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A Professional Corporation

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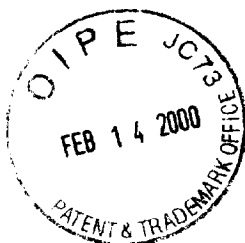
• CA & D.C. Bars
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 101269927

Our File – MPW 394B

February 9, 2000

Box ASSIGNMENT
Assistant Commissioner for Patents
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RECORDATION FORM COVER SHEET
PATENTS ONLY

Sir:

Enclosed for recordation in the records of the U.S. Patent and
 Trademark Office is a copy of a document with particulars as follows:

(1) Names of conveying parties

Julian J. Bishop, Jr.
 Chuck J. Crofut
 Jeffrey W. Reynolds

(2) Name and address of receiving party:

Mattel, Inc.
 333 Continental Boulevard
 El Segundo, California 90245

(3) The nature of the conveyance is an assignment which was
 executed on May 21, 1998, May 27, 1998 and May 28, 1998, and which was
 originally filed in connection with parent U.S. Patent Application Serial No.
09/013,846.

(4) This document is being filed with a continuation patent
 application, for which the execution date of the application is July 19, 1999.

PATENT
REEL: 010548 FRAME: 0432

02/16/2000 TTRM1 00000007 09357665 40.00 UP 02 FC:501

(5) Any and all correspondence concerning this document should be addressed and mailed to the following:

David S. D'Ascenzo
Kolisch, Hartwell, Dickinson,
McCormack & Heuser
520 S.W. Yamhill Street, Suite 200
Portland, Oregon 97204

(6) The total number of patent applications involved in this conveyance is one (1).

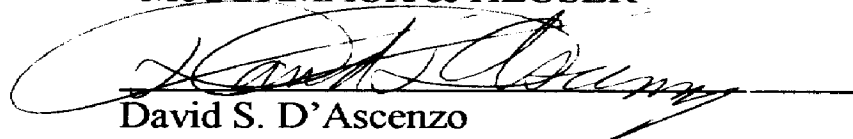
(7) Our check in the total amount of \$2344.00 is enclosed to cover the basic filing fee (\$760.00), the extra claims fee (\$54.00), the missing parts surcharge (\$130.00), the four-month extension fee (\$1360.00) and the assignment recordation fee (\$40.00), in accordance with 37 C.F.R. § 3.41.

(8) Please charge our Deposit Account No. 11-1540 for any additional fees which may be required.

(9) To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

KOLISCH, HARTWELL, DICKINSON,
McCORMACK & HEUSER



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ASSIGNMENT

WHEREAS, WE, JULIAN J. BISHOP, JR. of Belmont, county of Middlesex, state of Massachusetts, CHUCK J. CROFUT of East Aurora, county of Erie, state of New York, and JEFFREY W. REYNOLDS of East Aurora, county of Erie, state of New York, have invented certain improvements in a POWER CONNECTOR SYSTEM FOR A RIDE-ON VEHICLE, for which we have executed an application for Letters Patent of the United States, which was filed January 27, 1998 as Serial No. 09/013,846.

WHEREAS, FISHER-PRICE, INC. is a Delaware corporation and a wholly-owned subsidiary of MATTEL, INC., a Delaware corporation with a principal place of business in El Segundo, county of Los Angeles, and state of California;

WHEREAS, MATTEL, INC. and ARK-LES CORPORATION, a Massachusetts corporation with a principal place of business in Stoughton, county of Norfolk, and state of Massachusetts, are desirous of acquiring an interest in the above-identified invention, pursuant to a March 1997 agreement between FISHER-PRICE, INC. and ARK-LES CORPORATION:

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, we, JULIAN J. BISHOP, JR., CHUCK J. CROFUT and JEFFREY W. REYNOLDS, have sold, assigned and transferred, and by these presents do sell, assign and transfer unto MATTEL, INC. and ARK-LES CORPORATION, jointly, the full and exclusive right to the said invention in the United States and its territorial possessions and in all foreign countries and the entire right, title and interest in and to any and all Letters Patent which may be granted therefor in the United States and its territorial possessions in any and all foreign countries and in and to any and all divisions, reissues, continuations and extensions thereof.

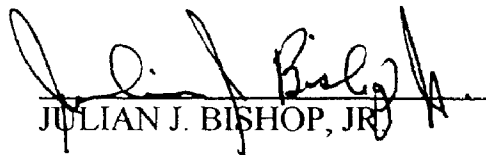
We hereby authorize and request the Patent Office officials in the United States and any and all foreign countries to issue any and all of said Letters Patent, when granted, to MATTEL, INC. and ARK-LES CORPORATION, jointly, of our entire right, title and interest in

and to the same, for the sole use of MATTEL, INC. and ARK-LES CORPORATION, their successors and assigns.

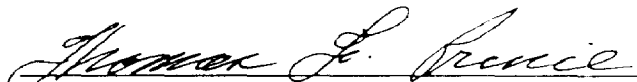
Further, we agree that we will communicate to MATTEL, INC. and ARK-LES CORPORATION, or their representatives any facts known to us respecting said invention. and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuation, substitution, renewal and reissue applications, execute all necessary assignment papers to cause any and all of said Letters Patent to be issued to MATTEL, INC. and ARK-LES CORPORATION, make all rightful oaths and generally do everything possible to aid MATTEL, INC. and ARK-LES CORPORATION, their successors and assigns, to obtain and enforce proper protection for said invention in the United States and in any and all foreign countries.

IN TESTIMONY WHEREOF, I have hereunto set my hand this 21st day of _____

MAY, 1998.


JULIAN J. BISHOP, JR.

Witness:


(Name)

1175 BLOOM RD.
(Address)

HILTON, MASS. 02186
(City, State)

IN TESTIMONY WHEREOF, I have hereunto set my hand this 27th day of May

May, 1998

Chuck J. Crofut
CHUCK J. CROFUT

Witness:

Jeff Reynolds
(Name)

415 CARWOOD Ave
(Address)

EAST AURORA, NY 14052
(City, State)

IN TESTIMONY WHEREOF, I have hereunto set my hand this 28th day of May

May, 1998.

Jeffrey W. Reynolds
JEFFREY W. REYNOLDS

Witness:

Chuck Crofut
(Name)

4285 Reiter Rd
(Address)

E. Aurora, NY 14052
(City, State)