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FILED with the COURT

OCT 14 2005

DONALD E. BOOKBINDER, J.S.C.

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: P-2004-1394

**ORDER PERMITTING THE ASSIGNEE TO CONDUCT AUCTION SALE
OF PHOTOGRAPHIC SLIDES AND DIGITAL IMAGES FREE AND
CLEAR OF LIENS AND ENCUMBRANCES AND OVERRULING
OBJECTION FILED BY MAJOR LEAGUE BASEBALL PLAYERS'
ASSOCIATION**

THIS MATTER having been presented to the Court upon the Sale 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 that at the request of Upper Deck, the Assignee agreed to remove certain Photographic Slides and Digital Images from the scheduled September 9, 2005 Auction to permit the parties to brief their respective positions, and the Court having scheduled a hearing on September 30, 2005 to consider such issues, with the auction of the Photographic Slides and Digital Images to be held on September 30, 2005; and Major League Baseball Players' Association ("MLBPA") having filed a Joinder of MLBPA to Upper Deck's Objection to Assignee's Auction Sale of Photographic Slides and Digital Images on September 26, 2005 (the "MLBPA Objection"); and the Court having considered the arguments of both MLBPA and the Assignee as set forth on the record on September 30, 2005; and good and sufficient cause appearing for the entry of this Order;

IT IS ON THIS 14th DAY OF October, 2005 FOUND, DETERMINED AND ORDERED THAT:


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

¹ Capitalized terms not defined herein shall have the meaning ascribed to such terms in the Memorandum of Law In Support of Order Approving Auction Results as Reported by Assignee and Thereby Authorizing Sale of Photographic Slides and Digital Images dated October 3, 2005.

2. The MLBPA Objection be and the same hereby is overruled for the reasons set forth on the record at the hearing held on September 30, 2005.

3. The Assignee be and the same hereby is authorized and directed to conduct an auction of the Photographic Slides and Digital Images.

4. A copy of the within Order shall be served upon MLBPA within seven (7) days from the date hereof.



RONALD E. BOOKENDER J.S.C