

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lionel L.L.C.		05/01/2008	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Lionel Trademark LLC
Street Address:	26750 Twenty-Three Mile Road
City:	Chesterfield
State/Country:	MICHIGAN
Postal Code:	48051
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Registration Number:	2549316	400E
Registration Number:	2573105	A.C. GILBERT CO.
Registration Number:	0906157	AMERICAN FLYER
Registration Number:	2813095	AMERICAN FLYER
Registration Number:	2679526	
Registration Number:	2819956	CAB-1
Registration Number:	2946459	FAT BOY
Registration Number:	2194149	GILBERT
Registration Number:	2194150	GILBERT HALL OF SCIENCE
Registration Number:	0736342	L
Registration Number:	0742952	L
Registration Number:	1521981	L LIONEL LARGE SCALE
Registration Number:	2355674	LIONEL L SINCE 1900
Registration Number:	3131852	LIONEL

CH \$1140.00 2549316

Registration Number:	2825192	LIONEL
Registration Number:	0313353	LIONEL
Registration Number:	2201889	LIONEL CITY
Serial Number:	77194648	LIONEL LEGACY CONTROL SYSTEM
Registration Number:	2468080	LIONEL LEGENDARY TRAINS
Registration Number:	2207490	LIONEL LINES
Registration Number:	2253979	LIONEL ROUTE 66
Registration Number:	2680647	LIONEL SINCE 1900
Registration Number:	2641950	LIONEL SINCE 1900
Registration Number:	2758658	LIONELVILLE
Registration Number:	3003674	LIONELVILLE
Registration Number:	2494754	LIONMASTER
Registration Number:	2708957	LOCKON
Registration Number:	0574511	MAGNE-TRACTION
Registration Number:	2651493	MAGNIVISION
Registration Number:	2482776	ODYSSEY
Registration Number:	1536513	POSI-LOCK
Registration Number:	2207491	POWERMASTER
Registration Number:	3403449	POWERMAX
Registration Number:	2521500	POWERSTATION-POWERHOUSE
Registration Number:	2819957	PULLMOR
Registration Number:	2711066	RAILSOUNDS
Registration Number:	3034452	STANDARD O
Registration Number:	2601928	STANDARD OF THE WORLD
Registration Number:	3169314	SUPER "O"
Registration Number:	2704293	TMCC
Registration Number:	2479545	TRAIN MASTER
Registration Number:	2876069	TRAINMASTER
Registration Number:	1070302	TRAINS 'N TRUCKIN'
Registration Number:	3276273	TRAINSOUNDS
Registration Number:	2385344	ZW

CORRESPONDENCE DATA

Fax Number: (213)430-6407

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

TRADEMARK
REEL: 003770 FRAME: 0224

Phone: (213) 430-8308
Email: sgordon@omm.com
Correspondent Name: Shari L. Gordon
Address Line 1: 400 S. Hope Street
Address Line 2: 18th Floor
Address Line 4: Los Angeles, CALIFORNIA 90071-2899

ATTORNEY DOCKET NUMBER:	510,685-3
NAME OF SUBMITTER:	Shari L. Gordon
Signature:	/Shari L. Gordon/
Date:	05/01/2008

Total Attachments: 5
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TRADEMARK ASSIGNMENT

WHEREAS, LIONEL LLC (“Assignor”), a New York limited liability company, located at 26750 Twenty-Three Mile Road, Chesterfield, Michigan 48051, is the owner of the trademarks identified on Schedule 1 hereto (“Trademarks”), which are registered and/or applied for with the United States Patent and Trademark Office; and

WHEREAS, LIONEL TRADEMARK LLC (“Assignee”), a Delaware limited liability company, located at 26750 Twenty-Three Mile Road, Chesterfield, Michigan 48051, is desirous of acquiring all right, title, and interest in and to said Trademarks, including the good will attached thereto and the registrations therefor;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor hereby assigns unto Assignee all right title and interest in and to said Trademarks, together with the goodwill connected with the use of and symbolized by the said Trademarks.

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IN WITNESS WHEREOF, the parties have executed this instrument on the
1st day of May, 2008

LIONEL L.L.C.

