

FORM TUBE FORM PTO 1594
1-31-92

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): Radio San Francisco, Inc</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>2. Name and address of receiving party(ies): Wachovia Bank, National Association 301 South College Street, NC0760 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>Additional name(s) of conveying party(ies) 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>2183397</u></p>
<p>Additional numbers attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<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>1</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$40.00</u></p> <p><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

Harriet E. Perkins
Signature

4/1/04
Date

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

GMS 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
 Director of the United States Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450

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TRADEMARK COLLATERAL AGREEMENT AND NOTICE

TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of March 9, 2004, by RADIO SAN FRANCISCO, INC., a California 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

FROM DB&R

FROM BANK OF AMERICA

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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.

RADIO SAN FRANCISCO, INC.

By: Alan Brayman
Alan Brayman, Treasurer

FROM DB&R

FROM DRINKER BIDDLE

(THU) 4 8' 04 12:52/ST. 12:49/NO. 4260518178 P 5

Right FAX

DATE: 04/08/2004 21:22/ST. 21:22/NO. 4064940145 P 5

EXHIBIT I

to Trademark Collateral Agreement and Notice

Trademark	Registration Number	Registration Date
KFOG®	2,183,397	August 25, 1998

PHTRANS40805311