

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lionel L.L.C.		01/28/2005	Limited Liability Company: NEW YORK
Liontech Company		01/28/2005	CORPORATION: MICHIGAN

**RECEIVING PARTY DATA**

<b>Name:</b>	Guggenheim Corporate Funding, LLC
<b>Street Address:</b>	135 East 57th Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10022
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 130**

Property Type	Number	Word Mark
Registration Number:	2549316	400E
Registration Number:	2573105	A.C. GILBERT CO.
Registration Number:	906157	AMERICAN FLYER
Registration Number:	2813095	AMERICAN FLYER
Registration Number:	2144349	ACCESSORY MASTER
Registration Number:	2679526	
Serial Number:	75469020	BIG, RUGGED TRAINS
Registration Number:	2819956	CAB-1
Registration Number:	1949659	CAB-1 REMOTE CONTROLLER
Registration Number:	1014192	CANNONBALL
Registration Number:	390995	"CHOO-CHOO"
Serial Number:	78248071	"CHOO-CHOO"
Serial Number:	76456910	FAT BOY

CH \$3265.00 2549316

Serial Number:	75469035	COMMAND READY
Registration Number:	1296446	COMMANDO ASSAULT TRAIN
Registration Number:	1743917	
Registration Number:	1189457	F
Registration Number:	1191765	F FUNDIMENSIONS
Serial Number:	74149633	FLIP 'N FIRE
Registration Number:	2194149	GILBERT
Registration Number:	2194150	GILBERT HALL OF SCIENCE
Registration Number:	995805	FUNDIMENSIONS
Registration Number:	1015351	GOLDEN STATE ARROW
Registration Number:	1152546	GREAT PLAINS EXPRESS
Serial Number:	75472936	GREAT RAILWAY ADVENTURES
Serial Number:	75473307	LIONEL GREAT RAILWAY ADVENTURES
Serial Number:	75872442	IVES
Registration Number:	2303691	JOSH AND JENNIE
Serial Number:	75245621	L
Registration Number:	2314559	L
Registration Number:	443429	L
Registration Number:	736342	L
Registration Number:	742952	L
Serial Number:	75337171	L LIONEL AMERICAN LEGEND
Serial Number:	73731450	L LIONEL LARGE SCALE
Registration Number:	2355674	LIONEL L SINCE 1900
Serial Number:	75337257	L LIONEL TRAINS AMERICAN LEGEND
Registration Number:	2144348	LAYOUT MASTER
Registration Number:	1180563	LIONEL
Serial Number:	78320101	LIONEL
Registration Number:	1605436	LIONEL
Serial Number:	75557605	LIONEL CONSTRUCTION SET
Serial Number:	75337259	LIONEL COUNTY
Serial Number:	75292501	LIONEL EXPRESS
Registration Number:	2825192	LIONEL
Registration Number:	735256	LIONEL
Registration Number:	313353	LIONEL
Registration Number:	2295314	LIONEL BIG, RUGGED TRAINS

Registration Number:	2201889	LIONEL CITY
Serial Number:	78308814	LIONEL KIDDIE CITY
Registration Number:	1234006	LIONEL KIDDIE CITY
Serial Number:	75440166	LIONEL HEIGHTS
Registration Number:	1576556	LIONEL CLASSICS
Serial Number:	75165148	LIONEL CLASSICS
Registration Number:	2468080	LIONEL LEGENDARY TRAINS
Registration Number:	2201888	LIONEL LEGENDS
Serial Number:	74139094	LIONEL LEGENDS
Registration Number:	2207490	LIONEL LINES
Serial Number:	76042349	
Serial Number:	73308762	DIGIT-ALL
Registration Number:	1234005	LIONEL PLAY WORLD
Registration Number:	1951817	LIONEL PRESCHOOL
Serial Number:	75657584	LIONEL METROPOLIS RAILROAD TRAIN SET
Registration Number:	2253979	LIONEL ROUTE 66
Serial Number:	75657579	LIONEL SAFARI ADVENTURE SET
Registration Number:	2680647	LIONEL SINCE 1900
Registration Number:	2641950	LIONEL SINCE 1900
Registration Number:	2251680	LIONEL WARHORSE
Serial Number:	75165079	LIONEL ZW
Registration Number:	1797950	LIONELVILLE
Registration Number:	2758658	LIONELVILLE
Serial Number:	78345034	LIONELVILLE
Serial Number:	75469034	LIONELVISION
Registration Number:	2494754	LIONMASTER
Registration Number:	2373439	LITTLE LIONEL
Registration Number:	2358587	LITTLE LIONEL
Registration Number:	2708957	LOCKON
Registration Number:	574511	MAGNE-TRACTION
Registration Number:	2651493	MAGNIVISION
Registration Number:	2482776	ODYSSEY
Registration Number:	1563513	PERFORMANCE ARCHERY EQUIPMENT
Registration Number:	1536513	POSI-LOCK
Serial Number:	74541868	POWERMASTER

Registration Number:	1494381	POWERMASTER
Registration Number:	2207491	POWERMASTER
Registration Number:	1493318	POWER MASTERS
Registration Number:	1953725	PH-1 POWERHOUSE
Serial Number:	74533313	PM-1 POWERMASTER
Registration Number:	1499744	POWER MASTERS
Serial Number:	74608105	POWERSTATION
Registration Number:	2521500	POWERSTATION-POWERHOUSE
Registration Number:	1152544	PULLMOR
Registration Number:	2819957	PULLMOR
Registration Number:	1745185	RAILROAD SPIKE
Registration Number:	2358213	RAIL TALES
Serial Number:	75415118	RAIL TALES PLAY STAGES
Registration Number:	1589124	RAIL SCOPE
Registration Number:	2711066	RAILSOUNDS
Serial Number:	75246195	RAIL VISION
Registration Number:	1491304	REVOLVER
Registration Number:	1628447	REVOLVERS
Registration Number:	1631752	REVOLVERS
Registration Number:	1606531	REVOLVERS
Serial Number:	75469032	SOFTTRACK
Serial Number:	78400217	STANDARD O
Registration Number:	2601928	STANDARD OF THE WORLD
Serial Number:	78211834	SUPER "O"
Serial Number:	75233110	SUPER O
Registration Number:	1191238	THE BIG TRAIN FOR SMALL HANDS
Registration Number:	1152547	THE BLACK RIVER FREIGHT
Registration Number:	1178316	THE JAMES GANG
Registration Number:	2070640	THE LIONEL CORPORATION
Registration Number:	945143	THE MIGHTY SOUND OF STEAM
Registration Number:	1167476	TIMBERLINE
Registration Number:	2704293	TMCC
Registration Number:	2479545	TRAIN MASTER
Registration Number:	368274	TRAIN MASTER
Registration Number:	2876069	TRAINMASTER

Registration Number:	1070302	TRAINS 'N TRUCKIN'
Serial Number:	78449400	TRAINSOUNDS
Serial Number:	78279661	
Registration Number:	1240505	TRANSUNIVERSE
Registration Number:	2356615	VILLAGE TROLLEY CO.
Registration Number:	2188051	VILLAGE TROLLEY COMPANY
Registration Number:	1167477	WORKIN' ON THE RAILROAD
Serial Number:	76006051	YARDBOSS
Registration Number:	1015875	YARDMASTER
Registration Number:	2385344	ZW
Serial Number:	74533407	ZWC CONTROLLER
Registration Number:	1791745	LIONTECH

**CORRESPONDENCE DATA**

Fax Number: (212)310-8007  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: teresa.harings@weil.com  
Correspondent Name: Weil, Gotshal & Manges,c/oTeresa Harings  
Address Line 1: 767 5th Avenue  
Address Line 4: New York, NEW YORK 10153

NAME OF SUBMITTER:	Teresa Harings
Signature:	/Teresa Harings/
Date:	02/02/2005

**Total Attachments: 28**  
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## INTELLECTUAL PROPERTY SECURITY AGREEMENT (TRADEMARKS)

INTELLECTUAL PROPERTY SECURITY AGREEMENT (TRADEMARKS), dated as of January 28, 2005 (this "Agreement"), by each of the entities listed on the signature pages hereof (each a "Grantor" and, collectively, the "Grantors"), in favor of Guggenheim Corporate Funding, LLC, as collateral agent (in such capacity, the "Collateral Agent").

