

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
General Electric Capital Corporation		12/08/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wilmington Trust FSB		
Street Address:	166 Mercer Street, Suite 2R		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10012		
Entity Type:	Federally Chartered Savings Banks: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2451260	ADMIRAL DAN	
Registration Number:	2239600	BREAKFAST FLAKES	
Registration Number:	2505853	NEXTMEDIA	
Registration Number:	1578146	ROCKET	
Registration Number:	1576856	ROCKET RADIO	
CORRESPONDENCE DATA			
Fax Number:	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	404-881-7000		
Email:	barbara.yates@alston.com		
Correspondent Name:	Christopher S. Haggerty, Esq.		
Address Line 1:	1201 W. Peachtree Street		
Address Line 2:	c/o Alston & Bird LLP		
Address Line 4:	Atlanta, GEORGIA 30309-3424		

OP \$140.00 2451260

ATTORNEY DOCKET NUMBER:	381653
NAME OF SUBMITTER:	Christopher S. Haggerty
Signature:	/Christopher S. Haggerty/
Date:	12/10/2009
Total Attachments: 7 source=Assignment of Security Interest in Trademarks1#page1.tif source=Assignment of Security Interest in Trademarks1#page2.tif source=Assignment of Security Interest in Trademarks1#page3.tif source=Assignment of Security Interest in Trademarks1#page4.tif source=Assignment of Security Interest in Trademarks1#page5.tif source=Assignment of Security Interest in Trademarks1#page6.tif source=Assignment of Security Interest in Trademarks1#page7.tif	

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS
UNDER THE TRADEMARK SECURITY AGREEMENT (FIRST LIEN)

ASSIGNMENT dated as of December 8, 2009 (this "Assignment"), from General Electric Capital Corporation, as initial collateral agent for the Secured Parties (the "Initial Agent") to Wilmington Trust FSB, as successor collateral agent for the Secured Parties (together with its successors and assigns, the "Successor Agent").

WITNESSETH:

WHEREAS, pursuant to that certain Trademark Security Agreement (First Lien) dated as of November 15, 2005 (the "Trademark Security Agreement"), by and between NEXTMEDIA GROUP, INC., NEXTMEDIA OPERATING, INC., NM LICENSING LLC, NEXTMEDIA OUTDOOR, INC., NEXTMEDIA OUTDOOR, LLC, NEXTMEDIA FRANCHISING, INC., and NEXTMEDIA NORTHERN COLORADO, INC. (collectively, the "Grantors") and the Initial Agent, the Grantors granted a security interest to the Initial Agent for the benefit of the Secured Parties in certain Trademark Collateral, including the Trademarks set forth on Schedule I thereto;

WHEREAS, the Trademark Security Agreement was recorded with the Trademark Assignment Division of the United States Patent and Trademark Office on November 17, 2005 at Reel 3196, Frame 0476; and

WHEREAS, the Initial Agent has assigned all of its rights, powers and privileges as Collateral Agent under the Credit Agreement and the other Credit Documents, including the Trademark Security Agreement, to the Successor Agent.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Assignment, the Initial Agent hereby acknowledges and agrees as follows:

1. Definitions. Capitalized terms used but not defined herein shall have the respective meanings assigned thereto in the Trademark Security Agreement. The terms "Trademarks" and "Trademark Collateral" shall include, without limitation, those items listed on Schedule I hereto.

2. Assignment of Security Interest. The Initial Agent hereby assigns all of its rights, powers and privileges under the Trademark Security Agreement, including, without limitation, those with respect to the Trademark Collateral, to the Successor Agent.

3. Further Assurances. The Initial Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect this Assignment. Initial Agent hereby authorizes Successor Agent to (i) record this Assignment, an abstract thereof, or any other document describing Successor Agent's interest in the Trademark Collateral with the United States Patent and Trademark Office or any other governmental or regulatory authority and (ii) file UCC-1 financing statements describing the Trademark Collateral in any filing office deemed appropriate by Successor Agent.

4. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of New York.

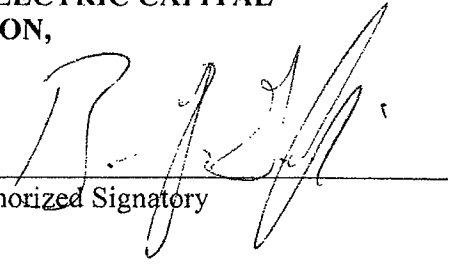
[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned has executed this Assignment by its duly authorized officer as of the date first written above.

**GENERAL ELECTRIC CAPITAL
CORPORATION,**
as Initial Agent

By: _____

Duly Authorized Signatory




Assignment of 11/15/05 TSA (First Lien)

LEGAL02/31645838v3

TRADEMARK
REEL: 004112 FRAME: 0039

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND APPLICATIONS

U.S. TRADEMARKS

Registrant	Mark	Application No. Filing Date	Registration No. Registration Date
NextMedia Operating, Inc.	ADMIRAL DAN	75/390,152 11/14/97	2,451,260 05/15/01
NextMedia Operating, Inc.	BREAKFAST FLAKES	75/302,773 06/03/97	2,239,600 04/13/99
NextMedia Operating, Inc.	NEXTMEDIA	75/827,877 10/21/99	2,505,853 11/31/01
NextMedia Operating, Inc.	ROCKET	73/800,345 05/15/89	1,578,146 01/16/90
NextMedia Operating, Inc.	ROCKET RADIO	73/800,154 05/15/89	1,576,856 01/09/90
NextMedia Outdoor, Inc.		75/357,812 09/11/97	2,277,157 09/14/99
NextMedia Outdoor, Inc.	NATIONAL INDOOR ADVERTISING CORPORATION	75/357,813 09/11/97	2,260,083 07/06/99
NextMedia Outdoor, Inc.	THINK OF US AS OUTDOOR WITH PLUMBING	75/357,811 09/11/97	2,268,247 08/10/99






