

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | Conversion     |

**CONVEYING PARTY DATA**

| Name                            | Formerly | Execution Date | Entity Type                   |
|---------------------------------|----------|----------------|-------------------------------|
| Lifetime Entertainment Services |          | 09/10/2009     | General Partnership: NEW YORK |

**RECEIVING PARTY DATA**

|                          |                                                |
|--------------------------|------------------------------------------------|
| <b>Name:</b>             | Lifetime Entertainment Services Merge Co., LLC |
| <b>Street Address:</b>   | 111 8th Avenue                                 |
| <b>Internal Address:</b> | 11th Floor                                     |
| <b>City:</b>             | New York                                       |
| <b>State/Country:</b>    | NEW YORK                                       |
| <b>Postal Code:</b>      | 10011                                          |
| <b>Entity Type:</b>      | LIMITED LIABILITY COMPANY: NEW YORK            |

**PROPERTY NUMBERS Total: 107**

| Property Type  | Number   | Word Mark                                 |
|----------------|----------|-------------------------------------------|
| Serial Number: | 77693806 | ALL THE LOOKS                             |
| Serial Number: | 77121427 | AMERICA'S PSYCHIC CHALLENGE               |
| Serial Number: | 77335194 | BE MY SUPPORT. BE MY STRENGTH. BE MY BRA. |
| Serial Number: | 77774759 | BEST SELLER SUMMER                        |
| Serial Number: | 77578770 | CAPTION SPLASH                            |
| Serial Number: | 77719736 | CELEBRITY LIMELIGHT                       |
| Serial Number: | 77318237 | CONNECT. PLAY. SHARE.                     |
| Serial Number: | 77611347 | COOKBOOK BY FOR MOMS                      |
| Serial Number: | 77611319 | COOKBOOK FOR MOMS                         |
| Serial Number: | 77778197 | CREATE A MALL                             |
| Serial Number: | 77606534 | LIFETIME LIFETIME THE FLYING TIGRESS      |
| Serial Number: | 77604513 | THE FLYING TIGRESS LIFETIME LIFETIME      |
| Serial Number: | 77618740 | DIETTRIBE                                 |

OP \$2690.00 77693806

|                |          |                                           |
|----------------|----------|-------------------------------------------|
| Serial Number: | 78789781 | DON'T SKIP A BEAT                         |
| Serial Number: | 78789787 | DON'T SKIP A BEAT                         |
| Serial Number: | 77408687 | DRESS UP CHALLENGE                        |
| Serial Number: | 77357124 | EVERY WOMAN COUNTS                        |
| Serial Number: | 77426913 | EVERY WOMAN'S FILM COMPETITION            |
| Serial Number: | 77395139 | FA LA LA LA LIFETIME                      |
| Serial Number: | 78758238 | FACE THE FAMILY                           |
| Serial Number: | 77752411 | FASHION FIX                               |
| Serial Number: | 77408704 | FLASH DATING                              |
| Serial Number: | 77476935 | FLYING BY THE SEAT OF HER PARENTING PANTS |
| Serial Number: | 77607981 | FLYING TIGRESS                            |
| Serial Number: | 77604521 | FLYING TIGRESS                            |
| Serial Number: | 77759755 | GAMES WOMEN PLAY                          |
| Serial Number: | 78946153 | GAY STRAIGHT OR TAKEN                     |
| Serial Number: | 77487520 | GIGGLERIFIC                               |
| Serial Number: | 77487651 | HAIR'S THE SCOOP                          |
| Serial Number: | 78639258 | HEAD 2 TOE                                |
| Serial Number: | 77401720 | HOLLYWOOD TAILS                           |
| Serial Number: | 78572322 | I MARRIED A PRINCESS                      |
| Serial Number: | 78883402 | INSPECTOR MOM                             |
| Serial Number: | 75601150 | INTIMATE PORTRAIT                         |
| Serial Number: | 77761942 | KEYS TO MANHATTAN                         |
| Serial Number: | 77605344 | LIFETIME                                  |
| Serial Number: | 78801056 | LIFETIME                                  |
| Serial Number: | 73595946 | LIFETIME                                  |
| Serial Number: | 75490053 | LIFETIME                                  |
| Serial Number: | 76451299 | LIFETIME                                  |
| Serial Number: | 77605353 | LIFETIME                                  |
| Serial Number: | 77604537 | LIFETIME                                  |
| Serial Number: | 77762752 | LIFETIME GAME STUDIO                      |
| Serial Number: | 77002201 | LIFETIME GAMES                            |
| Serial Number: | 77007971 | LIFETIME GAMES                            |
| Serial Number: | 78272502 | LIFETIME HOME ENTERTAINMENT               |
| Serial Number: | 77781690 | LIFETIME LOVERS' LANE                     |
| Serial Number: | 77401710 | LIFETIME MOVIE MASHUP                     |