### W I T N E S S E T H :

WHEREAS, pursuant to the Secured Super-Priority Debtor in Possession Term Loan Agreement, dated as of January 28, 2005, as amended, supplemented or modified from time to time (the "Term Loan Agreement"), among Lionel L.L.C., a New York limited liability company (the "Borrower"), each of the subsidiaries of the Borrower party thereto, the several financial institutions or entities from time to time parties thereto (the "Lenders") and the Collateral Agent, the Lenders have severally agreed to make term loans to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, the Grantors are party to the Term Loan Agreement, pursuant to which the Grantors are required to execute and deliver this Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders and the Collateral Agent to enter into the Term Loan Agreement and to induce the Lenders to make their respective term loans to the Borrower thereunder, each Grantor hereby agrees with the Collateral Agent as follows:

#### ***Section 1. Defined Terms***

Unless otherwise defined herein, terms defined in the Term Loan Agreement and used herein have the meaning given to them in the Term Loan Agreement.

#### ***Section 2. Grant of Security Interest in Trademark Collateral***

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to the Collateral Agent for the benefit of the Secured Parties, and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party, including, without limitation, those referred to on Schedule I hereto;

(b) all renewals of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all Proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

***Section 3. Term Loan Agreement***

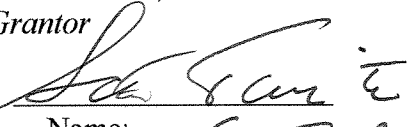
The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Term Loan Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Term Loan Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGES FOLLOW]

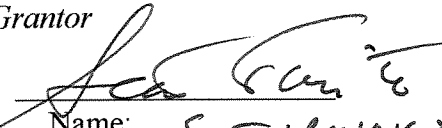


IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

LIONEL L.L.C.,  
*as Grantor*

By:   
Name: S. TURKINGTON  
Title: CFO

LIONTECH COMPANY,  
*as Grantor*

By:   
Name: S. TURKINGTON  
Title: CFO

ACCEPTED AND AGREED  
as of the date first above written:

GUGGENHEIM CORPORATE FUNDING, LLC,  
*as Collateral Agent*

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

LIONEL L.L.C.,  
*as Grantor*

By: \_\_\_\_\_  
Name:  
Title:

LIONTECH COMPANY,  
*as Grantor*

By: \_\_\_\_\_  
Name:  
Title:

ACCEPTED AND AGREED  
as of the date first above written:

GUGGENHEIM CORPORATE FUNDING, LLC,  
*as Collateral Agent*

By:   
Name: \_\_\_\_\_  
Title: **TODD D. HEARLE**  
**ATTORNEY-IN-FACT**

ACKNOWLEDGMENT OF GRANTOR

STATE OF New York )  
 ) ss.  
COUNTY OF New York )

On this 28<sup>th</sup> day of January, 2005 before me personally appeared Scott Turington, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Lionel L.L.C., who being by me duly sworn did depose and say that he is an authorized officer of said company, that the said instrument was signed on behalf of said company as authorized by its Board of Directors (or equivalent body) and that he acknowledged said instrument to be the free act and deed of said company.

Richard Roel  
Notary Public

RICHARD ROEL  
Notary Public, State of New York  
No. 01RO5026268  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires April 18, 2005

ACKNOWLEDGMENT OF GRANTOR

STATE OF New York )  
 ) ss.  
COUNTY OF New York )

On this 28 day of January, 2005 before me personally appeared Scott Turkington, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of LionTech Company, who being by me duly sworn did depose and say that he is an authorized officer of said company, that the said instrument was signed on behalf of said company as authorized by its Board of Directors (or equivalent body) and that he acknowledged said instrument to be the free act and deed of said company.

Richard Roel  
Notary Public

RICHARD ROEL  
Notary Public, State of New York  
No. 01RO5026268  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires April 18, 2006

**Schedule I  
to  
Trademark Security Agreement**

*Trademark Collateral*

**A. REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS**

**1. Grantor – Lionel L.L.C.**

<b>400E</b>							
UNITED STATES	069010-0034	7/14/2000	76/088,946	3/19/2002	2,549,316	REGISTERED	28
28 - Model toy trains and accessories therefor							
<b>A.C. GILBERT CO.</b>							
UNITED STATES	069010-0035	9/19/2000	76/130,680	5/28/2002	2,573,105	REGISTERED	28
28 - Toy trains and parts accessories therefor							
CANADA	069010-0258	10/28/1996	827,186			PENDING	
<b>AMERICAN FLYER</b>							
UNITED STATES	069010-0036	9/24/1969	72/338,793	1/19/1971	906,157	REGISTERED	28
28 - Electrical and mechanical toys and miniature railroads							
CANADA	069010-0037	3/17/1997	839,584	5/14/1998	494,638	REGISTERED	0
0 - Toy trains and parts and accessories therefor; electrical and mechanical toys and miniature railroads							
UNITED STATES	069010-0337	3/7/2003	78/222,875	2/10/2004	2,813,095	REGISTERED	28
28 - Electrical and mechanical toys and miniature railroads							
<b>ACCESSORY MASTER</b>							
UNITED STATES		12/30/96	75/219,698	03/17/98	2,144,349	REGISTERED	9
9 – Electronic Controls for Operating Miniature Model Railroads							
<b>(BLUE &amp; ORANGE) DESIGN</b>							
UNITED STATES	069010-0040	4/26/2001	76/042,329	1/28/2003	2,679,526	REGISTERED	28
28 - Toy trains and the parts and accessories therefor; dolls and toy animals							
<b>BIG, RUGGED TRAINS</b>							
UNITED STATES	069010-0038	4/16/1998	75/469,020			REGISTERED	28
28 - Toy and collectible miniature vehicles and parts and accessories therefor							
CANADA	069010-0039	6/2/1998	880,172			REGISTERED	00
00 - Toy and collectible miniature vehicles and parts and accessoires therefor							
<b>CAB-1</b>							
UNITED STATES	069010-0244	4/1/2003	78/232,485	3/2/2004	2,819,956	REGISTERED	28
28 - Toy train accessories, namely, control devices to operate model toy trains and remote control devices to operate model toy trains and accessories and parts therefore							

**CAB-1 REMOTE CONTROLLER**

UNITED STATES	069010-0041	9/24/1969	74/533,315	1/19/1971	1,949,659	REGISTERED	29
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29 - Toys, namely toy trains, train accessories and electric toy train transformers

**CANNONBALL**

UNITED STATES	069010-0042	8/2/1974	73/028,526	6/24/1975	1,014,192	REGISTERED	28
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28 -

**CHOO-CHOO**

UNITED STATES	069010-0043	6/23/1941	6/23/1941	9/14/1941	390,995	REGISTERED	28
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28 - Toy railroad accessoires, toy trains, toy locomotives, toy tenders and other toy rolling stock

CANADA	069010-0044	3/17/1997	839,583			PENDING	00
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00 - Toy vehicles

UNITED STATES	069010-0247	5/9/2003	78/248,071			PENDING	28
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28 - Model toy train accessories, namely, model toy train sound systems

**FAT BOY**

UNITED STATES	069010-0055	10/8/2002	76/456,910			ALLOWED	28
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28 - Model toy train accessories, namely, component sound systems for model toy trains

