

**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   |                       |                                     |
| <b>CONVEYING PARTY DATA</b>      |  |                       |                                     |
| <b>Name</b>                      | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>                  |
| Lionel L.L.C.                    |  | 05/01/2008            | LIMITED LIABILITY COMPANY: NEW YORK |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                                     |
| <b>Name:</b>                     | Lionel Trademark LLC   |                       |                                     |
| <b>Street Address:</b>           | 26750 Twenty-Three Mile Road   |                       |                                     |
| <b>City:</b>                     | Chesterfield   |                       |                                     |
| <b>State/Country:</b>            | MICHIGAN   |                       |                                     |
| <b>Postal Code:</b>              | 48051  |                       |                                     |
| <b>Entity Type:</b>              | LIMITED LIABILITY COMPANY: DELAWARE  |                       |                                     |
| <b>PROPERTY NUMBERS Total: 1</b> |  |                       |                                     |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                                     |
| <b>Serial Number:</b>            | 77375449   | LEGACY                |                                     |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                                     |
| <b>Fax Number:</b>               | (213)430-6407  |                       |                                     |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                                     |
| <b>Phone:</b>                    | (213) 430-8308   |                       |                                     |
| <b>Email:</b>                    | sgordon@omm.com  |                       |                                     |
| <b>Correspondent Name:</b>       | Shari L. Gordon  |                       |                                     |
| <b>Address Line 1:</b>           | 400 S. Hope Street   |                       |                                     |
| <b>Address Line 2:</b>           | 18th Floor   |                       |                                     |
| <b>Address Line 4:</b>           | Los Angeles, CALIFORNIA 90071-2899   |                       |                                     |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 510,685-3  |                       |                                     |
| <b>NAME OF SUBMITTER:</b>        | Shari L. Gordon  |                       |                                     |
| <b>Signature:</b>                | /Shari L. Gordon/  |                       |                                     |

CH \$40.00 77375449

Date:

07/25/2008

**Total Attachments: 5**

source=Lionel Trademark Assignment2#page1.tif

source=Lionel Trademark Assignment2#page2.tif

source=Lionel Trademark Assignment2#page3.tif

source=Lionel Trademark Assignment2#page4.tif

source=Lionel Trademark Assignment2#page5.tif

## TRADEMARK ASSIGNMENT

**WHEREAS**, LIONEL LLC (“Assignor”), a New York limited liability company, located at 26750 Twenty-Three Mile Road, Chesterfield, Michigan 48051, is the owner of the trademarks identified on Schedule 1 hereto (“Trademarks”), which are registered and/or applied for with the United States Patent and Trademark Office; and

**WHEREAS**, LIONEL TRADEMARK LLC (“Assignee”), a Delaware limited liability company, located at 26750 Twenty-Three Mile Road, Chesterfield, Michigan 48051, is desirous of acquiring all right, title, and interest in and to said Trademarks, including the good will attached thereto and the registrations therefor;

**NOW, THEREFORE**, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor hereby assigns unto Assignee all right title and interest in and to said Trademarks, together with the goodwill connected with the use of and symbolized by the said Trademarks.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties have executed this instrument on the  
1st day of May, 2008

LIONEL L.L.C.

