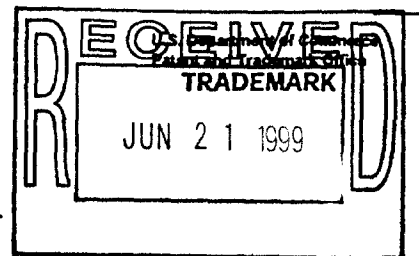


06-24-1999



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**RECORDATION FORM COVER SHEET
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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 ☐ Change of Name
- ☐ Other
- Effective Date
Month Day Year
05131999

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
05121999

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)

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization
- 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.)

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REEL: 001917 FRAME: 0627

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

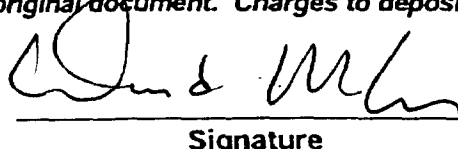
☐

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.

David L. McEvoy

Name of Person Signing



Signature

6/18/99

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE LEARNING COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "MATTEL, INC." UNDER THE NAME OF "MATTEL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF MAY, A.D. 1999, AT 3:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

2103296 8330

991204080



9760117

05-21-99

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

TRADEMARK

REEL: 001917 FRAME: 0629

**CERTIFICATE OF MERGER
OF
THE LEARNING COMPANY, INC.
WITH AND INTO
MATTTEL, INC.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations (each a "Constituent Corporation" and collectively, the "Constituent Corporations") of the merger (the "Merger") is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Mattel, Inc.	Delaware
The Learning Company, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between Mattel, Inc. and The Learning Company, Inc., dated as of December 13, 1998 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251(c) of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the Merger is Mattel, Inc. (the "Surviving Corporation"), which will continue its existence as said surviving corporation under its present name upon the effective date of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: That the Restated Certificate of Incorporation, as amended, of Mattel, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which currently is 333 Continental Boulevard, El Segundo, California 90245.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: That the Merger shall be effective on May 13, 1999, at 4:10 p.m. (Eastern Standard Time).

IN WITNESS WHEREOF, Mattel, Inc. has caused this Certificate of Merger to
be signed as set forth below.

Dated: May 12th 1999

MATTEL, INC.,
a Delaware corporation

By: 
Name: Ned Mansour
Title: President, Corporate Operations

Schedule A

Trademark	Reg Date	Reg No
1ST GRADE SUCCESS STARTER	3/23/99	2,234,955
A MILLION LAUGHS	3/14/95	1,884,242
ACTIVE MIND SERIES	7/15/97	2,078,845
AFRICA TRAIL	10/8/96	2,007,125
AMAZING WRITING MACHINE, THE	4/23/96	1,969,945
AMAZON TRAIL, THE	8/16/94	1,850,384
AMERICAN HISTORY ATLAS	1/17/95	1,874,892
AMERICAN HISTORY EXPLORER	8/20/96	1,995,052
AMERICANA	6/13/95	1,900,209
ANCIENT EMPIRES	11/3/92	1,729,597
ANIMAL KINGDOM	11/21/95	1,937,542
ANNOUNCEMENTS	10/25/94	1,860,289
ARTRAGEOUS	10/8/96	2,007,199
ASK THE LIBRARIAN	3/23/99	2,233,677
ATOMIC CLOCK	6/24/97	2,074,600
AUTOENHANCE	1/1/95	1,871,091
AUTOWORKS	12/14/93	1,811,474
BACKYARD, THE	6/6/95	1,898,022
BIBLE ILLUSTRATOR	6/16/92	1,694,075
BILINGUAL WRITING CENTER, THE	1/18/94	1,817,386
BODYWORKS	11/3/92	1,729,084
BORDERS & BACKGROUNDS	5/2/95	1,892,803
BUMBLE GAMES	10/16/84	1,300,346
BUSINESS IMAGES	6/4/96	1,979,007
BUSINESS LAW PARTNER	5/20/97	2,064,013
CALANDAR (stylized)	9/17/91	1,657,275

