

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Release of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lionel L.L.C.		03/27/2003	Limited Liability Company: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	PNC Bank, National Association
<b>Street Address:</b>	70 East 55th Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>Entity Type:</b>	National Association:

**PROPERTY NUMBERS Total: 49**

Property Type	Number	Word Mark
Serial Number:	76006051	YARDBOSS
Serial Number:	76395868	RAILSOUNDS
Serial Number:	76042349	
Registration Number:	2679526	
Serial Number:	76387740	TRAINMASTER
Registration Number:	2573105	A.C. GILBERT CO.
Registration Number:	2358213	RAIL TALES
Registration Number:	2373439	LITTLE LIONEL
Registration Number:	2070640	THE LIONEL CORPORATION
Registration Number:	2303691	JOSH AND JENNIE
Registration Number:	2295314	LIONEL BIG, RUGGED TRAINS
Registration Number:	2482776	ODYSSEY
Registration Number:	880171	
Registration Number:	2356615	VILLAGE TROLLEY CO.

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Registration Number:	2521500	POWERSTATION-POWERHOUSE
Registration Number:	2358587	LITTLE LIONEL
Registration Number:	2494754	LIONMASTER
Registration Number:	2314559	L
Serial Number:	75337257	L LIONEL TRAINS AMERICAN LEGEND
Serial Number:	75337171	L LIONEL AMERICAN LEGEND
Registration Number:	2385344	ZW
Registration Number:	2601928	STANDARD OF THE WORLD
Registration Number:	313353	LIONEL
Registration Number:	1234006	LIONEL KIDDIE CITY
Registration Number:	1521981	L LIONEL LARGE SCALE
Registration Number:	1234005	LIONEL PLAY WORLD
Registration Number:	574511	MAGNE-TRACTION
Registration Number:	1536513	POSI-LOCK
Registration Number:	1070302	TRAINS 'N TRUCKIN'
Registration Number:	1240505	TRANSUNIVERSE
Registration Number:	2188051	VILLAGE TROLLEY COMPANY
Registration Number:	2201888	LIONEL LEGENDS
Registration Number:	2207490	LIONEL LINES
Registration Number:	2251680	LIONEL WARHORSE
Registration Number:	2201889	LIONEL CITY
Registration Number:	2207491	POWERMASTER
Registration Number:	2468080	LIONEL LEGENDARY TRAINS
Registration Number:	2355674	LIONEL L SINCE 1900
Registration Number:	759311	
Registration Number:	2194149	GILBERT
Registration Number:	2194150	GILBERT HALL OF SCIENCE
Registration Number:	2549316	400E
Registration Number:	2641950	LIONEL SINCE 1900
Registration Number:	2651493	MAGNIVISION
Registration Number:	2680647	LIONEL SINCE 1900
Serial Number:	76404278	TMCC
Serial Number:	76456910	FAT BOY
Serial Number:	76462705	LIONELVILLE
Serial Number:	78211834	SUPER "O"

**TRADEMARK**

**REEL: 003024 FRAME: 0535**

CORRESPONDENCE DATA

Fax Number: (212)310-8007

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

Email: andrew.yoon@weil.com, phyllis.eremitaggio@weil.com

Correspondent Name: Weil, Gotshal & Manges, c/o Andrew Yoon

Address Line 1: 767 5th Avenue

Address Line 4: New York, NEW YORK 10153

NAME OF SUBMITTER:	Andrew Yoon
Signature:	/Andrew Yoon/
Date:	02/08/2005

**Total Attachments: 4**

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NOTICE OF RELEASE OF  
SECURITY INTEREST IN PATENTS AND TRADEMARKS

WHEREAS, pursuant to a Grant of Security Interest in Patents, Trademarks and Licenses dated as of March 27, 2003 (the "IP Security Agreement"), Lionel L.L.C., a New York limited liability company (the "Assignor") assigned to and granted to PNC Bank, National Association ("Assignee"), as agent for itself and various other financial institutions, a security interest in all right, title and interest of Assignor in and to (x) the patents and applications listed on Schedule A hereto (the "Patents") and (y) the trademarks, trademark registrations and tradenames listed on Schedule B hereto (the "Trademarks"); and

WHEREAS, Assignee wishes to provide a document suitable for recording in the United States Patent and Trademark Office for purposes of recording the release, relinquishment and discharge of its security interest in the Patents and Trademarks subject to the IP Security Agreement or any other agreement entered into between the Assignor and Assignee, including, without limitation, the Patents listed on Schedule A hereto and the Trademarks listed on Schedule B hereto;

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, Assignee hereby relinquishes, releases and discharges its security interest in the Patents and Trademarks subject to the IP Security Agreement or any other agreement entered into between the Assignor and Assignee, including, without limitation, the Patents listed on Schedule A hereto and the Trademarks listed on Schedule B hereto.

IN WITNESS WHEREOF, Assignee has caused this Notice of Release of Security Interest in Patents and Trademarks to be duly executed as of January 28, 2005.

PNC BANK, NATIONAL ASSOCIATION, AS  
AGENT

By: 

Name: Patrick McConnell

Title: V.P.

