IN THE UNITED STATES DISTRICT COURT FOR THE WESTERN DISTRICT OF OKLAHOMA

(1) COLLECTABLE PROMOTIONAL PRODUCTS, INC., an Oklahoma corporation,

Plaintiff,

v.

(1) DISNEY ENTERPRISES, INC., a Delaware corporation and (2) MATTEL, INC., a Delaware corporation,

Defendants.

Case No. CIV-06-1187-T

ANSWER OF DEFENDANT DISNEY ENTERPRISES, INC.

The defendant Disney Enterprises, Inc. ("DEI"), for its answer to the complaint of the plaintiff, states as follows:

1. DEI has insufficient information to admit or deny the allegations of paragraph 1 of the complaint, and therefore denies them, except DEI admits, on information and belief, that the plaintiff is an Oklahoma corporation.

2. DEI admits that the plaintiff has attempted to frame this action as one for trademark infringement, but it otherwise denies the allegations against it in paragraph 2 of the complaint except insofar as the complaint alleges that the defendant Mattel, Inc. ("Mattel") manufactures and packages miniature die-cast toy cars (among many other products) pursuant a license agreement with DEI. DEI specifically denies that it uses any confusingly similar trademark or that any toy car manufactured and distributed by Mattel infringes any trademark of the plaintiff.

3. DEI admits, on information and belief, the allegation in the first sentence of paragraph 3 of the complaint that the plaintiff obtained a registered trademark (Registration No.

2163023) in International Class 28 (limited to miniature automobile toys) that employs the words "Real Cars" over a chevron. DEI has insufficient information to admit or deny the allegation in that sentence that the plaintiff remains the owner of the trademark, and therefore denies it. On information and belief, the mark was registered on June 9, 1998, and therefore DEI denies the plaintiff's allegation in the first sentence that the mark was registered on March 17, 1998. DEI denies that the plaintiff's description of the mark in paragraph 3 of the complaint is complete. DEI has insufficient information to admit or deny the allegations in the last two sentences of paragraph 3, and therefore denies them.

4. DEI admits the allegations of paragraph 4 of the complaint, except that DEI denies that the plaintiff's description of DEI's registered "Cars" mark in the last sentence is complete or that DEI's trademark is an "Infringing Mark."

5. DEI denies that the plaintiff's trademark has any priority over DEI's registered trademark, or that DEI's mark infringes that of the plaintiff, as alleged in the first sentence of paragraph 5. DEI admits the allegation in the second clause of the first sentence that both the plaintiff's trademark and DEI's trademark use a chevron and include the word "cars," but DEI denies that the marks are thereby similar; and by way of further answer, DEI alleges affirmatively that its trademark includes design elements not found in the plaintiff's mark and that the plaintiff has not made and cannot make any claim to an exclusive right to use the words "cars" or "real cars." DEI admits that part of the allegation in the second sentence of paragraph 5 that the goods covered by the plaintiff's trademark are "miniature automobile toys" and that DEI's mark covers "toy cars," among hundreds of other products. However, DEI denies that part of the allegation in the second sentence that its mark infringes that of the plaintiff. DEI has insufficient information to admit or deny the last sentence of paragraph 5, and therefore denies it.

6. DEI has insufficient information to admit or deny the allegations of paragraph 6 of the complaint, and therefore denies them.

7. DEI admits the allegations of paragraph 7 of the complaint.

8. On information and belief, DEI admits the allegations of paragraph 8 of the complaint.

9. DEI admits the allegations of paragraph 9 of the complaint, except that part of the second sentence regarding the amount in controversy. DEI admits that the plaintiff claims the amount in controversy exceeds the sum of $75,000.00, but it has insufficient information to admit or deny that allegation.

10. No response is required to the first sentence of paragraph 10, which expresses a legal conclusion. DEI denies the remaining allegations of paragraph 10.

11. DEI has insufficient information to admit or deny the allegations of paragraph 11 of the complaint, and therefore denies them.

12. No response is required to paragraph 12 of the complaint.

13. DEI denies the allegations of paragraphs 13 through 15 of the complaint.

14. No response is required to paragraph 16 of the complaint.

15. DEI denies the allegations of paragraphs 17 through 19 of the complaint.

16. DEI denies that the plaintiff is entitled to any relief sought in the Prayer for Relief.

Defenses

17. The court lacks personal jurisdiction over DEI.

18. Venue in the Western District of Oklahoma is improper, and this action is more properly brought in the Central District of California, where the defendants have their principal

places of business, documents are located, and the witnesses likely reside.

19. The complaint fails to state a claim on which relief can be granted.

20. The plaintiff's claims are barred by the doctrines of waiver, laches, or estoppel.

21. The plaintiff has by its conduct diluted or abandoned any trademark that it seeks to protect in this action.

WHEREFORE, having answered fully, DEI prays that the plaintiff take nothing by reason of its complaint, that the complaint be dismissed and judgment be entered for DEI, and that DEI be awarded its attorneys' fees and costs and such other relief to which it may be entitled.

Respectfully submitted,

/s/ Robert D. Nelon

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CERTIFICATE OF SERVICE

I hereby certify that on the 11th day of December, 2006, I electronically transmitted the attached document to the Clerk of Court using the ECF System for filing and transmittal of Notice of Electronic Filing to the Following ECF registrants:

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