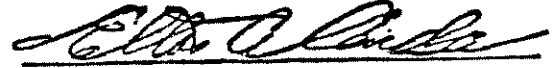


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Attorneys for Warren J. Martin Jr., Assignee for the
Benefit of Creditors of Fleer Collectibles, LLC

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 ASSIGNEE'S FIRST
OMNIBUS EXCEPTION MOTION TO EXPUNGE,
REDUCE AND/OR ALLOW CERTAIN CLAIMS
IN THE FLEER COLLECTIBLES CASE**

This matter having been opened to the Court upon the Assignee's First Verified Omnibus Exception to Claims of Creditors (the "Exception Motion") filed on October 21, 2005¹, and the Court having reviewed all pleadings submitted in support of and in opposition to the requested relief, and the Assignee having presented good and sufficient notice to all appropriate parties and having presented appropriate evidence that the claims objected to were previously: (a) filed with the wrong debtor, (b) lacking verification or documentation, or (c) no liability claims; and for good cause shown;

¹ Capitalized terms not otherwise defined shall have the meanings ascribed to such terms in the Exception Motion.

It is on this 10 day of November, 2005, Ordered that:

1. Pursuant to N.J.S.A. 2A:19-29, the claims set forth on Schedule A to this order should be disallowed, expunged, reduced and/or transferred to the Fleer/Skybox estate all as more precisely described on the attached Schedule A. Except to the extent that Schedule A lists a "Surviving Claim Collectibles" amount, those claims will not share in any distribution to creditors to be made from the Fleer Collectibles estate. The claimants on Schedule A with "Surviving Claim Collectibles" amounts listed, shall have allowed general unsecured claims in the Fleer Collectibles case in the amount listed as the "Surviving Claim."
2. The claims set forth on Schedule B to this order should be disallowed and expunged or reduced on the terms and to the extent described in Schedule B pursuant to N.J.S.A. 2A:19-29 such that they will either not share in any distribution unless a "Remaining Claim" amount is specified in said Schedule B.

To the extent a "Remaining Claim" amount is listed, such remaining claim shall be an allowed general unsecured claim and shall share, pro rata, in any distribution to general unsecured creditors to be made from the Fleer Collectibles estate.
3. The claims set forth on Schedule C to this order should be disallowed and expunged pursuant to N.J.S.A. 2A:19-29 such that they will not share in any distribution to general unsecured creditors to be made from the Fleer Collectibles estate.
4. Liss Global, Inc.'s claim for \$895,155.23 (which was objected to in Schedule B of the Exception Motion) shall be reduced by \$71,947.52 pursuant to an agreement

between Liss Global, Inc. and the Assignee. The surviving claim of \$823,207.71 shall be allowed as a general unsecured claim in the Fleer Collectibles case.

5. The Exception Motion with respect to Major League Baseball Properties, Inc. and Alexander Grass claim for \$2,050,000.00 (which was objected to in Schedule A of the Exception Motion) shall be adjourned to November 18, 2005 @ 2:00 p.m.

~~6. Major League Baseball Properties, Inc. ("MLBP") shall have an allowed general unsecured claim against Fleer Collectibles in the amount of [\$35,000.00] (this claim was objected to as part of the Assignee's exception motion in the Fleer/Skybox case). MLBP's claim against Fleer/SkyBox shall be correspondingly reduced by [\$35,000.00] without prejudice to the rights and defenses of the Assignee with respect to MLBP's remaining Fleer/SkyBox claim. Additionally, the parties understand that this agreement is not an admission by the Assignee with respect to any portion of MLBP's Fleer/Skybox claim, nor does this agreement establish a precedent with respect to any amounts claimed to be owed on MLBP's Fleer/Skybox claim.~~

7. Major League Baseball Players Association ("MLBPA") shall have an allowed general unsecured claim against Fleer Collectibles in the amount of \$10,000.00 (this claim was objected to as part of the Assignee's exception motion in the Fleer/Skybox case). MLBPA's claim against Fleer/SkyBox shall be correspondingly reduced by \$10,000.00 without prejudice to the rights and defenses of the Assignee with respect to MLBPA's remaining Fleer/SkyBox claim. Additionally, the parties understand that this agreement is not an admission by the Assignee with respect to any portion of MLBPA's Fleer/Skybox

claim, nor does this agreement establish a precedent with respect to any amounts claimed to be owed on MLBPA's Fleer/Skybox claim.

8. *The Exception Motion with respect to* PSS Transportation, Inc.'s claim (which was objected to in Schedule B of the Exception Motion) shall be *→ adjourned to November 18, 2005 - 2006* ~~resolved pursuant to a separate order.~~
9. Ted Williams Family Enterprizes ("TWFE") claims in the Fleer Collectibles case aggregate \$481,750.00 (which were objected to in Schedules A and B of the Exception Motion) shall be reduced by \$452,400.00 pursuant to an agreement between TWFE and the Assignee. The surviving claim of \$29,350.00 shall be allowed as a general unsecured claim in the Fleer Collectibles case.
10. The Assignee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.



Ronald Bookbinder, J.S.C.

