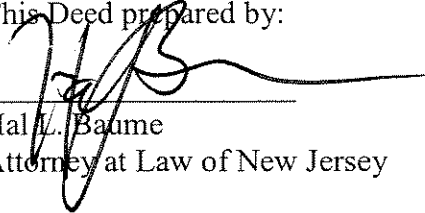


This Deed prepared by:


Hal L. Baume
Attorney at Law of New Jersey

2005 JUL 18 P 5:05

**AMENDED AND RESTATED
DEED OF ASSIGNMENT
FOR THE BENEFIT OF CREDITORS**

ARRIVED

THIS AMENDED AND RESTATED INDENTURE, made on this ¹⁴ day of July 2005, by and between FLEER COLLECTIBLES, LLC ("Fleer") a Delaware limited liability company and New Jersey registered foreign limited company, having its principal place of business and registered office at 1120 Route 73, Mount Laurel, New Jersey 08054, Party of the First Part, and WARREN MARTIN, ESQUIRE ("Martin") of Porzio, Bromberg & Newman, P.C., 100 Southgate Parkway, P.O. Box 1997, County of Morris, State of New Jersey, Party of the Second Part;

Fleer executed an Indenture as of the 8 day of June 2005 (the "Original Indenture") pursuant to which Fleer granted, bargained, sold and conveyed to Martin all of Fleer's assets and properties of every kind, nature and description whatsoever and wherever located for equal distribution to its creditors;

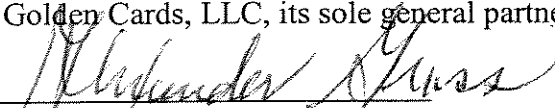
This Amended and Restated Indenture is intended to more precisely delineate the assets and properties transferred to Martin under the Original Indenture:

WITNESSETH:

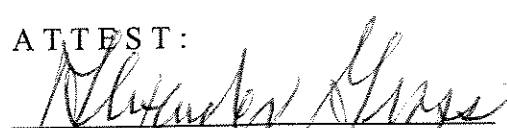
That the said Fleer, for the purpose of securing to its creditors an equal distribution of its estate in proportion to their several just demands, and for the consideration of One (\$1.00) Dollar to it in hand paid by the said Martin, has, and by these presents does grant, bargain, sell, convey, and assign unto Martin, and to his heirs and assigns, all of Fleer's assets and properties of every kind, nature and description whatsoever and wherever located (real, personal or mixed, tangible or intangible, including not limited to: all lands, tenements, hereditaments and real estate

whereof Fleer is now seized or possessed or is in any way entitled unto wheresoever the same may be situate, together with fixtures and appurtenances; all goods, inventory, machinery, equipment, furnishings and other chattels; all accounts; all deposits; all bonds, notes and other instruments; all books and records; all documents; all contract rights; all patents, trademarks, service marks, copyrights, trade secrets and other intellectual property; and all other intangible property) (collectively, the "Assets"); to have and to hold unto Martin, his heirs and assigns, forever; in trust to sell, collect and disburse and dispose of the same for the equal benefit of creditors of Fleer, and distribute the net proceeds of the Assets to the said creditors in proportion to their several just demands, pursuant to the Statutes in such case made and provided, and in further trust to pay the surplus, if any there be, after fully satisfying and paying the said creditors and all proper costs and charges, to Fleer.

IN WITNESS WHEREOF, Fleer has hereunto caused its corporate seal to be hereunto affixed and attested by its Secretary, and these presents to be signed by its President, the day and year first above written.

FLEER COLLECTIBLES, LLC
By: FLEER/SKYBOX INTERNATIONAL LP,
Sole Member
By: Golden Cards, LLC, its sole general partner
By: 
Alexander Grass, President

ATTEST:


Alexander Grass, Secretary

**RESOLUTION OF THE SOLE MEMBER OF
FLEER COLLECTIBLES, LLC**

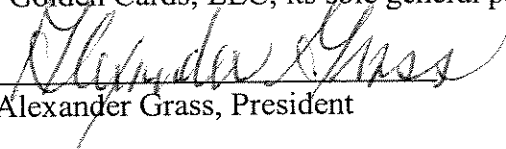
Pursuant to Action by Unanimous Written Consent of the members and Board of Managers of Golden Cards, LLC, a Delaware limited liability company (the "General Partner"), which is the sole general partner of Fleer/SkyBox International LP, a Pennsylvania limited partnership (the "Partnership"), which is the sole member of Fleer Collectibles, LLC, a Delaware limited liability company (the "Company"), dated July __, 2005, the following resolutions were adopted by the General Partner on behalf of the Partnership:

"RESOLVED, that the Company execute and deliver an Amended and Restated Deed of Assignment for the Benefit of Creditors to Warren Martin, Esquire, of Porzio, Bromberg & Newman, P.C., 100 Southgate Parkway, P.O. Box 1997, County of Morris, State of New Jersey, as Assignee;

* * *

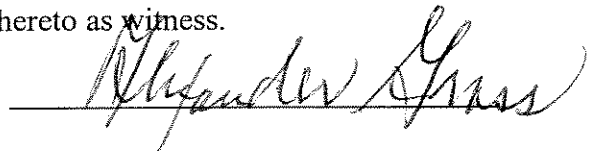
FURTHER RESOLVED, that the proper officers of the Company execute and deliver such other agreements, instruments and documents and take such other actions as any of such officers may deem necessary or advisable to carry out the intent of the foregoing resolutions."

