

04-11-2003

OVER SHEET
ONLY

4/11/03

Tab settings → → → ▾



102416755

To the Honorable Commis

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Fleet Capital Corporation, as Agent
 1633 Broadway, 29th Fl.
 New York, NY 10019

4-11-03

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State:
 Other Financial Institution

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

2. Name and address of receiving party(ies):
 Name: Lionel L.L.C.
 Internal Address: _____
 Street Address: 26750 Twenty Three Mile Road
 City: Chesterfield State: MI ZIP: 48051-1956

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other LLC - New York

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

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest in Trademarks

Execution Date: March 27, 2003

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE 1A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE 1A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research Corporation
 Internal Address: _____
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
 Street Address: _____
 City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 47

7. Total fee (37 CFR 3.41): \$ 1190⁰⁰
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

04/14/2003 GTON11 00000040 75872442

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP
02 FC:8522 1150.00 OP

9. Statement and 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

Matt McAlpine, Esq.
Name of Person Signing

Signature

April 9, 2003
Date

Total number of pages including coversheet, attachments and document: 7

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

SCHEDULE 1A

DATE: December 2, 2000		TRADEMARK REGISTRATIONS/APPLICATIONS					PAGE: 1 of 4
CLIENT CODE	FILING DATE	SERIAL NO.	ISSUE DATE	REG. NO.	MARK	STATUS	
LLT-110-TM	DEC 16, 1999	75/872,442			IVES	PENDING	
LLT-113-TM	MAR 21, 2000	76/006,051			YARD BOSS	PENDING	
LLT-115-TM	MAY 5, 2000	76/042,349			LIONEL ORANGE	PENDING	
LLT-116-TM	MAY 5, 2000	76/042,329			BLUE & ORANGE	PENDING	
LLT-119-TM	OCT 21, 1998	75/184,255			A.C. GILBERT CO.	PENDING	
LLT-120-TM	JAN 12, 1998	75/416,675	JUN 13, 2000	2,358,213	RAIL TALES	ISSUED	
LLT-121-TM	FEB 4, 1998	75/428,705	AUG 1, 2000	2,373,439	LITTLE LIONEL	ISSUED	
LLT-122-TM	OCT 4, 1995	75/001,490	JUN 10, 1997	2,070,640	THE LIONEL CORPORATION	ISSUED	
LLT-123-TM	JUN 5, 1998	75/469,666	DEC 28, 1999	2,303,691	JOSH AND JENNIE	ISSUED	
LLT-124-TM	APR 16, 1998	75/469,019	NOV 30, 1999	2,295,314	LIONEL BIG, RUGGED TRAINS	ISSUED	
LLT-124-TM-CANADA	JUN 2, 1998	088017300			LIONEL BIG, RUGGED TRAINS	ALLOWED	
LLT-125-TM-CANADA	JUN 2, 1998	0880,17200			BIG, RUGGED TRAINS	ALLOWED	
LLT-126-TM	APR 16, 1998	75/469,034			LIONELVISION	PENDING	
LLT-126-TM-CANADA	JUN 2, 1998	0880,17000			LIONELVISION	ALLOWED	
LLT-127-TM	APR 16, 1998	75/469,033			ODYSSEY	PENDING	
LLT-128-TM-CANADA	JUN 2, 1998	880,171			COMMAND READY	ALLOWED	
LLT-129-TM	JUN 5, 1998	75/496,667	JUN 13, 2000	2,356,615	VILLAGE TROLLEY CO.	ISSUED	
LLT-130-TM	AUG 3, 1998	75/529,594			POWERSTATION-POWERHOUSE	PENDING	
LLT-131-TM	AUG 28, 1998	75/544,028	JUN 13, 2000	2,358,587	LITTLE L LIONEL & Design	ISSUED	
LLT-133-TM	FEB 5, 1999	75/637,671			LIONMASTER	PENDING	
LLT-133-TM-CANADA	FEB 5, 1999	1,004,25800			LIONMASTER	PENDING	
LLT-134-TM	FEB 9, 1999	75/636,880	FEB 1, 2000	2,314,559	L & Design	ISSUED	
LLT-135-TM-CANADA	MAR 18, 1999	1,009,05900			LIONEL SAFARI ADVENTURE SET	PENDING	
LLT-136-TM	AUG 7, 1997	75/337,257			LIONEL TRAINS AMERICAN LEGEND	PENDING	
LLT-137-TM	AUG 7, 1997	75/337,171			LIONEL L AMERICAN LEGEND & Design	PENDING	
LLT-138-TM	JUL 15, 1999	75/751,551			ZW	PENDING	
LLT-139-TM-CANADA	MAR 18, 1999	1,009,06000			LIONEL METROPOLIS RAILROAD TRAINSET	PENDING	
LLT-140-TM	JAN 21, 2000	75/899,926			STANDARD OF THE WORLD	PENDING	
LLT-141-TM-CANADA	JUN 2, 1998	0880,17400			SOFTTRACK	ALLOWED	
LLT-148-TM-UNITED KINGDOM	FEB 27, 1990	1,416,265	OCT 4, 1991	1,416,265	REVOLVERS	ISSUED	

