

05-24-2002



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): UBS AG, Stamford Branch
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Marvel Characters, Inc.
Internal
Address: c/o Marvel Entertainment Group Inc.
Street Address: 387 Park Avenue South
City: New York State: NY Zip: 10016
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other Release of security interest
Execution Date: February 25, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
see attached schedule
B. Trademark Registration No.(s)
see attached schedule
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Keith M. Wixson
Internal Address:
Paul, Hastings, Janofsky & Walker LLP
Street Address: 75 East 55th Street
City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 406
7. Total fee (37 CFR 3.41): \$ 10,165.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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9. 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.
Keith M. Wixson
Name of Person Signing
Signature
Date: 5/24/2002

Total number of pages including cover sheet, attachments, and document: 22

05/26/2002 6TOM11 00000057 75542629

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 10125.00 OP

TRADEMARK REEL: 002505 FRAME: 0736

20-42.5

**MARVEL CHARACTERS, INC.
PENDING TRADEMARKS**

Trademark	Ser. No.	Filing Date	Assignee of Security Interest
A Next	75/542829	August 26, 1998	
Access [*]	75/189491	October 29, 1996	
Avengers	75/055460	February 9, 1996	
Avengers	75/055468	February 9, 1996	
Avengers	75/055462	February 9, 1996	
Blackbird Jet	75/439580	February 24, 1998	
Captain America Diner	75/257565	March 14, 1997	
Captain America Diner	75/257560	March 14, 1997	
Captain America Diner	75/257567	March 14, 1997	
Chicks In Charge	75/402744	December 9, 1997	
Chicks In Charge	75/402347	December 9, 1997	
Chicks in Charge	75/439581	February 24, 1998	
Chicks In Charge	75/402346	December 9, 1997	
Chicks in Charge	75/439585	February 24, 1998	
Come Marvel With Us	75/239734	February 7, 1997	
Cosmic Power	75/408806	December 19, 1997	
Dark Corners	75/458231	March 27, 1998	
Doc Samson	75/053751	February 5, 1996	
Dr. Doom's Fearful	75/167900	September 18, 1996	
Dr. Doom's Fearfall	75/257570	March 14, 1997	
Dr. Doom's Fearfall	75/257557	March 14, 1997	
Dr. Doom's Fearfall	75/257562	March 14, 1997	

*Jointly owned by Marvel Characters, Inc. and DC Comics.

Earth X	75/398639	December 2, 1997	
Excelsior	74/584250	October 11, 1994	
Fantastic Four	74/580334	September 30, 1994	
Fantastic Four	74/580343	September 30, 1994	
Generation X	74/537470	June 14, 1994	
Generation X	74/542831	August 26, 1998	
Hulk	75/257555	March 14, 1997	
Incredible Hulk	75/439583	February 24, 1998	
Infinite Horizons	75/408700	December 19, 1997	
Iron Man	74/002039	November 16, 1989	
Iron Man	73/839835	November 15, 1989	
Iron Man	74/002106	November 16, 1989	
Iron Man	74/000250	November 16, 1989	
Iron Man	73/839837	November 15, 1989	
Iron Man	74/002029	November 16, 1989	
J2	75/545556	August 31, 1998	
Journey Into Mystery	75/439587	February 24, 1998	
Ka-Zar	75/439590	February 24, 1998	
Kahuna	75/398641	December 2, 1997	
Kingpin's Arcade	75/171106	September 18, 1996	
Kingpin's Arcade	75/167907	September 18, 1996	
Kingpin's Arcade	75/167903	September 18, 1996	
Kingpin's Arcade	75/171110	September 18, 1996	
Man-Thing	75/398637	December 2, 1997	
Marvel Universe: Island of Super Heroes	75/257563	March 14, 1997	
Marvel Zone	75/398642	December 2, 1997	

