

08-07-2000



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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

101423867

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

7.12.00

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

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)

New York

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.)

08/04/2000 BNGUYEN 00000236 832405 75444320

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 2800.00 CH

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="75/444,320"/>	<input type="text" value="75/330,922"/>	<input type="text" value="75/306,604"/>	<input type="text" value="2,086,470"/>	<input type="text" value="847,416"/>	<input type="text" value="1,587,024"/>
<input type="text" value="75/361,216"/>	<input type="text" value="75/307,312"/>	<input type="text" value="75/294,115"/>	<input type="text" value="1,896,290"/>	<input type="text" value="932,958"/>	<input type="text" value="673,216"/>
<input type="text" value="75/166,149"/>	<input type="text" value="75/399,120"/>	<input type="text" value="75/120,325"/>	<input type="text" value="727,088"/>	<input type="text" value="1,863,290"/>	<input type="text" value="722,249"/>

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

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

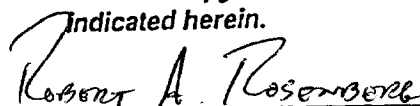
Authorization to charge additional fees:

Yes

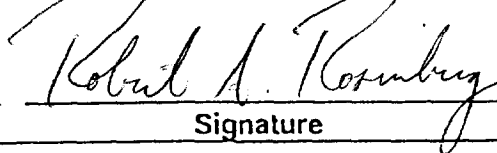
No

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 herein.



Name of Person Signing



Signature

Date Signed

COUNTRY	TRADEMARK	CLASS	REG APPL. NUMBER	REG APPL. DATE
U.S.A.	ACTION FLATS	28	75/444320 - Appl.	3/4/98
U.S.A.	BABY BOTTLE POP	30	75/361216 - Appl.	9/22/97
U.S.A.	BATHROOM BUDDIES		2086470	8/5/97
U.S.A.	BAZOOKA	39	1896290	5/30/95
U.S.A.	BAZOOKA	46	727088	1/30/82
U.S.A.	BAZOOKA	46	847416	4/9/68
U.S.A.	BAZOOKA	46	932958	4/25/72
U.S.A.	BAZOOKA BLASTS	30	75/166149 - Appl	9/16/96
U.S.A.	BAZOOKA BURSTS	30	1863290	11/15/94
U.S.A.	BAZOOKA JOE		1587.024	3/13/90
U.S.A.	BAZOOKA JOE	38	673216	1/27/79
U.S.A.	BAZOOKA JOE & HIS GANG	38	722249	10/3/81
U.S.A.	BAZOOKA POPS	30	75/330,922	7/25/97
U.S.A.	BAZOOKA TWISTERS	30	75/307,312	6/12/97
U.S.A.	BIG BUDDY	46	858330	10/8/68
U.S.A.	BIG MOUTH	46	849118	5/14/68
U.S.A.	BIG TOOTH	46	895617	7/28/70
U.S.A.	BODACIOUS OOZE	30	2120552	12/9/97
U.S.A.	BOWMAN		1586,294	3/6/90
U.S.A.	BOWMAN	16	2140078	3/3/98
U.S.A.	BOWMAN CHROME	16	75/399,120 - Appl.	12/3/97
U.S.A.	BUBBLE GUM SHAKE	46	830258	6/13/67
U.S.A.	CANDY CRAFTS	30	75/306,604 - Appl.	6/2/97
U.S.A.	CANDY ZONE	30	75/294,115 - Appl.	May-97
U.S.A.	CENTURIONS	16	75/120325 - Appl.	Jun-96
U.S.A.	COLLECT-EMS	28	75/223990 - Appl.	Jan-97
U.S.A.	CRYSTAL POP	30	75/306,088 - Appl.	6/9/97
U.S.A.	CUTIE KINGDOM		Application filed 75/453,812	3/19/98
U.S.A.	D III	16	2039464	2/18/97
U.S.A.	DIMENSION III	16	2037847	2/11/97
U.S.A.	FANTASPORTS	16	1866968	12/13/94
U.S.A.	FLEXIPOP	30	75/294,116 - Appl.	May-97
U.S.A.	FREQUENT FLYERS	16	2061725	5/13/97
U.S.A.	FRUIT FORCE	CNFY.	75/317,356 - Appl.	6/30/97
U.S.A.	FRUIT RAGEOUS	CNFY.	75/317,357 - Appl.	6/30/97
U.S.A.	FRUIT SMASH	30	75/205828 - Appl.	11/27/96
U.S.A.	FULL SHOT	38	1820605	
U.S.A.	FUNGE		Application 75/484,539	5/13/98
U.S.A.	GAME SECRETS		74/733862 - Appl.	9/25/95
U.S.A.	GARBAGE CAN-DY	46	1017529	8/5/75
U.S.A.	GARBAGE PAIL KIDS		1359512	9/10/85
U.S.A.	GOLD RUSH	46	740731	11/13/62
U.S.A.	JUICE BAR	46	1,799,548	
U.S.A.	JUICY JEWELS	46	1068910	7/19/77
U.S.A.	MARS ATTACKS	16	1859156	10/18/94

