

FORM PTO-1618A
Expires 06/30/99
OMB0631-0027

12-14-1999

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



101221772

HEET

MD 11-29-99

TRADEMARKS ONLY

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
8/30/99

Conveying Party

Mark if additional names of conveying parties attached

- Name Execution Date
Month Day Year
8/30/99
- 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.)

FOR OFFICE USE ONLY

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 Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

12/13/1999 TTOM11

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

01 FC:001
02 FC:002

40.00 DP
1075.00 OP

DUR1246613_1

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REEL: 002000 FRAME: 0470

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="75/553,446"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,124,515"/>	<input type="text" value="2,118,344"/>	<input type="text" value="2,070,670"/>
<input type="text" value="75/373,374"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,090,120"/>	<input type="text" value="2,086,448"/>	<input type="text" value="2,018,795"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,035,572"/>	<input type="text" value="2,122,167"/>	<input type="text" value="1,979,543"/>

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 indicated above.

Mark D. Webbink
Name of Person Signing

[Signature]
Signature

11/24/99
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Name Execution Date
Month Day Year

Formerly

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Other

Citizenship/State of Incorporation/Organization

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DBA/AKA/TA

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,979,542	1,957,092	1,850,785
<input type="text"/>	<input type="text"/>	<input type="text"/>	2,005,210	1,901,376	1,824,776
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,983,092	1,875,381	1,821,509
<input type="text"/>	<input type="text"/>	<input type="text"/>	2,010,889	1,932,237	1,861,036
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,980,126	1,858,721	1,789,952
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,949,642	1,915,161	1,676,901

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,700,664	1,232,058	984,388
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,693,779	1,223,597	986,367
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,505,897	1,169,086	744,042
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,483,639	1,108,126	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,414,361	1,110,606	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,414,360	1,080,514	<input type="text"/>

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 30, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See attached schedule	

Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
	See attached schedule	

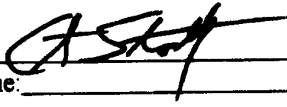
CHARITYBANK494534 . 1

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The Obligors and the Administrative Agent, on behalf of the Lenders, 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 or trademark application.

Very truly yours,

THE ERTL COMPANY, INC.

By: 
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, 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 or trademark application.

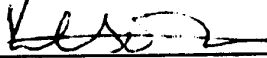
Very truly yours,

THE ERTL COMPANY, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: 
Name: Kent Davis
Title: Vice President

CHARITY BANK 494534_1

TRADEMARK
' REEL: 002000 FRAME: 0476

The ERTL Company, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

AUTHENTIC RAILWAY DESIGNS	2,124,515	12/23/97
ROCK AND ROLL ROADHAULER	2,090,120	8/19/97
TUFF TRAX	2,035,572	2/4/97
TREASURED HORSES COLLECTION	2,118,344	12/2/97
BUMBLE TOWN	2,086,448	8/5/97
LEGENDARY SPACE ENCOUNTERS	2,122,167	12/16/97
READY TO RUMBLE	2,070,670	6/10/97
EC and Design	2,018,795	11/26/96
ERTL COLLECTIBLES	1,979,543	6/11/96
ERTL COLLECTIBLES (Stylized)	1,979,542	6/11/96
VINTAGE CROSSROADS	2,005,210	10/1/96
BOLTERS	1,983,092	6/25/96
BASELINE BOPPERS	2,010,889	10/22/96
TIP-OFF COLLECTION	1,980,126	6/11/96
COOCHY COO	1,949,642	1/16/96
BUMBLE BRIGHT	1,957,092	2/20/96
LONGHORN RANCH	1,901,376	6/20/95
AMT	1,875,381	1/24/95
PRESTIGE	1,932,237	10/31/95
GOAL LINE CLASSICS	1,858,721	10/18/94
POWER HOUSE FARM SERIES	1,915,161	8/29/95
GOLD RAIL SERIES	1,850,785	8/23/94
SIGNATURE EDITION	1,824,776	3/1/94
BIG FARM	1,821,509	2/15/94
BUMBLE BALL	1,861,036	11/1/94
CLASSIC VEHICLES	1,789,952	8/24/93
FORCE ONE	1,676,901	2/25/92
FARM COUNTRY	1,700,664	7/14/92
AMERICAN MUSCLE	1,693,779	6/9/92
ERTL BLUEPRINTER	1,505,897	9/27/88
MIGHTY MOVERS	1,483,639	4/5/88
THUNDERBOLT	1,414,361	10/21/86
DESTROYER	1,414,360	10/21/86
ERTL BLUEPRINT REPLICA MODEL KIT and Design	1,232,058	3/22/83
BLUEPRINT REPLICA	1,223,597	1/11/83
SUPER ARM	1,169,086	9/15/81
BUMBLE BEE	1,108,126	12/5/78
TRUCKS OF THE WORLD (Stylized)	1,110,606	1/2/79
ERTL	1,080,514	12/27/77

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MPC and Design	984,388	5/21/74
ERTL	986,367	6/18/74
LITTLEST ANGEL	744,042	1/22/63

Pending Applications

SOFT SIDERS	75-353,446	9/15/98
HORSE DRAWN HERITAGE	75-373,374	10/15/97

RECORDED: 11/24/1999

**TRADEMARK
' REEL: 002000 FRAME: 0478**