

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298860

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lionel NASCAR Collectables LLC		03/18/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Lionel Trademark LLC		
Street Address:	6301 Performance Drive		
City:	Concord		
State/Country:	NORTH CAROLINA		
Postal Code:	28027		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3180039	PIT STOP	
Registration Number:	4422885	OCTANE GARAGE	
Registration Number:	2639189	RCCA	
Registration Number:	2734404	ACTION RACING COLLECTABLES	
CORRESPONDENCE DATA			
Fax Number:	3128622200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-862-6371		
Email:	michelle.nowicki@kirkland.com		
Correspondent Name:	Renee Prescan		
Address Line 1:	300 North LaSalle Street		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	24185-2 RMP		
NAME OF SUBMITTER:	Renee M. Prescan		
SIGNATURE:	/Renee M. Prescan/		
DATE SIGNED:	03/21/2014		
Total Attachments: 3			

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of March 18, 2014 ("Effective Date") by and between, **Lionel NASCAR Collectables LLC**, a Delaware limited liability company ("Assignor"), and **Lionel Trademark LLC**, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the trademark registrations and applications set forth on Schedule A attached hereto, in each case, together with the goodwill of the business associated therewith (collectively, the "Marks").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any other country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

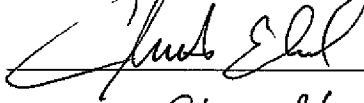
Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any other applicable countries, to record Assignee as the assignee and owner of the Marks.

* * * * *

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IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.


LIONEL NASCAR
COLLECTABLES LLC



Name: Chris Elrod

Title: CFO

LIONEL TRADEMARK LLC



Name: Chris Elrod

Title: CFO

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Country	Serial Number Filing Date	Reg. Number Reg. Date
PIT STOP	United States	78/703025 8/30/2005	3180039 12/5/2006
OCTANE GARAGE	United States	85/701782 8/12/2012	4422885 10/22/2013
RCCA	United States	76/328162 10/22/2001	2639189 10/22/2002
ACTION RACING COLLECTABLES	United States	76/437133 8/2/2002	2734404 7/8/2003