

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT								
NATURE OF CONVEYANCE:	ASSIGNMENT								
CONVEYING PARTY DATA									
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:70%;">Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Julian Payne</td> <td>09/19/2007</td> </tr> <tr> <td>Felix Holst</td> <td>10/17/2007</td> </tr> </tbody> </table>		Name	Execution Date	Julian Payne	09/19/2007	Felix Holst	10/17/2007		
Name	Execution Date								
Julian Payne	09/19/2007								
Felix Holst	10/17/2007								
RECEIVING PARTY DATA									
Name:	Mattel, Inc.								
Street Address:	333 Continental Blvd								
City:	El Segundo								
State/Country:	CALIFORNIA								
Postal Code:	90245								
PROPERTY NUMBERS Total: 3									
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:30%;">Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Application Number:</td> <td>60812151</td> </tr> <tr> <td>Application Number:</td> <td>11811681</td> </tr> <tr> <td>PCT Number:</td> <td>US0713706</td> </tr> </tbody> </table>		Property Type	Number	Application Number:	60812151	Application Number:	11811681	PCT Number:	US0713706
Property Type	Number								
Application Number:	60812151								
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PCT Number:	US0713706								
CORRESPONDENCE DATA									
Fax Number:	(503)295-6679								
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>									
Phone:	5032246655								
Email:	merissa@khpattent.com								
Correspondent Name:	Charles H. DeVoe/Kolisch Hartwell								
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ATTORNEY DOCKET NUMBER:	MAT 3Z084								
NAME OF SUBMITTER:	Charles H. DeVoe								

CH \$120.00 60812151

Total Attachments: 3

500560542

**PATENT
 REEL: 021061 FRAME: 0697**

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ASSIGNMENT

WHEREAS, we, Julian Payne of Los Angeles, California, Felix Holst of Venice, California, and Matt Agostina of Hermosa Beach, California, have invented certain improvements in TOY TRACK DEVICES, for which we filed U.S. Provisional Patent Application Serial No. 60/812,151 on June 9, 2006, U.S. Utility Patent Application Serial No. 11/811,681 on June 11, 2007, and PCT Patent Application Serial No. PCT/US2007/13706 on June 11, 2007; and

WHEREAS, Mattel, Inc., a Delaware Corporation, having its principal place of business in El Segundo, California, is desirous of acquiring an interest therein;

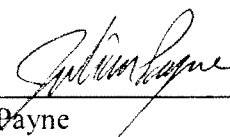
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, we, Julian Payne, Felix Holst and Matt Agostina, have sold, assigned, and transferred, and do hereby sell, assign, and transfer, to Mattel, Inc., its successors and assigns, the full and exclusive right to the 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 that may be granted therefor in the United States and its territorial possessions and in any and all foreign countries, and in and to any and all divisions, continuations, reissues, substitutions, 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., as the assignee of our entire right, title, and interest in and to the same, for the sole use of Mattel, Inc., and its successors and assigns.

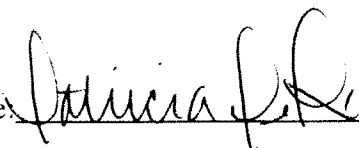
Further, we hereby covenant and agree to and with Mattel, Inc., and its successors and assigns, at the time of execution and delivery of these presents, that we are the sole and lawful owner of the entire right, title, and interest in and to the invention and the above-identified patent applications, and that the same are unencumbered, and that we have good and full right and lawful authority to sell and convey the same in the manner herein set forth.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand this 10th day of September, 2007.



Julian Payne


Witness:
Signature: 

Name: Patricia DeLeon

Address: 333 Continental Blvd.

City & State: El Segundo, CA

IN TESTIMONY WHEREOF, I have hereunto set my hand this 17th
day of October, 2007.



Felix Holst

Witness:
Signature: Patricia DeLeon
Name: Patricia DeLeon

Address: 333 Continental Blvd.

City & State: El Segundo, CA 90245

IN TESTIMONY WHEREOF, I have hereunto set my hand this _____ day
of _____, 2007.

Matt Agostina

Witness:
Signature: _____
Name: _____
Address: _____
City & State: _____