

04-07-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECORDS SECTION

To the Honorable Commissioner of Patents and Trademarks

thereof.

101004892

1. Name of Party(ies) conveying an interest:

2. Name and Address of Party(ies) receiving an interest:

Fleer/Skybox International, LP
Executive Plaza
1120 Route 73 South
Mount Laurel, New Jersey 08054

Name: NationsBank, N.A., As Agent
Internal Address: One Independence Center NC1-001-15-04
Street Address: 101 North Tryon Street, 15th Floor

- Individual(s)
- General Partnership
- Limited Partnership Pennsylvania
- Other
- Association
- Corporation

City: Charlotte State: North Carolina Zip: 28255

- Individual(s) citizenship
- Association
- General Partnership

Additional name(s) of conveying party(ies) attached? Yes No

- Limited Partnership
- Corporation
- Other National Banking Association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment
 - Security Agreement
 - Other Notice of Grant of Security Interest In Trademarks
 - Merger
 - Change of Name
- Execution Date: February 11, 1999

4. Application number(s) or registration number(s):

B. Trademark Registration No.(s): See Attached

A. Trademark Application No.(s): See Attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and registrations involved: 127

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

7. Total fee (37 CFR 3.4): \$ 3,190.00
 Enclosed
 Authorized to be charged to deposit account
(Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

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.

Mark H. Webbink, Esq.
Name of Person Signing

[Signature]
Signature

3/24/99
Date

Total number of pages including cover sheet, attachments and document: 11

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

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

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Kim Oakley
(Typed or printed name of person signing the certificate)

K. Oakley
(Signature of the person signing the certificate)

3-24-99
(Date of Signature)

04/07/1999 JSMBZZ 00000200 75540763

01 FC:481
02 FC:482

40.00 OP
3150.00 OP

3-30-99

SCHEDULE A

Recordation Form Cover Sheet

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

Mark	Application Serial No.	Filing Date
3-D'S	75/540,763	08/20/98
ACCESS	75/160,226	09/04/96
AUTUMN EXCELLENCE	75/540,796	08/20/98
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DAMAGE, INC.	75/539,373	08/20/98
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DIAMOND INK DESIGN	75/383,295	11/03/97
DIAMOND STANDOUTS	75/503,533	06/16/98
DUGOUT AXCESS	75/312,409	06/20/97
E-X CENTURY	75/611,093	12/22/98
EDITOR'S CHOICE	75/467,035	04/13/98
EXTRA EDITION	75/473,103	04/23/98
FIRST EDITION	75/540,770	08/20/98
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FLEER MISCELLANEOUS DESIGN (Blue diamond with baseball)	75/370,144	10/08/97
FLEER MISCELLANEOUS DESIGN (Blue diamond with puck)	75/370,145	10/08/97
FLEER MISCELLANEOUS DESIGN (Blue diamond with puck)	75/370,057	10/08/97
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GREAT SHOTS!	75/473,023	04/23/98
GUMMIKINS	75/117,982	06/12/96
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INTIMIDATION NATION	75/540,043	08/20/98
LEGENDS OF THE FUTURE	75/472,560	04/23/98
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METAL	74/625,877	01/26/95
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MITT FITS	75/467,034	04/13/98
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MYSTIQUE	75/467,032	04/13/98
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NUMBER CRUSHERS	75/467,270	04/13/98
PLANET FOOTBALL	75/467,202	04/13/98

PLANET METAL	75/539,715	08/20/98
PROMISING FORECAST	75/467,048	11/29/98
QUASARS	75/467,031	04/13/98
QUICK STRIKE	75/473,304	04/23/98
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SCOUTING REPORT	75/467,030	04/13/98
SHOW PIECE	75/232,277	01/28/97
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THUNDERCLAP	75/539,719	08/20/98
TOP 30	75/473,315	04/23/98
TOTAL "O"	75/473,316	04/23/98
TROPHY CASE	75/467,382	04/13/98
TWO 4 ME, ZERO FOR YOU	75/540,040	08/20/98
VINTAGE '63	75/472,619	04/23/98
WWW.BATTERZ.COM	75/609/671	
IMPACT	75/031,080	12/11/95
SKYBOX (Stylized)	75/370,376	10/08/97
THUNDER SKYBOX	75/370,279	10/08/97

B. Trademark Registration No.(s):

Mark	Registration No.	Registration Date
BACK-SLAPPER	832,224	07/18/67
CANVAS	2,098,203	09/16/97
CARTOON CHARACTER DESIGN	1,948,112	01/16/96
CHAMPIONS IN ACTION AND DESIGN	2,085,556	08/05/97
CIRCA	2,140,245	03/03/98
DIAMOND TRIBUTE	2,028,948	01/07/97
EXCEL	1,802,691	11/02/93
EXTRA BASES	1,902,714	07/04/95
FLAIR	1,836,149	05/10/94
FLEER	1,662,637	10/29/91
FLEER	1,671,098	01/07/92
FLEER AND DESIGN	1,270,137	03/13/84
FLEER MISCELLANEOUS DESIGN (Thanks a Million...)	2,057,414	04/29/97
FLEER ULTRA	1,816,398	01/11/94
FLEER ULTRA TEAM	1,815,416	01/04/94
GOUDEY	2,177,406	07/28/98
HIGH IMPACT	1,907,841	07/25/95
HOLOPIX	2,107,767	10/21/97
HOT GLOVE	2,033,826	01/28/97
HOT PACKS	1,931,650	10/31/95
LEAGUE LEADER	504,147	03/22/94
LEGACY COLLECTION	2,170,406	06/30/98
METAL UNIVERSE	2,098,205	09/16/97
OVERPOWER	2,014,390	11/05/96
PLAY OF THE GAME	2,170,386	06/30/98