By: Scott Turkington  
Name: Scott Turkington  
Title: Chief Financial Officer

LIONEL TRADEMARK LLC

By: Gerard Calabrese  
Name: Gerard Calabrese  
Title: Chief Executive Officer

10662094.1  
LAI:1160901.1

TRADEMARK  
REEL: 003822 FRAME: 0974

## Schedule 1

| <u>Trademark</u>                               | <u>Filing Date</u> | <u>Filing Number</u> | <u>Reg. Date</u> | <u>Reg. Number</u> |
|--|--------------------|----------------------|------------------|--------------------|
| <b>400E</b>                                    |                    |                      |                  |                    |
|  | 7/14/2000          | 76/088,946           | 3/19/2002        | 2,549,316          |
| <b>A.C. GILBERT CO.</b>                        |                    |                      |                  |                    |
|  | 9/19/2000          | 76/130,680           | 5/28/2002        | 2,573,105          |
| <b>AMERICAN FLYER</b>                          |                    |                      |                  |                    |
|  | 9/24/1969          | 72/338,793           | 1/19/1971        | 906,157            |
| <b>AMERICAN FLYER</b>                          |                    |                      |                  |                    |
|  | 3/7/2003           | 78/222,875           | 2/10/2004        | 2,813,095          |
| <b>(BLUE &amp; ORANGE) DESIGN</b>              |                    |                      |                  |                    |
|  | 4/26/2001          | 76/042,329           | 1/28/2003        | 2,679,526          |
| <b>CAB-1</b>                                   |                    |                      |                  |                    |
|  | 4/1/2003           | 78/232,485           | 3/2/2004         | 2,819,956          |
| <b>FAT BOY</b>                                 |                    |                      |                  |                    |
|  | 10/8/2002          | 76/456,910           | 5/3/05           | 2,946,459          |
| <b>GILBERT</b>                                 |                    |                      |                  |                    |
|  | 10/21/1996         | 75/184,254           | 10/6/1998        | 2,194,149          |
| <b>GILBERT HALL OF SCIENCE</b>                 |                    |                      |                  |                    |
|  | 10/21/1996         | 75/184,256           | 10/6/1998        | 2,194,150          |
| <b>L &amp; DESIGN (STYLIZED L IN A CIRCLE)</b> |                    |                      |                  |                    |
|  | 8/4/1961           | 72/125,393           | 8/21/1962        | 736,342            |
|  | 11/8/1961          | 72/131,589           | 1/1/1963         | 742,952            |
| <b>L LIONEL LARGE SCALE &amp; DESIGN</b>       |                    |                      |                  |                    |
|  | 5/31/1988          | 73/731,450           | 1/24/1989        | 1,521,981          |
| <b>L LIONEL SINCE 1900 &amp; DESIGN</b>        |                    |                      |                  |                    |
|  | 8/7/1997           | 75/337,172           | 6/6/2000         | 2,355,674          |
| <b>LIONEL</b>                                  |                    |                      |                  |                    |
|  | 10/29/2003         | 78/320,101           | 8/22/2006        | 3,131,852          |
| <b>LIONEL (KIT TOYS)</b>                       |                    |                      |                  |                    |
|  | 3/17/2003          | 78/226,487           | 3/23/2004        | 2,825,192          |
| <b>LIONEL (TOYS)</b>                           |                    |                      |                  |                    |
|  | 1/12/1934          | 71/345,968           | 5/22/1934        | 313,353            |

**LIONEL CITY**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 9/13/1996 | 75/165,147 | 11/3/1998 | 2,201,889 |
|-----------|------------|-----------|-----------|

---

**LIONEL LEGACY CONTROL SYSTEM**

---

|           |            |     |     |
|-----------|------------|-----|-----|
| 5/31/2007 | 77/194,648 | N/A | N/A |
|-----------|------------|-----|-----|

---

**LIONEL LEGENDARY TRAINS [AND DESIGNS]**

---

|          |            |           |           |
|----------|------------|-----------|-----------|
| 8/7/1997 | 75/337,258 | 7/10/2001 | 2,468,080 |
|----------|------------|-----------|-----------|

---

**LIONEL LINES**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 9/13/1996 | 75/165,078 | 12/1/1998 | 2,207,490 |
|-----------|------------|-----------|-----------|

---

**LIONEL ROUTE 66**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 9/13/1996 | 75/165,076 | 6/15/1999 | 2,253,979 |
|-----------|------------|-----------|-----------|

---

**LIONEL SINCE 1900 (& DESIGN)**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 3/26/2002 | 76/387,180 | 1/28/2003 | 2,680,647 |
|-----------|------------|-----------|-----------|

---

**LIONEL SINCE 1900 & DESIGN (LIONEL LOGO)**

---

|           |            |            |           |
|-----------|------------|------------|-----------|
| 2/26/2001 | 76/216,535 | 10/29/2002 | 2,641,950 |
|-----------|------------|------------|-----------|

---

**LIONELVILLE**

---

|            |            |          |           |
|------------|------------|----------|-----------|
| 10/29/2002 | 76/462,705 | 9/2/2003 | 2/758,658 |
|------------|------------|----------|-----------|

---

**LIONELVILLE (& DESIGN)**

---

|            |            |           |           |
|------------|------------|-----------|-----------|
| 12/23/2003 | 78/345,034 | 10/4/2005 | 3,003,674 |
|------------|------------|-----------|-----------|

