

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
Classic Media, Inc.		12/29/2009	INC. ASSOCIATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Classic Media, LLC		
Street Address:	85 Fifth Avenue FL6		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10003		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77808448	WHERE'S WOOF?	
Serial Number:	77808441	WHERE'S WOOF?	
CORRESPONDENCE DATA			
Fax Number:	(212)659-1955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	sk@classicmedia.tv		
Correspondent Name:	Sonja Keith		
Address Line 1:	85 Fifth Avenue FL6		
Address Line 4:	New York, NEW YORK 10003		
NAME OF SUBMITTER:	Sonja Keith		
Signature:	/sonjakeith/		
Date:	11/16/2010		
Total Attachments: 4			

CH \$65.00 77808448

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**TRADEMARK
 REEL: 004414 FRAME: 0837**

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Delaware

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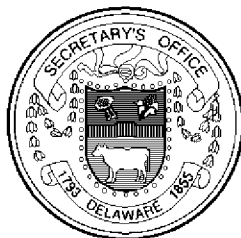
The First State

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 "CLASSIC MEDIA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CLASSIC MEDIA, INC." TO "CLASSIC MEDIA, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 8:04 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11 O'CLOCK P.M.

3266450 8100V

091142318



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7728009

DATE: 12-29-09

TRADEMARK
REEL: 004414 FRAME: 0839

**CERTIFICATE OF CONVERSION
FROM A DOMESTIC CORPORATION TO
A LIMITED LIABILITY COMPANY**

*In accordance with the provisions of Section 266 of the
General Corporation Law of the State of Delaware and
Section 18-214 of the Delaware Limited Liability Company Act*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting Classic Media, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act, does hereby certify as follows:

FIRST: The jurisdiction where the Corporation first formed is Delaware.

SECOND: The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.

THIRD: The date the Corporation first formed is July 27, 2000 under the name of Classic Media, Inc.

FOURTH: The name of the Corporation immediately prior to filing this Certificate of Conversion is Classic Media, Inc.

FIFTH: The name of the domestic limited liability company the Corporation is converting to is Classic Media, LLC.

SIXTH: The conversion shall be effective as of 11:00 p.m. on December 31, 2009.

The undersigned, being the duly authorized person of the Corporation, for the purposes of converting the Corporation into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act, does make this Certificate of Conversion, hereby declare and certify that this my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 29th day of December, 2009.

CLASSIC MEDIA, INC.,
a Delaware corporation

By: /s John Engelman
Name: John Engelman
Title: President

Delaware

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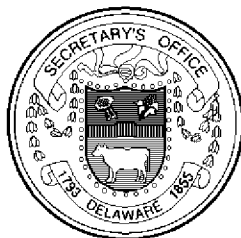
The First State

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 "CLASSIC MEDIA, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 8:04 O'CLOCK A.M.

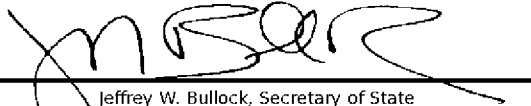
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11 O'CLOCK P.M.

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7728009

DATE: 12-29-09

TRADEMARK
REEL: 004414 FRAME: 0841

**CERTIFICATE OF FORMATION
OF
CLASSIC MEDIA, LLC**

* * * * *
*Adopted in accordance with the provisions of §18-101
of the Limited Liability Company Act
of the State of Delaware*
* * * * *

The undersigned, being duly authorized to execute and file this Certificate of Formation for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. Section 18-101, et seq., does hereby certify as follows:

FIRST

The name of the limited liability company is Classic Media, LLC (the "Company").

SECOND

The Company's registered office in the State of Delaware is located at 1209 Orange Street, City of Wilmington, New Castle County, Delaware 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

THIRD

The formation shall be effective as of 11:00 p.m. on December 31, 2009.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the 29th day of December, 2009.

/s/ Cindy Oberdorff
Cindy Oberdorff
Authorized Person