POWER OF PLAY	1,839,939	06/14/94
POWER PLUS	2,090,638	08/26/97
POWER SURGE	2,134,828	02/03/98
PRIME LEATHER	2,033,897	01/28/97
PROCARDS	1,514,561	11/29/88
PUD	1,948,105	01/16/96
RISING STAR	1,966,494	04/09/96
ROAD WARRIOR	2,130,095	01/20/98
ROOKIE SENSATIONS	1,912,846	08/15/95
ROOKIE SENSATIONS	2,017,287	11/19/96
SCHOOL-DAZE	838,832	11/14/67
SEASON CROWNS	2,033,839	01/28/97
SHOW STOPPERS	2,177,536	07/28/98
SHOW TIME	2,170,405	06/30/98
SMOOTH LEATHER	2,033,827	01/28/97
SNEEKIES	868,213	04/15/69
TEAM LEADER	1,917,864	09/12/95
TEAM LEADERS	1,876,585	01/31/95
THANKS A MILLION	2,071,672	06/17/97
THANKS A MILLION	2,115,457	11/25/97
TOMORROW'S HEROES	1,778,920	06/29/93
VIRTUAL VISION	2,090,162	08/19/97
WAVE OF THE FUTURE & DESIGN	2,016,333	11/12/96
WAVE OF THE FUTURE & DESIGN	1,969,618	04/23/96
WAVE OF THE FUTURE & DESIGN	1,982,137	06/25/96
AUTOGRAPHICS	2,082,492	07/22/97
E MOTION	2,067,632	06/03/97
LINE DRIVE AND DESIGN	1,766,680	04/20/93
MAJOR IMPACT	1,907,842	07/25/95
PRIMETIME	1,763,687	04/06/93
SKYBOX	1,780,191	07/06/93
SKYBOX	1,794,965	09/28/93
SKYBOX	1,887,682	04/04/95
SKYBOX	1,938,919	11/28/95
SKYBOX	2,129,434	1/13/98
SKYBOX INTERNATIONAL	1,777,816	06/22/93
SKYBOX MASTER SERIES	1,928,693	10/17/95
SKYCAPS	1,833,050	04/26/94
SKYDISC	1,920,877	09/19/95
SKYMOTION	2,039,108	2/18/97
SKYVIEW	2,043,786	3/11/97
SUPREME COURT	1,751,891	02/09/93
TO WIN THE WORLD	1,899,795	06/13/95
TOTAL IMPACT	1,907,843	07/25/95

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of February 11, 1999 (the "Security Agreement") between the obligors party thereto (each an "Obligor" and collectively the "Obligors") and NationsBank, 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>
---------------------------------------	--	--

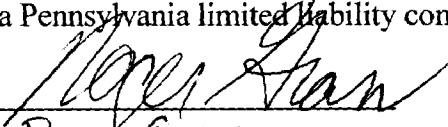
See attached Schedule A attached hereto and made a part hereof

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,

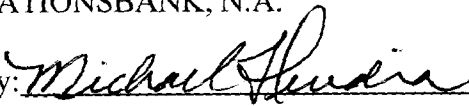
FLEER/SKYBOX INTERNATIONAL, LP (f/k/a Golden Card LP),
a Pennsylvania limited partnership

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

By: 
Name: Roger Grass
Title: Vice President

Acknowledged and Accepted:

NATIONSBANK, N.A.

By: 
Name: **Michael R. Heredia**
Title: **Senior Vice President**

SCHEDULE A

Recordation Form Cover Sheet

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TOTAL IMPACT	1,907,843	07/25/95

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

MARK H. WEBBINK
DIRECT DIAL 919-286-8048
DIRECT FAX 919-416-8348
E-MAIL markwebbink@mvalaw.com

2200 WEST MAIN STREET SUITE 800
DURHAM, NORTH CAROLINA 27705-4658
TELEPHONE 919-286-8000
FACSIMILE 919-286-8199
<http://www.mvalaw.com>
POST OFFICE BOX 3843
DURHAM, NORTH CAROLINA 27702-3843

CHARLOTTE, NC
RALEIGH, NC
CHARLESTON, SC

March 24, 1999

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Via Certified Mail
Z 032 473 386

Re: Recordation of Notice of Grant Of Security Interests - Trademarks

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest - Trademarks, executed February 11, 1999 between Fleeer/Skybox International, LP and NationsBank, N.A., As Agent;
3. Check No. 27975 in the amount of Three Thousand One Hundred Ninety Dollars (\$3,190.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest documents.

Sincerely yours,

MOORE & VAN ALLEN, PLLC



Mark H. Webbink

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

Kim Oakley
(Typed or printed name of person signing the certificate)

K. Oakley
(Signature of the person signing the certificate)

3-24-99
(Date of Signature)

RECORDED: 03/24/1999

TRADEMARK
REEL: 1876 FRAME: 0515