

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594
(Rev. 6-93)

TRADEMARKS ONLY

5761

OMB No. 0651-0011 (exp. 4/94)
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):
 Racing Champions Ertl, 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: RC Ertl, Inc.
 Internal Address: _____
 Street Address: P.O Box 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: April 3, 2002

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

B. Trademark Registration No.(s)
984,388

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michele L. Dietz
 Internal Address: Suite 2100

 Street Address: Reinhart Boerner Van Deuren s.c.
1000 North Water Street
 City: Milwaukee State: WI Zip: 53202-3186

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
 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.

Michele L. Dietz Michele L. Dietz February 11, 2004
 Name of Person Signing Signature Date

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

1061551

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

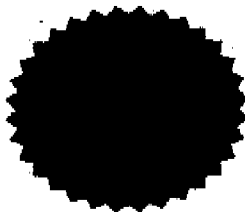
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Delaware

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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

2139250 8100

AUTHENTICATION: 1890389

020455965

DATE: 07-18-02

TRADEMARK
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APR 03 2002 10:45 FR RBVDNR MILW #5

STATE OF DELAWARE
TO 2#774#1 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

MWJ446135W:SW