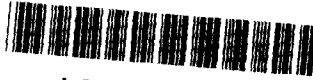


RECORDATION  
TRADE

09-26-2000

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks

Attachments or copy thereof.

1. Name of conveying party(ies):

Michigan Media, Inc.

9-15-00

- Individual(s)
- General Partnership
- Corporation-State Michigan
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: June 28, 2000

2. Name and address of receiving party(ies)

Name: Citadel Broadcasting Company

City Center West  
Internal Address: 7201 West Lake Mead Blvd.

Street Address: Suite 400

City: Las Vegas State: NV ZIP: 89128

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Nevada
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,034,404

Additional numbers attached?  Yes  No

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

Name: Diane R. Meyers

Internal Address:

Eckert Seamans Cherin & Mellott, LLC

Street Address: 600 Grant Street

44th Floor

City: Pittsburgh State: PA ZIP: 15219

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

09/25/2000 DNGUYEN 00000704 2034404

DO NOT USE THIS SPACE

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40.00 OP

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.

Diane R. Meyers

Name of Person Signing

Signature

September 11, 2000

Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002147 FRAME: 0588

Exhibit A

PLAN AND AGREEMENT OF MERGER

Of

Citadel Broadcasting Company,  
Bloomington Broadcasting Holdings, Inc.,  
Bloomington Broadcasting Corporation,  
Michigan Media, Inc.,  
Radio Chattanooga, Inc.,  
Radio South Carolina, Inc.,  
Tri-Cities Radio Corp.  
and  
Twin Cities Broadcasting Corp.

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is made and entered into as of the 28<sup>th</sup> day of June, 2000, by and among Citadel Broadcasting Company, a Nevada corporation ("Citadel"), Bloomington Broadcasting Holdings, Inc., a Delaware corporation ("BBH"), Bloomington Broadcasting Corporation, a Delaware corporation ("BBC"), Michigan Media, Inc., a Michigan corporation ("MMI"), Radio Chattanooga, Inc., a Tennessee corporation ("RCI"), Radio South Carolina, Inc., a South Carolina corporation ("RSC"), Tri-Cities Radio Corp., a Tennessee corporation ("TCR"), and Twin Cities Broadcasting Corp., an Illinois corporation ("TCB").

RECITALS:

- A. Citadel owns 100% of the outstanding shares of the capital stock of BBH.
- B. BBH owns 100% of the outstanding shares of the capital stock of BBC.
- C. BBC owns 100% of the outstanding shares of the capital stock of MMI, RCI, RSC, TCR and TCB.
- D. The parties hereto desire to effectuate the successive mergers as described below.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Merger. On the terms and subject to the conditions contained in this Agreement:

(a) MMI, RCI, RSC, TCR and TCB (collectively, the "BBC Subs") shall be merged with and into BBC and the separate corporate existence of MMI, RCI, RSC, TCR and TCB, respectively, shall thereupon cease at the time and on the date set forth in Section 3 below and BBC shall continue as the surviving entity (collectively, the "BBC Sub Mergers");

b) Immediately following the consummation of the BBC Sub Mergers, BBC shall be merged with and into BBH and the separate corporate existence of BBC shall thereupon cease at the time and on the date set forth in Section 3 below and BBH shall continue as the surviving entity (the "BBC/BBH Merger"); and

(c) Immediately following the consummation of the BBC/BBH Merger, BBH shall be merged with and into Citadel and the separate corporate existence of BBH shall thereupon cease at the time and on the date set forth in Section 3 below and Citadel shall continue as the surviving entity (the "BBH/Citadel Merger").

2. Capitalization.

(a) The authorized capital stock of BBH consists solely of 300,000 shares of common stock and 300,000 shares of preferred stock. All of the issued and outstanding shares of the common stock and the preferred stock of BBH are owned beneficially and of record by Citadel.

(b) The authorized capital stock of BBC consists solely of 1,000 shares of common stock. All of the issued and outstanding shares of the common stock of BBC are owned beneficially and of record by BBH.

(c) The authorized capital stock of RCI consists solely of 1,000 shares of common stock. All of the issued and outstanding shares of the common stock of RCI are owned beneficially and of record by BBC.

