

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM464476

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|---|-------------------------------|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Townsquare Media, LLC | | 07/25/2014 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Townsquare Media, Inc. | | |
| Street Address: | 240 Greenwich Avenue | | |
| City: | Greenwich | | |
| State/Country: | CONNECTICUT | | |
| Postal Code: | 06830 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 87492248 | TOWNSQUARE MEDIA | |
| Serial Number: | 87490948 | TOWNSQUARE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2145947795 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 6178756425 | | |
| Email: | rachel.saldana@saldana-ip.com | | |
| Correspondent Name: | Rachel Saldana | | |
| Address Line 1: | 2829 University Club Dr | | |
| Address Line 4: | Austin, TEXAS 78732-2020 | | |
| NAME OF SUBMITTER: | Rachel Saldana | | |
| SIGNATURE: | /Rachel Saldana/ | | |
| DATE SIGNED: | 03/06/2018 | | |
| Total Attachments: 3 | | | |
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OP \$65.00 87492248

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "TOWNSQUARE MEDIA, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "TOWNSQUARE MEDIA, LLC" TO "TOWNSQUARE MEDIA, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2014, AT 5 O'CLOCK P.M.

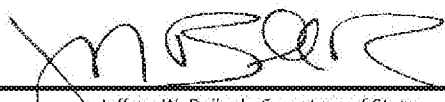
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1569456

DATE: 07-25-14

TRADEMARK
REEL: 006285 FRAME: 0183

CERTIFICATE OF CONVERSION TO CORPORATION
OF TOWNSQUARE MEDIA, LLC
TO
TOWNSQUARE MEDIA, INC.

This Certificate of Conversion to Corporation, dated as of July 25, 2014, is being duly executed and filed by Townsquare Media, LLC, a Delaware limited liability company (the "LLC"), to convert the LLC to Townsquare Media, Inc., a Delaware corporation (the "Corporation"), under the Delaware Limited Liability Company Act (6 *Del. C.* § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 *Del. C.* § 101, et seq.).

1. The LLC was first formed on February 26, 2010. The LLC was first formed under the laws of the State of Delaware and was a limited liability company under the laws of the State of Delaware immediately prior to the filing of this Certificate of Conversion to Corporation.

2. The name and type of entity of the LLC immediately prior to filing this Certificate of Conversion to Corporation was Townsquare Media, LLC, a Delaware limited liability company.

3. The name of the Corporation as set forth in its certificate of incorporation filed in accordance with Section 265(b) of the General Corporation Law of the State of Delaware is Townsquare Media, Inc.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Corporation on the 25th day of July 2014.

TOWNSQUARE MEDIA, LLC

By: /s/ Stuart Rosenstein

Name: Stuart Rosenstein

Title: Executive Vice President, Chief Financial
Officer and Secretary