Marvel	74/214398	October 17, 1991	
Marvel	75/278891	April 22, 1997	
Marvel Heroes Unmasked	75/472969	April 23, 1998	
Marvel Universe: Island of Super Heroes	75/257558	March 14, 1997	
Marvel Knights	75/472961	April 23, 1998	
Marvel Hotshots	74/608686	December 8, 1994	
Marvel Adventures	75/439582	February 24, 1998	
Marvel Arts	75/239739	February 7, 1997	
Marvel Sports	75/239735	February 7, 1997	
Marvel Games	75/239733	February 7, 1997	
Marvel Universe: Island of Super Heroes	75/257568	March 14, 1997	
Marvel	74/695623	June 28, 1995	
Marvel Mania	75/050025	January 29, 1996	
Marvel Mania	75/050079	January 29, 1996	
Marvel Mania	75/050080	January 29, 1996	
Marvel Mania	75/050081	January 29, 1996	
Marvel Mania	75/050082	January 29, 1996	
Marvel Mania	75/050084	January 29, 1996	
Marvel Mania	75/278892	April 22, 1997	
Marvel Music	75/227758	January 17, 1997	
Marvel Music	75/227757	January 17, 1997	
Marvel Music	75/227756	January 17, 1997	
Marvel Kids	75/227754	January 17, 1997	
Marvel Kids	75/227753	January 17, 1997	
Marvel Super Hero Island	75/286900	May 5, 1997	
Marvel Superstars	75/239736	February 7, 1997	

Marvelocity	75/189047	October 25, 1996	
Marvelocity	75/189049	October 25, 1996	
Marvelocity	75/189050	October 25, 1996	
Maverick	75/227752	January 17, 1997	
Metallic Heroes	75/462212	April 6, 1998	
Metallic Universe	75/545556	8/331/98	
Mutant X	75/542830	August 26, 1998	
My First Marvel	75/235795	February 3, 1997	
My First Marvel	75/235794	February 3, 1997	
New Mutants	75/398638	December 2, 1997	
Orleans	75/398640	December 2, 1997	
Pasta Mania	75/050032	January 29, 1996	
Please Judge Our Books By Our Covers	75/239732	February 7, 1997	
Quicksilver	75/439588	February 24, 1998	
Savage Force	75/494488	June 1, 1998	
Scorpion	75/458232	March 27, 1998	
Seeker 3000	75/473099	April 23, 1998	
Silver Surfer	75/235792	February 3, 1997	
Silver Surfer	75/235791	February 3, 1997	
Silver Surfer	75/235788	February 3, 1997	
Silver Surfer	75/235789	February 3, 1997	
Silver Surfer	75/235796	February 3, 1997	
Silver Surfer	75/235793	February 3, 1997	
Sinister Six Shop	75/279311	April 22, 1997	
Slingers	75/439589	February 24, 1998	
Spider Girl	75/542818	August 26, 1998	

Spider Striker	75/462213	April 6, 1998	
Super Hero Island - Center of The Marvel Universe	75/167902	September 18, 1996	
Super Hero Island - Center of the Marvel Universe	75/167901	September 18, 1996	
Super Hero Island - Center of the Marvel Universe	75/171111	September 18, 1996	
Super Hero Island	75/171108	September 18, 1996	
Super Hero Island - Center of the Marvel Universe	75/171107	September 18, 1996	
Super Hero Island	75/167911	September 18, 1996	
Super Hero Island	75/167919	September 18, 1996	
Super Hero Island	75/168705	September 19, 1996	
The Marvel Alterniverse Store	75/167906	September 18, 1996	
The Marvel Alterniverse Store	75/171115	September 18, 1996	
The House of Ideas	75/439579	February 24, 1998	
The Amazing Spider-Man	75/257559	March 14, 1997	
The Champions	75/072629	March 14, 1996	
The Supernaturals	75/458232	March 27, 1998	
The Amazing Spider-Man	75/257569	March 14, 1997	
The Marvel Alterniverse Store	75/167904	September 18, 1996	
The Incredible Hulk Coaster	75/525171	July 24, 1998	
The Marvel Alterniverse Store	75/171114	September 18, 1996	
The Amazing Spider-Man	75/257564	March 14, 1997	
Thunderbolts	75/191081	November 1, 1996	
True Believer	75/365036	September 27, 1997	

Union Jack	75/439584	February 24, 1998	
Your Friendly Neighborhood 5 & Dime	75/257561	March 14, 1997	
Your Friendly Neighborhood 5 & Dime	75/257566	March 14, 1997	
Your Friendly Neighborhood 5 & Dime	75/257556	March 14, 1997	
Your Friendly Neighborhood Store	75/167905	September 18, 1996	
Zonocard	75/494,483	June 1, 1998	