|                |          |                               |
|----------------|----------|-------------------------------|
| Serial Number: | 78582840 | LIFETIME MOVIE NETWORK        |
| Serial Number: | 78582854 | LIFETIME MOVIE NETWORK        |
| Serial Number: | 78770023 | LIFETIME NETWORKS             |
| Serial Number: | 78770020 | LIFETIME NETWORKS             |
| Serial Number: | 78770034 | LIFETIME NETWORKS             |
| Serial Number: | 78770014 | LIFETIME NETWORKS             |
| Serial Number: | 78770017 | LIFETIME NETWORKS             |
| Serial Number: | 78979612 | LIFETIME NETWORKS             |
| Serial Number: | 78770025 | LIFETIME NETWORKS             |
| Serial Number: | 78980762 | LIFETIME NETWORKS             |
| Serial Number: | 78958954 | LIFETIME ON DEMAND            |
| Serial Number: | 78958946 | LIFETIME ON DEMAND            |
| Serial Number: | 77007916 | LIFETIME R.S.V.P.             |
| Serial Number: | 76422578 | LIFETIME RADIO FOR WOMEN      |
| Serial Number: | 75982431 | LIFETIME REAL WOMEN           |
| Serial Number: | 76231442 | LIFETIME REAL WOMEN           |
| Serial Number: | 76231441 | LIFETIME REAL WOMEN           |
| Serial Number: | 78692979 | LIFETIME SHOW TO GO           |
| Serial Number: | 78789777 | LIFETIME WOMEN'S PULSE POLL   |
| Serial Number: | 77161627 | LIFETIME'S SUMMER BEACH READS |
| Serial Number: | 78806717 | LMN                           |
| Serial Number: | 76485338 | LMN                           |
| Serial Number: | 78872460 | LMN                           |
| Serial Number: | 78872428 | LMN                           |
| Serial Number: | 78807001 | LMN ESPANOL                   |
| Serial Number: | 78807008 | LMN ESPANOL                   |
| Serial Number: | 78852697 | LMN FLIXATION                 |
| Serial Number: | 78806988 | LMN HD                        |
| Serial Number: | 78806996 | LMN HD                        |
| Serial Number: | 76242002 | LRW                           |
| Serial Number: | 77317640 | MATCHED IN MANHATTAN          |
| Serial Number: | 78639264 | MERGE                         |
| Serial Number: | 77396980 | MOMMY MADNESS                 |
| Serial Number: | 77481365 | MOM'S COOKING                 |
| Serial Number: | 77576700 | MOTHERHOOD IS OUR COMMUNITY   |

**TRADEMARK**

**REEL: 004062 FRAME: 0572**

|                |          |                                    |
|----------------|----------|------------------------------------|
| Serial Number: | 77310791 | MY LIFE MY TIME                    |
| Serial Number: | 78899378 | MY STORY IS ON LIFETIME            |
| Serial Number: | 78899260 | MY STORY IS ON LIFETIME            |
| Serial Number: | 77310972 | MYLIFETIME                         |
| Serial Number: | 75791765 | NEW ATTITUDES                      |
| Serial Number: | 77425729 | STREET DOCTORS                     |
| Serial Number: | 75585149 | TELEVISION FOR WOMEN               |
| Serial Number: | 77396966 | THAT MAGIC MOMENT                  |
| Serial Number: | 78318841 | THE "I DO" DIARIES                 |
| Serial Number: | 77801746 | THE OFFICIAL HOME FOR VALENTINE'S  |
| Serial Number: | 78309141 | THE THINGS WE DO FOR LOVE          |
| Serial Number: | 77325847 | TOP THIS PARTY                     |
| Serial Number: | 77408669 | TOTAL BEAUTY MAKEOVER              |
| Serial Number: | 77532861 | TOTAL BEAUTY MAKEOVER: DOG EDITION |
| Serial Number: | 77724164 | TOUGH AS NAILS                     |
| Serial Number: | 76488216 | WEDDINGS OF A LIFETIME             |
| Serial Number: | 77456669 | WEIGHT-LOSS WONDERS                |
| Serial Number: | 78313362 | WHAT MOM FORGOT TO TEACH ME        |
| Serial Number: | 78309147 | WHO KNOWS YOU BEST?                |
| Serial Number: | 78462780 | WOMENROCK!                         |
| Serial Number: | 75676004 | WOMEN COUNT                        |
| Serial Number: | 75872283 | WWW.LIFETIMETV.COM                 |
| Serial Number: | 77395108 | YOUR MAMA DON'T DANCE              |
| Serial Number: | 78642559 | YOU'RE NOT THE MAN I MARRIED       |

