



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

101531301

1. Name of conveying party(ies):

Britains Petite Limited
Falcon Road, Exeter
EX2 7LB United Kingdom

Individual(s) Association
 General Partnership
 Limited Partnership
 Corporation
 Other: British Company

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



Map
10/23

2. Name and address of receiving party(ies):

Racing Champions International Limited
Falcon Road, Exeter
EX2 7LB United Kingdom

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other: British Company

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 names(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other

Execution Date: July 2, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,080,912
2,183,241
2,074,973

Additional numbers attached? Yes No

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

Name: **Mark B. Harrison, Esq.**

Internal Address: **Venable, Baetjer and Howard, LLP**
 Street Address: **1201 New York Ave, N.W.
 Suite 1000
 Washington, D.C. 20005**

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

8. Deposit account number: 22-0261

(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.

Mark B. Harrison, Esq.
 Name of Person Signing

Signature *Mark Harrison*

Date 10/23/00

Total number of pages comprising cover sheet: 1

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: Racing Champions International Limited (by assignment)
Registration No. 2,080,912 for the mark **PETITE & Design**
Registration No. 2,183,241 for the mark **BRITAINS & Design**
Registration No. 2,074,973 for the mark **W BRITAIN & design**

POWER OF ATTORNEY

All prior Powers of Attorney are hereby revoked, and Registrant hereby appoints as attorney Mark B. Harrison, Janet F. Satterthwaite, Barbara L. Waite, Marcia A. Auberger, and Andrew D. Price, each a member of the Bar of the District of Columbia and/or Virginia and/or New York, and having his offices and post office address at Suite 1000, 1201 New York Avenue, N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300, to prosecute this application to register, and to transact all business in the Patent and Trademark Office in connection therewith, and to receive all documents, including the certificate of registration.

The U.S. attorneys named herein are hereby authorized to accept and follow instructions from the applicant's domestic attorney or patent or trademark attorney or agent, as to any action to be taken or not taken in the U. S. Patent and Trademark Office regarding this application, without direct communication between the U.S. attorneys and applicant. In the event of a change in the person(s) from whom instructions may be taken, the U.S. Attorneys named herein will be so notified by applicant.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Registrant hereby appoints Mark B. Harrison, Janet F. Satterthwaite, Barbara L. Waite, Marcia Auberger and Andrew Price, each a member of the Bar of the District of Columbia and/or Maryland, and having his/her offices and post office address at Suite 1000, 1201 New York Avenue, N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300 as Applicant's representatives upon whom notices or process in proceedings affecting the mark may be served.

DESIGNATION OF CORRESPONDENCE ADDRESS

Send all notices, official letters, documents and other correspondence concerning this application to: VENABLE, P.O. Box 34385, Washington, D.C. 20005.

RACING CHAMPIONS INTERNATIONAL LIMITED

By: R. D. Mann
Name: R. D. MANN
Title: MANAGING DIRECTOR

A S S I G N M E N T

WHEREAS, Britains Petite Limited, a British company (hereinafter "Assignor"), having its address at Falcon Road, Exeter, EX2 7LB United Kingdom, is the owner of the following United States Trademark Registrations

Registration No. 2,080,912 for the mark **PETITE & Design**

Registration No. 2,183,241 for the mark **BRITAINS & Design**

Registration No. 2,074,973 for the mark **W BRITAIN & design**

and of the trademarks shown in said registrations, and of the goodwill of the business symbolized by said marks;

AND WHEREAS, Racing Champions International Limited (formerly Ertl Europe Ltd)(hereinafter "Assignee"), a British company having its address at Falcon Road, Exeter, EX2 7LB United Kingdom is desirous of acquiring the entire right, title and interest in and to the said United States trademark registrations, and the trademarks shown in said registrations, the goodwill of the business symbolized by said marks, and the right to conduct business in the United States under the marks;

AND WHEREAS, on January 4, 2000 Assignor did agree to assign said United States trademark registrations to Assignee;

AND WHEREAS, on January 6, 2000 Assignee changed its name from Ertl Europe Ltd to Racing Champions International Limited;

NOW THEREFORE, for one dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto the said Assignee the entire rights, titles and interests in and to the said United States trademark registrations, and the trademarks shown in the said registrations together with the goodwill of the business symbolized by said marks, the right to sue for past infringement, and the right of Assignor to conduct business under said trademarks.

Done, this 13th day of September, 2000.

BRITAINS PETITE LIMITED

By: R D M

Name: R. D. MANN

Title: MANAGING DIRECTOR

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