

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/13/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Liberty Productions, Inc.		03/13/2002	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Motor Trend Auto Shows, Inc.
Street Address:	9 East Loockerman Street
Internal Address:	Suite 1B
City:	Dover
State/Country:	DELAWARE
Postal Code:	19901
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2282456	EXIT ONLY
Registration Number:	2282455	ENTER HERE
Registration Number:	2317565	ENTER HERE ISUZU INTERSTATE 76

CORRESPONDENCE DATA

Fax Number: (212)745-0131
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-745-1889
 Email: samantha.favitta@primedia.com
 Correspondent Name: Robin Adelson
 Address Line 1: 745 Fifth Ave,
 Address Line 2: Legal
 Address Line 4: New York, NEW YORK 10151

NAME OF SUBMITTER:	Robin Adelson
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TRADEMARK

OP \$90.00 2282456

Signature:

/Robin Adelson/

Date:

05/23/2005

Total Attachments: 3

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AGREEMENT OF MERGER
OF
LIBERTY PRODUCTIONS, INC.
AND
MOTOR TREND AUTO SHOWS INC.

AGREEMENT OF MERGER entered into on March 13, 2003 by Motor Trend Auto Shows Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date, and entered into on March 13, 2003 by Liberty Productions, Inc., a business corporation of the State of Pennsylvania, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Motor Trend Auto Shows Inc. is a business corporation of the State of Delaware with its registered office therein located at 9 East Lookerman Street, Suite 1B, City of Dover, County of Kent; and

WHEREAS the total number of shares of stock which Motor Trend Auto Shows Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS Liberty Productions, Inc. is a business corporation of the State of Pennsylvania with its registered office therein located in the County of Dauphin; and

WHEREAS the total number of authorized shares of stock Liberty Productions, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS the Delaware General Corporation Law permits a merger of a business corporation of the State of Delaware with a business corporation of another jurisdiction; and

WHEREAS the Pennsylvania Business Corporation Law permits the merger of a business corporation of the State of Pennsylvania into a business corporation of another jurisdiction and

WHEREAS Motor Trend Auto Shows Inc. and Liberty Production, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge Liberty Productions, Inc. with and into Motor Trend Auto Shows Inc. pursuant to the provisions of the Delaware General Corporation Law and pursuant to the provisions of the Pennsylvania Business Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Motor Trend Auto Shows Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Liberty Productions, Inc. and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Motor Trend Auto Shows Inc. and Liberty Productions, Inc. shall, pursuant to the provisions of the Delaware General Corporation Law and to the provisions of the Pennsylvania Business Corporation Law, be merged with and into a single corporation, to wit, Motor Trend Auto Shows Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under Motor Trend Auto Shows Inc. pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Liberty Productions, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Pennsylvania Business Corporation Law.

2. The present by-laws and Certificate of Incorporation of the surviving corporation will be the by-laws and Certificate of Incorporation of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

4. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation.

5. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Pennsylvania Business Corporation Law and upon behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Pennsylvania, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Pennsylvania and elsewhere to effectuate the merger herein provided for.

6. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed on this 13th day of March, 2003.

LIBERTY PRODUCTIONNS, INC.

By: _____

B. C. Chell
Beverly C. Chell, Secretary

MOTOR TREND AUTO SHOWS INC.

By: _____

B. C. Chell
Beverly C. Chell, Secretary