**MARVEL CHARACTERS, INC.
REGISTERED TRADEMARKS**

Trademark	Reg. No.	Reg. Date	Assignee of Security Interest
2099 Unlimited	1,818,944	February 1, 1994	
Abominations	2093282	September 2, 1997	
Adamantium Rage	2,041,045	February 25, 1997	
Alpha Flight	1,301,601	October 23, 1984	
Amalgam*	2,109,645	October 28, 1997	
Annex	1,934,223	November 7, 1995	
Archangel	1,863,710	November 22, 1994	
Battletide	1,806,089	November 23, 1993	
Beast	1,858,599	October 18, 1994	
Bishop	1,736,550	December 1, 1992	
Bishop	1,840,640	June 21, 1994	
Black Widow	1,181,246	December 8, 1981	
Black Panther	1,163,660	August 4, 1981	
Blackwulf	1,918,827	September 12, 1995	
Blade	1,949,390	January 16, 1996	
Blaze	1,867,620	December 13, 1994	
Cable	1,736,549	December 1, 1992	
Captain America	854,655	August 13, 1968	
Captain America	1,708,331	August 18, 1992	
Captain America	1,752,691	February 16, 1993	
Captain America	1,349,244	July 16, 1985	
Captain America (Design Only)	879,980	November 4, 1969	

*Jointly held by Marvel Characters, Inc. and DC Comics.

DSA: 149447.1

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**TRADEMARK
REEL: 002505 FRAME: 0743**

Captain Marvel	976,419	January 8, 1974	
Captain Marvel	892,487	June 9, 1970	
Carnage	1,888,405	April 11, 1995	
Century	2,071,359	June 17, 1997	
Children of the Voyager	1,896,932	May 30, 1995	
Cloak and Dagger	1,301,603	October 23, 1984	
Code Blue	1,918,826	September 12, 1995	
Code of Honor	2,130,501	January 20, 1998	
Cosmic Powers	1,910,748	August 8, 1995	
Cyberspace 3000	1,855,173	September 20, 1994	
Cyclops	1,900,602	June 20, 1995	
Daily Bugle	2,091,440	August 26, 1997	
Dances with Demons	1,901,211	June 20, 1995	
Daredevil	2,074,063	June 24, 1997	
Daredevil	891,294	May 19, 1970	
Daredevil (Design Only)	885,488	February 3, 1970	
Dark Guard	1,855,178	September 20, 1994	
Darkhawk	1,738,322	December 8, 1992	
Darkhold	1,803,727	November 9, 1993	
Daydreamers	2,151,484	April 14, 1998	
Dazzler	1,220,804	December 21, 1982	
Deadpool	1,828,247	March 29, 1994	
Death-Wreck	1,855,179	September 20, 1994	
Death's Head	1,836,745	May 17, 1994	
Deathlok	1,812,133	December 21, 1993	
Die-Cut	1,974,454	May 21, 1996	
Digitek	1,806,088	November 23, 1993	

Doctor Strange	1,099,497	August 15, 1978	Chemical Bank
Doctor Strange Head (Design Only)	1,103,861	October 10, 1978	
Dr. Doom	1,349,670	July 16, 1985	
Dr. Octopus	1,348,211	July 9, 1985	
Dracula	1,023,993	October 28, 1975	
Druid	2,006,988	October 8, 1996	
E	1,284,249	July 3, 1984	
Elektra	1,797,765	October 12, 1993	
Epic	1,284,248	July 3, 1984	
Epic Comics	1,284,263	July 3, 1984	
Excalibur	1,708,156	August 18, 1992	
Fantastic Force	1,906,492	July 18, 1995	
Fantastic Four	893,303	June 23, 1970	
Fantastic Four	2,110,985	November 4, 1997	
Fantastic Four	1,178,554	November 17, 1981	
Fantastic Four	2,142,967	March 10, 1998	
Fantastic Four & Invisible Woman (Design Only)	882,902	December 23, 1969	
Fantastic Four & Mr. Fantastic (Design Only)	882,901	December 23, 1969	
Fantatic Four & Thing (Design Only)	885,485	February 3, 1970	
Force Works	1,924,589	October 3, 1995	
Gambit	1,885,991	March 28, 1995	
Gene D.O.G.S.	1,918,810	September 12, 1995	
Generation X	2,105,616	October 14, 1997	
Generation X	1,896,929	May 30, 1995	

