05-21-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

102097392

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

Tab settings ⇨⇨⇨

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

1. Name of conveying party(ies):

Hasbro, Inc. 5-2-02
1027 Newport Avenue
Pawtucket, RI 02862

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Rhode Island
☐ Other

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

2. Name and address of receiving party(ies)

Name: Action Performance Companies, Inc.
Internal Address:
Street Address: 4707 E. Baseline Road
City: Phoenix State: AZ Zip: 85042

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Arizona
☐ 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: May 8, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,114,796

Additional number(s) attached ☐ Yes ☒ No

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

Name: Kory Klecker, Esq.
Internal Address:

Street Address: Action Performance Companies
4707 E. Baseline Road
City: Phoenix State: AZ Zip: 85042

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) $ 40.00

☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

(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.

Kory Klecker, Esq.
Name of Person Signing
Asst. Secretary + General Counsel

Kory Klecker
Signature

4/29/2002
Date

Total number of pages including cover sheet, attachments, and document: 10

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

05/20/2002 GTON11 00000201 2114796
01 FC:481 40.00 OP

TRADEMARK
REEL: 002510 FRAME: 0239

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Registration of:

Trademark: Winner's Circle

Registration Number: 2,114,796

Registration Date: November 18, 1997

REVOCATION AND SUBSTITUTE POWER OF ATTORNEY

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Dear Sir/Madam:

Action Performance Companies, Inc. ("Registrant" by Assignment dated May 8, 2001) of the above-identified registration revokes any and all previous Powers of Attorney filed with said application and hereby substitutes and appoints Kory A. Klecker, Esq. of Action Performance Companies, Inc, located at 4707 E. Baseline Road, Phoenix, AZ 85042, and member of the Bar of the State of Arizona, as Registrant's attorney with full power of substitution and revocation, to prosecute said registration and take any and all actions with respect to this trademark registration.

Respectfully submitted,

Action Performance Companies, Inc.

Kory Klecker

Kory Klecker
Assistant Secretary and General Counsel

Date: Phoenix, Arizona
April 29, 2002

TRADEMARK ASSIGNMENT

1. Background

a. Hasbro Inc., a Rhode Island Corporation and Hasbro International, Inc., a Delaware Corporation, (collectively "Assignor"), has adopted, used and is using the trademark WINNERS CIRCLE, for which Assignor obtained the United States Trademark Registration No. 2,114,796, a true and correct copy of which is attached to this Assignment as Exhibit 1 ("Trademark").

b. Action Performance Companies, Inc., an Arizona Corporation ("Assignee") wishes to acquire the Trademark.

c. Assignor and Assignee have entered an asset purchase agreement, effective on May 8, 2001, ("Asset Purchase Agreement"), regarding the terms for assigning the Trademark to Assignee.

2. Assignment

a. Pursuant to Section 1.2(c)(ii) of the Asset Purchase Agreement, Assignor hereby sells, assigns and transfers to Assignee the entire right, title and interest in and to the Trademark, including, without being limited to, the United States Registration set forth in Exhibit 1, together with the good will of Assignor's business in connection with which the Trademark is used and which is symbolized by the Trademark.

3. Reversion of Assignment

a. This Assignment is conditioned upon Assignee's compliance with Section 3.4(d) of the Asset Purchase Agreement.

b. If Assignee breaches the obligation to pay royalties as set forth in Section 3.4(d) of the Asset Purchase Agreement, upon demand by Assignor, Assignee shall execute an assignment in the form set forth in Exhibit D to the Asset Purchase Agreement returning all right, title and interest in the Trademark and all appurtenant goodwill to Assignor ("Reversionary Assignment").

c. Subject to and in accordance with the terms and conditions of Section 3.4(d) of the Asset Purchase Agreement, Assignor shall have the right, as Assignee's true and lawful attorney-in-fact, to execute, acknowledge and deliver the Reversionary Assignment if, and only if, Assignee breaches its obligations set forth in Section 3.4(d) of the Asset Purchase Agreement by failing or refusing to sign the Reversionary Assignment within 10 business days of receiving Assignor's rightful demand.

4. Counterparts

a. This Assignment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[*Signature Page Follows*]

TRADEMARK
REEL: 002510 FRAME: 0242

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as of this 28th day of June, 2001.

HASBRO, INC.

By: George B. Volanakis
Name: George B. Volanakis

HASBRO INTERNATIONAL, INC.

By: George B. Volanakis
Name: George B. Volanakis

Accepted by:
ACTION PERFORMANCE COMPANIES, INC.

By:_____
Name:_____

CINlibrary/1076244.1

TRADEMARK
REEL: 002510 FRAME: 0243

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as of this 28th day of June, 2001.

HASBRO, INC.

By:_____
Name:_____

HASBRO INTERNATIONAL, INC.

By:_____
Name:_____

Accepted by:
ACTION PERFORMANCE COMPANIES, INC.

By:_____
Name: CFO

CINlibrary/1076244.1

TRADEMARK
REEL: 002510 FRAME: 0244

STATE OF RHODE ISLAND)
) ss.
County of Providence)

BE IT REMEMBERED that on this 24th day of July, 2001, before me, a Notary Public, personally appeared George Volanakis, to me known as the Executive Vice President of HASBRO, INC., a Rhode Island corporation, who, being by me duly sworn according to law, on his oath did depose and make proof to my satisfaction that he executed the foregoing instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and fixed my seal on the date first above written.

Michele S. [illegible]
Notary Public

My commission expires:
July 31, 2002

STATE OF RHODE ISLAND)
) ss.
County of Providence)

BE IT REMEMBERED that on this 24th day of July, 2001, before me, a Notary Public, personally appeared George Volanakis, to me known as the President of HASBRO INTERNATIONAL, INC., a Rhode Island corporation, who, being by me duly sworn according to law, on his oath did depose and make proof to my satisfaction that he executed the foregoing instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and fixed my seal on the date first above written.

Michele S. [illegible]
Notary Public

My commission expires:
July 31, 2002

TRADEMARK
REEL: 002510 FRAME: 0245

STATE OF Arizona)
) ss.
County of Maricopa)

BE IT REMEMBERED that on this 16 day of July, 2001, before me, a Notary Public, personally appeared R. David Martin, Jr., to me known as the CFO of ACTION PERFORMANCE COMPANIES, INC., an Arizona corporation, who, being by me duly sworn according to law, on his oath did depose and make proof to my satisfaction that he executed the foregoing instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and fixed my seal on the date first above written.

Mitsie Sagness
Notary Public

My commission expires:

OFFICIAL SEAL
MITSIE SAGNESS
NOTARY PUBLIC - STATE OF ARIZONA
MARICOPA COUNTY
My Comm Expires Sept. 9, 2003

TRADEMARK
REEL: 002510 FRAME: 0246

Int. Cl.: 28

Prior U.S. Cls.: 22, 23, 38, and 50

United States Patent and Trademark Office

Reg. No. 2,114,796

Registered Nov. 18, 1997

TRADEMARK
PRINCIPAL REGISTER

WINNER'S CIRCLE

HASBRO, INC. (RHODE ISLAND CORPORATION)
1027 NEWPORT AVENUE
PAWTUCKET, RI 02862

FOR: TOY VEHICLES, IN CLASS 28 (U.S. CLS. 22, 23, 38 AND 50).

FIRST USE 6-27-1996; IN COMMERCE 6-27-1996.

SN 75-115,833, FILED 6-7-1996.

CHRISTINE BAKER, EXAMINING ATTORNEY

Exhibit G

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