**COMMAND READY**

UNITED STATES	069010-0045	4/16/1998	75/469,035			PENDING	28
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28 - Toy trains, toy train motors and parts and accessories

CANADA	069010-0046	6/2/1998	880,171			PENDING	
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**COMMANDO ASSAULT TRAIN**

UNITED STATES	069010-0047	5/30/1983	73/426,730	9/18/1984	1,296,446	REGISTERED	28
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28 - Toy model trains

**CONFEDERATION FLYER**

CANADA	069010-0048			7/27/1979	234,639	REGISTERED	00
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00 - Toy trains

**DAYLIGHT FLYER**

CANADA	069010-0049	11/1/1977	417,157	3/30/1979	232,522	REGISTERED	00
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00 - Toy trains

**DESIGN (RAILROAD SPIKE FIGURE)**

UNITED STATES	069010-0050	6/26/1991	74/179,945	12/29/1992	1,743,917	REGISTERED	16
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16 - Printed materials; namely, magazines, pamphlets, instructions and brochures relating to toy trains and accessories

**DOUBLE CROSSING**

AUSTRALIA	069010-0051	2/16/1989	505,035	12/21/1990	A505,035	REGISTERED	28
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28 -

**F & DESIGN**

UNITED STATES	069010-0052	10/26/1979	73/236,816	2/9/1982	1,189,457	REGISTERED	28
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28 - Toy motorized vehicles, toy model kits, and toy paint sets

**F FUNDIMENSIONS & DESIGN**

UNITED STATES	069010-0053	9/26/1979	73/236,810	3/9/1982	1,191,765	REGISTERED	28
	28 - Toy motorized vehicles, toy model kits and toy paint sets						
MEXICO	069010-0054	3/14/1988	38,968	3/14/1988	378,114	REGISTERED	16
	16 -						

**FLIP N' FIRE**

UNITED STATES	069010-0056	11/17/1989	11/17/1989			REGISTERED	28
	28 - Toy vehicles and accessories						
UNITED STATES	069010-0057	3/20/1991	74/149,633	6/2/1992	1,690,318	REGISTERED	28
	28 - Toy vehicles, toy vehicle parts (including wheels and decals), tracks, launchers, accelerators, toy buildings and carrying cases						

**FLYER**

UNITED STATES	069010-0350					PROPOSED	
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**GILBERT**

UNITED STATES	069010-0080	10/21/1996	75/184,254	10/6/1998	2,194,149	REGISTERED	28
	28 - Toy trains and parts and accessories therefore						
CANADA	069010-0081	10/28/96	827,188	11/30/99	520,144	REGISTERED	

**GILBERT HALL OF SCIENCE**

UNITED STATES	069010-0082	10/21/1996	75/184,256	10/6/1998	2,194,150	REGISTERED	28
	28 - Toy trains and parts and accessories therefore						
CANADA	069010-0083	10/28/96	827,187	11/17/99	519,483	REGISTERED	0
	0 - Toy trains and parts and accessories therefore						

**FUNDIMENSIONS**

AUSTRALIA	069010-0067	6/26/78	319,443	6/26/78	A319,443	REGISTERED	16
	16 - Children's painting sets including toy painting sets, paint-by-numbers sets including toy paint-by-numers sets, and parts in this class of those sets						
UNITED KINGDOM	069010-0068	1/13/77	1,073,031	2/13/77	B1,073,031	REGISTERED	28
	28 -						
JAPAN	069010-0069	9/22/87	3/067,1985	9/22/87	2,010,250	REGISTERED	24
	24 - Toys, and all other goods in class						
ARGENTINA	069010-0070	12/17/73	975,994	7/1/85	1,149,717	REGISTERED	28
	28 -						
COLOMBIA	069010-0071	N/A	N/A	10/25/74	83,506	REGISTERED	28
	28 -						
FRANCE	069010-0072	2/18/77	239,746	7/1/87	1,416,267	REGISTERED	28
	28 -						
PANAMA	069010-0073	N/A	N/A	10/14/83	032,972	REGISTERED	16
	16 -						
PANAMA	069010-0074	N/A	N/A	10/14/83	032,973	REGISTERED	28
	28 -						
URUGUAY	069010-0075	N/A	N/A	8/12/74	133,305	REGISTERED	28
	28 - Sets of toy models; sets to paint guided by numbers; sets of Christmas ornaments; art or entertainment sets (hobby); toys and educational toys and other articles in Classes 6, 15 and 23						

DOMINICAN REPUBLIC	069010-0076	1/27/83	35,088	3/8/83	35,088	REGISTERED	
-							
DOMINICAN REPUBLIC	069010-0077	1/27/83	35,075	3/7/83	35,075	REGISTERED	
-							
DOMINICAN REPUBLIC	069010-0078	1/27/83	35,087	3/8/83	35,087	REGISTERED	
-							
DOMINICAN REPUBLIC	069010-0079	1/27/83	35,086	3/8/83	35,086	REGISTERED	
-							
AUSTRALIA	069010-0345	N/A	N/A	5/21/76	A303,791	REGISTERED	28
28 -							
MEXICO	069010-0348	5/23/85	249,209	8/9/85	310,686	REGISTERED	22
22 -							

### FUNDIMENSIONS & DESIGN

UNITED STATES	069010-0058	8/15/1973	72/465,647	10/15/1974	995,805	REGISTERED	22
22 -	Model toy kits						
MEXICO	069010-0059	7/26/93	220,603	1/26/84	296,486	REGISTERED	16
16 -							
BRAZIL	069010-0060	N/A	N/A	10/27/81	730258270	REGISTERED	16
16 -							
CANADA	069010-0061	10/1/73	368,490	10/18/74	202,579	REGISTERED	0
0 -	Model toy kits, paint by number sets, Christmas ornament kits and hobby craft kits						
CHILE	069010-0062	N/A	N/A	3/21/74	282,996	REGISTERED	28
28 -							
ECUADOR	069010-0063	N/A	N/A	8/21/76	2100	REGISTERED	28
28 -							
PARAGUAY	069010-0064	N/A	N/A	2/20/74	109,618	REGISTERED	28
28 -							
PERU	069010-0065	3/30/79	021,674/79	12/4/79	026,082	REGISTERED	28
28 -							
VENEZUELA	069010-0066	N/A	N/A	1/31/78	86,101	REGISTERED	22
22 -							
PARAGUAY	069010-0344	N/A	N/A	2/20/74	109,617	REGISTERED	16
16 -							
VENEZUELA	069010-0349	N/A	N/A	11/17/77	85.465-F	REGISTERED	50
50 -							

### GOLDEN STATE ARROW

UNITED STATES	069010-0084	8/2/74	73/028,527	6/24/75	1,015,351	REGISTERED	28
28 -	Toy train sets						



**GREAT PLAINS EXPRESS**

UNITED STATES	069010-0085	7/30/79	73/225,443	4/28/81	1,152,546	REGISTERED	28
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28 - Toy train sets

**(LIONEL) GREAT RAILWAY ADVENTURES**

UNITED STATES	069010-0086	4/23/98	75/472,936			PENDING	9,16,28
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9 - Cassettes, tapes, CDs and other media featuring prerecorded audio and video  
 16 - Books  
 28 - Toy train sets incorporating figures and storybooks sold as units, toy trains, and toy train sets, and accessories therefore

UNITED STATES	069010-0138	4/23/1998	75/473,307			PENDING	9,16,28
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9 - Cassettes, tapes, CDs and other media featuring prerecorded audio and video  
 16 - Books  
 28 - Toy train sets incorporating figures and storybooks sold as units, toy trains, and toy train sets, and accessories therefore