U.S.A.	MARS ATTACKS	28	75/114914 - Appl.	Jun-96
U.S.A.	MASTERSVISIONS	16	2105791	10/14/97
U.S.A.	MEMORABILIA MADNESS	16	Application 75/465,691	4/10/98
U.S.A.	MICRO		1680,373	3/24/92
U.S.A.	NEVER COMPROMISE	16	75/294,126 - Appl.	May-97
U.S.A.	OPENING DAY		74/663714 - Appl.	4/20/95
U.S.A.	ORANGE JUICE	46	1238654	5/17/83
U.S.A.	PLAY BALL	16	75/390053 - Appl	11/14/97
U.S.A.	POCKET PLAYBACK	16	Application 75/458,739	3/30/98
U.S.A.	POCKET REPLAY	16	Application 75/458,740	3/30/98
U.S.A.	POPAZOIDS	30	Application 75/474,778	4/27/98
U.S.A.	PRECIOUS KITTIES	28	75/440,581 - Appl.	Feb-98
U.S.A.	PRECIOUS PIGGIES	28	75/440,459 - Appl.	Feb-98
U.S.A.	PRECIOUS PUPPIES	28	75/223991 - Appl.	1/10/97
U.S.A.	PRIVATE RESERVE	16	75/433301	2/12/98
U.S.A.	PUSH POPS		1390109	4/15/86
U.S.A.	QUADRACARD	38	1786139	8/3/93
U.S.A.	REFRACTOR	16	75/404035 - Appl.	12/11/97
U.S.A.	RING POP	46	1040693	6/1/76
U.S.A.	RING POP		1846873	7/26/94
U.S.A.	ROLLER POP	30	1947503	1/9/96
U.S.A.	SCREEN PLAYS	16	75/281,956 - Appl.	Apr-97
U.S.A.	SCROOZE		75/298,702 - Appl.	5/27/97
U.S.A.	SLAMMERS		SN 379446	
U.S.A.	SMOOOOTH N' JUICY	30	1097631	7/25/78
U.S.A.	SOUND CHIPS	16	75/433303	2/12/98
U.S.A.	SPACE PUPS	28	75/060,242 - Appl.	2/20/96
U.S.A.	SPIDER BITES	30	1726,714	10/20/92
U.S.A.	SPORTS WARRIORS	16,25,28	75/433300 - Appl.	2/12/98
U.S.A.	STADIUM CLUB CHROME	16	Application 75/474,779	4/27/98
U.S.A.	STAND-UPS		1716,210	9/15/92
U.S.A.	STAR GLOBE	16	75/433302 - Appl	2/12/98
U.S.A.	SUPERBAZOOKA	46	1159358	6/30/81
U.S.A.	THE PEOPLE'S PRINCESS	6, 28, 3	75/358183 - Appl.	9/16/97
U.S.A.	THUMB FUN		1409717	9/16/86
U.S.A.	TIP-OFF	16	Application 75/481,540	5/13/98
U.S.A.	TOP STARS		75/289,555 - Appl.	5/9/97
U.S.A.	TOPPS	46	506803	2/22/49
U.S.A.	TOPPS	46	829203	5/23/87
U.S.A.	TOPPS	38	835,967	9/26/87
U.S.A.	TOPPS	16	1650761	7/16/91
U.S.A.	TOPPS (CARDS/COMICS,ETC)	38	1809186	12/7/93
U.S.A.	TOPPS ARCHIVES	38	1766711	4/20/93
U.S.A.	TOPPS BABY WILD ANIMALS		75/086,633 - Appl.	4/10/96
U.S.A.	TOPPS CERTIFIED ISSUE	16 & 28	75/300,460 - Appl.	May-97
U.S.A.	TOPPS CHROME	16	75/440582 - Appl.	Feb-98

