

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/25/1996		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tyco Investment Corp.		06/25/1996	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Tyco Industries, Inc.		
Street Address:	6000 Midlantic		
City:	Mount Laurel		
State/Country:	NEW JERSEY		
Postal Code:	08054		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1326761	TYCO	
CORRESPONDENCE DATA			
Fax Number:	(310)914-5843		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	3103124000		
Email:	ctappa@manatt.com		
Correspondent Name:	Jill M. Pietrini		
Address Line 1:	11355 W. Olympic Boulevard		
Address Line 4:	Los Angeles, CALIFORNIA 90064		
ATTORNEY DOCKET NUMBER:	12838-634		
NAME OF SUBMITTER:	Jill M. Pietrini		
Signature:	//jmp//		

CH 1326761 \$40.00

900048057

TRADEMARK
REEL: 003301 FRAME: 0378

Date:

05/02/2006

Total Attachments: 3

source=Mattel-Tyco Merger doc#page1.tif

source=Mattel-Tyco Merger doc#page2.tif

source=Mattel-Tyco Merger doc#page3.tif

CERTIFICATE OF MERGER

OF

TYCO INVESTMENT CORP.
a Delaware corporation

and

TYCO INDUSTRIES, INC.
a Delaware corporation

with

TYCO INDUSTRIES, INC.
as
surviving corporation

TYCO INDUSTRIES, INC., a Delaware corporation, declares, pursuant to Title 8, Chapter 1, General Corporation Law of Delaware, Section 252 ("GCLD"), that the undersigned, being respectively the President and Secretary of TYCO INDUSTRIES, INC. ("TYCO"), hereinafter the "Surviving Corporation", and the President and Secretary of TYCO INVESTMENT CORP. ("INVESTMENT"), hereby adopt in duplicate the following Certificate of Merger for the purpose of merging INVESTMENT into TYCO.

- (1) The names of the undersigned corporations are TYCO INVESTMENT CORP., organized under the laws of the State of Delaware, and TYCO INDUSTRIES, INC., organized under the laws of the State of Delaware.
- (2) The name of the Surviving Corporation is TYCO INDUSTRIES, INC. and it is to be governed by the laws of the State of Delaware.
- (3) The Certificate of Incorporation of TYCO and Bylaws of TYCO shall be the Certificate of Incorporation and Bylaws of the surviving corporation.
- (4) The Agreement and Plan of Merger ("Plan") between INVESTMENT and TYCO has been approved, adopted, certified, executed and acknowledged in accordance with Title 8, Chapter 1, GCLD. The Plan was approved by the Directors and the holder of all of the outstanding stock of INVESTMENT on June 24, 1996. The Plan was approved by the Directors and the holder of all of the outstanding stock of TYCO on June 24, 1996.

CERTIFICATE OF MERGER - Page 1

- (5) As to each of the undersigned corporations, the classes of shares outstanding, the number of shares of each class outstanding, the designation of the number of shares of each class entitled to vote as a class, the shares of each class voting for and against the Plan are as follows:

NAME OF CORPORATION	CLASS OF SHARES	SHARES OUTSTANDING	SHARES ENTITLED TO VOTE	SHARES VOTING FOR	SHARES VOTING AGAINST
INVESTMENT	Common	1000	1000	1000	-0-
TYCO	Common	100	100	100	-0-

- (6) Copies of the Plan were delivered in hand or by mail to all Shareholders of both corporations as provided by the laws of Delaware.
- (7) The executed Plan is on file at the principal place of business of the Surviving Corporation at 6000 Midlantic Drive, Mount Laurel, New Jersey 08054.
- (8) A copy of the Plan will be furnished by the Surviving Corporation on request and without cost, to any Stockholder of any constituent corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on the date indicated below.

TYCO INVESTMENT CORP.
a Delaware corporation

By: Gary S. Baughman
Gary S. Baughman, President

Dated: June 25, 1996

By: R. Michael Kennedy, Jr.
R. Michael Kennedy, Jr.
Secretary

Dated: June 25, 1996

TYCO INDUSTRIES, INC.
a Delaware corporation

By: Gary S. Baughman
Gary S. Baughman, President

Dated: June 25, 1996

By: R. Michael Kennedy, Jr.
R. Michael Kennedy, Jr.
Secretary

Dated: June 25, 1996

We declare under the penalties of perjury that we are the President and Secretary of TYCO INVESTMENT CORP., a Delaware corporation and that we have examined this Certificate of Merger and that to the best of our knowledge and belief, it is true, correct and complete.

TYCO INVESTMENT CORP.

Dated: June 25, 1996

By: Gary S. Baughman
Gary S. Baughman, President

Dated: June 25, 1996

By: R. Michael Kennedy, Jr.
R. Michael Kennedy, Jr.
Secretary

We declare under penalties of perjury that we are the President and Secretary of TYCO INDUSTRIES, INC., a Delaware corporation and that we have examined this Certificate of Merger and that to the best of our knowledge and belief, it is true, correct and complete.

TYCO INDUSTRIES, INC.

Dated: June 25, 1996

By: Gary S. Baughman
Gary S. Baughman, President

Dated: June 25, 1996

By: R. Michael Kennedy, Jr.
R. Michael Kennedy, Jr.
Secretary

CERTIFICATE OF MERGER - Page 3

c:\minutes\industries\tictl12.696