

07-31-2001

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): MARKSMEN, INC. 7-301
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: THE CARTOON NETWORK LP, LLLP Internal Address: c/o Turner Broadcasting System, Inc. Street Address: One CNN Center, Box 105573 City: Atlanta State: GA Zip: 30348-5573
Individual(s) citizenship Association General Partnership Limited Partnership Delaware Corporation-State Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: June 8, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,220,394
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: The Cartoon Network LP, LLLP Internal Address: c/o Turner Broadcasting System, Inc. Street Address: One CNN Center, Box 105573 City: Atlanta State: GA Zip: 30348-5573

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 500871
(Attach duplicate copy of this page if paying by deposit account)

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. Jennifer L. Elgin Name of Person Signing Signature Date 6/18/01

Total number of pages including cover sheet, attachments, and document: 2

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documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002337 FRAME: 0338

ASSIGNMENT

WHEREAS, MARKSMEN, INC., a corporation organized and existing under the laws of the State of Delaware, United States of America, with an office at 116 North Maryland Avenue, Glendale, California 91206 (hereinafter referred to as ASSIGNOR), is the owner of all right, title and interest in and to the trademark CTOONS, including but not limited to U.S. Trademark Registration No. 2,220,394; (the "Trademark");

WHEREAS, THE CARTOON NETWORK LP, LLLP, a limited partnership organized and existing under the laws of the State of Delaware, United States of America, with an office at 1050 Techwood Drive, Atlanta, Georgia 30318 (hereinafter referred to as ASSIGNEE), is desirous of acquiring all right, title and interest in and to the Trademark;

NOW, THEREFORE, for \$1.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign, sell, transfer, convey and grant to ASSIGNEE, its successors and assigns, all right, title and interest in and to (a) the Trademark, together with that part of the goodwill of ASSIGNOR'S business connected with the use and symbolized by the Trademark, and (b) any and all other rights in any country or jurisdiction throughout the world that ASSIGNOR may have or later acquire in the Trademark..

This Assignment is effective as of the date of execution hereinafter indicated.

IN WITNESS WHEREOF, ASSIGNOR has caused its duly authorized officer to execute this Assignment on the date of execution hereinafter indicated.

MARKSMEN, INC.

By: _____

Print Name: _____

Title: _____

Date: _____