



102082227

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

1. Name of conveying party(ies):

WACHOVIA BANK, NATIONAL ASSOCIATION,
successor by merger to FIRST UNION NATIONAL
BANK, as administrative Agent

Individual(s)

General Partnership

Limited Partnership

Corporation

Association

Other National Banking Association

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

2. Name and address of receiving party(ies)

Name: Racing Champions, Inc.

Internal Address: Suite #320

Street Address: 800 Roosevelt Road, Bldg. C

City: Glen Ellyn State: IL ZIP: 60137

Individual(s) citizenship

Association

3. Nature of conveyance:

Assignment

Merger

Release of Security Interest

Change of Name

Other

Execution Date: April 3, 2002

General Partnership

Limited Partnership

Corporation - Illinois

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

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: Kent A. Lee, Esq.

Internal Address: Suite 2100

Street Address: Reinhart Boerner Van Deuren s.c.
1000 North Water Street, Suite 2100

City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41) \$490.00

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

01 FC: 181
02 FC: 182

40.00 OP
450.00 OP

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.

Kent A. Lee

Name of Person Signing

Signature

April 11, 2002

Date

Total number of pages including cover sheet, attachments, and document: [16]

848485

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

SCHEDULE TRADEMARK REGISTRATIONS/APPLICATIONS**REGISTERED TRADEMARKS**

REG. NO.	TRADEMARK	DCO. NO.
2,269,704	POLICE U.S.A.	3981
2,160,695	PREMIER GOLD	3913
2,239,622	STREET WHEELS	3882
2,194,327	TRUCKIN U.S.A.	3750
2,241,140	STOCK RODS	3749
2,184,597	GET REAL - COLLECT RACING CHAMPIONS	3382
2,184,595	COMIC BOOK CHAMPIONS	3330
2,114,761	CHASE CARS	3216
2,122,500	MINT EDITION	2756
2,101,905	RACING CHAMPIONS MINT	2696
2,117,048	SPORTS CHAMPIONS	2653
1,910,242	RACING CHAMPIONS and Design	3288
1,590,061	RACING CHAMPIONS	2731

TRADEMARK APPLICATIONS

APP. NO.	TRADEMARK	PEND. NO.
75/658,059	ROARING RACERS	3287-A
75/658,057	PRECIOUS METALS	4986
75/458,597	CUSTOM CRUISERS	4394
75/458,563	RACING CHAMPIONS AUTHENTICS	4330
75/458,441	TRACKSIDE	4332
75/458,054	REFLECTIONS In GOLD	4393

12-14-1999

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027



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

NOV 29 1999

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SHEET

MED 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 Document ID# (Non-Recordation)
- 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
- Corporation
- Other National Banking Association
- Citizenship/State of Incorporation/Organization
- General Partnership
- Association
- Limited Partnership

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 TTOM11 00000203 2269704

01 FC:481
02 FC:482

40.00 OP
525.00 OP

DUR13246567_1

TRADEMARK
REEL: 002500 FRAME: 0085

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"/>

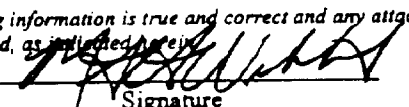
Number of Properties Enter the total number of properties involved. #

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

Method of Payment: Enclosed Deposit Account
 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  11/24/99
 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

Execution Date
Month Day Year

Name

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	2,117,048	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,910,242	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,625,027	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,590,061	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	2,184,595	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

RELEASE AND REASSIGNMENT OF

TRADEMARKS AS SECURITY

WHEREAS, pursuant to that certain Trademark Security Agreement dated as of August 30, 1999 (the "Trademarks Assignment"), Racing Champions, Inc., an Illinois corporation, (the "Company") granted a security interest in the Trademarks described on Schedule A attached to the Trademarks Assignment (the "Trademarks") to First Union National Bank, as contractual representative for certain financial institutions (the "Administrative Agent"), to secure the payment and performance by the Company of its obligations to such financial institutions; and

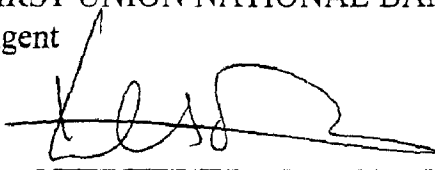
WHEREAS, the Trademarks Assignment was recorded in the Assignment Branch, United States Patent and Trademark Office, on November 29, 1999, located on Reel 001998, Frame 0281-0288, a copy of which is attached hereto as Exhibit A;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Administrative Agent does hereby terminate its security interest in, and reassign and reconvey to the Company, the Trademarks and (a) the reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, (b) all income, royalties, damages and payments now and hereafter due and/or payable thereunder or with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements thereof, (c) the right to sue for past, present and future infringements thereof, and (d) all of the Company's rights corresponding thereto throughout the world.

Dated: April 3, 2002

WACHOVIA BANK, NATIONAL ASSOCIATION,
successor by merger to
FIRST UNION NATIONAL BANK, as Administrative
Agent

By:



Kent Davis
Managing Director

Signature Page
Trademark Release and Reassignment

TRADEMARK
REEL: 002500 FRAME: 0088

STATE OF NORTH CAROLINA)
) SS
COUNTY OF MECKLENBURG)

The foregoing Release and Reassignment of Trademarks as Security was acknowledged before me this ____ day of April 2002, by Kent Davis, a Managing Director of Wachovia Bank, National Association, successor by merger to First Union National Bank, a national bank, on behalf of such bank



Notary Public

My commission expires: 9-28-2004

EXHIBIT A
to
Release and Reassignment of
Trademarks as Security

dated as of April __, 2002

Recorded Trademark Security Agreement

Attached

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	

CHAR1VPJYBANK494534_1

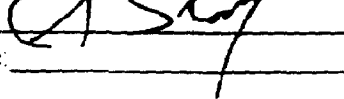
CHAR1VPJYBANK494534_1

TRADEMARK
REEL: 002500 FRAME: 0091

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.

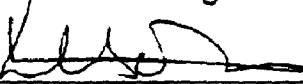
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By:  _____

Name: KENT DAUS

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
TRACKSL E	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