Trademark	Reg Date	Reg No
CALENDAR WORKS	8/13/96	1,994,045
CANADIAN IMAGES	2/6/96	1,955,440
CARMEN SANDIEGO CONNECTION	12/22/98	2,212,991
CARMEN SANDIEGO JUNIOR DETECTIVE EDITION	10/8/96	2,007,255
CARTOON IMAGES	1/21/97	2,033,161
CHATGARD	8/25/98	2,184,549
CHILDREN'S WRITING AND PUBLISHING CENTER, THE	12/10/96	2,021,574
CHILDREN'S WRITING AND PUBLISHING CENTER: SPANISH VERSI	6/13/95	1,899,628
CHRISTIAN IMAGES	7/30/96	1,990,491
COMPLETE LEGAL COLLECTION	10/28/97	2,110,105
COMPTON'S	5/18/93	1,771,187
COMPTON'S CONCISE ENCYCLOPEDIA	9/7/93	1,791,342
COMPUTER WORKS	12/7/93	1,809,974
COUNTING CRITTERS	3/25/97	2,047,543
CREATIVE OFFICE	3/2/99	2,229,406
CREATIVE WONDERS	3/10/98	2,141,732
CROSSWORDS PLUS	10/3/95	1,924,717
CYBER PATROL	12/17/96	2,024,687
CYBER PATROL PROXY	12/22/98	2,213,272
CYBER SENTRY	12/3/96	2,021,461
DAILY JOURNAL	10/10/95	1,926,743
DESIGN IT! 3D	1/12/99	2,217,517
DINOPARK TYCOON	1/10/95	1,873,338
DIRECTORY USA	3/25/97	2,048,457
DOWNLOAD ZONE	3/3/98	2,140,133
DR. QUANDARY	11/17/92	1,733,304
ENCYCLOPEDIA OF DRUGS	7/29/97	2,085,047
EVEN MORE IMAGES	12/13/94	1,867,857

Trademark	Reg Date	Reg No
EXPLORE YELLOWSTONE	7/22/97	2,082,603
FABULOUS FONTS	5/7/96	1,972,829
FAMILY ALBUM CREATOR	5/5/98	2,155,440
FAMILY ATLAS	1/7/97	2,028,564
FAMILY LAWYER	2/18/97	2,039,432
FAMILY ORIGINS	8/24/93	1,789,928
FAMILY ORIGINS	3/10/98	2,142,732
FANFARE! PRESENTATIONS	3/10/98	2,141,777
FIRST CHOICE	9/1/87	1,454,922
GEOMETRY	5/17/88	1,488,915
GEOQUIZ	8/6/91	1,653,315
GERTRUDE'S PUZZLES	10/16/84	1,300,347
GERTRUDE'S SECRETS	10/16/84	1,300,345
GET SET TO LEARN!	3/3/98	2,140,161
GIZMOS & GADGETS!	12/6/94	1,865,655
GO DIRECT	12/2/97	2,118,117
GREEK TUTOR	1/20/98	2,129,991
GREETINGS	2/4/97	2,035,931
HANDIWARE	7/2/91	1,649,355
HARRY AND THE HAUNTED HOUSE	8/20/96	1,994,750
HEALTH & FITNESS IMAGES	1/28/97	2,034,613
HEBREW TUTOR	2/17/96	2,024,541
HOLIDAY DESIGN KIT	12/3/96	2,020,649
HOLIDAY IMAGES	4/18/95	1,889,680
IMAGE ALBUM	1/2/96	1,946,093
IMAGE SAMPLER	7/19/94	1,845,397
IMAGIMAKER SERIES	1/27/98	2,133,215
IMAGIMAKER SERIES (& Design)	2/10/98	2,136,221

Trademark	Reg Date	Reg No
INFOPEDIA	10/29/96	2,012,333
INTERACTIVE MATH JOURNEY	6/17/97	2,072,359
INTERACTIVE READING JOURNEY	8/6/96	1,990,761
INTEREST VISION PROFESSIONAL	2/8/94	1,820,471
IT'S LEGAL	4/14/92	1,682,774
JAMES DISCOVERS MATH	3/23/99	2,233,893
KARATEKA	11/12/85	1,370,348
KEY DRAW!	7/2/96	1,984,362
KEY FORM DESIGNER	12/8/92	1,738,083
KEY MENU	8/3/93	1,785,265
KEYKIDS	2/4/97	2,035,021
KID CUTS	2/22/94	1,822,479
KID PIX	12/14/93	1,810,528
KID PIX 2 (& Design)	9/17/96	2,000,727
KID PIX COMPANION (& Design)	1/3/95	1,871,145
KID PIX FUN PACK (& Design)	10/22/96	2,009,463
KID PIX STUDIO (& Design)	7/9/96	1,985,192
KIDS & EDUCATION IMAGES	1/2/96	1,946,094
KINDERGARTEN SUCCESS STARTER	2/23/99	2,226,613
LABELS UNLIMITED	11/10/87	1,464,407
LEARN THE ART OF MAGIC	9/17/96	2,002,006
LEARNING COMPANY, THE	7/9/85	1,347,323
LEARNING SERVICES & Design -*Service Mark	5/15/90	1,596,926
LET'S START LEARNING!	9/9/97	2,095,713
LIVING BOOKS	10/5/93	1,796,822
LIVING BOOKS (& Design)	10/29/96	2,011,414
LIVING LANGUAGE	12/3/96	2,021,287
LIVING LANGUAGE ALL THE WAY	9/10/96	2,000,181