FLEER/SKYBOX INTERNATIONAL LP,
By: Golden Cards, LLC, its sole general partner

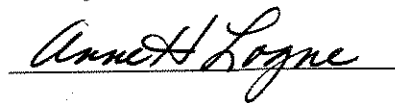
By: 
Alexander Grass, President

STATE OF PENNSYLVANIA :
 : SS.
COUNTY OF :

BE IT REMEMBERED, that on this 14 day of July 2005, before me the subscriber, personally appeared, Alexander Grass, who being by me duly sworn, on his oath, deposes and says that he is the Secretary of Golden Cards, LLC, a Delaware limited liability company ("Golden Cards"), which is the sole general partner of Fleeer/SkyBox International LP, a Pennsylvania limited partnership (the "Partnership"), which is the sole member of Fleeer Collectibles, LLC, a Delaware limited liability company (the "Company"); that Alexander Grass is the President of Golden Cards; and that the foregoing instrument was signed and delivered by Alexander Grass, in his capacity as the President of Golden Cards, acting in turn in its capacity as the sole general partner of the Partnership, acting in turn in its capacity as the sole member of the Company, as and for the voluntary act and deed of the Company, in the presence of deponent, who thereupon subscribed his/her name thereto as witness.



Sworn and Subscribed to
before me on this 14th day
of July 2005.



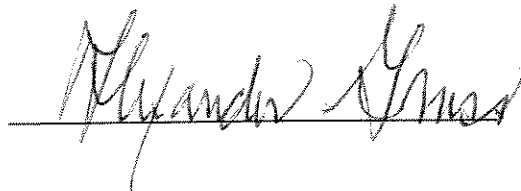
ANNE H. LOGUE
Notary Public of New Jersey
Commission Expires 9/29/2008

STATE OF PENNSYLVANIA :
 : SS.
COUNTY OF :

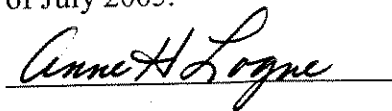
ALEXANDER GRASS, the President of Golden Cards, LLC (“Golden Cards”), which is the general partner of Fleeer/SkyBox International LP, a Pennsylvania limited partnership (the “Partnership”), which is the sole member of FLEER COLLECTIBLES, LLC, a Delaware limited liability company (the “Company”) named as the Assignor in the within instrument, being duly sworn according to law and upon his oath, deposes and says:

1. I am the President of the Golden Cards, which is the general partner of the Partnership, which is the sole member of the Company named as the Assignor in the within instrument.

2. The said inventory and valuation of the Assignor’s estate and the list annexed hereto is true in all respects, and the said list is a true list of the Assignor’s creditors and the amount of their respective claims, as of June , 2005, according to the best of my knowledge, information and belief.



Sworn and Subscribed to
before me on this 14th day
of July 2005.



ANNE H. LOGUE
Notary Public of New Jersey
Commission Expires 9/29/2008

**ASSETS OF
FLEER COLLECTIBLES, LLC.
AS OF JUNE , 2005**

ASSETS	VALUE^a
Cash (collective bank account balance) *	\$ 150,000
Accounts receivables	\$ 386,000
Inventory	\$1,299,000
Furniture, Fixtures and Equipment	\$ 198,000 ^b
Intangibles	\$ 135,000 ^c
TOTAL ASSETS:	<u>\$2,168,000</u>

^aRounded to nearest 000's

^bDepreciated book value

^cNet book value

**CREDITORS
AS OF JUNE , 2005**

PRIORITY CREDITORS

AMOUNT OWED

Internal Revenue Service Newark District Office 955 S. Springfield Avenue Springfield, NJ 07081 I.D. #25-1832284	\$Unknown
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State of New Jersey Division of Taxation 50 Barrack Street P.O. Box 269 Trenton, NJ 08695-0269	\$Unknown
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State of New Jersey Division of Employer Accounts PO Box 379 Trenton, New Jersey, 08625-0379	\$Unknown
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SECURED CREDITORS

Gary Bourne PSS Warehousing/Transportation 7 Nicholas Ct. Dayton, NJ 08810	\$ 16,189
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GENERAL UNSECURED CREDITORS

See attached schedule "A" – Total Unsecured Claims	\$3,945,984
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AMENDED AND RESTATED
DEED OF ASSIGNMENT FOR
THE BENEFIT OF CREDITORS OF:

FLEER COLLECTIBLES, LLC

A Delaware limited liability company,
Assignor,

-to-

WARREN MARTIN, ESQUIRE,

Assignee.

DATED: July , 2005

THIS INSTRUMENT PREPARED BY:

Fox Rothschild, LLP
997 Lenox Drive
Bldg. 3
Lawrenceville, NJ 08648

RECORD AND RETURN TO:

Warren Martin, Esquire
Porzio, Bromberg & Newman, P.C.
100 Southgate Parkway
P.O. Box 1997
Morristown, NJ 07962-1997