06-06-2005

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(Rev. 10/02)
OMB No. 0651-0027 (exp. 5/30/2005)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨⇨⇨ ▼ ▼

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

6-17-04

1. Name of conveying party(ies):
Mattel, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other
Delaware

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

2. Name and address of receiving party(ies)
Name: American Girl, LLC
Internal Address:
Street Address: 333 Continental Boulevard
City: El Segundo State: CA Zip: 90245
☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other Limited Liability Company - Delaware
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: January 1, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,761,557
Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michael Moore, Esq.
Internal Address:
Mattel, Inc.
Street Address: 333 Continental Blvd.
City: El Segundo State: CA Zip: 90245

6. Total number of applications and registrations involved: 333

7. Total fee (37 CFR 3.41).....$ 8,340.00
☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:
DA 50-3042
(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.

Mariann Caplan
Name of Person Signing

Signature

6/17/2004
Date

Total number of pages including cover sheet, attachments, and documents: 12

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

American LegalNet, Inc.
www.USCourtForms.com

CHART OF AMERICAN GIRL, LLC.

ACTIVE TRADEMARKS

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
1	A GIRL'S BEST FRIEND	2,761,557	9/9/03
2	A GIRL'S BEST FRIEND	2,785,979	11/25/03
3	A SMART GIRL'S GUIDE	76/453486	9/27/02
4	ADDY	2,341,946	4/11/00
5	ADDY	2,054,263	4/22/97
6	ADDY	2,283,344	10/5/99
7	ADDY WALKER	1,848,198	8/2/94
8	ADDY WALKER	1,849,400	8/9/94
9	ADDY WALKER	1,849,469	8/9/94
10	ADDY'S BIRTHDAY TEA	2,740,054	7/22/03
11	ADDY'S COLLECTION	2,458,595	6/5/01
12	AG FICTION (& Design)	2,741,611	7/29/03
13	AG MINI*S (& Design)	2,609,428	8/20/02
14	AG MINI*S (& Design)	2,634,567	10/15/02
15	AG MINI*S (& Design)	2,569,912	5/14/02
16	AGTV	2,236,914	4/6/99
17	AMERICIA AT SCHOOL	1,871,909	1/3/95
18	AMERICAN GIRL	2,378,035	8/15/00
19	AMERICAN GIRL	76/448740	9/12/02
20	AMERICAN GIRL	76/448742	9/12/02
21	AMERICAN GIRL	2,407,376	11/21/00
22	AMERICAN GIRL	76/448746	9/12/02
23	AMERICAN GIRL	2,306,589	1/4/00
24	AMERICAN GIRL	2,736,477	7/15/03
25	AMERICAN GIRL	2,736,476	7/15/03
26	AMERICAN GIRL	2,736,475	7/15/03
27	AMERICAN GIRL	1,269,348	3/6/84
28	AMERICAN GIRL (Stylized)	2,408,939	11/28/00
29	AMERICAN GIRL	1,966,430	4/9/96
30	AMERICAN GIRL	2,634,813	10/15/02
31	AMERICAN GIRL	2,729,073	6/24/03
32	AMERICAN GIRL	2,125,919	12/30/97
33	AMERICAN GIRL	2,612,486	8/27/02
34	AMERICAN GIRL	2,648,984	11/12/02
35	AMERICAN GIRL	2,639,074	10/22/02
36	AMERICAN GIRL	76/448739	9/12/02
37	AMERICAN GIRL	1,722,946	10/6/92

