

09-26-2000

FORM PTO-1594
(R.v. 6-93)



HEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)
Tab settings ⇌ ⇌

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Ertl Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- 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 Ertl, Inc.

Internal Address: _____

Street Address: P.O Box 500, 500 Hwys. 136 & 20

City: Dyersville State: IA Zip: 52040-0550

- Individual(s) citizenship _____
- Association _____
- General Partnership
- Limited Partnership
- Corporation - Delaware
- 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 _____
- Merger
- Change of Name

Execution Date: November 22, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,090,120 2,070,670 1,983,092

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: Suite 2100

Street Address: 1000 North Water Street

City: Milwaukee State: WI Zip: 53202-3186

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)..... \$90.00

- 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)

DO NOT USE THIS SPACE

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
Name of Person Signing

Signature

August 24, 2000

Date

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

649551

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

09/22/2000 GTON11 00000120 2090120

01 FC:481
02 FC:482

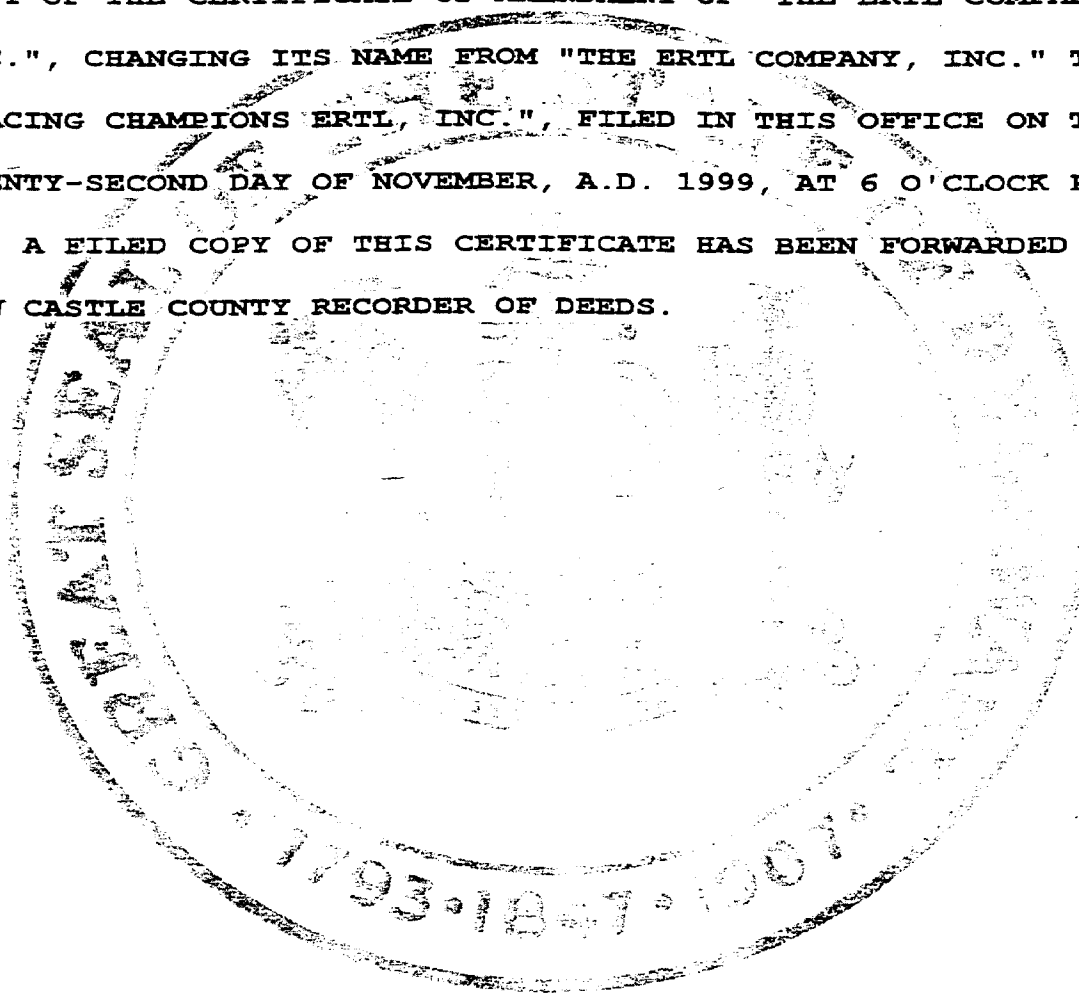
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TRADEMARK
REEL: 002147 FRAME: 0886

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE ERTL COMPANY, INC.", CHANGING ITS NAME FROM "THE ERTL COMPANY, INC." TO "RACING CHAMPIONS ERTL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1999, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0098807

DATE:

11-23-99

TRADEMARK

REEL: 002147 FRAME: 0887

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE ERTL COMPANY, INC.

The Ertl Company, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST. That the Sole Director of said corporation adopted the following resolution:

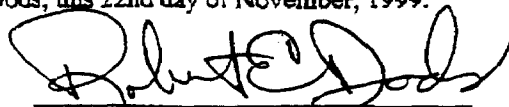
RESOLVED: That the Sole Director hereby declares it advisable and in the best interests of the corporation that Article 1 of the Certificate of Incorporation be amended to read as follows:

1. The name of the Corporation is Racing Champions Ertl, Inc.

SECOND. That the foregoing amendment has been consented to and authorized by the holders of all of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Robert E. Dods, this 22nd day of November, 1999.



Robert E. Dods, Chief Executive
Officer and Chairman of the Board

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** TOTAL PAGE.003 **