

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.		05/31/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Gullane (Thomas) Limited
Street Address:	149 Tottenham Court Road
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	W1T 7NF
Entity Type:	Limited Liability Company: UNITED KINGDOM

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2335757	MY FIRST THOMAS
Registration Number:	2345259	DAY OUT WITH THOMAS
Registration Number:	2265215	ENTERTAINMENT TO GROW UP WITH
Registration Number:	2326627	MY FIRST THOMAS
Registration Number:	2324539	THOMAS THE TANK ENGINE & FRIENDS

CORRESPONDENCE DATA

Fax Number: (312)332-6376
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-332-3033
 Email: bumansky@davismcgrath.com
 Correspondent Name: Boris Umansky
 Address Line 1: 125 S. Wacker Drive
 Address Line 2: Suite 1700
 Address Line 4: Chicago, ILLINOIS 60606

DOMESTIC REPRESENTATIVE

900025824

**TRADEMARK
 REEL: 003096 FRAME: 0573**

OP \$140.00 2335757

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Boris Umansky

Signature:

/Boris Umansky/

Date:

06/03/2005

Total Attachments: 1

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TRADEMARK ASSIGNMENT

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, the underlying business associated with 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) Limited, a United Kingdom limited liability company, with a principal place of business of Maple House, 149 Tottenham Court Road, London W1T 7NF, United Kingdom ("Assignee").

This assignment expressly includes the transfer of all common law and statutory rights in the following United States trademark registrations:

MY FIRST THOMAS, Registration No. 2335757, filed April 28, 1999 and registered March 28, 2000;

DAY OUT WITH THOMAS, Registration No. 2345259, filed April 28, 1999 and registered April 25, 2000;

ENTERTAINMENT TO GROW UP WITH; Registration No. 2265215, filed October 6, 1995 and registered July 27, 1999;

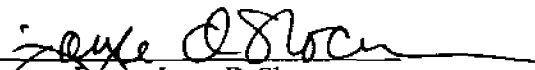
MY FIRST THOMAS, Registration No. 2326627, filed April 28, 1999 and registered March 7, 2000;

THOMAS THE TANK ENGINE AND FRIENDS and cloud device, Registration No. 2324539, filed April 28, 1999 and registered February 29, 2000.

IN WITNESS WHEREOF, the Assignor has executed this Assignment:

GULLANE ENTERTAINMENT INC.

Date: 31 May 2005


By: Joyce D. Slocum
General Counsel