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
38	AMERICAN GIRL	76/448741	9/12/02
39	AMERICAN GIRL	2,195,359	10/13/98
40	AMERICAN GIRL	2,662,375	12/17/02
41	AMERICAN GIRL	2,491,317	9/18/01
42	AMERICAN GIRL	2,200,654	10/27/98
43	AMERICAN GIRL	76/453496	9/27/02
44	AMERICAN GIRL	76/448738	9/12/02
45	AMERICAN GIRL	76/448758	9/12/02
46	AMERICAN GIRL	76/448743	9/12/02
47	AMERICAN GIRL	76/448753	9/12/02
48	AMERICAN GIRL	76/448752	9/12/02
49	AMERICAN GIRL	76/448751	9/12/02
50	AMERICAN GIRL	76/448750	9/12/02
51	AMERICAN GIRL	76/453499	9/27/02
52	AMERICAN GIRL	76/448760	9/12/02
53	AMERICAN GIRL	76/453497	9/27/02
54	AMERICAN GIRL	76/448759	9/12/02
55	AMERICAN GIRL	76/453495	9/27/02
56	AMERICAN GIRL	76/453494	9/27/02
57	AMERICAN GIRL	76/453493	9/27/02
58	AMERICAN GIRL	76/449029	9/13/02
59	AMERICAN GIRL	76/500508	2/14/03
60	AMERICAN GIRL	76/449026	9/13/02
61	AMERICAN GIRL	76/449030	9/13/02
62	AMERICAN GIRL	76/448768	9/12/02
63	AMERICAN GIRL	76/448745	9/12/02
64	AMERICAN GIRL	76/453498	9/27/02
65	AMERICAN GIRL	76/448727	9/12/02
66	AMERICAN GIRL	76/448736	9/12/02
67	AMERICAN GIRL	76/448737	9/12/02
68	AMERICAN GIRL	76/448735	9/12/02
69	AMERICAN GIRL	76/448734	9/12/02
70	AMERICAN GIRL	76/448754	9/12/02
71	AMERICAN GIRL	76/448728	9/12/02
72	AMERICAN GIRL	76/448733	9/12/02
73	AMERICAN GIRL	76/448726	9/12/02
74	AMERICAN GIRL	76/448725	9/12/02
75	AMERICAN GIRL	76/448721	9/12/02
76	AMERICAN GIRL	76/448720	9/12/02
77	AMERICAN GIRL	76/488719	9/12/02
78	AMERICAN GIRL	76/448718	9/12/02
79	AMERICAN GIRL	76/448707	9/12/02
80	AMERICAN GIRL	76/448706	9/12/02

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
81	AMERICAN GIRL	76/453492	9/27/02
82	AMERICAN GIRL	76/448769	9/12/02
83	AMERICAN GIRL	76/448761	9/12/02
84	AMERICAN GIRL	76/448744	9/12/02
85	AMERICAN GIRL	78/426006	5/27/04
86	AMERICAN GIRL (& Design)	2,052,438	4/15/97
87	AMERICAN GIRL (& Design)	76/460923	10/22/02
88	AMERICAN GIRL ATHLETE	2,154,332	4/28/98
89	AMERICAN GIRL CAFÉ	2,746,734	8/5/03
90	AMERICAN GIRL FASHION SHOW (& Design)	2,614,557	9/3/02
91	AMERICAN GIRL GEAR	2,037,495	2/11/97
92	AMERICAN GIRL GEAR	2,032,618	1/21/97
93	AMERICAN GIRL GEAR	2,034,157	1/28/97
94	AMERICAN GIRL GEAR	2,157,780	5/12/98
95	AMERICAN GIRLGEAR	2,140,435	3/3/98
96	AMERICAN GIRL GEAR	2,136,153	2/10/98
97	AMERICAN GIRL GEAR	2,032,617	1/21/97
98	AMERICAN GIRL GEAR	2,050,020	4/1/97
99	AMERICAN GIRL ICE CREAM FUN DAY (& Design)	2,588,493	7/2/02
100	AMERICAN GIRL LIBRARY (Stylized)	2,060,934	5/13/97
101	AMERICAN GIRL LIBRARY	1,970,436	4/23/96
102	AMERICAN GIRL OF TODAY	2,025,965	12/24/96
103	AMERICAN GIRL OF TODAY	2,159,193	5/19/98
104	AMERICAN GIRL PLACE	2,452,211	5/15/01
105	AMERICAN GIRL PLACE	2,243,667	5/4/99
106	AMERICAN GIRL PLACE (Stylized)	2,352,691	5/23/00
107	AMERICAN GIRL PLACE (Stylized)	2,287,684	10/19/99
108	AMERICAN GIRL PLACE (Stylized)	2,285,187	10/12/99
109	AMERICAN GIRL PLACE (Stylized)	2,771,323	10/7/03
110	AMERICAN GIRL PLACE	2,254,282	6/15/99
111	AMERICAN GIRL PLACE	2,352,657	5/23/00
112	AMERICAN GIRL PLACE	2,289,663	10/26/99
113	AMERICAN GIRL PLACE	2,464,690	6/26/01
114	AMERICAN GIRL THEATER	2,328,777	3/14/00
115	AMERICAN GIRL TODAY	2,662,432	12/17/02
116	AMERICAN GIRL TODAY	2,318,248	2/15/00
117	AMERICAN GIRL TODAY	2,662,429	12/17/02
118	AMERICAN GIRL TODAY (& Design)	76/485679	1/24/03
119	AMERICAN GIRL TODAY (& Design)	2,313,532	2/1/00
120	AMERICAN GIRL TODAY (& Design)	76/485680	1/24/03
121	AMERICAN GIRLS	2,388,316	9/19/00
122	AMERICAN GIRLS MYSTERIES	76/555053	10/15/03