(d) The authorized capital stock of RSC consists solely of 1,000 shares of common stock. All of the issued and outstanding shares of the common stock of RSC are owned beneficially and of record by BBC.

(e) The authorized capital stock of MMI consists solely of 10,000 shares of common stock. All of the issued and outstanding shares of the common stock of MMI are owned beneficially and of record by BBC.

(f) The authorized capital stock of TCR consists solely of 1,000 shares of common stock. All of the issued and outstanding shares of the common stock of TCR are owned beneficially and of record by BBC.

(g) The authorized capital stock of TCB consists solely of 10,000 shares of common stock. All of the issued and outstanding shares of the common stock of TCB are owned beneficially and of record by BBC.

3. Articles of Merger/Certificate of Merger.

(a) In connection with the BBC Sub Mergers, the parties hereto shall cause:

(i) a Certificate of Merger of MMI into BBC, meeting the requirements of Michigan's Business Corporation Act, to be properly executed and filed in accordance therewith;

(ii) Articles of Merger of RSC into BBC, meeting the requirements of South Carolina's Business Corporation Act, to be properly executed and filed in accordance therewith;

(iii) Articles of Merger of RCI into BBC, meeting the requirements of Tennessee's Business Corporation Act, to be properly executed and filed in accordance therewith;

(iv) Articles of Merger of TCR into BBC, meeting the requirements of Tennessee's Business Corporation Act, to be properly executed and filed in accordance therewith;

(v) Articles of Merger of TCB into BBC, meeting the requirements of Illinois' Business Corporation Act, to be executed and filed in accordance therewith; and

(vi) a Certificate of Ownership and Merger of MMI, RCI, RSC, TCR and TCB into BBC, meeting the requirements of Delaware's General Corporation Law, to be properly executed and filed in accordance therewith.

The merger of each individual BBC Sub into BBC shall be effective for the respective BBC Sub at the time and on the date of the last to be filed of the Certificate of Merger or Articles of Merger, as the case may be, for the respective BBC Sub, and the Certificate of Ownership and Merger of MMI, RCI, RSC, TCR and TCB into BBC.

(b) In connection with the BBC/BBH Merger, BBC and BBH shall cause a Certificate of Ownership and Merger of BBC into BBH, meeting the requirements of Delaware's General Corporation Law, to be properly executed and filed in accordance therewith. The BBC/BBH Merger shall be effective at the time and on the date of filing of such Certificate of Ownership and Merger of BBC into BBH.

(c) In connection with the BBH/Citadel Merger, Citadel and BBH shall cause:

(i) a Certificate of Ownership and Merger of BBH into Citadel, meeting the requirements of Delaware's General Corporation Law, to be properly executed and filed in accordance therewith; and

(ii) Articles of Merger of BBH into Citadel, meeting the requirements of the General Corporation Law of the State of Nevada, to be properly executed and filed in accordance therewith.

The BBH/Citadel Merger shall be effective at the time and on the date of the last to be filed of the Articles of Merger of BBH into Citadel or the Certificate of Ownership and Merger of BBH into Citadel.

4. Articles/Certificate of Incorporation; Bylaws.

(a) With respect to the BBC Sub Mergers, the Certificate of Incorporation and the Bylaws of BBC in effect immediately prior to the consummation of the respective mergers shall be the Certificate of Incorporation and Bylaws of BBC, as the surviving entity, until thereafter amended as provided therein and under Delaware law.

(b) With respect to the BBC/BBH Merger, the Certificate of Incorporation and the Bylaws of BBH in effect immediately prior to the effective time of the BBC/BBH Merger shall be the Certificate of Incorporation and Bylaws of BBH, as the surviving entity, until thereafter amended as provided therein and under Delaware law.

(c) With respect to the BBH/Citadel Merger, the Articles of Incorporation and the Bylaws of Citadel in effect immediately prior to the effective time of the BBH/Citadel Merger shall be the Articles of Incorporation and Bylaws of Citadel, as the surviving entity, until thereafter amended as provided therein and under Nevada law.

