

**PORZIO, BROMBERG & NEWMAN, P.C.**

100 Southgate Parkway  
Morristown, NJ 07962-1997  
Telephone (973) 538-4006  
Fax (973) 538-5146

Attorneys Appearing: John S. Mairo (JM-0670)  
Brett S. Moore (BM-0014)

**FILED with the COURT**

JUL 14 2005

**RONALD E. BOOKBINDER, J.S.C.**

Attorneys for Warren J. Martin Jr., Assignee for the  
Benefit of Creditors of Fleer/SkyBox International LP  
and Fleer Collectibles, LLC

In the Matter of the General Assignment for  
the Benefit of Creditors of FLEER/SKYBOX  
INTERNATIONAL LP,

Assignor,

to

WARREN J. MARTIN JR.,

Assignee.

SUPERIOR COURT OF NEW JERSEY  
CHANCERY DIVISION, PROBATE PART  
BURLINGTON COUNTY

DOCKET NO: P-2005-1394

In the Matter of the General Assignment for  
the Benefit of Creditors of FLEER  
COLLECTIBLES, LLC,

Assignor,

to

WARREN J. MARTIN JR.,

Assignee.

SUPERIOR COURT OF NEW JERSEY  
CHANCERY DIVISION, PROBATE PART  
BURLINGTON COUNTY

DOCKET NO: P-2005-1408

**ORDER APPROVING BID PROCEDURES**

This matter having been opened to the Court upon the Notice of Motion to 1) Establish bidding procedures (including break-up fee), 2) Scheduling auction, 3) Authorizing the sales of Fleer/Skybox Intellectual Property and substantially all of the assets of Fleer Collectibles ("the

Motion") which Motion was filed with this Court on June 29, 2005, and the Court having held a preliminary Status Conference with respect to the Motion on Friday, July 1, 2005 with the Assignee, Warren J. Martin Jr., Esq., counsel to the Assignee, John S. Mairo, Esq., as well as with Perry J. Warren, Esq., counsel to PSS Warehouse, Leslie Cohen, Esq., of the Upper Deck Company, (by telephone), Joseph Threston, Esq., Department of Consumer Affairs, and the Court having requested at said status conference a further preliminary hearing to consider the propriety of the bid procedures and the Assignee's expressed need to conduct an auction on July 14, 2005, and the Court having thereupon scheduled an evidentiary hearing on the issues for July 8, 2005 at 9:30 am, and Notice of said hearing having been provided to creditors, by virtue of the "[www.fleerabc.com](http://www.fleerabc.com)" website; and all creditors having been notified by mail on June 29, 2005 of existence of the website, and a summary of the expected testimony from Christopher Tobia, former Executive Vice President of the Fleer companies having been uploaded to the website on Wednesday, July 6, 2005 prior to the July 8, 2005 hearing, and the Court having conducted a lengthy hearing on July 8, 2005 in the presence of the Assignee, Warren J. Martin Jr. and his counsel, John S. Mairo, Esq., as well as Joseph Threston, Esq., Burlington County Division of Consumer Affairs, Ian Meklinsky, Esq., counsel to Chris Tobia and Golden Cards, LLC, to Leslie Cohen, Esq., counsel to the Upper Deck Company (by telephone), and Richard Rosenblat, Esq., Kay Scholor, LLP, counsel to 4-Kids Entertainment, (also by telephone) and the Assignee having met his burden of proof with respect to the propriety of his proposed bid procedures for the July 14<sup>th</sup> auction, and for good cause shown,

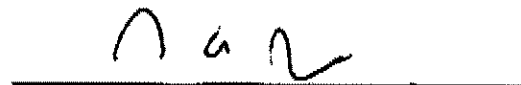
IT IS ON THIS <sup>8<sup>th</sup></sup> day of July, 2005

ORDERED as follows:

1) That the bid procedures contained in the Assignee's June 29, 2005 motion be and the same hereby are approved in all respects, including but not limited to the timing of the Auction and the adequacy and sufficiency of the Assignee's notice of same, in the time frame proposed by the Assignee;

2) That the break-up fee of \$60,000.00 to the proposed "stalking horse" bidder, Upper Deck, be and the same hereby is found to be reasonable and appropriate;

3) That a copy of this Order as entered shall be uploaded to the "www.fleerabc.com" website within one (1) day of receipt of the entered Order by the Assignee.



**RONALD E. BOOKBINDER JRC**

**ENTERED NUNC PRO TUNC**