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
123	AMERICAN GIRLS PASTIMES	2,040,904	2/25/97
124	AMERICAN GIRLS SHORT STORIES	2,731,857	7/1/03
125	AMERICAN GIRLS TRADING CARDS	1,943,897	12/26/95
126	AMERICAN SPIRIT	1,312,428	1/1/85
127	AN AMERICAN GIRLS EXPERIENCE	2,117,814	12/2/97
128	AN AMERICAN GIRLS LIVING HISTORY PROGRAM	2,332,101	3/21/00
129	AN AMERICAN GIRLS MUSEUM PROGRAM	2,261,594	7/13/99
130	ANIMAL PARADE (& Design)	2,573,404	5/28/02
131	BITTY BABY	2,001,808	9/17/96
132	BITTY BABY	2,034,121	1/28/97
133	BITTY BABY	2,395,813	10/17/00
134	BITTY BABY (& Design)	2,664,552	12/17/02
135	BITTY BABY	2,509,608	11/20/01
136	BITTY BABY (Design)	2,019,353	11/26/96
137	BITTY BABY (Design)	2,391,671	10/3/00
138	BITTY BABY COLLECTION	2,010,870	10/22/96
139	BITTY BABY COLLECTION	2,395,812	10/17/00
140	BITTY BEAR	2,649,025	11/12/02
141	BITTY BEAR	1,990,314	7/30/96
142	BITTY BEAR'S BUNCH	2,728,998	6/24/03
143	BITTY BUNCH (Stylized)	78/338934	12/10/03
144	BITTY BUNNY	2,649,027	11/12/02
145	BITTY DUCK	2,722,474	6/3/03
146	BITTY FROGGY	2,823,986	3/16/04
147	BITTY KITTY	2,649,026	11/12/02
148	BITTY LAMBIE (Stylized)	78/338912	12/10/03
149	BITTY PIGGY	2,748,371	8/5/03
150	BITTY PUPPY	2,649,028	11/12/02
151	BITTY TWINS	2,718,028	5/20/03
152	CECILE (Stylized)	2,761,575	9/9/03
153	CECILE (Stylized)	2,761,576	9/9/03
154	CELEBRATING GIRLS OF TODAY	2,256,151	6/22/99
155	CELEBRATING GIRLS OF TODAY	2,260,050	7/6/99
156	CELEBRATING GIRLS OF YESTERDAY	2,356,109	6/6/00
157	CELEBRATING GIRLS OF YESTERDAY AND TODAY	2,443,060	4/10/01
158	CELEBRATING GIRLS OF YESTERDAY AND TODAY	2,185,809	9/1/98
159	CIRCLE OF FRIENDS AN AMERICAN GIRLS MUSICAL (& Design)	2,578,619	6/11/02
160	COCONUT AN AMERICAN GIRL'S BEST FRIEND	76/554957	10/3/03
161	DANCING THROUGH TIME – AN AMERICAN GIRLS EVENT	2,336,695	3/28/00

