FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-26-1999

101015432

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- [X] New
- [ ] Resubmission (Non-Recordation) Document ID #
- [ ] Correction of PTO Error Reel # Frame #
- [ ] Corrective Document Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security Agreement
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- [X] Change of Name
- [ ] Other

Effective Date Month Day Year: 12 30 98

Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date Month Day Year: 12-30-98

Name: Turner Network Television, Inc.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other

[ ] Citizenship/State of Incorporation/Organization: Georgia

Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: Turner Network Television LP, LLLP

DBA/AKA/TA:

Composed of: Turner Entertainment Networks, Inc. and TEN Investment Company, Inc.

Address (line 1): 1030 Techwood Drive

Address (line 2):

Address (line 3): Atlanta (City) Georgia (State/Country) 30318 (Zip Code)

[ ] Individual [ ] General Partnership [X] Limited Partnership

[ ] Corporation [ ] Association

[ ] Other

[X] Citizenship/State of Incorporation/Organization: Delaware

[ ] If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. *(Designation must be a separate document from Assignment.)*

03/03/1999 DCDATES 00000131 74076650

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 404-885-4596

Name Cathy Hampton

Address (line 1) Turner Entertainment Group

Address (line 2) 1030 Techwood Drive

Address (line 3)

Address (line 4) Atlanta, Georgia 30318

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 13

Trademark Application Number(s) or Registration Number(s)

[X] Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
74076650	75120734	75165751			
75211754	75211775	75315018			
75417433					

Number of Properties

Enter the total number of properties involved. # 7

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 190

Method of Payment: Enclosed [X] Deposit Account [ ]

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes [ ] No [ ]

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. Charges to deposit account are authorized, as indicated herein.

CATHY HAMPTON — Cathy Hampton — 2.26.99

Name of Person Signing — Signature — Date Signed

Secretary of State

Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983640901
CONTROL NUMBER: 8211590
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0077
PRINT DATE : 12/30/1998
FORM NUMBER : 411

ALSTON & BIRD, LLP
MARGARET J. BERRIDGE
ONE ATLANTIC CENTER
1201 WEST PEACHTREE ST.
ATLANTA, GEORGIA 30309-3424

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
WAYNE, LLC, a Delaware limited liability company

Nonsurviving Entity/Entities:
TURNER NETWORK TELEVISION, INC., a Georgia corporation

Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK
REEL: 1868 FRAME: 0312

CERTIFICATE OF MERGER
OF
TURNER NETWORK TELEVISION, INC.
(a Georgia corporation)
WITH AND INTO
WAYNE, LLC
(a Delaware limited liability company)

Pursuant to the provisions of Sections 14-2-1105 and 14-2-1109 of the Georgia Business Corporation Code, as amended (the "Code"), Wayne, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("LLC"), hereby executes the following Certificate of Merger:

1. LLC is a limited liability company organized and existing under the laws of the State of Delaware. Turner Network Television, Inc. ("INC") is a corporation organized and existing under the laws of the State of Georgia.

2. Pursuant to an Agreement and Plan of Merger and Reorganization (the "Plan of Reorganization"), dated as of December 30, 1998, INC will merge (the "Merger") with and into LLC and LLC will be the surviving entity (the "Surviving Entity") in the Merger.

3. The Certificate of Formation and Operating Agreement of LLC immediately prior to the Merger shall be the Certificate of Formation and Operating Agreement of the Surviving Entity.

3. The executed Plan of Reorganization is on file at the Surviving Entity's principal place of business located at 1050 Techwood Drive, Atlanta, Georgia 30318.

4. A copy of the Plan of Reorganization will be furnished by the Surviving Entity, on request and without cost, to any shareholder of any corporation that is a party to the merger and to any member of LLC.

5. The Plan of Reorganization was duly authorized and approved by the shareholders of INC and by the board of managers of LLC in accordance with its governing documents and applicable law.

6. The Merger shall be effective as of 11:30 P.M. on December 31, 1998.

7. A request for publication of a notice of filing the Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Code.

IN WITNESS WHEREOF, LLC has caused this Certificate of Merger to be executed in its name by a duly authorized person as of the 30th day of December, 1998.

WAYNE, LLC

By: Wayne Goodman

Name: Wayne Goodman

Its: Authorized Officer

TRADEMARK
REEL: 1868 FRAME: 0314

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TURNER NETWORK TELEVISION, INC.", A GEORGIA CORPORATION,

WITH AND INTO "WAYNE, LLC" UNDER THE NAME OF "WAYNE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9496344

DATE: 12-30-98

2985292 8100M

981508305

TRADEMARK
REEL: 1868 FRAME: 0315

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/30/1998
981508305 - 2985292

CERTIFICATE OF MERGER
OF
TURNER NETWORK TELEVISION, INC.
(a Georgia corporation)
WITH AND INTO
WAYNE, LLC
(a Delaware limited liability company)

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), Wayne, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("LLC"), hereby executes the following Certificate of Merger:

1. LLC is a limited liability company organized and existing under the laws of the State of Delaware. Turner Network Television, Inc. ("INC") is a corporation organized and existing under the laws of the State of Georgia

2. An Agreement and Plan of Merger and Reorganization ("Plan of Reorganization"), dated as of December 30, 1998, setting forth the terms and conditions of the merger of INC with and into LLC (the "Merger"), has been approved and executed by each domestic limited liability company or other business entity which is a constituent entity.

3. The surviving entity in the Merger shall be LLC (the "Surviving Entity")

4. The Merger shall become effective as of 11:30 P.M. on December 31, 1998.

5. An executed copy of the Plan of Reorganization is on file at the Surviving Entity's place of business at the following address.

