

11-22-2002
102289829

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Lil Tots, LLC 11-18-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Limited Liability Company

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

2. Name and address of receiving party(ies)
Name: Fisher-Price, Inc.
Internal Address: _____
Street Address: 636 Girard Avenue
City: East Aurora State: NY Zip: 14052

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 11/28/2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,172,723

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michele L. McShane
Internal Address: Mattel, Inc.
Law Dept., M1-1518
Street Address: 333 Continental Boulevard
City: El Segundo State: CA Zip: 90245

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-2180
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Richelle Savage Richelle Savage 11/12/2002
Name of Person Signing Signature Date

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

11/21/2002 LMJELLER 00000174 132180 2172723
01 FC:0521 40.00 CH

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

TRADEMARK
REEL: 002620 FRAME: 0872

Assignment of Rights

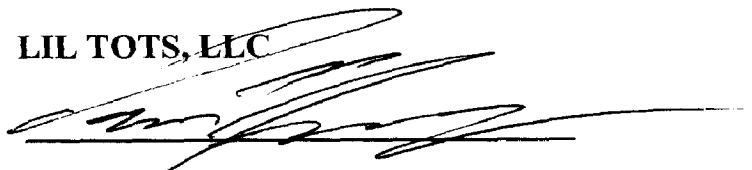
WHEREAS, LIL TOTS, LLC, a California limited liability company having a principal place of business at 25921 Terra Bella Avenue, Laguna Hills, CA 92653 (hereinafter referred to as "Assignor") has adopted, used and is using the trademarks "BABY UNIVERSITY" and "BABY UNIVERSITY and Design" (hereinafter jointly referred to as "The Marks") in connection with retail store services dealing in baby goods, the latter of which is the subject of United States Service Mark Registration No. 2,172, 723 issued July 14, 1998 in the United States Patent and Trademark Office; and

WHEREAS, FISHER-PRICE, INC., a Delaware corporation having a principal place of business at 636 Girard Avenue, East Aurora, New York 14052 (hereinafter referred to as "Assignee"), desires to acquire the Marks and the above-referenced registration relating thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks, and the above-identified registration thereof.

LIL TOTS, LLC

By:



Name:

David L. Spigner

Title:

President and Chief Executive Officer

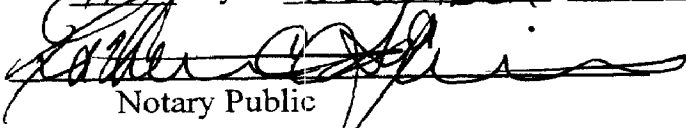
Dated effective as of:

12/11/01

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

SUBSCRIBED and SWORN to before me

this 11th day of DECEMBER, 2001.



Notary Public

My Commission Expires:

11/29/04

