

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	ASSIGNMENT										
CONVEYING PARTY DATA											
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>JON F. ZAHORNACKY</td><td>10/28/2008</td></tr><tr><td>STEVEN EDWARD ZIEMBA</td><td>10/22/2008</td></tr><tr><td>NEIL P. YOUNG</td><td>11/12/2008</td></tr><tr><td>BRUCE R. KOBALL</td><td>10/22/2008</td></tr></tbody></table>		Name	Execution Date	JON F. ZAHORNACKY	10/28/2008	STEVEN EDWARD ZIEMBA	10/22/2008	NEIL P. YOUNG	11/12/2008	BRUCE R. KOBALL	10/22/2008
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RECEIVING PARTY DATA											
<table border="1"><tr><td>Name:</td><td>LIONEL L.L.C.</td></tr><tr><td>Street Address:</td><td>26750 23 Mile Road</td></tr><tr><td>City:</td><td>Chesterfield</td></tr><tr><td>State/Country:</td><td>MICHIGAN</td></tr><tr><td>Postal Code:</td><td>48051</td></tr></table>		Name:	LIONEL L.L.C.	Street Address:	26750 23 Mile Road	City:	Chesterfield	State/Country:	MICHIGAN	Postal Code:	48051
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PROPERTY NUMBERS Total: 1											
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Application Number:</td><td>12206492</td></tr></tbody></table>		Property Type	Number	Application Number:	12206492						
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Application Number:	12206492										
CORRESPONDENCE DATA											
Fax Number: (213)430-6407 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>											
Phone: 213-430-6000											
Email: nkhachatryan@omm.com											
Correspondent Name: Brian M. Berliner /O'Melveny & Myers LLP											
Address Line 1: 400 South Hope Street											
Address Line 4: Los Angeles, CALIFORNIA 90071-2899											
ATTORNEY DOCKET NUMBER:	510685-367										
NAME OF SUBMITTER:	Brian M. Berliner										
Total Attachments: 8 source=Assignment#page1.tif											

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## ASSIGNMENT

WHEREAS, **JON F. ZAHORNACKY**, residing at 939 Wood Duck Avenue, Santa Clara, California 95051, **STEVEN EDWARD ZIEMBA**, residing at 1315 Grayton, Grosse Pointe Park, Michigan 48230-1127, **NEIL P. YOUNG**, residing at 16206 Skyline Boulevard, Woodside, California 94062, and **BRUCE R. KOBALL**, residing at 1518 6<sup>th</sup> Street, Berkely, California 94710, have made certain new and useful inventions in the **SYSTEM AND METHOD FOR SUBSTANTIALLY SYNCHRONIZING SOUND AND SMOKE IN A MODEL VEHICLE**, and have disclosed the same in an application for Letters Patent of the United States therefor, said application having been filed with the U.S. Patent and Trademark Office on September 8, 2008, bearing Serial No. 12/206,492; and

WHEREAS, **LIONEL L.L.C.**, a corporation organized and existing under the laws of the State of New York, having a place of business at 26750 23 Mile Road, Chesterfield, MI 48051 (hereafter called the "Assignee") is desirous of acquiring the entire interest in all inventions disclosed in said application;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable considerations to us paid by said Assignee, the receipt and sufficiency whereof is hereby acknowledged, we do hereby sell, assign, and transfer unto said Assignee, its successors and assigns, the entire right, title and interest throughout the world in and to all said inventions disclosed in said application; and in and to said application, including all priority rights for other countries arising from said application; and in and to all substitutions, provisionals, divisions, and continuations thereof; and in and to all Letters Patent, United States and foreign, that may be granted for said inventions; and in and to all extensions, renewals, and reissues thereof.

And we do hereby authorize and request the Commissioner of Patents of the United States and the duly constituted authorities of foreign countries to issue any Letters Patent which may be granted on said inventions, on any applications related thereto, and on any substitute, continuing, divisional, or reissue applications, or any of them, to said Assignee, its successors and assigns, as assignee of the entire right, title and interest therein and thereto.

And for the consideration aforesaid, we do hereby, for us and for our legal representatives, further covenant and agree with said Assignee, its successors and assigns, that we have full and unencumbered title to the inventions and application above described and hereby assigned, which title we warrant unto said Assignee, its successors and assigns; that we have granted to others no license to make, use, or sell said inventions; and that we will not execute any instrument in conflict herewith.

