

FORM PTO-1594 (Rev. 6-93) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

TRADEMARKS ONLY 6048

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


<p>1. Name of conveying party(ies): <u>Racing Champions Ertl, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>RC Ertl, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>P.O Box 500, 500 Hwys. 136 & 20</u></p> <p>City: <u>Dyersville</u> State: <u>IA</u> Zip: <u>52040-0550</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>April 3, 2002</u></p>	

<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) <u>2,070,670</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Kent A. Lee, Esq.</u></p> <p>Internal Address: <u>Suite 2100</u></p> <p>Street Address: <u>Reinhart Boerner Van Deuren s.c.</u> <u>1000 North Water Street</u></p> <p>City: <u>Milwaukee</u> State: <u>WI</u> Zip: <u>53202-3186</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41)..... <u>\$40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.</p> <p>8. Deposit account number: <u>18-0882</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

Michele L. Dietz  February 21, 2003
Name of Person Signing Signature Date

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

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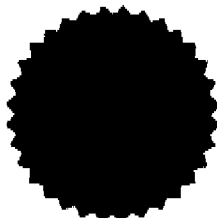
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "RACING CHAMPIONS ERTL, INC.", CHANGING ITS NAME FROM "RACING CHAMPIONS ERTL, INC." TO "RC ERTL, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2002, AT 12 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1890389

DATE: 07-18-02

TRADEMARK
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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 12:00 PM 04/03/2002
 020213222 - 2139250

**CERTIFICATE OF AMENDMENT
 OF
 CERTIFICATE OF INCORPORATION
 OF
 RACING CHAMPIONS ERTL, INC.**

Racing Champions Ertl, 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 RC 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 3rd day of April, 2002.

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

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