

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion to Limited Partnership		
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: 1			
Property Type	Number	Word Mark	
Registration Number:	3010826	TRAINER'S EDGE	
CORRESPONDENCE DATA			
Fax Number:	(312)706-8248		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3127018623		
Email:	zbeal@mayerbrown.com, ipdocket@mayerbrown.com		
Correspondent Name:	Richard M. Assmus		
Address Line 1:	P. O. Box 2828		
Address Line 4:	Chicago, ILLINOIS 606902828		
ATTORNEY DOCKET NUMBER:	08066030 RMA 4000		
NAME OF SUBMITTER:	Richard M. Assmus		
Signature:	/rma/		
Date:	09/19/2008		

OP \$40.00 3010826

Total Attachments: 7

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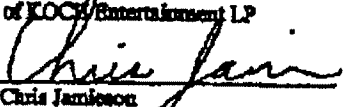
CERTIFICATE OF CONVERSION TO LIMITED PARTNERSHIP
OF
KOCH CONTENT LLC
TO
KOCH ENTERTAINMENT LP

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 Jamison
Title: Chief Financial Officer

21968901

Certificate of Conversion - NCLLC/KELP

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
KOCH CONTENT GP LLC

THIS Certificate of Amendment of Certificate of Formation of KOCH Content GP LLC (the "Company"), dated as of July 11, 2005, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. §18-202 and §18-204, to amend the original Certificate of Formation of the Company, which was filed on June 1, 2005 (the "Certificate"), with the Secretary of State of the State of Delaware, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

1. Name. The name of the limited liability company is KOCH Content GP LLC.
2. Amendment. Article FIRST of the Certificate is hereby amended and restated in its entirety as follows:

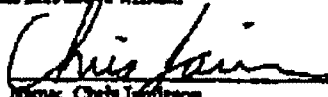
"FIRST. The name of the limited liability company formed hereby is "KOCH Entertainment GP LLC."

21878014W2

KEGP Name Change Certificate

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Amendment of Certificate of Formation as of the date first-above written.

By:



Name: Chris Johnson
Title: Chief Financial Officer

11778014

NECF Name Change Certificate

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:14 PM 07/11/2005
FILED 02:22 PM 07/11/2005
SRV 030571558 - 3975923 FILE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

KOCH ENTERTAINMENT LP

July 11, 2005

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:

FIRST. The name of the limited partnership formed hereby is KOCH Entertainment LP (the "Partnership").

SECOND. The address of the Partnership's registered office in the State of Delaware is Registered Agent Solutions, Inc., 32 Lockerman Square, Suite 109, Dover, County of Kent, Delaware 19904.

THIRD. The name of the Partnership's registered agent for service of process in the State of Delaware at such address is Registered Agent Solutions, Inc.

FOURTH. The name and mailing address of each general partner is as follows:

NAME	MAILING ADDRESS
KOCH Entertainment, GP, LLC	70 Driver Road Brampton, Ontario, Canada L6T 5V2


21562208-0

Certificate of Limited Partnership K&LP

TRADEMARK
REEL: 003856 FRAME: 0754

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Limited Partnership of KOCH Entertainment LP as of date first written above.

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

By: 
Name: Chris Janssen
Title: Chief Financial Officer

21004208

Certificate of Limited Partnership - XELP

KOCH ENTERTAINMENT DISTRIBUTION LLC (MERGED INTO KOCH ENTERTAINMENT LP)

3) Trade-Marks

Trade-Mark	Application #	Registration #	Filing Date	Registration Date	Status
TRAINER'S EDGE	78/393270	3010826	Mar. 30, 2004	Nov. 1, 2005	REGISTERED