

07-30-2001

U.S. Department of Commerce
Patent and Trademark Office



To the Honorable Commissioner of Patents & Trademarks **101791541** original documents or copy thereof.

<p>1. Name of conveying party(ies): 7-234 The Game Show Network, L.P.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies) Name: Game Show Network, LLC</p> <p>Address: 10202 W. Washington Boulevard Culver City, California 90232</p>
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<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 5, 2000</u></p>	<p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/353030 and 76/058201 B. Trademark Registration No.(s) 1,981,030 and 2,323,474

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Lynn S. Fruchter, Esq. Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799</p>	<p>6. Total number of applications and registrations involved: 4</p>
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7. Total fee (37 CFR 3.41)..... \$ 115

Enclosed
 Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415
(Attach duplicate copy of this page if paying by deposit account)

07/27/2001 00000128 75353030
01 FC:481 40.00/OP
02 FC:482 75.00/OP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lynn S. Fruchter July 19, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"THE GAME SHOW NETWORK, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "GAME SHOW NETWORK, LLC" UNDER THE NAME OF "GAME SHOW NETWORK, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF FEBRUARY, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3327202 8100M

AUTHENTICATION: 0971192

010072686

DATE: 02-13-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 02/13/2001
010072686 - 3327202

CERTIFICATE OF MERGER
OF
THE GAME SHOW NETWORK, L.P.
WITH AND INTO
GAME SHOW NETWORK, LLC

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

- 1. The name and jurisdiction of formation or organization of each of the limited liability companies or other business entities which are parties to the merger are:

NAME:

JURISDICTION:

The Game Show Network, L.P.
Game Show Network, LLC

Delaware
Delaware

- 2. An Agreement and Plan of Reorganization and Merger (the "Agreement of Merger") has been duly approved and executed by the domestic limited liability company and other business entity which are to merge.
- 3. The name of the surviving limited liability company is Game Show Network, LLC.
- 4. The merger shall be effective upon the filing of this Certificate of Merger.
- 5. A copy of the Agreement of Merger is on file at the place of business of the surviving limited liability company which is located at 10202 West Washington Boulevard, Culver City, California 90232.
- 6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a party to this merger.

FEB -13' 01 (TUE) 13:23

TSPR&T. LLP

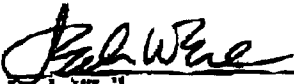
TEL:310 728 2200

P.004

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 8th day of February, 2001, and is being filed in accordance with Section 18-209 of the Delaware Limited Liability Company Act by an authorized person of the surviving limited liability company.

GAME SHOW NETWORK, LLC,
a Delaware limited liability company

By: **Sony Pictures Cable Ventures I Inc.,**
a Delaware corporation
Its Managing Member

By: 
Leah Weil
Senior Vice President and Assistant
Secretary

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

This Agreement and Plan of Reorganization and Merger (the "Merger Agreement") is made and entered into as of this 8th day of February, 2001, between Game Show Network, LLC, a Delaware limited liability company ("GSN LLC"), and The Game Show Network, L.P., a Delaware limited partnership ("GSN"), with reference to the following facts:

RECITALS

- A. GSN LLC is a limited liability company duly organized and existing under the laws of the State of Delaware.
- B. GSN is a limited partnership duly organized and existing under the laws of the State of Delaware.
- C. The members of GSN LLC and the general partner and limited partner of GSN have determined that it is advisable and in the best interests of each such entity that GSN merge with and into GSN LLC upon the terms and subject to the conditions of this Merger Agreement.
- D. The members of GSN LLC and the general partner and limited partner of GSN have, by resolutions duly adopted on February 8, 2001, respectively, approved and adopted this Merger Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, each of the parties to this Merger Agreement (the "Parties") hereby agree as follows:

1. Merger. In accordance with Section 17-211 of the Delaware Revised Uniform Limited Partnership Act and Section 18-209 of the Delaware Limited Liability Company Act, effective as of and on the Effective Date (as defined herein), GSN shall be merged with and into GSN LLC pursuant to the terms and conditions set forth herein (the "Merger").
2. Filing of Certificate of Merger. As soon as practicable after the date of this Merger Agreement, but in no case later than 20 days following the date of this Merger Agreement, the parties will cause to be executed and filed the Certificate of Merger as prescribed by Section 18-209 of the Delaware Limited Liability Company Act.
3. Effective Date. The date on which the Merger shall become effective is upon the filing of a Certificate of Merger (the "Effective Date") with the Secretary of State of the State of Delaware.
4. Separate Existence. The separate existence of GSN shall cease at the Effective Date and the limited partnership agreement of GSN shall terminate and have no further force or effect.

5. Surviving Entity Name. GSN LLC (sometimes referred to herein as the "Surviving Entity") shall survive the Merger and will continue to carry on its business and the business of GSN after the Effective Date as a Delaware limited liability company under the name "Game Show Network, LLC."

6. Certificate of Formation: Operating Agreement. The Certificate of Formation of GSN LLC in effect immediately prior to the Effective Date shall be the Certificate of Formation of the Surviving Entity after the Merger and shall continue in full force and effect without further change or amendment until thereafter amended in accordance with the provisions thereof and applicable law. The Operating Agreement of GSN LLC in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Entity without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

7. Cancellation of Partnership Certificates. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, all of the certificates representing partnership interests of GSN owned by the general partner and limited partner thereof, and outstanding immediately prior to the Effective Date, shall be cancelled without consideration.


8. Further Assurances. Each of the parties hereto hereby covenants and agrees that it will use its respective best efforts to cause the conditions set forth herein to be satisfied on or before the Effective Date. Each party hereto shall execute, acknowledge and deliver such agreements, documents, instruments and other writings, and otherwise do all such acts and things, as the requesting party may reasonably require in order to carry out and effectuate the purposes of this Merger Agreement and the transactions covered and contemplated hereby.

9. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Parties hereto have executed and delivered this Merger Agreement as of the date first above written.


GAME SHOW NETWORK, LLC,
a Delaware limited liability company

By: Sony Pictures Cable Ventures I Inc.,
a Delaware corporation
Its Managing Member

By: 
Leah Weil
Senior Vice President and Assistant
Secretary

THE GAME SHOW NETWORK, L.P.,
a Delaware limited partnership

By: TGSC Management, Inc.,
a California corporation
Its General Partner

By: 
Leah Weil
Senior Vice President and Assistant
Secretary