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
162	DANCING THROUGH TIME AN AMERICAN GIRLS EVENT (& Desgin)	2,380,021	8/22/00
163	DOG'S HEAD (Design)	2,777,683	10/28/03
164	DOG'S HEAD (Design)	76/468100	11/19/02
165	DOODLE A DAY	2,464,102	6/26/01
166	DRESS LIKE YOUR DOLL	2,777,678	10/28/03
167	DRESS LIKE YOUR DOLL	2,779,310	11/4/03
168	ELECTRIC GIRL (Design)	2,090,701	8/26/97
169	ELECTRIC GIRL (Design)	2,110,040	10/28/97
170	ELECTRIC GIRL (Design)	2,095,240	9/9/97
171	EVERYTHING THAT MAKES GIRLS CLICK	2,613,267	8/27/02
172	EVERYTHING THAT MAKES GIRLS CLICK	2,518,774	12/11/01
173	FELICITY	2,384,687	9/12/00
174	FELICITY	1,997,188	8/27/96
175	FELICITY	2,281,656	9/28/99
176	FELICITY MERRIMAN	1,724,639	10/13/92
177	FELICITY MERRIMAN	1,735,730	11/24/92
178	FELICITY MERRIMAN	1,732,142	11/10/92
179	FELICITY'S BIRTHDAY TEA	2,752,432	8/19/03
180	FELICITY'S COLLECTION	2,500,904	10/23/01
181	FLOWER (Design Only)	2,781,542	11/11/03
182	GIRL AND BIRD (Design Only)	2,715,535	5/13/03
183	GIRL AND BIRD (Design Only)	2,715,534	5/13/03
184	GIRL AND BIRD (Design Only)	2,782,964	11/11/03
185	GIRL'S EXPRESS	1,975,685	5/28/96
186	GIRLS IN OVAL (Design Only)	2,099,516	9/23/97
187	GIRLS OF MANY LANDS (& Design)	2,720,013	5/27/03
188	GIRLS OF MANY LANDS (& Design)	2,728,061	6/17/03
189	GIRLS OF MANY LANDS	2,689,207	2/18/03
190	GIRLS OF MANY LANDS	2,689,206	2/18/03
191	GIRLS OF MANY LANDS (& Design)	76/371206	2/14/02
192	GRIN PINS	1,919,771	9/19/95
193	GWEN (Stylized)	78/325387	11/10/03
194	HALLIE	76/449025	9/13/02
195	HISTORY MYSTERIES	76/526432	6/19/03
196	HISTORY MYSTERIES	2,272,583	8/24/99
197	HOPSCOTCH HILL SCHOOL (& Design)	76/487263	1/31/03
198	HOPSCOTOH HILL SCHOOL (& Design)	76/487261	1/31/03
199	HOPSCOTCH HILL SCHOOL (& Design)	76/487262	1/31/03
200	I CAN	2,248,370	5/25/99
201	ISABEL	2,758,747	9/2/03
202	ISABEL	2,758,748	9/2/03

