

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Bank of New York Mellon		04/20/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmington Trust FSB
Street Address:	50 South Sixth Street
Internal Address:	Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2524976	THE PASSION PHONES
Registration Number:	2313116	OUR OWN RADIO STATION
Registration Number:	2315490	NEW JERSEY TRAFFIC NORTH
Registration Number:	2315483	NEW JERSEY TRAFFIC SOUTH
Registration Number:	2322647	REAL RADIO
Registration Number:	2414951	NEW JERSEY'S RADIO STATION
Registration Number:	3041657	SOJO
Registration Number:	3041656	SOJO 104.9
Registration Number:	3034061	FROM THE BRIDGES TO THE BEACH
Registration Number:	3006176	# 1015
Registration Number:	3054283	SOUTH JERSEY'S OWN RADIO STATION

CORRESPONDENCE DATA

900132289

**TRADEMARK
 REEL: 003974 FRAME: 0071**

CH \$290.00 2524976

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ATTORNEY DOCKET NUMBER:	046454-0000
NAME OF SUBMITTER:	Zeynep Gieseke
Signature:	/zg/
Date:	04/21/2009

Total Attachments: 6
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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

Reference is made to the First Lien Security Agreement, dated as of September 6, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the “*Security Agreement*”), among **MILLENNIUM NEW JERSEY HOLDCO, LLC**, a Delaware limited liability company, **MILLENNIUM RADIO GROUP, LLC**, a Delaware limited liability company, and each of the other entities listed on Schedule I hereto (collectively, the “*Grantors*”), and **THE BANK OF NEW YORK MELLON** (f/k/a The Bank of New York), as Collateral Agent for the Secured Parties (as defined therein) (the “*Assignor*”). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Security Agreement.

Pursuant to the Security Agreement Grantors granted the Collateral Agent a security interest in, among other things, the Trademarks including, without limitation, the Trademarks listed on Schedule II attached hereto; and

The Assignor recorded the Security Agreement with the United States Patent and Trademark Office on September 22, 2006, at Reel 003400 and Frame 0277.

The Assignor has been succeeded by Wilmington Trust FSB, as agent under the Credit Agreement and as Collateral Agent for the Secured Parties (the “*Assignee*”).

AGREEMENT

The Assignor, for valuable consideration, receipt of which is hereby acknowledged, hereby assigns to the Assignee all of its right, title and interest in the security interest in the Collateral granted under the Security Agreement, including, without limitation, security interests in the Grantors’ right, title and interest in and to the Trademarks set forth on Schedule II hereto (collectively, the “*Assigned Trademark Security Interests*”). This assignment is made without recourse, representations or warranties of any kind.

[Signature Pages Follow]

DATED as of the 20th day of APRIL, 2009.

THE BANK OF NEW YORK MELLON, as
Collateral Agent for the Secured Parties

By: 
Name: DEAN STEPHAN
Title: MANAGING DIRECTOR

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TRADEMARK
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ACCEPTANCE AND ASSUMPTION

Assignee accepts the foregoing assignment of the Assigned Trademark Security Interests.

DATED as of the 20th day of April, 2009.

WILMINGTON TRUST FSB, as Assignee

By Genee H. Kuhl
Name: Genee Kuhl
Title: Duly Authorized Signatory
Assistant Vice President

[Signature Page to the Assignment of Security Interest in Trademarks]

ACKNOWLEDGEMENT AND CONSENT

Each of the Grantors hereby acknowledges and consents to the assignment of the Assigned Trademark Security Interests from the Assignor to the Assignee and confirm that the Assignee, as newly appointed Collateral Agent, holds all right, title and interest in the Assigned Trademark Security Interests.

DATED as of the 20th day of April, 2009.

MILLENNIUM NEW JERSEY HOLDCO, LLC
MILLENNIUM RADIO GROUP, LLC
MILLENNIUM CENTRAL NEW JERSEY ASSET HOLDCO, LLC
MILLENNIUM CENTRAL NEW JERSEY LICENSE HOLDCO, LLC
MILLENNIUM ATLANTIC CITY ASSET HOLDCO, LLC
MILLENNIUM ATLANTIC CITY LICENSE HOLDCO, LLC
MILLENNIUM SHORE ASSET HOLDCO, LLC
MILLENNIUM SHORE LICENSE HOLDCO, LLC
MILLENNIUM ATLANTIC CITY II ASSET HOLDCO, LLC
MILLENNIUM ATLANTIC CITY II LICENSE HOLDCO, LLC

By: W. Wilson Doering

Name: W. Wilson Doering

Title:

As to Millennium Radio Group, LLC - Chief Financial Officer
As to All Other Signatories Listed Above - Authorized Person

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Schedule I

Entity

Millennium New Jersey Holdco, LLC
Millennium Central New Jersey Asset Holdco, LLC
Millennium Central New Jersey License Holdco, LLC
Millennium Atlantic City Asset Holdco, LLC
Millennium Atlantic City License Holdco, LLC
Millennium Shore Asset Holdco, LLC
Millennium Shore License Holdco, LLC
Millennium Atlantic City II Asset Holdco, LLC
Millennium Atlantic City II License Holdco, LLC

Schedule II

Trademarks

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>	<u>OWNER</u>
The Passion Phones	76228141	2524976	Millennium Central New Jersey Asset Holdco, LLC
Our Own Radio Station	75450255	2313116	Millennium Central New Jersey Asset Holdco, LLC
New Jersey Traffic North	75453481	2315490	Millennium Central New Jersey Asset Holdco, LLC
New Jersey Traffic South	75451904	2315483	Millennium Central New Jersey Asset Holdco, LLC
Real Radio	74430635	2322647	Millennium Central New Jersey Asset Holdco, LLC
New Jersey's Radio Station	75449474	2414951	Millennium Central New Jersey Asset Holdco, LLC
SoJo	78545879	3041657	Millennium Central New Jersey Asset Holdco, LLC
SoJo 104.9	78545874	3041656	Millennium Central New Jersey Asset Holdco, LLC
From the Bridges to the Beach	76627669	3034061	Millennium Central New Jersey Asset Holdco, LLC
#1015	76407780	3006176	Millennium Central New Jersey Asset Holdco, LLC
South Jersey's Own Radio Station	78545867	3054283	Millennium Central New Jersey Asset Holdco, LLC