

SCHEDULE A
RAINBOW MEDIA HOLDINGS, LLC PENDING APPLICATIONS

Trademark Report By Mark
Country: US
Status: Active

MARK	FILED	APP. NO.
RAINBOW MEDIA	5/22/2002	76/412,175
GUY TV (Our Ref. 01106/340E424)	1/21/1998	75/420,962
RAINBOW SPORTS NETWORK (Our Ref. 01106/340K546)	3/31/2003	78/231,841

SCHEDULE B
RAINBOW MEDIA HOLDINGS, LLC MARKS

Trademark Report By Mark
 Country: US
 Status: Active

MARK	FILED	APP. NO.	REG. DATE	REG. NO.
RAINBOW	4/18/1991	74/158,531	10/6/1992	1,722,594
RAINBOW and Design (Our Ref. #1186/300H762)	9/27/1995	74/734,682	8/12/1997	2,088,172
SPORTSCHANNEL NEW ENGLAND	2/20/1996	75/061,399	9/16/1997	2,096,698
SPORTS CHANNEL	2/20/1996	75/061,396	9/18/2001	2,490,997
SPORTSCHANNEL OHIO	2/20/1996	75/061,395	9/16/1997	2,096,697
SPORTSCHANNEL PACIFIC	2/20/1996	75/061,394	10/28/1997	2,108,290
SPORTSCHANNEL NEW YORK	2/20/1996	75/061,393	9/16/1997	2,096,696
SCHOOLYARD JAM	2/20/1996	75/061,392	11/10/1998	2,203,109
SPORTSCHANNEL	4/30/1990	74/054,353	11/26/1996	2,018,554

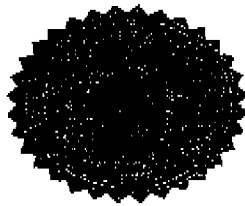
MARK	FILED	APP. NO.	REG. DATE	REG. NO.
SPORTSCHANNEL	4/18/1996	75/090,564	10/28/1997	2,108,410
SCHOOLYARD JAM and Design	4/2/1996	75/082,565	11/24/1998	2,206,019
SPORTSCHANNEL CHICAGO	2/20/1996	75/068,571	9/16/1997	2,096,739
SPORTSCHANNEL PHILADELPHIA	2/20/1996	75/061,878	9/16/1997	2,096,707
SPORTSCHANNEL CINCINNATI	2/20/1996	75/061,875	10/28/1997	2,108,293
S and Design	2/20/1996	75/061,874	8/12/1997	2,087,087
SPORTSCHANNEL FLORIDA	2/20/1996	75/061,873	9/16/1997	2,096,706

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "RAINBOW MEDIA HOLDINGS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "RAINBOW MEDIA HOLDINGS, INC." TO "RAINBOW MEDIA HOLDINGS LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2003, AT 5:36 O'CLOCK P.M.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

2357787 8100V

AUTHENTICATION: 2624175

030581531

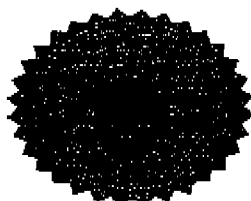
DATE: 09-09-03

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "RAINBOW MEDIA HOLDINGS LLC" FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2003, AT 5:36 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2357787 8100V

030581531

AUTHENTICATION: 2624175

DATE: 09-09-03

TRADEMARK
REEL: 002763 FRAME: 0337

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION
266 OF THE DELAWARE GENERAL
CORPORATION LAW.**

1.) The name of the corporation immediately prior to filing this Certificate is
Rainbow Media Holdings, Inc.

2.) The date the Certificate of Incorporation was filed on is
November 2, 1993

3.) The original name of the corporation as set forth in the Certificate of
Incorporation is Rainbow Programming Incorporated

4.) The name of the limited liability company as set forth in the formation is
Rainbow Media Holdings LLC

5.) The conversion has been approved in accordance with the provisions of
Section 266.

By:  ^{us}
Authorized Officer

Name: _____
Print or Type Signature

**Hank J. Ratner
Vice Chairman**

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:00 PM 09/09/2003
FILED 05:36 PM 09/09/2003
SRV 030581531 - 2957787 FILE