

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Classic Media, Inc.		12/29/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Classic Media, LLC
Street Address:	85 Fifth Ave. 6th Fl.
City:	New York
State/Country:	NEW YORK
Postal Code:	10003
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 67

Property Type	Number	Word Mark
Registration Number:	3262140	GERALD MCBOING BOING
Registration Number:	3349398	GERALD MCBOING BOING
Registration Number:	3041050	GERALD MCBOING BOING
Serial Number:	78513916	GERALD MCBOING BOING
Serial Number:	77010800	KUNG FU MAGOO
Registration Number:	2704525	LAMB CHOP
Registration Number:	2803376	LAMB CHOP
Registration Number:	2806286	LAMB CHOP
Serial Number:	77010791	LAMB CHOP'S SOCK WORLD
Registration Number:	0670403	LASSIE
Registration Number:	2219095	LASSIE
Registration Number:	2169777	LASSIE
Registration Number:	2000556	LASSIE
Registration Number:	2209373	LASSIE

CH \$1690.00 3262140

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**TRADEMARK
 REEL: 004200 FRAME: 0197**

Serial Number:	77808150	LASSIE
Serial Number:	77808290	LASSIE
Serial Number:	77808298	LASSIE
Registration Number:	3242129	LASSIE
Registration Number:	3490413	
Registration Number:	3356320	LASSIE NATURAL WAY
Serial Number:	77506703	LIKE IT WAS YESTERDAY
Registration Number:	2977278	THE LITTLE DRUMMER BOY
Registration Number:	0990189	LITTLE LULU
Registration Number:	2169772	LONE RANGER
Registration Number:	2173208	LONE RANGER
Serial Number:	77472200	LONE RANGER
Registration Number:	3642471	LONE RANGER
Registration Number:	2155923	
Registration Number:	2155924	
Serial Number:	77894719	
Registration Number:	0770539	THE LONE RANGER
Registration Number:	1314682	THE LONE RANGER
Serial Number:	77899189	THE LONE RANGER
Registration Number:	3105433	MR. MAGOO
Registration Number:	3155448	MR. MAGOO
Serial Number:	77506676	MR. SATURDAY MORNING
Serial Number:	77506691	MR. SATURDAY MORNING
Registration Number:	3341384	NATURAL WAY
Serial Number:	77487005	THE NEW CHRISTMAS CLASSICS
Serial Number:	77486999	THE ORIGINAL CHRISTMAS CLASSICS
Registration Number:	3020554	PETER COTTONTAIL
Registration Number:	3020555	PETER COTTONTAIL
Registration Number:	3020556	PETER COTTONTAIL
Registration Number:	3020557	PETER COTTONTAIL
Registration Number:	3020558	PETER COTTONTAIL
Serial Number:	78492926	PETER COTTONTAIL
Registration Number:	3020823	PETER COTTONTAIL
Registration Number:	3010894	SANTA CLAUS IS COMIN' TO TOWN
Registration Number:	3001313	SANTA CLAUS IS COMIN' TO TOWN

Registration Number:	3001314	SANTA CLAUS IS COMIN' TO TOWN
Registration Number:	3005762	SANTA CLAUS IS COMIN' TO TOWN
Registration Number:	2946234	SANTA CLAUS IS COMIN' TO TOWN
Registration Number:	3059585	SANTA CLAUS IS COMIN' TO TOWN
Registration Number:	2951732	SANTA CLAUS IS COMIN' TO TOWN
Serial Number:	77506398	SATURDAY MORNING TV
Serial Number:	77506414	SATURDAY MORNING TV
Serial Number:	77506536	SATURDAY MORNING TV
Serial Number:	77506267	SMTV
Serial Number:	77506290	SMTV
Serial Number:	77506308	SMTV
Serial Number:	77506350	SMTV
Serial Number:	77506372	SMTV
Registration Number:	3172753	THEODORE TUGBOAT
Registration Number:	3172752	THEODORE TUGBOAT
Registration Number:	2457509	UNDERDOG
Registration Number:	2145933	UNDERDOG
Registration Number:	2385865	

CORRESPONDENCE DATA

Fax Number: (212)659-1955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-659-1954
Email: sk@classicmedia.tv
Correspondent Name: Sonja Keith
Address Line 1: 85 Fifth Ave. 6th Fl.
Address Line 4: New York, NEW YORK 10003

ATTORNEY DOCKET NUMBER:	CM TO CM - 67
NAME OF SUBMITTER:	Sonja Keith
Signature:	/sonjakeith/
Date:	05/06/2010

Total Attachments: 4
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 CORPORATION UNDER THE NAME OF "CLASSIC MEDIA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CLASSIC MEDIA, INC." TO "CLASSIC MEDIA, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 8:04 O'CLOCK A.M.

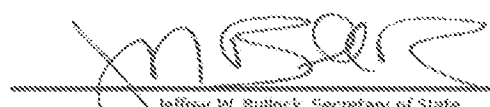
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11 O'CLOCK P.M.

3266450 8100V

091142318



You may verify this certificate online
at corp.delaware.gov/authver.shtml


AUTHENTICATION: 7728009

DATE: 12-29-09

TRADEMARK
REEL: 004200 FRAME: 0200

**CERTIFICATE OF CONVERSION
FROM A DOMESTIC CORPORATION TO
A LIMITED LIABILITY COMPANY**

*In accordance with the provisions of Section 266 of the
General Corporation Law of the State of Delaware and
Section 18-214 of the Delaware Limited Liability Company Act*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting Classic Media, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act, does hereby certify as follows:

- FIRST:** The jurisdiction where the Corporation first formed is Delaware.
- SECOND:** The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
- THIRD:** The date the Corporation first formed is July 27, 2000 under the name of Classic Media, Inc.
- FOURTH:** The name of the Corporation immediately prior to filing this Certificate of Conversion is Classic Media, Inc.
- FIFTH:** The name of the domestic limited liability company the Corporation is converting to is Classic Media, LLC.
- SIXTH:** The conversion shall be effective as of 11:00 p.m. on December 31, 2009.

The undersigned, being the duly authorized person of the Corporation, for the purposes of converting the Corporation into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act, does make this Certificate of Conversion, hereby declare and certify that this my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 29th day of December, 2009.

CLASSIC MEDIA, INC.,
a Delaware corporation

By: /s/ John Engelman
Name: John Engelman
Title: President

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "CLASSIC MEDIA, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 8:04 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11 O'CLOCK P.M.

3266450 8100V

091142318

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7728009

DATE: 12-29-09

TRADEMARK
REEL: 004200 FRAME: 0202

**CERTIFICATE OF FORMATION
OF
CLASSIC MEDIA, LLC**

* * * * *
*Adopted in accordance with the provisions of §18-101
of the Limited Liability Company Act
of the State of Delaware*
* * * * *

The undersigned, being duly authorized to execute and file this Certificate of Formation for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. Section 18-101, et seq., does hereby certify as follows:

FIRST

The name of the limited liability company is Classic Media, LLC (the "Company").

SECOND

The Company's registered office in the State of Delaware is located at 1209 Orange Street, City of Wilmington, New Castle County, Delaware 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

THIRD

The formation shall be effective as of 11:00 p.m. on December 31, 2009.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the 29th day of December, 2009.

/s/ Cindy Oberdorff
Cindy Oberdorff
Authorized Person