


This Deed Prepared by:


Hal L. Baume
Attorney at Law of New Jersey

**DEED OF ASSIGNMENT
FOR THE BENEFIT OF CREDITORS**

THIS INDENTURE, made on this 8th day of June 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:

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 the said Party of the Second Part, and to his heirs and assigns, all and singular, the lands, tenements, hereditaments, and real estate whereof the said Party of the First Part is now seized or possessed or is in any way entitled unto, wheresoever the same may be situate, together with appurtenances; and also all and singular its goods and chattels, bonds, notes, books and accounts, contracts, rights and credits, whatsoever and wheresoever; to have and to hold unto the said Party of the Second Part, his heirs and assigns, forever; in trust to sell, collect and disburse and dispose of the same for the equal benefit of creditors of the said Party ~~of~~ ^{of} the First Part, and distribute the net proceeds to the said creditors in proportion to their ~~several~~ ^{several} just demands, pursuant to the Statutes in such case made and provided, and in further trust ~~to~~ pay the

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surplus, if any there be, after fully satisfying and paying the said creditors and all proper costs and charges, to the said Party of the First Part.

IN WITNESS WHEREOF, the said Party of the First Part 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 June 8, 2005, the following resolutions were adopted by the General Partner on behalf of the Partnership:

"RESOLVED, that the Company execute and deliver a 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 8th day of June, 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 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"); 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.

Alexander Grass

Sworn and Subscribed to

before me on this 8th day

of June 2005.

Sharon S. Orpin

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Farrah S. Orpin, Notary Public
Manchester Twp., York County
My Commission Expires Nov. 14, 2005
Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA :
: SS.
COUNTY OF :

ALEXANDER GRASS, the President of Golden Cards, LLC ("Golden Cards"), which is the 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") 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 according to the best of my knowledge, information and belief.



Sworn and Subscribed to
before me on this 8th day

of June 2005.



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Farrah S. Orpin, Notary Public
Manchester Twp., York County
My Commission Expires Nov. 14, 2005
Member, Pennsylvania Association of Notaries

**ASSETS OF
FLEER COLLECTIBLES, LLC.**

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:

^aRounded to nearest 000's

^bDepreciated book value

^cNet book value

\$2,168,000

CREDITORS

PRIORITY CREDITORS

AMOUNT OWED

Internal Revenue Service
Newark District Office
955 S. Springfield Avenue
Springfield, NJ 07081
I.D. #25-1832284

\$Unknown

State of New Jersey Division of Taxation
50 Barrack Street
P. O. Box 269
Trenton, NJ 08695-0269

\$Unknown

State of New Jersey Division of Employer Accounts
PO Box 379
Trenton, New Jersey, 08625-0379

\$Unknown

SECURED CREDITORS

\$ 16,189

Gary Bourne
PSS Warehousing/Transportation
7 Nicholas Ct.
Dayton, NJ 08810

GENERAL UNSECURED CREDITORS

See attached schedule "A" – Total Unsecured Claims

\$3,945,984

VENDOR NAME AND ADDRESS

SCHEDULE A
FLËER COLLECTIBLES LLC

NAME	NAME 2	STREET / HOUSE NUMBER	STREET 4	CITY	STATE	ZIP	BALANCE
APPLIED OPTICAL TECHNOLOGIES		PO Box 700		PARKTON	MD	21120-0700	\$4,041.80
DYNAMIC GRAPHICS		945 HORSHAM ROAD		HORSHAM	PA	19044	\$9,592.84
FERRY ASSOCIATES, INC				MEDFORD	NJ	08055	\$2,268.06
ICONGO, CORP.		204 ST. SACREMENT	7TH FLOOR	MONTREAL	CANADA	H2Y 1W8	\$2,160.00
JEVIC				Newark	NJ	07188	\$1,850.62
LAZER PHOTO ENGRAVING, INC		70 BERMAR PARK		ROCHESTER	NY	14624	\$2,413.00
LISS GLOBAL		7776 DUNGAN ROAD		PHILADELPHIA	PA	19111	\$153,282.78
MAJOR LEAGUE BASEBALL PROPERT INC		245 PARK AVENUE		NEW YORK	NY	10167	\$9,051.02
NHL ENTERPRISES LP				PHILADELPHIA	PA	19170-7442	\$18.60
NHLE/ZAMBONI		1251 AVENUE OF THE AMERICAS		NEW YORK	NY	10020	\$24.75
PA STATE POLICE CENTENNIAL COM	ATTN: MARC INFANTINO	1800 ELMERTON AVENUE		Harrisburg	PA	17110	\$45,333.56
PSS TRANSPORTATION, INC		7 NICHOLAS CT.		DAYTON	NJ	08810	\$15,658.64
RICHARD PLESCIA		58 MOHR RD		BURLINGTON TOWNSHIP	NJ	08016	\$54.70
SGMA INTERNATIONAL		1150 17TH ST, NW SUITE 407		WASHINGTON	DC	20036	\$625.00
SHOWTIME EXHIBIT BUILDERS		251 BENIGNO BLVD		BELLMAWR	NJ	08031	\$6,052.87
SPORTSLINE.COM, INC				ORLANDO	FL	32891	\$402,000.00
THE COLLEGIATE LICENSING COMPANY		290 INTERSTATE NORTH SUITE 200		ATLANTA	GA	30339	\$1,050.00
WORLD WRESTLING ENTERTAINMENT, INC				NEW YORK	NY	10087-7238	\$947.00
ALEXANDER GRASS (loans)		1000 NORTH FRONT STREET		WORMLEYSBURG	PA	17043	\$1,500,000.00
ALEXANDER GRASS TRUST (Dividends) *		1000 NORTH FRONT STREET		WORMLEYSBURG	PA	17043	\$1,698,569.00
GOLDEN CARDS LLC (Dividends) *		1000 NORTH FRONT STREET		WORMLEYSBURG	PA	17043	\$ 34,665.00
CHRISTOPHER TOBIA (Dividends) *		7 BAILEY DRIVE		PRINCETON	NJ	08540	\$ 56,325.00

* Same as debt listed on Schedule A of Fleer/Skybox International LP

