

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/06/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
World Championship Sports Network LLC		10/06/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	World Championship Sports Network, Inc.
Street Address:	12100 Wilshire Boulevard
Internal Address:	Suite 1275
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90025
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Serial Number:	78428326	WCSN
Serial Number:	78482038	HOME OF WORLD CHAMPIONS
Serial Number:	78481183	WORLD CHAMPIONSHIP SPORTS NETWORK

**CORRESPONDENCE DATA**

Fax Number: (714)755-8290  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: ipdocket@lw.com  
 Correspondent Name: Latham & Watkins LLP  
 Address Line 1: 650 Town Center Drive  
 Address Line 2: Suite 2000  
 Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	038656-0000
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OP \$90.00 78428326

NAME OF SUBMITTER:	Rhonda DeLeon
Signature:	/Rhonda DeLeon/
Date:	08/28/2007

**Total Attachments: 11**

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**AGREEMENT OF MERGER**

**OF**

**WORLD CHAMPIONSHIP SPORTS NETWORK LLC**  
(a Delaware limited liability company)

**WITH AND INTO**

**WORLD CHAMPIONSHIP SPORTS NETWORK, INC.**  
(a Delaware corporation)

This Agreement of Merger (the "Agreement") is entered into, as of October 6, 2006, by and between World Championship Sports Network LLC, a Delaware limited liability company ("WCSN LLC"), and World Championship Sports Network, Inc., a Delaware corporation ("WCSN Inc."), (WCSN LLC and WCSN Inc. being hereinafter sometimes collectively referred to as the "Constituent Companies").

1. Upon the terms and subject to the conditions hereof and in accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act") and Section 264 of the Delaware General Corporation Law (the "DGCL"), WCSN LLC shall be merged with and into WCSN Inc. (the "Merger") at the Effective Time (as hereinafter defined). Following the Merger, the separate existence of WCSN LLC shall cease, and WCSN Inc. shall continue as the surviving entity (the "Surviving Entity") and shall succeed to and assume all of the rights and obligations of WCSN LLC in accordance with the LLC Act and the DGCL.

2. The parties hereto shall cause the Merger to be consummated by filing a Certificate of Merger (the "Certificate of Merger") with the Delaware Secretary of State pursuant to Section 264 of the DGCL and Section 18-209 of the LLC Act. When used in this Agreement of Merger, the term "Effective Time" shall mean the date and time of filing of the Certificate of Merger with the Delaware Secretary of State.

3. The Merger shall have the effects set forth in Section 264 of the DGCL and Section 18-209 of the LLC Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, except as otherwise provided herein, all of the property, rights, privileges, powers and franchises of WCSN LLC and WCSN Inc. shall rest in the Surviving Entity, and all debts, liabilities and duties of WCSN LLC and WCSN Inc. shall become the debts, liabilities and duties of the Surviving Entity.

4. As of the Effective Time, by virtue of the Merger and without any action on the part of any member of WCSN LLC or the stockholders of WCSN Inc., each membership interest in WCSN LLC outstanding immediately prior to the Effective Time shall be canceled and extinguished without consideration. The outstanding shares of WCSN Inc. outstanding immediately prior to the Effective Time shall continue to be outstanding and shall not be affected by the Merger.

5. The certificate of incorporation of WCSN Inc. shall be the certificate of incorporation of the Surviving Entity.

6. If, at any time after the Effective Time, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of either of the Constituent Companies, or (b) otherwise to carry out the purposes of this Agreement of Merger, the Surviving Entity and its proper authorized representatives shall be authorized to execute and deliver, in the name and on behalf of either of the Constituent Companies, all such deeds, bills of sale, assignments and assurances and do, in the name and on behalf of each of the Constituent Companies, all such other acts and things necessary, desirable or proper to vest, perfect or confirm its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of such Constituent Company and otherwise to carry out the purposes of this Agreement of Merger.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger  
as of the date first written above.

WORLD CHAMPIONSHIP SPORTS NETWORK LLC,  
a Delaware limited liability company

By: World Championship Sports Network, Inc.,  
a Delaware corporation  
Its Sole Member

By:



Name: Claude Ruibal

Title: Chairman and CEO

WORLD CHAMPIONSHIP SPORTS NETWORK, INC.,  
a Delaware corporation

By:



Name: Claude Ruibal

Title: Chairman and CEO

# Delaware

PAGE 1

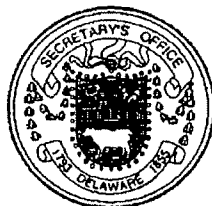
*The First State*

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:

"WORLD CHAMPIONSHIP SPORTS NETWORK LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "WORLD CHAMPIONSHIP SPORTS NETWORK, INC." UNDER THE NAME OF "WORLD CHAMPIONSHIP SPORTS NETWORK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 2006, AT 8:02 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4105543 8100M

060925866

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5101583

DATE: 10-10-06

TRADEMARK  
REEL: 003610 FRAME: 0135

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:02 PM 10/06/2006  
FILED 08:02 PM 10/06/2006  
SRV 060925866 - 4105543 FILE

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC LIMITED LIABILITY COMPANY  
INTO A  
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is World Championship Sports Network, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is World Championship Sports Network LLC Delaware limited liability company.

