

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
A&E Television Networks		09/11/2009	JOINT VENTURE: NEW YORK
RECEIVING PARTY DATA			
Name:	A&E Television Networks, LLC		
Street Address:	235 East 45th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	77372797	H HISTORY	
Serial Number:	77372795	H HISTORY	
Serial Number:	77460945	AETN INTERNATIONAL	
CORRESPONDENCE DATA			
Fax Number:	(212)768-6800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-768-5367		
Email:	trademarks@sonnenschein.com		
Correspondent Name:	Monica B. Richman		
Address Line 1:	P.O. Box #061080		
Address Line 2:	Wacker Drive Station, Sears Tower		
Address Line 4:	Chicago, ILLINOIS 60606-1080		
ATTORNEY DOCKET NUMBER:	21602608-2013		
NAME OF SUBMITTER:	Monica B. Richman		

OP \$90.00 77372797

900143465

**TRADEMARK
 REEL: 004063 FRAME: 0686**

Signature:	/monica b. richman/
Date:	09/17/2009
Total Attachments: 8 source=A&E Television Networks LLC name change#page1.tif source=A&E Television Networks LLC name change#page2.tif source=A&E Television Networks LLC name change#page3.tif source=A&E Television Networks LLC name change#page4.tif source=A&E Television Networks LLC name change#page5.tif source=A&E Television Networks LLC name change#page6.tif source=A&E Television Networks LLC name change#page7.tif source=A&E Television Networks LLC name change#page8.tif	

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

A&E Television Networks

(Insert Name of Partnership/Limited Partnership)

TO

A&E Television Networks 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:

A&E Television Networks 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:

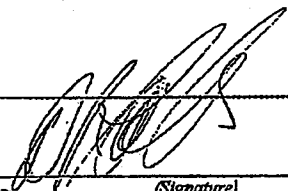
A&E Television Networks

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:

A&E Television Networks Merge Co., LLC
235 East 45th Street
New York, NY 10017

X 
(Signature)
Douglas P. Jacobs
(Type or print name)
Authorized Person
(Title of signer)

NCR-26

090910000618

CERTIFICATE OF CONVERSION
OF

A&E Television Networks

(Insert Name of Partnership/Limited Partnership)

TO

A&E Television Networks Merge Co., LLC

(Insert Name of Limited Liability Company)

Under Section 1006 of the Limited Liability Company Law

Filed by: Irell & Manella LLP

(Name)

1800 Avenue of the Stars, Suite 900

(Mailing address)

Los Angeles, CA 90067

(City, State and ZIP code)

mys ok

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 1:00

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 10 2009

TAX \$

BY: MP

Drawdown

2009 SEP 10 PM 12:51

RECEIVED

2009 SEP 10 AM 10:30

RECEIVED

681

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 11, 2009.

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

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

090911000407

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 MERGER
OF

A&E Television Networks Merge Co., LLC

(Insert Name of Domestic Entity)

AND

A&E Television Networks, LLC

(Insert Name of Foreign Limited Liability Company)

INTO

A&E Television Networks, LLC

(Insert Name of Foreign Limited Liability Company)

Under Section 1003 of the Limited Liability Company Law

FIRST: The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is:

A&E Television Networks Merge Co., LLC – New York
A&E Television Networks, LLC – Delaware

SECOND: For each domestic limited liability company and domestic other business entity, the date when its initial articles of organization or formation document was filed with Department of State is:

September 10, 2009

THIRD: For each foreign limited liability company and foreign other business entity, the jurisdiction and date of filing of its original articles of organization or formation document and the date when its application for authority was filed with the Department of State is (if no such application has been filed, a statement to such effect and a statement that the foreign surviving limited liability company is not to do business in this state until it has filed an application for authority with the Department of State):

A&E Television Networks, LLC, was formed under the laws of the State of Delaware on July 16, 2009. Its application for authority was filed with the Department of State on September 3, 2009.

FOURTH: The agreement of merger has been approved and executed by each domestic limited liability company or other business entity that is to merge.

