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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 FOX ROTHSCHILD, LLP, AS SPECIAL  
CORPORATE 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 ("Fleer") 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. Prior to the Assignment, Fox Rothschild, LLP (“Fox Rothschild”) represented Fleeer in negotiations with Donruss Playoffs, LP (“Donruss”), regarding Fleeer’s assignment of certain trademarks to Donruss (the “Trademark Assignment”). Specifically, Fox Rothschild worked with Donruss employees, negotiated and prepared various drafts of an Agreement to Assign Trademarks and reviewed and analyzed related documents.

4. Fox Rothschild, as counsel to Fleeer, has invested substantial time and effort in connection with the proposed sale of trademarks to Donruss.

5. As of the Assignment Date, Fleeer had not reached a final agreement concerning the terms of the Trademark Assignment Agreement. As a result of the Assignment, the Assignee now owns all of Fleeer’s assets, including the Trademarks.

6. The Assignee believes the proposed sale to Donruss to be in the best interest of this estate and will shortly file a motion to approve the sale which will now be made by the Assignee, rather than by Fleeer.

7. The Assignee believes it is in the best financial interest of this estate to retain Fox Rothschild as special corporate counsel in order to continue to shepherd the proposed sale of the trademarks to Donruss, or any other sale pursuant to higher and better offers. Importantly, Fox Rothschild was paid a pre-Assignment retainer by the Assignor, which has not been exhausted, and Fox Rothschild will be paid its fees herein out of said retainer. Fox Rothschild does retain the right, however, to seek additional fees from the estate for fees not covered by the retainer.

8. The Assignee does not believe that using Fleeer's counsel in this limited capacity presents any conflicts of interest herein.

9. Due to the circumstances of this case and the tasks that were necessary to complete prior to filing the Notice of Assignment, Fox Rothschild began work for the Assignee at June 8, 2005, at the direction of the Assignee.

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

10. In light of the consultation provided and the services rendered immediately upon the selection of Fox Rothschild, 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 Fox Rothschild as of June 8, 2005.

#### **Services to be Performed**

11. 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. Fox Rothschild, as special corporate counsel to the Assignee, shall perform services for the Assignee in connection with negotiating and finalizing the Trademark Assignment Agreement, and closing on same. Fox Rothschild shall also perform other miscellaneous services as requested by the Assignee.

12. Fox Rothschild will be paid its fees herein out of said retainer, but does retain the right to seek additional fees from the estate for fees not covered by the retainer.

13. The Assignee believes that Fox Rothschild is well-qualified to act as his special corporate counsel.

WHEREFORE, your Petitioner respectfully prays for the entry of the annexed Order Authorizing the employment of Fox Rothschild, LLP, pursuant to R. 4:53-3 and 4:54, *nunc pro tunc* to June 8, 2005.

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

DATED: June 17, 2005

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In the Matter of the General Assignment for  
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WARREN J. MARTIN JR.,

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

DOCKET NO:

**ORDER AUTHORIZING RETENTION OF FOX ROTHSCHILD, LLP AS  
SPECIAL CORPORATE 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 Fox Rothschild, LLP ("Fox Rothschild"), as special corporate counsel to the Assignee, pursuant to New Jersey Court Rules 4:53-3 and 4:54, *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 Fox Rothschild as special corporate counsel, *nunc pro tunc* to June 8, 2005, be and the same is hereby approved; and it is further

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

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