

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	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**

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

**PROPERTY NUMBERS Total: 91**

Property Type	Number	Word Mark
Serial Number:	78697165	LUCY, DAUGHTER OF THE DEVIL
Serial Number:	78697166	LUCY, DAUGHTER OF THE DEVIL
Serial Number:	78697170	LUCY, DAUGHTER OF THE DEVIL
Serial Number:	78697167	LUCY, DAUGHTER OF THE DEVIL
Serial Number:	78569257	LUCY, DAUGHTER OF THE DEVIL
Serial Number:	78692312	CLASS PRESIDENT PRESIDENT
Serial Number:	78694110	KAZNAPPED!
Serial Number:	78464445	CN CARTOON NETWORK
Serial Number:	78464469	CN CARTOON NETWORK
Serial Number:	78464477	CN CARTOON NETWORK
Serial Number:	78464489	CN CARTOON NETWORK
Serial Number:	78464500	CN CARTOON NETWORK
Serial Number:	78464510	CN CARTOON NETWORK

OP \$2290.00 78697165

Serial Number:	78464518	CN CARTOON NETWORK
Registration Number:	3124575	CN CARTOON NETWORK
Registration Number:	3080718	CN CARTOON NETWORK
Registration Number:	3080719	CN CARTOON NETWORK
Registration Number:	3080720	CN CARTOON NETWORK
Registration Number:	3080721	CN CARTOON NETWORK
Registration Number:	3080722	CN CARTOON NETWORK
Serial Number:	78702374	TRAVEL LOGS
Serial Number:	78700040	IGPX
Serial Number:	78700055	IGPX
Serial Number:	78700056	IGPX
Serial Number:	78700057	IGPX
Registration Number:	2889277	IGPX
Serial Number:	78690249	EXAM PIXIE
Serial Number:	78705088	KND
Serial Number:	78705089	KND
Serial Number:	78705094	KND
Serial Number:	78705100	KND
Serial Number:	78705096	KND
Serial Number:	78690251	SURELY YOU JOUST
Serial Number:	78722883	IMMORTAL GRAND PRIX
Serial Number:	78722885	IMMORTAL GRAND PRIX
Serial Number:	78722886	IMMORTAL GRAND PRIX
Serial Number:	78722888	IMMORTAL GRAND PRIX
Serial Number:	78685684	ANIMALS AMONG US
Registration Number:	2512966	ED, EDD AND EDDY
Registration Number:	2700672	ED, EDD N EDDY
Registration Number:	2649769	ED, EDD N EDDY
Registration Number:	2889523	ED, EDD N EDDY
Serial Number:	76500562	ED, EDD N EDDY
Registration Number:	3077089	ED, EDD N EDDY
Serial Number:	76500573	ED, EDD N EDDY
Serial Number:	76500576	ED, EDD N EDDY
Serial Number:	76500574	ED, EDD N EDDY
Registration Number:	2352464	ED, EDD N EDDY

Registration Number:	2879983	ED, EDD N EDDY
Registration Number:	2369120	ED, EDD 'N EDDY
Serial Number:	78692599	FRESHMAN CLOWNS
Serial Number:	78827638	RE-ANIMATED
Serial Number:	78580406	B
Serial Number:	78580461	B
Registration Number:	2756628	B
Registration Number:	2696216	B
Serial Number:	78702369	HISTORY ACCORDING TO NOODLE
Serial Number:	78694128	THADLOW'S DRIVING SCHOOL
Serial Number:	78441681	TOM GOES TO THE MAYOR
Serial Number:	78441687	TOM GOES TO THE MAYOR
Serial Number:	78441694	TOM GOES TO THE MAYOR
Serial Number:	78441702	TOM GOES TO THE MAYOR
Registration Number:	3072143	TOM GOES TO THE MAYOR
Serial Number:	76530910	CODENAME: KIDS NEXT DOOR
Serial Number:	76530911	CODENAME: KIDS NEXT DOOR
Serial Number:	76530920	CODENAME: KIDS NEXT DOOR
Serial Number:	76530912	CODENAME: KIDS NEXT DOOR
Serial Number:	76530918	CODENAME: KIDS NEXT DOOR
Serial Number:	76530915	CODENAME: KIDS NEXT DOOR
Registration Number:	2919480	CODENAME: KIDS NEXT DOOR
Registration Number:	2983573	CODENAME: KIDS NEXT DOOR
Registration Number:	3038189	CODENAME: KIDS NEXT DOOR
Registration Number:	2851697	CODENAME: KIDS NEXT DOOR
Registration Number:	2900354	CODENAME: KIDS NEXT DOOR
Registration Number:	2735469	CODENAME: KIDS NEXT DOOR
Serial Number:	76507162	PERIWINKLE AROUND THE WORLD
Serial Number:	78721590	WATERING HOLE
Serial Number:	78428452	HI HI PUFFY AMIYUMI
Serial Number:	78428456	HI HI PUFFY AMIYUMI
Serial Number:	78428463	HI HI PUFFY AMIYUMI
Serial Number:	78428480	HI HI PUFFY AMIYUMI
Serial Number:	78428482	HI HI PUFFY AMIYUMI
Serial Number:	78428488	HI HI PUFFY AMIYUMI

Serial Number:	78428500	HI HI PUFFY AMIYUMI
Serial Number:	78428514	HI HI PUFFY AMIYUMI
Serial Number:	78428524	HI HI PUFFY AMIYUMI
Registration Number:	3108668	HI HI PUFFY AMIYUMI
Registration Number:	3108669	HI HI PUFFY AMIYUMI
Registration Number:	3113704	HI HI PUFFY AMIYUMI
Registration Number:	3163534	HI HI PUFFY AMIYUMI
Registration Number:	3108667	HI HI PUFFY AMIYUMI

**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:	01/09/2007

**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: 0504

**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: 0507



**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

*State of Delaware  
Secretary of State  
Division of Corporations  
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**TRADEMARK**

**REEL: 003457 FRAME: 0508**

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 28<sup>th</sup> day of December, 2006.



\_\_\_\_\_  
Brendan P. McGill  
Incorporator