

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: 101

Property Type	Number	Word Mark
Registration Number:	2759692	SAMURAI JACK
Registration Number:	2860662	SAMURAI JACK
Registration Number:	2743623	SAMURAI JACK
Registration Number:	2764988	SAMURAI JACK
Registration Number:	2727864	SAMURAI JACK
Registration Number:	2800964	SAMURAI JACK
Registration Number:	2621330	SAMURAI JACK
Registration Number:	2607590	SAMURAI JACK
Registration Number:	2697377	SAMURAI JACK
Registration Number:	2576706	SAMURAI JACK
Registration Number:	2929444	SAMURAI JACK
Registration Number:	2368733	SAVING THE WORLD BEFORE BEDTIME
Registration Number:	3175588	SCHOOL OF KNOCK KNOCKS

OP \$2540.00 2759692

Registration Number:	2900119	SEALAB 2021
Registration Number:	2753631	SEALAB 2021
Registration Number:	3112896	SEALAB 2021
Registration Number:	2605597	SEALAB 2021
Registration Number:	2753653	SHEEP IN THE BIG CITY
Registration Number:	2643526	SHEEP IN THE BIG CITY
Registration Number:	2625483	SHORTIES
Registration Number:	2277355	SMALL WORLD
Registration Number:	3086231	SQUIDBILLIES
Registration Number:	3021828	STROKER & HOOP
Registration Number:	3164867	SUNDAY PANTS
Registration Number:	2968194	THE BRAK SHOW
Registration Number:	2993058	THE BRAK SHOW
Registration Number:	2993059	THE BRAK SHOW
Registration Number:	2993060	THE BRAK SHOW
Registration Number:	2831460	THE BRAK SHOW
Registration Number:	2938469	THE GRIM ADVENTURES OF BILLY & MANDY
Registration Number:	2657075	THE GRIM ADVENTURES OF BILLY & MANDY
Registration Number:	3077852	THE GRIM ADVENTURES OF BILLY & MANDY
Registration Number:	3131147	THE GRIM ADVENTURES OF BILLY & MANDY
Registration Number:	2548138	THE GRIM ADVENTURES OF BILLY AND MANDY
Registration Number:	3080906	THE LIFE & TIMES OF JUNIPER LEE
Registration Number:	3088843	THE LIFE & TIMES OF JUNIPER LEE
Registration Number:	3080905	THE LIFE & TIMES OF JUNIPER LEE
Registration Number:	3086380	THE LIFE AND TIMES OF JUNIPER LEE
Registration Number:	3091173	THE LIFE AND TIMES OF JUNIPER LEE
Registration Number:	3044746	THE LIFE AND TIMES OF JUNIPER LEE
Serial Number:	78909043	SANTOLOGIA
Serial Number:	78909034	SANTOLOGIA
Serial Number:	78909049	SANTOLOGIA
Serial Number:	78909036	SANTOLOGIA
Serial Number:	78909046	SANTOLOGIA
Serial Number:	78909050	SANTOLOGIA
Serial Number:	78909055	SANTOLOGIA
Serial Number:	78909053	SANTOLOGIA

Serial Number:	78909044	SANTOLOGIA
Serial Number:	78909041	SANTOLOGIA
Serial Number:	78909057	SANTOLOGIA
Serial Number:	78909061	SANTOLOGIA
Serial Number:	78909063	SANTOLOGIA
Serial Number:	77004972	SANTOLOGIA
Serial Number:	78618632	SAUL OF THE MOLE MEN
Serial Number:	78618637	SAUL OF THE MOLE MEN
Serial Number:	78618642	SAUL OF THE MOLE MEN
Serial Number:	78618645	SAUL OF THE MOLE MEN
Serial Number:	78609727	SAUL OF THE MOLE MEN
Serial Number:	78470341	SEALAB 2021
Serial Number:	78446288	SHEEP IN THE BIG CITY
Serial Number:	78714415	SILLY IS NOW IN SESSION
Serial Number:	78569868	SKY TOONS
Serial Number:	77017532	SMELLY TELLY
Serial Number:	78475975	SQUIDBILLIES
Serial Number:	77027800	SQUIDBILLIES
Serial Number:	78475982	SQUIDBILLIES
Serial Number:	78475978	SQUIDBILLIES
Serial Number:	78741280	SQUIRREL BOY
Serial Number:	78741281	SQUIRRELBOY
Serial Number:	78741282	SQUIRRELBOY
Serial Number:	78741283	SQUIRRELBOY
Serial Number:	78741284	SQUIRRELBOY
Serial Number:	78957164	STAN BAYOU
Serial Number:	78452943	STROKER & HOOP
Serial Number:	78452955	STROKER & HOOP
Serial Number:	78452938	STROKER & HOOP
Serial Number:	78452949	STROKER & HOOP
Serial Number:	78695038	SUNDAY PANTS
Serial Number:	78695039	SUNDAY PANTS
Serial Number:	78695040	SUNDAY PANTS
Serial Number:	78695041	SUNDAY PANTS
Serial Number:	77037563	SG SUPERGOOD!

Serial Number:	78800835	THAT CROOK'D 'SIPP
Serial Number:	78800839	THAT CROOK'D 'SIPP
Serial Number:	78800840	THAT CROOK'D SIP
Serial Number:	78800842	THAT CROOK'D 'SIPP
Serial Number:	78800833	THAT CROOK'D 'SIPP
Serial Number:	78658540	THE BROTHERS PISTOV
Serial Number:	78570358	THE GRIM ADVENTURES OF BILLY & MANDY
Serial Number:	78570364	THE GRIM ADVENTURES OF BILLY & MANDY
Serial Number:	78594298	THE LIFE & TIMES OF JUNIPER LEE
Serial Number:	78596045	THE LIFE & TIMES OF JUNIPER LEE
Serial Number:	78411551	THE LIFE AND TIMES OF JUNIPER LEE
Serial Number:	78411557	THE LIFE AND TIMES OF JUNIPER LEE
Serial Number:	78733253	THE MARVELOUS MISADVENTURES OF FLAPJACK
Serial Number:	78733251	THE MARVELOUS MISADVENTURES OF FLAPJACK
Serial Number:	78733250	THE MARVELOUS MISADVENTURES OF FLAPJACK
Serial Number:	78733256	THE MARVELOUS MISADVENTURES OF FLAPJACK
Serial Number:	78596134	THE MARVELOUS MISADVENTURES OF FLAPJACK
Serial Number:	78783781	THE MIGHTY WONG BROTHERS

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:	01/16/2007

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: 003461 FRAME: 0062

**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: 003461 FRAME: 0065

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: 003461 FRAME: 0066

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