

09-22-2000

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FORM PTO-1595
1-31-92

RE



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Beacon Communications Corp.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - California
- Other

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date:

2. Name and address of receiving party(ies):

Name: Beacon Communications LLC
 Internal Address: Suite 200
 Street Address: 120 Broadway
 City: Santa Monica State: CA ZIP: 90401
 Individual(s) citizenship
 Association
 Limited Partnership
 Corporation - State
 Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s)/address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,856,194 1,792,994

Additional numbers attached? Yes No

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

Name: Stanley W. Sokoloff

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications/registrations involved: 2

7. Total fee (37 CFR 3.41)\$ 65.00

- Enclosed
- Deficiency of fees authorized to be charged to deposit account

8. Deposit account number:

02-2666

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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01 FC:481 40.00 DP
 02 FC:482 25.00 DP

9. 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.

Stanley W. Sokoloff

Name of Person Signing

Signature

8/28/00

Date

Total number of pages comprising cover sheet: 1

our file No. 08500.6001

TRADEMARK
REEL: 002144 FRAME: 0366

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:

"BEACON COMMUNICATIONS CORP.", A DELAWARE CORPORATION, WITH AND INTO "BEACON COMMUNICATIONS, LLC" UNDER THE NAME OF "BEACON COMMUNICATIONS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JANUARY, A.D. 1995, AT 3 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

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AUTHENTICATION:

DATE:

01-13-95

CERTIFICATE OF MERGER

MERGING

BEACON COMMUNICATIONS CORP.

WITH AND INTO

BEACON COMMUNICATIONS, LLC

(Pursuant to Section 264 of the General Corporation Law of Delaware and Section 18-209 of the Limited Liability Company Act of Delaware)

Beacon Communications Corp., a Delaware corporation ("Beacon"), and Beacon Communications, LLC, a Delaware limited liability company, ("Beacon LLC") do hereby certify:

FIRST: That Beacon is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Beacon LLC is formed pursuant to the Limited Liability Company Law of the State of Delaware.

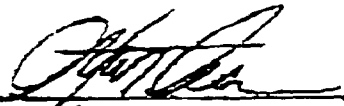
THIRD: That each of Beacon and Beacon LLC has approved, adopted, certified, executed and acknowledged a Merger Agreement, dated as of January 13, 1999 (the "Merger Agreement"), among Beacon and Beacon LLC, all in accordance with Section 264 of the General Corporation Law of Delaware and the Delaware Limited Liability Company Act.


FOURTH: That, pursuant to the Merger Agreement, Beacon shall merge with and into Beacon LLC, with Beacon LLC as the surviving entity. After giving effect to the merger of Beacon with and into Beacon LLC, the separate corporate existence of Beacon will cease and the Operating Agreement and Certificate of Formation of Beacon LLC, as in effect immediately prior to the merger, will be the Operating Agreement and Certificate of Formation of Beacon LLC as the surviving entity.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of Beacon LLC, located at 1041 North Fennosa Avenue, Los Angeles, California 90046; telephone (323) 850-2651. A copy of the Merger Agreement will be furnished upon request and without cost to any stockholder or member of either constituent entity.

IN WITNESS WHEREOF, each of Beacon and Beacon LLC has caused this certificate to be signed this 13th day of January, 1999.


BEACON COMMUNICATIONS CORP.

By: 
ARTHUR M. AARON
VICE PRESIDENT

Attest:
By: 
David B. Ehrlich
Assistant Secretary

BEACON COMMUNICATIONS, LLC

By: Ascent Entertainment Group, Inc., a
managing member

By: 
ARTHUR M. AARON
VICE PRESIDENT

Attest:
By: 
David B. Ehrlich
Assistant Secretary