

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gullane Entertainment, Inc.		05/19/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Gullane (Thomas) LLC		
Street Address:	300 Delaware Avenue, Suite 518		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1621671	SHINING TIME STATION	
Registration Number:	1955604	SHINING TIME STATION	
Registration Number:	2009287	THOMAS THE TANK ENGINE & FRIENDS	
Serial Number:	76363909	THOMAS & FRIENDS	
CORRESPONDENCE DATA			
Fax Number:	(312)332-6376		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3123323033		
Email:	kthompson@davismcgrath.com		
Correspondent Name:	Kevin A. Thompson		
Address Line 1:	125 S. Wacker Dr., Suite 1700		
Address Line 4:	Chicago, ILLINOIS 60606		
NAME OF SUBMITTER:	Kevin A. Thompson		
Signature:	/kevinathompson/		

OP \$115.00 1621671

Date:

05/19/2005

Total Attachments: 1

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Gullane Entertainment, Inc, a corporation with a principal place of business of 1133 Broadway, Suite 1520, New York, New York, 10010, (hereinafter, "Assignor"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns all right, title and interest in and to the marks listed below, together with all goodwill in the marks, and the entire right, title and interest in and to any and all claims and demands Assignor may have either at law or in equity arising out of any past, present or future infringements of the marks, to Gullane (Thomas) LLC, a Delaware limited liability company, with a principal place of business of 300 Delaware Avenue, Suite 518, Wilmington, Delaware, 19801 ("Assignee").

This assignment expressly includes the transfer of all rights in the following pending United States trademark application and existing registrations:

SHINING TIME STATION, Registration No. 1621671, filed April 4, 1989, registered November 6, 1990;

SHINING TIME STATION, Registration No. 1955604, filed February 10, 1994, registered February 13, 1996.;

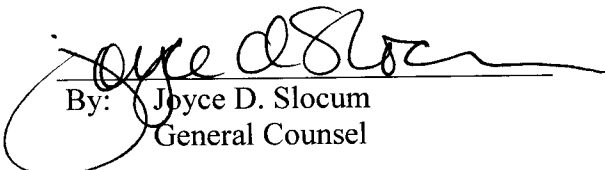
THOMAS THE TANK ENGINE AND FRIENDS and Cloud Device, Registration No. 2009287, filed February 14, 1994, registered October 22, 1996; and

THOMAS & FRIENDS and Design, Serial No. 76/363909, filed January 25, 2002.

IN WITNESS WHEREOF, the Assignor has executed this Assignment:

GULLANE ENTERTAINMENT INC.

Date: 19 May 2005


By: Joyce D. Slocum
General Counsel