Genetix	2,002,047	September 24, 1996	
Ghost Rider	2,084,204	July 29, 1997	
Ghost Rider	1,044,113	July 20, 1976	
Giant Man	2,032,477	January 21, 1997	
Green Goblin	2,132,961	January 27, 1998	
Guardians of the Galaxy	1,739,818	December 15, 1992	
Gunrunner	2,012,959	November 5, 1996	
Hawkeye	1,855,764	September 27, 1994	
Hellstorm	1,810,034	December 7, 1993	
Hero Caps	1,831,312	April 19, 1994	
Hero Caps	1,833,933	May 3, 1994	
Heroes For Hire	2,120,024	December 9, 1997	
Howard the Duck	1,099,500	August 15, 1978	
Hulk**	1,179,542	November 24, 1981	
Hulk	1,198,787	June 22, 1982	
Hulk	1,215,835	November 9, 1982	
Hulk	1,249,928	August 30, 1983	
Hulk	970,791	October 16, 1973	
Hulk	1,231,157	March 15, 1983	
Hulk	1,242,914	June 21, 1983	
Hulk	1,210,317	September 28, 1982	
Hulk	1,252,880	October 4, 1983	
Hulk (Design Only)	891,591	May 26, 1970	
Illuminator	1,795,871	September 28, 1993	
Immortalis	1,896,933	May 30, 1995	

**Owned by Cadence Industries Corporation a/k/a Marvel Comics Group.

Incredible Hulk	1,286,338	July 17, 1984	
Iron Fist	1,082,515	January 17, 1978	
Iron Fist (Design Only)	1,099,506	August 15, 1978	
Iron Man	1,762,857	April 6, 1993	
Iron Man	2,124,587	December 30, 1997	
Iron Man	1,355,280	August 20, 1985	
Iron Man	893,304	June 23, 1970	
Iron Man (Design Only)	893,770	June 30, 1970	
Ironman	1,916,623	September 5, 1995	
Knights of Pendragon	1,806,092	November 23, 1993	
Luke Cage	1,788,101	August 17, 1993	
Lunatik	2,088,149	August 12, 1997	
M Marvel Comics	1,751,227	February 9, 1993	
M Marvel Comics	1,751,391	February 9, 1993	
Magneto	1,901,698	June 27, 1995	
Marvel	1,921,761	September 26, 1995	
Marvel	2,070,250	June 10, 1997	
Marvel	1,754,033	February 23, 1993	
Marvel	870,506	June 3, 1969	
Marvel	1,741,813	December 22, 1992	
Marvel Age	1,301,604	October 23, 1984	
Marvel Action Hour	2,053,118	April 15, 1997	
Marvel Boy	913,594	June 8, 1971	
Marvel Chillers	2,052,780	April 15, 1997	
Marvel Comics M	1,994,783	August 20, 1996	
Marvel Comics M	1,832,654	April 26, 1994	
Marvel Comics M	1,834,680	May 3, 1994	

Marvel Cyber Comics	2,121,022	December 16, 1997	
Marvel Frontier Comics	1,896,934	May 30, 1995	
Marvel Mania	2,159,156	May 19, 1998	
Marvel Midnight Sons	1,893,089	May 9, 1995	
Marvel Motion	2,102,274	September 30, 1997	
Marvel Music	1,953,635	January 30, 1996	
Marvel Power Pals	1,748,639	January 26, 1993	
Marvel Super-Heroes	1,168,988	September 15, 1981	
Marvel Super-Heroes	1,073,580	September 20, 1977	
Marvel Team-Up	1,106,657	November 21, 1978	
Marvel Universe	1,272,677	April 3, 1984	
Marvel Vision	2,006,351	October 8, 1996	
Master of Kung Fu	1,027,903	December 23, 1975	
Maximum Carnage	1,888,469	April 11, 1995	
Maximum Carnage	2,116,526	November 25, 1997	
Megazine	1,921,993	September 26, 1995	
Midnight Sons	1,797,823	October 12, 1993	
Mighty Marvel	1,139,659	September 16, 1980	
Millie The Model Comics	427,866	February 25, 1947	
Moon Knight	1,247,030	August 2, 1983	
Morbius	1,762,824	April 6, 1993	
Mort the Dead Teenager	1,841,810	June 28, 1994	
Motormouth & Killpower	1,806,091	November 23, 1993	
Mutant Gear	2,055,702	April 22, 1997	
Mys-Tech Wars	1,806,093	November 23, 1993	
Namor	1,752,508	February 16, 1993	