**IVES**

UNITED STATES	069010-0257	12/16/1999	75/872,442			REGISTERED	28
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28 - Toy trains and parts and accessories thereof, including track clips

**JOSH AND JENNIE**

UNITED STATES	069010-0087	6/5/1998	75/496,666	12/28/1999	2,303,691	REGISTERED	16,28
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16 - Children's books  
 28 - Toy train sets incorporating figures and storybooks sold as units, toy trains, and toy train sets

**L**

UNITED STATES	069010-0338	2/21/1997	75/245,621			PENDING	28
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28 - Toy trains and parts and accessories therefor

**L & DESIGN (LION)**

CANADA	069010-0090	3/17/1997	839,590	5/14/1998	494,636	REGISTERED	0
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0 - Toy trains and parts and accessories therefor

*L & DESIGN (LION) continued . . .*

UNITED STATES	069010-0088	2/9/1999	75,636,880	2/1/2000	2,314,559	REGISTERED	28
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28 - Toy trains and parts and accessories therefor

UNITED STATES	069010-0089	7/12/45	71/485,730	10/11/49	443,429	REGISTERED	21
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21 - Molded plastic electrical housings or parts, namely, cases for electrical fence controllers, cases for telephone loading coils, and bases for telephone keys

**L & DESIGN (STYLIZED L IN A CIRCLE)**

CANADA	069010-0093	3/17/1997	835,591	5/14/1998	494,635	REGISTERED	0
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0 - Toy trains and parts and accessories therefor

EUROPEAN UNION (CT	069010-0094	4/10/1997	000510958	5/28/1999	000510958	REGISTERED	28
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28 - Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees

GERMANY	069010-0095	4/13/1997	39716337.1	7/16/1997	39716337	REGISTERED	28
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28 -

UNITED KINGDOM	069010-0096	4/10/1997	2,129,239	4/10/1997	2,129,239	REGISTERED	28
28 - Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees; toy trains; parts and fittings for the aforesaid goods							

UNITED STATES	069010-0091	8/4/1961	72/125,393	8/21/1962	736,342	REGISTERED	28
28 - Kit toys							

UNITED STATES	069010-0092	11/8/1961	72/131,589	1/1/1963	742,952	REGISTERED	28
28 - Toy railroad trains							

**LIONEL L AMERICAN LEGEND**

UNITED STATES	069010-0097	8/7/97	75/337,171			PENDING	25
25 - Clothing, namely, t-shirts, jackets, sweatshirts, sweatpants, hats, bibs and rompers							

**L LIONEL & DESIGN**

GERMANY	096010-0102	12/13/1989	L32993/28WZ	11/6/1990	1,167,283	REGISTERED	28
28 - Games, including electrical and electronic games; toys, especially electrical and mechanical toy train sets, cars, other toy vehicles and construction kits; dolls and toy figures and other toy-like miniaturized objects including doll's kitchens							

HONG KONG	069010-0098	4/9/1988	1811/88	11/17/1992	4652/1992	REGISTERED	28
28 -							

CANADA	096010-0101	1/31/66	294,750	9/8/67	152,924	REGISTERED	0
0 - (1) Toy trains; (2) phonographs and the parts thereof, tape recorders and parts thereof, phonograph records, recording and pre-recorded tape							

UNITED KINGDOM	096010-0103	1/31/66	890,019	1/31/66	890,019	REGISTERED	28
28 -							

**L LIONEL AMERICAN LEGEND (Design)**

UNITED STATES		08/07/97	75/337,171			PENDING	25
25 - Clothing, Namely, T-shirts, Jackets, Sweatshirts, Sweatpants, Hats, Bibs and Rompers							

**L LIONEL LARGE SCALE & DESIGN**

UNITED STATES	069010-0144	5/31/1988	73/731,450	1/24/1989	1,521,981	REGISTERED	28
28 - Toys, namely trains and train accessories							

**L LIONEL SINCE 1900 & DESIGN**

UNITED STATES	069010-0099	8/7/1997	75/337,172	6/6/2000	2,355,674	REGISTERED	25
25 - Clothing, namely, t-shirts, jackets, sweat shirts, sweat pants, cloth bibs, rompers and hats							

**L LIONEL TRAINS AMERICAN LEGEND (Design)**

UNITED STATES	069010-0100	08/07/97	75/337,257			PENDING	25
25 - Clothing, Namely, T-shirts, Jackets, Sweatshirts, Sweatpants, Hats, Bibs and Rompers							

**LAYOUT MASTER**

UNITED STATES		12/30/96	75/219,697	03/17/98	2,144,348	REGISTERED	9
9 - Electronic Controls for Operating Miniature Model Railroads							

**LIONEL**

MEXICO	069010-0106	5/29/1989	63,394	12/11/1990	388,112	REGISTERED	22
22 - Electric toy trains, toy stove, converted for bells, toy pats pots mechanical trains including converted for trains are in general all kind of games, toys and sport articles							
X -							

NEW ZEALAND	069010-0107	5/19/1976	115,722	5/19/1976	115,722	REGISTERED	28
	28 - Games, toys and other playthings, including toy railway sets, parts of such goods, including toy rails, toy locomotives, toy carriages, toy stations, toy signals, and other accessories of such toy railway sets in this class						
PANAMA	069010-0108	12/9/1983	034,637	8/1/1984	034,637	REGISTERED	28
	28 - Games and playthings, gymnastic and sporting articles (except clothing), ornaments and decorations for Christmas trees						
SOUTH AFRICA	069010-0109	N/A	N/A	8/12/1937	1008/37	REGISTERED	28
	28 -						
SPAIN	069010-0110	11/23/1934	N/A	2/22/1935	101,139	REGISTERED	28
	28 - Toys, especially, trains, boats, ranges, figures, animals, and engineering building elements						
VENEZUELA	069010-0113	N/A	N/A	12/13/1943	14,516	REGISTERED	22
	22 -						
ARGENTINA	069010-0114	10/13/1983	1,407,694	9/30/1992	1,404,924	REGISTERED	28
	28 -						
AUSTRALIA	069010-0115	N/A	N/A	12/17/1934	A65131	REGISTERED	28
	28 - Electrically and mechanically operated toys including trains, boats, model figures, model animals and stove ranges; fittings for electric and mechanical trains and train outfits; and constructional toys						
BENELUX	069010-0116	5/13/1971	00527386	5/13/1971	0030874	REGISTERED	9,28
	9 - 28 -						
BENELUX	069010-0117	2/6/1990	741,060	2/6/1990	476,643	REGISTERED	28
	28 - Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees						
CANADA	069010-0118	2/15/1990	651,158	1/24/1992	393,114	REGISTERED	0
	0 - (1) Model train sets, model vehicles and accessories therefor, transportation toys and toy vehicles; (2) electronically operated toy vehicles; (3) toy action figures and accessories therefor; (4) board games; (5) stuffed toy animals						
CANADA	069010-0119	7/12/1933	157,937	8/8/1933	57,246	REGISTERED	0
	0 - (1) Electrical trains, toy transformers, bell ringing transformers, toy boats, toy ranges, mechanical trains, toy sailboats, figures, animals, and electrical and mechanical accessories for toy trains and train outfits, elements for toy engineering structures; (2) toy automobile racing sets and accessories						
DOMINICAN REPUBLIC	069010-0120	N/A	N/A	5/15/1984	37,010	REGISTERED	
	-						
EUROPEAN UNION (CT)	069010-0104	4/10/1997	000510933	6/23/1999	000510933	REGISTERED	28
	28 - Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees						
FRANCE	069010-0121	6/20/1989	138,407	6/20/1989	1,626,024	REGISTERED	9,28
	9 - 28 -						
GERMANY	069010-0122	12/13/1989	32992-28WZ	11/6/1990	1,167,281	REGISTERED	28
	28 -						
<i>LIONEL CONTINUED . . .</i>							
HONG KONG	069010-0123	4/9/1988	1812/88	4/9/1988	2853/1989	REGISTERED	28
	28 - Games, playthings and parts and fittings therefor						