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TRADEMARK REGISTRATIONS/APPLICATIONS										PAGE: 2 of 4
CLIENT CODE	FILING DATE	SERIAL NO.	ISSUE DATE	REG. NO.	MARK	STATUS				
LT-157-TM-FRANCE	FEB 18, 1977	864,685	JUL 1, 1987	1,416,267	FUNDIMENSIONS	ISSUED				
LT-158-TM-CANADA	OCT 1, 1973	0368,49000	OCT 18, 1974	202,579	FUNDIMENSIONS & Design	ISSUED				
LT-159-TM-CANADA	MAR 17, 1997	0839,59000	MAY 14, 1998	494,636	L & Design	ISSUED				
LT-166-TM-CANADA	DEC 21, 1988	0622,09900	MAR 23, 1990	367,148	RAILSCOPE	ISSUED				
LT-166-TM-FRANCE	FEB 21, 1989	111,979	FEB 21, 1989	1,664,104	RAILSCOPE	ISSUED				
LT-166-TM-GERMANY	JAN 18, 1989	L31883	JUN 7, 1990	1,159,787	RAILSCOPE	ISSUED				
LT-166-TM-ITALY	FEB 15, 1989	8938245	MAY 4, 1992	568,295	RAILSCOPE	ISSUED				
LT-179-TM-CANADA	MAR 17, 1997	839,58400	MAY 14, 1998	494,638	AMERICAN FLYER	ISSUED				
LT-180-TM	JUN 6, 1994	74/533,315	JAN 16, 1996	1,949,659	CAB-1 REMOTE CONTROLLER	ISSUED				
LT-185-TM-CANADA	MAR 17, 1997	0839,59100	MAY 14, 1998	494,635	L & Design	ISSUED				
LT-186-TM-EUROPE	APR 10, 1997	510,958	MAY 28, 1999	510,958	L & Design	ISSUED				
LT-185-TM-GERMANY	APR 13, 1997	39716337	JULY 16, 1997	39716337	L & Design	ISSUED				
LT-185-TM-GREAT BRITAIN	OCT 31, 1997	2,129,239	APR 10, 1997	2,129,239	L & Design	ISSUED				
LT-194-TM-CANADA	MAR 17, 1997	839,588	MAY 14, 1998	494,637	LIONELVILLE	ISSUED				
LT-202-TM	JAN 26, 1990	74/022,292	DEC 18, 1990	1,628,447	REVOLVERS & Design	ISSUED				
LT-202-TM-CANADA	FEB 16, 1990	0651,09900	JAN 18, 1991	378,616	REVOLVERS & Design	ISSUED				
LT-203-TM	AUG 13, 1976	73/096,576	JUL 26, 1977	1,070,302	TRAINS 'N' TRUCKIN'	ISSUED				
LT-205-TM	AUG 2, 1995	74/710,045	SEP 8, 1998	2,188,061	VILLAGE TROLLEY COMPANY	ISSUED				
LT-206-TM	SEP 13, 1996	75/165,146	NOV 3, 1998	2,201,888	LIONEL LEGENDS	ISSUED				
LT-207-TM	SEP 13, 1996	75/165,078	DEC 1, 1998	2,207,490	LIONEL LINES	ISSUED				
LT-207-TM-CANADA	MAR 17, 1997	0839,58700	JAN 26, 2000	522,234	LIONEL LINES	ISSUED				
LT-209-TM	SEP 13, 1996	75/165,077	JUN 8, 1999	2,251,680	LIONEL WARHORSE	ISSUED				
LT-210-TM	SEP 13, 1996	75/165,076	JUN 15, 1999	2,253,979	LIONEL ROUTE 66	ISSUED				
LT-210-TM-CANADA	MAR 17, 1997	0839,58900	MAR 5, 1999	508,894	ROUTE 66	ISSUED				
LT-211-TM	SEP 13, 1996	75/165,147	NOV 3, 1998	2,201,889	LIONEL CITY	ISSUED				
LT-212-TM	SEP 13, 1996	76/165,149	DEC 1, 1998	2,207,491	POWERMASTER	ISSUED				
LT-212-TM	AUG 7, 1997	75/337,258			LIONEL LEGENDARY TRAINS & Design	PENDING				
LT-212-TM	AUG 7, 1997	75/337,172	JUN 6, 2000	2,355,674	L LIONEL SINCE 1900 & DESIGN	ISSUED				
LT-217-TM-EUROPE	APR 10, 1997	610,933	JUN 23, 1999	510933	LIONEL	ISSUED				
LT-218-TM-JAPAN	APR 3, 1985	60/034,166	DEC 18, 1987	2,007,134	LIONEL	ISSUED				

