

05-25-1999

MRD 5-17-99



To the Honorable Commissioner of Patents and Trademarks

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its or copy thereof.

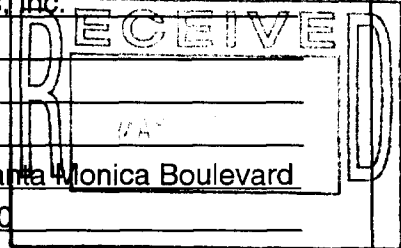
1. Name of conveying party(ies):
 Fleer/Skybox International LP (formerly known as Golden Cards LP)

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: _____

 Street Address: 10390 Santa Monica Boulevard
Suite 220



3. Nature of conveyance:
 Assignment Merger
 Security Agreement
 Other _____

Execution Date: April 30, 1999

City: Los Angeles State: CA ZIP: 90025

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,014,390
2,134,828

Additional numbers attached Yes No

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

Name: Peter T. Wakiyama, Esquire
 Internal Address: Wolf, Block, Schorr & Solis-Cohen LLP

 Street Address: 111 South 15th Street

 City: Philadelphia State: PA
 ZIP: 19102-2678

6. Total number of applications and registrations involved:.....two

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

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

05/21/1999 MTHA11 00000048 2014390

DO NOT USE THIS SPACE

1 FC: 481
2 FC: 482

Statement and signature fee 25.00

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.

Peter T. Wakiyama

5/10/99

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 2

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

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK
REEL: 001900 FRAME: 0715

ASSIGNMENT

WHEREAS, Fleer/Skybox International LP (formerly known as Golden Cards LP), a Pennsylvania limited partnership and having its principal address at Executive Plaza, Suite 300, 1120 Route 73, Mt. Laurel, NJ 08054 ("Fleer/Skybox"), is the owner of the following trademarks now registered in the United States Patent and Trademark Office:

Trademark	Registration No.	Registration Date
OVERPOWER	2,014,390	November 5, 1996
POWER SURGE	2,134,828	February 3, 1998

WHEREAS, Marvel Characters, Inc., a Delaware corporation, located and doing business at 10390 Santa Monica Boulevard, Suite 220, Los Angeles, CA 90025, is desirous of acquiring said registered trademarks,

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Fleer/Skybox assigns to Marvel Characters, Inc. all right, title and interest in the United States in and to said trademarks together with the goodwill of the business symbolized by said trademarks and the registrations therefor.

Signed at _____, _____, as of this 30th day of April, 1999.

FLEER/SKYBOX INTERNATIONAL LP

By: _____

Roger L. Grass
Vice President and Secretary of
General Partner, Golden Cards, LLC

DSA:212226.1

RECORDED: 05/17/1999

TRADEMARK
REEL: 001900 FRAME: 0716