FORM PTO-1595 (Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)



IR SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

| Tab settings ⇒⇔⇒ ▼ 10238672 | 4 | |
|--|--|--|
| To the Honorable Commissioner of Patents and Trademarks | Please record the attached original documents or copy thereof. | |
| Name of conveying party(ies): Racing Champions, Inc. | Name and address of receiving party(ies) Name: Harris Trust and Savings Bank | |
| Additional name(s) of conveying party(ies) attached? Yes No | Internal Address: | |
| 3. Nature of conveyance: | | |
| ☐ Assignment ☐ Merger | Street Address: 111 West Monroe Street | |
| ☑ Security Agreement ☐ Change of Name | | |
| Other | City: Chicago State: Illinois ZIP: 60603 | |
| Execution Date: March 4, 2003 | Additional name(s) & address(es) attached? Yes X No | |
| 4. Application number(s) or patent number(s): | | |
| If this document is being filed together with a new applicat | ion, the execution date of the application is: | |
| A. Patent Application No.(s) | B. Patent No.(s) | |
| See Schedule A-1 | See Schedule A-1 | |
| Additional numbers attached? 🗹 Yes 🗌 No | | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: | Total number of applications and patents involved: 2 | |
| Namı | 7. Total fee (37 CFR 3.41)\$ 80.00 | |
| Internal Address: | ☐ Enclosed | |
| Federal Research Company, LLC 1030 15th Street, NW, Suite 920 | ☐ Authorized to be charged to deposit account | |
| Stree Washington, DC 20005 | 8. Deposit account number: | |
| City: State: ZIF | (Attach duplicate copy of this page if paying by deposit account) | |
| DO NOT USE THIS SPACE | | |
| OUTO, OLL TING GEAVE | | |
| 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. | | |
| Gregory T. Pealer, Paralegal | March 4, 2003 | |
| Name of Person Signing Total number of pages including | Signature Date ag cover sheet, attachments, and document: | |

03/12/2003 TDIAZ1

01 FC:8021

00000053 5611432

Mail documents to be recorded with required cover sheet information to:

80.00 OP

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

REEL: 013813 FRAME: 0481

SCHEDULE A-1 TO PATENT COLLATERAL AGREEMENT

U.S. PATENT NUMBERS PENDING U.S. PATENT APPLICATION NUMBERS

U.S. PATENT NUMBER

Model Vehicle and Trading Card
Packaging System

5,611,432

Package for Trading Card and Model
Vehicle

4,905,828

PENDING U.S. PATENT APPLICATION NUMBERS

NONE

PATENT COLLATERAL AGREEMENT

This 4th day of March, 2003, RACING CHAMPIONS, INC., an Illinois corporation ("Debtor") with its principal place of business and mailing address at 800 Roosevelt Road Building C, Suite 320, Glen Ellyn, Illinois 60137, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to Harris Trust and Savings Bank, an Illinois banking corporation with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, and its successors and assigns ("Secured Party"), and grants to Secured Party a continuing security interest in, the following property:

- (i) Each patent and patent application listed on Schedule A-1 hereto and all of the inventions described and claimed therein and any and all reissues, continuations, continuations-in-part or extensions thereof; and
- (ii) Each patent 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 patent 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 patent listed on Schedule A-1 hereto or of any patent licensed under a patent license listed on Schedule A-2 hereto, in each case together with the right to sue for and collect said damages;

to secure performance of all Obligations of Debtor as set out in that certain Security Agreement bearing even date herewith between Debtor and Secured Party, as the same may be amended, modified, supplemented or restated from time to time (the "Security Agreement").

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the assignment, mortgage, pledge and security interest in the patents, patent applications and patent licenses made and granted hereby are more fully set forth in the Security Agreement.

1473189.01.02.B 1569011

IN WITNESS WHEREOF, Debtor has caused this Patent Collateral Agreement to be duly

executed as of the date and year last above written.

PATENT REEL: 013813 FRAME: 0484

Title:

Title: VICE PRESIDENT

IN WITNESS WHEREOF, Debtor has caused this Patent Collateral Agreement to be duly

executed as of the date and year last above written.

| STATE OF TULY | NOT) | |
|--------------------|----------------------------------|---|
| |) SS | |
| COUNTY OF | , | |
| I, | Kim J Nevill | a Notary Public in and for said County, in |
| the State aforesai | d, do hereby certify that _ | Curtis W Strelling, |
| CEO | of Racing Champions | s, Inc., an Illinois corporation, who is personally |
| known to me to be | | he/she is subscribed to the foregoing instrument |
| as such <u>(Eb</u> | | me this day in person and acknowledged that |
| he/she signed and | | as his/her own free and voluntary act and as the |
| | | on for the uses and purposes therein set forth. |
| Given unde | er my hand and notarial seal, | 1 Hh M |
| 2003. | | / |
| (Notarial Seal) | OFFICIAL SEAL KIM J. NEVILLE | Notary/Public |
| , | MY COMMISSION EXPIRED 30-41-2004 | Xim Theille |
| My Commission E | xpires: | (Type or Print Name) |
| 12-1 | 1-NL | |

| STATE OF <u>LUINOIS</u>) SS |
|--|
| COUNTY OF <u>COOK</u>) |
| I, WEND A DENELLA, a Notary Public in and for said County, in the State aforesaid, do hereby certify that MARK W. PIEKOS, WE PRESIDENT of Harris Trust and Savings Bank, an Illinois banking corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such VICE PRESIDENT, appeared before me this day in person and acknowledged that he/she signed and delivered the said instrument as his/her own free and voluntary act and as the free and voluntary act and deed of said Bank for the uses and purposes therein set forth. |
| Given under my hand and notarial seal, this ATH day of MARCH, 2003. |
| NOTATION OFFICIAL SEAL" NOTATION WENDY A. JURINEK STATE OF ILLINOIS COMMUSSION EXPIRES 10/18/03 My Commission Expires. (Type or Print Name) |
| October 18, 2003 |

SCHEDULE A-2 TO PATENT COLLATERAL AGREEMENT

PATENT LICENSES

NONE

RECORDED: 03/11/2003