

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MDK, Inc.		04/18/2006	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

<b>Name:</b>	NC Train Acquisition LLC
<b>Street Address:</b>	1-7 Kwai Cheong Road
<b>Internal Address:</b>	c/o Sanda Kan Industrial (1981) Limited
<b>City:</b>	Kwai Cheong New Territories
<b>State/Country:</b>	HONG KONG
<b>Postal Code:</b>	SAR
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	3044481	MDK
Registration Number:	2859236	K
Registration Number:	2192312	SUPER "K"
Registration Number:	2171451	STREAMLIGHTING
Registration Number:	2402046	SUPER STEAM
Registration Number:	2395928	IT'S A SNAP
Registration Number:	2381340	SUPERSNAP
Registration Number:	2286850	REAL SOUNDS
Registration Number:	2290241	SHADOW RAIL
Registration Number:	1822964	THE HEAVYWEIGHTS
Registration Number:	1922230	SPECIAL ADDITION
Registration Number:	1189492	K-LINEVILLE
Registration Number:	1188761	K-LINE

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Registration Number:	2943234	CRUISE CONTROL
Registration Number:	2940747	POWER CHIEF
Serial Number:	78214339	MAINLINE AMERICA
Registration Number:	2710247	THE GIRL'S TRAIN
Registration Number:	1970587	THE TOWN OF YULETIDE
Registration Number:	1942380	WORLDWIDE INTERMODAL
Registration Number:	1703496	HEAVY HAULER
Registration Number:	1245461	K-LINEVILLE HISTORICAL BUILDINGS
Registration Number:	1175333	MDK

**CORRESPONDENCE DATA**

Fax Number: (713)615-5243  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (713) 758-4730  
Email: iptldocket@velaw.com  
Correspondent Name: Cindy Y. Lee  
Address Line 1: 1001 Fannin St., Suite 2300  
Address Line 4: Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER:	SAN069/64001
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**DOMESTIC REPRESENTATIVE**

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

NAME OF SUBMITTER:	Cindy Y. Lee
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Signature:	/cindy lee/
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Date:	04/20/2006
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Total Attachments: 5  
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## TRADEMARK ASSIGNMENT

This Trademark Assignment, dated as of April 18, 2006, is entered into by and among MDK, Inc., a North Carolina corporation, having its principal place of business at 6909 Dodson's Crossroads, Hillsborough, NC 27278 (the "*Assignor*") and NC Train Acquisition LLC, a Delaware limited liability company, having a mailing address of c/o Sanda Kan Industrial (1981) Limited, 1-7 Kwai Cheong Road, Kwai Cheong New Territories, Hong Kong, SAR, (the "*Assignee*");

**WHEREAS**, Assignor and Assignee have entered into that certain Purchase and Sale Agreement, of even date herewith (the "*PSA*"); and

**WHEREAS**, pursuant to that PSA, Assignor has agreed to assign to Assignee all of its right, title and interest in and to the Seller Intellectual Property (as defined in the PSA), including the trademark(s) and/or service mark(s) applications and registrations set forth on the attached Schedule A (collectively, the "*Trademarks*"), and Assignee has agreed to acquire all right, title and interest in the Trademarks.

**NOW, THEREFORE**, in consideration of the mutual promises herein contained and other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

Assignor hereby sells, assigns and transfers to Assignee, and its successors and assigns, the entire right, title and interest in the Trademarks, together with the goodwill symbolized by such Trademarks, as well as any rights Assignor may have acquired by virtue of its use of the Trademarks, including any and all legal and equitable causes of action for any past, present or future infringement or unauthorized use of said Trademarks and the right to recover for all damages for such infringements, such Trademarks to be held and enjoyed by Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this assignment and sale not been made.

Because this instrument has been authorized pursuant to an Order of the United States Bankruptcy Court for the Eastern District of North Carolina, Raleigh Division, relating to a plan of reorganization of the Assignor, it is exempt from transfer taxes, stamp taxes or similar taxes pursuant to 11 U.S.C. §1146(c).

