

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
BRUCE R. KOBALL	08/07/2009
RICHARD JAMES MOSHER	07/23/2009
JOHN T. RICKS	07/28/2009
TYLER R. BROOKS	07/22/2009

RECEIVING PARTY DATA

Name:	LIONEL L.L.C.
Street Address:	26750 23 Mile Road
City:	Chesterfield
State/Country:	MICHIGAN
Postal Code:	48051

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	12488373

CORRESPONDENCE DATA

Fax Number: (213)430-6407
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 213-430-6000
 Email: nkhatryan@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:	510685-369
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NAME OF SUBMITTER:	Brian M. Berliner
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Total Attachments: 16
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CH \$40.00 12488373

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PATENT
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ASSIGNMENT

WHEREAS, **BRUCE R. KOBALL**, residing at 1518 6th Street, Berkely, California 94710, **RICHARD JAMES MOSHER**, residing at 34690 Benton, Memphis, MI 48041, **JOHN T. RICKS**, residing at 14690 Dean St., Taylor, MI 48180 and **TYLER R. BROOKS**, residing at 1006 Linden St., Dearborn, MI 48124, have made certain new and useful inventions in the **SYSTEM AND METHOD FOR REDIRECTING SMOKE EFFECTS 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 June 19, 2009, bearing Serial No. 12/488,373; 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: 7 Aug 2009 Bruce R. Koball
 Bruce R. Koball

Date: _____
 Richard James Mosher

Date: _____
 John T. Ricks

Date: _____
 Tyler R. Brooks

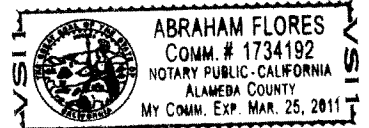
UNITED STATES OF AMERICA

STATE OF California)
) ss:
 COUNTY OF Alameda)

On August 7, 2009 before me,
 (here insert name and title of officer) Abraham Flores, notary public
 personally appeared **BRUCE R. KOBALL**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.
 Signature: _____



[Seal]

UNITED STATES OF AMERICA

STATE OF _____)
) ss:
COUNTY OF _____)

On _____ before me,
(here insert name and title of officer) _____
personally appeared **RICHARD JAMES MOSHER**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____ [Seal]

UNITED STATES OF AMERICA

STATE OF _____)
) ss:
COUNTY OF _____)

On _____ before me,
(here insert name and title of officer) _____
personally appeared **JOHN T. RICKS**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____ [Seal]

UNITED STATES OF AMERICA

STATE OF _____)
) ss:
COUNTY OF _____)

On _____ before me,
(here insert name and title of officer) _____
personally appeared **TYLER R. BROOKS**, who 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/she executed the same in his/her
authorized capacity, and that by his/her signature on the instrument the person, or the
entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California
that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____

[Seal]

ASSIGNMENT

WHEREAS, **BRUCE R. KOBALL**, residing at 1518 6th Street, Berkely, California 94710, **RICHARD JAMES MOSHER**, residing at 34690 Benton, Memphis, MI 48041, **JOHN T. RICKS**, residing at 14690 Dean St., Taylor, MI 48180 and **TYLER R. BROOKS**, residing at 1006 Linden St., Dearborn, MI 48124, have made certain new and useful inventions in the **SYSTEM AND METHOD FOR REDIRECTING SMOKE EFFECTS 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 June 19, 2009, bearing Serial No. 12/488,373; 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.

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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: _____

Bruce R. Koball

Date: 7-23-09

Richard James Mosher

Richard James Mosher

Date: _____

John T. Ricks

Date: _____

Tyler R. Brooks

UNITED STATES OF AMERICA

STATE OF _____)

) ss:

COUNTY OF _____)

On _____ before me,

(here insert name and title of officer) _____

personally appeared **BRUCE R. KOBALL**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____

