

filed
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03-08-2000

TRADEMARK

N COVER SHEET

PA



To the Honorable Commis

ademarks:

101284904

Please record the attached original document or copy thereof.

Name of conveying party(ies):

F & V Channel L.L.C.

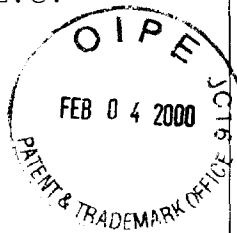
Name and address of receiving party(ies):

Odyssey Holdings, L.L.C.

74 Trinity Place, Ninth Floor

City New York

State New York Zip Code 10006



- Individual(s)
- General Partnership
- Corporation-State
- Association
- Limited Partnership
- Other Limited Liability Co.

Individual(s) - Citizenship

Association

General Partnership

Additional name(s) of conveying parties attached?

Limited Partnership

Corporation-State

Yes No

Other Limited Liability Company

Nature of conveyance:

If assignee is not domiciled in the United states, a domestic representative designation is attached:

Yes No

Assignment Merger

(Designation must be a separate document from Assignment)

Security Agreement

Additional names(s) & address(es) attached?

Other Change of Company Name

Yes No

Execution Date: September 26, 1997

Total number of applications and registrations involved: 13

A. Trademark Application No. (s)

- U.S. Trademark Application S.N. 75/180,645
- U.S. Trademark Application S.N. 75/179,386
- U.S. Trademark Application S.N. 75/179,388
- U.S. Trademark Application S.N. 75/339,676
- U.S. Trademark Application S.N. 75/339,677
- U.S. Trademark Application S.N. 75/347,075
- U.S. Trademark Application S.N. 75/179,387

B. Trademark registration No. (s)

- U.S. Service Mark Registration No. 2,184,522
- U.S. Service Mark Registration No. 2,067,295
- U.S. Service Mark Registration No. 2,069,862
- U.S. Service Mark Registration No. 2,237,208
- U.S. Service Mark Registration No. 1,920,230
- U.S. Service Mark Registration No. 1,922,468

03/07/2000 NGUYEN 00000022 75180645
40.00 OP
300.00 OP
01 FC:481
02 FC:482

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

Name: L. Lawton Rogers, III

Address: ROGERS & KILLEEN
510 King Street
Suite 400
Alexandria, VA 22314


The Commissioner is hereby authorized to charge payment of any additional fees associated with this communication or credit any overpayment to Deposit Account No. 18-1835. A duplicate of this sheet is enclosed.

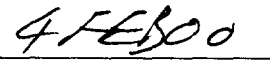
Total fee (37 C.F.R. 3.41): \$ 340.00

Enclosed

Authorized to be charged to deposit account

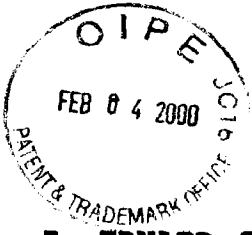
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.


Signature


Date

State of Delaware

Office of the Secretary of State PAGE 1



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 AMENDMENT OF "F&V CHANNEL L.L.C.", CHANGING ITS NAME FROM "F&V CHANNEL L.L.C." TO "ODYSSEY HOLDINGS, L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2517578 8100

991328164

AUTHENTICATION: 9909514

DATE: 08-06-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/26/1997
971325202 - 2517576



**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
FAY CHANNEL L.L.C.**

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is FAY CHANNEL L.L.C.
2. The Articles of Formation of the limited liability company, as filed with the Secretary of State of Delaware on June 27, 1995 is hereby amended to change the name of the Company as follows:

Amendment: The name of the Limited Liability Company is Odyssey Holdings, L.L.C.

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Formation has been duly executed by the undersigned individual and said individual affirms to the best of her knowledge and belief, that the facts contained herein are true.

Executed on September 25, 1997.

Felicia Dell'Olio
Felicia Dell'Olio
Authorized Individual