

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/11/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
KOCH Entertainment Distribution LLC		07/11/2005	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	KOCH Content LLC
Street Address:	22 Harbor Park Drive
City:	Port Washington
State/Country:	NEW YORK
Postal Code:	11050
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1740963	KOCH INTERNATIONAL
Registration Number:	1740964	KOCH INTERNATIONAL
Registration Number:	1738085	KOCH
Registration Number:	2674274	THE MAJOR ALTERNATIVE
Registration Number:	2713483	THE MAJOR INDEPENDENT

CORRESPONDENCE DATA

Fax Number: (212)909-6836
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 909-6000
 Email: trademarks@debevoise.com
 Correspondent Name: Matthew Heintz
 Address Line 1: Debevoise & Plimpton LLP, 919 Third Ave.
 Address Line 4: New York, NEW YORK 10022

CH \$140.00 1740963

NAME OF SUBMITTER:	Matthew Heintz
Signature:	/Matthew Heintz/
Date:	07/12/2005
Total Attachments: 3 source=Koch Content LLC#page1.tif source=Koch Content LLC#page2.tif source=Koch Content LLC#page3.tif	

Delaware

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The First State

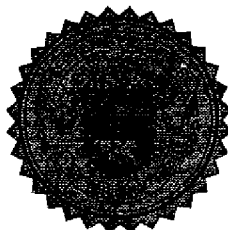
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KOCH ENTERTAINMENT DISTRIBUTION LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "KOCH CONTENT LLC" UNDER THE NAME OF "KOCH CONTENT LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JULY, A.D. 2005, AT 2:20 O'CLOCK P.M.

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050572533



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4012071

DATE: 07-11-05

TRADEMARK

REEL: 003119 FRAME: 0966

CERTIFICATE OF MERGER
OF
KOCH ENTERTAINMENT DISTRIBUTION LLC, a Delaware limited liability company
INTO
KOCH CONTENT LLC, a Delaware limited liability company

Pursuant to Section 18-209 of the
Delaware Limited Liability Company Act

Dated: July 11, 2005

The undersigned, KOCH Content LLC, a Delaware limited liability company, does hereby certify:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
KOCH Entertainment Distribution LLC	Delaware
KOCH Content LLC	Delaware

SECOND: A Merger Agreement (the "Merger Agreement"), has been approved and executed pursuant to Section 18-209 of the Delaware Limited Liability Company Act by (i) KOCH Entertainment Distribution LLC, a Delaware limited liability company (the "Non-Surviving LLC"), and (ii) KOCH Content LLC, a Delaware limited liability company (the "Surviving LLC").

THIRD: The name of the surviving Delaware limited liability company is KOCH Content LLC.

FOURTH: The certificate of formation of KOCH Content LLC, as may be amended, shall be the certificate of formation of the Surviving LCC.

FIFTH: The merger of the Non-Surviving LLC into the Surviving LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The executed Merger Agreement is on file at 22 Harbor Park Drive, Port Washington, NY 11050.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the Non-Surviving LLC or the Surviving LLC.

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IN WITNESS WHEREOF, Koch Content LLC has caused this Certificate of Merger to be duly executed as of the date set forth above.

KOCH CONTENT LLC

By: *Karen S. Johnson*

Name: Karen S. Johnson

Title: Authorized Person

21956311

KED-KCLLC Certificate of Merger

RECORDED: 07/12/2005

TRADEMARK
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