STATE TRADEMARKS

Registrant	State	Mark	Registration No. Registration Date
Next Media	Illinois	BEST OF THE 80'S, 90'S AND TODAY	87566 08/02/01
Next Media	Illinois	ROCK N ROLL FAVORITES FOR THE BURBS	87749 09/05/01
Next Media	Illinois	TODAY'S BEST MUSIC AND LAKE COUNTY'S FAVORITES 102.3 XLC	87840 09/25/01
Next Media	Wisconsin	95 WILL ROCK	02/27/02
Next Media	Wisconsin	AM 1050 WLIP	02/27/02

OC\785370.1

TRADEMARK
REEL: 004112 FRAME: 0040

Registrant	State	Mark	Registration No. Registration Date
Next Media	Wisconsin	EXTREME COUNTRY 104.7	02/27/02
Nextmedia Inc.	Illinois	CHICAGOLAND'S VOICE	90254 03/11/03
Next Media Inc.	Texas	NEXTMEDIA	59014 08/30/99
NextMedia Group	Michigan	MOOSE COUNTRY	M05110 11/04/03
NextMedia Group	Michigan	THE MOOSE	M05112 11/04/03
Next Media Group LLC	Illinois	1340 WJOL - WILL COUNTY'S NEWS-TALK-SPORTS	91925 03/04/04
NextMedia Group, LLC	Illinois	96.7 WILL ROCK-ROCKS!	89066 06/06/02
NextMedia Group, LLC	Illinois	98.3 WCCQ TODAY'S COUNTRY AND YOUR ALL-TIME FAVORITES	92028 03/29/04
NextMedia Group, LLC	Illinois	100.7 RXO THE SOUTHLAND'S CLASSIC ROCK	90187 02/24/03
NextMedia Group, LLC	Illinois	1340 WJOL - THE VOICE OF JOLIET	88846 05/02/02
NextMedia Group, LLC	Illinois	TODAY'S HOTTEST HITS @ 100.7 THE BUS	87997 11/09/01
Next Media Group Operating, Inc.	Illinois	THE BEST VARIETY OF THE 80'S, 90'S & TODAY	87784 09/11/01
NextMedia Operating, Inc.	Illinois	102.3 WXLC	92007 03/23/04
NextMedia Operating, Inc.	Illinois	1220 WKRS	92006 03/23/04
NextMedia Operating, Inc.	Illinois	LAKE COUNTY'S FAVORITES	92008 03/23/04
NextMedia Operating, Inc.	Illinois	STAR 105.5	90895 07/31/03
NextMedia Operating, Inc.	Illinois	THE VOICE OF LAKE COUNTY	92005 03/23/04
NextMedia Operating, Inc.	North Carolina	ROCK 104 5	15648 12/22/99

Registrant	State	Mark	Registration No. Registration Date
NextMedia Operating, Inc.	South Carolina	HOT TALK WRNN 99.5 	01/25/02
NextMedia Operating, Inc.	South Carolina	SPORTS RADIO 1450	01/25/02
NextMedia Operating, Inc.	South Carolina		01/25/02
NextMedia Operating, Inc.	South Carolina	STAR 92.1	01/25/02
NextMedia Operating, Inc.	South Carolina		01/25/02
NextMedia Operating, Inc.	South Carolina	WAVE 104.1 CLASSIC ROCK	01/25/02
NextMedia Operating, Inc.	South Carolina	WKZQ 101.7	01/25/02
NextMedia Operating, Inc.	South Carolina		01/25/02
Next Media Operating, Inc.	Wisconsin	104.7 THE WOLF	01/28/04
Next Media Operating, Inc.	Wisconsin	104.7 THE WOLF NEW COUNTRY & THE LEGENDS	01/28/04
Next Media Operating, Inc.	Wisconsin		01/28/04
Next Media Operating, Inc.	Wisconsin	AXES FOR XMAS	12/15/04
Next Media Operating, Inc.	Wisconsin	EXTREME COUNTRY	10/29/03
NextMedia Operating, Inc.	Wisconsin	KENOSHIA'S RADIO STATION GOOD TIME ROCK N ROLL. AM 1050 WLIP	08/03/05
NextMedia Operating, Inc.	Wisconsin	THE ROCK STATION	05/12/04

Registrant	State	Mark	Registration No. Registration Date
NextMedia Operating, Inc.	Wisconsin	THEE ROCK STATION	05/12/04
Next Media Operating, Inc.	Wisconsin	TWELVE GUITARS OF CHRISTMAS	12/08/04
Next Media Operating, Inc.	Wisconsin	WHERE THE SUPERSTARS PLAY	10/29/03
NextMedia Operating Group, Inc.	Texas	93.1 KMKT KATY COUNTRY	800058224 02/22/02
NextMedia Operating Group, Inc.	Texas	97.5 K-LAKE FM	800058261 02/22/02
NextMedia Operating Group, Inc.	Texas	97.5 K-LAKE FM, YOUR HOME FOR TODAY'S HITS AND YESTERDAY'S FAVORITES	800058226 02/22/02
NextMedia Operating Group, Inc.	Texas	PLAYING THE BEST OF THE NEW AND GOLD IT'S YOUR KIND OF COUNTRY 93.1 KMKT	800058265 02/22/02