**SECOND:** An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company, in accordance with said Section 264(c) and said Section 18-209.

**THIRD:** The name of the surviving corporation is World Championship Sports Network, Inc.

**FOURTH:** The merger is to become effective on date of filing.

**FIFTH:** The Agreement of Merger is on file at 12100 Wilshire Boulevard, Suite 1275, Los Angeles, CA 90025, the place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporation or member of the constituent limited liability company.

**SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 6th day of October, A.D., 2006

By: [Signature]  
Authorized Officer

Name: CLAUDE ROBERT  
Print or Type

Title: CEO

**ACTION  
OF THE BOARD OF DIRECTORS OF  
WORLD CHAMPIONSHIP SPORTS NETWORK, INC.  
TAKEN WITHOUT A MEETING  
BY WRITTEN CONSENT**

The following action is taken by the Board of Directors (the "Board") of World Championship Sports Network, Inc., a Delaware corporation (the "Corporation"), by written consent without a meeting, as of September 29, 2006, pursuant to Section 141(f) of the Delaware General Corporation Law permitting such action to be taken.

Agreement of Merger. The following resolutions approving the merger of World Championship Sports Network LLC with and into the Corporation are adopted:

WHEREAS, it is deemed to be advisable and in the best interests of the Corporation and its stockholders that the Corporation merge with World Championship Sports Network LLC, a Delaware limited liability company ("WCSN LLC"), with the Corporation as the surviving entity; and

WHEREAS, there has been presented to the Board an Agreement of Merger, dated as of October \_\_, 2006 (the "Agreement of Merger") by and between the Corporation and WCSN LLC, pursuant to which WCSN LLC will merge with and into the Corporation, with the Corporation as the surviving entity (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that the form of, and the terms and conditions set forth in the Agreement of Merger be, and they hereby are, approved, ratified and confirmed; and

RESOLVED FURTHER, that the Corporation enter into the Agreement of Merger and perform its obligations pursuant thereto; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to execute and deliver and to cause the Corporation to perform its obligations under, the Agreement of Merger, substantially in the form presented to the Board, with such changes therein, deletions therefrom or additions and amendments thereto as such officer or officers executing the same shall approve, his, her or their execution thereof to be conclusive evidence of such approval; and



RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare or cause to be prepared and to execute a Certificate of Merger of Domestic Limited Liability Company into a Domestic Corporation (the "Certificate of Merger"), and to file or cause to be filed the Certificate of Merger with the Delaware Secretary of State; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to execute and deliver such other documents and to take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to effect the Merger and to otherwise carry out the intent and purposes of the foregoing resolutions.

*(Signature Page Follows)*

The undersigned, being all of the directors of the Corporation, do hereby consent to the foregoing action as of the date set forth above.

  
\_\_\_\_\_  
Tom Hipkins

\_\_\_\_\_  
Claude Ruibal


\_\_\_\_\_  
Michael Hirshland

\_\_\_\_\_  
Bob Bowman

WISN INC. BOARD RESOLUTIONS RE: MERGER

The undersigned, being all of the directors of the Corporation, do hereby consent to the foregoing action as of the date set forth above.

\_\_\_\_\_  
Tom Hipkins



\_\_\_\_\_  
Claude Ruibal

\_\_\_\_\_  
Michael Hirshland

\_\_\_\_\_  
Bob Bowman

The undersigned, being all of the directors of the Corporation, do hereby consent to the foregoing action as of the date set forth above.

\_\_\_\_\_  
Tom Hipkins

\_\_\_\_\_  
Claude Ruibal

  
\_\_\_\_\_  
Michael Hirshland

\_\_\_\_\_  
Bob Bowman

WCSN INC. BOARD RESOLUTIONS RE: MERGER

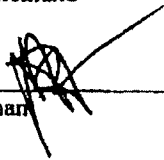
The undersigned, being all of the directors of the Corporation, do hereby consent to the foregoing action as of the date set forth above.

\_\_\_\_\_  
Tom Hipkins

\_\_\_\_\_  
Claude Ruibal

\_\_\_\_\_  
Michael Hirshland

\_\_\_\_\_  
Bob Bowman

A handwritten signature in black ink, appearing to be 'Bob Bowman', is written over the signature line for Bob Bowman. The signature is somewhat scribbled and overlaps the line.

WCSN INC. BOARD RESOLUTIONS RE: MERGER