ITALY	069010-0124	11/6/1956	RM96COO4888	1/9/1998	759311	REGISTERED	28
	28 - Electrical toy trains; games and playthings; gymnastics and sporting articles (except clothing); ornaments and decorations for Christmas trees						
ITALY	069010-0125	2/1/1988	32991C/88	1/4/1990	520,007	REGISTERED	18
	18 -						
AUSTRALIA	069010-0126	2/21/1990	529,143	3/4/1992	529,143	REGISTERED	28
	28 - Games and plaything; gymnastic and sporting articles not included in other classes; decorations for Christmas trees; toys including construction toys, electric toys, electronically operated toys, stuffed toys, activity toys, transportation toys, plus toys, riding toys, and toy vehicles; board games, electronic games in this class, action games, card games; toy aeroplanes, toy construction blocks, model train sets, model vehicles and accessories in this class therefor, electronically operated toy vehicles, stuffed toy animals, children's multiple activity toys, toy action figures and accessories in this class therefor; and accessories and equipment in this class for use in relation with all of the aforementioned goods						
UNITED STATES	069010-0129	11/29/1978	73/194,991	12/1/1981	1,180,563	REGISTERED	42
	42 - Speciality toy retailing store services						
JAPAN	069010-0105	4/3/1985	60-034166	12/18/1987	2,007,134	REGISTERED	24,+
	24 - Toys trains and related toy train accessories and all other goods in this class						
	+ -						
UNITED KINGDOM	069010-0111	1/23/1990	1,412,292	1/23/1990	1,412,292	REGISTERED	28
	28 - Toys; games; playthings; toy aeroplanes, vehicles construction blocks or action figures; electronically operated toy vehicles; stuffed toys; stuffed toy animals; transport toys; riding toys; board games; electronic games; card games; apparatus for playing games; model train sets; model vehicles; parts and fittings for all the aforesaid goods						
UNITED KINGDOM	069010-0112	1/1/1934	547,375	1/1/1934	547,375	REGISTERED	28
	28 - Electrical and mechanical trains, boats, stove ranges, model figures, model animals, fittings for electric and mechanical trains, and train outfits, all being toys, and constructional toys						
MEXICO	069010-0284	7/14/1983	220140	1/24/1984	296403	REGISTERED	22
	22 -						
UNITED STATES	069010-0312	10/29/2003	78/320,101			PENDING	16
	16 - Packaging for model toy trains and model toy train accessories, namely, paper boxes, cardboard boxes and plastic bubble packs; printed matter, namely, magazines, manuals, books and catalogs, book bindings, photographs and stationery						

#### LIONEL (BICYCLES)

UNITED STATES	069010-0127	10/25/1989	73/833,753	7/10/1990	1,605,436	REGISTERED	12
	12 - Bicycles						

#### LIONEL CONSTRUCTION SET

UNITED STATES	069010-0132	9/22/1998	75/557,605			REGISTERED	28
	28 - Toy trains, toy train sets and parts and accessories therefor, including those in kit form						

#### LIONEL COUNTY

UNITED STATES	069010-0133	8/7/1997	75/337,259			REGISTERED	28
	28 - Toy vehicles						
CANADA	069010-0134	7/24/1997	851,848			REGISTERED	00
	00 - Toy vehicles						

**LIONEL & DESIGN**

CANADA	069010-0101	1/31/1966	294,750	9/8/1967	152,924	REGISTERED	0
0 - (1) Toy trains; (2) phonographs and the parts thereof, tape recorders and parts thereof, phonograph records, recording and pre-recorded tape							

**LIONEL ELECTRIC TOY TRAINS**

BRAZIL	069010-0135	6/15/1949	117,831	6/15/1949	2,362,821	REGISTERED	10, 28
10 - 28 -							

**LIONEL EXPRESS**

UNITED STATES	069010-0136	5/15/1997	75/292,501			PENDING	42
42 - Retail store and kiosk services in the fields of toy trains and parts and accessories therefor, clothing and other merchandise							
CANADA	069010-0137	5/8/1997	844,523			PENDING	00
00 - Kiosk services in the field of toy trains and parts there accessories therefor, and clothing and other merchandise							

**LIONEL (KIT TOYS)**

UNITED STATES	069010-0243	3/17/2003	78/226,487	3/23/2004	2,825,192	REGISTERED	28
28 - Toy model hobby craft kits							
UNITED STATES	069010-0128	8/4/1961	72/125,394	7/31/1962	735,256	REGISTERED	28
28 - Kit Toys							

**LIONEL (TOYS)**

UNITED STATES	069010-0130	1/12/1934	71/345,968	5/22/1934	313,353	REGISTERED	28
28 - Toys-namely, trains, boats, figures, animals, and engineering building elements							

**LIONEL BIG, RUGGED TRAINS**

UNITED STATES	069010-0161	4/16/1998	75/469,019	11/30/1999	2,295,314	REGISTERED	28
28 - Toy and collectible miniature vehicles and parts and accessories therefor							
CANADA	069010-0162	6/2/1998	880,173			PENDING	00
00 - Toy and collectible miniature vehicles and parts and accessoires therefor							

**LIONEL CITY**

UNITED STATES	069010-0131	9/13/1996	75/165,147	11/3/1998	2,201,889	REGISTERED	28
28 - Toys, namely, toy trains, train accessories and electric toy train transformers							
CANADA	069010-0347	3/17/1997	839,585			REGISTERED	00
00 - Toy trains and parts and accessories thereof							

**LIONEL KIDDIES CITY**

UNITED STATES	069010-0333	10/2/2003	78/308,814			PENDING	28
28 - Toys including toy model train accessories							
UNITED STATES	069010-0141	8/25/1980	73/275,424	4/5/1983	1,234,006	REGISTERED	42
42 - Specialty toy retailing store services							

**LIONEL HEIGHTS**

UNITED STATES	069010-0139	2/25/1998	75/440,166			PENDING	28
28 - Toy vehicles							

CANADA	069010-0140	7/24/1997	851,847			PENDING	00
	00 - Toy vehicles						

**LIONEL L CLASSICS & DESIGN (CATALOG)**

UNITED STATES	069010-0142	3/8/1989	73/785,341	1/9/1990	1,576,556	REGISTERED	28
	28 - Toys, namely trains and train accessories						

**LIONEL L CLASSICS & DESIGN (LOGO)**

UNITED STATES	069010-0143	8/13/1996	75/165,148			REGISTERED	
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**LIONEL LEGENDARY TRAINS [AND DESIGNS]**

UNITED STATES	069010-0145	8/7/1997	75/337,258	7/10/2001	2,468,080	REGISTERED	25
	25 - Clothing, namely, t-shirts, jackets, sweat shirts, sweat pants, cloth bibs, rompers and hats						

**LIONEL LEGENDS**

UNITED STATES	069010-0147	09/13/96	75/165146	11/03/98	2,201,888	REGISTERED	28
	28 - Toy Trains and Accessories Therefor						

UNITED STATES	069010-0146	2/14/1991	74/139,094			PENDING	28
	28 - Electric toy trains and toy train accessories						

CANADA	069010-0346	3/17/1997	839,586			PENDING	00
	00 - Toy trains and parts and accessories thereof						

**LIONEL LINES**

CANADA	069010-0149	3/17/1997	839,587	1/26/2000	522,234	REGISTERED	0
	0 - Toy trains and parts and accessories thereof						

UNITED STATES	069010-0148	9/13/1996	75/165,078	12/1/1998	2,207,490	REGISTERED	28
	28 - Toy trains and accessories therefore						