Nick Fury, Agent of S.H.I.E.L.D.	1,708,157	August 18, 1992	
Night Raven	1,947,847	January 16, 1996	
Night Hawk	1,181,247	December 8, 1981	
Night Thrasher	1,810,719	December 14, 1993	
Nightstalkers	1,782,110	July 13, 1993	
Nightwatch	1,903,546	July 4, 1995	
Nomad	1,804,389	November 16, 1993	
Nova	1,099,494	August 15, 1978	
Nova (Design Only)	1,099,508	August 15, 1978	
Omega the Unknown	1,099,498	August 15, 1978	
Omega the Unknown (Design Only)	1,099,505	August 15, 1978	
Power Man	1,064,435	April 26, 1977	
Power Pack	1,403,958	August 5, 1986	
Professor X	1,901,699	June 27, 1995	
Psycho-Warrior	1,983,211	July 2, 1996	
Psychosonic Comic	1,946,293	January 9, 1996	
Psychosonic Comic	1,970,439	April 23, 1996	
Quasar	1,902,630	July 4, 1995	
Ravage	1,768,069	April 27, 1993	
Razorline	1,874,649	January 17, 1995	
Rogue	1,911,299	August 15, 1995	
Sabretooth	1,836,773	May 17, 1994	
Scarlet Spider	2,001,696	September 17, 1996	
Scarlet Witch	1,896,166	May 30, 1995	
Secret Wars	1,380,412	January 28, 1986	
Sentinels	2,064,283	May 27, 1997	

She-Hulk	1,192,099	March 16, 1982	
Silver Sable	1,736,548	December 1, 1992	
Slapstick	1,792,181	September 7, 1993	
Sleepwalker	1,752,507	February 16, 1993	
Solo	1,922,896	September 26, 1995	
Spider-Man	1,256,062	November 1, 1983	
Spider-Man	1,231,920	March 22, 1983	
Spider-Man	1,206,718	August 31, 1982	
Spider-Man	1,206,213	August 24, 1982	
Spider-Man	1,229,926	March 8, 1983	
Spider-Man	1,300,723	October 16, 1984	
Spider-Man	1,267,236	February 14, 1984	
Spider-Man	959,887	May 29, 1973	
Spider-Man	1,163,134	July 28, 1981	
Spider-Man	1,339,415	June 4, 1985	
Spider-Man	1,251,774	September 20, 1983	
Spider-Man (Design Only)	882,903	December 23, 1969	
Spider-Man 2099	1,770,046	May 11, 1993	
Spider-Woman	1,210,324	September 28, 1982	
Spider-Woman	1,097,415	July 25, 1978	
Spider-Woman	1,162,259	July 21, 1981	
Spidey	1,073,579	September 20, 1977	
Spirits of Vengeance	1,772,351	May 18, 1993	
Star-Lord	1,139,223	September 2, 1980	
Starblast	1,885,990	March 28, 1995	
Starjammers	1,998,453	September 3, 1996	
Starmasters	1,968,746	April 16, 1996	

