

07-14-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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100762885

document or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of Party(ies) conveying an interest:

NATIONSBANK, N.A., as Agent
901 Main Street, 64th Floor
Dallas, TX 74202

- Individual(s)
- Association-National Banking
- General Partnership
- Limited Partnership
- Corporation
- Other

2. Name and Address of Party(ies) receiving an interest:

RADIO ONE, INC.
5900 Princess Garden Parkway, 8th Floor
Lanham, MD 20706

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other
- Citizenship

3. Interest Conveyed:

- Assignment
- Change of Name
- Security Agreement
- Merger
- Other - Release of Security Interest

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: June 30, 1998

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,862,851; 1,864,029; 1,865,021; 1,893,355; 1,910,899; 1,915,547; 1,920,227; 1,946,654; 2,005,368; 2,009,022 and 2,100,581

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anna Conyers Kuhn, Esq.
Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 74201

6. Number of applications and registrations involved: 11

7. Amount of fee enclosed or authorized to be charged: \$290.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anna Conyers Kuhn
Name of Person Signing

Anna Conyers Kuhn
Signature

July, 1998
Date

Total number of pages including cover sheet

OMB No. 0651-0011 (exp.4/94)

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
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Washington, D.C. 20231

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01 FC:481

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250.00 DP

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TRADEMARK
REEL: 1752 FRAME: 0660

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Termination and Release of Security Interest in Trademarks (this "Termination") is entered into as of June 30, 1998, by and between RADIO ONE, INC., a Delaware corporation and successor by merger to Radio One, Inc., a District of Columbia corporation (the "Borrower"), and NATIONSBANK, N.A., a national banking association and successor by merger to NationsBank of Texas, N.A., as Agent (in such capacity, the "Agent") for the lenders from time to time parties to that certain Amended and Restated Credit Agreement dated effective as of May 19, 1997 (the "Credit Agreement").

WHEREAS, the Borrower and NationsBank of Texas, N.A., as Agent and as a lender, entered into the above-described Credit Agreement in amendment and restatement of that certain Amended and Restated Credit Agreement dated as of June 6, 1995:

WHEREAS, payment, performance and observance of all Obligations (as defined in the Credit Agreement) under the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement) are secured by the provisions of and the security interests granted under that certain Intellectual Property Security Agreement dated as of June 6, 1995, made by the Borrower's predecessor to the Agent's predecessor, whereby the Borrower's predecessor granted to the Agent's predecessor a security interest in, among other things, all of the Borrower's trademarks and trademark applications, including without limitation, the trademarks and trademark applications described in the Notice of Assignment of Security Interest in U.S. Trademarks which was recorded with the U.S. Patent and Trademark Office on July 20, 1995 at Reel 1377, Frame 0132;

WHEREAS, all such Obligations have been paid in full as of June 30, 1998, and the Credit Agreement and such other Loan Agreements have been terminated in connection therewith;

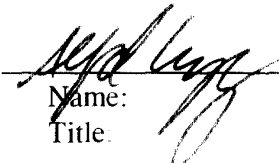
NOW, THEREFORE, in consideration of the premises, the provisions herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby acknowledge and agree as follows:

The Borrower and the Agent hereby acknowledge and agree that all security interests, obligations and responsibilities in all trademarks owned by the Borrower, including without limitation the trademarks described on Schedule 1 attached hereto, are hereby terminated and released in their entirety effective as of the date set forth above.

IN WITNESS WHEREOF, the parties have caused this Termination to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first above written.

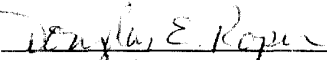
BORROWER:

RADIO ONE, INC.

By: 
Name:
Title:

AGENT:

NATIONSBANK, N.A.,
as Agent

By: 
Name: DOUGLAS E. ROPEK
Title: Senior Vice President

Schedule 1

Security Interest Release

Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Class</u>	<u>Services</u>	<u>Reg. Date</u>	<u>Country</u>
THE MORNING POSSE	1,862,851	41	Entertainment in the nature of a radio program consisting of current musical hits	11/15/94	USA
WEEKDAY WORKFORCE	1,864,029	41	Entertainment in the nature of a radio program consisting of current musical hits	11/22/94	USA
Q MIX	1,865,021	41	Entertainment in the nature of a radio program consisting of current musical hits	11/29/94	USA
MAJIC PAYROLL	1,893,355	38	Entertainment in the nature of a radio program consisting of current musical hits	05/09/95	USA
THE STATION THAT PLAYS THE PHAT JAMS	1,910,899	38	Radio Broadcasting Services	08/08/95	USA
COUNT THE JAMS SWEEPSTAKES	2,005,368	41	Entertainment in the nature of a radio program consisting of contests among listeners	10/01/96	USA

AFTERNOON TRAFFIC JAM	2,100,581	41	Entertainment in the nature of a radio program consisting of traffic conditions for the commuting listeners	09/30/97	USA
92Q PLAYS THE MOST MUSIC	1,920,227	38	Radio Broadcasting Services	09/19/95	USA
1994 GOSPEL FESTIVAL & Design	1,915,547	41	Entertainment exhibitions in the field of choir performances and competition	08/29/95	USA
STONE SOUL PICNIC	1,946,654	41	Educational event to present the diverse and unique aspects of African American culture featuring musical performances	10/15/96	USA
THE PEOPLE'S EXPO	2,009,022	41	Educational and entertainment services, namely organizing and conducting expositions and festivals promoting education, health, wellness, and cultural diversity	10/15/96	USA