And for the consideration aforesaid, we do hereby, for us and for our legal representatives, further covenant and agree with said Assignee, its successors and assigns, that upon request we will execute substitute, continuing, divisional, or reissue applications, amended specifications, or rightful oaths; communicate to said Assignee, its successors and assigns, any facts known to us relating to said inventions or the history thereof; execute preliminary statements; testify in any interference or other legal

proceedings involving said inventions; execute and deliver any application papers, assignments, or other instruments, and do all other acts which, in the opinion of counsel for said Assignee, may be necessary or convenient to secure the grant of Letters Patent to said Assignee, its successors and assigns, or its nominees, in the United States and in all other countries where said Assignee may desire to have the said inventions, or any of them, patented, with specifications and claims in such form as shall be approved by counsel for said Assignee, and to vest and confirm and complete legal and equitable title to all such inventions, applications, and Letters Patent, and to enable it to record said title, without further consideration than now paid but at the expense of said Assignee, its successors or assigns.

Date: 10 - 28 - 2008

Jon F. Zahornacky  
Jon F. Zahornacky

Date: \_\_\_\_\_

\_\_\_\_\_  
Steven Edward Ziemba

Date: \_\_\_\_\_

\_\_\_\_\_  
Neil P. Young

Date: \_\_\_\_\_

\_\_\_\_\_  
Bruce R. Koball

UNITED STATES OF AMERICA

STATE OF California )

COUNTY OF Santa Clara ) ss:

On October 28, 2008

before me,

ALBERT TAM personally appeared  
JON F. ZAHORNACKY, ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

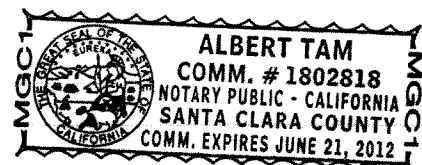
WITNESS my hand and official seal.

Signature: \_\_\_\_\_

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PATENT  
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proceedings involving said inventions; execute and deliver any application papers, assignments, or other instruments, and do all other acts which, in the opinion of counsel for said Assignee, may be necessary or convenient to secure the grant of Letters Patent to said Assignee, its successors and assigns, or its nominees, in the United States and in all other countries where said Assignee may desire to have the said inventions, or any of them, patented, with specifications and claims in such form as shall be approved by counsel for said Assignee, and to vest and confirm and complete legal and equitable title to all such inventions, applications, and Letters Patent, and to enable it to record said title, without further consideration than now paid but at the expense of said Assignee, its successors or assigns.

Date: \_\_\_\_\_

\_\_\_\_\_  
Jon F. Zahornacky

Date: 10-22-2008

\_\_\_\_\_  
Steven Edward Ziemba

Date: \_\_\_\_\_

\_\_\_\_\_  
Neil P. Young

Date: \_\_\_\_\_

\_\_\_\_\_  
Bruce R. Koball

UNITED STATES OF AMERICA

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss:

On \_\_\_\_\_ before me,  
\_\_\_\_\_ personally appeared  
**JON F. ZAHORNACKY**, personally known to me (or proved to me on the basis of  
satisfactory evidence) to be the person whose name is subscribed to the within  
instrument and acknowledged to me that he executed the same in his authorized  
capacity, and that by his signature on the instrument the person, or the entity upon  
behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: \_\_\_\_\_

[Seal]

UNITED STATES OF AMERICA

STATE OF Michigan )  
COUNTY OF Macomb ) ss:

On October 22, 2008 before me,  
SHARON L. RAATCH personally appeared  
**STEVEN EDWARD ZIEMBA**, personally known to me (or proved to me on the basis of  
satisfactory evidence) to be the person whose name is subscribed to the within  
instrument and acknowledged to me that he executed the same in his authorized  
capacity, and that by his signature on the instrument the person, or the entity upon  
behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Sharon Raatch

SHARON L. RAATCH  
NOTARY PUBLIC, STATE OF MI  
COUNTY OF MACOMB  
MY COMMISSION EXPIRES JAN 17, 2012  
ACTING IN COUNTY OF MACOMB

UNITED STATES OF AMERICA

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss:

On \_\_\_\_\_ before me,  
\_\_\_\_\_ personally appeared **NEIL P. YOUNG**,  
personally known to me (or proved to me on the basis of satisfactory evidence) to be  
the person whose name is subscribed to the within instrument and acknowledged to me  
that he executed the same in his authorized capacity, and that by his signature on the  
instrument the person, or the entity upon behalf of which the person acted, executed the  
instrument.

WITNESS my hand and official seal.

