

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: 94

Property Type	Number	Word Mark
Registration Number:	2180086	MATOONAYS
Registration Number:	3018538	MEGAS XLR
Registration Number:	3042616	MIGUZI
Registration Number:	2628939	MIKE, LU & OG
Registration Number:	2625979	MIKE LU & OG
Registration Number:	2574048	MIKE, LU & OG
Registration Number:	2425522	MIKE, LU & OG
Registration Number:	3121763	MINORITEAM
Registration Number:	2299438	MONSTER TOY DUMP
Registration Number:	3080749	MORAL OREL
Registration Number:	3107207	MY GYM PARTNER'S A MONKEY
Registration Number:	3094364	MY GYM PARTNER'S A MONKEY
Registration Number:	2293538	OFFICIAL SQUIRLBOY

OP \$2365.00 2180086

Registration Number:	3077802	PERFECT HAIR FOREVER
Registration Number:	3102269	PERFECT HAIR FOREVER
Registration Number:	3074788	PHF
Registration Number:	3100037	POWER PLAY GAMES
Registration Number:	3133734	POWER PLAY
Registration Number:	2691408	POWERZINE
Registration Number:	2735470	PRIVATE EYE PRINCESS
Registration Number:	2610470	PROFESSOR UTONIUM
Registration Number:	3089981	QUESTION QUEST
Registration Number:	3140538	ROBOT CHICKEN
Registration Number:	3134418	ROBOT CHICKEN
Registration Number:	3074742	ROBOT CHICKEN
Serial Number:	78873991	LET'S FISH!
Serial Number:	78875292	LET'S FISH!
Serial Number:	78873988	LET'S FISH!
Serial Number:	78873987	LET'S FISH!
Serial Number:	78873990	LET'S FISH!
Serial Number:	78383033	LITTLE BIG SMACK
Serial Number:	78776900	LOCKER 514
Serial Number:	77032858	MASTER CONTROL
Serial Number:	78569808	MATOONAYS
Serial Number:	78585445	MCFORCE
Serial Number:	77043202	METALCALYPSE
Serial Number:	77043203	METALCALYPSE
Serial Number:	77043204	METALCALYPSE
Serial Number:	78866674	METALCALYPSE
Serial Number:	78866676	METALCALYPSE
Serial Number:	78866677	METALCALYPSE
Serial Number:	78866682	METALCALYPSE
Serial Number:	78866652	METALCALYPSE
Serial Number:	78754941	MIGUZI
Serial Number:	78754943	MIGUZI
Serial Number:	78754946	MIGUZI
Serial Number:	78754954	MIGUZI
Serial Number:	78654794	MINORITEAM

Serial Number:	78654797	MINORITEAM
Serial Number:	78654799	MINORITEAM
Serial Number:	78654802	MINORITEAM
Serial Number:	78635660	MOMMY BAR
Serial Number:	78441664	MONSTER GRIND
Serial Number:	78771461	MONSTER PARADISE
Serial Number:	78665152	MORAL OREL
Serial Number:	78665153	MORAL OREL
Serial Number:	78665154	MORAL OREL
Serial Number:	78665155	MORAL OREL
Serial Number:	78543218	MY GYM PARTNER'S A MONKEY
Serial Number:	78543226	MY GYM PARTNER'S A MONKEY
Serial Number:	78543236	MY GYM PARTNER'S A MONKEY
Serial Number:	78643258	NANCY STELLAR
Serial Number:	78690339	NEWS CHANNEL STATION NEWS U.S.
Serial Number:	77037247	OMNITRIX
Serial Number:	77037245	OMNITRIX
Serial Number:	77037248	OMNITRIX
Serial Number:	77037249	OMNITRIX
Serial Number:	77037250	OMNITRIX
Serial Number:	77037251	OMNITRIX
Serial Number:	77037254	OMNITRIX
Serial Number:	77037257	OMNITRIX
Serial Number:	77037259	OMNITRIX
Serial Number:	77037255	OMNITRIX
Serial Number:	77037260	OMNITRIX
Serial Number:	77037262	OMNITRIX
Serial Number:	77037264	OMNITRIX
Serial Number:	78697163	OOGLOO + ANJU
Serial Number:	78578297	PERFECT HAIR FOREVER
Serial Number:	78578307	PERFECT HAIR FOREVER
Serial Number:	78578323	PERFECT HAIR FOREVER
Serial Number:	78587261	PHF
Serial Number:	78587267	PHF
Serial Number:	78587272	PHF

Serial Number:	78587277	PHF
Serial Number:	78722873	PIPOCA
Serial Number:	78722874	PIPOCA
Serial Number:	78722875	PIPOCA
Serial Number:	78722876	PIPOCA
Serial Number:	78820577	PLATFORM INTERNATIONAL ANIMATION FESTIVAL
Serial Number:	78797922	PLATFORM INTERNATIONAL ANIMATION FESTIVAL
Serial Number:	78930543	PROJECT GILROY
Serial Number:	78954028	PROPS
Serial Number:	78646988	ROBOT CHICKEN
Serial Number:	78646994	ROBOT CHICKEN

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:	01/11/2007

Total Attachments: 6
source=The Cartoon Network conversion#page1.tif
source=The Cartoon Network conversion#page2.tif
source=The Cartoon Network conversion#page3.tif
source=The Cartoon Network conversion#page4.tif
source=The Cartoon Network conversion#page5.tif
source=The Cartoon Network conversion#page6.tif

Delaware

PAGE 1

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: 0974

**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

PAGE 2

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: 0977

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
Delivered 01:48 PM 12/28/2006
FILED 01:20 PM 12/28/2006
SRV 061195121 - 2985288 FILE*

LEGAL02/30160503v1

TRADEMARK

REEL: 003459 FRAME: 0978

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