

**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
TV Guide Entertainment Group, Inc.		05/02/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	TV Guide Entertainment Group, LLC
<b>Street Address:</b>	1800 North Highland Avenue
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90028
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Registration Number:	1137497	TV GUIDE
Registration Number:	2142554	TV GUIDE
Registration Number:	1767448	TV GUIDE
Registration Number:	3006957	TV GUIDE
Registration Number:	2144499	TV GUIDE
Registration Number:	3192529	TV GUIDE
Registration Number:	3593335	FASHION TEAM
Registration Number:	3430961	INFANITY
Registration Number:	3386148	MAKING NEWS
Registration Number:	3593334	REALITY CHAT
Registration Number:	3430960	SEEING STARS
Registration Number:	3353362	TV FOR TV FANS
Registration Number:	3537958	TV GUIDE NETWORK
Registration Number:	3537957	TV GUIDE NETWORK

**CH \$690.00 1137497**

**900169935**

**TRADEMARK  
 REEL: 004264 FRAME: 0770**

Registration Number:	3194043	TV GUIDE CHANNEL
Registration Number:	3330931	TV GUIDE SPOT
Serial Number:	78952538	MY TV GUIDE
Registration Number:	0909839	CABLE-TV GUIDE
Registration Number:	0650942	TV GUIDE
Registration Number:	3193034	TV GUIDE MOBILE
Registration Number:	3811387	TV GUIDE NETWORK ON DEMAND
Registration Number:	2037478	TV GUIDE ON SCREEN
Registration Number:	3007648	TV GUIDE ON SCREEN
Registration Number:	2956609	TV GUIDE PRIME
Registration Number:	3511098	TV WATERCOOLER
Registration Number:	3111664	THE WATERCOOLER
Registration Number:	3166711	WATERCOOLER

**CORRESPONDENCE DATA**

Fax Number: (617)235-9493  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-596-9000  
Email: trademarks@ropesgray.com  
Correspondent Name: Erica M. Fischer, Ropes & Gray LLP  
Address Line 1: 1211 Avenue of the Americas  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	107417-0001 CONVERSION
NAME OF SUBMITTER:	Erica M. Fischer
Signature:	/Erica M. Fischer/
Date:	08/20/2010

Total Attachments: 5  
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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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 CORPORATION UNDER THE NAME OF "TV GUIDE ENTERTAINMENT GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TV GUIDE ENTERTAINMENT GROUP, INC." TO "TV GUIDE ENTERTAINMENT GROUP, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2009, AT 5:15 O'CLOCK P.M.

2878385 8100V

100354717



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7913996

DATE: 04-06-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004264 FRAME: 0772

**CERTIFICATE OF CONVERSION**

**CONVERTING**

**TV GUIDE ENTERTAINMENT GROUP, INC.**  
(a Delaware corporation)

**TO**

**TV GUIDE ENTERTAINMENT GROUP, LLC**  
(a Delaware limited liability company)

Dated as of May 2, 2009

This Certificate of Conversion (this "Certificate") is being filed for the purpose of converting TV Guide Entertainment Group, Inc., a Delaware corporation (the "Converting Entity"), to a Delaware limited liability company to be named TV Guide Entertainment Group, LLC (the "Limited Liability Company") pursuant to Section 266 of the Delaware General Corporation Law, and Sections 18-204 and 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-201 et seq.

The undersigned does hereby certify as follows:

1. Date and Jurisdiction of Incorporation of Converting Entity. The date on which, and the jurisdiction where, the Converting Entity was first incorporated, which jurisdiction has not changed, are as follows:

<u>Date</u>	<u>Jurisdiction</u>
April 1, 1998	Delaware

2. Name of Converting Entity. The name of the Converting Entity, immediately prior to the filing of this Certificate, was TV Guide Entertainment Group, Inc..

3. Name of Continuing Limited Liability Company. The name of the Limited Liability Company as set forth in its certificate of formation is TV Guide Entertainment Group, LLC.

\* \* \* \* \*

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

TV GUIDE ENTERTAINMENT GROUP, INC.

By: B. James Gladstone  
Name: B. James Gladstone  
Title: Executive Vice President

# Delaware

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*The First State*

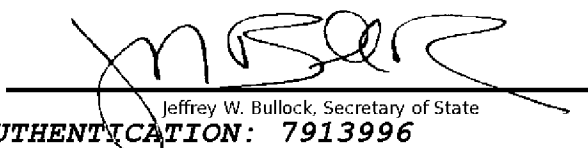
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "TV GUIDE ENTERTAINMENT GROUP, LLC" FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2009, AT 5:15 O'CLOCK P.M.



2878385 8100V

100354717

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7913996

DATE: 04-06-10

TRADEMARK  
REEL: 004264 FRAME: 0775

**CERTIFICATE OF FORMATION  
OF  
TV GUIDE ENTERTAINMENT GROUP, LLC**

1. The name of the limited liability company is TV Guide Entertainment Group, LLC.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of TV Guide Entertainment Group, LLC this 2 day of May, 2009.

  
\_\_\_\_\_  
B. James Gladstone, Authorized Person