

10-27-2000

FORM PTO-1594

(Rev. 6-93)

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

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

5175-AA 5175 5763 5761 5764 5762 5761-A

To the Honorable Commissioner of Patents and Trademarks, I have received the attached original documents or copy thereof.

1. Name of conveying party(ies): 8-28-00
 The Ertl Company, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other _____
 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 Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: November 22, 1999

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)
See Attached Schedule

B. Trademark Registration No.(s)
See Attached Schedule
 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: 15
 7. Total fee (37 CFR 3.41)..... \$390.00
 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 [Signature] August 21, 2000
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: [4]

642839

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

TRADEMARK
 REEL: 002162 FRAME: 0957

SCHEDULE TRADEMARK REGISTRATIONS/APPLICATIONS

REGISTERED TRADEMARKS

REG. NO.	TRADEMARK
1676901	FORCE ONE
1700664	FARM COUNTRY
1483639	MIGHTY MOVERS
1080514	ERTL
1957092	BUMBLE BRIGHT
0986367	ERTL
2035572	TUFF TRAX
2086448	BUMBLE TOWN
1979543	ERTL COLLECTIBLES
1979542	ERTL COLLECTIBLES
1932237	PRESTIGE
0984388	MPC
0898028	MPC
1693779	AMERICAN MUSCLE

PENDING TRADEMARKS

APP. NO.	TRADEMARK
75838401	AMERICAN MUSCLE

State of Delaware
Office of the Secretary of State

PAGE 1

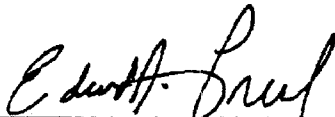
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE ERTL COMPANY, INC.", CHANGING ITS NAME FROM "THE ERTL COMPANY, INC." TO "RACING CHAMPIONS ERTL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND 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.



2139250 8100

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Edward J. Freel, Secretary of State

AUTHENTICATION:

0098807

DATE:

11-23-99

TRADEMARK
REEL: 002162 FRAME: 0959

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:

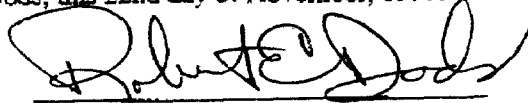
RESOLVED: That the Sole Director hereby declares it advisable and in the best interests of the corporation that Article 1 of the Certificate of Incorporation be amended to read as follows:

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

MW559660TRB KAH

** TOTAL PAGE.003 **