

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/03/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Racing Champions, Inc.		01/07/2003	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	RC2 Corporation
Street Address:	2021 9th Street SE
City:	Dyersville
State/Country:	IOWA
Postal Code:	52040
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2311963	ROARING RACERS

CORRESPONDENCE DATA

Fax Number: (414)298-8097
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 414-298-1000
 Email: mdietz@reinhartlaw.com
 Correspondent Name: Michele Dietz
 Address Line 1: 1000 North Water Street
 Address Line 2: Suite 2100
 Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	3287-A
NAME OF SUBMITTER:	Michele L. Dietz
Signature:	/mld/

CH \$40.00 2311963

Date:

01/17/2006

Total Attachments: 3

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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.

TRADEMARK

REEL: 003228 FRAME: 0368

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:22 PM 07/
FILED 02:35 PM 07/03
SRV 030441801 - 261737

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

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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 be, 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 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
