

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

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

RECEIVING PARTY DATA

Name:	KOCH Entertainment LP
Street Address:	22 Harbor Park Drive
City:	Port Washington
State/Country:	NEW YORK
Postal Code:	11050
Entity Type:	LIMITED PARTNERSHIP: 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

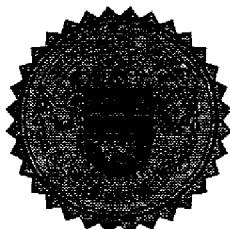
NAME OF SUBMITTER:	Matthew Heintz
Signature:	/Matthew Heintz/
Date:	07/12/2005
Total Attachments: 3 source=Koch Entertainment LP#page1.tif source=Koch Entertainment LP#page2.tif source=Koch Entertainment LP#page3.tif	

Delaware

PAGE 1

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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "KOCH CONTENT LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "KOCH CONTENT LLC" TO "KOCH ENTERTAINMENT LP", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JULY, A.D. 2005, AT 2:22 O'CLOCK P.M.



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050572543

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4012083

DATE: 07-11-05

TRADEMARK
REEL: 003120 FRAME: 0017

CERTIFICATE OF CONVERSION TO LIMITED PARTNERSHIP
OF
KOCH CONTENT LLC
TO
KOCH ENTERTAINMENT LP

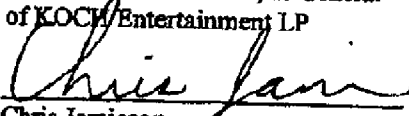
This Certificate of Conversion to Limited Partnership, dated as of July 11, 2005, is being duly executed and filed by KOCH Entertainment GP LLC, as General Partner, to convert Koch Content LLC (the "Other Entity") to KOCH Entertainment LP, a Delaware limited partnership (the "Limited Partnership") under the Delaware Revised Uniform Limited Partnership Act (6 Del. C. § 17-101, et seq.).

1. The date on which the Other Entity was first formed was July 11, 2005.
2. The jurisdiction of the Other Entity at the time it was formed was Delaware.
3. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Limited Partnership was KOCH Content LLC.
4. The name of the Limited Partnership as set forth in its certificate of limited partnership is KOCH Entertainment LP.
5. The conversion of the Other Entity to the Limited Partnership shall be effective upon the filing of this Certificate of Conversion to Limited Partnership and certificate of limited partnership with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the general partner of the limited partnership has caused this Certificate of Conversion to be signed as of the date first written above.

KOCH Entertainment GP LLC, as General
Partner of KOCH Entertainment LP

By:


Name: Chris Jamieson

Title: Chief Financial Officer

21955691

Certificate of Conversion - KCLLC/KELP

RECORDED: 07/12/2005

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