

06-24-1999



101075332

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MRD

6-21-99

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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.)

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:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 001924 FRAME: 0463

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

6/14/99

Name of Person Signing

Signature

Date Signed

Schedule A

Trademark	Filing Date	ApI 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	Appl 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 OWNERSHIP, WHICH MERGES:

"LEARNING COMPANY PROPERTIES INC.", A DELAWARE CORPORATION, WITH AND INTO "THE LEARNING COMPANY, INC." UNDER THE NAME OF "THE LEARNING COMPANY, 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 9 O'CLOCK A.M.

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

2103296 8330
991204089



Handwritten signature of Edward J. Freel, dated 05-21-99, with the typed name Edward J. Freel, Secretary of State below it.

AUTHENTICATION:

DATE:

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LEARNING COMPANY PROPERTIES INC.
(a Delaware corporation)

INTO

THE LEARNING COMPANY, INC.
(a Delaware corporation)

It is hereby certified that:

1. The Learning Company, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of capital stock of Learning Company Properties Inc. (the "Sub"), which is also a business corporation of the State of Delaware.
3. On May 10, 1999, the Board of Directors of the Corporation adopted the following resolutions to merge the Sub into the Corporation:

RESOLVED that, pursuant to Section 253 of the Delaware General Corporation Law, the Sub be merged into the Corporation and that all of the estate, property, rights, privileges, powers and franchises of the Sub be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Sub in its name.

RESOLVED that the Corporation shall assume all of the obligations of the Sub.


RESOLVED that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws

of the State of Delaware and by the laws of any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for shall become effective, shall be 1:00 p.m. EST on May 13, 1999.

Executed on May 12, 1999.


THE LEARNING COMPANY, INC.

By: 

Name: ALLAN FORSEY

Title: VICE-PRESIDENT

ATTEST:

By: 

Name: KATHRYN L. LEACH

Title: Assistant Secretary



Mattel, Inc.

333 Continental Boulevard
El Segundo, California 90245-5012
Phone: 1 (310) 252-2000
Fax: 1 (310) 252-2180

June 18, 1999

Via Express Mail

Commissioner of Patents and Trademarks
U.S. Patent and Trademark Office
Office of Public Records
Attn: Customer Services Counter
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

Re: **Recordation of two (2) Mergers of Owner of Trademarks**
1) Learning Company Properties Inc. to The Learning Company, Inc.
Merged: May 13, 1999 at 1:00pm Eastern Standard Time
2) The Learning Company, Inc. to Mattel, Inc.
Merged: May 13, 1999 at 4:10pm Eastern Standard Time

To the Honorable Commissioner of Patents and Trademarks:

On behalf of Mattel, Inc. I enclose for filing for each of the two (2) recordals referenced above: one (1) Recordation Form Cover Sheet, a schedule of trademark applications and an original Secretary of State certificate and accompanying Certificate of Merger to effectuate the change of ownership on the trademarks shown on each schedule. Please record these changes of ownership in the order listed above as the applications currently reside under the ownership of **Learning Company Properties Inc.** and are to be under the final ownership of **Mattel, Inc.**

As noted on the Recordation Form Cover Sheet, the filing fee of \$1,830.00, representing 2 recordals at \$915.00 per recordal, may be charged to Deposit Account No. 19-2830. Any other payments necessary for these recordations should be deducted from this account.

Respectfully submitted,

David L. McEvoy
Vice President and
Assistant General Counsel

The Learning Company Division, One Athenaeum Street, Cambridge, Massachusetts 02142 U.S.A.

RECORDED: 06/21/1999

TRADEMARK
REEL: 001924 FRAME: 0470