

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: 116

Property Type	Number	Word Mark
Registration Number:	2174409	COOL TOONS MOBILE
Registration Number:	2682231	COURAGE THE COWARDLY DOG
Registration Number:	2709753	COURAGE THE COWARDLY DOG
Registration Number:	2948202	COURAGE THE COWARDLY DOG
Registration Number:	2832236	COURAGE THE COWARDLY DOG
Registration Number:	2628670	COURAGE THE COWARDLY DOG
Registration Number:	2625473	COURAGE THE COWARDLY DOG
Registration Number:	2582704	COURAGE THE COWARDLY DOG
Registration Number:	2691293	COW AND CHICKEN
Registration Number:	2691294	COW AND CHICKEN
Registration Number:	2747760	COW AND CHICKEN
Registration Number:	2196061	COW AND CHICKEN
Registration Number:	2441266	COW AND CHICKEN

OP \$2915.00 2174409

Registration Number:	2635213	CTOON
Registration Number:	2220394	CTOONS
Registration Number:	3116912	DECKED OUT
Registration Number:	2615710	DEXTER'S LABORATORY
Registration Number:	2663706	DEXTER'S LABORATORY
Registration Number:	2534616	DEXTER'S LABORATORY
Registration Number:	2615712	DEXTER'S LABORATORY
Registration Number:	2615634	DEXTER'S LABORATORY
Registration Number:	2615633	DEXTER'S LABORATORY
Registration Number:	2498649	DEXTER'S LABORATORY
Registration Number:	2400629	DEXTER'S LABORATORY
Registration Number:	2831634	DEXTER'S LABORATORY
Registration Number:	2196060	DIAL M FOR MONKEY
Registration Number:	3082773	DROP 'N POP
Registration Number:	3027086	EVIL CON CARNE HCC
Registration Number:	2687130	EVIL CON CARNE
Registration Number:	3139922	FOSTER'S HOME FOR IMAGINARY FRIENDS
Registration Number:	3074513	FOSTER'S HOME FOR IMAGINARY FRIENDS
Registration Number:	3074514	FOSTER'S HOME FOR IMAGINARY FRIENDS
Registration Number:	3146339	FOSTER'S HOME FOR IMAGINARY FRIENDS
Registration Number:	3085839	FOSTER'S HOME FOR IMAGINARY FRIENDS
Registration Number:	3085840	FOSTER'S HOME FOR IMAGINARY FRIENDS
Registration Number:	3085841	FOSTER'S HOME FOR IMAGINARY FRIENDS
Registration Number:	3145851	FOSTER'S HOME FOR IMAGINARY FRIENDS
Registration Number:	2655746	GET TOONED
Registration Number:	2293024	GHOSTPLANET
Registration Number:	2747993	GRIM & EVIL
Registration Number:	3057366	GRIM & EVIL
Registration Number:	2595763	GRIM & EVIL
Registration Number:	2797245	GTOONS
Registration Number:	2988001	HARVEY BIRDMAN, ATTORNEY AT LAW
Registration Number:	3096293	HARVEY BIRDMAN, ATTORNEY AT LAW
Registration Number:	3074203	HARVEY BIRDMAN, ATTORNEY AT LAW
Registration Number:	2684309	HARVEY BIRDMAN, ATTORNEY AT LAW
Registration Number:	2700894	I AM WEASEL.

Registration Number:	2529787	INK
Registration Number:	2613886	JBVO: YOUR ALL REQUEST CARTOON SHOW
Registration Number:	2691295	JOHNNY BRAVO
Registration Number:	2719598	JOHNNY BRAVO
Registration Number:	2551036	JOHNNY BRAVO
Registration Number:	2897882	JOHNNY BRAVO
Registration Number:	2100654	JOHNNY BRAVO
Registration Number:	2193923	JUSTICE FRIENDS
Registration Number:	3113936	KIDSHelpOUT.ORG
Serial Number:	78757954	CAVEMEN BROTHERS OF NU!
Serial Number:	78926439	CHOCOLATE SWIM
Serial Number:	78583305	CHOWDER
Serial Number:	78583310	CHOWDER
Serial Number:	78583312	CHOWDER
Serial Number:	77027798	CHOWDER
Serial Number:	78570389	CHOWDER
Serial Number:	78759538	CLASS OF 3000
Serial Number:	78759528	CLASS OF 3000
Serial Number:	78759513	CLASS OF 3000
Serial Number:	78759509	CLASS OF 3000
Serial Number:	78759543	CLASS OF 3000
Serial Number:	78669156	CRAZY CRANE
Serial Number:	78578981	CRAZY DEMANDS
Serial Number:	78847637	DEATH CLOCK METALCALYPSE
Serial Number:	78847636	DEATH CLOCK METALCALYPSE
Serial Number:	78847634	DEATH CLOCK METALCALYPSE
Serial Number:	78847633	DEATH CLOCK METALCALYPSE
Serial Number:	78847639	DEATH CLOCK METALCALYPSE
Serial Number:	78625385	DEATH CLOCK
Serial Number:	78964775	DEXTER'S LABORATORY
Serial Number:	78954410	DIABETIC COWBOY KITTY
Serial Number:	78954399	DIABETIC COWBOY KITTY
Serial Number:	78954404	DIABETIC COWBOY KITTY
Serial Number:	78954406	DIABETIC COWBOY KITTY
Serial Number:	78954397	DIABETIC COWBOY KITTY

Serial Number:	78536010	DIVE-IN THEATER
Serial Number:	78953077	ENTER MODE 5
Serial Number:	78660416	FAN COLLECTIVE
Serial Number:	78660419	FAN COLLECTIVE
Serial Number:	78660417	FAN COLLECTIVE
Serial Number:	78699042	FLUMMOXED
Serial Number:	78696052	FOOD COURT DIARIES
Serial Number:	78403973	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	76532441	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665173	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665174	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665177	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665179	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665184	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665208	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665192	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665202	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78665203	FOSTER'S HOME FOR IMAGINARY FRIENDS
Serial Number:	78716033	FRIDAY NIGHT FIX
Serial Number:	78625644	GOD'S COUNTRY
Serial Number:	78942119	GOLLYWORLD
Serial Number:	78655133	GRIM & EVIL
Serial Number:	76485788	GTOONS
Serial Number:	78195138	HARVEY BIRDMAN, ATTORNEY AT LAW
Serial Number:	78722877	HENDERSON
Serial Number:	78722878	HENDERSON
Serial Number:	78722880	HENDERSON
Serial Number:	78722881	HENDERSON
Serial Number:	78911933	HERO HOSPITAL
Serial Number:	77043448	HIS NEW BRAIN HAS A MIND OF ITS OWN
Serial Number:	78580340	HONKY TONK HAIKU
Serial Number:	78757993	JADE POUCH
Serial Number:	76499622	JOHNNY BRAVO

CORRESPONDENCE DATA

TRADEMARK
REEL: 003459 FRAME: 0287

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:	01/10/2007

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: 003459 FRAME: 0289

**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: 003459 FRAME: 0292

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