



To the Honorable Commissi

101163725

attached original documents or copy thereof.

MPD 10-4-99

1. Name of conveying party(ies):

BankBoston, N.A.

- Individual(s)
- General Partnership
- Corporation-State of Connecticut
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Racing Champions South, Inc.

(f/k/a/ Wheels Sports Group, Inc.)

Internal Address: _____

Street Address: 149 Gasoline Alley Drive

City: Mooreville State: NC Zip: 28117

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - North Carolina
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: April 14, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,873,832 1,907,313 2,140,094 2,139,941

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Peter W. Becker, Esq.

Internal Address: Reinhart, Boerner, Van Deuren
Norris & Rieselbach, s.c.
P.O. Box 514000
Milwaukee, WI 53203-3400

Street Address: 1000 North Water Street, Ste. 2100

City: Milwaukee State: WI Zip: 53202-0900

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41)..... \$115.00

- Enclosed
- Authorized to be charged to deposit account
- Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:

18-0882

(Attach duplicate copy of this page if paying by deposit account)

10/05/1999 MTHA11 00000269 1873832

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 75.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Peter W. Becker

September 30, 1999

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: [3]

RELEASE AND REASSIGNMENT OF TRADEMARK

WHEREAS, Racing Champions South, Inc. (f/k/a Wheels Sports Group, Inc.), a North Carolina corporation (the "Company"), owns the trademarks described in the attached Schedule A (the "Mark"), for which a recording is filed in the United States Patent and Trademark Office under the number set forth in the attached Schedule A; and

WHEREAS, pursuant to that certain Memorandum of Trademark and Service Mark Security Interest dated as of October 1, 1998, the Company granted a security interest in the Mark to BankBoston, N.A., as Agent (the "Agent") for a group of lenders, to secure performance by the Company of its obligations to such lenders;

WHEREAS, the Company has paid and performed in full its obligations to such lenders and terminated all further obligations of such lenders to extend credit to the Company and its affiliates; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent hereby terminates all of its right, title and interest in, to and under the Mark and reassigns and reconveys to the Company the Mark and all the good will of the business symbolized by the Mark, together with the application, registration and recordings in the United States Patent and Trademark Office, and all reissues, extensions or renewals thereof, together with the right to sue and recover damages for future infringements thereof and to stand in the place of the Agent in all matters related thereto.

The parties hereto have caused this Release and Reassignment of Trademark to be executed this 14th day of April, 1999.

RACING CHAMPIONS SOUTH, INC.

BANKBOSTON, N.A., as Agent

By [Signature]
Title:

By [Signature]
Title:

STATE OF MA)
COUNTY OF Suffolk) ss.

On 4/12/99 before me, the undersigned, a Notary Public in and for such State, personally appeared C. Anacris Picotelli, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the VP of BankBoston, N.A. and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

[SEAL]

Constancia B Moore
Notary Public
My Commission expires on: 3/24/06

SCHEDULE A
to
Release and Reassignment of Trademark

Racing Champions South, Inc.
(f/k/a Wheels Sports Group, Inc.)

<u>Trademark Registrations</u>		
<u>Description of Mark</u>	<u>U.S. Registrations</u>	<u>Registration Date</u>
Wheels Logo	1,873,832	January 17, 1995
Rookie Thunder	1,907,313	July 25, 1995
<u>Trademark Applications</u>		
<u>Description of Mark</u>	<u>Application Serial No.</u>	<u>Application Date</u>
Race Trek	74/681,340	Status Unknown
High Gear	75/116,369	June 10, 1996
The Buckin' Best	74/679,893	May 25, 1995
High Gear Rodeo	74/668,516	Status Unknown
Predator		Status Unknown
Viper	75/161,981	Formally Opposed