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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

[RULE 3.31 COVER SHEET]

(1) Name Of Party Conveying The Interest:

MATTEL, INC. (A Delaware Corporation)

(2) Name And Address Of Party Receiving The Interest:

Hersch & Company, 1900 Avenue of the Stars, Los Angeles, California 90067

(3) Description Of Interest Conveyed Or Transaction To Be Recorded [ORIGINAL ATTACHED]:

Assignment of all right, title and interest in the trademark SCRUTINEYES and the Federal Registration No. 1,768,168 therefor date April 27, 1993

(4) Registration Number Against Which Document Is To Be Recorded:

(Registration No. 1,768,168)

(5) Name And Address Of Correspondent:

Law Office of Anthony O. Cormier, 23161 Ventura Blvd., #102, Woodland Hills, CA 91364

(6) Number Of Registrations Affected/Fee:

One

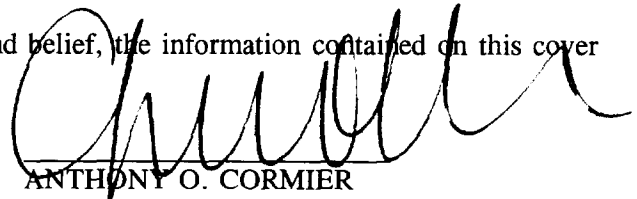
(7) Date The Document Was Executed:

July 8, 1993

(8) Designation Of Domestic Representative:

Not Applicable

To the best of the undersigned knowledge and belief, the information contained on this cover sheet is true and correct. Dated: February 18, 1999


ANTHONY O. CORMIER

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ASSIGNMENT

WHEREAS, MATTEL, INC. (hereinafter "ASSIGNOR"), a corporation of the State of Delaware, located and doing business at 333 Continental Boulevard, El Segundo, California 90245-5012, is the owner of the trademark SCRUTINEYES and the Federal Registration No. 1,768,168, registered April 27, 1993, for said trademark; and

WHEREAS, HERSCH & COMPANY (hereinafter "ASSIGNEE"), a California partnership, having its principal office and place of business at 1900 Avenue of the Stars, Suite 1625, Los Angeles, California 90067, desires to acquire said trademark together with the goodwill of the business associated therewith, and said Federal Registration therefor;


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR hereby transfers and assigns to ASSIGNEE its entire right, title and interest in and to the trademark SCRUTINEYES and the goodwill of the business associated therewith, and the Federal Registration No. 1,768,168, registered April 27, 1993, together with the right to sue for past infringement thereon, and ASSIGNOR hereby requests and authorizes the Commissioner of Patents and Trademarks to record said trademark and registration as the property of ASSIGNEE.

IN WITNESS WHEREOF, the ASSIGNOR has executed this instrument on the 8th day of July, 1993, and its corporate seal affixed hereon.

ASSIGNOR

(SEAL)

Mattel, Inc.

BY: 
Name: Ned Mansour
Senior-Vice President,
General Counsel, and
Secretary