

RE:

11-24-2000

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of P:

101527235

Attached original documents or copy thereof.

1. Name of conveying party(ies):

TLC Productivity Properties, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: October 16, 2000

2. Name and address of receiving party(ies)

Name: TLC Entertainment Properties, LLC
ATTN: David L. McEvoy, Esq.
Internal Address: General Counsel

Street Address: 500 Redwood Boulevard
City: Novato State: CA ZIP: 94947

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designee is attached? Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,040,432

MRD 10/17/00

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Max Leitman, Esq.

Internal Address: Irell & Manella LLP

Street Address: 1800 Avenue of the Stars

City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

09-0946

(Attach duplicate copy of this page if paying by deposit account)

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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 true copy of the original document.

Max Leitman
Name of Person Signing

[Signature]
Signature

10/17/00
Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002181 FRAME: 0046

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is entered into by TLC Productivity Properties, LLC, a Delaware limited liability company having a place of business located at 500 Redwood Boulevard, Novato, CA 94947 ("Assignor"), as assignor, in favor of TLC Entertainment Properties, LLC, a Delaware limited liability company having a place of business located at 500 Redwood Boulevard, Novato, CA 94947 ("Assignee"), as assignee, with reference to the following facts and circumstances:

Assignor is the proprietor of the following Trademark registration in the United States (the "Trademark"):

Trademark	Issue Date	Registration No.
ALLIED GENERAL	February 25, 1997	2,040,432

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademark and related rights.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer unto Assignee all right, title and interest of Assignor in and to the Trademark, including without limitation the Trademark registrations identified above, together with the goodwill of the business symbolized by the marks, as well as its entire right, title and interest in and to all State registrations of the marks heretofore granted or applied for, any and all common law rights to the Trademark in the United States and any state thereof, and any and all claims and demands it may have either at law or in equity arising out of any past infringements.

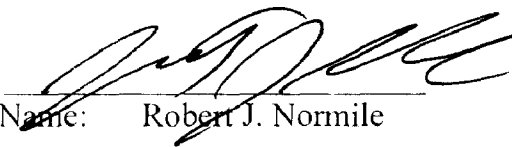
Assignor does hereby expressly agree that procedures be taken with the United States Patent and Trademark Office singly by Assignee to record the transfer of the Trademark to Assignee.

In testimony whereof, Assignor has caused this Assignment to be executed by its officer(s) thereunto duly authorized.

TLC Productivity Properties, LLC

Dated: October 16, 2000

By



Name: Robert J. Normile

Title: Senior Vice President, General Counsel and Secretary,
Mattel, Inc.
Manager, TLC Productivity Properties, LLC