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
203	JOSEFINA	2,118,481	12/2/97
204	JOSEFINA	2,333,866	3/21/00
205	JOSEFINA	2,272,344	8/24/99
206	JOSEFINA MONTOYA	2,155,543	5/5/98
207	JOSEFINA'S BIRTHDAY TEA	2,752,483	8/19/03
208	JOSEFINA'S COLLECTION	2,500,903	10/23/01
209	JOSEFINA'S FIESTA	2,319,877	2/15/00
210	JOSEFINA FIESTA AN AMERICAN GIRLS EVENT (& Design)	2,325,003	2/29/00
211	KAILEY	2,795,931	12/16/03
212	KATHLEEN	2,807,341	1/20/04
213	KATHLEEN	2,823,953	3/16/04
214	KAYA	2,696,475	3/11/03
215	KAYA	2,664,434	12/17/02
216	KAYA	2,664,433	12/17/02
217	KAYA'S CELEBRATION TEA (Stylized)	78/326009	11/11/03
218	KEITRA	76/442181	8/15/02
219	KIRSTEN	1,577,718	1/16/90
220	KIRSTEN	2,124,726	12/30/97
221	KIRSTEN	2,285,388	10/12/99
222	KIRSTEN LARSON	2,060,604	5/13/97
223	KIRSTEN'S BIRTHDAY TEA	2,741,482	7/29/03
224	KIRSTEN'S COLLECTION	2,579,538	6/11/02
225	KIT	2,483,547	8/28/01
226	KIT	2,518,420	12/11/01
227	KIT	2,441,647	4/3/01
228	KIT	2,556,855	4/2/02
229	KIT KITTREDGE	2,559,666	4/9/02
230	KIT KITTREDGE	2,493,436	9/25/01
231	KIT KITTREDGE	2,493,432	9/25/01
232	KIT KITTREDGE	2,493,435	9/25/01
233	KIT KITTREDGE	2,452,154	5/15/01
234	KIT'S BIRTHDAY TEA	2,746,789	8/5/03
235	KITS CARE & SHARE PARTY – AN AMERICAN GIRLS EVENT	2,480,060	8/21/01
236	KITS CARE & SHARE PARTY AN AMERICAN GIRLS EVENT (& Design)	2,480,059	8/21/01
237	LEYLA	2,818,203	2/24/04
238	LEYLA	2,787,442	11/25/03
239	LICORICE	76/552393	9/29/03
240	LINDSEY	2,578,591	6/11/02
241	LOGAN	2,803,433	1/6/04
242	LOGAN	76/451772	9/20/02

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
243	LOOK TO THE PAST – LEARN FOR THE FUTURE	2,251,006	6/8/99
244	MANNERS FOR AMERICAN GIRLS	2,358,032	6/13/00
245	MARISOL (Stylized)	78/360615	1/31/04
246	MINUK	76/467997	11/19/02
247	MINUK	2,761,532	9/9/03
248	MISS AG BEAR	2,217,118	1/12/99
249	MOLLY	2,054,264	4/22/97
250	MOLLY	2,283,343	10/5/99
251	MOLLY McINTIRE	1,683,762	4/21/92
252	MOLLY'S BIRTHDAY TEA	76/444317	8/23/02
253	MOLLY'S COLLECTION	2,460,460	6/12/01
254	NEELA	2,788,516	12/2/03
255	NEELA	2,829,423	4/6/04
256	NELLIE	76/554348	10/8/03
257	NELLIE O'MALLEY	76/554347	10/8/03
258	PLEASANT COMPANY	1,442,068	6/9/87
259	PLEASANT COMPANY	1,442,214	6/9/87
260	PLEASANT COMPANY (& Design)	1,699,867	7/7/92
261	PLEASANT COMPANY	2,195,358	10/13/98
262	PLEASANT COMPANY (& Design)	1,467,278	12/1/87
263	PLEASANT COMPANY (& Design)	1,648,128	6/18/91
264	PLEASANT COMPANY (& Design)	1,444,240	6/23/87
265	PROUD TO BE AN AMERICAN GIRL	76/448766	9/12/02
266	REBECCA (Stylized)	78/353109	1/16/04
267	REBECCA (Stylized)	78/353111	1/16/04
268	REBEKAH (Stylized)	78/338951	12/10/03
269	REBEKAH (Stylized)	78/338957	12/10/03
270	SABA	76/467996	11/19/02
271	SABA	76/467995	11/19/02
272	SAMANTHA (Stylized)	78/326094	11/11/03
273	SAMANTHA (Stylized)	78/333073	11/25/03
274	SAMANTHA (Stylized)	78/326083	11/11/03
275	SAMANTHA (Stylized)	78/325572	11/10/03
276	SAMANTHA PARKINGTON	2,572,652	5/28/02
277	SAMANTHA PARKINGTON (Stylized)	78/325943	11/11/03
278	SAMANTHA'S BIRTHDAY TEA	2,741,483	7/29/03
279	SAMANTHA'S COLLECTION	2,518,418	12/11/01
280	SAMANTHA'S ICE CREAM SOCIAL	2,000,430	9/10/96
281	SAMANTHA'S ICE CREAM SOCIAL ANAMERICAN GIRLS EVENT (& Design)	2,249,515	6/1/99
282	SILHOUETTE – SAMANTHA (Design Only)	2,050,537	4/8/97
283	SILHOUETTE OF A GIRL (Design Only)	2,050,536	4/8/97

