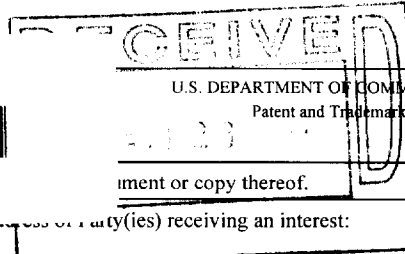


Med 8/23/90

11-19-1999



Document I.D. No. 101067365A



101171195

To the Honorable Commissioner of Patents and Trademarks

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

Fleer Corp.
Executive Plaza
1120 Route 73 South
Mount Laurel, New Jersey 08054

RE

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

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other Correction To Assignment
- Execution Date: February 10, 1999
- Merger
- Change of Name

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

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

Name of Party(ies) receiving an interest:

Name: Golden Cards, L.P.
Internal Address: Executive Plaza
Street Address: 1120 Route 73 South
City: Mount Laurel State: New Jersey Zip: 08054

- Individual(s) citizenship
- Association
- General Partnership

- Limited Partnership Pennsylvania
- Corporation
- Other

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

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

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

Additional numbers attached? Yes No

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

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

6. Total number of applications and registrations involved: 105

7. Total fee (37 CFR 3.4): \$ 2,640.00
 Previously submitted
 Enclosed \$ 40.00
 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] 8/30/99
Signature Date

Total number of pages including cover sheet, attachments and document: 51

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.

Tim Kroll
(Typed or printed name of person signing the certificate)

[Signature]
(Signature of the person signing the certificate)

8/20/99
(Date of Signature)

08/26/1999 MTHAI1 00000172 75540763

01 FC:481 40.00 DP

SCHEDULE A

**Recordation Form Cover Sheet
Trademark Assignment**

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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COURT MASTERS	75/473,317	04/23/98
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VINTAGE '63	75/472,619	04/23/98
WWW.BATTERZ.COM	75/609/671	

B. Trademark Registration No.(s):

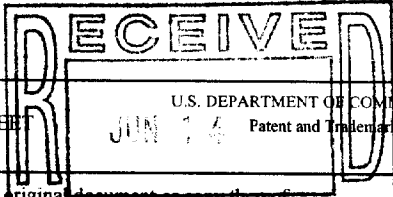
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HOT GLOVE	2,033,826	01/28/97
HOT PACKS	1,931,650	10/31/95

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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
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SHOW STOPPERS	2,177,536	07/28/98
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WAVE OF THE FUTURE & DESIGN	1,982,137	06/25/96

RE

me 6-14-99

06-17-1999



Document I.D. No. 10



To the Honorable Commis

101067365

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Fleer Corp.
Executive Plaza
1120 Route 73 South
Mount Laurel, New Jersey 08054

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Delaware
 Other

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

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 Association
 General Partnership
 Limited Partnership Pennsylvania
 Corporation
 Other

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

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Assignment Merger
 Security Agreement Change of Name
 Other Correction To Assignment

Execution Date: February 10, 1999

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

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Additional numbers attached? Yes No

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

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

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

6. Total number of applications and registrations involved: 105

7. Total fee (37 CFR 3.4): \$ 2,640.00

Previously submitted
 Enclosed \$ 65.00
 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. [Signature] 6/11/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 32

Mail documents to be recorded with required cover sheet information to

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

06/16/1999 NT:RI1 00000080 838832

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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.

Bryan Crutcher
 (Typed or printed name of person signing the certificate)

[Signature]
 (Signature of the person signing the certificate)

6/11/99
 (Date of Signature)

SCHEDULE A

**Recordation Form Cover Sheet
Trademark Assignment**

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

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CHAMPIONS IN ACTION AND DESIGN	2,085,556	08/05/97
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WAVE OF THE FUTURE & DESIGN	1,969,618	04/23/96
WAVE OF THE FUTURE & DESIGN	1,982,137	06/25/96

RE

03-22-1999

RECEIVED RECORD TR



DEPARTMENT OF COMMERCE Patent and Trademark Office

MRD 3-15-99

To the Honorable Commissioner of Patents and Trademarks, please record the attached original document and copy thereof.