Storm	1,858,598	October 18, 1994	
Strange Tales	1,935,588	November 14, 1995	
Sub-Mariner	891,593	May 26, 1970	
Sub-Mariner (Design Only)	885,071	January 27, 1970	
Super Hero*	825,835	March 14, 1967	
Super Heroes*	1,202,558	July 27, 1982	
Super Heroes*	1,179,067	November 24, 1981	
Super Heroes*	1,186,939	January 19, 1982	
Super Heroes*	1,140,452	October 14, 1980	
Super Heroes*	1,248,407	August 16, 1983	
Super Soldiers	1,806,087	November 23, 1993	
Super-Villains*	1,324,393	March 12, 1985	
Tales to Astonish	1,933,228	November 7, 1995	
Terror, Inc.	1,738,321	December 8, 1992	
The Amazing Spider-Man	885,910	February 10, 1970	
The Avengers	885,486	February 3, 1970	
The Clandestine	1,899,814	June 13, 1995	
The Eternals	1,098,111	August 1, 1978	
The Eternals (Design Only)	1,099,503	August 15, 1978	
The Falcon	1,135,117	May 13, 1980	
The Human Torch	884,168	January 13, 1970	
The Incredible Hulk	890,917	May 12, 1970	
The Infinity War	1,771,422	May 18, 1993	
The Inhumans	1,082,514	January 17, 1978	
The Inhumans (Design Only)	1,099,504	August 15, 1978	

* Jointly held by Marvel Characters, Inc. and DC Comics.

DSA:149447.1

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TRADEMARK
REEL: 002505 FRAME: 0751

The Invaders	1,082,516	January 17, 1978	
The Mighty Thor	890,918	May 12, 1970	
The Nam	1,836,774	May 17, 1994	
The New Mutants	1,301,605	October 23, 1984	
The New Warriors	1,750,121	February 2, 1993	
The Punisher	1,739,938	December 15, 1992	
The Punisher	1,767,539	April 27, 1993	
The Punisher	1,546,411	July 4, 1989	
The Secret Defenders	1,794,283	September 21, 1993	
The Shroud	1,852,400	September 6, 1994	
The Silver Surfer	890,922	May 12, 1972	
The Thing	1,280,728	June 5, 1984	
Thor	958,186	May 1, 1973	
Thor (Design Only)	885,487	February 3, 1970	
Thunderstrike	1,823,719	February 22, 1994	
Tigra	1,115,275	March 20, 1979	
Tomb of Dracula	959,886	May 29, 1973	
Typhoid	2,034,366	January 28, 1997	
Vengeance	1,889,265	April 11, 1995	
Venom	1,844,354	July 12, 1994	
Venom	2,117,538	December 2, 1997	
War Machine	1,797,824	October 12, 1993	
Warheads	1,806,090	November 23, 1993	
Warlock	1,111,736	January 23, 1979	
Weapon X	1,917,929	September 12, 1995	
Werewolf by Night	2,149,574	April 7, 1998	
What If...	1,868,234	December 20, 1994	

What The--?!	1,866,960	December 13, 1994	
Wild Thing	1,998,911	September 10, 1996	
Wolverine	1,395,639	June 3, 1986	
Wolverine	1,751,390	February 9, 1993	
World's Greatest Super Heroes	1,080,655	December 27, 1977	
X-Calibre	1,918,815	September 12, 1995	
X-Factor	1,435,538	April 7, 1987	
X-Force	1,965,178	April 2, 1996	
X-Force	1,685,314	May 5, 1992	
X-Men	2,052,216	April 15, 1997	
X-Men	2,047,364	March 25, 1997	
X-Men	1,770,191	May 11, 1993	
X-Men	1,723,928	October 13, 1992	
X-Men	2,047,363	March 25, 1997	
X-Men	2,080,843	July 22, 1997	
X-Men	1,323,166	March 5, 1985	
X-Men	1,833,719	May 3, 1994	
X-Men	1,161,898	July 21, 1981	
X-Men Mutant Gear	2,093,353	September 2, 1997	
X-Nation	2,062,148	May 13, 1997	
X-Universe	1,980,802	June 18, 1996	
XSE	2,091,441	August 26, 1997	

**RELEASE
(Trademarks)**

Dated: February 25, 1999

Reference is made to that certain Marvel Characters, Inc. Trademark Security Agreement, dated as of September 28, 1998 (as amended, supplemented or otherwise modified from time to time, the "Agreement", as attached hereto), made by Marvel Characters, Inc. in favor of UBS AG. Stamford Branch, as collateral agent (in such capacity, the "Collateral Agent").

