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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

9.5.03

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.
P.O. Box 1450
Alexandria, VA 22313-1450

1. Name of conveying party(ies):
RAINBOW MEDIA SPORTS HOLDINGS, INC.

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

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

2. Name and address of receiving party(ies):
Name: RAINBOW MEDIA HOLDINGS, INC.

Internal Address
Street Address 200 Jericho Quadrangle

City Jericho State NY ZIP 11753

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: March 29, 2001

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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 Application No.(s)

B. Trademark registration No.(s) SEE ATTACHED SCHEDULE

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, New York 10036-2711

Attn: Patricia Vega, Director of Trademark Administration

File No.: 8545-9/24/25/29/30/35/36/37/38/39
142/45/150-999

6. Total number of applications and registrations involved: TWELVE

7. Total fee (37 CFR 3.41).....\$ 315
Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

09/10/2003 EDC/PER 0000077 161150 2018354
01 FC/5281 40.00 BA
02 FC/5282 statement 275.00 BA

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PR/FINANCE

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.

Jacqueline M. Lesser, Esq. *Jacqueline Lesser* 9/2/03
Name of Person Signing Reg. No. Signature Date

Total number of pages comprising cover sheet: 7

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SPORTSCHANNEL	2,018,554	NOVEMBER 26, 1996
SPORTSCHANNEL LOGO	2,087,087	AUGUST 12, 1997
SPORTSCHANNEL NEW YORK	2,096,696	SEPTEMBER 16, 1997
SPORTSCHANNEL OHIO	2,096,697	SEPTEMBER 16, 1997
SPORTSCHANNEL NEW ENGLAND	2,096,698	SEPTEMBER 16, 1997
SPORTSCHANNEL FLORIDA	2,096,706	SEPTEMBER 16, 1997
SPORTSCHANNEL CHICAGO	2,096,739	SEPTEMBER 16, 1997
SPORTSCHANNEL PACIFIC	2,108,290	OCTOBER 28, 1997
SPORTSCHANNEL	2,108,410	OCTOBER 28, 1997
SCHOOLYARD JAM	2,203,109	NOVEMBER 10, 1998
SCHOOLYARD JAM AND DESIGN	2,206,019	NOVEMBER 24, 1998
SPORTS CHANNEL	2,490,997	SEPTEMBER 18, 2001

State of Delaware
Office of the Secretary of State PAGE 1

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/29/2001
010156438 - 2357767

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 1111 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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TOTAL P.03