

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/1994		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FISHER-PRICE, INC.		12/15/1994	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MATTEL, INC.		
Street Address:	333 CONTINENTAL BLVD.		
Internal Address:	M1-1518		
City:	EL SEGUNDO		
State/Country:	CALIFORNIA		
Postal Code:	90245		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1653521	FISHER-PRICE	
CORRESPONDENCE DATA			
Fax Number:	(310)252-3861		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	LYNN.WHELAN@MATTEL.COM		
Correspondent Name:	MICHAEL MOORE		
Address Line 1:	333 CONTINENTAL BLVD.		
Address Line 2:	M1-1518		
Address Line 4:	EL SEGUNDO, CALIFORNIA 90245		
NAME OF SUBMITTER:	LYNN WHELAN		
Signature:	/law/		
Date:	03/09/2006		

TRADEMARK

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REEL: 003263 FRAME: 0886

CH \$40.00 1653521

Total Attachments: 2

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CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
FISHER PRICE, INC.  
INTO  
MATTEL, INC.  
(PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF  
DELAWARE)

Mattel, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Fisher-Price, Inc., a Delaware corporation (the "Merging Corporation").

THIRD: That the Corporation, by the following resolutions of the Executive/Finance Committee of the Board of Directors, duly adopted on the 14th day of December, 1994, determined to merge into itself the Merging Corporation on the conditions set forth in such resolutions:

"RESOLVED, that the Corporation merge into itself its subsidiary, Fisher-Price, Inc., a Delaware corporation, and assume all of said subsidiary's liabilities and obligations;

RESOLVED FURTHER, that the officers of the Corporation be, and they hereby are, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions to merge said subsidiary into the Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER, that the effective date of such merger is December 31, 1994."

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by Ned Mansour, its Senior Vice President, General Counsel and Secretary, and Leland P. Smith, its Assistant Secretary, this 15th day of December, 1994.

MATTEL, INC.

By: 

Ned Mansour  
Senior Vice President,  
General Counsel and Secretary

ATTEST:

By: 

Leland P. Smith  
Assistant Secretary

[SEAL]

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