

12-14-1999



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101221774

SHEET

MD 11.29.99

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

☒ New

☐ Resubmission (Non-Recordation)
Document ID#

☐ Correction of PTO Error

Reel # Frame #

☐ Corrective Document

Reel # Frame #

Conveyance Type

☐ Assignment

☐ License

☐ Security

☐ Nunc Pro Tunc Assignment

☐ Merger

☐ Change of Name

☒ Other

Notice of Grant of Security Interest

Effective Date

Month Day Year

8/30/99

Conveying Party

☐ Mark if additional names of conveying parties attached

Name Racing Champions, Inc.

Execution Date
Month Day Year

8/30/99

Formerly

☐ Individual

☐ General Partnership

☐ Limited Partnership

☒ Corporation

☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization Illinois

Receiving Party

☐ Mark if additional names of receiving parties attached

Name First Union National Bank, as Administrative Agent

DBA/AKA/TA

Composed of

Address (line 1) 301 South College Street

Address (line 2) One First Union Center, TW-9

Address (line 3) Charlotte

NC

28202

City

State/Country

Zip Code

☐ Individual

☐ General Partnership

☐ Limited Partnership

☐ Corporation

☐ Association

☒ Other

National Banking Association

☐ Citizenship/State of
Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

12/13/1999 TT0N11

00000203 2269704

01 FC:481
02 FC:482

40.00 DP
525.00 DP

DUR1\246567.1

TRADEMARK
REEL: 001998 FRAME: 0281

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)



Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/658,059"/>	<input type="text" value="75/458,597"/>	<input type="text" value="75/458,054"/>	<input type="text" value="2,269,704"/>	<input type="text" value="2,194,327"/>	<input type="text" value="2,114,761"/>
<input type="text" value="75/658,057"/>	<input type="text" value="75,458,563"/>	<input type="text" value="75/458,051"/>	<input type="text" value="2,160,695"/>	<input type="text" value="2,241,140"/>	<input type="text" value="2,122,500"/>
<input type="text" value="75/574,009"/>	<input type="text" value="75/458,441"/>	<input type="text"/>	<input type="text" value="2,239,622"/>	<input type="text" value="2,184,597"/>	<input type="text" value="2,101,905"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed ☒ Deposit Account ☒
(any deficiency)
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes ☒

No ☐

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. Charges to deposit account are authorized, as indicated herein.

Mark D. Webbink

Name of Person Signing


Signature

11/24/99
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party ☐ **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organizaiton

Receiving Party ☐ **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of
Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s) ☐ **Mark if additional numbers attached**
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

2,117,048

1,910,242

1,625,027

1,590,061

2,184,595

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 30, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
----------------------	--------------------------------------	--------------------------

See attached schedule

Trademark Applications

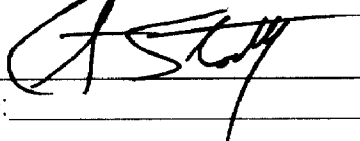
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
-----------------------------------	---	---------------------------------------

See attached schedule

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RACING CHAMPIONS, INC.

By: 
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RACING CHAMPIONS, INC.

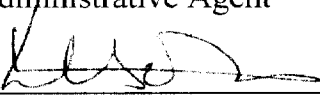
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By:  _____

Name: Kent Davis

Title: Vice President

Racing Champions, Inc.
(Illinois Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
POLICE U.S.A.	2,269,704	8/10/99
PREMIER GOLD	2,160,695	5/26/98
STREET WHEELS	2,239,622	4/13/99
TRUCKIN U.S.A.	2,194,327	10/6/98
STOCK RODS	2,241,140	4/20/99
GET REAL - COLLECT RACING CHAMPIONS	2,184,597	8/25/98
COMIC BOOK CHAMPIONS	2,184,595	8/25/98
CHASE CARS	2,114,761	11/18/97
MINT EDITION	2,122,500	12/16/97
RACING CHAMPIONS MINT	2,101,905	9/30/97
SPORTS CHAMPIONS	2,117,048	11/25/97
RACING CHAMPIONS and Design	1,910,242	8/8/95
SKYBIRDS	1,625,027	11/27/90
RACING CHAMPIONS	1,590,061	4/3/90

Pending Applications

Mark	Serial No.	Filing Date
ROARING RACERS	75-658,059	3/11/99
PRECIOUS METAL	75-658,057	3/11/99
PLATINUM CLUB	75-574,009	10/20/98
CUSTOM CRUISERS	75-458,597	3/27/98
RACING CHAMPIONS AUTHENTICS	75-458,563	3/27/98
TRACKSIDE	75-458,441	3/27/98
REFLECTIONS IN GOLD	75-458,054	3/27/98
AUTHENTICS BY RACING CHAMPIONS	75-458,051	3/27/98