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U.S. DEPARTMENT OF COMMERCE
U.S. 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):
Odyssey Holdings, L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other limited liability company

2. Name and address of receiving party(ies)
Name: Crown Media United States, LLC
Internal
Address: Suite 200

Street Address: 12700 Ventura Boulevard
City: Studio City State: CA Zip: 91604

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 4, 2001

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 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)
75/912,707 76/158,551
76/217,101 76/255,340

B. Trademark Registration No.(s) 2,067,295
 2,184,522
 2,237,208

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence
concerning document should be mailed:
Name: Albert P. Mauro, Jr.

Internal Address: Hallmark Cards, Inc.
Legal Dept. #339
P.O. Box 419126

Street Address: _____

City: Kansas City State: MO Zip: 64141

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 340.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

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.

Albert P. Mauro, Jr.
Name of Person Signing

Signature

4/17/02
Date

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

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

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TRADEMARK
REEL: 002456 FRAME: 0048

Continuation of Item 4

A. Trademark Application No.(s): 75/179,386
75/339,677
75/347,075
76/247,675
76/255,341

B. Trademark Registration No.(s): 2,069,862

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "ODYSSEY HOLDINGS, L.L.C.", CHANGING ITS NAME FROM "ODYSSEY HOLDINGS, L.L.C." TO "CROWN MEDIA UNITED STATES, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2001, AT 4 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1118049

DATE: 05-07-01

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REEL: 002456 FRAME: 0050

CERTIFICATE OF AMENDMENT
OF
ODYSSEY HOLDINGS, L.L.C.

1. The name of the limited liability company is Odyssey Holdings, L.L.C.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

Article I is amended and restated in its entirety to read: The name of the limited liability company is Crown Media United States, LLC.

Article II is amended and restated in its entirety to read: The name of the registered agent is The Corporation Trust Company with registered office at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, DE 19801, County of New Castle.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Odyssey Holdings, L.L.C. this 4th day of May, 2001.

Deanne R. Stedem/s/
Deanne R. Stedem
Authorized Representative