

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM298862

<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 Racing LLC		03/18/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Lionel Trademark LLC		
<b>Street Address:</b>	6301 Performance Drive		
<b>City:</b>	Concord		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28027		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85903955	PAINT THE TRACK PINK	
<b>Serial Number:</b>	86063869	LIONEL RACING	
<b>Serial Number:</b>	86050660	LIONEL RACING	
<b>Registration Number:</b>	4361010	ACTION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3128622200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	312-862-6371		
<b>Email:</b>	michelle.nowicki@kirkland.com		
<b>Correspondent Name:</b>	Renee Prescan		
<b>Address Line 1:</b>	300 North LaSalle Street		
<b>Address Line 2:</b>	Kirkland & Ellis LLP		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60654		
<b>ATTORNEY DOCKET NUMBER:</b>	24185-2 RMP		
<b>NAME OF SUBMITTER:</b>	Renee M. Prescan		
<b>SIGNATURE:</b>	/Renee M. Prescan/		
<b>DATE SIGNED:</b>	03/21/2014		
<b>Total Attachments: 3</b>			

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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 Racing 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"); and

**WHEREAS**, Assignee is a successor to that part of Assignor's business to which the Marks pertain, and that business is ongoing and existing.

**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.

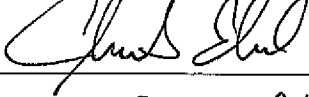
Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any other applicable countries, to record Assignee as the assignee and owner of the Marks.

\* \* \* \* \*

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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 RACING LLC



Name: Chris Etrood

Title: CEO

LIONEL TRADEMARK LLC




Name: Chris Etrood

Title: CEO

**SCHEDULE A**

**TRADEMARK REGISTRATIONS AND APPLICATIONS**

<b>Mark</b>	<b>Country</b>	<b>Serial Number Filing Date</b>	<b>Reg. Number Reg. Date</b>
LIONEL RACING	Canada	1666052 2/28/2014	
PAINT THE TRACK PINK	United States	85/903955 4/15/2013	
LIONEL RACING	United States	86/063869 9/13/2013	
LIONEL RACING	United States	86/050660 8/28/2013	
ACTION and Flag Design 	United States	85/771766 11/5/2012	4361010 7/2/2013