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03-17-2003

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks: Plea.

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, thereof.

1. Name of conveying party(ies): **3-12-03**
Rainbow Media Sports Holdings, Inc.

- Individual(s)
- Limited Partnership-
- Corporation - State - Delaware**
- Other
- Association
- General Partnership**

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

3. Nature of conveyance:

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

Effective Date: March 29, 2001

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

Name: **Rainbow Media Holdings, Inc.**

Address: **200 Jericho Quadrangle**

City: **Jericho State: NY Zip: 11753**

- Individual(s) citizenship
- Limited Partnership
- Corporation - State - Delaware**
- Other
- General Partnership
- Association

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 Serial No.(s):

RAINBOW SPORT - SN 75/942,444
GUY TV - SN 75/420,962

Attorney Docket: **2827/8D950**

B. Trademark Registration No.(s):

See attached Schedule A

3/12/03 EU 294034156 US

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Additional numbers attached? Yes No

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

Name: **Amy L. Nelkin**
Internal Address: **Darby & Darby P.C.**
Street Address: **805 Third Avenue**
City: **New York State: New York Zip: 10022-7513**

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41):.....\$465.00

- Enclosed
- Any exceeding amount is authorized to be charged to deposit account **04-0100**

8. Charge any additional fees in connection with the submission to our Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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02 FC:0522 425.00/OP

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.

Name of Person Signing: **Amy L. Nelkin**

Signature: *Amy L. Nelkin*

March 12, 2003
Date

Total number of pages including cover sheet, attachments, and document: **5**

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

SCHEDULE A

MARK

REG.NO.

SPORTSCHANNEL NEW ENGLAND	Reg. No. 2,096,698
SPORTS CHANNEL	Reg. No. 2,490,997
SPORTSCHANNEL OHIO	Reg. No. 2,096,697
SPORTSCHANNEL PACIFIC	Reg. No. 2,108,290
SPORTSCHANNEL NEW YORK	Reg. No. 2,096,696
SCHOOLYARD JAM	Reg. No. 2,203,109
SPORTSCHANNEL	Reg. No. 2,018,554
SPORTSCHANNEL and Design	Reg. No. 2,022,702
SPORTSCHANNEL	Reg. No. 2,108,410
GAME TIME	Reg. No. 2,059,096
SCHOOLYARD JAM and Design	Reg. No. 2,206,019
SPORTSCHANNEL CHICAGO	Reg. No. 2,096,739
SPORTSCHANNEL PHILADELPHIA	Reg. No. 2,096,707
SPORTSCHANNEL CINCINNATI	Reg. No. 2,108,293
S and Design	Reg. No. 2,087,087
SPORTSCHANNEL FLORIDA	Reg. No. 2,096,706

CERTIFICATE OF MERGER

OF
RAINBOW MEDIA SPORTS HOLDINGS, INC.
INTO
RAINBOW MEDIA HOLDINGS, INC.

The undersigned corporations **DO HEREBY CERTIFY:**

FIRST: That the name and state of domicile of each of the constituent entities in the merger is as follows:

NAME	STATE OF DOMICILE
RAINBOW MEDIA SPORTS HOLDINGS, INC.	Delaware
RAINBOW MEDIA HOLDINGS, INC.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving entity in the merger is Rainbow Media Holdings, Inc., a Delaware corporation, which will continue its existence as said surviving corporation under the name Rainbow Media Holdings, Inc. upon the effective date of the merger.

FOURTH: The Certificate of Incorporation of Rainbow Media Holdings, Inc., as now in force and effect, shall be the Certificate of Incorporation of the surviving

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corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving entity, the address of which is 111 Stewart Avenue, Bethpage, New York 11714; Attention: Senior Vice President.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving entity, on request and without cost, to any stockholder of Rainbow Media Sports Holdings, Inc. or Rainbow Media Holdings, Inc.

SEVENTH: That this Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this certificate of merger.

Dated: March 29, 2001

RAINBOW MEDIA SPORTS HOLDINGS,
INC.

By: /s/ David A. Deitch
Name: David A. Deitch
Title: Senior Vice President,
Business Affairs,
General Counsel & Secretary

RAINBOW MEDIA HOLDINGS, INC.

By: /s/ Joshua Sapan
Name: Joshua Sapan
Title: Chief Executive Officer
and President

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State of Delaware
Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"RAINBOW MEDIA SPORTS HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RAINBOW MEDIA HOLDINGS, INC." UNDER THE NAME OF "RAINBOW MEDIA HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 2001, AT 9 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: 1054957

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DATE: 03-30-01

RECORDED: 03/12/2003

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