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

RE. 102024232 TRADEMARKS

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): FOX CHILDREN'S NETWORK, INC. 3-6-02 Individual(s) Association General Partnership Limited Partnership Corporation-State Other DELAWARE Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: ABC CHILDREN'S NETWORK, INC. Internal Address: Street Address: 10960 WILSHIRE BOULEVARD City: LOS ANGELES State: CA Zip: 90024 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: 11/20/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED SCHEDULE "A" B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE "B" 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: ATTN: MANAGER, TRADEMARKS Internal Address: INTELLECTUAL PROPERTY DEPARTMENT THE WALT DISNEY COMPANY Street Address: 500 SOUTH BUENA VISTA STREET City: BURBANK State: CA Zip: 91521-0643

6. Total number of applications and registrations involved: 18 7. Total fee (37 CFR 3.41): \$ 465.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 50-0722 (Please charge deficient fees, if any).

DO NOT USE THIS SPACE

9. Signature. Edith Serna-Tapia Name of Person Signing Signature Date 2/25/2002 Total number of pages including cover sheet, attachments, and document: 6

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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01 FC:481 40.00 CH 02 FC:482 425.00 CH

TRADEMARK REEL: 002464 FRAME: 0634

SCHEDULE "A"

TRADEMARK APPLICATIONS

Trademark -----	Cl.	Appl. No. -----	App. Date -----
DIGIMON	16	75/840,669	11/03/1999
DIGIMON	25	75/839,849	11/03/1999
DIGIMON	41	75/839,821	11/03/1999
DIGIMON DIGITAL MONSTERS	16	75/840,637	11/03/1999
DIGIMON DIGITAL MONSTERS	25	75/840,695	11/03/1999
DIGIMON DIGITAL MONSTERS	41	75/839,824	11/03/1999

SCHEDULE "B"

TRADEMARK REGISTRATIONS

Trademark	Cl.	Reg. No.	Reg. Date
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BOBBY'S WORLD	16	2,038,427	02/18/1997
BOBBY'S WORLD	28	2,038,428	02/18/1997
CHILLOGY	41	2,293,198	11/16/1999
EEK THE CAT	9	1,947,148	01/09/1996
EEK! THE CAT	41	1,836,382	05/10/1994
LIFE WITH LOUIE	25	2,386,012	09/12/2000
LIFE WITH LOUIE	25	2,187,941	09/08/1998
TICK, THE	9	2,279,560	09/21/1999
TICK, THE	16	2,224,460	02/16/1999
TICK, THE	16	1,797,819	10/12/1993
TICK, THE	28	2,270,896	08/17/1999
TICK, THE	41	2,283,442	10/05/1999

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 "FOX CHILDREN'S NETWORK, INC.", CHANGING ITS NAME FROM "FOX CHILDREN'S NETWORK, INC." TO "ABC CHILDREN'S NETWORK, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2001, AT 10 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1466748

DATE: 11-28-01

TRADEMARK
REEL: 002464 FRAME: 0637

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
FOX CHILDREN'S NETWORK, INC.**

Fox Children's Network, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, has adopted resolutions setting forth and declaring advisable the following amendments to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Fox Children's Network, Inc., a Delaware corporation (the "Corporation"), which was originally filed with the Secretary of State on January 9, 1990, and amended on January 5, 1996, with an Amended and Restated Certificate of Incorporation filed September 19, 1997, be, and it hereby is, amended by striking out the corporation title and paragraph FIRST thereof and inserting in lieu thereof the following:

"CERTIFICATE OF INCORPORATION
OF
ABC CHILDREN'S NETWORK, INC."

"FIRST: The name of the corporation is ABC Children's Network, Inc."

; and

FURTHER RESOLVED, that the registered office and registered agent for service of process on the Corporation, be, and it hereby is, amended by striking out paragraph SECOND thereof and inserting in lieu thereof the following:

"SECOND: The address of the registered office of the Corporation in the State of Delaware in Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company."

SECOND: That in lieu of action at an annual or special meeting of stockholders, the stockholders of the Corporation have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Fox Children's Network, Inc., has caused this Certificate to be signed by David K. Thompson, its Vice President and Assistant Secretary, this 20th day of November, 2001.

FOX CHILDREN'S NETWORK, INC.

By:



its:

David K. Thompson
Vice President and Assistant Secretary