**LIONEL ORANGE**

UNITED STATES	069010-0152	5/5/2000	76/042,349			PENDING	
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**LIONEL PLAY WORLD**

UNITED STATES	069010-0332	10/2/2003	73/308,762			PENDING	28
	28 - Toys including toy model train layout accessories						

UNITED STATES	069010-0153	7/21/1980	73/271,182	4/5/1983	1,234,005	REGISTERED	42
	42 - Specialty toy retailing store services						

**LIONEL PRESCHOOL & DESIGN**

UNITED STATES	069010-0154	2/1/1994	74/485,323	1/23/1996	1,951,817	REGISTERED	28
	28 -						

**LIONEL METROPOLIS RAILROAD/ TRAIN SET**

UNITED STATES	069010-0150	3/18/1999	75/657,584			PENDING	28
	28 - Toy trains and parts and accessories therefore						

CANADA	069010-0151	3/18/1999	1,009,060			PENDING	28
	28 - Toy trains and parts and accessories therefor						

**LIONEL ROUTE 66**

UNITED STATES	069010-0155	9/13/1996	75/165,0976	6/15/1999	2,253,979	REGISTERED	28
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28 - Toy train set accessories, namely, collectible buildings and roadway systems

**LIONEL SAFARI ADVENTURE SET**

UNITED STATES	069010-0156	3/10/1999	75/657,579			PENDING	28
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28 - Toy trains and parts and accessories therefore

CANADA	069010-0157	3/18/1999	1,009,059			PENDING	00
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00 - Toy trains and parts and accessories therefor

**LIONEL SINCE 1900 (& DESIGN)**

UNITED STATES	069010-0158	3/26/2002	76/387,180	1/28/2003	2,680,647	REGISTERED	28
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28 - Toy trains and parts and accessories therefore

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

UNITED STATES	069010-0175	2/26/2001	76/216,535	10/29/2002	2,641,950	REGISTERED	16
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16 - Packaging for model toy trains and model toy train accessories, namely, paper boxes, cardboard boxes and plastic bubble packs; printed matter, namely, magazines, train manuals, historical books and catalogs of model toy trains, book bindings, photographs and stationery

**LIONEL WARHORSE**

UNITED STATES	069010-0159	9/13/1996	75/165,077	6/8/1999	2,251,680	REGISTERED	28
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28 - Toy trains and accessories therefore

**LIONEL ZW**

UNITED STATES	069010-0160	9/13/1996	75/165,079			PENDING	28
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28 - Toys, namely, toy trains, accessories therefor and toy train transformers

**LIONELVILLE**

UNITED STATES	069010-0163	8/8/1991	74/192,680	10/12/1993	1,797,950	REGISTERED	28
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28 - Toys, namely, trains and train accessories, and Christmas tree ornaments

CANADA	069010-0164	3/17/1997	839,588	5/14/1998	494,637	REGISTERED	0
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0 - (1) Toy trains and parts and accessories therefor; (2) toys, namely trains and train accessories, and Christmas tree ornaments

UNITED STATES	069010-0165	10/29/2002	76/462,705	9/2/2003	2,758,658	REGISTERED	28
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28 - Toys, namely toy trains and toy train accessories; die cast vehicles; plastic toy trucks; tin toys, namely figures, vehicles and games; Christmas tree ornaments

**LIONELVILLE (& DESIGN)**

UNITED STATES	069010-0321	12/23/2003	78/345,034			PENDING	28
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28 - Model toy trains and accessories therefore

**LIONELVISION**

UNITED STATES	069010-0166	4/16/1998	75/469,034			PENDING	
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CANADA	069010-0167	6/2/1998	880,170			PENDING	00
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00 - Toy trains and parts and accessories therefor

**LIONMASTER**

UNITED STATES	069010-0168	2/5/1999	75/637,671	10/2/2001	2,494,754	REGISTERED	28
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28 - Toy trains and parts and accessories therefore

CANADA	069010-0169	2/5/1999	1,004,258			PENDING	00
	00 - Toy trains and parts and accessories therefor						
<b>LITTLE LIONEL</b>							
UNITED STATES	069010-0170	2/4/1998	75/428,706	8/1/2000	2,373,439	REGISTERED	28
	28 - Toy trains and parts and accessories therefor						
UNITED STATES	069010-0171	8/28/1998	75/544,028	6/13/2000	2,358,587	REGISTERED	28
	28 - Toy trains and toy vehicles and replacement parts therefor						
<b>LOCKON</b>							
UNITED STATES	069010-0172	3/26/2002	76/387,125	4/22/2003	2,708,957	REGISTERED	28
	28 - Toy train accessories, namely, electrical contacts for toy train tracks						
<b>MAGNE-TRACTION</b>							
UNITED STATES	069010-0173	6/24/1950	71/599,710	5/19/1953	574,511	REGISTERED	28
	28 - Toy electric trains						
<b>MAGNIVISION</b>							
UNITED STATES	069010-0174	6/29/2001	76/278,633	11/19/2002	2,651,493	REGISTERED	35
	35 - Retail store services, namely, providing information and enhanced viewing of toy trains and accessories on a global computer network						
<b>ODYSSEY</b>							
UNITED STATES	069010-0176	4/16/1998	75/469,033	8/28/2001	2,482,776	REGISTERED	28
	28 - Toy trains, toy train motors and parts and accessories						
CANADA	069010-0177	6/2/1998	880,175			PENDING	02
	02 - Toy trains, toy train motors, and parts and accessories therefor						
<b>PERFORMANCE ARCHERY EQUIPMENT</b>							
UNITED STATES		02/21/89	73/781,830	10/31/89	1,563,513	REGISTERED	28
	28 - Archery Bows, Arrows, Quivers, Cable Guards, Arm Guards, Shooting Gloves, and Archery Bow Cases						
<b>POSI-LOCK</b>							
UNITED STATES	069010-0180	5/23/1988	73/730,281	4/25/1989	1,536,513	REGISTERED	28
	28 - Toys, namely a mechanism for joining toy train tracks sold as a component part of the track						
<b>POWERMASTER</b>							
UNITED STATES	069010-0183	6/24/1994	74/541,868			PENDING	28
	28 - Toys, namely toy trains, train accessories and electric toy train transformers						
UNITED STATES	069010-0184	11/6/1987	73/694,616	6/28/1988	1,494,381	PENDING	28
	28 - Toys electric transformers						
UNITED STATES	069010-0185	9/13/1996	75/165,149	12/1/1998	2,207,491	REGISTERED	28
	28 - Electric toy train transformers and regulators						
<b>POWERMASTERS</b>							
UNITED STATES	069010-0181	11/12/1987	73/695,339	6/21/1988	1,493,318	REGISTERED	28
	28 - Toys, namely toy figures, vehicles and accessories						
<b>PH-1 POWERHOUSE</b>							
UNITED STATES	069010-0178	6/6/1994	74/533,304	1/30/1996	1,953,725	REGISTERED	28
	28 - Toys, namely toy trains, train accessories and electric toy train transformers						



**PM-1 POWERMASTER**

UNITED STATES	069010-0179	6/6/1994	74/533,313			PENDING	28
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28 - Toys, namely toy trains, train accessories and electric toy train transformers

**POWER MASTERS & DESIGN**

UNITED STATES	069010-0182	11/6/1987	73/695,371	6/28/1988	1,499,744	REGISTERED	28
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28 - Toys, namely toy figures, vehicles and accessories

**POWERSTATION**

UNITED STATES	069010-0186	12/7/1994	74/608,105			PENDING	28
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28 - Toys, namely toy trains, train accessories and electric toy train transformers

