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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-2005-1394

**VERIFIED PETITION AUTHORIZING ASSIGNEE
TO PAY CONTINENTAL AUCTION GROUP, INC.**

The Petition of WARREN J. MARTIN JR., Assignee for the Benefit of Creditors
("Assignee") herein, respectfully shows unto Your Honor:

1. Fleer/Skybox International LP ("Fleer/Skybox") executed a Deed of Assignment
for the Benefit of Creditors on June 8, 2005 (the "Assignment Date"), naming your Petitioner as
Assignee.

2. On the Assignment Date, there were assets remaining on Fleer/Skybox's premises, consisting primarily of office furniture, computer and media equipment, sports-related inventory and collectibles and a van (the "Fleer/Skybox Assets").

3. Pursuant to Court Order (the "Retention Order") dated July 1, 2005, the Assignee retained Continental Auction Group, Inc. (the "Auctioneer" or "Continental") as Auctioneer in order prepare, administer and market a public sale of the Fleer/Skybox Assets.

4. On Friday, September 9, 2005 (the "Auction Date"), the Assignee, through Continental, held an auction (the "Auction") of the Fleer/Skybox Assets.

Auctioneer's Marketing Efforts

5. Continental advertised the Auction extensively, implementing its own website, www.auctionsaleinfo.com ("Continental's Web-Site"), which could be reached via a link on the Assignee's Web-Site. Continental's Web-Site included pictures and a general description of many of the Fleer/Skybox Assets sold at the Auction. Continental's Web-Site also posted detailed bidding procedures for both live and proxy bidders. To supplement the information posted on Continental's Web-Site, the Auctioneer created and delivered to interested parties an itemized catalog of the Fleer/Skybox Assets which were to be sold at the Auction. The Auctioneer also issued press releases in the United States and Japan, and ran print advertisements in The New York Times, The New Jersey Star Ledger and The Philadelphia Inquirer. Finally, Continental sent direct mail and electronic mail to industry specific dealers.

6. As a result of all the advertisements and media reports, the Auction had 456 registered bidders with spirited bidding by some 200 people.

7. Furthermore, the Auctioneer recovered \$911,292.99 for the Fleer/Skybox Assets, which exceeded the appraised value of the same assets by more than 35%.

8. On September 13, 2005, the Court entered an Order (1) Approving Auction Procedures and Scheduling Auction Date; and (2) Authorizing Sale Of All Of The Remaining Assets Of Fleer/Skybox.

Auctioneer's Fees

9. Pursuant to the Retention Order, Continental is now owed a "seller's" commission of ten (10%) percent (the "Seller's Commission"). Continental has already received a ten (10%) percent buyer's premium (the "Buyer's Premium") which was assessed and paid by purchasers of the Fleer/Skybox Assets on the Auction Date.

10. Without taking into account the Buyer's Premium, the Auctioneer recovered \$911,292.99 for the Fleer/Skybox Assets. Accordingly Continental is due a Seller's Commission of \$91,129.30.

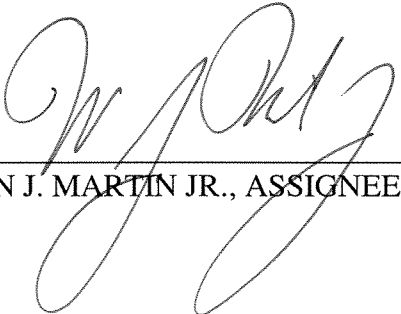
Potential for Additional Compensation

11. Prior to the Auction, the Assignee removed digital images and slides, and certain trading cards (collectively, the "Additional Inventory"), from the Fleer/Skybox Assets which were sold at the Auction.¹ The Additional Inventory remains an asset of the Fleer/Skybox estate.

12. The Assignee also seeks approval to pay the 10% Seller's Commission to Continental for any proceeds it collects through future auctions of the Additional Inventory or other assets of the Fleer/Skybox estate.

¹ The Assignee removed the redemption cards from the Auction because he is planning a redemption card program. He also adjourned the sale of the digital images and slides, because of certain legal issues with Upper Deck.

WHEREFORE, your Petitioner respectfully prays for the entry of the annexed Order Authorizing the Assignee to pay Continental Auction Group, Inc. \$91,129.30 as compensation for its services rendered pursuant to the Auction and a 10% Seller's Commission for any services rendered in connection with future auctions.



WARREN J. MARTIN JR., ASSIGNEE

DATED: September 29, 2005

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BURLINGTON COUNTY

DOCKET NO: P-2005-1394

**ORDER AUTHORIZING ASSIGNEE TO PAY
CONTINENTAL AUCTION GROUP, INC.**

THIS MATTER, being brought before the Court by Warren J. Martin Jr., Assignee for
the Benefit of Creditors ("Assignee") herein, upon the Verified Petition to Pay Continental
Auction Group, Inc. ("Continental"); and for good cause shown;

IT IS on this day of ,2005

ORDERED that Continental be and is hereby allowed the sum of \$91,129.30 as compensation for its services rendered in preparing, administering, marketing and conducting the Auction¹ held on September 9, 2005; and it is further

ORDERED that Continental be and hereby is authorized a 10% Seller's Commission on proceeds collected in connection with any future auctions of the remaining slides, digital images and trading cards, or other assets of the Fleer/Skybox estate; and it is further

ORDERED that the Assignee be and is hereby authorized to make the aforesaid payments.

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

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