

MRD 6-21-99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

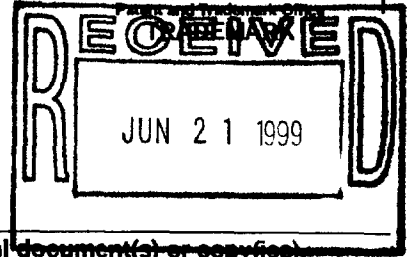
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U.S. Department of Commerce

Patent and Trademark Office



RECORDATION 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
05131999
- ☐ Change of Name
- ☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name The Learning Company, Inc.

05121999

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other

☒ Citizenship/State of Incorporation/Organization Delaware

Receiving Party

☐ Mark if additional names of receiving parties attached

Name Mattel, Inc.

DBA/AK/TA

Composed of

Address (line 1) 333 Continental Boulevard

Address (line 2)

Address (line 3) El Segundo

California

90245

☐ Individual ☐ General Partnership ☐ Limited Partnership

☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization Delaware

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.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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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)

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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

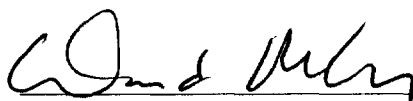
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Statement and Signature

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

6/14/99

Date Signed

Schedule A

Trademark	Filing Date	Apl No
ACTIVITY CHALLENGE	9/24/98	75/562,371
CARMEN SANDIEGO MATH DETECTIVE	4/24/97	75/281,368
CARMEN SANDIEGO WORD DETECTIVE	5/5/97	75/286,477
CHASE DEVINEAUX	12/18/97	75/408,160
CHASE DEVINEAUX	12/18/97	75/408,143
CHASE DEVINEAUX	12/18/97	75/408,142
CLUEFINDERS, THE	10/1/97	75/367,142
COMPLETE REFERENCE COLLECTION, THE	10/15/97	75/373,321
COMPTON'S HOME LIBRARY	11/13/96	75/197,791
COMPTON'S INTERACTIVE BIBLE	11/13/96	75/200,501
COMPTON'S INTERACTIVE ENCYCLOPEDIA	11/13/96	75/197,795
CYBER EXPRESSIONS	4/27/98	75/475,002
DAILY JOURNAL	10/2/98	75/562,933
DINO STICKER TIME	8/21/98	75/540,318
EAGER'S PET SHOW	4/24/97	75/281,366
EXPLORERS OF THE NEW WORLD	3/30/95	74/654,742
FOR EVERYONE	12/1/98	75/600,090
GRADE BUILDER	6/9/97	75/305,876
IT'S COOL TO BE SMART	11/18/98	75/590,594
KNOWLEDGE MUNCHERS	12/4/97	75/400,266
LEGACY OF TIME	6/17/97	75/309,859
LITTLE ARK INTERACTIVE	8/25/98	75/542,488
MEGA MUNCHERS	12/4/97	75/400,012
OFFICE POWER SOLUTIONS	10/2/98	75/563,903
PASSWORD COMPANION	4/17/98	75/469,622
PIONEER ADVENTURES	12/18/97	75/407,473

Trademark	Filing Date	Apl No
PRACTICE MAKES PERFECT	6/7/96	75/115,755
PRESCHOOL SUCCESS STARTER	5/5/97	75/286,189
SCREEN SHOT	10/15/98	75/572,674
SECRET MAIL	4/17/98	75/469,621
SING AND PLAY WITH MAGGIE	4/7/97	75/273,137
SMALL BUSINESS EXPERT	3/17/97	75/258,362
SMARTSAVER	4/12/99	75/680,699
TLC THE LEARNING COMPANY and Design	2/18/97	75/243,723
TLC THE LEARNING COMPANY FOR GREATER KNOWLEDGE and Design	2/18/97	75/243,720
ULTIMATE MAIL MANAGER	6/15/98	75/502,243

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



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05-21-99

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

TRADEMARK

REEL: 001920 FRAME: 0666

**CERTIFICATE OF MERGER
OF
THE LEARNING COMPANY, INC.
WITH AND INTO
MATTEL, 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: Ed Hanson
Title: President, Corporate Operations