

REGISTRATION FORM PTO 1584  
1-21-93

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.

1. Name of conveying party(ies)

KPLX Limited Partnership

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

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: Trademark Collateral Agreement and Notice
- Merger
- Change of Name

Execution Date: March 9, 2004

2. Name and address of receiving party(ies):

Wachovia Bank, National Association  
301 South College Street, NC0760  
Charlotte, North Carolina 28288-0760

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation: \_\_\_\_\_
- Other: United States national banking association

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & addresses attached?  Yes  No

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): 2197866

Additional numbers attached  Yes  No

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

Harriet E. Perkins, Esq  
Drinker Biddle & Reath LLP  
One Logan Square  
18<sup>th</sup> and Cherry Streets  
Philadelphia, PA 19103-6996

Attorney Docket No. 05040/050790

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: 50-0573

DO NOT USE THIS SPACE

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

Harriet E. Perkins  
Signature

4/1/04  
Date

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

OMB No. 0651-0021 (exp. 4/94)

Do not detach this portion

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

Mail Stop Assignment Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450

:ODMARCDCSP40P372411

CH \$40.00 500573 2197866

TRADEMARK COLLATERAL AGREEMENT AND NOTICE

TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of March 9, 2004, by KPLX LIMITED PARTNERSHIP, a Texas limited partnership ("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

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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.

KPLX LIMITED PARTNERSHIP,  
by KPLX Radio, Inc., its General Partner

By: Alan H. Brayman  
Alan Brayman, Treasurer

EXHIBIT I

to Trademark Collateral Agreement and Notice

Trademark	Registration Number	Registration Date
KPLX®	2,197,866	October 20, 1998