

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Conversion	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TV Guide Entertainment Group, Inc.		05/02/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	TV Guide Entertainment Group, LLC		
Street Address:	1800 North Highland Avenue		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90028		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77400388	WATCH THIS	
CORRESPONDENCE DATA			
Fax Number:	(617)235-9493		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		
NAME OF SUBMITTER:	Erica M. Fischer		
Signature:	/Erica M. Fischer/		
Date:	09/02/2010		

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Total Attachments: 5

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Delaware

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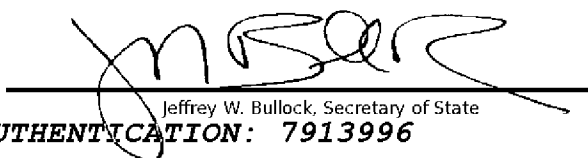
The First State

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.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7913996

DATE: 04-06-10

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

TRADEMARK
REEL: 004274 FRAME: 0366

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

Delaware

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The First State

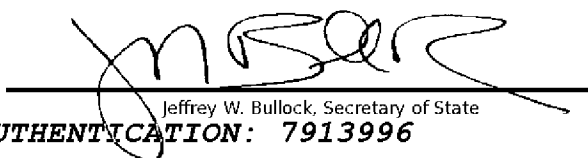
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "TV GUIDE ENTERTAINMENT GROUP, LLC" FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2009, AT 5:15 O'CLOCK P.M.



2878385 8100V

100354717

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7913996

DATE: 04-06-10

TRADEMARK
REEL: 004274 FRAME: 0369

**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