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
284	SILHOUETTE OF A GIRL (Design Only)	2,746,772	8/5/03
285	SILHOUETTE OF A GIRL (Design Only)	2,048,878	4/1/97
286	SILHOUETTE OF A GIRL (Design Only)	2,048,879	4/1/97
287	SILHOUETTE OF A GIRL (Design Only)	2,048,876	4/1/97
288	SILHOUETTE OF A GIRL (Design Only)	2,544,612	3/5/02
289	SKYLAR	76/451771	9/20/02
290	SKYLAR	76/451770	9/20/02
291	SPRING PEARL	76/470321	11/26/02
292	SPRING PEARL	2,758,753	9/2/03
293	STAR (Design)	2,775,088	10/21/03
294	THE AMERICAN GIRL NEWS	2,092,919	9/2/97
295	THE AMERICAN GIRLS ART STUDIO	76/467903	11/19/02
296	THE AMERICAN GIRLS CHRISTMAS	2,434,265	3/6/01
297	THE AMERICAN GIRLS CLUB	2,129,900	1/20/98
298	THE AMERICAN GIRLS CLUB (& Design)	2,077,707	7/8/97
299	THE AMERICAN GIRLS CLUB (& Design)	2,159,049	5/19/98
300	THE AMERICAN GIRLS COLLECTION	2,386,537	9/12/00
301	THE AMERICAN GIRLS COLLECTION (& Design)	2,761,328	9/9/03
302	THE AMERICAN GIRLS COLLECTION	2,195,357	10/13/98
303	THE AMERICAN GIRLS COLLECTION	1,506,148	9/27/88
304	THE AMERICAN GIRLS COLLECTION (& Design)	2,287,868	10/19/99
305	THE AMERICAN GIRLS COLLECTION (& Design)	2,763,867	9/16/03
306	THE AMERICAN GIRLS COLLECTION	2,047,320	3/25/97
307	THE AMERICAN GIRLS COLLECTION (& Design)	2,731,917	7/1/03
308	THE AMERICAN GIRLS COLLECTION (& Design)	2,749,935	8/12/03
309	THE AMERICAN GIRLS COLLECTION (& Desgin)	2,380,468	8/29/00
310	THE AMERICAN GIRLS COLLECTION (& Design)	2,749,937	8/12/03
311	THE AMERICAN GIRLS COLLECTION	2,287,883	10/19/99
312	THE AMERICAN GIRLS COLLECTION (& Design)	2,749,936	8/12/03
313	THE AMERICAN GIRLS COLLECTION (& Design)	2,746,554	8/5/03
314	THE AMERICAN GIRLS COLLECTION (& Design)	2,736,456	7/15/03
315	THE AMERICAN GIRLS COLLECTION (& Design)	2,311,083	1/25/00
316	THE AMERICAN GIRLS COLLECTION	2,133,414	1/27/98
317	THE AMERICAN GIRLS COLLECTION	2,673,224	1/7/03
318	THE AMERICAN GIRLS COLLECTION	2,757,141	8/26/03
319	THE AMERICAN GIRLS DRESS DESIGNER	2,435,930	3/13/01
320	THE AMERICAN GIRLS FASHION SHOW	1,740,151	12/15/92
321	THE AMERICAN GIRLS PASTIMES PARTY (& Design)	2,173,965	7/14/98
322	THE AMERICAN GIRLS PREMIERE	2,227,446	3/2/99
323	THE AMERICAN GIRLS REVUE (& Design)	2,376,670	8/15/00
324	THE AMERICAN GIRLS TEA	2,741,475	7/29/03
325	TREAT SEAT	2,384,184	9/5/00
326	WE KNOW GIRLS	2,752,552	8/19/03