Assignor agrees to provide cooperation and assistance to, and to execute and deliver at the request and expense of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts that the Assignee may require in order to vest in Assignee all rights, title, and interest of Assignor in and to the Trademarks and to maintain the full value of such rights.

[SIGNATURE PAGE FOLLOWS]





Schedule A

<u>U.S. Trademarks</u>	<u>Filed/Issued</u>	<u>Registration/Serial No.</u>
MDK	January 17, 2006	Serial No.: 78/343886 Reg. No.: 3044481
K	July 6, 2004	Reg. No. 2859236
SUPER "K"	September 29, 1998	Reg. No. 2192312
STREAMLIGHTING	July 7, 1998	Reg. No. 2171451
SUPER STEAM	November 7, 2000	Reg. No. 2402046
IT'S A SNAP	October 17, 2000	Reg. No. 2395928
SUPERSNAP	August 29, 2000	Reg. No. 2381340
REAL SOUNDS	October 12, 1999	Reg. No. 2286850
SHADOW RAIL	November 2, 1999	Reg. No. 2290241
THE HEAVYWEIGHTS	February 22, 1994	Reg. No. 1822964
SPECIAL ADDITION	September 26, 1995	Reg. No. 1922230
K-LINEVILLE	February 9, 1982	Reg. No. 1189492
K-LINE	February 2, 1982	Reg. No. 1188761
CRUISE CONTROL	April 19, 2005	Reg. No. 2943234
POWER CHIEF	April 12, 2005	Reg. No. 2940747
MAINLINE AMERICA	February 13, 2003	Serial No. 78/214339
THE GIRL'S TRAIN	April 22, 2003	Reg. No. 2710247
THE TOWN OF YULETIDE	April 23, 1996	Reg. No. 1970587 - CANCELLED 3/11/03
WORLDWIDE INTERMODAL	December 19, 1995	Reg. No. 1942380 - CANCELLED 11/5/02
HEAVY HAULER	July 28, 1992	Reg. No. 1703496 - CANCELLED 1/25/06
K-LINEVILLE HISTORICAL BUILDINGS	July 12, 1983	Reg. No. 1245461 - CANCELLED 9/14/90
MDK	October 27, 1981	Reg. No. 1175333 - CANCELLED 8/3/02

<u>North Carolina State Trademarks</u>	<u>Filed/Issued</u>	<u>Registration/Serial No.</u>
HEAVY HAULER	September 9, 1991	NC TM Reg. No. 9626
THE HEAVYWEIGHTS	April 30, 1993	NC TM Reg. No. 10523
K-LINE	May 10, 1993	NC TM Reg. No. 10542
MDK	May 10, 1993	NC TM Reg. No. 10543

NYC: 175708

THE STREAMLINERS	July 26, 1999	NC TM Reg. No. 11099
SPECIAL ADDITION	July 26, 1999	NC TM Reg. No. 11100
WORLDWIDE INTERMODAL	October 28, 1994	NC TM Reg. No. 11276
MDK	June 19, 1995	NC TM Reg. No. 11579
HOLIDAYS AROUND THE WORLD	December 18, 1995	NC TM Reg. No. 11835
THE TOWN OF YULETIDE	December 18, 1995	NC TM Reg. No. 11836
SUPER K	September 19, 1997	NC TM Reg. No. 14458
STREAM LIGHTING	February 23, 1998	NC TM Reg. No. 14661
SHADOW RAIL	June 16, 1999	NC TM Reg. No. 15334
REAL SOUNDS	June 16, 1999	NC TM Reg. No. 15335
SUPER STEAM	November 24, 1999	NC TM Reg. No. 15609
SUPER SNAP	November 24, 1999	NC TM Reg. No. 15610
ITS A SNAP	November 24, 1999	NC TM Reg. No. 15611
K-LINEVILLE	February 25, 1981	NC TM Reg. No. 4009
MDK	March 19, 1979	NC TM Ser. No. 559264 – EXPIRED 3/19/89
K-LINE	March 19, 1979	NC TM Ser. No. 612125 – EXPIRED 3/19/89