5. Merger Consideration; Cancellation of Shares.

(a) Each share of the capital stock of MMI, RCI, RSC, TCR and TCB issued and outstanding immediately prior to effective time of the respective mergers into BBC, by virtue of the respective mergers, shall be cancelled and retired and the holder thereof shall thereafter cease to have any rights thereunder. No consideration shall be paid for any such shares.

(b) Each share of the capital stock of BBC issued and outstanding immediately prior to the effective time of the BBC/BBH Merger, by virtue of such

merger, shall be cancelled and retired and the holder thereof shall thereafter cease to have any rights thereunder. No consideration shall be paid for any such shares.

(c) Each share of the capital stock of BBH issued and outstanding, immediately prior to the effective time of the BBH/Citadel Merger, by virtue of such merger, shall be cancelled and retired and the holder thereof shall thereafter cease to have any rights thereunder. No consideration shall be paid for any such shares.

6. Rights and Liabilities of Surviving Corporation. At and after the effective time of the respective mergers described in Section 1 above all rights, privileges and powers of the constituents of the respective mergers and all property, real, personal and mixed, and all debts due to such constituents, as well as all other things and causes of action belonging to such constituents shall be vested in the respective surviving entity, and shall thereafter be the property of such surviving entity as if it were the party thereto; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the respective mergers; all debts, liabilities and duties of the respective parties hereto shall henceforth attach to the respective surviving entity, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

7. Further Necessary Acts. The board of directors and the proper officers of parties hereto are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the respective mergers herein provided for.

8. Termination. Notwithstanding the full approval and adoption of this Agreement, this Agreement may be terminated by any of the parties hereto at any time prior to the effective time of the respective mergers.

[Signatures appear on the following page]

IN WITNESS WHEREOF, this Agreement is hereby executed on behalf of each of the parties hereto as of the date first above written.

Citadel Broadcasting Company

By: Donna L. Heffner  
Donna L. Heffner, Vice President

Bloomington Broadcasting Holdings, Inc.

By: Donna L. Heffner  
Donna L. Heffner, President

Bloomington Broadcasting Corporation

By: Donna L. Heffner  
Donna L. Heffner, President

Michigan Media, Inc.

By: Donna L. Heffner  
Donna L. Heffner, President

Radio Chattanooga, Inc.

By: Donna L. Heffner  
Donna L. Heffner, President

Radio South Carolina, Inc.

By: Donna L. Heffner  
Donna L. Heffner, President

[Signatures continued on the following page]

[Signatures continued from the previous page]

Tri-Cities Radio Corp.

By: Donna L. Heffner  
Donna L. Heffner, President

Twin Cities Broadcasting Corp.

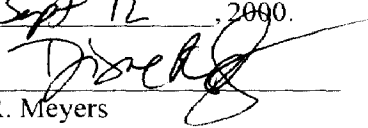
By: Donna L. Heffner  
Donna L. Heffner, President



I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

on Sept 12, 2000.

  
Diane R. Meyers

Sept 12 2000  
Date

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: CITADEL BROADCASTING COMPANY  
Mark: SUMMERSTOCK  
Registration No. 2,034,404  
Registration Date: January 28, 1997  
Attorney Docket No.: 032383-00392

TRANSMITTAL LETTER

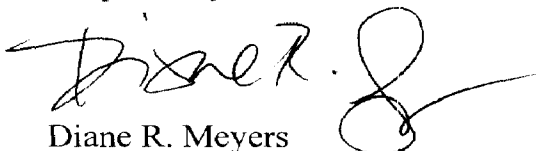
September 12, 2000

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

Sir:

The captioned mark was registered by Michigan Media, Inc. Michigan Media, Inc. has been merged into Citadel Broadcasting Company, as detailed in the attached "Plan and Agreement of Merger". Accordingly, I would ask that you please update the records for this mark to reflect that the owner is now Citadel Broadcasting Company.

Respectfully submitted,



Diane R. Meyers  
Registration No. 38,968  
Eckert Seamans Cherin & Mellott, LLC  
600 Grant Street, 44<sup>th</sup> Floor  
Pittsburgh, PA 15219  
Attorney for Applicant

(412) 566-2036