

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Tab settings ⇄ ⇄	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office 3749
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

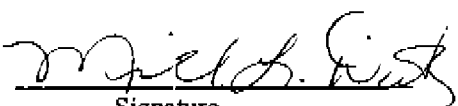
1. Name of conveying party(ies): Racing Champions, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Illinois <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: _____ RC2 Corporation Internal Address: _____ Street Address: <u>P.O Box 500, Hwys. 136 & 20</u> City: <u>Dyersville</u> State: <u>IA</u> Zip: <u>52040-0550</u> <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 _____ <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>
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3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>July 1, 2003</u>	
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4. Application number(s) or patent number(s): A. Trademark Application No.(s)	B. Trademark Registration No.(s) <u>2,241,140</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Michele L. Dietz</u> Internal Address: <u>Suite 2100</u> Street Address: <u>Reinhart Boerner Van Deuren s.c.</u> <u>1000 North Water Street</u> City: <u>Milwaukee</u> State: <u>WI</u> Zip: <u>53202-3186</u>	6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) <u>\$40.00</u> <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. 8. Deposit account number: <u>18-0882</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>
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DO NOT USE THIS SPACE

9. Statement and signature. <i>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.</i> <u>Michele L. Dietz</u> Name of Person Signing	 Signature	<u>November 11, 2004</u> Date
Total number of pages including cover sheet, attachments, and document: <u>[4]</u>		

1143031

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

CH \$40.00 180882 2241140

EXHIBIT D

Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"RACING CHAMPIONS, INC.", A ILLINOIS CORPORATION,
WITH AND INTO "RC2 CORPORATION" UNDER THE NAME OF "RC2 CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JULY, A.D. 2003, AT 2:35 O'CLOCK P.M.

~~A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE~~
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2517375 5100M

AUTHENTICATION: 2511585

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TRADEMARK

REEL: 002977 FRAME: 0268

State of Delaware
 Secretary of State -
 Division of Corporations
 Delivered 02:22 PM 07/03/2003
 FILED 02:35 PM 07/03/2003
 SRV 030441801 - 2617375 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 RACING CHAMPIONS, INC.
 INTO
 RC2 CORPORATION

RC2 Corporation ("RC2"), a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: RC2 was incorporated on the 24th day of April, 1996, pursuant to the Delaware General Corporation Law.

SECOND: RC2 owns all of the outstanding shares of the stock of Racing Champions, Inc. ("RCI"), a corporation incorporated on the 31st day of May, 1989, pursuant to the Illinois Business Corporation Act under the Laws of the State of Illinois the provisions of which permit the merger of a subsidiary corporation of said state into a parent corporation organized and existing under the laws of another state.

THIRD: RC2, by the unanimous written consent of the members of its Board of Directors, dated June 23, 2003, duly adopted the following resolutions to effect the merger (the "Merger") of RCI into RC2 pursuant to Section 253 of the Delaware General Corporation Law and Section 5/11.30 of the Illinois Business Corporation Act:

RESOLVED, that upon the terms set forth below, and in accordance with the Delaware General Corporation Law and the Illinois Business Corporation Act, at the effective time of the Merger, RCI shall be merged with and into RC2 (the "Merger"), and, as a result of the Merger, the separate corporate existence of RCI shall cease and RC2 shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

FURTHER RESOLVED, that the terms and conditions of the Merger shall be as follows:

1. At the effective time of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the Delaware General Corporation Law and the Illinois Business Corporation Act. Without limiting the generality of, and subject to the provisions of, the Delaware General Corporation Law and the Illinois Business Corporation Act, at the effective time of the Merger, all of the property, interests, assets, rights, privileges, immunities, powers and franchises of RCI shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of RCI shall become the debts, liabilities, duties and obligations of the Surviving Corporation.

2. At the effective time of the Merger, each share of the no par value common stock of RCI shall be canceled, retired and cease to exist.

3. At the effective time of the Merger, the Certificate of Incorporation of RC2 shall be the Certificate of Incorporation of the Surviving Corporation. At the effective time of the Merger, the By-Laws of RC2 shall be the By-Laws of the Surviving Corporation.

FURTHER RESOLVED, that the officers of the RC2 bc, and any one or more of them hereby are, authorized and directed, for and on behalf of RC2, to make and execute a Certificate of Ownership and Merger setting forth a copy of the foregoing resolutions providing for the Merger of RCI with and into RC2, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may otherwise be necessary or advisable to effect the Merger.

FOURTH: The Merger shall be effective upon filing.

IN WITNESS WHEREOF, RC2 has caused this Certificate to be signed by Curtis W. Stoelting, its Chief Executive Officer, this 1st day of July, 2003.

RC2 CORPORATION

BY



Curtis W. Stoelting, Chief Executive Officer