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SCHEDULE 1A

DATE: December 2, 2000		TRADEMARK REGISTRATIONS/APPLICATIONS						PAGE: 3 of 4
CLIENT CODE	FILING DATE	SERIAL NO.	ISSUE DATE	REG. NO.	MARK	STATUS		
LT-219-TM-MEXICO	MAY 29, 1989	63,394	DEC 11, 1990	388,112	LIONEL	ISSUED		
LT-220-TM-NEW ZEALAND	MAY 19, 1976	115,722	MAY 19, 1976	115,722	LIONEL	ISSUED		
LT-221-TM-PANAMA	DEC 9, 1983	034,637	AUG 1, 1984	034,637	LIONEL	ISSUED		
LT-222-TM-SOUTH AFRICA			AUG 12, 1937	1008/37	LIONEL	ISSUED		
LT-223-TM-SPAIN	NOV 23, 1934		FEB 22, 1935	101,139	LT-223-TM-SPAIN	ISSUED		
LT-226-TM-VENEZUELA			DEC 13, 1943	14,516	LIONEL	ISSUED		
LT-227-TM-CANADA	JAN 31, 1966	0294,75000	SEP 8, 1967	152,924	LIONEL & Design	ISSUED		
LT-228-TM-GERMANY	DEC 13, 1989	L32993	NOV 6, 1990	1,167,283	LIONEL & Design	ISSUED		
LT-229-TM-UK	JAN 31, 1966	890,019		890,019	LIONEL & Design	ISSUED		
LT-230-TM-BRAZIL	JUN 11, 1999	031,190	JUL 28, 1960	2,362,821	LIONEL ELECTRIC TOY TRAINS	ISSUED		
LT-231-TM-ARGENTINA	OCT 13, 1983	1,407,694	SEP 30, 1992	1,404,924	LIONEL	ISSUED		
LT-232-TM-AUSTRALIA		65131	DEC 17, 1934	A65131	LIONEL	ISSUED		
LT-233-TM-BENELUX	MAY 13, 1971	527,386	MAY 13, 1971	030874	LIONEL	ISSUED		
LT-234-TM-BENELUX	FEB 6, 1990	741,060	FEB 6, 1990	476,843	LIONEL	ISSUED		
LT-235-TM-HONG KONG	MAR 9, 1988	1811/88	NOV 17, 1992	4652/1992	L LIONELAND DESIGN	ISSUED		
LT-236-TM-CANADA	FEB 15, 1990	065115800	JAN 24, 1992	393,114	LIONEL	ISSUED		
LT-238-TM-DOMINICAN REPUBLIC			MAY 15, 1984	37,010	LIONEL	ISSUED		
LT-239-TM-FRANCE	JUN 20, 1989	138,407	JUN 20, 1989	1,626,024	LIONEL	ISSUED		
LT-240-TM-GERMANY	DEC 13, 1989	32992	NOV 6, 1990	1,167,281	LIONEL	ISSUED		
LT-241-TM-HONG KONG	APR 9, 1988	1812/88	APR 9, 1988	2853/1989	LIONEL	ISSUED		
LT-242-TM-ITALY	NOV 6, 1956	RM96COO4888	JAN 9, 1998	759,311	LIONEL	ISSUED		
LT-243-TM-ITALY	FEB 1, 1988	8832991	JAN 4, 1990	520,007	LIONEL	ISSUED		
LT-244-TM-AUSTRALIA	FEB 21, 1990	529,143	MAR 4, 1992	529,143	LIONEL	ISSUED		
LT-246-TM	OCT 21, 1996	75/184,254	OCT 6, 1998	2,194,149	GILBERT	ISSUED		
LT-246-TM-CANADA	OCT 28, 1996	0827,18800	NOV 30, 1999	520,144	GILBERT	ISSUED		
LT-247-TM	OCT 21, 1996	75/184,256	OCT 6, 1998	2,194,150	GILBERT HALL OF SCIENCE	ISSUED		
LT-247-TM-CANADA	OCT 28, 1996	0827,18700	NOV 17, 1999	519,483	GILBERT HALL OF SCIENCE	ISSUED		
LT-256-TM	JUL 14, 2000	76/088,946			400E	PENDING		
	NOV 30, 189	74/075677	JAN 15, 1991	153,152	REVOLVERS & Design	ISSUED		
GERMANY	DEC 13, 1989	L32993	NOV 6, 1990	1167283	L LIONEL & Design	ISSUED		

