

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM419087

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	04/09/2003		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RACING CHAMPIONS ERTL CORPORATION		04/09/2003	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
RC2 CORPORATION	04/09/2003	Corporation: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	RC2 CORPORATION		
Street Address:	HIGHWAYS 136 & 20		
City:	DYERSVILLE		
State/Country:	IOWA		
Postal Code:	52040		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1414361	THUNDERBOLT	
CORRESPONDENCE DATA			
Fax Number:	9498556371		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	949-855-1246		
Email:	GDELGADILLO@STETINALAW.COM		
Correspondent Name:	STETINA BRUNDA GARRED & BRUCKER		
Address Line 1:	75 ENTERPRISE, SUTIE 250		
Address Line 4:	ALISO VIEJO, CALIFORNIA 92656		
NAME OF SUBMITTER:	BRUCE B. BRUNDA		
SIGNATURE:	/Bruce B. Brunda/		
DATE SIGNED:	03/09/2017		

CH \$40.00 1414361

Total Attachments: 3

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Delaware

The First State

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I, JEFFREY W. BULLOCK, 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:

"RC2 CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "RACING CHAMPIONS ERTL 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 ON THE NINTH DAY OF APRIL, A.D. 2003, AT 8:30 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE NINTH DAY OF APRIL, A.D. 2003 AT 9 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3628662 8100M
SR# 20170780445

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202013014
Date: 02-09-17

TRADEMARK
REEL: 006005 FRAME: 0906

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
RC2 CORPORATION
INTO
RACING CHAMPIONS ERTL CORPORATION**

Racing Champions Ertl Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation owns 100% of the outstanding shares of each class of stock of RC2 Corporation, a corporation organized and existing under the laws of the State of Delaware ("RC2").

SECOND: That the Corporation, by unanimous written consent of the Corporation's Board of Directors, dated April 1, 2003, adopted the following resolutions to approve the formation of RC2 and to effect the merger (the "Merger") of RC2 into the Corporation pursuant to Section 253 of the Delaware General Corporation Law:

RESOLVED, that, upon the terms set forth below, and in accordance with the Delaware General Corporation Law, at the effective time of the Merger, RC2 shall be merged with and into the Corporation (the "Merger"), and, as a result of the Merger, the separate corporate existence of RC2 shall cease and the Corporation 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. Without limiting the generality of, and subject to the provisions of, the Delaware General Corporation Law, at the effective time of the Merger, all of the property, interests, assets, rights, privileges, immunities, powers and franchises of RC2 shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of RC2 shall become the debts, liabilities, duties and obligations of the Surviving Corporation.

2. At the effective time of the Merger, the Amended and Restated Certificate of Incorporation of the Corporation shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation. At the effective time of the Merger, the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation.

3. At the effective time of the Merger, the Corporation shall change its corporate name by changing Article One of the Amended and Restated Certificate of Incorporation of the Corporation to read as follows:

Article One. The name of the Corporation is RC2 Corporation.

4. The directors of the Corporation immediately prior to the effective time of the Merger shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and the By-Laws of the Surviving Corporation, and the officers of the Corporation immediately prior to the effective time of the Merger shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

FURTHER RESOLVED, that officers of the Corporation be, and any one or more of them hereby are, authorized and directed, for and on behalf of the Corporation, to make and execute a Certificate of Ownership and Merger setting forth a copy of the foregoing resolutions providing for the Merger of RC2 with and into the Corporation, 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.

THIRD: The Merger shall be effective at 9:00 a.m. Eastern Time on April 9, 2003.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by Curtis W. Stoelting, its Chief Executive Officer, as of the 9th day of April, 2003.

RACING CHAMPIONS ERTL CORPORATION

By /s/ Curtis W. Stoelting
Curtis W. Stoelting, Chief Executive Officer