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FORM PTO-1618A

04-26-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

07-09-1999

U.S. Patent & TMOfo/TM Mail Ropt Dt. #26



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**ORDINATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

07/23/1999 DCOATES 00000068 132180 1817475

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 500.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001901 FRAME: 0921

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1817475"/>	<input type="text" value="1789894"/>	<input type="text" value="1788916"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1749484"/>	<input type="text" value="1745272"/>	<input type="text" value="1745271"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1745270"/>	<input type="text" value="1745269"/>	<input type="text" value="1403246"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

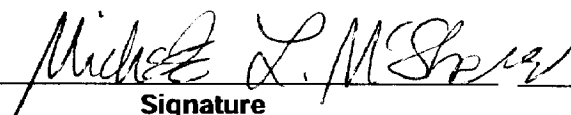
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michele L. McShane

Name of Person Signing



Signature

4.26.99

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

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DBA/AKA/TA

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Address (line 3)
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Registration Number(s)

<input type="text"/> 1336896	<input type="text"/> 1328728	<input type="text"/> 1322307
<input type="text"/> 1302841	<input type="text"/> 1270019	<input type="text"/> 1266692
<input type="text"/> 1265127	<input type="text"/> 1260114	<input type="text"/> 1220157
<input type="text"/> 1205867	<input type="text"/> 1205866	<input type="text"/> 1100873
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ASSIGNMENT OF TRADEMARKS

WHEREAS, Arco Toys Limited, a corporation organized and existing under the laws of Hong Kong, located and doing business at 1301 South Tower, World Finance Centre, Harbour City, Tsimshatsui, Kowloon, Hong Kong (hereinafter called "the Assignor") is the sole and exclusive owner of the trademark registrations listed in Exhibit A attached hereto;

WHEREAS, Mattel, Inc., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 333 Continental Boulevard, El Segundo, California 90245-5012 (hereinafter called "the Assignee") is desirous of acquiring the above-mentioned trademark registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor does by these presents and assign and transfer unto the Assignee the entire right, title, and interest in and to the aforementioned trademark registrations, said interest includes the business underlying the mark together with the goodwill associated with the foregoing trademark, said assignment and transfer is deemed effective as of April 22, 1999.

Arco Toys Limited


Signature

Ned Mansour
Name

Director
Title

9 MAY -6 AM 5:49
I.M.E.O.
I.T.O. UNIT

EXHIBIT A

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
CUDDLY CUTIES	1,817,475	JANUARY 18, 1994
BEST BABIES	1,789,894	AUGUST 24, 1993
SNUGGLY BABY	1,788,916	AUGUST 17, 1993
LOVABLE TOTS	1,749,484	JANUARY 26, 1993
NURSERY BABY	1,745,272	JANUARY 5, 1993
I'M SO CUTE	1,745,271	JANUARY 5, 1993
LIL CUTIES	1,745,270	JANUARY 5, 1993
TEENY WEENY BABIES	1,745,269	JANUARY 5, 1993
HOT CHAMBER	1,403,245	JULY 29, 1986
PUSH 'N' LIGHT	1,336,896	MAY 21, 1985
FIGURE WORLD	1,328,728	APRIL 2, 1985
SOFT SHOT	1,322,307	FEBRUARY 26, 1985
COMBAT FORCE	1,302,841	OCTOBER 30, 1984
BLOWGUN RACER	1,270,019	MARCH 13, 1984
HITCH 'N' GO	1,266,692	FEBRUARY 7, 1984
STUNT STOCKS	1,265,127	JANUARY 24, 1984
DRAGONS 'N MONSTERS	1,260,114	DECEMBER 6, 1983
COMBAT FORCE	1,220,157	DECEMBER 14, 1982
PUSH 'N LIGHT	1,205,867	AUGUST 17, 1982
SOFT SHOT	1,205,866	AUGUST 17, 1982
THE STING	1,100,873	AUGUST 29, 1978