**POWERSTATION-POWERHOUSE**

UNITED STATES	069010-1087	8/3/1998	75/529,594	12/25/2001	2,521,500	REGISTERED	28
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28 - Toys, namely toy trains, train accessories and electric toy train transformers

**PULLMOR**

UNITED STATES	069010-0188	7/27/1979	73/225,194	4/28/1981	1,152,544	REGISTERED	28
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28 - Motors sold as a component part of toy train sets

UNITED STATES	069010-0245	4/1/2003	78/232,506	3/2/2004	2,819,957	REGISTERED	28
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28 - Motors sold as a component part of toy train sets

**RAILROAD SPIKE**

UNITED STATES	069010-0191	6/26/1991	74/179,944	1/5/1993	1,745,185	REGISTERED	16
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16 - Books, printed instructional material, pamphlets and brochures relating to toy trains and accessories

**RAIL TALES**

UNITED STATES	069010-0190	1/12/1998	75/416,675	6/13/2000	2,358,213	REGISTERED	16
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16 - Children's books featuring trains

**RAIL TALES PLAY STAGES**

UNITED STATES	069010-0200	1/8/1998	75/415,118			REGISTERED	16, 28
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16 -Books  
28 -Toy train sets incorporating figures and storybooks sold as units; toy trains; and toy train sets

**RAIL SCOPE**

UNITED STATES	069010-0189	8/14/1989	73/818,959	3/27/1990	1,589,124	REGISTERED	28
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28 - Toys, namely trains and train accessories.

**RAILSCOPE**

HONG KONG	069010-0192	2/11/1989	1047/89	5/20/1991	1562/91	REGISTERED	28
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AUSTRALIA	069010-0193	12/30/1988	502,347	11/29/1990	502,347	REGISTERED	28
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CANADA	069010-0194	12/21/1988	622,099	3/23/1990	367,148	REGISTERED	
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FRANCE	069010-0195	2/21/1989	111,979	2/21/1989	1,664,104	REGISTERED	
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GERMANY	069010-0196	1/18/1989	L31883/28WZ	6/7/1990	1,159,787	REGISTERED	
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ITALY	069010-0197	2/15/1989	38245C/89	5/4/1992	568,295	REGISTERED	28
	28 -						

UNITED KINGDOM	069010-0198	4/1/1989	1,368,748	2/8/1991	1,368,748	REGISTERED	28
	28 - Games, playthings, toy trains, tracks for toy trains, toy trucks, toy figures, toy cars, toy vehicles, parts and fittings for all the aforesaid goods						

**RAILSOUNDS**

UNITED STATES	069010-0199	4/15/2002	76/395,868	4/29/2003	2,711,066	REGISTERED	28
	28 - Model train accessories, namely, model toy train sound systems consisting namely of electronic boards and memory cards						

**RAIL VISIONS**

UNITED STATES	069010-0201	2/24/1997	75/246,195			REGISTERED	28
	28 - Toy trains and parts and accessories therefore						

**REVOLVER**

UNITED STATES	069010-0202	10/21/1987	73/690,905	6/7/1988	1,491,304	REGISTERED	28
	28 - Toy tops						

**REVOLVERS & DESIGN**

UNITED STATES	069010-0203	1/26/1990	74/022,292	12/18/1990	1,628,447	REGISTERED	28
	28 - Toy vehicles						

CANADA	069010-0204	2/16/1990	651,099	1/18/1991	378,616	REGISTERED	1
	1 - Toy vehicles.						

UNITED STATES	069010-0250	11/30/1989	74/075,677	1/15/1991	1,631,752	REGISTERED	28
	28 - Toy vehicles						

**REVOLVERS**

UNITED STATES	069010-0205	11/30/1989	74/006,152	7/17/1990	1,606,531	REGISTERED	28
	28 - Toy tops						

AUSTRALIA	069010-0206	2/21/1990	529,145	4/4/1992	529,145	REGISTERED	28
	28 - Toy tops						

NEW ZEALAND	069010-0207	2/28/1990	200,172			PENDING	28
	28 -						

UNITED KINGDOM	069010-0208	2/27/1990	1,416,265	10/4/1991	1,416,265	REGISTERED	28
	28 - Toys; toy vehicles; model vehicles; toy cars; toy trucks; toy car tracks; toy car games; parts and fittings for all the aforesaid goods; all included in Class 28; but not including toy guns						

**ROUTE 66**

CANADA	069010-0209	3/17/1997	839,589	3/5/1999	508,894	REGISTERED	0
	0 - Toy trains and parts and accessories therefore.						

**SOFTTRACK**

UNITED STATES	069010-0210	4/16/1998	75/469,032			PENDING	28
	28 - Toy trains, track and parts and accessories						

CANADA	069010-0211	6/2/1998	880,174			PENDING	00
	00 - Toy trains and parts and accessories therefor						

**STANDARD O**

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UNITED STATES	069010-0351	4/12/2004	78/400,217			PENDING	28
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28 - Model toy trains

**STANDARD OF THE WORLD**

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UNITED STATES	069010-0212	1/21/2000	75/899,926	7/30/2002	2,601,928	REGISTERED	28
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28 - Toy trains and parts and accessories therefor

**SUPER "O"**

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UNITED STATES	069010-0214	2/6/2003	78/211,834			PUBLISHED	280
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28 - Model toy train track

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UNITED STATES	069010-0213	1/29/1997	75/233,110			PENDING	280
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28 - Toy train track systems, including track and controls

**THE BIG TRAIN FOR SMALL HANDS**

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UNITED STATES	069010-0215	7/30/1979	73/225,450	3/2/1982	1,191,238	REGISTERED	28
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28 - Toy train sets

**THE BLACK RIVER FREIGHT**

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UNITED STATES	069010-0216	7/30/1979	73/225,449	4/28/1981	1,152,547	REGISTERED	28
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28 - Toy train sets

**THE JAMES GANG**

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UNITED STATES	069010-0217	8/26/1980	73/275,712	11/17/1981	1,178,316	REGISTERED	28
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28 - Toy train sets

**THE LIONEL CORPORATION**

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UNITED STATES	069010-0218	10/4/1995	75/001,490	6/10/1997	2,070,640	REGISTERED	28
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28 - Toys, namely, toy trains and accessories therefor such as transformers and other components for operating, supporting, and decorating toy train sets

**THE MIGHTY SOUND OF STEAM**

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UNITED STATES	069010-0219	5/19/1971	72/392,515	11/17/1981	945,143	REGISTERED	28
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28 - Sound devices sold as a component part of train sets

**TIMBERLINE**

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UNITED STATES	069010-0220	7/30/1979	75/225,442	9/1/1981	1,167,476	REGISTERED	28
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28 - Toy train sets

**TMCC**

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UNITED STATES	069010-0221	5/6/2002	76/404,278	4/8/2003	2,704,293	REGISTERED	28
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28 - Toy train accessories, namely, control devices to operate model toy trains and remote control devices to operate model toy trains and accessories therefore, namely, toy figures, crossing signals, crossing gates, crossing flasher lights, tracks, and toy buildings and parts therefore

**TRAIN MASTER [W/]**

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UNITED STATES	069010-0320	3/24/2000	76/009,080	8/21/2001	2,479,545	REGISTERED	28
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28 - Toy model train sets

**TRAINMASTER**

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UNITED STATES	069010-0222	12/19/1938	71/414,002	71/414,002	368,274	REGISTERED	28
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UNITED STATES	069010-0223	3/26/2002	76/387,740	8/24/2004	2,876,069	REGISTERED	28
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28 - Toy train accessories, namely, control devices to operate model toy trains and remote control devices to operate model toy trains and accessories and parts therefore

**TRAINS 'N TRUCKIN'**

UNITED STATES	069010-0224	08/13/76	73/096,576	07/26/77	1,070,302	RENEWED	28
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28 - Toy Electric Train Sets and Related Toy Accessories for Playing with Said Train Sets