1. Name of Party(ies) conveying an interest:
OPR/FINANCE
 Fleer Corp.
 Executive Plaza
 1120 Route 73 South
 Mount Laurel, New Jersey 08054

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Delaware
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Additional name(s) of conveying party(ies) attached? Yes No

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 Name: Golden Cards, L.P.
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Individual(s) citizenship _____
 Association _____
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 Limited Partnership Pennsylvania
 Corporation _____
 Other _____

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
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Execution Date: February 10, 1999

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

Additional numbers attached? Yes No

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 (Attach duplicate copy of this form if paying by deposit account)

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Mark H. Webbink, Esq. [Signature] 3/10/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 138

Mail documents to be recorded with required cover sheet information to:
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CERTIFICATE OF MAILING
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Kim Oakley
 (Typed or printed name of person signing the certificate)

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

3-10-99
 (Date of Signature)

03/22/1999 JSMBZZ 00000050 75540763
 01 FC:481 40.00 OP
 02 FC:482 2600.00 OP

**US Assignment
Trademark Registrations and Applications**

WHEREAS Fleer Corp., a Delaware corporation whose principal office or place of business is 1120 Route 73 South, Mt Laurel, New Jersey, 08054 ("Assignor"), is the owner of the trademarks transferred by the Assignor under the Asset Purchase Agreement, dated January 29, 1999, among Fleer Corp., a Delaware corporation, Frank H. Fleer Corp., a Delaware corporation and Skybox International, Inc., a Delaware corporation, including, but not limited to the trademarks listed on the attachment hereto now registered with or pending registration in the U.S. Patent and Trademark Office under the indicated Registration/Application Serial Numbers (collectively, the "Trademarks").


AND WHEREAS, Golden Cards LP, a Pennsylvania limited partnership, whose principal office or place of business is 1120 Route 73 South, Mt Laurel, New Jersey, 08054 ("Assignee"), is desirous of acquiring from the Assignor the whole right, title and interest in and to the Trademarks, together with the goodwill therewith, and that portion of Assignor's business in connection with which Assignor has a *bona fide* intent to use the Trademarks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Assignor confirms that it has sold, assigned and transferred and by these presents does sell, assign and transfer unto the Assignee, its successor and assign, the whole right, title and interest in and to the Trademarks, together with the goodwill therewith and that portion of Assignor's business in connection with which Assignor is using or has a *bona fide* intent to use the Trademarks, the same to be held and enjoyed by the Assignee, its successors and assigns, as fully and effectively as they would have been held and enjoyed by the Assignor had this assignment and sale not been made.

SIGNED at New York, New York and effective the 10th day of February, 1999.

ASSIGNOR:

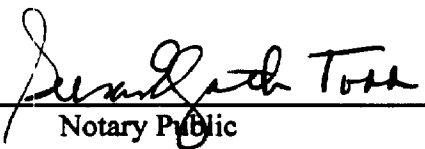
FLEER CORP.

By: 
Name: William H. Hardie III
Title: VP

New York COUNTY

I, Susan E. Todd, a Notary Public of the aforesaid County and State, do hereby certify that William H. Hardie II personally appeared before me this day and acknowledged that (s)he is the VP of Flear Corp., a Delaware corporation, and that by authority duly given and as an act of the corporation, the foregoing instrument was signed in its name by its VP, and attested by ~~herself/himself~~ as VP and sealed with its common corporate seal.

Witness my hand and notarial seal this 10th day of February, 1999.


Notary Public

My Commission Expires:

SUSAN ELIZABETH TODD
Notary Public, State of New York
No. 30-4791082
Qualified in Nassau County
Certificate Filed in New York County
Term Expires September 30, 1999

SCHEDULE A

**Recordation Form Cover Sheet
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GOLDEN TOUCH	75/473,100	04/23/98
GREAT SHOTS!	75/473,023	04/23/98
GUMMIKINS	75/117,982	06/12/96
HEIR TO THE THRONE	75/472,558	04/23/98
INTIMIDATION NATION	75/540,043	08/20/98
LEGENDS OF THE FUTURE	75/472,560	04/23/98
MAGNIFICENT MOMENTS	75/539,704	08/20/98
METAL	74/625,877	01/26/95
MISCELLANEOUS DESIGN (blue diamond)	75/370,394	10/08/97
MITT FITS	75/467,034	04/13/98

MONUMENTAL MOMENTS	75/467,033	04/13/98
MYSTIQUE	75/467,032	04/13/98
NAME PLATES	75/539,706	08/20/98
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
ROCKET TO STARDOM	75/467,049	04/13/98
ROOKIE REWIND	75/540,760	08/20/98
SCOUTING REPORT	75/467,030	04/13/98
SHOW PIECE	75/232,277	01/28/97
SKETCHAGRAPH	75/317,719	07/01/97
SOUL OF THE GAME	75/539,718	08/20/98
STAR SEARCH	75/473,104	04/23/98
THUNDER & LIGHTNING	75/473,301	04/23/98
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	

