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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): SPEEDVISION NETWORK, L.L.C. 2-1-02
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation-State
[] Other Limited Liability Company
Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies)
Name: SPEED CHANNEL, INC.
Internal Address:
Address:
Street Address: 9711 Southern Pine Boulevard
City: Charlotte State: NC Zip: 28273
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[] Corporation-State Delaware
[] Other
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

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: 12/13/2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached schedule A
Additional number(s) attached [] Yes [] No

B. Trademark Registration No.(s) See attached schedule B
Additional number(s) attached [] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Daphne Gronich, Esq.
Internal Address: Fox Group Legal
Intellectual Property Department
P.O. Box 900
Street Address:
City: Beverly Hills State: CA Zip: 90213

6. Total number of applications and registrations involved: 49
7. Total fee (37 CFR 3.41) \$ 1240.00
[] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number: 50-0228

DO NOT USE THIS SPACE

02/01/2002 BY: 0000208 500228 75193192

01 FC:481 40.00 CH
02 FC:482 1200.00 CH
Daphne Gronich
Name of Person Signing

Signature

JANUARY 30 2002
Date

Total number of pages including cover sheet, attachments, and document: 4

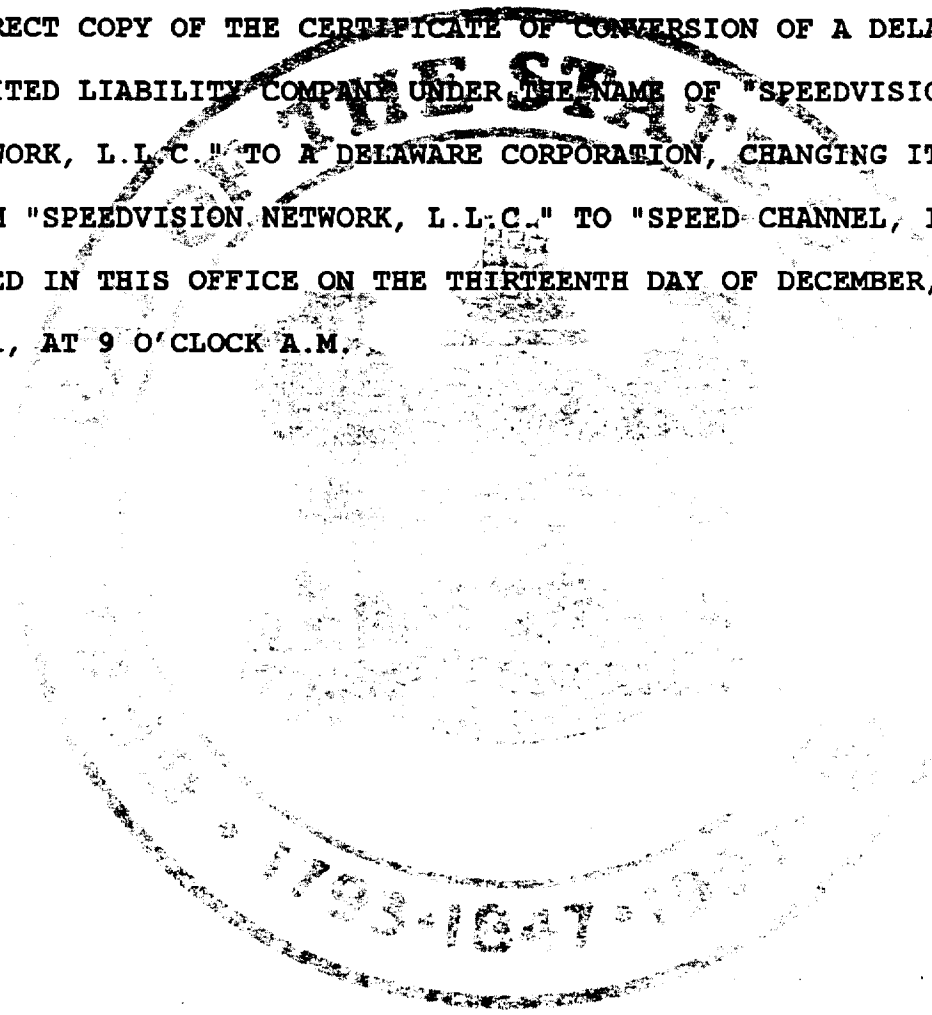
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002434 FRAME: 0890

Application Nos. - Schedule A	Registration Nos. - Schedule B
75/193192	1967252
78/094451	2457494
75/590370	2434494
75/590371	2083550
75/590372	2135335
75/590373	2317328
75/590374	2191626
75/633254	2209211
75/633255	2507877
75/633256	2165448
75/633271	2234614
76/114949	2224619
76/154856	2124619
75/691448	2124619
75/689859	2126782
75/739309	2140153
75/691449	2152091
75/166913	2451685
75/041962	2067548
75/541925	2433636
75/562963	2049276
75/562959	2134232
	2453681
	2464221
	2240178
	2416756
	2391822
	2237059
	2453772

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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 UNDER THE NAME OF "SPEEDVISION NETWORK, L.L.C." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SPEEDVISION NETWORK, L.L.C." TO "SPEED CHANNEL, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1504279

DATE: 12-14-01

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TRADEMARK
REEL: 002434 FRAME: 0892

**CERTIFICATE OF CONVERSION
OF
SPEEDVISION NETWORK, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
TO
SPEED CHANNEL, INC.,
A DELAWARE CORPORATION**

(Under Section 265 of the Delaware General Corporation Law)

It is hereby certified that:

1. The name of the Delaware limited liability company immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is Speedvision Network, L.L.C.
2. The entity was formed August 22, 1995 as a limited liability company under the laws of Delaware.
3. Speedvision Network, L.L.C., is converted to a Delaware corporation whose name, as set forth in its Certificate of Incorporation filed concurrently with this Certificate of Conversion in the Office of the Secretary of State of the State of Delaware, is Speed Channel, Inc.
4. The members of Speedvision Network, L.L.C. have approved this conversion by written consent.
5. The conversion to a Delaware limited liability company is effective upon the filing of this Certificate of Conversion.

Executed on December 11th 2001.



Daniel M. Fawcett, Authorized Person

SEPT 11 2001