

5.18.99

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05-26-1999



Tab settings

To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):

SUSQUEHANNA RADIO CORP.
140 EAST MARKET STREET
YORK, PENNSYLVANIA 17405

101046459



Name of receiving party(ies):

Name: FIRST UNION NATIONAL BANK

Internal Address:

Street Address: 1 SOUTH PENN SQUARE

City: PHILADELPHIA State: PA ZIP: 19101

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

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other A NATIONAL BANKING ASSOCIATION

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: MAY 12, 1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

- Reg. No. 1,984,240
- Reg. No. 2,079,225
- Reg. No. 1,724,121
- Reg. No. 2,180,664

Additional numbers attached? Yes No

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

Name: AMY E. CARROLL, ESQ

Internal Address:

Street Address: DRINKER BIDDLE & REATH LLP

1500 K STREET, N.W. - SUITE 1100

City: WASHINGTON State: DC ZIP: 20005

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41): \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

05/25/1999 DNGUYEN 00000236 1984240

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
75.00 DP

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.

AMY E. CARROLL
Name of Person Signing

Amy E. Carroll
Signature

May 18, 1999
Date

Total number of pages comprising cover sheet:

5

TRADEMARK

REEL: 001901 FRAME: 0381

TRADEMARK COLLATERAL AGREEMENT AND NOTICE

TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of May 12, 1999 by SUSQUEHANNA RADIO CORP., a Pennsylvania corporation ("Assignor"), having an address at 140 East Market Street, York, Pennsylvania, 17405, to and in favor of FIRST UNION NATIONAL BANK, having offices at 1 South Penn Square, Philadelphia, Pennsylvania, 19101, for itself and as Agent ("Assignee") for certain secured parties (the "Senior Secured Parties") under a certain Credit Agreement of even date herewith 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 L. Brayman
Alan L. Brayman, Treasurer

COMMONWEALTH OF PENNSYLVANIA :
 : SS.
COUNTY OF ~~PHILADELPHIA~~ YORK :

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 14th day of May, 1999, personally appeared AIAN L. BRAYMAN, to me known personally, and who, being first by me duly sworn, depose and say that he is the Treasurer of Susquehanna Radio Corp., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that they acknowledged said instrument to be the free act and deed of said corporation.

Sheila R. Painter

Notary Public

My Commission Expires:



EXHIBIT I

to Trademark Collateral Agreement and Notice

Trademark	Registration Number	Registration Date
At Works Perks®	1,984,240	July 2, 1996
Live X®	2,079,225	July 15, 1997
Radiocard®	1,724,121	October 13, 1992
WSBA®	2,180,664	August 11, 1998