



ZIFF-DAVIS
a **SOFTBANK**
company
www.zd.com

28 East 28th Street
New York, NY 10016
Tel: 212-503-3500
Fax: 212-503-3581

11-11-1999

Legal Department



101161660

November 11, 1999

Via Facsimile: (703)308-7124

RECORDATION FORM COVER SHEET - TRADEMARKS

11-11-99

Hon. Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231
Attn: Rhonda Nicol

Re: Recordal of Change of Name
From: ZD Television Productions, Inc.
To: ZDTV, L.L.C.

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
ZD Television Productions, Inc., a Delaware Corporation;
2. Name and address of receiving party(ies):
ZDTV, L.L.C., a Delaware Corporation;
650 Townsend Street
San Francisco, California 94103
3. Nature of conveyance: Merger
Date of execution: December 11, 1998
Effective date: December 14, 1998
4. Trademark application numbers:
A. Please see attached Schedule A
5. Please address all correspondence in this matter to:
Andrea Van Kampen, Esq.
ZD Inc.
28 East 28th Street
New York, NY 10016
(212) 503-3571

Charge 165.00
No spec
File

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Re: Recordal of Change of Name
From: ZD Television Productions, Inc.
To: ZDTV, L.L.C.

6. Total number of applications involved: 9

7. Total fee enclosed: \$240.00.

Please charge our deposit account No. 26-0235 the sum of \$240.00 to cover the fee for Recordal of Change of Name. Please charge any deficiency or credit any overcharge to said Deposit Account.

8. 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.

Sincerely,



Andrea Van Kampen
November 11, 1999

Total number of pages comprising cover sheet: 3

CERTIFICATE OF FACSIMILE TRANSMISSION

FACSIMILE NUMBER: (703)308-7124 - Assignment Branch

I CERTIFY THAT THIS CORRESPONDENCE IS BEING SENT BY FACSIMILE TRANSMISSION VIA THE ABOVE FACSIMILE NUMBER TO: HON. COMMISSIONER OF PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, D.C. 20231, ATTN: RHONDA NICOL on November 11, 1999.

Signature:


Marilyn F. Kelly

SCHEDULE "A"**SCHEDULE OF U.S. TRADEMARK APPLICATIONS**

Change of Name from ZD Television Productions, Inc. to ZDTV, L.L.C.

<u>Mark</u>	<u>Class</u>	<u>Serial No.</u>	<u>Filed</u>
THE SITE	9, 16	75/098261	5/ 3/1996
THE SITE	41	75/098263	5/ 3/1996
THE SITE	42	75/114543	6/ 5/1996
THE SITE AND LOGO	16	75/194275	11/6/1996
21ST CENTURY HOME	42	75/304568	6/ 6/1997
21ST CENTURY HOME	41	75/304570	6/ 6/1997
THESITE	35, 41	74/707534	7/26/1995
THE SITE AND LOGO	41	75/368986	10/6/1997
THE SITE AND LOGO	42	75/368985	10/6/1997

State of Delaware
Office of the Secretary of State

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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:

"ED TELEVISION PRODUCTIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ZDTV, L.L.C." UNDER THE NAME OF "ZDTV, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 1998, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2778650 8100M

981492181

AUTHENTICATION:

9466543

DATE:

12-16-98

TRADEMARK

REEL: 001958 FRAME: 0412

**CERTIFICATE OF MERGER
OF
ZD TELEVISION PRODUCTIONS, INC.
WITH AND INTO
ZDTV, L.L.C.**

The undersigned limited liability company, organized and existing under and by virtue of the Delaware Limited Liability Company Act, does hereby certify that:

FIRST: The names and states of organization of the constituent entities are ZD Television Productions, Inc., a Delaware corporation (the "Merged Entity"), and ZDTV, L.L.C., a Delaware limited liability company (the "Surviving Entity").

SECOND: An Agreement of Merger between the Merged Entity and the Surviving Entity has been approved, adopted, certified, executed and acknowledged by each of the Merged Entity and the Surviving Entity in accordance with the requirements of Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the Surviving Entity is ZDTV, L.L.C.

FOURTH: The Certificate of Merger shall be effective upon filing with the Secretary of State of Delaware.

FIFTH: The executed Agreement of Merger is on file at the office of the Surviving Entity located at 650 Townsend Street, San Francisco, CA 94103.

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Entity on request and without cost, to any entity which is a member of the Surviving Entity and any stockholder of the Merged Entity.

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be signed by Larry Wangberg, as President, this 11th day of December, 1998.

ZDTV, L.L.C.

By: 

Larry Wangberg, President

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