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To the Honorable Commissioner of Patents a

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with the attached original documents or copy thereof.

1. Name of conveying party(ies):

Revell-Monogram, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company, Delaware
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 11-15-2002

2. Name and address of receiving party(ies)

Name: RM Acquisition Sub, LLC

Internal Address: c/o Armand Group, Suite 1120

Street Address: 980 N. Michigan Avenue

City: Chicago State: IL Zip: 60611

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____

Other Limited Liability Company, Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/428,712;
76/428,711; 76/428,704; 76/428,707...

B. Trademark Registration No.(s) 2,565,808;
2,652,254; 2,468,456; 0,980,964...

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William P. Oberhardt

Internal Address: ROPER & QUIGG

Street Address: 200 S. Michigan Avenue
Suite 1000

City: Chicago State: IL Zip: 60604

6. Total number of applications and registrations involved: 45

7. Total fee (37 CFR 3.41).....\$ 1140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1942

01/29/2003 TBIAZI 00000060 76428712
01 FC:8521 40.00 OP
02 FC:8522 1100.00 OP

DO NOT USE THIS SPACE

9. Signature. *To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.*

William P. Oberhardt
Name of Person Signing

William P. Oberhardt
Signature

January 28, 2003
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

**CONTINUATION OF
RECORDATION FORM COVER SHEET - TRADEMARKS ONLY
ITEM 4 :**

Additional application numbers or registration numbers:

A. <u>Trademark Application Nos.</u>	B <u>Trademark Registration Nos.</u>
76/428,706	1,547,540
76/428,705	2,092,042
76/428,717	2,656,075
76/428,709	1,157,476
75/863,589	0,802,615
76/428,703	0,768,144
76/428,713	0,779,589
76/428,702	1,057,800
76/428,716	2,086,973
76/428,714	2,356,255
76/428,700	1,332,353
76/428,708	2,518,277
76/428,710	2,523,226
76/428,701	0,860,955
75/794,438	1,363,578
76/428,715	1,136,325
75/832,255	0,652,342
	1,057,799
	0,921,506
	2,493,964

TRADEMARK ASSIGNMENT

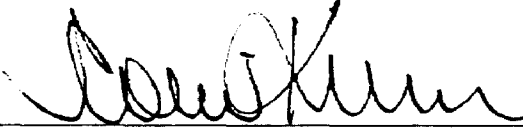
WHEREAS, Revell-Monogram LLC, a Delaware limited liability company ("Seller"), located and doing business at 8601 Waukegan Road, Morton Grove, Illinois, 60053, is using and is the owner of record of the U.S. Trademarks set forth on Exhibit A attached hereto; and

WHEREAS, RM Acquisition Sub, LLC, a Delaware limited liability company ("Purchaser"), located at c/o Armand Group, 980 North Michigan Avenue, Suite 1120, Chicago Illinois 60611, desires to acquire said marks, the appurtenant goodwill and all rights to those marks including, but not limited to, the common law rights thereof;

NOW, THEREFORE, for good and valuable consideration in the amount of \$10.00 U.S. and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller hereby assigns and transfers to Purchaser, its successors, assigns and legal representatives, the entire right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks, and associated therewith, including, but not limited to all common law rights thereto, and all applications that have been filed and all registrations that have been or may be granted thereon including the above identified and all foreign counterparts thereof, together with the right to sue and recover damages for future and past infringements thereof.

Revell-Monogram LLC, a Delaware limited liability company

By: Alpha International, Inc., its Manager

By: 

Connie Keener
President

Date: November 15, 2002

SUBSCRIBED AND SWORN to before me this 15th day of November, 2002.





Notary

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EXHIBIT A**Revell-Monogram Trademarks
United States**

<u>Trademark</u>	<u>Registration</u>	<u>Serial Number</u>
4XForce	2,565,808	75/832,256
Ace Ratchet		75/794,437
All Terrain Pain	2,468,456	75/832,257
Bad Medicine		76/428,712
Badman		76/428,711
Beer Wagon		76/428,704
BigDuece		76/428,707
Big T		76/428,706
Boothill Express		76/428,705
Boss Mustang		76/428,717
Build It. And it's Yours!		75/736,818
California Street Vette		76/428,709
Cop Out	0,980,964	72/454,981
Creative Masters LTD	1,547,540	73/763,508
Decal Depot	2,092,042	75/035,877
Dingo		75/863,589
Doc		76/297,548
Garbage Truck		76/428,703
Ice T		76/428,713
Krusher	1,157,476	73/235,291
Lil Coffin		76/428,702
LI'L Coffin	0,802,615	72/207,637
Monogram	0,768,144	72/168,521
Monogram	0,779,589	72/184,490
Monogram & Design	1,057,800	73/090,334
Orange Crate		76/428,716
Paddy Wagon		76/428,714
Pie Wagon		76/428,700
Predicta		76/428,708
Pro Modeler	2,086,973	75/035,113
Profinish	2,356,255	75/585,533
Quadzilla	1,332,353	73/491,878
R.A.M.S. Rebuildable	2,518,277	75/786,610
R.A.M.S. Squad	2,523,226	75/786,607
Red Baron	0,860,955	72/293,161
Red Baron		76/428,710

Revell	1,363,578	73/529,635
Revell & Design	1,136,325	73/179,423
Revell & Design	0,652,342	71/696,588
Rommels Rod		76/428,701
Snap Tite & Design	1,057,799	73/090,333
Snap Tite & Design	0,921,506	72/374,622
Spy Sportster		75/794,438
Uncertain T		76/428,715
Vicious Cycle	2,493,964	76/863,588
Wave Warrior		75/832,255

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