Wayne, LLC
1050 Techwood Drive
Atlanta, Georgia 30318

6. A copy of the Plan of Reorganization will be furnished by the Surviving Entity, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a constituent entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 30th day of December, 1998, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the Surviving Entity.

WAYNE, LLC

By. _____

Name: Wayne Goodman

Its: Authorized Officer

TRADEMARK
REEL: 1868 FRAME: 0317

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY TO A DELAWARE LIMITED PARTNERSHIP OF "WAYNE, LLC", CHANGING ITS NAME FROM "WAYNE, LLC" TO "TURNER NETWORK TELEVISION, LP" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9:01 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2985292 8100V

981508309

AUTHENTICATION: 9497825

DATE: 12-31-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 12/30/1998
981508309 - 2985292

CERTIFICATE OF CONVERSION TO
LIMITED PARTNERSHIP OF
WAYNE, LLC TO TURNER NETWORK TELEVISION, LP

This Certificate of Conversion to Limited Partnership, dated as of December 30, 1998, has been duly executed and is being filed by Turner Entertainment Networks, Inc., a Georgia corporation, as sole general partner, to convert Wayne, LLC, a Delaware limited liability company (the "Other Entity"), to a Delaware limited partnership, the name of which is Turner Network Television, LP (the "Limited Partnership"), under the Delaware Revised Uniform Limited Partnership Act.

1. The Other Entity was first formed on December 28, 1998. The jurisdiction of the Other Entity at the time it was first formed was Delaware.

2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Limited Partnership was Wayne, LLC.

3. The name of the Limited Partnership as set forth in its Certificate of Limited Partnership is Turner Network Television, LP.

4. The conversion of the Other Entity to the Limited Partnership shall be effective on December 31, 1998 at 11.55 P.M.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Partnership as the date first-above written.

Turner Entertainment Networks, Inc.,
as sole General Partner

By: Wayne Goodman
Name: Wayne Goodman
Its: Authorized Officer

ATLD/104199431-1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "TURNER NETWORK TELEVISION, LP" FILED IN THIS OFFICE ON THE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9:01 O'CLOCK A.M.

Edward J. Freel, Secretary of State

AUTHENTICATION:

2985292 8100V

DATE: 9497825

981508309

12-31-98

DEC-31-98 THU 09:30 AM CSC

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 12/30/1998
981508309 - 2985292

CERTIFICATE OF LIMITED PARTNERSHIP
OF
TURNER NETWORK TELEVISION, LP

This Certificate of Limited Partnership of Turner Network Television, LP (the "Partnership"), dated as of December 30, 1998, is being duly executed and filed by Turner Entertainment Networks, Inc., a Georgia corporation, as sole general partner, to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act.

1 The name of the limited partnership formed hereby is Turner Network Television, LP

2 This Certificate of Limited Partnership shall be effective as of 11:55 P.M. on December 31, 1998.

3 The address of the registered office of the Partnership in the State of Delaware is c/o Griffin Corporate Services, Inc., 300 Delaware Ave., 9th Floor DEs403, Wilmington, Delaware 19801.

4 The name and address of the registered agent for service of process on the Partnership in the State of Delaware are Griffin Corporate Services, Inc., 300 Delaware Ave., 9th Floor - DE5403, Wilmington, Delaware 19801.

5 The name and the business address of the sole general partner of the Partnership are Turner Entertainment Networks, Inc., 1050 Techwood Drive, Atlanta, Georgia 30318.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first-above written.

Turner Entertainment Networks, Inc.,
as sole General Partner

By. _____
Name: Wayne Goodman
Its. Authorized Officer

ATL21:1041394v1

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP OF "TURNER NETWORK TELEVISION, LP", CHANGING ITS NAME FROM "TURNER NETWORK TELEVISION, LP" TO "TURNER NETWORK TELEVISION LP, LLLP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2985292 8100

991000532

AUTHENTICATION: 9504528

DATE: 01-05-99

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP OF "WAYNE, LLC", CHANGING ITS NAME FROM "TURNER NETWORK TELEVISION, LP" TO "TURNER NETWORK TELEVISION, LP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2985292 8100

991000532

AUTHENTICATION: 9504528

DATE: 01-05-99

TRADEMARK
REEL: 1868 FRAME: 0323

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/1998
991000532 - 2985292

APPLICATION FOR REGISTRATION AS A REGISTERED LIMITED LIABILITY LIMITED PARTNERSHIP OF TURNER NETWORK TELEVISION LP, LLLP

1. The name of the registered limited liability limited partnership is Turner Network Television LP, LLLP (the "Partnership").

2. The address of the registered office of the Partnership in the State of Delaware is c/o Griffin Corporate Services, Inc., 300 Delaware Avenue, 9th Floor – DE5403, Wilmington, Delaware 19801.

3. The name and address of the registered agent for service of process on the Partnership in the State of Delaware are Griffin Corporate Services, Inc., 300 Delaware Avenue, 9th Floor – DE5403, Wilmington, Delaware 19801.

4. The number of partners in the Partnership is two (2); one (1) general partner and one (1) limited partner.

5. The Partnership is engaged in the business of the production of entertainment programming, including a 24-hour television network, and all activities ancillary to such production, such as marketing and promotion.

6. The Partnership hereby applies for status as a registered limited liability limited partnership effective as of 11:57 P.M. on December 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Application for Registration as a Registered Limited Liability Limited Partnership as of the 30th day of December, 1998.

Turner Entertainment Networks, Inc.,
as sole General Partner

By: Wayne Goodman
Name: Wayne Goodman
Title: Authorized Officer

ATL01/10419951v1