Form PTO 1594 1-31-92	1	05-15-1	1998	SHEET	J.S. DEPARTMENT O	F COMMERCE	
5-4-98				ILY			
To the Honorable (100711		hed original cocur	MAY - 4 1998 ments or copy thereo	sf. \\	
1. Name of conveying p	arty(ies):		2. Name and a	ddress of recei	ving party(jes):		
MATTEL, INC. [] Individual(s) [] General Partnership [XX] Corporation-State DELAWARE [] Other			Name: UNCLE MILTON INDUSTRIES, INC.				
			Internal Address:				
		Street Address: <u>5717 Corsa Avenue</u>					
Additional name(s) of conveying party(ies) attached? [] Yes [XX] o			City: WESTLAKE VILLAGE State: CA Zip: 91362-4001				
3. Nature of conveyance: [XX] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 1/27/98		 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [XX] Corporation-State CALIFORNIA [] Other 					
			representative des (Designations mus	signation is attache	cument from Assignr	XX] No	
4. Application number(s) or registration number	r(s):		1000			
A. Trademark Application No. Appl. No. 75/329,840 (Docket A660 - MARK: PLASTERCRAFT) Takin. Ref: 05/14/1998 TTOM11 0012054700 Ali:012224 Name/Number:1020771 Ct 704 190.00 CR			B. Trademark registration No.(s): (1) Reg. No. 1,020,771 (Docket A655 - MARK: POTTERYCRAFT) (2) Reg. No. 115,537 (Docket A662 - MARK: CHEMCRAFT (CL 28)) (3) Reg. No. 751,890 (Docket A661 - MARK: CHEMCRAFT (CL 1)) (4) Reg. No. 159,063 (Docket A663 - MARK: CHEMCRAFT & Design) (5) Reg. No. 1,742,354 (Docket A659 - MARK: GEM CRAFT) (6) Reg. No. 1,455,526 (Docket A654 - MARK: MULTI-LAB)				
Additional numbers attached? [] Yes [XX] No							
Name and address of party to whom correspondence concerning document should be mailed:			Total number of applications and registrations involved: 7				
Name: <u>Kleinberg & Lerner, LLP</u>			7. 7. 14. (07.050.044)				
Internal Address:		7. Total fee (37 CFR 3.41):\$ [XX] Enclosed					
Street Address: 2049 Century Park East, #1080		[] Authorized to be charged to deposit account					
City: Los Angeles State: California Zip: 90067		Charge any excess or credit any refund to deposit					
14/1998 TTON11 00000262 1020771 FC:481 40.00 GP		account nun 01-2224 (Attach duplicat		if paying by deposit	account)		
1 FC:481 2 FC:482	150.00 DP	DO NOT USE			068		
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							
MARVIN H. KLEINBEI	true copy of the original document. MARVIN H. KLEINBERG Name of Person Signing MARVIN H. KLEINBERG MARVIN H. KLEINBERG Date					1998	
Total number of pages complished to Vertebrance 1 OMB No. 0651-0011 (exp. 4/94) REFL: 1725 FRAME: 0678							

ASSIGNMENT

WHEREAS Mattel, Inc., a corporation organized and existing under the laws of the State of Delaware and having its principal place of business in the city of El Segundo, state of California ("Mattel"), has acquired and used in its business and is the sole owner of the Trademarks and Service marks set out in Exhibit A, attached hereto, which marks are registered on the Principal Register of the United States Patent and Trademark Office, and the good will of the business appurtenant thereto;

WHEREAS Uncle Milton Industries, Inc., a corporation organized and existing under the laws of the State of Delaware and having its principal place of business in the city of Westlake Village, state of California ("Uncle Milton"), is desirous of acquiring all of the right, title and interest in and to the Trademarks, Service marks and the registrations thereof and the good will of the business appurtenant thereto.

THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Mattel does hereby sell, assign, and transfer unto the said Uncle Milton, all right, title and interest in and to the marks set forth on Exhibit A, attached hereto, together with all of the good will of the business symbolized by the marks and the registrations thereof as of the date set forth below, as well as the right to sue for past infringements.

Mattel, at the request of Uncle Milton, shall, or cause its affiliates to, promptly deliver to Uncle Milton all such further assignments and documents, in form and substance reasonably satisfactory to Uncle Milton and its counsel and to Mattel and its counsel, and to take such further action as Uncle Milton may reasonably request, in order to vest in Uncle Milton title to the Trademarks and Service marks and to transfer title to Uncle Milton in all countries in which said trademarks and service marks are registered, together with the right to sue for past infringements.

IN WITNESS WHEREOF, Mattel has caused this instrument to be signed by the proper corporate officer this 27+L day of January, 1998.

MATTEL, INC., A Delaware corporation

By:

Leland P. Smith

Assistant General Counsel & Secretary

EXHIBIT A

Country	<u>Mark</u>	Registration/Application No.		
United States	Potterycraft	1,020,771		
United States	Chemcraft	115,537		
United States	Chemcraft	751,890		
United States	Chemcraft & Design	159,063		
United States	Gem Craft	1,742,354		
United States	Multi-Lab	1,455,526		
United States	Plastercraft	75/329,840		

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RECORDED: 05/04/1998