

SUBSTITUTE FORM PTO 1094
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

<p>1. Name of conveying party(ies): Susquehanna Radio Corp.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Wachovia Bank, National Association 301 South College Street, NC9760 Charlotte, North Carolina 28288-0760</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input type="checkbox"/> Corporation: _____ <input checked="" type="checkbox"/> Other: <u>United States national banking association</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & addresses attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: <u>Trademark Collateral Agreement and Notice</u></p> <p>Execution Date: <u>March 9, 2004</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p> <p>B. Trademark Reg. No.(s): <u>2079225; 1724121; 2180664;</u> <u>2447983; 2467629; 2289061; 2219820</u></p> <p>Additional numbers attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
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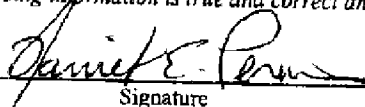
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Harriet E. Perkins, Esq. Drinker Biddle & Reath LLP One Logan Square 18th and Cherry Streets Philadelphia, PA 19103-6996</p> <p>Attorney Docket No. <u>05040/050790</u></p>	<p>6. Total number of applications and registrations involved: <u>7</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$190.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account Number: <u>50-0573</u></p>
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9. 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.

HARRIET E. PERKINS

Name of Person Signing



Signature

4/1/04

Date

Total number of pages including cover sheet, attachments and document: 4

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

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Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
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CH \$190.00 500573 2079225

TRADEMARK COLLATERAL AGREEMENT AND NOTICE

TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of March 9, 2004, by SUSQUEHANNA RADIO CORP., a Pennsylvania corporation ("Assignor"), having an address at 140 East Market Street, York, PA 17405, to and in favor of WACHOVIA BANK, NATIONAL ASSOCIATION, having offices at 301 South College Street, NC0760, Charlotte, NC 28288-0760, for itself and as Agent ("Assignee") for certain secured parties (the "Senior Secured Parties") under a certain Credit Agreement as of February 20, 2004, among Susquehanna Media Co. (the "Borrower"), the Assignee and certain lenders and issuers of letters of credit (the "Lenders") (as amended, the "Credit Agreement").

WHEREAS, Assignor is the owner of certain United States Trademarks as listed on Exhibit I hereto; and

WHEREAS, the Lenders have agreed to extend certain credit to the Borrower and certain subsidiaries under the Credit Agreement on condition that the Assignor pledge and grant to Assignee as collateral for the Senior Secured Obligations (as defined in the Credit Agreement) under the Credit Agreement a security interest and lien in and to such Trademarks and all applications therefor described above, including the registrations thereof, the goodwill associated therewith and all other related claims and rights as more fully described in a certain Trademark Collateral Agreement in favor of the Assignee (the "Marks");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Senior Secured Obligations, Assignor hereby pledges and grants to Assignee for itself and as Agent for the other Senior Secured Parties a security

interest and lien in and to the aforesaid Marks, and gives notice of such security interest and the
existence of such Trademark Collateral Agreement providing therefor

Executed as of the date first above written.

SUSQUEHANNA RADIO CORP.

By: Alan S. Brayman
Alan Brayman, Treasurer

EXHIBIT I

to Trademark Collateral Agreement and Notice

Trademark	Registration Number	Registration Date
LIVE X®	2,079,225	July 15, 1997
RADIOCARD®	1,724,121	October 13, 1992
WSBA®	2,180,664	August 11, 1998
99X	2,447,983	May 1, 2001
KSAN	2,467,629	July 10, 2001
THE PLEASURE DOME®	2,289,061	October 26, 1999
The Snow Show	2,219,820	January 19, 1999



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Writer's direct dial and e-mail
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FACSIMILE

DATE: April 8, 2004

TIME: _____

FAX PHONE NO. (703) 306-5995

Total number of pages, including this page: 5

RE: Our File: 05040/050790

TO: USPTO – Assignment Branch

FROM: Harriet E. Perkins, Esq.

COMMENTS:

Please record the enclosed Trademark Collateral Agreement.

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