

TRADEMARK RECORDATION COVER SHEET

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Arlington, Virginia 22202-3513

01-16-2001



101581895

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <b>Upper Deck Company, LLC</b></p> <p><input type="checkbox"/> Individual(s)  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State _____  <input checked="" type="checkbox"/> Other <u>a Delaware limited liability company</u></p> <p>Additional name(s) conveying party(ies) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>HSBC Business Credit (USA) Inc.</u>  Street Address: <u>18500 Von Karman Avenue,</u>  <u>Suite 380</u>  City <u>Irvine</u> State <u>CA</u> Zip <u>92612</u></p> <p><input type="checkbox"/> Individual(s) _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, A domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) and address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment  <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement  <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other <u>Amendment to Trademark Collateral Assignment and Agreement</u></p> <p>Execution Date: <u>December 29, 2000</u></p>	
<p>4. Application number(s) or registration number(s)</p> <p>A. Trademark Application No(s): (Please see attached Exhibit A-1)</p> <p><u>01/16/2001 DNGUYEN 00000217 76130157</u></p> <p>01 FC:481 40.00 DP  02 FC:482 3700.00 DP</p>	<p>B. Trademark Registration No(s): (Please see attached Exhibit A-1)</p>
<p>5. Name and address of party to whom correspondence concerning documents should be mailed:</p> <p>Name: <u>Robert D. Goldschein, Esq.</u>  Street Address: <u>Kelley Drye &amp; Warren LLP</u>  <u>777 South Figueroa Street, Suite 2700</u>  City: <u>Los Angeles</u>  State: <u>CA</u> Zip: <u>90017-5825</u></p>	<p>6. Total number of applications and registrations involved: <u>149</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$3740</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Terry Luu      [Signature]      January 12, 2001  
Name of Person Signing      Signature      Date

**EXHIBIT A-1**

HSBC BUSINESS (USA) INC.

	<b>TRADEMARK</b>	<b>SERIAL NO./ REGISTRATION NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
1.	Nevin Crisp	76-130157	9/15/00
2.	Kyle Giffen	76-130158	9/15/00
3.	Kenzie Taylor	76-130160	9/15/00
4.	Kelli Crisp	76-130162	9/15/00
5.	Seetha Devi	76-130159	9/15/00
6.	Dragontooth Academy	76-130161	9/15/00
7.	SP Game Bat Edition	76-122359	9/5/00
8.	Playmakers by Upper Deck	76-122360	9/5/00
9.	Design only	76-119607	8/29/00
10.	Apprentice	76-089926	7/13/00
11.	Apprentice	76-090021	7/13/00
12.	Design only	76-046446	6/10/00
13.	UDA	76-063391	6/2/00
14.	UDA	76-063392	6/2/00
15.	UDA	76-063393	6/2/00
16.	Design only	76-055699	5/24/00
17.	Design only	76-053300	5/18/00
18.	Design only	76-053301	5/18/00
19.	Design only	76-053361	5/18/00
20.	Design only	76-053362	5/18/00
21.	Design only	76-053364	5/18/00
22.	Design only	76-053365	5/18/00
23.	Design only	76-053366	5/18/00
24.	Design only	76-053412	5/18/00
25.	Design only	76-053363	5/18/00
26.	Design only	76-053367	5/18/00
27.	Upper Deck	76-038594	4/27/00
28.	Digitize	76-034579	4/24/00
29.	Evolve	76-034578	4/24/00
30.	E Card	76-034577	4/24/00
31.	Cybersheet	76-031759	4/20/00
32.	Netsets	76-031760	4/20/00
33.	Authenticity Instant Replay	76-013663	3/29/00
34.	Authenticity Instant Replay	76-013661	3/29/00