Fleer Collectibles, LLC
 Schedule A - Wrong Debtor Claims FOR ENTERED ORDER

Creditor	Amount Claimed	Description	Supporting Claim Collectibles	Amount Owed to Fleer Skybox Estate
BRAD A. REEVERTS	\$25.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$25.00
BRAD A. REEVERTS	\$30.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$30.00
BRIAN BOUTIN	\$385.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$385.00
BROWN, SCHULTZ, SHERIDAN & FRITZ	\$45,273.88	According to accounts payable records, the claimant is owed \$42,400.00, \$38,160.00 of which is a debt of Fleer Skybox.	\$4,240.00	\$38,160.00
C.H. ROBINSON COMPANY	\$4,685.19	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	4,685.19
CHERI MCALEESE	\$60,000.00	50% of claim (employee's severance) is a debt of Fleer Skybox.	\$30,000.00	\$30,000
CHRIS MIXER	\$40.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$40.00
CHRISTOPHER TOBIA	\$227,270.40	40% of claim (employee's severance) is a debt of Fleer Skybox.	\$136,362.24	\$90,908.16
CLINTON D. JENSEN	\$20.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$20.00
DOUGLAS M. DORN	\$747.50	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$747.50
DYNAMIC GRAPHICS	\$1,539,189.78	According to accounts payable records, the claimant is owed \$1,539,099.78, \$1,529,506.94 of which is a debt of Fleer Skybox.	\$9,592.84	\$1,529,506.94
EDDIE P. STILES III	\$48,250.00	40% of claim (employee's severance) is a debt of Fleer Skybox.	\$28,950.00	\$19,300.00
EZRA HOLCZER	\$50.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$50.00
FERRY ASSOCIATES, INC	\$5,723.66	According to the accounts payable records, this claimant is owed \$5,723.66, \$1017.60 is a debt of Fleer Skybox.	\$4,706.06	\$1,017.60
GE CAPITAL (SCH #4308134001)	\$39,482.31	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$39,482.31
GE CAPITAL (SCH #4306147001)	\$63,942.77	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$63,942.77
GE CAPITAL (SCH #3558668001)	\$17,838.74	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$17,838.74

Fleer Collectibles, LLC
 Schedule A - Wrong Debtor Claims FOR ENTERED ORDER

Debtor	Amount claimed	Objector	Supporting claim collectibles	Amount to Move to Fleer/Skybox Estate
J & K DUGOUT	\$2,000.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$2,000.00
JAMES R. STEFANO	\$182,500.00	40% of this claim (employee's severance) is a debt of Fleer Skybox. This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$109,500.00	\$73,000.00
JOE WANTA	\$200.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$200.00
JOHN J. GORCZYCA	\$150.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$150.00
KENNETH A. SAUNDERS, JR.	\$308.13	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$308.13
ANDREW J. MENDELSON	\$165,594.28	40% of claim (employee's severance) is a debt of Fleer Skybox. This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$99,338.57	\$66,225.71
MICHAEL CICHON	\$303.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$303.00
MICHELE MASON	\$33.07	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$33.07
MICHELE MASON	\$96.42	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$96.42
MIKEL C. CARLSON	\$120.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$120.00
NATIONAL FOOTBALL LEAGUE	\$31,516.23	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$31,516.23
RANDY BOOKASTA	\$1,550.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$1,550.00
RON SCHULTZ	\$300.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$300.00
S&S CARDS	\$2,620.80	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$2,620.80
SCOTT A. WHITFIELD	\$40.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$40.00
SPARTAN COPIES, INC.	\$600.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$600.00
STEINER SPORTS MEMORABILIA, INC.	\$99,070.45	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$99,070.45
THOMAS A. ATKINSON	\$200.00	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$200.00

Fleer Collectibles, LLC
Schedule A - Wrong Debtor Claims FOR ENTERED ORDER

Creditor	Amount Claimed	Objection	Settlement Claim Available	Amount to Move to Fleer/Skybox Estate
U-1-NET	\$12,000.00	According to the accounts payable records, this claimant is owed \$5385.00. 50% of this claim (shared Web site charges) is a debt of Fleer Skybox.	\$2,692.50	\$2,692.50
WOODCOCK WASHBURN	\$104,443.04	This claimant is not a creditor of Fleer Collectibles, but is a creditor of Fleer Skybox.	\$0.00	\$104,443.04

Fleer Collectibles, LLC
Schedule B - Claims Lacking Verification or Documentation FOR ENTERED ORDER

Creditor	Amount Claimed	Extinguished in Full	Extinguished in Part (Reduced)	Collection	Remaining Claim
BANK OF AMERICA	\$20,385.40	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
DAIMLER CHRYSLER (BRANDSENSE)	\$9,500.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
OREGON SPORTS	\$512.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
PROFESSIONAL SPORTS PUBLICATIONS	\$29,500.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
APPLIED OPTICAL TECHNOLOGIES	\$7,212.72		X	This claimant is owed \$4,041.80 according to the accounts payable records.	\$4,041.80
EQUITY MANAGEMENT INC - GMINAO	\$77,500.00		X	This claimant is owed \$1,250.00 according to the accounts payable records.	\$1,250.00

Fleer Collectibles, LLC
Schedule C - No Liability Claims FOR ENTERED ORDER

Creditor	Amount claimed	Collection	Settlement Collectibles status
RALPH GALLO	\$140,000.00	Claimant was an employee of Roger Grass; claimant was not an employee of Fleer Skybox.	\$0.00