

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

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Attorneys Appearing: John S. Mairo (JM-0670)  
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Attorneys for Warren J. Martin Jr., Assignee for the  
Benefit of Creditors of Fleer/SkyBox International LP

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:

**PETITION TO APPOINT PORZIO, BROMBERG & NEWMAN, P.C., AS  
COUNSEL FOR THE ASSIGNEE, PURSUANT TO R. 4:53-3 AND 4:54**

TO: THE HONORABLE RONALD E. BOOKBINDER  
SUPERIOR COURT JUDGE

The Petition of Warren J. Martin Jr., Assignee for the Benefit of Creditors herein,  
respectfully shows unto Your Honor:

**Background**

1. The within Assignor corporation ("Assignor") executed a Deed of Assignment for  
the Benefit of Creditors (the "Assignment") on June 8, 2005 (the "Assignment Date"), naming  
your Petitioner as Assignee.

2. Your Petitioner shows that the Assignor was primarily in the business of producing a wide variety of sport and entertainment trading cards.

3. On the Assignment Date, the Assignee selected Porzio, Bromberg & Newman, P.C. ("Porzio"), as its general counsel.

4. Due to the circumstances of this case and the tasks that were necessary to complete prior to filing the Notice of Assignment in this court, Porzio began work at once at the direction of the Assignee.

### **Relief Requested and Reasons Therefore**

5. In light of the consultation provided and the services rendered immediately upon the selection of Porzio, the Assignee seeks *nunc pro tunc* approval and authorization, pursuant to New Jersey Court Rules 4:53-3 and 4:54, giving full effect to the Assignee's retention of Porzio as of June 8, 2005, the date of the execution and filing of the Deed of Assignment.

### **Services to be Performed**

6. The Assignee is the statutory representative of the interests of creditors pursuant to the Assignment. To this end, the Assignee desires to retain counsel with respect to all aspects of the proper and expeditious administration of the Assignment and distribution to creditors. Porzio, as counsel to the Assignee, shall perform services for the Assignee in relation to, but not limited to, the following:

- a. assisting and advising in the Assignee's investigation of the acts, conduct, assets, liabilities, and financial condition of the Assignor and the operation of the Assignor's business;
- b. assisting and advising the Assignee in his analysis of, and negotiations with third parties;
- c. representing the Assignee at all hearings and other proceedings;
- d. assisting and advising the Assignee with respect to his communications with the general creditor body regarding significant matters in the Assignment;
- e. preparing pleadings, motions, applications, objections and other papers as may be necessary in furtherance of the Assignee's interests and objectives;

- f. analyzing and advising the Assignee of the meaning and import of all pleadings and other documents filed with the Court; and
- g. performing such other legal services as may be required and are deemed to be in the interest of the Assignee and of creditors in accordance with those powers and duties set forth in the Assignment Statute.

7. The Assignee believes that Porzio is well-qualified to act as his counsel, and possesses extensive knowledge and expertise in the areas of creditors' rights and the other areas of law relevant to the Assignment.

WHEREFORE, your Petitioner respectfully prays for the entry of the annexed Order Authorizing the employment of Porzio, Bromberg & Newman, PC, pursuant to R. 4:53-3 and 4:54, *nunc pro tunc* to June 8, 2005, the date of the execution and filing of the Deed of Assignment.

/s/ Warren J. Martin Jr.  
WARREN J. MARTIN JR., ASSIGNEE

DATED: June 17, 2005

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

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

DOCKET NO:

**ORDER AUTHORIZING RETENTION OF PORZIO, BROMBERG &  
NEWMAN, P.C. AS COUNSEL TO THE ASSIGNEE *NUNC PRO TUNC***

THIS MATTER, being brought before the Court by Warren J. Martin Jr., Assignee for the Benefit of Creditors herein (the "Assignee"), upon the Petition to appoint and retain Porzio, Bromberg & Newman, P.C. ("Porzio"), with offices located at 100 Southgate Parkway, Morristown, New Jersey, as counsel to the Assignee *nunc pro tunc* to June 8, 2005; and for good cause shown;

IT IS on this            day of            , 2005;

**ORDERED** that the appointment and retention of Porzio, *nunc pro tunc*, be and the same is hereby approved, pursuant to New Jersey Court Rules 4:53-3 and 4:54; and it is further

**ORDERED** that Porzio shall apply to this Court for the allowance and payment for services rendered.

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