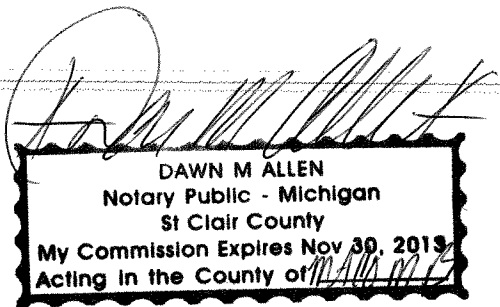
[Seal]

UNITED STATES OF AMERICA

STATE OF MICHIGAN)

COUNTY OF MALCOMB)

SS:



On 23 JULY, 2009 before me, DAWN M. ALLEN, RPB *
(here insert name and title of officer)

personally appeared **RICHARD JAMES MOSHER**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

**only notarized Richard J. Mosher
Signature * one notary done
on 7-23-09**

WITNESS my hand and official seal.

Signature: *Richard J Mosher **

[Seal]

UNITED STATES OF AMERICA

STATE OF _____)

COUNTY OF _____)

SS:

On _____ before me,
(here insert name and title of officer)

personally appeared **JOHN T. RICKS**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____

[Seal]

UNITED STATES OF AMERICA

STATE OF _____)
) ss:
COUNTY OF _____)

On _____ before me,
(here insert name and title of officer) _____
personally appeared **TYLER R. BROOKS**, who 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/she executed the same in his/her
authorized capacity, and that by his/her signature on the instrument the person, or the
entity upon behalf of which the person acted, executed the instrument.

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WITNESS my hand and official seal.

Signature: _____

[Seal]

ASSIGNMENT

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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;

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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: _____

Bruce R. Koball

Date: _____

Richard James Mosher

Date: 7/28/2009

John T. Ricks

John T. Ricks

Date: _____

Tyler R. Brooks

UNITED STATES OF AMERICA

STATE OF _____)

COUNTY OF _____)

ss:

On _____ before me,

(here insert name and title of officer) _____

personally appeared **BRUCE R. KOBALL**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____

[Seal]

UNITED STATES OF AMERICA

STATE OF _____)
COUNTY OF _____) ss:

On _____ before me,
(here insert name and title of officer) _____

personally appeared **RICHARD JAMES MOSHER**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

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WITNESS my hand and official seal.

Signature: _____

[Seal]

UNITED STATES OF AMERICA

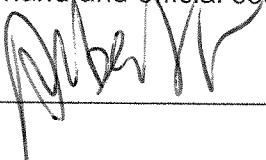
STATE OF California)
COUNTY OF Santa Clara) ss:

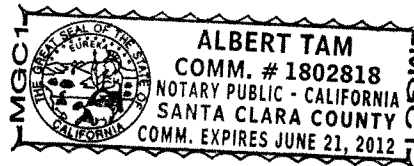
On July 28, 2009 before me,
(here insert name and title of officer) ALBERT TAM

personally appeared **JOHN T. RICKS**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____




[Seal]

UNITED STATES OF AMERICA

STATE OF _____)
) ss:
COUNTY OF _____)

On _____ before me,
(here insert name and title of officer) _____
personally appeared **TYLER R. BROOKS**, who 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/she executed the same in his/her
authorized capacity, and that by his/her signature on the instrument the person, or the
entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California
that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____

[Seal]

ASSIGNMENT

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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,

UNITED STATES OF AMERICA

STATE OF _____)
) ss:
COUNTY OF _____)

On _____ before me,
(here insert name and title of officer) _____
personally appeared **RICHARD JAMES MOSHER**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____ [Seal]

UNITED STATES OF AMERICA

STATE OF _____)
) ss:
COUNTY OF _____)

On _____ before me,
(here insert name and title of officer) _____
personally appeared **JOHN T. RICKS**, who 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/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____ [Seal]

UNITED STATES OF AMERICA

STATE OF Michigan)
) ss:
COUNTY OF Macomb)

On July 22, 2009 before me,
(here insert name and title of officer) Kimberly A Embo
personally appeared **TYLER R. BROOKS**, who 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/she executed the same in his/her
authorized capacity, and that by his/her signature on the instrument the person, or the
entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California
that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Kimberly A Embo
Kimberly A Embo

[Seal]

