronald R. Reedy to me known who, being by me duly sworn, did depose and say that he is a Managing Director of THE BANK OF NEW YORK MELLON, the corporation described herein and which executed the foregoing instrument, and that he signed his name thereto pursuant to the authority granted by such corporation.


Notary Public

RICHARD W. SATZ
Notary Public, State of New York
No. 02KA4708883
Qualified in New York County
Term Expires 10-31-12

SCHEDULE A

<u>Trademarks</u>	<u>Reg. No.</u>	<u>Reel/Frame</u>	<u>Reg. Date</u>
CCM Communications, Inc.			
CHRISTIAN RESEARCH REPORT	2,569,291	002836/0165	5/14/02
NEWMUSIC	2,570,854	002836/0165	5/21/02
CCM	2,655,365	002836/0165	12/3/02
CCM RADIO (words only)	Registered in TN		4/16/96
CCM RADIO (words and logo)	Registered in TN		4/16/96
CCM COMMUNICATIONS (and design)	Registered in TN		4/16/96
CCM RADIO MAGAZINE (words and logo)	Registered in TN		4/16/96
CCM RADIO MAGAZINE (words only)	Registered in TN		4/16/96
CCM CONTEMPORARY CHRISTIAN MUSIC	Registered in TN		4/16/96
THE CCM UPDATE (words only)	Registered in TN		4/16/96
THE CCM UPDATE (words and logo)	Registered in TN		4/16/96
CCM ONLINE	Registered in TN		4/16/96
Caron Broadcasting, Inc.			
CROSSWALK (Class 35)	2,527,874	002834/0744	1/8/02
CROSSWALK.COM (Class 35)	2,527,886	002834/0744	1/8/02
CROSSWALK (Class 41)	1,293,383	002834/0744	9/4/84
CROSSWALK (Class 42)	2,531,159	002834/0744	1/22/02
CROSSWALK (Class 41)	2,463,313	002834/0744	6/26/01

Termination and Release of Security Interest in Trademarks

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TRADEMARK
REEL: 004981 FRAME: 0314

<u>Trademarks</u>	<u>Reg. No.</u>	<u>Reel/Frame</u>	<u>Reg. Date</u>
CROSSWALK (Class 16)	2,802,602	002834/0744	1/6/04
CROSSWALK (Class 36)	2,750,649	002834/0744	8/12/03
CROSSWALK (Class 41)	2,805,120	002834/0744	1/13/04
CROSSWALK (Classes 38,42)	2,805,119	002834/0744	1/13/04
CROSSWALK.COM (Classes 38, 42)	2,736,979	002834/0744	7/15/03
CHRISTIAN COMMUNITY NETWORK (Class 42)	2,202,356	002834/0744	11/3/98
SCA License Corporation			
THE PATRIOT (words and logo)	32,371 (Minnesota State Reg)		4/23/02
New Inspiration Broadcasting Company, Inc.			
THE FISH (blockletter)	2,569,476	002836/0001	5/14/02
The Fish 95.9 fm (logo)	2,616,697	002836/0001	9/10/02
OnePlace, LLC (formerly LTD.)			
ONEPLACE	2,091,253	2007/0904	8/26/97
GUARDIANET	2,296,512	2007/0904	11/30/99
Salem Communications Holding Corporation			
CELEBRATE FAMILY	76/358,898	002835/0360	
THE WORD IN PRAISE	2,821,633	002835/0360	3/9/04
CELEBRATE FREEDOM	3,382,286	002835/0360	2/12/08
SMARTTALK	76/365,630	002835/0360	
FISHFEST	2,948,742	002835/0360	5/10/05
SAFE FOR THE WHOLE FAMILY	3,037,051	002835/0360	1/3/06
BEYOND THE NEWS	2,880,004	002835/0360	8/31/04
THE TORCH	76/368,776	002835/0360	
FAMILYTALK	2,900,220	002835/0360	11/2/04

Termination and Release of Security Interest in Trademarks

1529156.3C0377800118203

TRADEMARK
REEL: 004981 FRAME: 0315

<u>Trademarks</u>	<u>Reg. No.</u>	<u>Reel/Frame</u>	<u>Reg. Date</u>
THE CHRISTIAN WALK	78/154,082	002835/0360	
SALEM COMMUNICATIONS CORPORATION	1,996,372	1649/0821 1913/0367 2155/0373	8/27/96
S	1,940,452	1649/0821 1913/0367 2155/0373	12/12/95
Salem Communications Corporation			
Stylized "S" logo	2,583,356	002836/0418	6/18/02
Salem Media of Illinois, LLC			
FISH FAMILY FEST	Registered in IL [89,172]		
FAMILY NAME GAME	Registered in IL [89,171]		
SAFE FOR THE WHOLE FAMILY	Registered in IL [89,108]		
Salem Radio Network, Inc.			
SALEM RADIO NETWORK	1,968,784	1649/0835 1895/0591	4/16/96
SRN	1,935,920	1649/0835 1895/0591	11/14/95
SRN	1,946,784	1649/0835 1895/0591	1/9/96
STARCOM DIGITAL NETWORK	75/591,690	1649/0835 1895/0591	

Termination and Release of Security Interest in Trademarks

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RECORDED: 03/13/2013

TRADEMARK
REEL: 004981 FRAME: 0316