U.S.A.	TOPPS COMICS	38	1787488	8/10/93
U.S.A.	TOPPS FINEST	16	835697	3/28/95
U.S.A.	TOPPS GALLERY	16	75/0060243 - Appl.	2/20/96
U.S.A.	TOPPS KIDS	38	1786708	8/10/93
U.S.A.	TOPPS LASER	16	75/166142	9/16/96
U.S.A.	TOPPS MINT	16	75/205283 - Appl.	11/27/96
U.S.A.	TOPPS PREMIER	16	Application 75/465,690	4/10/98
U.S.A.	TOPPS STADIUM CLUB	38	1798414	10/12/93
U.S.A.	TOPPS STARS		75/289555 - Appl.	5/9/97
U.S.A.	TOPPS STARS 'N STEEL	16	75/390783 - Appl.	11/17/97
U.S.A.	TOPPS SUPER CHROME	16	APPLICATION 75/488,201	5/20/98
U.S.A.	TOPPS SPORTS	30	1911628	8/15/95
U.S.A.	TOXIC HIGH SCHOOL	38	1724,638	10/13/90
U.S.A.	TRASH CAN TROLLS	38	1779662	6/29/93
U.S.A.	TREASURE POPS	30	75/317358 - Appl.	6/30/97
U.S.A.	TRIPLE BLAST	30	1886678	3/28/95
U.S.A.	TRIPLE HEADERS		1712705	9/1/92
U.S.A.	TROLL FAMILY		74/342,693	12/23/92
U.S.A.	TWINKLE POP	30	75/317359 - Appl.	6/30/97
U.S.A.	WACKY PACKAGES	16	1276119	5/10/84
U.S.A.	WACKY PACKAGES	40	1021100	9/23/75
U.S.A.	WIDEVISION	16	2003543	9/24/96

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (the "Release"), dated as of June, 26 2000, is entered into between THE CHASE MANHATTAN BANK, with an office at 4 Metrotech Center, Brooklyn, New York 11245, as Administrative Agent (the "Agent") and THE TOPPS COMPANY, INC. (the "Obligor").

W I T N E S S E T H :

WHEREAS, each of the Agent, the Lenders (as defined in the Credit Agreement, defined below) and the Obligor are parties to a credit agreement dated as of May 11, 1998, as amended, modified, confirmed or supplemented to the date hereof (the "Credit Agreement");

WHEREAS, in connection with the Credit Agreement, the Obligor has granted a security interest to the Agent in certain of its tangible and intangible personal property pursuant to a Trademark Security Agreement, dated as of May 11, 1998, as amended, by and between the Obligor and the Agent (the "Trademark Security Agreement");

WHEREAS, the Trademark Security Agreement was filed on behalf of the Agent in the United States Patent and Trademark Office (the "PTO") to evidence the security interest granted to the Agent by the Obligor;

WHEREAS, in connection with the refinancing of the Credit Agreement, the Obligor, Topps Enterprises, Inc., the Lenders described therein and Chase Manhattan Bank, as Agent executed a Credit Agreement dated the date hereof (the "Refinancing CA"), the Obligor has requested that the Agent (a) terminate and release the liens and interests of the Agent in all of the Obligor's trademarks and service marks and (b) execute and deliver evidence of such termination and release for filing in the PTO; and

WHEREAS, the Agent has agreed to such release and termination pursuant to and subject to the conditions of the Refinancing CA.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and

in consideration of the agreements herein, the parties hereto agree as follows:

Section 1. Terms. Capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Credit Agreement.

