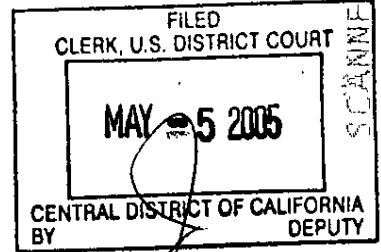


1 QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP
 2 John B. Quinn (Bar No. 90378)
 3 Michael T. Zeller (Bar No. 196417)
 4 Jon D. Corey (Bar No. 185066)
 5 865 South Figueroa Street, 10th Floor
 6 Los Angeles, California 90017-2543
 Telephone: (213) 443-3000
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SEAD



Attorneys for Defendant
 Mattel, Inc.

LODGED

2 (M) 1110 - 30 AF00: 35

CLERK, U.S. DISTRICT COURT
CENTRAL DIST. OF CALIF.
LOS ANGELES

BY: WAW

UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA

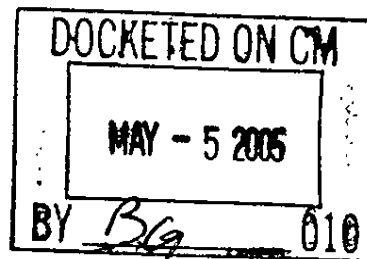
MGA ENTERTAINMENT, INC.,
 Plaintiff,
 v.
 MATTEL, INC., a Delaware
 Corporation, and DOES 1-10,
 Defendants.

Case No. CV 05-02727 NM (RNBx)
 STIPULATION TO EXTEND
 MATTEL, INC.'S TIME TO
 RESPOND TO COMPLAINT; AND
~~PROPOSED~~ ORDER
 THEREUPON

Action Filed April 13, 2005
 Trial Date: None Set

WHEREAS, defendant Mattel, Inc. ("Mattel") and plaintiff MGA Entertainment, Inc. ("MGA") have agreed that Mattel shall have an additional ten days to respond to MGA's Complaint;

WHEREAS, good cause exists for granting this extension because certain Mattel counsel responsible for this matter, including Mattel's lead counsel, John Quinn, and Mattel's principal in-house attorney, have both been out of the state on business during the majority of the 20-day period in which Mattel would otherwise have to answer or respond to the Complaint under the Federal Rules of Civil Procedure;



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WHEREAS, Mattel also is contemplating bringing motions to challenge certain allegations in the Complaint, and an extension of time would permit counsel additional time to discuss any potential resolution of these issues and, if successful, thereby potentially avoid motion practice before the Court, in whole or in part; and

WHEREAS, Mattel has received no other extensions of time to answer or otherwise respond to the Complaint;

THEREFORE, pursuant to Local Rule 7-1, Mattel and MGA, by and through their respective counsel, hereby stipulate and agree, as follows:

Mattel's time in which to answer or otherwise respond to the Complaint is extended for ten days, to and including May 13, 2005. This stipulation does not waive or prejudice Mattel's right to challenge the Complaint or the allegations in the Complaint in any respect.

This is the first extension of time requested or sought to answer or otherwise respond to the Complaint.

DATED: May 2, 2005

QUINN EMANUEL URQUHART
OLIVER & HEDGES, LLP

By Jon D. Corey
Jon D. Corey
Attorneys for Defendant
Mattel, Inc.

DATED: May 2, 2005

O'MELVENY & MYERS, LLP

By Diana Torres
Diana Torres
Attorneys for Plaintiff
MGA Entertainment, Inc.

IT IS SO ORDERED.

DATED: May 3, 2005

Nora Manella
Hon. Nora Manella
United States District Court Judge

RECEIVED

SCANNED

1 WHEREAS, Mattel also is contemplating bringing motions to
2 challenge certain allegations in the Complaint, and an extension of time would
3 permit counsel additional time to discuss any potential resolution of these issues
4 and, if successful, thereby potentially avoid motion practice before the Court, in
5 whole or in part; and

6 WHEREAS, Mattel has received no other extensions of time to
7 answer or otherwise respond to the Complaint;

8 THEREFORE, pursuant to Local Rule 7-1, Mattel and MGA, by and
9 through their respective counsel, hereby stipulate and agree, as follows:

10 Mattel's time in which to answer or otherwise respond to the
11 Complaint is extended for ten days, to and including May 13, 2005. This
12 stipulation does not waive or prejudice Mattel's right to challenge the Complaint
13 or the allegations in the Complaint in any respect.

14 This is the first extension of time requested or sought to answer or
15 otherwise respond to the Complaint.

16 DATED: May 2, 2005

QUINN EMANUEL URQUHART
OLIVER & HEDGES, LLP

18 By _____
19 Jon D. Corey
20 Attorneys for Defendant
Mattel, Inc.

21 DATED: May 2, 2005

O'MELVENY & MYERS, LLP

22 By Diana Torres _____
23 Diana Torres
24 Attorneys for Plaintiff
25 MGA Entertainment, Inc.

26 IT IS SO ORDERED.

27 DATED: _____
28 _____
Hon. Nora Manella
United States District Court Judge

PROOF OF SERVICE

1013A(3) CCP Revised 5/1/88

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is: QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP, 865 South Figueroa Street, 10th Floor, Los Angeles, California 90017.

SCANNED

On May 3, 2005 I caused to be served the following document(s) on interested parties in this action described as **STIPULATION TO EXTEND MATTEL, INC.'S TIME TO RESPOND TO COMPLAINT; AND [PROPOSED] ORDER THEREUPON** addressed as follows:

Diana Torres, Esq.
O'Melveny & Meyers, LLP
400 S. Hope Street
Los Angeles, CA 90071
Phone: 213-430-6000
Fax: 213-430-6407

**(BY MAIL) I deposited such envelope in the mail at _____, California. The envelope was mailed with postage thereon fully prepaid.

**(BY MAIL) I caused such envelope to be placed in the firm's mail. I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. It is deposited with U.S. postal service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

X

**(BY FACSIMILE) I caused such document to be transmitted by facsimile to the offices of the addressee. Upon completion of the said facsimile transmission, the transmitting machine issued a transmission report showing the transmission was complete and without error.

**(BY FEDERAL EXPRESS) by placing the document(s) listed above in such envelope for deposit with FEDERAL EXPRESS to be delivered via priority overnight service to the persons at the addresses set forth above.

**(BY PERSONAL SERVICE) I caused to be delivered by hand such envelope to the offices of the addressee.


Executed on May 3, 2005, at Los Angeles, California.

(State) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

X

(Federal) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Samantha Soffer
Type or Print Name


Signature