SCHEDULE 1A

ATE: December 2, 2000

TRADEMARK REGISTRATIONS/APPLICATIONS

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LIENY CODE	FILING DATE	SERIAL NO.	ISSUE DATE	REG. NO.	MARK	STATUS
AMADA	OCT 28, 1996	082718600			A.C. GILBERT CO	
UNITED STATES	MAY 31, 1988	73731450	JAN 24, 1989	1521981	L LIONEL LARGE SCALE & DESIGN	ISSUED
UNITED STATES			MAY 19, 1953	574511	MAGNE-TRACTION	ISSUED
UNITED STATES			MAY 22, 1934	313353	LIONEL	ISSUED
UNITED STATES	FEB 1, 1994	74485323	JAN 23, 1996	1951817	LIONEL PRESCHOOL (AND DESIGN)	ISSUED
UNITED STATES	JUN 6, 1994	74533304	JAN 30, 1996	1953725	PH1-POWERHOUSE	ISSUED
UNITED STATES	FEB 21, 1989	73781830	APR 25, 1989	1563513	PO-SLOCK	ISSUED
UNITED STATES	JUL 27, 1979	73225194	APR 28, 1981	1152544	PULLMOR	ISSUED
UNITED STATES	NOV 29, 1978	73194991	DEC 1, 1981	1180563	LIONEL	ISSUED
UNITED STATES	JUL 21, 1980	73271182	APR 5, 1983	1234005	LIONEL PLAYWORLD	ISSUED
UNITED STATES	AUG 25, 1980	73275424	APR 5, 1983	1234006	LIONEL KIDDIE CITY	ISSUED
UNITED STATES	OCT 25, 1989	73833753	JUL 10, 1990	1805436	LIONEL	ISSUED
UNITED KINGDOM				1417292	LIONEL	ISSUED
UNITED KINGDOM				547375	LIONEL	ISSUED
AMADA				JMDA057246	LIONEL	ISSUED

TRADEMARK
REEL: 002710 FRAME: 0842

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE, made this 27th day of March 2003 by Fleet Capital Corporation, as agent (the "Agent"), in favor of Lionel L.L.C., a New York limited liability company (the "Borrower").

WHEREAS, the Borrower, by a certain Trademark Security Agreement (the "Agreement") dated as of August 31, 2000, did grant to the Agent a security interest in and to the trademarks and service marks listed on the annexed Schedule 1A (the "Trademarks") to secure the Borrower's obligations as more particularly described in the Agreement.

WHEREAS, the Agent hereby agrees to release the said security interest in the Trademarks.

IN WITNESS WHEREOF, the Agent hereby releases all of its right, title and interest in and to the Trademarks, and has caused this Release to be executed by its officer, duly authorized to do so, as of this 27th day of March 2003.

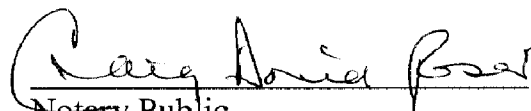
Fleet Capital Corporation, as Agent

By: Frank D. Coghlan
Name: Frank D. Coghlan
Title: SUP

STATE OF New York :
 : §
COUNTY OF New York :

On this, the _____ day of March 2003, before me, a Notary Public, personally appeared Frank DiCeglie, who acknowledged himself/herself to be the SVP of **Fleet Capital Corporation**, and that he/she as such officer, being so authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing on behalf of the bank himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

My commission expires:

CRAIG DAVID ROSEN
Notary Public, State of New York
No. 01RO003231
Qualified in New York County
Commission Expires Feb 23, 20 06