

RECORDATION F
TRADEMARK

03-17-2003



102391396

To the Honorable Commissioner of Patents and Trademarks: Please re

1. Name of conveying party(ies): **3-12-03**
Rainbow Media Group, LLC

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

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

3. Nature of conveyance:

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

Effective Date: **February 6, 2003**

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 General Partnership
- Limited Partnership Association
- 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

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

A. Trademark Serial No.(s):

VICTORY ON DEMAND - SN 76/405,427

Attorney Docket: **2827/80950 3J434**

B. Trademark Registration No.(s):

3/12/03 EV294034156-US

J. Davis *J. Davis*

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: 1

7. Total fee (37 CFR 3.41):.....\$40.00

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)

03/14/2003 ECOOPER 00000044 76405427

01 FC 8521

40.00 OP

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.

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: 3

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:31 AM 02/06/2003
030079342 - 2357787

NO. 0049

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Rainbow Media Holdings, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Rainbow Media Group, LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Rainbow Media Holdings, Inc.

FOURTH: The merger is to become effective on upon filing of certificate.

FIFTH: The Agreement of Merger is on file at 1111 Stewart Avenue Bethpage, NY 11714, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 5th day of February, A.D., 2003.

By: [Signature] vs

Name: Hank J. Ratner

Print or Type Signature

Title: vice Chairman

Delaware

PAGE 1

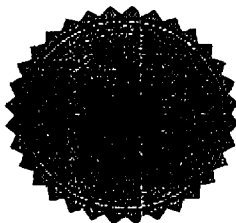
The First State

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 MERGER, WHICH MERGES:

"RAINBOW MEDIA GROUP, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

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 SIXTH DAY OF FEBRUARY, A.D. 2003, AT 10:31 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: 2250665

DATE: 02-10-03

RECORDED: 03/12/2003

TRADEMARK
REEL: 002691 FRAME: 0674