---

**LIONMASTER**

---

|          |            |           |           |
|----------|------------|-----------|-----------|
| 2/5/1999 | 75/637,671 | 10/2/2001 | 2,494,754 |
|----------|------------|-----------|-----------|

---

**LOCKON**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 3/26/2002 | 76/387,125 | 4/22/2003 | 2,708,957 |
|-----------|------------|-----------|-----------|

---

**MAGNE-TRACTION**

---

|           |            |           |         |
|-----------|------------|-----------|---------|
| 6/24/1950 | 71/599,710 | 5/19/1953 | 574,511 |
|-----------|------------|-----------|---------|

---

**MAGNIVISION**

---

|           |            |            |           |
|-----------|------------|------------|-----------|
| 6/29/2001 | 76/278,633 | 11/19/2002 | 2,651,493 |
|-----------|------------|------------|-----------|

---

**ODYSSEY**

---

|               |           |            |           |           |
|---------------|-----------|------------|-----------|-----------|
| UNITED STATES | 4/16/1998 | 75/469,033 | 8/28/2001 | 2,482,776 |
|---------------|-----------|------------|-----------|-----------|

---

**POSI-LOCK**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 5/23/1988 | 73/730,281 | 4/25/1989 | 1,536,513 |
|-----------|------------|-----------|-----------|

---

**POWERMASTER**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 9/13/1996 | 75/165,149 | 12/1/1998 | 2,207,491 |
|-----------|------------|-----------|-----------|

---

**POWERMAX**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 5/23/2006 | 78/890,266 | 3/25/2008 | 3,403,449 |
|-----------|------------|-----------|-----------|

---

**POWERSTATION-POWERHOUSE**

---

|          |            |            |           |
|----------|------------|------------|-----------|
| 8/3/1998 | 75/529,594 | 12/25/2001 | 2,521,500 |
|----------|------------|------------|-----------|

---

**PULLMOR**

---

|          |            |          |           |
|----------|------------|----------|-----------|
| 4/1/2003 | 78/232,506 | 3/2/2004 | 2,819,957 |
|----------|------------|----------|-----------|

---

**RAILSOUNDS**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 4/15/2002 | 76/395,868 | 4/29/2003 | 2,711,066 |
|-----------|------------|-----------|-----------|

---

**STANDARD O**

---

|           |            |            |           |
|-----------|------------|------------|-----------|
| 4/12/2004 | 78/400,217 | 12/27/2005 | 3,034,452 |
|-----------|------------|------------|-----------|

---

**STANDARD OF THE WORLD**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 1/21/2000 | 75/899,926 | 7/30/2002 | 2,601,928 |
|-----------|------------|-----------|-----------|

---

**SUPER "O"**

---

|          |            |           |           |
|----------|------------|-----------|-----------|
| 2/6/2003 | 78/211,834 | 11/7/2006 | 3,169,314 |
|----------|------------|-----------|-----------|

---

**TMCC**

---

|          |            |          |           |
|----------|------------|----------|-----------|
| 5/6/2002 | 76/404,278 | 4/8/2003 | 2,704,293 |
|----------|------------|----------|-----------|

---

**TRAIN MASTER [W/]**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 3/24/2000 | 76/009,080 | 8/21/2001 | 2,479,545 |
|-----------|------------|-----------|-----------|

---

**TRAINMASTER**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 3/26/2002 | 76/387,740 | 8/24/2004 | 2,876,069 |
|-----------|------------|-----------|-----------|

---

**TRAINS 'N TRUCKIN'**

---

|          |            |          |           |
|----------|------------|----------|-----------|
| 08/13/76 | 73/096,576 | 07/26/77 | 1,070,302 |
|----------|------------|----------|-----------|

---

**TRAINSOUNDS**

---

|           |            |          |           |
|-----------|------------|----------|-----------|
| 7/12/2004 | 78/449,400 | 8/7/2007 | 3,276,273 |
|-----------|------------|----------|-----------|

---

**ZW**

---

|           |            |           |           |
|-----------|------------|-----------|-----------|
| 7/15/1999 | 75/751,551 | 9/12/2000 | 2,385,344 |
|-----------|------------|-----------|-----------|

---

**LEGACY**

---

|            |            |     |     |
|------------|------------|-----|-----|
| 01/18/2008 | 77/375,449 | N/A | N/A |
|------------|------------|-----|-----|

---