

07-14-1998

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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AND 7/9/98

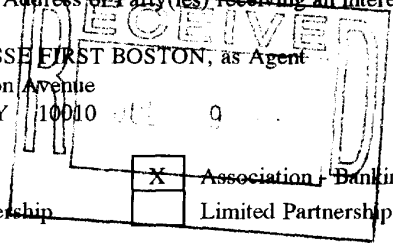
To the Honorable Commissioner of Pa

1. Name of Party(ies) conveying an interest..

RADIO ONE, INC.  
5900 Princess Garden Parkway, 8th Floor  
Lanham, MD 20706

2. Name and Address of Party(ies) receiving an interest:

CREDIT SUISSE FIRST BOSTON, as Agent  
Eleven Madison Avenue  
New York, NY 10010



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

- Individual
- General Partnership
- Corporation
- Other
- Citizenship
- Association - Banking
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: June 30, 1998

4. Application number(s) or registration number(s). Additional sheet attached?

Yes  No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,862,851; 1,864,029; 1,864,030; 1,865,021; 1,893,355; 1,910,899; 1,915,547; 1,920,227; 1,946,654; 2,005,368; 2,009,022; 2,052,412 and 2,100,581

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

Name: Anna Conyers Kuhn, Esq.  
Baker & Botts, L.L.P.  
Street Address: 2001 Ross Avenue  
City: Dallas  
State: Texas Zip: 74201

6. Number of applications and registrations involved: 13

7. Amount of fee enclosed or authorized to be charged: \$340.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

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.

Anna Conyers Kuhn  
Name of Person Signing

Signature

July, 1998  
Date

Total number of pages including cover sheet

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

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Mail documents to be recorded with required cover sheet information:

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reporting for this sample cover sheet is estimated to be about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

Schedule I

Security Interest Listing

Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Class</u>	<u>Services</u>	<u>Reg. Date</u>	<u>Country</u>
THE MORNING POSSE	1,862,851	41	Entertainment in the nature of a radio program consisting of current musical hits	11/15/94	USA
WEEKDAY WORKFORCE	1,864,029	41	Entertainment in the nature of a radio program consisting of current musical hits	11/22/94	USA
Q MIX	1,865,021	41	Entertainment in the nature of a radio program consisting of current musical hits	11/29/94	USA
MAJIC PAYROLL	1,893,355	38	Entertainment in the nature of a radio program consisting of current musical hits	05/09/95	USA
THE STATION THAT PLAYS THE PHAT JAMS	1,910,899	38	Radio Broadcasting Services	08/08/95	USA
COUNT THE JAMS SWEEPSTAKES	2,005,368	41	Entertainment in the nature of a radio program consisting of contests among listeners	10/01/96	USA
AFTERNOON TRAFFIC JAM	2,100,581	41	Entertainment in the nature of a radio program consisting of traffic conditions for the commuting listeners	09/30/97	USA

92Q PLAYS THE MOST MUSIC	1,920,227	38	Radio Broadcasting Services	09/19/95	USA
1994 GOSPEL FESTIVAL & Design	1,915,547	41	Entertainment exhibitions in the field of choir performances and competition	08/29/95	USA
STONE SOUL PICNIC	1,946,654	41	Educational event to present the diverse and unique aspects of African American culture featuring musical performances	01/09/96	USA
THE PEOPLE'S EXPO	2,009,022	41	Educational and entertainment services, namely organizing and conducting expositions and festivals promoting education, health, wellness, and cultural diversity	10/15/96	USA
THE PEOPLE'S EXPO & Design	2,052,412	41	Educational and entertainment services, namely, organizing and conducting expositiosn and festivals promoting education, health, wellness and cultural diversity	04/15/97	USA
JMMIN' SEVEN AT SEVEN	1,864,030	41	Radio broadcasting services	11/22/94	USA

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**NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS**

United States Trademark Office:

Please be advised that pursuant to an Intellectual Property Security Agreement and Assignment (the "Security Agreement") dated as of June 30, 1998, by Radio One, Inc. ("Grantor") for the benefit of Credit Suisse First Boston as Agent for the ratable benefit of itself and the other Lenders signatory to the related Credit Agreement dated of even date therewith ("Secured Party"), Grantor has granted to Secured Party a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below:

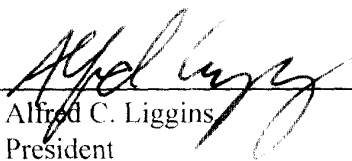
<u>Trademark</u> <u>Registration Number</u>	<b>Trademarks</b> <u>Description of</u> <u>Trademark</u>	<u>Date of</u> <u>Registration</u>
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**see Schedule I attached hereto and made a part hereof**

Secured Party's security interest in the described trademark and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

RADIO ONE, INC.

By:   
Alfred C. Liggins  
President

Acknowledged by:

\_\_\_\_\_

DAL02:193753

RECORDED: 07/09/1998

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