Signature: \_\_\_\_\_

[Seal]

proceedings involving said inventions; execute and deliver any application papers, assignments, or other instruments, and do all other acts which, in the opinion of counsel for said Assignee, may be necessary or convenient to secure the grant of Letters Patent to said Assignee, its successors and assigns, or its nominees, in the United States and in all other countries where said Assignee may desire to have the said inventions, or any of them, patented, with specifications and claims in such form as shall be approved by counsel for said Assignee, and to vest and confirm and complete legal and equitable title to all such inventions, applications, and Letters Patent, and to enable it to record said title, without further consideration than now paid but at the expense of said Assignee, its successors or assigns.

Date: \_\_\_\_\_

\_\_\_\_\_  
Jon F. Zahornacky

Date: \_\_\_\_\_

\_\_\_\_\_  
Steven Edward Ziemba

→ Date: NOV 12 08

  
\_\_\_\_\_  
Neil P. Young

Date: \_\_\_\_\_

\_\_\_\_\_  
Bruce R. Koball

UNITED STATES OF AMERICA

STATE OF \_\_\_\_\_ )

) ss:

COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_ before me,  
\_\_\_\_\_ personally appeared

**JON F. ZAHORNACKY**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: \_\_\_\_\_

[Seal]

UNITED STATES OF AMERICA

STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_ before me,  
\_\_\_\_\_ personally appeared  
**STEVEN EDWARD ZIEMBA**, personally known to me (or proved to me on the basis of  
satisfactory evidence) to be the person whose name is subscribed to the within  
instrument and acknowledged to me that he executed the same in his authorized  
capacity, and that by his signature on the instrument the person, or the entity upon  
behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: \_\_\_\_\_

[Seal]

UNITED STATES OF AMERICA

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN MATEO )

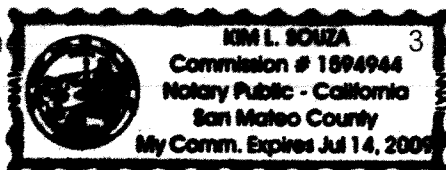
On NOV. 12, 2008 before me,  
KIM L. SOUZA personally appeared **NEIL P. YOUNG**,  
personally known to me (or proved to me on the basis of satisfactory evidence) to be  
the person whose name is subscribed to the within instrument and acknowledged to me  
that he executed the same in his authorized capacity, and that by his signature on the  
instrument the person, or the entity upon behalf of which the person acted, executed the  
instrument.

WITNESS my hand and official seal.

Signature: 

[Seal]

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proceedings involving said inventions; execute and deliver any application papers, assignments, or other instruments, and do all other acts which, in the opinion of counsel for said Assignee, may be necessary or convenient to secure the grant of Letters Patent to said Assignee, its successors and assigns, or its nominees, in the United States and in all other countries where said Assignee may desire to have the said inventions, or any of them, patented, with specifications and claims in such form as shall be approved by counsel for said Assignee, and to vest and confirm and complete legal and equitable title to all such inventions, applications, and Letters Patent, and to enable it to record said title, without further consideration than now paid but at the expense of said Assignee, its successors or assigns.

Date: \_\_\_\_\_

\_\_\_\_\_  
Jon F. Zahornacky

Date: \_\_\_\_\_

\_\_\_\_\_  
Steven Edward Ziemba

Date: \_\_\_\_\_

\_\_\_\_\_  
Neil P. Young

Date: 22 OCT 2008

Bruce R. Koball  
Bruce R. Koball

UNITED STATES OF AMERICA

STATE OF \_\_\_\_\_)

) ss:

COUNTY OF \_\_\_\_\_)

On \_\_\_\_\_ before me,

personally appeared

**JON F. ZAHORNACKY**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: \_\_\_\_\_

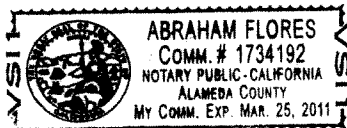
[Seal]

UNITED STATES OF AMERICA

STATE OF California )  
COUNTY OF Alameda ) ss:

On Oct 22 2008 before me,  
Abraham Flores, notary public personally appeared **BRUCE R. KOBALL**,  
personally known to me (or proved to me on the basis of satisfactory evidence) to be  
the person whose name is subscribed to the within instrument and acknowledged to me  
that he executed the same in his authorized capacity, and that by his signature on the  
instrument the person, or the entity upon behalf of which the person acted, executed the  
instrument.

WITNESS my hand and official seal.



Signature: \_\_\_\_\_

[Seal]