

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harvey Entertainment, Inc.		12/31/2009	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: 31

Property Type	Number	Word Mark
Registration Number:	0722259	BABY HUEY THE BABY GIANT
Registration Number:	1960832	CASPER
Registration Number:	3533209	CASPER
Registration Number:	3055443	CASPER
Registration Number:	3023822	CASPER
Registration Number:	3200479	CASPER
Registration Number:	3063221	CASPER
Registration Number:	3046186	CASPER
Registration Number:	3063222	CASPER
Registration Number:	3023824	CASPER
Registration Number:	3023823	CASPER
Registration Number:	3046187	CASPER
Registration Number:	3046188	CASPER

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**TRADEMARK
 REEL: 004200 FRAME: 0382**

Serial Number:	77807956	CASPER AND THE SPECTRALS
Registration Number:	3756211	CASPER GHOSTS
Registration Number:	3234730	CASPER THE FRIENDLY GHOST
Registration Number:	3234731	CASPER THE FRIENDLY GHOST
Registration Number:	3234732	CASPER THE FRIENDLY GHOST
Registration Number:	0722258	CASPER THE FRIENDLY GHOST
Registration Number:	3745121	CASPER'S SCARE SCHOOL
Registration Number:	2897592	FATSO
Registration Number:	2967413	THE GHOSTLY TRIO
Serial Number:	78832136	CASPER'S SCARE SCHOOL
Registration Number:	1180114	HOT STUFF
Registration Number:	2702801	
Registration Number:	1410490	LITTLE DOT
Registration Number:	1178067	LITTLE LOTTA
Registration Number:	0722261	PLAYFUL LITTLE AUDREY
Registration Number:	3770906	RICHIE RICH
Registration Number:	0730456	RICHIE RICH THE POOR LITTLE RICH BOY
Registration Number:	0722254	WENDY THE GOOD LITTLE WITCH

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:	HARVEY TO CM - 31
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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE **CERTIFICATE OF MERGER**, WHICH MERGES:

"HARVEY ASSETS COMPANY LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"HARVEY ENTERTAINMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "CLASSIC MEDIA, LLC" UNDER THE NAME OF "CLASSIC MEDIA, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 8:39 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7727807

DATE: 12-29-09

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

TRADEMARK
REEL: 004200 FRAME: 0384

CERTIFICATE OF MERGER

OF

HARVEY ASSETS COMPANY LLC
(a Delaware limited liability company)

and

HARVEY ENTERTAINMENT, INC.
(a Delaware corporation)

WITH AND INTO

CLASSIC MEDIA, LLC
(a Delaware limited liability company)

*In accordance with the provisions of §18-209 of the
Limited Liability Company Act of the
State of Delaware

Classic Media, LLC, a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware (the "Company"), desiring to merge with and into itself Harvey Assets Company LLC, a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware (the "Harvey Assets") and Harvey Entertainment, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware ("Harvey Entertainment"), pursuant to the provisions of §18-209 of the Limited Liability Company Act of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of organization of each constituent entity of the merger (the "Merger") are as follows:

<u>NAME</u>	<u>STATE OF ORGANIZATION</u>
Harvey Assets Company LLC	Delaware
Harvey Entertainment, Inc.	Delaware
Classic Media, LLC	Delaware

SECOND: An Agreement and Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each constituent entity, in accordance with the requirements of §18-209 of the Limited Liability Company Act of the State of Delaware.

THIRD: The name of the surviving entity of the Merger is Classic Media, LLC (the "Surviving Entity"). The Limited Liability Company Agreement of the Surviving Entity as in effect at the effective time of the Merger shall be the Limited Liability Company Agreement of the Surviving Entity.

FOURTH: An executed copy of the Plan of Merger is on file at the principal place of business of the Surviving Entity at 85 Fifth Avenue, 6th Floor, New York, NY 10003.

FIFTH: A copy of the Plan of Merger will be furnished by the Surviving Entity, upon request and without cost, to any member or stockholder of any constituent entity.

SIXTH: The Merger shall be effective as of 11:15 p.m. on December 31, 2009.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent entities, pursuant to the Limited Liability Company Act of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Company and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 29th day of December, 2009.

CLASSIC MEDIA, LLC,
a Delaware limited liability company

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