**CORRESPONDENCE DATA**

Fax Number: (617)951-8736  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 617-951-8144  
Email: eileen.sullivan@bingham.com  
Correspondent Name: Eileen Sullivan  
Address Line 1: Bingham McCutchen LLP  
Address Line 2: One Federal Street  
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:

CONVERSION

NAME OF SUBMITTER:

Eileen Sullivan

**TRADEMARK**  
**REEL: 004062 FRAME: 0573**

|                                                                                                                                                                                                             |                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| Signature:                                                                                                                                                                                                  | /eileen sullivan/ |
| Date:                                                                                                                                                                                                       | 09/16/2009        |
| Total Attachments: 3<br>source=LES Merge Co LLC - Conversion Filing (2)#page2.tif<br>source=LES Merge Co LLC - Conversion Filing (2)#page4.tif<br>source=LES Merge Co LLC - Conversion Filing (2)#page5.tif |                   |

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 10, 2009.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

NCR-26

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
One Commerce Plaza, 99 Washington Avenue  
Albany, NY 12231  
www.dos.state.ny.us

CERTIFICATE OF CONVERSION  
OF

Lifetime Entertainment Services

*(Insert Name of Partnership/Limited Partnership)*

TO

Lifetime Entertainment Services Merge Co., LLC

*(Insert Name of Limited Liability Company)*

Under Section 1006 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

Lifetime Entertainment Services Merge Co., LLC

SECOND: The (~~partnership/limited partnership~~) was, in accordance with the provisions of the Limited Liability Company Law, duly converted to a limited liability company.

(Please note: The conversion of a limited partnership to a limited liability company does not become effective until a certificate of cancellation is filed for the limited partnership. See LLCL §1006(f)&(g) and PL §121-203.)

THIRD: The name of the (~~partnership/limited partnership~~) was:

Lifetime Entertainment Services

In the case of a limited partnership, the date its initial certificate of limited partnership was filed by the Department of State is: \_\_\_\_\_

FOURTH: The county within this state in which the office of the limited liability company is to be located is: New York County

FIFTH: The Secretary of State is designated as the agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of process against the limited liability company served upon him or her is:

c/o Corporation Service Company  
80 State Street  
Albany, NY 12207-2543

X

James J. Wesley  
*(Signature)*

James J. Wesley  
*(Type or print name)*

Authorized Person  
*(Title of signer)*

NCR-26

090910000623

CERTIFICATE OF CONVERSION  
OF

Lifetime Entertainment Services

*(Insert Name of Partnership/Limited Partnership)*

TO

Lifetime Entertainment Services Merge Co., LLC

*(Insert Name of Limited Liability Company)*

Under Section 1006 of the Limited Liability Company Law

Ms. OK

Filed by: Irell & Manella LLP

*(Name)*

1800 Avenue of the Stars, Suite 900

*(Mailing address)*

Los Angeles, CA 90067

*(City, State and ZIP code)*

NOTE: This form was prepared by the New York State Department of State for filing a certificate of conversion of a partnership or limited partnership to a newly formed limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$200 filing fee made payable to the Department of State.

*(For office use only)*

FILED

2009 SEP 10 PM 1:03

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 10 2009

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BY: MP

2009 SEP 10 PM 12:51

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2009 SEP 10 AM 10:30

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