	<b>TRADEMARK</b>	<b>SERIAL NO./ REGISTRATION NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
35.	Authenticity Instant Replay	76-013662	3/29/00
36.	The Perfect Card	76-013664	3/29/00
37.	Pencam	76-000220	3/14/00
38.	Speed	75-933803	3/3/00
39.	A Ace	75-933806	3/3/00
40.	A Ace	76-933807	3/3/00
41.	Batting Strength	76-932371	3/3/00
42.	Power	75-933801	3/3/00
43.	Speed	75-933802	3/3/00
44.	Batting Strength	75-933804	3/3/00
45.	Batting Strength	75-933805	3/3/00
46.	Batting Strength	75-936122	3/3/00
47.	Batting Strength	75-934424	3/3/00
48.	Batting Strength	75-933800	3/3/00
49.	Power	75-936121	3/3/00
50.	Certified Authentic	75-931169	2/29/00
51.	Certified Authentic	75-931161	2/29/00
52.	Certified Authentic	75-931164	2/29/00
53.	Certified Authentic	75-931165	2/29/00
54.	Certified Authentic	75-931166	2/29/00
55.	Certified Authentic	75-931167	2/29/00
56.	Certified Authentic	75-931168	2/29/00
57.	Certified Authentic	75-931162	2/29/00
58.	Certified Authentic	75-931163	2/29/00
59.	Certified Authentic	75-931170	2/29/00
60.	Challenge	75-921544	2/16/00
61.	Jordan by Jordan	75-858107	11/24/99
62.	Jordan by Jordan	75-858110	11/24/99
63.	Jordan by Jordan	75-858111	11/24/99
64.	Jordan by Jordan	75-858112	11/24/99
65.	Jordan by Jordan	75-858113	11/24/99
66.	Jordan by Jordan	75-858115	11/24/99
67.	Jordan by Jordan	75-858108	11/24/99
68.	Jordan by Jordan	75-858109	11/24/99
69.	Jordan by Jordan	75-858114	11/24/99
70.	Jordan by Jordan	75-858116	11/24/99
71.	Upper Deck Store.com	2397920	10/24/00
72.	Reciprocal	2370758	7/25/00
73.	We Contact	75-812345	9/30/99
74.	We Contact	75-812346	9/30/99
75.	We Contact	75-812349	9/30/99
76.	We Contact	75-811976	9/30/99

	<b>TRADEMARK</b>	<b>SERIAL NO./ REGISTRATION NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
77.	UDC	75-811807	9/30/99
78.	Look 4 It	75-811817	9/30/99
79.	We Contact	75-812348	9/30/99
80.	Go Get Collectibles	75-811821	9/30/99
81.	Do U Collect	75-811974	9/30/99
82.	Go Get Collectibles	75-811980	9/30/99
83.	Go Get Collectibles	75-811981	9/30/99
84.	Go Get Collectibles	75-811983	9/30/99
85.	We Contact	75-812347	9/30/99
86.	Look 4 It	75-811812	9/30/99
87.	Look 4 It	75-811811	9/30/99
88.	Look 4 It	75-811815	9/30/99
89.	Look 4 It	75-811816	9/30/99
90.	Look 4 It	75-811819	9/30/99
91.	Authentics	75-811917	9/30/99
92.	Authentiques	75-811973	9/30/99
93.	We Contact	75-811800	9/30/99
94.	We Contact	75-811975	9/30/99
95.	UDC	75-811802	9/30/99
96.	We Go Get	75-812339	9/30/99
97.	We Go Get	75-812344	9/30/99
98.	Go Get	75-812352	9/30/99
99.	UDC	75-811810	9/30/99
100.	Go Get Collectibles	75-811822	9/30/99
101.	Go Get Collectibles	75-811824	9/30/99
102.	Do U Collect	75-812329	9/30/99
103.	Authentiques	75-812330	9/30/99
104.	Authentics	75-812332	9/30/99
105.	We Do Get	75-812335	9/30/99
106.	We Do Get	75-812336	9/30/99
107.	Go Get Collectibles	75-811982	9/30/99
108.	Do U Collect	75-812350	9/30/99
109.	Top Deck	75-804193	9/16/99
110.	Go Get	75-799992	9/15/99
111.	Authentics	75-799986	9/15/99
112.	Authentics	75-799987	9/15/99
113.	Do U Collect	75-799978	9/15/99
114.	Go Get	75-799996	9/15/99
115.	Do U Collect	75-799977	9/15/99
116.	Authentiques	75-799980	9/15/99
117.	Authentiques	75-799982	9/15/99
118.	Authentiques	75-799983	9/15/99
119.	Authentics	75-799985	9/15/99

