



The **WALT DISNEY** Company  
Europe, Middle East & Africa

CONSUMER PRODUCTS  
LICENSE AGREEMENT  
BETWEEN

**The Walt Disney Company Limited**

and

**Stadlbauer Marketing & Vertrieb GesmbH**

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**Schedule №1**

**Contract № 100-1151561**

This Schedule №1 is hereby incorporated into and made a part of the License Agreement, dated as of \_\_\_\_\_, (“the Agreement”) between **The Walt Disney Company Limited (“Disney”)**, with its principal place of business at **3 Queen Caroline Street, Hammersmith, London W6 9PE, England** and **Stadlbauer Marketing & Vertrieb GesmbH (“Licensee”)**, with its principal place of business at **Rennbahn Allee 1, A-5412 Puch, Salzburg, Austria**. The provisions of this Schedule shall be binding on Disney and Licensee upon full execution by both parties of the Agreement. The capitalised terms on this Schedule are defined in this Schedule and in the Agreement.

1. The **Term** of this Schedule begins on the **Effective Date of 1st October 2011** and ends on the **End Date of 31st December 2014**.  
Expiration date for The Avengers Movie: Twelve (12) months following the theatrical release date of each applicable film in the Territory, provided such release(s) occurs prior to 30th August 2012. If such theatrical release(s) do not occur prior to 30th August 2012, Licensee shall not be granted any rights in those Properties.  
Expiration date for Iron Man 3 Movie: Twelve (12) months following release date of each applicable film in the Territory, provided such release(s) occurs prior to 30th August 2014. If such theatrical release(s) do not occur prior to 30th August 2014, Licensee shall not be granted any rights in those Properties.  
Expiration date for Thor 2 Movie: Twelve (12) months following release date of each applicable film in the Territory, provided such release(s) occurs prior to 28th February 2015. If such theatrical release(s) do not occur prior to 28th February 2015, Licensee shall not be granted any rights in those Properties

**Period 1:** from 1<sup>st</sup> October 2011 to 31<sup>st</sup> December 2012

**Period 2:** from 1<sup>st</sup> January 2013 to 31<sup>st</sup> December 2013

**Period 3:** from 1<sup>st</sup> January 2014 to 31<sup>st</sup> December 2014

Stadlbauer/Agreement No: 100-1151561

The Walt Disney Company Ltd.  
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Tel +44(0) 20 8222 1000 Fax +44 (0) 20 8222 2420  
The Walt Disney Company Limited. Registered office: 3 Queen Caroline Street, Hammersmith, London W6 9PE  
Registered in England and Wales. Registered No. 530051



2. **Territory:**

Region 1: Europe

| <b>Territory</b> | <b>Countries</b>   |
|------------------|--|
| <b>Benelux</b>   | Belgium, Luxembourg, Netherlands   |
| <b>France</b>    | France, French Guiana, French Polynesia, Guadeloupe, Martinique, Mayotte, Monaco, New Caledonia, Reunion, St Pierre & Miquelon |
| <b>Germany</b>   | Austria, Germany, Liechtenstein, Switzerland   |
| <b>Iberia</b>    | Andorra, Spain, Portugal   |
| <b>Italy</b>     | Italy, San Marino, Vatican City  |
| <b>Nordic</b>    | Denmark, Faeroe Islands, Greenland, Iceland Norway, Sweden, Estonia , Latvia , Lithuania                                       |
| <b>UK</b>        | Gibraltar, Republic of Ireland, United Kingdom   |

Region 2: Emerging Markets West

| <b>Territory</b>                  | <b>Countries</b>   |
|-----------------------------------|--|
| <b>Greece</b>                     | Cyprus, Greece, Malta  |
| <b>Middle East</b>                | Bahrain, Egypt, Iraq*, Jordan, Kuwait, Lebanon, Oman, Qatar, Saudi Arabia, United Arab Emirates, Yemen   |
| <b>North &amp; Central Africa</b> | Algeria, Benin, Burkina Faso, Burundi, Cameroon, Central African Republic, Chad, Democratic Republic of the Congo, Djibouti, Equatorial Guinea, Ethiopia, Gabon, Ghana, Guinea, Ivory Coast, Liberia, Mali, Mauritania, Morocco, Niger, Rwanda, Senegal, Sierra Leone, Somalia, The Gambia, The Republic of the Congo, Togo, Tunisia, Western Sahara |
| <b>South Africa</b>               | Angola, Botswana, Comoros, Kenya, Lesotho, Madagascar, Malawi, Mauritius, Mozambique, Namibia, Nigeria, Seychelles, South Africa, Swaziland, Tanzania, Uganda, Zambia, Zimbabwe  |
| <b>Turkey</b>                     | Turkey   |
| <b>Israel</b>                     | Israel   |

