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
Big Idea, Inc.		12/31/2009	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Big Idea Entertainment, 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: 23

Property Type	Number	Word Mark
Registration Number:	2772013	3-2-1 PENGUINS!
Registration Number:	2656266	321 PENGUINS!
Registration Number:	2495242	BIG IDEA
Registration Number:	2529182	BIG IDEA
Registration Number:	2497418	BIG IDEA
Registration Number:	2487126	BIG IDEA
Registration Number:	2703175	BIG IDEA BOOKS
Registration Number:	2701371	BIG IDEA INTERACTIVE
Registration Number:	2877848	BIG IDEA'S JONAH A VEGGIETALES MOVIE
Registration Number:	2525653	BIG IDEA'S VEGGIETALES
Registration Number:	2742512	BIG IDEA'S VEGGIETALES
Registration Number:	2756913	LARRYBOY
Registration Number:	2839744	LARRYBOY

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Registration Number:	2710060	LARRYBOY
Serial Number:	77010833	THE PIRATES WHO DON'T DO ANYTHING
Serial Number:	77010861	THE PIRATES WHO DON'T DO ANYTHING
Serial Number:	77010894	THE PIRATES WHO DON'T DO ANYTHING
Registration Number:	3709045	THE PIRATES WHO DON'T DO ANYTHING
Registration Number:	2299662	SUNDAY MORNING VALUES, SATURDAY MORNING FUN!
Registration Number:	2582601	SUNDAY MORNING VALUES, SATURDAY MORNING FUN!
Serial Number:	77703389	VALUES TO GROW BY
Registration Number:	1869418	VEGGIETALES
Registration Number:	2167848	VEGGIETALES

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:	BI TO BI - 23
NAME OF SUBMITTER:	Sonja Keith
Signature:	/sonjakeith/
Date:	05/06/2010

Total Attachments: 5

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 4, 2010.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

CT-07

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CERTIFICATE OF MERGER
OF
BIG IDEA, INC.
(a New York corporation)
WITH AND INTO
BIG IDEA ENTERTAINMENT, LLC
(a Delaware limited liability company)

* * * * * * * * * * *

In accordance with the provisions of Section 1003 of the New York Limited Liability Company Law

* * * * * * * * * * *

BIG IDEA, INC., a corporation duly organized and existing under and by virtue of the laws of the State of New York, desiring to merge itself with and into Big Idea Entertainment, LLC, a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware, pursuant to the provisions of Section 1003 of the New York Limited Liability Company Law, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of formation of each constituent entity of the merger (the "Merger") are as follows: (i) BIG IDEA, INC., a New York corporation (the "Corporation") and (ii) Big Idea Entertainment, LLC, a Delaware limited liability company (the "Company").

SECOND: The date of the Certificate of Incorporation and Certificate of Formation, respectively, of each constituent entity of the Merger were filed with the New York Department of State and the Delaware Secretary of State as follows: (i) the Corporation was incorporated on December 10, 2003, and (ii) the Company was formed on December 29, 2009.

THIRD: The Company has not filed an application for authority in the State of New York and is not to do business in the State of New York until an application for such authority has been filed with the New York Department of State.

FOURTH: An agreement of merger has been approved and executed by each of the domestic limited liability companies or other business entities that are to merge or consolidate.

FIFTH The name of the surviving company of the Merger is Big Idea Entertainment, LLC (the "Surviving Company").

SIXTH: The Surviving Company may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company, domestic business corporation or domestic other business entity previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the State of New York, of the right of members of any domestic limited liability company, shareholders of any domestic business

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corporation or owners of any domestic other business entity to receive payment for their interests against the Surviving Company.

SEVENTH: Pursuant to Section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law of the State of New York or any applicable statute, the surviving foreign limited liability company will promptly pay to the shareholders of each domestic business corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York, Limited Liability Company Law of the State of New York and any applicable statute relating to the right of shareholders, members and owners to receive payment or their interest.

EIGHTH: The Secretary of State of New York is designated as agent of the Surviving Company upon whom process against it may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Surviving Company served upon him or her is: c/o CT Corporation System, 111 Eighth Avenue, New York, NY 10011.

NINTH: The Merger of the Surviving Company, which is a foreign entity, is permitted by the laws of its jurisdiction and is in compliance herewith.

TENTH: The Agreement and Plan of Merger is on file at a place of business of the Surviving Company. Such address of the Surviving Company is: Big Idea Entertainment, LLC, 85 Fifth Avenue, 6th Floor, New York, NY 10003.

ELEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

TWELFTH: The Merger shall be effective on December 31, 2009.

* * * * * * * * * * *

IN WITNESS WHEREOF, the Corporation and the Surviving Company have caused this Certificate of Merger to be signed this 29th day of December, 2009.

BIG IDEA, INC.,
a New York corporation

By: */s/ John Engelman*
Name: John Engelman
Its: President

BIG IDEA ENTERTAINMENT, LLC,
a Delaware limited liability company

By: */s/ John Engelman*
Name: John Engelman
Its: An Authorized Person

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Certificate of Merger
(Title of Document)

OF

BIG IDEA, INC. with and into BIG IDEA ENTERTAINMENT, LLC
(Entity Name)

Under Section 1003 of the New York Limited Liability Company Law
(Law under which filing made)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 30 2009
TAX $
BY:

FILED
2009 DEC 30 PM 15

Filed by:

Cindy Oberdorff
(Name)

330 North LaSalle Street
(Mailing address)

Chicago, IL 60654
(City, State and ZIP code)

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Cust Ref: 17736280LT

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