

Sep-02-2005 02:09pm From: Kiehr Harrison Harvey Branzburg & Eilers +8564884875

T-303 P.002/004 F-047

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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
and Fleer Collectibles, LLC

In the Matter of the General Assignment for
the Benefit of Creditors of PLEER/SKYBOX
INTERNATIONAL LP,

Assignor,

to

WARREN J. MARTIN JR.,

Assignee.

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

DOCKET NO: P-2005-1394

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

CONSENT ORDER RESOLVING ORDER TO SHOW CAUSE

This matter having been opened to the Court upon the Verified Application For Order to Show Cause Why An Order Should Not Be Entered: (1) Directing PSS To Permit The Assignee To Remove Inventory From Warehouse; (2) Permitting the Assignee To Escrow \$50,000 To

Sep-02-2005 02:00pm

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T-302 P.003/004 F-047

Protect The Rights of PSS And Other Creditors; and (3) Permitting The Assignee To Seek Damages If Landlord's Actions Harm The Estate (the "Application"), filed by Porzio, Bromberg & Newman, P.C., attorneys for Warren J. Martin Jr., Esq., Assignee for the Benefit of Creditors of Flee/SkyBox International LP, and Flee Collectibles, LLC (the "Assignee"), and the Court having considered the Application and all opposition thereto, and a preliminary hearing having been held by the Honorable Michael J. Hogan, J.S.C. on August 18, 2005 that resolved certain emergent issues raised by the Application as set forth in the Order dated August 18, 2005, and the Assignee having escrowed \$50,000 with Perry Warren, Esq., (the "Escrow"); and a continued hearing on the outstanding emergent issues raised in the Application having been scheduled by the Honorable Ronald E. Bookbinder, J.S.C. on August 26, 2005; and the Assignee, PSS Warehousing & Transportation, Inc. ("PSS"), and Alex Grass having reached a consensual resolution of the remaining issues in the Application; and for good cause having been found;

IT IS on this _____ day of _____, 2005,

ORDERED that Maselli Warren , P.C. is hereby authorized and directed to pay \$25,000 to PSS from the Escrow, on a preliminary basis, on account of PSS's pre-assignment claims asserted against Flee/SkyBox International LP; and it is

FURTHER ORDERED that the payment to be made under this Consent Order to PSS shall not impair or prejudice the rights of any other party asserting any claim to the funds and in the event that it is subsequently determined by the Court that the lien asserted by PSS against the inventory is not valid or is not entitled to priority over liens asserted by other parties, then PSS may be required to repay the \$25,000 to the Assignee or some other designated party at a later date; and it is

Sep-07-2005 02:00pm

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T-908 P.004/004 F-047

FURTHER ORDERED that the \$25,000 balance of the Escrow shall continue to be held by Maselli Warren, P.C. pending further Order of the Court; and it is

FURTHER ORDERED that PSS's asserted liens for all pre-assignment claims, as well as the liens asserted by any other parties against the inventory, shall all attach to the remaining funds in the Escrow with the same validity, priority and extent as are present on the date hereof, as if the funds were proceeds of the inventory, and that a further distribution from the Escrow can only occur upon further Order of the Court; and it is

FURTHER ORDERED that PSS shall fully cooperate with the Assignee and his agents in connection with removing the remaining Fleet inventory from the PSS warehouse as requested by the Assignee.

We hereby consent to the Form and entry of this Order.


Porzio, Bromberg & Newman, P.C.
Attorneys for Warren J. Martin Jr., Assignee

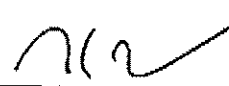
By: 
Brett S. Moore

Klehr, Harrison, Harvey, Branzburg & Eilers LLP
Attorneys for Alex Grass

By: 
Carol Ann Skocum

Maselli Warren, P.C.
Attorneys for PSS Warehousing & Transportation

By: 
Perry S. Warren



, J.S.C.