

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Harris N.A. as successor by merger to Harris Trust and Savings Bank		04/29/2011	National Banking Association: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	RC2 Brands Inc.
<b>Also Known As:</b>	AKA F/K/A RC Ertl, Inc.
<b>Street Address:</b>	Highways 136 & 20
<b>City:</b>	Dyersville
<b>State/Country:</b>	IOWA
<b>Postal Code:</b>	52040
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	1693779	AMERICAN MUSCLE
Registration Number:	1875381	AMT
Registration Number:	1080514	ERTL
Registration Number:	0986367	ERTL
Registration Number:	1979543	ERTL COLLECTIBLES
Registration Number:	1979542	ERTL COLLECTIBLES
Registration Number:	2844730	JOHNNY LIGHTNING
Registration Number:	2006960	POLAR LIGHTS
Serial Number:	76338747	JOYRIDE
Serial Number:	76338749	JOYRIDE STUDIOS

**CORRESPONDENCE DATA**

Fax Number: (414)298-8097

**900191702**

**TRADEMARK  
 REEL: 004539 FRAME: 0570**

**CH \$265.00 1693779**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

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ATTORNEY DOCKET NUMBER:	078170-0000
NAME OF SUBMITTER:	Alec Smyczek
Signature:	/Alec Smyczek/
Date:	05/12/2011

**Total Attachments: 4**  
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## RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE dated April 29, 2011 by HARRIS N.A. as successor by merger to HARRIS TRUST AND SAVINGS BANK ("*Harris*") with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, acting as administrative agent for the Secured Creditors defined in that certain Trademark Collateral Agreement hereinafter defined (said Harris acting as such administrative agent and any successor or successors to said Harris in such capacity being hereinafter referred to as the "*Agent*");

### WITNESSETH:

WHEREAS, Agent and RC2 BRANDS INC. (formerly known as RC Ertl, Inc.), a Delaware corporation, ("*Debtor*"), with its principal place of business and mailing address at Highways 136 & 20, Dyersville, Iowa 52040, are parties to that certain Trademark Collateral Agreement dated September 15, 2004 which was recorded in the United States Patent and Trademark Office on September 30, 2004 at Reel 002948, Frame 0610 (the "*Trademark Collateral Agreement*"), pursuant to which Debtor granted a security interest in certain trademarks, trademark registrations, trademark applications and trademark licenses listed on Schedules A-1 and A-2 attached hereto and certain other property (collectively, the "*Trademarks*"); and

WHEREAS, Debtor has requested that the Agent release the security interests in the Trademarks on Agent's own behalf and on behalf of the Secured Creditors;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

The Agent hereby (i) terminates the Trademark Collateral Agreement and (ii) terminates, cancels and releases all of its security interests in, without any representation, warranty, recourse or undertaking by the Agent, all of its right, title and interest, if any, in and to:

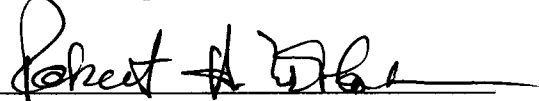
(i) Each trademark, trademark registration and trademark application listed on Schedule A-1 hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) Each trademark license listed on Schedule A-2 hereto and all royalties and other sums due or to become due under or in respect of each such trademark license, together with the right to sue for and collect all such royalties and other sums; and

(iii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed on Schedule A-1 hereto or of any trademark licensed under a trademark license listed on Schedule A-2 or by reason of injury to the goodwill associated with any such trademark, trademark registration or trademark license, in each case together with the right to sue for and collect said damages.

IN WITNESS WHEREOF, the Agent has caused this Release of Security Interest in Trademarks to be duly executed by its duly authorized officer as of the day and year first above written.

HARRIS N.A., as Agent

By 

Name: Robert H. Wolohan

Title: Vice President

**SCHEDULE A-1 TO  
TO RELEASE OF SECURITY INTEREST IN TRADEMARKS**

**FEDERAL TRADEMARK REGISTRATIONS  
AND PENDING APPLICATIONS**

TRADEMARK	REGISTRATION NUMBER
American Muscle	1,693,779
AMT	1,875,381
ERTL (for model kits)	1,080,514
ERTL (for toys)	986,367
ERTL COLLECTIBLES	1,979,543
ERTL COLLECTIBLES and DESIGN	1,979,542
JOHNNY LIGHTNING	2,844,730
POLAR LIGHTS	2,006,960
TRADEMARK	APPLICATION NUMBER
JOYRIDE	76/338,747
JOYRIDE STUDIOS	76/338,749

**SCHEDULE A-2  
TO TRADEMARK COLLATERAL AGREEMENT**

**TRADEMARK LICENSES**

None.