	<b>TRADEMARK</b>	<b>SERIAL NO./ REGISTRATION NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
120.	Authentics	75-799989	9/15/99
121.	Authentiques	75-799990	9/15/99
122.	Go Get	75-799995	9/15/99
123.	Do U Collect	75-799799	9/15/99
124.	Authentiques	75-799984	9/15/99
125.	Go Get	75-799997	9/15/99
126.	Do U Collect	75-799975	9/15/99
127.	Do U Collect	75-799976	9/15/99
128.	Authentiques	75-799981	9/15/99
129.	Authentiques	75-799988	9/15/99
130.	Go Get	75-799993	9/15/99
131.	Go Get	75-799994	9/15/99
132.	H G Hologrfx	75-756070	7/20/99
133.	SP Signature Edition	75-717147	5/28/98
134.	Power Deck	75-703297	5/11/99
135.	The Farewell Shot	75-698823	5/6/99
136.	Winning Material	2326592	3/7/00
137.	Lift Off	75-688054	4/22/99
138.	Century Legends	75-656815	3/9/99
139.	Ovation	2316707	2/8/00
140.	Signs of the Times	2319395	2/15/00
141.	Encore	2309385	1/18/00
142.	Tributes	75-651704	3/2/99
143.	MVP	75-635844	2/8/99
144.	Legendary Cuts LC	2409270	11/28/00
145.	UD Ionix	75-570890	10/15/98
146.	SP Top Prospects	2298071	12/7/99
147.	Hardcourt	2281597	9/1/98
148.	A Piece of History	2406938	11/21/00
149.	BAD57386	75-495208	6/2/98

**AMENDMENT TO TRADEMARK COLLATERAL ASSIGNMENT  
AND AGREEMENT**

WHEREAS The Upper Deck Company, LLC, as successor in interest to The Upper Deck Company ("Upper Deck"), and HSBC Business Credit (USA) Inc., formerly known as HSBC Business Loans, Inc. ("HSBC"), are parties to that certain Trademark Collateral Assignment and Agreement dated April 2, 1998 and recorded with the U.S. Patent and Trademark Office on April 20, 1998 at Reel 1712, Frame 0794 (the "Agreement") whereby Upper Deck granted to HSBC a security interest in all current and future Trademarks (as defined in the Agreement);

WHEREAS the Agreement gives HSBC the right to amend Exhibit A to the Agreement (which listed all of Upper Deck's then known trademark registrations) ("Exhibit A") to include all future acquired and discovered trademark registrations; and

WHEREAS Upper Deck has acquired new trademark registrations and HSBC has been made aware of the presence of other trademark registrations;

NOW THEREFORE, HSBC and Upper Deck hereby amend Exhibit A to include the additional trademark registrations listed on Exhibit A-1 attached hereto and incorporated herein by this reference. HSBC and Upper Deck hereby acknowledge that said additional trademark registrations shall be deemed to be included in the definition of "Trademarks" as set forth in the Agreement. Except as specifically amended herein, the Agreement shall remain in full force and effect as originally written.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the 29th, day of December, 2000.

HSBC BUSINESS CREDIT (USA) INC.

By: [Signature]  
Name: W. Fico  
Title: Sr

THE UPPER DECK COMPANY, LLC

By: [Signature]  
Name: Steve Farno  
Title: CFO

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA )

COUNTY OF Los Angeles )

) ss.  
)

On December 29, 2000, before me, "Percy G. Porter Jr. Notary Public"  
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Steve A. Farno  
Name of Signer(s)

personally known to me – OR –  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]  
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

- Individual
- Corporate Officer

\_\_\_\_\_  
Title(s)

- Partner(s)  Limited  General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: \_\_\_\_\_

Signer is Representing:  
Name of Person(s) or Entity(ies)  
\_\_\_\_\_  
\_\_\_\_\_

DESCRIPTION OF ATTACHED DOCUMENT

Amendment to Collateral Assignment of Trademarks  
Title or Type of Document

2  
Number of Pages

\_\_\_\_\_  
Date of Document

\_\_\_\_\_  
Signer(s) Other Than Named Above