By: Scott Turkington
Name: Scott Turkington
Title: Chief Financial Officer

LIONEL TRADEMARK LLC

By: Gerard Calabrese
Name: Gerard Calabrese
Title: Chief Executive Officer

Schedule 1

<u>Trademark</u>	<u>Filing Date</u>	<u>Filing Number</u>	<u>Reg. Date</u>	<u>Reg. Number</u>
400E	7/14/2000	76/088,946	3/19/2002	2,549,316
A.C. GILBERT CO.	9/19/2000	76/130,680	5/28/2002	2,573,105
AMERICAN FLYER	9/24/1969	72/338,793	1/19/1971	906,157
AMERICAN FLYER	3/7/2003	78/222,875	2/10/2004	2,813,095
(BLUE & ORANGE) DESIGN	4/26/2001	76/042,329	1/28/2003	2,679,526
CAB-1	4/1/2003	78/232,485	3/2/2004	2,819,956
FAT BOY	10/8/2002	76/456,910	5/3/05	2,946,459
GILBERT	10/21/1996	75/184,254	10/6/1998	2,194,149
GILBERT HALL OF SCIENCE	10/21/1996	75/184,256	10/6/1998	2,194,150
L & DESIGN (STYLIZED L IN A CIRCLE)	8/4/1961	72/125,393	8/21/1962	736,342
	11/8/1961	72/131,589	1/1/1963	742,952
L LIONEL LARGE SCALE & DESIGN	5/31/1988	73/731,450	1/24/1989	1,521,981
L LIONEL SINCE 1900 & DESIGN	8/7/1997	75/337,172	6/6/2000	2,355,674
LIONEL	10/29/2003	78/320,101	8/22/2006	3,131,852
LIONEL (KIT TOYS)	3/17/2003	78/226,487	3/23/2004	2,825,192
LIONEL (TOYS)	1/12/1934	71/345,968	5/22/1934	313,353

LIONEL CITY	9/13/1996	75/165,147	11/3/1998	2,201,889
LIONEL LEGACY CONTROL SYSTEM	5/31/2007	77/194,648	N/A	N/A
LIONEL LEGENDARY TRAINS [AND DESIGNS]	8/7/1997	75/337,258	7/10/2001	2,468,080
LIONEL LINES	9/13/1996	75/165,078	12/1/1998	2,207,490
LIONEL ROUTE 66	9/13/1996	75/165,076	6/15/1999	2,253,979
LIONEL SINCE 1900 (& DESIGN)	3/26/2002	76/387,180	1/28/2003	2,680,647
LIONEL SINCE 1900 & DESIGN (LIONEL LOGO)	2/26/2001	76/216,535	10/29/2002	2,641,950
LIONELVILLE	10/29/2002	76/462,705	9/2/2003	2,758,658
LIONELVILLE (& DESIGN)	12/23/2003	78/345,034	10/4/2005	3,003,674
LIONMASTER	2/5/1999	75/637,671	10/2/2001	2,494,754
LOCKON	3/26/2002	76/387,125	4/22/2003	2,708,957
MAGNE-TRACTION	6/24/1950	71/599,710	5/19/1953	574,511
MAGNIVISION	6/29/2001	76/278,633	11/19/2002	2,651,493
ODYSSEY				
UNITED STATES	4/16/1998	75/469,033	8/28/2001	2,482,776
POSI-LOCK	5/23/1988	73/730,281	4/25/1989	1,536,513
POWERMASTER	9/13/1996	75/165,149	12/1/1998	2,207,491
POWERMAX	5/23/2006	78/890,266	3/25/2008	3,403,449

POWERSTATION-POWERHOUSE

8/3/1998	75/529,594	12/25/2001	2,521,500
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PULLMOR

4/1/2003	78/232,506	3/2/2004	2,819,957
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RAILSOUNDS

4/15/2002	76/395,868	4/29/2003	2,711,066
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STANDARD O

4/12/2004	78/400,217	12/27/2005	3,034,452
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STANDARD OF THE WORLD

1/21/2000	75/899,926	7/30/2002	2,601,928
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SUPER "O"

2/6/2003	78/211,834	11/7/2006	3,169,314
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TMCC

5/6/2002	76/404,278	4/8/2003	2,704,293
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TRAIN MASTER [W/]

3/24/2000	76/009,080	8/21/2001	2,479,545
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TRAINMASTER

3/26/2002	76/387,740	8/24/2004	2,876,069
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TRAINS 'N TRUCKIN'

08/13/76	73/096,576	07/26/77	1,070,302
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TRAINSOUNDS

7/12/2004	78/449,400	8/7/2007	3,276,273
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ZW

7/15/1999	75/751,551	9/12/2000	2,385,344
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