Region 3: Central and Eastern Europe

| <b>Territory</b>                           | <b>Countries</b>  |
|--|---|
| <b>Czech Republic</b>                      | Czech Republic, Slovakia  |
| <b>Central and Southern Eastern Europe</b> | Albania, Bosnia and Herzegovina, Croatia, Macedonia, Montenegro, Serbia, Slovenia |
| <b>Hungary</b>                             | Bulgaria, Hungary, Romania  |
| <b>Poland</b>                              | Poland  |
| <b>Ukraine</b>                             | Ukraine   |

Region 4: North America

| <b>Territory</b>     | <b>Countries</b> |
|----------------------|------------------|
| <b>North America</b> | Canada, USA      |

Region 5: Australia and New Zealand

| <b>Territory</b>   | <b>Countries</b>  |
|--------------------|---|
| <b>Australia</b>   | Australia, Christmas Island, Cocos Is., Cook Islands, Guam, Heard & McDonald Is., Norfolk Islands, Pitcairn Islands, Wallis & Futuna Is., Western Samoa |
| <b>New Zealand</b> | New Zealand, Niue Islands, Tokelau  |

Region 6: Asia Pacific

| <b>Territory</b> | <b>Countries</b> |
|------------------|------------------|
| <b>China</b>     | China            |
| <b>Hongkong</b>  | HongKong, Macau  |
| <b>Taiwan</b>    | Taiwan           |

Region 7: Russia

| <b>Territory</b> | <b>Countries</b>   |
|------------------|--|
| <b>Russia</b>    | Armenia, Azerbaijan, Belarus, Georgia, Kazakhstan, Kyrgyzstan, Moldova, Russia, Tajikistan, Turkmenistan*, Uzbekistan* |

\* Countries restricted for manufacturing must be approved by Disney's International Labour Standards

3. **Properties:**

I. **“MARVEL CLASSIC STYLE GUIDES”**

1. **The Ultimate Spider-Man Classic Style Guide**
2. **The Avengers Classic Style Guide**
3. **Marvel Extreme Classic Style Guide**
4. **Marvel Heroes Classic Style Guide**
5. **Marvel Super Hero Squad Classic Style Guide**
6. **Spider-Man & Friends Classic Style Guide**

II. **“MARVEL MOVIE STYLE GUIDES”**

1. **Marvel's The Avengers Movie Style Guide**
2. **Iron Man 3 Movie Style Guide**
3. **Thor 2 Movie Style Guide**
4. **Iron Man: The Armoured Avenger Movie Style Guide**

4. **Product Categories and Products:**

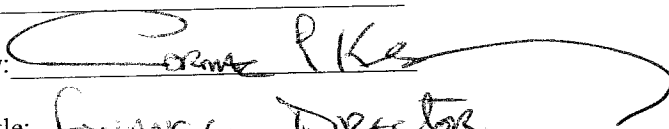
| Disney Merchandise Code | Category Description                        | Product Description  |
|-------------------------|---|--|
| 61060801                | Electric/Battery Operated Track Sets - Cars | Marvel Carrera Slot Racing Set, Single, Vehicles, Trackset Accessories / General Accessories for use with Marvel Carrera Slot Racing Set |

This Agreement shall be governed and interpreted according to the laws of England and Wales. Any legal actions pertaining to this Agreement commenced by Disney shall be subject to the non-exclusive jurisdiction of the courts of England and the parties agree to submit to the jurisdiction of the courts of England. Any legal actions pertaining to this Agreement commenced by Licensee shall be subject to the exclusive jurisdiction of the courts of England.

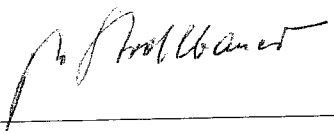
IN WITNESS WHEREOF, the parties have executed this Agreement by their duly authorised representatives.

AGREED:

**The Walt Disney Company Limited**

By:   
 Title: Finance Director  
 Date: 25/4/12

**Stadlbauer Marketing & Vertrieb GesmbH**

  
 By: Dr. Dieter Stadlbauer  
 Title: President  
 Date: April 17, 2012