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FILED with the COURT

OCT 14 2005

DONALD E. BOOKRINDER, 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 APPROVING AUCTION RESULTS AS REPORTED BY
ASSIGNEE AND THEREBY AUTHORIZING SALE OF BASEBALL
PHOTOGRAPHIC SLIDES FREE AND CLEAR OF LIENS AND
ENCUMBRANCES AND DISAPPROVING BIDS CAST FOR FOOTBALL
SLIDES AND DIGITAL IMAGES**

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 the Assignee and NFL Properties LLC (the "NFL") entered into a Stipulation and Consent Regarding Proposed Auction Procedures and Sale of Substantially All of the Remaining Assets of Fleer/SkyBox International LP dated September 8, 2005 which limited the potentially successful purchasers for the Photographic Slides and Digital Images to the list of entities set forth therein (the "NFL Stipulation"); and the Court having been further 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 the Court having been advised that the Assignee and Upper Deck resolved their dispute as set forth on the record at the hearing held on September 30, 2005; and the Auction for the Photographic Slides and Digital Images having been conducted on September 30, 2005; and the Court having been advised that the winning bids placed for the NFL related Photographic Slides and the Digital Images were cast by bidders that were not on the approved

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.

bidder list as set forth in the NFL Stipulation; and the Court having been further advised that at the request of the Assignee, the NFL did consider the winning bidders of the NFL related Photographic Slides and Digital Images for approval; and the NFL having advised the Assignee that the proposed purchasers of the NFL related Photographic Slides and Digital Images are not acceptable; and the Assignee having concluded that in accordance with the terms of the NFL Stipulation, he is not authorized to seek approval of the bids cast for the NFL related Photographic Slides and the Digital Images; and the Assignee having further determined the Auction generated the highest and best value for the baseball related Photographic Slides; and the Assignee having provided good, valid, adequate and appropriate notice of the Auction and the sale of the Photographic Slides and Digital Images, 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 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 Flee/Skybox and relevant parties in interest. No other or further notice is required.
3. The consideration to be paid for the baseball related Photographic Slides sold at the Auction is \$58,300² (the "Purchase Amount"). The Purchase Amount constitutes adequate, fair and reasonably equivalent value for the baseball related Photographic Slides.

² This amount includes a 10% buyer's premium that is used as part of the compensation to the Auctioneer.

4. Mr. John Rogers, the bidder of the baseball related Photographic Slides (the "Purchaser") is a bona fide, good faith, arms-length purchaser, with no affiliation or connection to the Seller.

5. Except as set forth herein and in paragraph 9, the sale of the baseball related Photographic Slides 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 baseball related Photographic Slides, are hereby forever barred from asserting such liens, claims and encumbrances against the baseball related Photographic Slides 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 baseball related Photographic Slides.

8. The Assignee be and the same is hereby authorized and directed to consummate the sale of the baseball related Photographic Slides.

9. The baseball related Photographic Slides are sold ^{ex-l-4124} subject to the terms and conditions set forth in the Acknowledgment Forms, ^{attached hereto} and the Court retains jurisdiction to hear any disputes with respect to the Acknowledgment Forms.

10. In accordance with the NFL Stipulation, the bid placed for the NFL related Photographic slides and the bid placed for the Digital Images are both hereby disapproved.

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



The Honorable Ronald E. Bookbinder, J.S.C.