

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion and Name Change

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Cartoon Network LP, LLLP		12/28/2006	Limited liability limited partnership: DELAWARE

RECEIVING PARTY DATA

Name:	The Cartoon Network, Inc.
Street Address:	1050 Techwood Drive, NW
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30318
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 66

Property Type	Number	Word Mark
Serial Number:	78679075	KORGOTH OF BARBARIA
Serial Number:	78679081	KORGOTH OF BARBARIA
Serial Number:	78679084	KORGOTH OF BARBARIA
Serial Number:	78679086	KORGOTH OF BARBARIA
Serial Number:	78679076	KORGOTH OF BARBARIA
Serial Number:	78470232	KORGOTH
Serial Number:	78675880	SUPER JAIL
Serial Number:	78675881	SUPER JAIL
Serial Number:	78675882	SUPER JAIL
Serial Number:	78675885	SUPER JAIL
Serial Number:	78585438	SUPER JAIL
Serial Number:	78829657	ADULT SWIM FIX
Serial Number:	78843206	ADULT SWIM FIX

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Serial Number:	78675009	ADULT SWIM FRIDAY NIGHT FIX
Serial Number:	78754909	[ADULT SWIM]
Serial Number:	78754919	[ADULT SWIM]
Serial Number:	78754931	[ADULT SWIM]
Serial Number:	78754937	[ADULT SWIM]
Serial Number:	78754850	ADULT SWIM
Serial Number:	78754851	ADULT SWIM
Serial Number:	78754855	ADULT SWIM
Serial Number:	78754857	ADULT SWIM
Registration Number:	3117235	[ADULT SWIM]
Registration Number:	3117240	[ADULT SWIM]
Registration Number:	3117242	[ADULT SWIM]
Registration Number:	3117243	[ADULT SWIM]
Registration Number:	3117236	[ADULT SWIM]
Registration Number:	3117237	[ADULT SWIM]
Registration Number:	3120775	[ADULT SWIM]
Registration Number:	2875226	ADULT SWIM
Registration Number:	2854297	ADULT SWIM
Registration Number:	3117256	ADULT SWIM
Registration Number:	3117255	ADULT SWIM
Registration Number:	2823753	ADULT SWIM
Registration Number:	2696459	ADULT SWIM
Registration Number:	2825671	ADULT SWIM
Registration Number:	2592770	POWERPUFF GIRLS
Registration Number:	2421745	POWERPUFF GIRLS
Registration Number:	2462068	POWERPUFF GIRLS
Registration Number:	2517752	POWERPUFF GIRLS
Serial Number:	78686225	
Serial Number:	78686226	
Serial Number:	78686228	
Serial Number:	78686230	
Serial Number:	78686231	
Serial Number:	78686233	
Serial Number:	78569754	BEN 10
Serial Number:	78667331	BEN 10

Serial Number:	78569761	BEN 10
Serial Number:	78667361	BEN 10
Serial Number:	78667364	BEN 10
Serial Number:	78667370	BEN 10
Serial Number:	78667372	BEN 10
Serial Number:	78667379	BEN 10
Serial Number:	78569773	BEN 10
Serial Number:	78667385	BEN 10
Serial Number:	78667389	BEN 10
Serial Number:	78667396	BEN 10
Registration Number:	3105238	BEN 10
Registration Number:	3080336	BEN 10
Serial Number:	78696053	DR. LYLE PUSHKIN'S GUIDEBOOK FOR THE HAPPY BOY
Serial Number:	78697987	FRISKY DINGO
Serial Number:	78697988	FRISKY DINGO
Serial Number:	78697989	FRISKY DINGO
Serial Number:	78697990	FRISKY DINGO
Serial Number:	78697985	FRISKY DINGO

CORRESPONDENCE DATA

Fax Number: (404)815-6555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-532-6937
Email: wstrademarks@kilpatrickstockton.com
Correspondent Name: Olivia Maria Baratta
Address Line 1: 1100 Peachtree Street
Address Line 2: Suite 2800
Address Line 4: Atlanta, GEORGIA 30309-4530