**TRAINSOUNDS**

UNITED STATES	069010-0375	7/12/2004	78/449,400			PENDING	28
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28 - Model toy train accessories, namely, model toy train sound systems

**TRANSPARENT CASE & DESIGN (NIAGARA DESIGN)**

UNITED STATES	069010-0324	7/28/2003	78/279,661			PENDING	28
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28 - Toy model trains; display case for toy model trains

**TRANSUNIVERSE**

UNITED STATES	069010-0225	8/6/1982	73/378,596	5/31/1983	1,240,505	REGISTERED	28
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28 - Toy trains and accessories, sold as a unit

**VILLAGE TROLLEY CO.**

UNITED STATES	069010-0226	6/5/1998	75/496,667	6/13/2000	2,356,615	REGISTERED	28
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28 - Toy trains, namely, trolleys, and parts therefore

**VILLAGE TROLLEY COMPANY**

UNITED STATES	069010-0227	8/2/1995	74/710,045	9/8/1998	2,188,051	REGISTERED	28
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28 - Toy trains, namely, trolleys, and parts therefor

**WORKIN' ON THE RAILROAD**

UNITED STATES	069010-0228	7/30/1979	73/225,446	9/1/1981	1,167,477	REGISTERED	28
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28 - Toys, Namely, Toy Trolleys

**YARDBOSS**

UNITED STATES	069010-0229	3/21/2000	76/006,051			PENDING	28
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28 - Toy trains and parts and accessories thereof, including model toy train transformers

**YARDMASTER**

UNITED STATES	069010-0230	8/2/1974	73/028,528	7/15/1975	1,015,875	REGISTERED	28
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28 - Toy train sets

**ZW**

UNITED STATES	069010-0231	7/15/1999	75/751,551	9/12/2000	2,385,344	REGISTERED	28
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28 - Toy train accessories and parts therefor

**ZWC CONTROLLER**

UNITED STATES	069010-0232	6/6/1994	74/533,407				28
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28 - Toys, namely toy trains, train accessories and electric toy train transformer

2. Grantor – Liontech Company

<b>REGISTRATION NO. OR APPLICATION NO.</b>	<b>REGISTRATION OR FILING DATE</b>	<b><u>MARK</u></b>
1791745	9/7/93	LIONTECH

B. TRADEMARK LICENSES

Agreements with Lionel L.L.C., as Licensor

1. License Agreement between The Encore Group and Lionel dated November 27, 2001.
2. License Agreement between Mark Feldstein and Association and Lionel dated November 5, 2003.
3. License Agreement between Giftco, Inc. and Lionel dated November 1, 2000.
4. License Agreement between Golden Bell Plastic Factory Ltd. and Lionel dated September 1, 2000 amended November 12, 2002.
5. License Agreement between Houston Harvest and Lionel dated May 8, 2003.
6. License Agreement between Impulse Wear Inc. and Lionel dated August 14, 2001.
7. License Agreement between J&A Hobbies and Lionel dated December 1, 2003.
8. License Agreement between Kalmbach Publishing Co. and Lionel dated October 29, 2002.
9. License Agreement between Kalmbach Publishing Co. and Lionel dated January 6, 2004.
10. License Agreement between Krause Publications and Lionel dated May 1, 2001.
11. License Agreement between M. Cornell Importers and Lionel dated March 4, 2003.
12. License Agreement between MBI Publishing and Lionel dated March 31, 2004.
13. License Agreement between Old Toys N Trains and Lionel dated August 26, 2003.
14. License Agreement between Period Toys Inc. and Lionel dated July 30, 2001 amended September 9, 2003.

15. License Agreement between Products 2 Retail and Lionel dated November 3, 2002.
16. License Agreement between Ready Made Toys and Lionel dated July 31, 2003.
17. License Agreement between TM Productions, Inc. (dba TM Books & Video) and Lionel dated October 5, 1999 renewed August 15, 2002.
18. License Agreement between Turner Publishing Company and Lionel dated September 25, 2002.
19. License Agreement between 2 Thumbs Entertainment and Lionel dated September 4, 2003.
20. License Agreement between York Wallcoverings, Inc. and Lionel dated June 2, 2004.
21. License Agreement between Allstar Marketing Group and Lionel dated December 22, 2003.
22. License Agreement between John Boswell Management and Lionel dated August 9, 2001.
23. License Agreement between Impulse Wear Inc. and Lionel dated December 1, 2003.
24. License Agreement between Cedco Publishing Company and Lionel dated December 1, 2003.
25. License Agreement between Corgi Classics Inc. and Lionel dated March 18, 2002 amended October 7, 2002 and January 27, 2004.
26. License Agreement between E. Mishan & Sons, Inc. and Lionel dated January 26, 2000.
27. License Agreement between Dan River Inc. and Lionel LLC dated November 13, 2003 (Attached notice from Licensee informs Licensor that Licensee has filed Chapter 11).
28. License Agreement between Schylling Associates, Inc. and Lionel dated September 26, 2002.
29. License Agreement between Accessory Time and Lionel dated July 22, 2003.

30. License Agreement between Kurt S, Adler, Inc. and Lionel dated August 11, 2001.
31. License Agreement between MDI Entertainment and Lionel dated May 30, 2001.
32. License Agreement between Hallmark Cards, Inc. and Lionel dated September 6, 2002.
33. Agreement between Lionel and Nancy Bailey & Associates (its Representative).



Agreements with Lionel L.L.C., as Licensee

1. Trademark License Agreement between General Mills, Inc. and Lionel dated April 13, 2002
2. Retail License Agreement between Gullane Entertainment d/b/a HIT Entertainment and Lionel dated January 1, 2004.
3. Trademark License Agreement between Morton International, Inc. and Lionel dated October 24, 2003.
4. License Agreement between Nestle USA – Beverage Division, Inc. and Lionel dated October 1, 2003.
5. License Agreement between Elvis Presley Enterprises, Inc. and Lionel dated July 29, 2002.
6. License Agreement between The Norman Rockwell Estate Licensing Company and Lionel dated February 28, 2003.
7. Sub-license Agreement between Educational Insights, Inc. and Lionel dated November 1, 2003.
8. Merchandising License Agreement between Twentieth Century Fox Licensing and Merchandising, a unit of Fox Entertainment Group, Inc. and Lionel dated July 1, 2003.
9. License Agreement between United States Steel Corporation and Lionel dated September 26, 2003.
10. Product License Agreement between Warner Brothers Consumer Products Inc. and Lionel dated February 11, 2004.
11. National License Agreement between Zamboni Merchandising Company, Inc and Lionel dated May 13, 2002.
12. Exclusive License Agreement between National Railroad Passenger (Amtrak) Corporation and Lionel dated April 13, 2002.
13. License Agreement by and between Carnegie Science Center and Lionel dated September 23, 2003.
14. License Agreement between Choo Choo Barn Inc. and Lionel dated August 25, 2003.
15. License Agreement between DaimlerChrysler Corporation and Lionel dated November 19, 2003.

16. Product License Agreement between Campbell Soup Company and Lionel dated July 1, 2002.

17. Disney Consumer Products, a division of Disney Enterprises, Inc. and Lionel dated January 1, 2004.

18. Trademark License Agreement between Ford Motor Company and Lionel dated March 14, 2003.

19. License Agreement between BFS Brands, LLC, Bridgestone Licensing Services, Inc. (collectively, "Licensor") and Lionel dated October 15, 2003.

20. GM Letter of Authorization from Equity Management Inc. (licensing representative for General Motors Corporation) and acknowledged by Lionel dated June 5, 2003.

21. Letter re: extension of the license agreement from Learning Curve International, Inc. dated January 17, 2002.