SCHEDULE B TO NOTICE OF RELEASE OF  
SECURITY INTEREST IN PATENTS AND TRADEMARKS

between

LIONEL L.L.C.

and

PNC BANK, NATIONAL ASSOCIATION

U.S. TRADEMARKS

Mark	Serial No.	Reg. No.	Filing Date	Issue Date	Status	Country
YARDBOSS	76/006,051		21-Mar-00		ALLOWED	U.S.
RAILSOUNDS	76/395,868		15-Apr-02		PENDING	U.S.
LIONEL ORANGE	76/042,349		5-May-00		PENDING	U.S.
BLUE & ORANGE	76/042,329	2,679,526	26-Apr-01	28-Jan-03	REGISTERED	U.S.
TRAINMASTER	76/387,740		26-Mar-02		PENDING	U.S.
A.C. GILBERT CO.	76/130,680	2,573,105	19-Sep-00	28-May-02	ISSUED	U.S.
RAIL TALES	75/416,675	2,358,213	12-Jan-98	31-Aug-99	ISSUED	U.S.
LITTLE LIONEL	75/428,706	2,373,439	4-Feb-98	1-Aug-00	ISSUED	U.S.
THE LIONEL CORPORATION	75/001,490	2,070,640	4-Oct-95	10-Jun-97	ISSUED	U.S.
JOSH AND JENNIE	75/469,666	2,303,691	5-Jun-98	28-Dec-99	ISSUED	U.S.
LIONEL, BIG RUGGED TRAINS	75/469,019	2,295,314	16-Apr-98	30-Nov-99	ISSUED	U.S.
ODYSSEY	75/469,033	2,482,776	16-Apr-98	28-Aug-01	ISSUED	U.S.
COMMAND READY	880,171		2-Jun-98		PENDING	U.S.

TRADEMARK

REEL: 003024 FRAME: 0538

Mark	Serial No.	Reg. No.	Filing Date	Issue Date	Status	Country
VILLAGE TROLLEY CO.	75/496,667	2,356,615	5-Jun-98	13-Jun-00	ISSUED	U.S.
POWERSTATION POWERHOUSE	75/529,594	2,521,500	3-Aug-98	25-Dec-01	ISSUED	U.S.
LITTLE LIONEL	75/544,028	2,358,587	28-Aug-98	13-Jun-00	ISSUED	U.S.
LIONMASTER	75/637,671	2,494,754	5-Feb-99	2-Oct-01	ISSUED	U.S.
L AND DESIGN (LION)	75/636,880	2,314,559	9-Feb-99	1-Feb-00	ISSUED	U.S.
LEGEND	75/337,257		7-Aug-97		PENDING	U.S.
L AMERICAN LEGEND	75/337,171		7-Aug-97		PENDING	U.S.
ZW	75/751,551	2,385,344	15-Jul-99	12-Sep-00	ISSUED	U.S.
STANDARD OF THE WORLD	75/899,926	2,601,928	15-Jul-99	30-Jul-02	ISSUED	U.S.
LIONEL (TOYS)	71/345/968	313,353	12-Jan-34	22-May-34	ISSUED	U.S.
LIONEL KIDDIE CITY	73/275,424	1,234,006	25-Aug-80	5-Apr-83	ISSUED	U.S.
LIONEL LARGE SCALE & DESIGN	73/731,450	1,521,981	31-May-88	24-Jan-89	ISSUED	U.S.
LIONEL PLAYWORLD	73/271,182	1,234,005	21-Jul-80	5-Apr-83	ISSUED	U.S.
MAGNETRACTION	71/599,710	574,511	24-Jun-50	19-May-53	ISSUED	U.S.
POSI-LOCK	73/730,281	1,536,513	23-May-88	25-Apr-89	ISSUED	U.S.
TRAINS 'N TRUCKIN	73/096,576	1,070,302	13-Aug-76	26-Jul-77	ISSUED	U.S.
TRANSUNIVERSE	73/378,596	1,240,505	6-Aug-82	31-May-83	ISSUED	U.S.
VILLAGE TROLLEY COMPANY	74/710,045	2,188,051	2-Aug-95	8-Sep-98	ISSUED	U.S.
LIONEL LEGENDS	75/165,146	2,201,888	13-Sep-96	3-Nov-98	ISSUED	U.S.
LIONEL LINES	75/165,078	2,207,490	13-Sep-96	1-Dec-98	ISSUED	U.S.
LIONEL WARHORSE	75/165,077	2,251,680	13-Sep-96	8-Jun-99	ISSUED	U.S.
LIONEL CITY	75/165,147	2,201,889	13-Sep-96	3-Nov-98	ISSUED	U.S.
POWERMASTER	75/165,149	2,207,491	13-Sep-96	1-Dec-98	ISSUED	U.S.

Mark	Serial No.	Reg. No.	Filing Date	Issue Date	Status	Country
LIONEL LEGENDARY TRAINS AND DESIGNS	75/337,258	2,468,080	7-Aug-97	10-Jul-01	ISSUED	U.S.
L LIONEL SINCE 1900 & DESIGN	75/337,172	2,355,674	7-Aug-97	6-Jun-00	ISSUED	U.S.
LIONEL	RM96COO4888	759,311	6-Nov-56	9-Jan-98	ISSUED	U.S.
GILBERT	75/184,254	2,194,149	21-Oct-96	6-Oct-98	ISSUED	U.S.
GILBERT HALL OF SCIENCE	75/184,256	2,194,150	21-Oct-96	6-Oct-98	ISSUED	U.S.
400E	76/088,946	2,549,316	14-Jul-00	19-Mar-02	ISSUED	U.S.
MISCELLANEOUS DESIGN (LION LOGO)	76/216,535	2,641,950	26-Feb-01	29-Oct-92	ISSUED	U.S.
MAGNAVISION	76/278,633	2,651,493	29-Jun-01	19-Nov-02	ISSUED	U.S.
LIONEL SINCE 1900 AND DESIGN	76/387,180	2,680,647	26-Mar-02	28-Jan-03	ISSUED	U.S.
TMCC	76/404,278		6-May-02		PENDING	U.S.
FAT BOY	76/456,910		8-Oct-02		PENDING	U.S.
LIONELVILLE	76/462,705		29-Oct-02		PENDING	U.S.
SUPER O	78/211,834		6-Feb-03		PENDING	U.S.