

Form PTO-1594
(Rev. 10/02)
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T U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 5604
Matchbox Toys (USA) Ltd.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other New York

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

 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment):
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: April 20, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
800,255

-6 M 7:30
FINANCE

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jill M. Pietirni, Esq.

Internal Address: _____
Manatt, Phelps & Phillips, LLP

Street Address: 11355 W. Olympic Boulevard

City: Los Angeles State: CA Zip: 90064

6. Total number of applications and registrations involved: 1

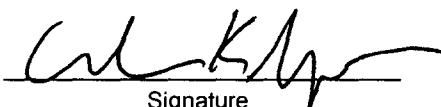
7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
DA 131 241

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

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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.

Andrew Klungness, Esq.  April 29, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks Box Assignments
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TRADEMARK
REEL: 002964 FRAME: 0661

**ASSIGNMENT OF TRADEMARK AND THE
UNITED STATES REGISTRATION THEREOF**

This assignment is made by and between Matchbox Toys (USA) Ltd, a New York corporation, having a principal place of business at 333 Continental Blvd., El Segundo, California 90245 (hereinafter "Assignor") and Mattel, Inc., a Delaware corporation, having its principal place of business at 333 Continental Boulevard, El Segundo, California 90245 (hereinafter "Mattel").

WHEREAS, Assignor owns all rights, title and interest in and to the trademark and United States Registration thereof identified below (hereinafter the "Mark" and "Registration", respectively), along with the goodwill of the business appurtenant to said Mark:


<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
DINKY	800,255	December 14, 1965

WHEREAS, Mattel desires to acquire all right, title and interest to the Mark and the Registration.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, Assignor, hereby assigns to Mattel all right, title and interest in and to the Mark and Registration, together with the goodwill of the business symbolized by the Mark, and any and all claims, demands, and causes of action for infringement, of the Mark, past, present, and future, and all of the proceeds from the foregoing.

Signed at El Segundo, California, this 20 day of April, 2004.

MATCHBOX TOYS (USA) LTD.



Robert Normile
Director

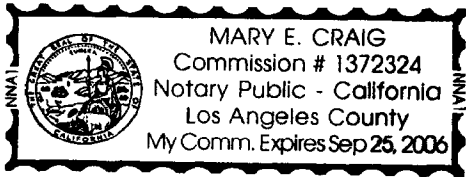
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On April 20, 2004 , before me, Mary E. Craig, Notary Public
(DATE) (NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC)

personally appeared Robert Normile

- personally known to me
- or-
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Mary E. Craig
Signature Of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- Individual
 - Corporate Officer
Director
- Title(s)
- Partner(s) Limited
 - General
 - Attorney-In-Fact
 - Trustee(s)
 - Guardian/Conservator
 - Other: _____

Signer is representing:
Name Of Person(s) Or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

Assignment of Trademark
Title Or Type Of Document

One (1)
Number Of Pages

April 20, 2004
Date Of Document

N/A

Signer(s) Other Than Named Above