

OMB No. 0651-0011 (exp. 4/94)

Tab settings



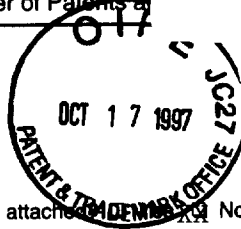
To the Honorable Commissioner of Patents and Trademarks

101382164

Original documents or copy thereof.

1. Name of conveying party(ies):

KRANSCO



Additional name(s) of conveying party(ies) attached  Yes  No

2. Name and address of receiving party(ies)

Name: Mattel, Inc.

Internal Address: \_\_\_\_\_

Street Address: 333 Continental Boulevard

City: El Segundo State: CA ZIP: 90245

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other \_\_\_\_\_

Execution Date: August 14, 1997

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s)

B. Patent No.(s)

Des. 265,116

Des. 276,359

Des. 262,476

4,662,852

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Scott R. Miller

Internal Address: Riordan & McKinzie

Street Address: 300 South Grand Avenue

29th Floor

City: Los Angeles, State: CA ZIP: 90071

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41).....\$ 160.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Laurie L. Paffhausen

Name of Person Signing

Laurie Paffhausen  
Signature

October 17, 1997

Date

Total number of pages including cover sheet, attachments, and document:

ASSIGNMENT NUNC PRO TUNC

THIS ASSIGNMENT made by Kransco, a California corporation, having a place of business in San Francisco, County of San Francisco, State of California (hereinafter referred to as Assignor) to Mattel Power Wheels, Inc., a Delaware corporation, having an office at 333 Continental Boulevard, City of El Segundo, County of Los Angeles, State of California (hereinafter referred to as Assignee);

W I T N E S S E T H:

WHEREAS, the said Assignor is the owner of the entire right, title and interest in and to the hereinafter stated United States Letters Patent and the inventions described and claimed therein;

WHEREAS, the aforesated United States Letters Patent are listed as follows:

<u>U.S., Patent No.</u>	<u>Issue Date</u>
Des. 265,116	06/22/82
Des. 276,359	11/13/84
Des. 262,476	12/29/81
4,662,852	05/05/87; and

WHEREAS, the Assignee is desirous of acquiring the entire right, title and interest in and to these Letters Patent and the inventions thereunder held by the Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said Assignor does hereby sell, assign, transfer and set over nunc pro tunc effective as of May 31, 1994 to the said Assignee the Assignor's entire right, title and interest in, to and under the aforesated United States Letters Patent, for its, the Assignee's own use and enjoyment and for the use and enjoyment of Assignee, its successors, assigns, or other legal representatives to the end of the term or terms to which said Letters Patent are or may be granted or reissued, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with claims for damages by reason of past infringement of the aforesated Letters Patent, if any, with the right to sue for and collect the same for its, the Assignee's, own use, and for the use of its successors, assigns, or other legal representatives.

1. Authority and Request. Assignor authorizes and requests the Commissioner of Patent and Trademarks to issue any and all Letters Patent of the United States on the inventions, to Assignee as Assignee of the interest herein assigned.

2. Covenant. Assignor covenants that it has full right to convey the interest herein assigned and that there is no agreement executed by it which is now in conflict herewith.

3. Cooperation. Assignor covenants and agrees that it will at any time on request execute and deliver any and all papers necessary or desirable to prove the title to the inventions or any of said Letters Patent and further covenants and agrees that it will on request communicate to Assignee any facts relating to the inventions or Letters Patent or the history thereof as may be in its possession or available to it and testify as to the same in any interference or other litigation when requested so to do and further, that it will cooperate to the best of its ability with said Assignee in matters of preparing and executing statements and giving and producing evidence in support thereof, and further to perform upon such request, any and all affirmative acts to vest all rights in said inventions and Letters Patent in said Assignee as fully and entirely as the same would have been held and enjoyed by the undersigned if this Assignment had not been made.

2.

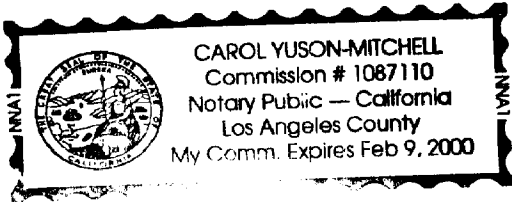
IN WITNESS WHEREOF, KRANSCO has caused this instrument to be signed by its proper corporate officer this 14th day of August 1997.

**KRANSCO**

By: *D. E. Tinker*  
Name: Douglas E. Tinker  
Title: Chief Financial Officer

STATE OF CALIFORNIA )  
COUNTY OF San Francisco ) ss.

On August 14, 1997, before me, the undersigned, personally appeared DOUGLAS E. TINKER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

*Carol Yuson Mitchell*  
Notary Public

\* \* \* \* \*

**Mattel Power Wheels, Inc.**

By: *Mary L. Waller*  
Name: Mary L. Waller  
Title: Assistant Secretary

STATE OF CALIFORNIA )  
COUNTY OF Los Angeles ) ss.

