

11/25/02 RECC T

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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):

STC Broadcasting, Inc.

11-25-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (DE), Other

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

3. Nature of conveyance:

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

Execution Date: August 26, 2002

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

Name: TVL Broadcasting, Inc.

Internal Address, Street Address: Four Richmond Square, Suite 200, City: Providence State: RI ZIP: 02906

- 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 Additional name(s) & address(es) attached? Yes No

2002 NOV 25 PM 3:06 RECEIVED DIV ASSIGNMENTS

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

A. Trademark Application No.(s)

75/368,830 and 75/368,829

B. Trademark Registration No.(s)

Additional number(s) attached? Yes No

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

Name: Alison Winick, Esq. Internal Address: Simpson Thacher & Bartlett Street Address: 425 Lexington Avenue City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):

\$65.00

- Enclosed, Authorized to be charged to deposit account credit card

8. Deposit account number:

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

11/26/2002/DBYRNE 00000032 75368830

DO NOT USE THIS SPACE

I, the undersigned, declare that I am 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.

Alison Winick, Esq. Name of Person Signing

Signature

11/22/02 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 Patents and Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002621 FRAME: 0395

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF STC BROADCASTING, INC.**

STC Broadcasting, 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 as follows:

FIRST. The Corporation's Certificate of Incorporation was originally filed November 1, 1996 with the Secretary of State of the State of Delaware, was amended and restated by an Amended and Restated Certificate of Incorporation filed February 26, 1997, was further amended by a Certificate of Amendment of Certificate of Incorporation filed March 18, 1997 and was further amended by a Certificate of Amendment of Certificate of Incorporation filed August 30, 2000 (collectively, the "Certificate of Incorporation").

SECOND. By written consent of the Board of Directors of the Corporation a resolution was duly adopted, pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The sole stockholder of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth said amendment to the Certificate of Incorporation is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby declares that it is advisable and in the best interests of the Corporation to amend the Certificate of Incorporation of the Corporation by deleting therefrom the corporate name "STC Broadcasting, Inc." and inserting in lieu thereof "TVL Broadcasting, Inc.", which shall constitute the new name of the Corporation.

THIRD. In accordance with the foregoing, the Certificate of Incorporation of the Corporation shall be, and hereby is, amended by deleting therefrom the corporate name "STC Broadcasting, Inc." and inserting in lieu thereof "TVL Broadcasting, Inc." which shall constitute the new name of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Vice President -- Deputy General Counsel, this 26 day of August, 2002.

STC BROADCASTING, INC.

By: Denise M. Parent
Denise M. Parent
Vice President -- Deputy General
Counsel

SCHEDULE A

U.S. Trademark Applications

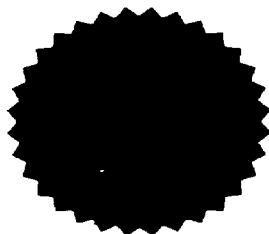
<u>Title</u>	<u>App. No.</u>
STC BROADCASTING	75/368,830
STC BROADCASTING INC.	75/368,829

Delaware

PAGE 1

The First State

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 "STC BROADCASTING, INC.", CHANGING ITS NAME FROM "STC BROADCASTING, INC." TO "TVL BROADCASTING, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2002, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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RECORDED: 11/25/2002

AUTHENTICATION: 2072926

DATE: 11-06-02
TRADEMARK

REEL: 002621 FRAME: 0398