Trademark	Reg Date	Reg No
LIVING LANGUAGE PLUS	7/4/89	1,546,384
LOGIC QUEST	7/28/98	2,177,164
LOGICAL JOURNEY OF THE ZOOMBINIS	2/25/97	2,041,387
MAILMERGE & Design	7/27/82	1,202,559
MARLU & design	8/6/96	1,991,609
MATH MUNCHERS	5/18/99	2,245,681
MATH RABBIT	5/2/89	1,537,293
MATHKEYS	3/21/95	1,885,562
ME AND MY WORLD	10/8/96	2,005,673
MECC	11/30/93	1,807,176
MEDICAL DRUG REFERENCE	6/6/95	1,898,376
MEMBERSHIP PLUS	6/23/92	1,696,818
MIDNIGHT RESCUE!	8/23/94	1,850,618
MISCELLANEOUS DESIGN (KIDS STUDIO)	7/28/98	2,176,867
MONEYCOUNTS	9/30/86	1,411,137
MOPTOWN HOTEL	2/5/85	1,317,795
MULTIPEDIA	4/22/97	2,055,936
MUSEUM MADNESS	4/2/96	1,965,964
MY OWN PAINT SET	9/29/98	2,192,674
NEWSLETTER IMAGES	12/8/98	2,209,843
NEWSLETTERS AND MORE	11/18/97	2,114,881
NUMBER MUNCHERS	3/23/99	2,233,137
ODELL DOWN UNDER	10/1/96	2,004,024
OPENING NIGHT	12/17/96	2,024,559
OPERATION NEPTUNE	8/20/96	1,994,321
OREGON TRAIL, THE	5/18/93	1,771,617
ORLY'S DRAW-A-STORY	8/4/98	2,179,142
OUTNUMBERED!	10/9/90	1,616,866

Trademark	Reg Date	Reg No
P (stylized letters)	11/24/92	1,734,490
P (Stylized)	11/24/92	1,734,490
PAINT, WRITE & PLAY!	11/18/97	2,113,982
PALLADIUM INTERACTIVE	5/12/98	2,157,092
PALLADIUM INTERACTIVE & Design	12/16/97	2,121,625
PALLADIUM INTERACTIVE & Design	9/30/97	2,101,698
PALLADIUM's Misc. Design	12/2/97	2,118,028
PARSONS TECHNOLOGY	2/20/94	1,868,098
PC BIBLE ATLAS	7/19/94	1,846,366
PC BIBLE ATLAS	9/22/98	2,190,786
PC PAINTBRUSH	1/21/86	1,378,936
PERSONAL CHEF	9/6/94	1,852,938
PFS: & design	9/26/89	1,557,721
PFS:WINDOWWORKS	7/26/94	1,847,241
PHOTOFINISH	10/13/92	1,723,477
PLAYROOM, THE	11/5/91	1,663,236
POWERALBUM	4/19/94	1,832,008
PRINT TRICKS & Design	12/22/98	2,212,667
QUICK SCHEDULE	9/29/87	1,459,100
QUICK TIPS	4/1/97	2,048,651
QUICKDATE	5/2/95	1,892,578
QUICKVERSE	1/30/90	1,579,841
READER RABBIT	5/3/87	1,430,966
READER RABBIT 2	8/11/92	1,706,445
READER RABBIT'S KINDERGARTEN	10/6/98	2,194,347
READER RABBIT'S PRESCHOOL	9/22/98	2,191,555
READER RABBIT'S READING DEVELOPMENT LIBRARY	5/19/98	2159221
READER RABBIT'S TODDLER	9/22/98	2,191,554