	MARK	SERIAL NO/ REG. NO.	APP. DATE/ REG. DATE
327	WELCOME JOSFINA! (& Design)	2,180,535	8/11/98
328	WELCOME JOSFINA!	2,180,532	8/11/98
329	WHERE A LOVE FOR LEARNING GROWS	76/488334	2/4/03
330	WILD AT HEART	2,390,521	9/26/00
331	WILD AT HEART	2,672,520	1/7/03
332	WILD AT HEART (& Design)	2,447,117	4/24/01
333	WILD AT HEART (& Design)	2,672,567	1/7/03

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ASSIGNMENT AND ASSUMPTION AGREEMENT

ASSIGNMENT AND ASSUMPTION AGREEMENT ("Agreement") entered into on the 1st day of January, 2004, between American Girl, LLC, a Delaware limited liability company (the "Assignee") and Mattel, Inc. a Delaware corporation (the "Assignor").

BACKGROUND

In connection with a Plan of Merger duly authorized by the Board of Directors of Assignor on August 16, 2003, with an effective date of December 31, 2003, pursuant to which Pleasant Company, a Wisconsin corporation ("PC"), and Pleasant Company Productions, a Wisconsin corporation ("PCP," together with PC, the "Subsidiaries"), merged with and into the Assignor (the "Merger"), the Subsidiaries transferred to Assignor all of the Subsidiaries' assets and Assignor assumed all of the Subsidiaries' liabilities.

NOW THEREFORE, acknowledging valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignment of Assets. Assignor by these presents does hereby grant, convey, assign, transfer, set over and deliver unto Assignee, effective as of 12:01 a.m. on the date set first forth above, all of the intellectual property conveyed to the Assignor by each of the Subsidiaries pursuant to the Merger (the "Intellectual Property").

2. Assignment of Liabilities. Assignor hereby bargains, assigns, delegates, transfers and conveys to Assignee all of Assignor's interest in, and the rights, responsibilities, liabilities and obligations under, the liabilities associated with the Intellectual Property (the "Intellectual Property Liabilities"), effective as of 12:01 a.m. on the date first set forth above.

3. Assumption of Liabilities. Assignee hereby accepts and assumes all of Assignor's interest in, and the rights, responsibilities, obligations and liabilities under, the Intellectual Property Liabilities.

4. Further Actions. Each party agrees to take all further actions and to execute all further documents as another party may reasonably request in order to give effect to the purposes of this Agreement.

5. Nontaxable Transfer. The transfers contemplated by this Agreement are part of an integrated transaction, the initial merger of which was a nontaxable distribution pursuant to a plan of reorganization under Sections 361(a) and 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The assignment and assumption contemplated by this Agreement are also intended to be nontaxable distributions pursuant to a plan of reorganization under Sections 361(a) and 368(a)(2)(C) of the Internal Revenue Code of 1986, as amended.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first set forth above.

ASSIGNOR:

MATTEL, INC.

By: _____
Name: Robert Normile
Title: Senior Vice President,
General Counsel and Secretary

ASSIGNEE:

AMERICAN GIRL, LLC

By: _____
Name: Donald Aiken
Title: President and Secretary