

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Palm Beach Broadcasting LLC		06/01/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Capital One, National Association, as Administrative Agent		
Street Address:	1001 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2426468	WIRK	
Registration Number:	2515184	WMBX	
Registration Number:	3379312	WPBZ	
Registration Number:	3211967	WPBZ	
Registration Number:	2377579	WEAT-FM	
CORRESPONDENCE DATA			
Fax Number:	6172274420		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	6172390746		
Email:	kouimet@edwardswildman.com		
Correspondent Name:	Kristine L. Ouimet, Senior Paralegal		
Address Line 1:	111 Huntington Avenue		
Address Line 2:	Edwards Wildman Palmer LLP		
Address Line 4:	Boston, MASSACHUSETTS 02199		

CH \$140.00 2426468

ATTORNEY DOCKET NUMBER:	310629.0003
NAME OF SUBMITTER:	Kristine L. Ouimet
Signature:	/Kristine L. Ouimet/
Date:	08/07/2012
Total Attachments: 5 source=Trademark Security Agreement#page1.tif source=Trademark Security Agreement#page2.tif source=Trademark Security Agreement#page3.tif source=Trademark Security Agreement#page4.tif source=Trademark Security Agreement#page5.tif	

TO BE RECORDED WITH U.S.  
PATENT AND TRADEMARK OFFICE

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement") is made as of June 1, 2012, by PALM BEACH BROADCASTING LLC, a Delaware limited liability company ("Debtor"), to and with CAPITAL ONE, NATIONAL ASSOCIATION, a national banking association, as administrative agent (the "Administrative Agent") for itself and the lenders party to the Credit Agreement (defined below), and other Persons which are now or hereafter become Secured Parties under, or as defined in, the Security Agreement referred to below ("Secured Parties").

RECITALS

A. Debtor is a borrower under the terms of, or in respect to Obligations described in, that certain Credit and Guaranty Agreement dated as of June 1, 2012 (as amended, modified, restated, or supplemented from time to time, the "Credit Agreement") by and among the Debtor, Palm Beach Broadcasting License LLC, a Delaware limited liability company ("PBB License"; and together with Debtor, the "Borrowers"), and such other persons joined thereto as a Borrower from time to time, the Guarantors from time to time party thereto, the Administrative Agent and the lenders party thereto from time to time (the "Lenders").

B. Debtor has executed and delivered to Administrative Agent a certain Security Agreement dated as of June 1, 2012 (as amended, modified, renewed, restated or supplemented from time to time, the "Security Agreement") by and among Administrative Agent, Debtor and PBB License.

C. Debtor has agreed to enter into and deliver this Agreement pursuant to the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, Debtor hereby agrees as follows:

1. **Defined Terms.** Except as otherwise expressly defined herein, all capitalized terms used in this Agreement shall have the meanings ascribed to them in the Credit Agreement.

2. **Security Interest.** As security for the Obligations (as defined in the Security Agreement), Debtor hereby grants to Administrative Agent, for itself and for the benefit of Secured Parties, a continuing security interest in and lien on all of such Debtor's right title and interest, whether now existing or hereafter arising or acquired, in and to the Trademarks (as defined in the Security Agreement), including but not limited to registrations and pending applications with the United States Patent and Trademark Office listed on Exhibit A attached hereto (the "Collateral"). Debtor hereby requests that the U.S. Commissioner of Patents and

Trademarks record this Agreement with respect to the Trademarks listed on Exhibit A attached hereto.

3. **Incorporation by Reference.** Debtor hereby acknowledges and affirms that the rights and remedies of Administrative Agent and Secured Parties with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

4. **Counterparts.** This Agreement may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

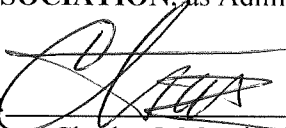


IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as a sealed instrument by their duly authorized representatives all as of the day and year first above written.

**PALM BEACH BROADCASTING LLC**

By: \_\_\_\_\_  
Name:  
Title:

**CAPITAL ONE, NATIONAL  
ASSOCIATION, as Administrative Agent**

By:  \_\_\_\_\_  
Charles J. Margiotti  
Senior Vice President

(Signature page to Trademark Security Agreement)

**TRADEMARK  
REEL: 004837 FRAME: 0871**

**EXHIBIT A**

**PALM BEACH BROADCASTING LLC**

**Trademarks**

Trademark	Application Number	Filing Date	Registration Number	Registration Date
WIRK	75/791,873	September 3, 1999	2,426,468	February 6, 2001
WMBX	76/224,119	March 13, 2001	2,515,184	December 4, 2001
WPBZ	7/470,843	August 20, 2004	3,379,312	February 5, 2008
WPBZ	78/977,688	August 20, 2004	3,211,967	February 20, 2007
WEAT-FM	75/803,528	September 20, 1999	2,377,579	August 15, 2000