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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: P-2004-1394

**ORDER APPROVING AUCTION RESULTS AS REPORTED BY
ASSIGNEE AND THEREBY AUTHORIZING SALE OF
SUBSTANTIALLY ALL OF THE ASSETS OF FLEER/SKYBOX FREE
AND CLEAR OF LIENS AND ENCUMBRANCES**

THIS MATTER having been presented to the Court upon the Motion¹ for Order (1) Approving Auction Procedures and Scheduling Auction Date; and (2) Authorizing Sale Of All Of The Remaining Assets Of Fleer/Skybox International LP ("Fleer/Skybox") by Warren J. Martin Jr. (the "Assignee") for the Benefit of Creditors of Fleer/Skybox, by and through his counsel, Porzio, Bromberg & Newman, P.C.; and the Court having conducted a hearing on September 2, 2005 to approve, among other things, the proposed bidding and sale procedures, the marketing efforts of Fleer/Skybox and the Assignee regarding the Assets to be sold, and the Court having been advised of certain objections to the Motion by NBA Properties, Inc., Visions in Flight, Inc., NFL Properties LLC, Major League Baseball Players Association, and Major League Baseball Properties, Inc. (collectively, the "Objecting Parties"); and the Assignee having entered into stipulations with each of the Objecting Parties (collectively, the "Stipulations") which resolved all of the Objecting Parties' objections to the Motion as expressly set forth in each of the Stipulations; and the Court having approved the Auction procedures on September 2, 2005, and having scheduled a further hearing to consider the results of the Auction on September 13, 2005 at 2:00 p.m.; and the Auction having been conducted on September 9, 2005; and the Assignee having concluded that the Auction generated the highest and best value for the Assets; and the Assignee having provided good, valid, adequate and appropriate notice of the Auction and the sale of the Assets; and good and sufficient cause appearing for the entry of this Order;

IT IS ON THIS 13 DAY OF September, 2005 FOUND, DETERMINED AND ORDERED THAT:

1. This Court has jurisdiction to approve the sale of the Assets (the "Sale") in accordance with the terms and conditions of the Motion.

¹ Capitalized terms not defined herein shall have the meaning ascribed to such terms in the Motion.

2. Proper, timely, adequate and sufficient notice of the Motion, the Auction, and the transactions contemplated thereby has been provided to, among others, all creditors of Fleer/Skybox and relevant parties in interest. No other or further notice is required.

3. The consideration to be paid for the Assets sold at the Auction is \$911,292.99 (the "Purchase Amount"). The Purchase Amount constitutes adequate, fair and reasonably equivalent value for the Assets.

4. All of the purchasers of the Assets (the "Purchasers") are bona fide, good faith, arms-length purchaser, with no affiliation or connection to the Seller.

5. Except as set forth herein, the sale of Assets, as approved herein, shall be and is free and clear of liens, claims and encumbrances, with valid liens, claims and encumbrances, if any, to attach to the proceeds of sale.


6. Except as set forth herein, all persons and entities holding liens, claims and encumbrances of any kind or nature with respect to the Assets, are hereby forever barred from asserting such liens, claims and encumbrances against the Assets and/or any purchaser, or his successors, designees or assigns.

7. This Order shall be binding upon and shall govern the acts of all entities, wherever located, including without limitation all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, registrars of deeds, administrative agencies, governmental departments, secretaries of state, federal, state and local officials, and all other persons and entities who may be required by operation of law, the duties of their office, or contract, to accept, file, register or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in or to any of the Assets.

8. The Assignee be and the same is hereby authorized and directed to consummate the sale of the Assets.

9. The Assets are sold subject to the terms and conditions set forth in the Stipulations, and the Court retains jurisdiction to hear any disputes with respect to the Stipulations.

10. A copy of the within Order shall be served upon parties in interest within seven (7) days from the date hereof.



, J.S.C.