

02/25/00

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

03-31-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



EET

101302121

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/30/2000 DCBATES 00000178 75814614

FOR OFFICE USE ONLY

01 EC:481

02 FC:482

40 00 00
250 00 01

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/814,614"/>	<input type="text" value="75/814,205"/>	<input type="text" value="75/814,047"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/814,468"/>	<input type="text" value="75/814,204"/>	<input type="text" value="75/814,046"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/814,253"/>	<input type="text" value="75/814,048"/>	<input type="text" value="75/814,043"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as follows:


 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of
Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s) **Mark if additional numbers attached**
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/787,430 75/746,223 75/713,884

75/786,391 75/746,222 75/713/883

75/786,334 75/746,217 75/713,758

75/786,325 75/717,393 75/713,755

75/786,323 75/713,889 75/713,754

75/786,311 75/713,885 75/713,751

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of
Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s) **Mark if additional numbers attached**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/713,673 75/636,433 75/635,508

75/713,667 75/635,521 75/635,506

75/676,421 75/635,514 75/635,501

75/636,770 75/635,513 75/634,568

75/636,700 75/635,511 75/634,537

75/636,441 75/635,510 75/634,536

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaion

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of
Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s) **Mark if additional numbers attached**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/634,535

75/634,534

75/633,852

75/633,851

75/633,850

75/633,549

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of December 31, 1999 (the "Security Agreement") between the obligors party thereto (each an "Obligor" and collectively the "Obligors") and Bank of America, N.A. (the "Bank"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Bank:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See attached Schedule A attached hereto and made a part hereof

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

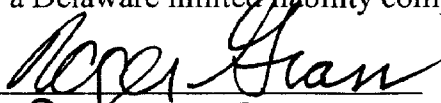
See attached Schedule A attached hereto and made a part hereof

The Obligor and the Bank hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark registration or trademark application.

Very truly yours,

FLEER/SKYBOX INTERNATIONAL, L.P.,
a Pennsylvania limited partnership

By: Golden Cards, LLC,
a Delaware limited liability company, general partner

By: 
Name: Roger GRASS
Title: Vice-President

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

By: _____

Name:

Title:

The Obligor and the Bank hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark registration or trademark application.

Very truly yours,

FLEER/SKYBOX INTERNATIONAL, L.P.,
a Pennsylvania limited partnership

By: Golden Cards, LLC,
a Delaware limited liability company, general partner

By: _____

Name:

Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

By: 

Name: **Michael R. Heredia**

Title: **Managing Director**

Schedule A

Fleer/Skybox International, L.P.

U.S. Trademarks

Pending Trademarks

Mark	Application Serial No.	Filing Date
SKYBOX FLIP MASTER CHALLENGE	75/814,614	10/4/99
HATS OFF	75/814,468	10/4/99
MOLTEN METAL	75/814,253	10/4/99
FRESH INK	75/814,205	10/4/99
AUTHEN-KICKS	75/814,204	10/4/99
HOBBY LEGENDS TOUR	75/814,048	10/4/99
FLEER/SKYBOX GENUINE	75/814,047	10/4/99
PENDEMONIUM	75/814,046	10/4/99
FEEL THE GAME	75/814,043	10/4/99
GET A PIECE OF THE PLAYER	75/787,430	8/26/99
FLEER/SKYBOX INTERNATIONAL and Design	75/786,391	8/26/99
WE UNDERSTAND YOUR PASSION	75/786,334	8/26/99
PREMIUM and Design	75/786,325	8/26/99
SKYBOX DOMINION	75/786,323	8/26/99
HOBBY BULLPEN PROGRAM	75/786,311	8/26/99
PEMDEMONIUM	75/746,223	10/30/99
PRIMETIME ROOKIES	75/746,222	7/8/99
FEEL THE GAME	75/746,217	7/8/99
SUPERNATURAL FUSION	75/717,393	5/25/99
ESTABLISHED	75/713,889	5/25/99
METAL SMITHS	75/713,885	5/25/99
METAL SMITHS XPLOSION	75/713,884	5/25/99
SUPERNATURAL XPLOSION	75/713,883	5/25/99
ROUNDBALL	75/713,758	5/25/99
APEX	75/713,755	5/25/99
E-XTRAORDINAY	75/713,754	5/25/99
UNDER PRESSURE	75/713,751	5/25/99
MASTERPIECE	75/713,673	5/25/99
AERIAL ASSUALT	75/713,667	5/25/99
PRIMETIME	75/676,421	4/6/99
SOLE OF THE GAME	75/636,770	2/9/99
SUPREME COURT	75/636,700	2/9/99
RAVE	75/636,441	2/4/99
AWARD WINNERS	75/636,433	2/4/99
FABULOUS 40'S	75/635,521	2/4/99
WARNING TRACK COLLECTION	75/635,514	2/4/99
BOX SEAT COLLECTION	75/635,513	2/4/99

Mark	Application Serial No.	Filing Date
FIRST BASE COLLECTION	75/635,511	2/4/99
BOYZ WITH THE WOOD	75/635,510	2/4/99
GOING YARD	75/635,508	2/4/99
RANT	75/635,506	2/4/99
DATE WITH DESTINY	75/635,501	2/4/99
BRILLIANTS	75/634,568	2/4/99
FREESTYLE	75/634,537	2/4/99
POSTSEASON REVIEW	75/634,536	2/4/99
BUILDING BLOCKS	75/634,535	2/4/99
M.L.P.D.	75/634,534	2/4/99
TURBO-CHARGED	75/633,852	2/4/99
HIP-NO-TIZED	75/633,851	2/4/99
DIAL "1"	75/633,850	2/4/99
STARTING COLLECTION	75/633,549	2/4/99