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

Public Error And
Client Error

**Fleer Corporation
United States Trademarks**

Mark	Registration #	Registration Date	Application #	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
BACK-SLAPPER	832,224	07/18/67		
BASEBALL'S BEST			75/467,387	04/13/98
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		
COURT MASTERS			75/473,317	04/23/98
D'STROYERS			75/540,754	08/20/98
DAMAGE, INC.			75/539,373	08/20/98
DIAMOND INK & DESIGN			75/383,279	11/03/97
DIAMOND INK & DESIGN			75/383,295	11/03/97
DIAMOND STANDOUTS			75/503,533	06/16/98
DIAMOND TRIBUTE	2,028,948	01/07/97		
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
EXCEL	1,802,691	11/02/93		
EXTRA BASES	1,902,714	07/04/95		
EXTRA EDITION			75/473,103	04/23/98

FIRST EDITION			75/540,770	08/20/98
FLAIR	1,836,149	05/10/94		
FLAIR SHOWCASE			75/500,583	06/11/98
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 (Blue diamond with football)			75/370,263	10/08/97
FLEER MISCELLANEOUS DESIGN (Blue diamond with baseball)			75/370,144	10/08/97
FLEER MISCELLANEOUS DESIGN (Blue diamond with basketball)			75/370,145	10/08/97
FLEER MISCELLANEOUS DESIGN (Blue diamond with puck)			75/370,057	10/08/97
FLEER MISCELLANEOUS DESIGN (Thanks a Million...)	2,057,414	04/29/97		
FLEER TRADITION			75/473,102	04/23/98
FLEER ULTRA	1,816,398	01/11/94		
FLEER ULTRA TEAM	1,815,416	01/04/94		
GOLDEN TOUCH			75/473,100	04/23/98
GOUDEY	2,177,406	07/28/98		
GREAT SHOTS!			75/473,023	04/23/98
GUMMIKINS			75/117,982	06/12/96
HEIR TO THE THRONE			75/472,558	04/23/98
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		
INTIMIDATION NATION			75/540,043	08/20/98
LEAGUE LEADER	504,147	03/22/94		
LEGACY COLLECTION	2,170,406	06/30/98		
LEGENDS OF THE FUTURE			75/472,560	04/23/98
MAGNIFICENT MOMENTS			75/539,704	08/20/98
METAL			74/625,877	01/26/95
METAL UNIVERSE	2,098,205	09/16/97		
MISCELLANEOUS DESIGN (blue diamond)			75/370,394	10/08/97
MITT FITS			75/467,034	04/13/98
MONUMENTAL MOMENTS			75/467,033	04/13/98
MYSTIQUE			75/467,032	04/13/98
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PLANET METAL			75/539,715	08/20/98
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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		
PROMISING FORECAST			75/467,048	11/29/98

PUD	1,948,105	01/16/96		
QUASARS			75/467,031	04/13/98
QUICK STRIKE			75/473,304	04/23/98
RISING STAR	1,966,494	04/09/96		
ROAD WARRIORS	2,130,095	01/20/98		
ROCKET TO STARDOM			75/467,049	04/13/98
ROOKIE REWIND			75/540,760	08/20/98
ROOKIE SENSATIONS	1,912,846	08/15/95		
ROOKIE SENSATIONS	2,017,287	11/19/96		
SCHOOL-DAZE	838,832	11/14/67		
SCOUTING REPORT			75/467,030	04/13/98
SEASON CROWNS	2,033,839	01/28/97		
SHOW PIECE			75/232,277	01/28/97
SHOW STOPPERS	2,177,536	07/28/98		
SHOW TIME	2,170,405	06/30/98		
SKETCHAGRAPH			75/317,719	07/01/97
SMOOTH LEATHER	2,033,827	01/28/97		
SNEEKIES	868,213	04/15/69		
SOUL OF THE GAME			75/539,718	08/20/98
STAR SEARCH			75/473,104	04/23/98
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TEAM LEADERS	1,876,585	01/31/95		
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TOMORROW'S HEROES	1,778,920	06/29/93		

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
VIRTUALVISION	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		
WWW.BATTERZ.COM			75/609,671	

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