Trademark	Reg Date	Reg No
READING GALAXY	9/1/98	2,186,304
RESUMES & MORE	1/14/97	2,029,929
SCIENCE TOOLKIT	8/2/88	1,498,380
SCORECARD	10/31/95	1,930,561
SCREEN DREAMS	10/3/95	1,924,472
SKILLS BANK	11/17/92	1,732,691
SKILLS BANK CORNERSTONE	8/1/95	1,909,068
SNAPDRAGON	10/5/93	1,797,170
SOFTKEY	11/10/92	1,730,764
SOFTKEY & design	7/14/92	1,700,322
SOFTWARE SENTRY	10/31/95	1,931,564
SPACE ODYSSEY	4/30/96	1,970,840
SPARKY THE MATH DOG & design	6/11/96	1,979,299
SPELLICOPTER	7/31/84	1,287,778
SPORTS AND LEISURE IMAGES	2/14/95	1,879,374
STEP	1/28/97	2,033,853
STEP UP	7/14/98	2,172,990
STORYBOOK WEAVER	5/4/93	1,769,401
STORYQUESTS	5/13/97	2,061,154
STUDENT WRITING CENTER	1/10/95	1,873,215
SUPER SOLVERS	1/10/95	1,872,342
TAXINSIGHT	1/14/97	2,029,928
TEDDY'S BIG DAY	8/22/95	1,914,114
TELMERGE	6/11/85	1,340,351
TESSELMANIA!	6/6/95	1,898,056
THINK QUICK!	4/25/89	1,536,268
TIME RIDERS	5/10/94	1,836,078
TITANIUM SEAL	12/27/94	1,870,237

Trademark	Reg Date	Reg No
TLC and Design	10/27/98	2,200,440
TO SURF AND PROTECT	5/6/97	2,059,911
TORCH LOGO (Compton's)	8/6/91	1,652,912
TREASURE COVE!	1/25/94	1,818,409
TREASURE GALAXY!	3/5/96	1,960,866
TREASURE MATHSTORM!	4/19/94	1,832,011
TREASURE MOUNTAIN!	9/20/94	1,854,540
TREASURE SEEKERS	3/2/99	2,228,221
TREEHOUSE, THE	5/11/93	1,769,815
TRIVIA MUNCHERS	5/18/99	2,245,677
TROGGLE TROUBLE (for Math)	12/26/95	1,944,381
TYPE! (Stylized)	12/20/88	1,517,669
ULTIMATE WRITING & CREATIVITY CENTER	7/8/97	2,077,963
VIRUCIDE	11/19/91	1,665,430
WHERE IN EUROPE IS CARMEN SANDIEGO?	7/17/90	1,606,526
WHERE IN SPACE IS CARMEN SANDIEGO?	3/1/94	1,824,498
WHERE IN THE U.S.A. IS CARMEN SANDIEGO?	4/5/88	1,483,655
WHERE IN THE U.S.A. IS CARMEN SANDIEGO? DELUXE	12/20/94	1,868,463
WHERE IN THE WORLD IS CARMEN SANDIEGO?	6/9/98	2,163,949
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2/18/86	1,383,516
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2/16/99	2,223,676
WHERE IN THE WORLD IS CARMEN SANDIEGO?	12/29/98	2,213,937
WHERE IN THE WORLD IS CARMEN SANDIEGO?	12/7/93	1,809,666
WHERE IN THE WORLD IS CARMEN SANDIEGO?	2/2/99	2,221,220
WHERE IN THE WORLD IS CARMEN SANDIEGO?	8/12/97	2,087,438
WHERE IN THE WORLD IS CARMEN SANDIEGO? JUNIOR DETECTI	3/19/96	1,963,054
WHERE IN TIME IS CARMEN SANDIEGO?	2/3/98	2,135,018
WHERE IN TIME IS CARMEN SANDIEGO?	7/17/90	1,606,525

Trademark	Reg Date	Reg No
WINTUTOR	9/19/95	1,919,328
WONDERLINK	8/4/98	2,179,230
WORD MUNCHERS	5/11/99	2,244,406
WORDHUNTER	1/18/94	1,817,369
WORDMAZE	7/23/96	1,988,862
WORDQUEST	12/26/95	1,944,560
WRITER RABBIT	5/2/89	1,537,294
WRITING CENTER, THE	9/26/95	1,921,806
YUKON TRAIL, THE	3/5/96	1,960,730