As of the date hereof, we hereby release all security interests, liens, encumbrances, and other liens of any kind (collectively, the "Liens") in or to the intellectual property granted to the Collateral Agent by Marvel Characters, Inc. pursuant to the Agreement, including, without limitation, the Liens (if any) on each of the trademarks listed on the attachment to the Agreement.

Such release is made without representation, warranty or recourse, express or implied.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed by its officer thereunto duly authorized as of the date indicated above.

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: _____

Name: Robert Parsons

Title: Managing Director

[Signature]

Teresa Lin

Executive Director

TRADEMARK SECURITY AGREEMENT

(Trademarks, Trademark Registrations, Trademark Applications and Trademark Licenses)

WHEREAS, Marvel Characters, Inc., a Delaware corporation (herein referred to as the "**Lien Grantor**"), owns, or in the case of licenses is a party to, the Trademark Collateral (as defined below);

WHEREAS, pursuant to the terms of the Security Agreement dated as of September 28, 1998 (as such agreement may be amended from time to time, the "**Security Agreement**") among Toy Biz, Inc. (to be renamed Marvel Enterprises, Inc.), the Subsidiary Guarantors party thereto and UBS AG, Stamford Branch, as Collateral Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the "**Grantee**"), the Lien Grantor has granted to the Grantee for the benefit of such Secured Parties a continuing security interest in or other Lien on substantially all the personal property of the Lien Grantor, including all right, title and interest of Lien Grantor in, to and under the Trademark Collateral (as defined below), whether now owned or existing or hereafter acquired or arising, to secure the Secured Obligations (as defined in the Security Agreement) of the Lien Grantor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lien Grantor does hereby grant to the Grantee, to secure the Secured Obligations of the Lien Grantor, a continuing security interest in all of the Lien Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "**Trademark Collateral**"), whether now owned or existing or hereafter acquired or arising:

(i) each Trademark (as defined in the Security Agreement) owned by Lien Grantor, including, without limitation, each Trademark registration and application referred to in Schedule 1 hereto, and all of the goodwill of the business connected with the use of, or symbolized by, each Trademark;

(ii) each Trademark License (as defined in the Security Agreement) to which the Lien Grantor is a party, including, without limitation, each Trademark License identified in Schedule 1 hereto, and all

of the goodwill of the business connected with the use of, or symbolized by, each Trademark licensed pursuant thereto; and

(iii) all proceeds of and revenues from, and accounts and general intangibles arising out of, the foregoing, including, without limitation, all proceeds of and revenues from any claim by the Lien Grantor against third parties for past, present or future unfair competition with, or violation of intellectual property rights in connection with or injury to, or infringement or dilution of, any Trademark owned by the Lien Grantor, including, without limitation, any Trademark referred to in Schedule 1 hereto, and all rights and benefits of the Lien Grantor under any Trademark License, including, without limitation, any Trademark License identified in Schedule 1 hereto, or for injury to the goodwill associated with any of the foregoing.

The Lien Grantor hereby irrevocably constitutes and appoints the Grantee and any officer or agent thereof, with full power of substitution, as its true and lawful attorney-in-fact with full power and authority in the name of the Lien Grantor or in its name, from time to time, in the Grantee's discretion, so long as any Event of Default shall have occurred and be continuing, to take with respect to the Trademark Collateral any and all appropriate action which the Lien Grantor might take with respect to the Trademark Collateral and to execute any and all documents and instruments which may be necessary or desirable to carry out the terms of this Trademark Security Agreement and to accomplish the purposes hereof.

Except to the extent permitted in the Security Agreement or the Credit Agreements, the Lien Grantor agrees not to sell, license, exchange, assign or otherwise transfer or dispose of, or grant any rights with respect to, or mortgage or otherwise encumber, any of the foregoing Trademark Collateral.

The foregoing security interest is granted in conjunction with the security interests granted by the Lien Grantor to the Grantee pursuant to the Security Agreement. The Lien Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, the Lien Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 30th day of September, 1998.

MARVEL CHARACTERS, INC.

By: 

Title:

Vice President and Secretary

Acknowledged:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: 

Title:

By: 

Title:

Phyllis J. Karno
Director
Leveraged Finance

(NY) 20540/066/SA/sec.trade.marvel.characters.wpd

RECORDED: 05/24/2002

TRADEMARK
REEL: 002505 FRAME: 0757