Section 2. Release. The Agent hereby releases and terminates all rights and security interests in the Collateral (as defined in the Trademark Security Agreement) (including the collateral identified in Schedule I attached hereto and incorporated herein by reference), which rights and security interests were recorded in the PTO on May 15, 1998 at Reel 1727, Frame 0397.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, the undersigned has executed this Release as of the date first written above.


THE CHASE MANHATTAN BANK

By: Christopher T. Murtha
Name: CHRISTOPHER L. MURTHA
Title: VICE PRESIDENT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 26 day of June, 2000, before me personally came CHRISTOPHER L. MURTHA, to me known, who, being by me duly sworn, did depose and say he is a Vice President of The Chase Manhattan Bank, the Agent described in and which executed the above instrument.

FREDERICK GATTO
Notary Public, State of New York
No. 09-6471928
Qualified in Bronx County
Commission Expires May 30, 2000


Notary Public

[Notarial Seal]

SCHEDULE I

TRADEMARKS

COUNTRY	TRADEMARK	CLASS	REG/APPL. NUMBER	REG/APPL. DATE
U.S.A.	ACTION FLATS	28	75/444320 - Appl.	3/4/98
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U.S.A.	BAZOOKA	46	932958	4/25/72
U.S.A.	BAZOOKA BLASTS	30	75/166149 - Appl.	9/16/96
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U.S.A.	BIG MOUTH	46	849118	5/14/68
U.S.A.	BIG TOOTH	46	895617	7/28/70
U.S.A.	BODACIOUS OOZE	30	2120552	12/9/97
U.S.A.	BOWMAN		1586,294	3/6/90
U.S.A.	BOWMAN	16	2140078	3/3/98
U.S.A.	BOWMAN CHROME	16	75/399,120 - Appl.	12/3/97
U.S.A.	BUBBLE GUM SHAKE	46	830258	6/13/67
U.S.A.	CANDY CRAFTS	30	75/306,604 - Appl.	6/2/97
U.S.A.	CANDY ZONE	30	75/294,115 - Appl.	May-97
U.S.A.	CENTURIONS	16	75/120325 - Appl.	Jun-96
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U.S.A.	CUTIE KINGDOM		Application filed 75/453,812	3/19/98
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U.S.A.	FRUIT FORCE	CNFY.	75/317,356 - Appl.	6/30/97
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U.S.A.	FRUIT SMASH	30	75/205828 - Appl.	11/27/96
U.S.A.	FULL SHOT	38	1820605	
U.S.A.	FUNGE		Application 75/484,539	5/13/98
U.S.A.	GAME SECRETS		74/733862 - Appl.	9/25/95
U.S.A.	GARBAGE CAN-DY	46	1017529	8/5/75
U.S.A.	GARBAGE PAIL KIDS		1359512	9/10/85
U.S.A.	GOLD RUSH	46	740731	11/13/62
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U.S.A.	JUICY JEWELS	46	1068910	7/19/77
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U.S.A.	SOUND CHIPS	16	75/433303	2/12/98
U.S.A.	SPACE PUPS	28	75/060,242 - Appl.	2/20/96
U.S.A.	SPIDER BITES	30	1726,714	10/20/92
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U.S.A.	THUMB FUN		1409717	9/16/86
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U.S.A.	TOPPS STARS 'N STEEL	16	75/390783 - Appl.	11/17/97
U.S.A.	TOPPS SUPER CHROME	16	APPLICATION 75/488,201	5/20/98
U.S.A.	TOPPS SPORTS	30	1911628	8/15/95
U.S.A.	TOXIC HIGH SCHOOL	38	1724,638	10/13/90
U.S.A.	TRASH CAN TROLLS	38	1779662	6/29/93
U.S.A.	TREASURE POPS	30	75/317358 - Appl.	6/30/97
U.S.A.	TRIPLE BLAST	30	1886678	3/28/95
U.S.A.	TRIPLE HEADERS		1712705	9/1/92
U.S.A.	TROLL FAMILY		74/342,693	12/23/92
U.S.A.	TWINKLE POP	30	75/317359 - Appl.	6/30/97
U.S.A.	WACKY PACKAGES	16	1276119	5/10/84
U.S.A.	WACKY PACKAGES	40	1021100	9/23/75
U.S.A.	WIDEVISION	16	2003543	9/24/96