ATTORNEY DOCKET NUMBER:	55711-337526
NAME OF SUBMITTER:	Olivia Maria Baratta
Signature:	/Maria Baratta/
Date:	01/08/2007

Total Attachments: 6
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 LIMITED PARTNERSHIP UNDER THE NAME OF "THE CARTOON NETWORK LP, LLLP" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "THE CARTOON NETWORK LP, LLLP" TO "THE CARTOON NETWORK, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 1:20 O'CLOCK P.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. 2006, AT 11:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2985288 8100V

061195121

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5320196

DATE: 01-02-07

TRADEMARK
REEL: 003457 FRAME: 0025

**CERTIFICATE OF CONVERSION AND NAME CHANGE
OF THE CARTOON NETWORK LP, LLLP TO
A CORPORATION PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**


1. The date on which the entity was first formed is December 28, 1998.
2. The name of the limited liability limited partnership herein being converted immediately prior to filing this Certificate is The Cartoon Network LP, LLLP.
3. The name of the corporation, into which the limited liability limited partnership is herein being converted, as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) of the General Corporation Law of the State of Delaware (the "DGCL") is The Cartoon Network, Inc.
4. The limited liability limited partnership herein being converted is duly formed and existing under the laws of Delaware.
5. The conversion shall be effective at 11:58 p.m. EST on December 31, 2006.
6. Pursuant to Section 265(f) of the DGCL, the converted corporation shall for all purposes be deemed the same entity as the limited liability limited partnership. All property (including, without limitation, intellectual property) of the limited liability limited partnership prior to the conversion shall remain vested in and shall be the property of the converted corporation following the conversion without any requirement for assignment or other transfer.

[Signature on following page]

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 12/28/2006
FILED 01:20 PM 12/28/2006
SRV 061195121 - 2985288 FILE

IN WITNESS WHEREOF, the undersigned General Partner of The Cartoon Network LP, LLLP executes this Certificate of Conversion this 28th day of December, 2006.

TURNER ENTERTAINMENT
NETWORKS, INC., its General Partner

By: 
Name: Louise S. Sams
Title: Vice President and Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "THE CARTOON NETWORK, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 1:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2985288 8100V

061195121



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5320196

DATE: 01-02-07

TRADEMARK
REEL: 003457 FRAME: 0028

THE CARTOON NETWORK, INC.

CERTIFICATE OF INCORPORATION

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby execute this Certificate of Incorporation and do hereby certify as follows:

FIRST. The name of the corporation is The Cartoon Network, Inc. The corporation is being incorporated in connection with the conversion of Cartoon Network LP, LLLP to a corporation (the "Conversion"), and is being filed simultaneously with the Certificate of Conversion of Cartoon Network LP, LLLP to the corporation.

SECOND. The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 200. All such shares are to be Common Stock, par value of \$.01 per share, and are to be of one class. Upon the Effective Time (as defined below) of the Certificate of Conversion of Cartoon Network LP, LLLP to the corporation and this Certificate of Incorporation, all the limited partner interests and all the general partner interests (collectively, "LP Interests") in Cartoon Network LP, LLLP issued and outstanding immediately prior to the Effective Time will be automatically converted into and exchanged for 100 fully paid and nonassessable shares of Common Stock, without any action required on the part of the corporation or the former holders of LP Interests.

FIFTH. The incorporator of the corporation is Brendan P. McGill, whose mailing address is Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424.

SIXTH. Unless and except to the extent that the by-laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the by-laws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any by-law whether adopted by them or otherwise.

EIGHTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent

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Secretary of State
Division of Corporations
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such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

TENTH. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the persons who are to serve as the directors of the corporation until the first annual meeting of stockholders of the corporation, or until their successors are duly elected and qualified, are:

Victoria W. Miller
One CNN Center
Atlanta, Georgia 30303

Louise S. Sams
One CNN Center
Atlanta, Georgia 30303

This Certificate of Incorporation shall be effective at 11:58 p.m. EST on December 31, 2006 (the "Effective Time").

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed on this 28th day of December, 2006.



Brendan P. McGill
Incorporator