On ~~August~~ <sup>October</sup> 3, 1997, before me, the undersigned, personally appeared MARY L. WALLER, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

*Richelle Savage*  
Notary Public

178526.1

# State of California

SECRETARY OF STATE

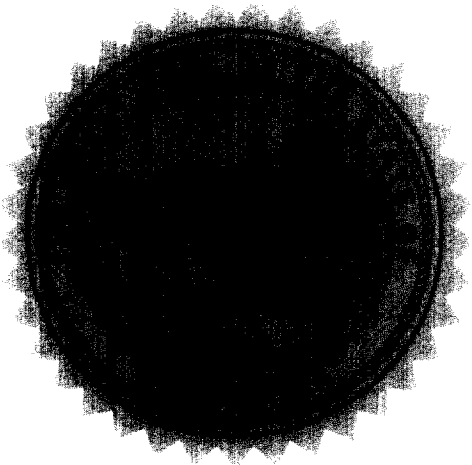


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

AUG 15 1997



*Bill Jones*

Secretary of State

893909 SURV

CERTIFICATE OF OWNERSHIP  
 MERGING  
 WHAM-O MFG. CO.  
 INTO  
KRANSCO

**FILED**  
 In the office of the Secretary of State  
 of the State of California  
 NOV 12 1982  
 MARCH FONG EU, Secretary of State  
 By *[Signature]*  
 Deputy

KRANSCO, a California corporation, certifies that:

1. KRANSCO is the parent corporation of WHAM-O MFG. CO., a corporation duly incorporated under the laws of the State of California, and WHAM-O MFG. CO. is its subsidiary.
2. KRANSCO owns 100 percent of the outstanding shares of WHAM-O MFG. CO.
3. The following resolutions were adopted without a meeting by unanimous written consent of its Board of Directors, signed by all of its Directors:

WHEREAS, KRANSCO owns 100 percent of the outstanding shares of WHAM-O MFG. CO., and

WHEREAS, it is deemed in the best interest of KRANSCO to effect a merger of WHAM-O MFG. CO. into KRANSCO; it is:

RESOLVED: That KRANSCO merge WHAM-O MFG. CO. into itself as of the effective date of the Certificate of Ownership to be filed pursuant to § 1110 of the California Corporations Code;

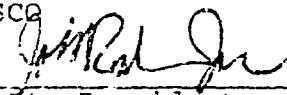
RESOLVED FURTHER: That the President and Secretary of KRANSCO are hereby directed to execute and file a Certificate of Ownership pursuant to § 1110 of the California Corporations Code, and to do all other acts and to execute, verify, and file all other documents necessary to effectuate the merger into KRANSCO pursuant to § 1110 of the California Corporations Code of WHAM-O MFG. CO.; and

RESOLVED That KRANSCO hereby assumes all the lia-  
FURTHER: bilities of WHAM-O MFG. CO.

Dated: November 9, 1982.

KRANSCO

By:

  
Its President

By:

  
Its Secretary

VERIFICATION

JOHN N. ROSEKRANS, JR., and JAMES F. THACHER say:


They are the President and Secretary respectively of  
KRANSCO, a California corporation.

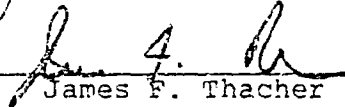
They have read the foregoing Certificate of Ownership  
and know the contents thereof.

The same is true of their own knowledge.

Executed on November 9, 1982, at South San Francisco,  
County of San Mateo, California.

We declare under penalty of perjury that the foregoing  
is true and correct.

  
John N. Rosekrans, Jr.

  
James F. Thacher

# State of California

SECRETARY OF STATE

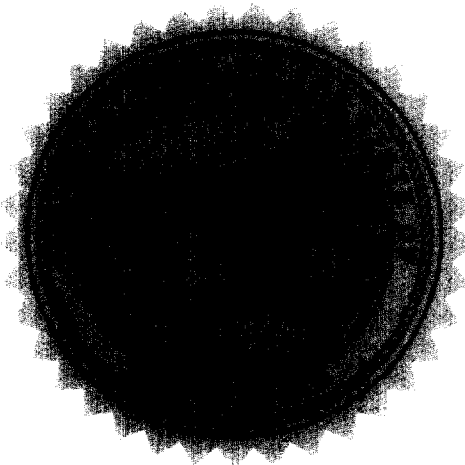


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

AUG 15 1997



*Bill Jones*

Secretary of State



A229971

FILED  
In the office of the Secretary of State  
of the State of California BH

893909 SURV

DEC 31 1986

CERTIFICATE OF OWNERSHIP

*March Fong Eu*  
MARCH FONG EU, Secretary of State

JOHN N. ROSEKRANS, JR. and JAMES F. THACHER certify that:

1. They are the president and the secretary, respectively, of KRANSCO, a California corporation.
2. This corporation owns all the outstanding shares of KRANSCO MANUFACTURING, INC., a California corporation.
3. The board of directors of this corporation duly adopted the following resolution:

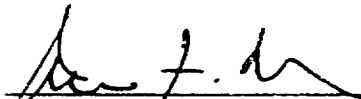
RESOLVED, that this corporation merge KRANSCO MANUFACTURING, INC., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 12, 1936



JOHN N. ROSEKRANS, JR.,  
President



JAMES F. THACHER, Secretary

Certificate4/KRAN