FIFTH: The name of the surviving foreign limited liability company is:

A&E Television Networks, LLC

SIXTH: (optional) The future effective date of the merger, which does not exceed 30 days from the date of filing, is: _____

SEVENTH: The surviving foreign limited liability company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company, domestic business corporation or domestic other business entity previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company, shareholders of any domestic business corporation or owners of any domestic other business entity to receive payment for their interests against the surviving foreign limited liability company.

EIGHTH: Pursuant to Section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law or any applicable statute, the surviving foreign limited liability company will promptly pay to the shareholders of each domestic business corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, Limited Liability Company Law and any applicable statute relating to the right of shareholders, members and owners to receive payment for their interest.

NINTH: The Secretary of State is designated as agent of the foreign 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 any process served upon him or her is:

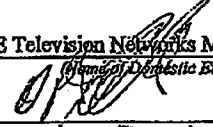
A&E Television Networks, LLC
235 East 45th Street
New York, NY 10017

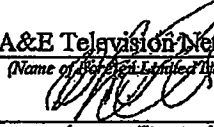
TENTH: This merger is permitted by the jurisdiction of incorporation or organization for each foreign other business entity and foreign limited liability company and is in compliance therewith.

ELEVENTH: The agreement of merger is on file at the following place of business of the surviving foreign limited liability company:

A&E Television Networks, LLC
235 East 45th Street
New York, NY 10017

TWELFTH: A copy of the agreement of merger will be furnished by the surviving foreign limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

X A&E Television Networks Merge Co., LLC
(Name of Domestic Entity)

(Signature)
DOUGLAS P. JACOBS
(Type or print name)
Authorized Person
(Title of signer)

X A&E Television Networks, LLC
(Name of Foreign Limited Liability Company)

(Signature)
DOUGLAS P. JACOBS
(Type or print name)
Authorized Person
(Title of signer)

090911000407

CERTIFICATE OF MERGER
OF

A&E Television Networks Merge Co., LLC

(Insert Name of Domestic Entity)

Drawdown

AND

A&E Television Networks, LLC

(Insert Name of Foreign Limited Liability Company)

INTO

A&E Television Networks, LLC

(Insert Name of Foreign Limited Liability Company)

Under Section 1003 of the Limited Liability Company Law

Filed by: Irell & Manella LLP

(Name)

1800 Avenue of the Stars, Suite 900

(Mailing address)

Los Angeles, CA 90067

(City, State and ZIP code)

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

SEP 11 2009

TAX \$ _____

BY: [Signature]

NCR-26

NOTE: This form was prepared by the New York State Department of State for filing a certificate of merger with a foreign limited liability company survivor. 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 \$60 filing fee made payable to the Department of State.

(For office use only)

RECEIVED
2009 SEP 11 AM 10:51

FILED
2009 SEP 11 AM 11:19

435

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"A&E TELEVISION NETWORKS MERGE CO., LLC", A NEW YORK LIMITED LIABILITY COMPANY,

WITH AND INTO "A&E TELEVISION NETWORKS, LLC" UNDER THE NAME OF "A&E TELEVISION NETWORKS, 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 SEPTEMBER, A.D. 2009, AT 10:36 O'CLOCK A.M.

4702773 8100M

090847714



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7521330

DATE: 09-11-09

TRADEMARK
REEL: 004063 FRAME: 0694

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:39 AM 09/11/2009
FILED 10:36 AM 09/11/2009
SRV 090847714 - 4702773 FILE

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is A&E Television Networks, LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is A&E Television Networks Merge Co., LLC. The jurisdiction in which this Limited Liability Company was formed is the State of New York.

Third: The Agreement of Merger has been approved and executed by both Limited Liability Companies.

Fourth: The name of the surviving Limited Liability Company is A&E Television Networks, LLC.

Fifth: The executed agreement of merger is on file at 235 East 45th Street, New York, NY 10017, the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 11th day of September, AD, 2009.

By: 
Authorized Person

Name: Douglas J. Treas
Print or Type

2096362