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November 7, 2005

VIA FEDERAL EXPRESS
Surrogate's Office
Burlington County Superior Court
49 Rancocas Road, Room 102
Mount Holly, NJ 08060

Re: *Fleer/Skybox International, LP – Assignment for the Benefit of Creditors*
Docket No. P-2005-1394
Our File No.: 00553.66065

Dear Sir/Madam:

Enclosed please find the following documents in connection with the above-referenced matter:

1. Verified Application for Order (1) Approving Redemption Card Program; (2) Approving Auction Procedures and Scheduling Auction Date; and (3) Authorizing Sale of Remaining Trading Cards (the "Motion"), with Exhibits "A" and "B";
2. Notice of the Motion;
3. Proposed Order; and
4. Certificate of Service

Kindly file same and return one copy marked "filed" to me in the envelope provided.

If you have any questions or concerns, please feel free to contact me.

Very truly yours,


Brett S. Moore

Enclosures

cc: Honorable Ronald E. Bookbinder, J.S.C. (Via Federal Express)
All Parties on Core Service List Attached to the Notice of Motion as indicated

PORZIO, BROMBERG & NEWMAN, P.C.

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Attorneys Appearing: John S. Mairo (JM-0670)

Brett S. Moore (BM-0014)

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-2005-1394

**NOTICE OF VERIFIED APPLICATION FOR ORDER (1) APPROVING
REDEMPTION CARD PROGRAM; (2) APPROVING AUCTION
PROCEDURES AND SCHEDULING AUCTION DATE; AND (3)
AUTHORIZING SALE OF REMAINING TRADING CARDS**

TO: ALL PARTIES ON ATTACHED CORE SERVICE LIST

PLEASE TAKE NOTICE that Warren J. Martin Jr. (the "Assignee"), Assignee for the Benefit of Creditors of Fleer/Skybox International, LP ("Fleer/Skybox"), by and through his counsel, Porzio, Bromberg & Newman, P.C., shall move before the Honorable Ronald E. Bookbinder, J.S.C., a Judge of the Superior Court of the State of New Jersey, on the 9th day of December, 2005 at 2:00 p.m., or as soon thereafter as counsel may be heard at the Superior Court of New Jersey, Chancery Division, Probate Part, Burlington County, 120 High Street, Mt. Holly, New Jersey 08060, for entry of an Order: (1) Approving Redemption Card Program; (2)

Approving Auction Procedures and Scheduling Auction Date; and (3) Authorizing Sale Of Remaining Trading Cards (the "Motion").

PLEASE TAKE FURTHER NOTICE that the proposed sale is to be free and clear of all liens, claims and encumbrances, valid liens, claims and encumbrances, if any, to attach to the proceeds of sale.

PLEASE TAKE FURTHER NOTICE that, in order to maximize the value of the remaining card inventory, the Assignee will hold an auction on March 22, 2006 (the "Proposed Auction Date") as more fully described in the Motion.

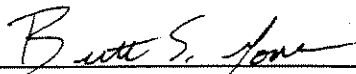
PLEASE TAKE FURTHER NOTICE that the Assignee will rely upon the attached Motion, together with the argument of counsel and any testimony that the Court may require on the return date of the Motion.

PLEASE TAKE FURTHER NOTICE that any opposition to the Motion must be made in writing, filed with the Court, and served upon the undersigned seven (7) days prior to the hearing date.

PLEASE TAKE FURTHER NOTICE that if you fail to oppose the Motion, the Court may enter an Order Approving the Motion without further notice to you as the Motion may be decided on the pleadings submitted. A proposed form of Order is submitted herewith.

DATED: November 7, 2005

PORZIO, BROMBERG & NEWMAN, P.C.

By: 
Brett S. Moore (BM-0014)

Attorneys for Warren J. Martin Jr., Assignee for the Benefit of Creditors of Fleer/SkyBox International LP

**FLEER/SKYBOX INTERNATIONAL LP
ASSIGNMENT FOR THE BENEFIT OF CREDITORS
CORE SERVICE LIST**

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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 FLEER/SKYBOX
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Assignor,

to

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SUPERIOR COURT OF NEW JERSEY
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**VERIFIED APPLICATION FOR ORDER (1)
APPROVING REDEMPTION CARD PROGRAM; (2)
APPROVING AUCTION PROCEDURES AND
SCHEDULING AUCTION DATE; AND (3)
AUTHORIZING SALE OF REMAINING TRADING
CARDS**

Warren J. Martin Jr. (the "Assignee"), Assignee for the Benefit of Creditors of Fleer/SkyBox International LP ("Fleer/Skybox"), and Assignee for the Benefit of Creditors of Fleer Collectibles, LLC ("Fleer Collectibles"), by and through his counsel, Porzio, Bromberg & Newman, P.C. ("Porzio"), by way of Verified Application For Order: (1) Approving Redemption Card Program; (2) Approving Auction Procedures and Scheduling Auction Date; and (3) Authorizing Sale Of Remaining Trading Cards (the "Motion"), respectfully states as follows:

General Background

1. I am the Assignee for the Benefit of Creditors of Fleer/Skybox and Fleer Collectibles, having been so designated pursuant to respective Deeds of Assignment for the Benefit of Creditors recorded and filed on June 10, 2005 (the "Assignment Date").

2. Fleer/Skybox was primarily in the business of producing and selling a wide variety of sport and entertainment trading cards, autographs of professional athletes, game-used equipment and photographs of professional athletes. Fleer Collectibles was primarily in the business of producing and selling die-cast miniature replica vehicles. The businesses of Fleer/SkyBox and Fleer Collectibles had both ceased operating prior to the Assignment Date.

The First Auction

3. A Court-approved auction was held on July 14, 2005, at the offices of Porzio, Bromberg & Newman, P.C., 100 Southgate Parkway, Morristown, New Jersey 07962 for (a) all of the U.S. and foreign trademarks, copyrights and other intellectual property assigned to the Assignee by Fleer/Skybox (collectively, the "Fleer/Skybox Intellectual Property"), and (b) substantially all of the assets assigned to the Assignee by Fleer Collectibles (collectively, the "Fleer Collectibles Assets") (the "First Auction").

4. FSB Acquisition Company, LLC ("FSB"), an entity related to The Upper Deck Company ("Upper Deck") was the successful bidder at the First Auction for the Fleer/Skybox Intellectual Property and the Fleer Collectibles Assets, and that sale was approved by the Court at a hearing held on July 15, 2005. The closing occurred on July 19, 2005 and has been concluded, and the Assignee has received the sale proceeds of \$6.1 million into the estate.

The Second Auction

5. A second Court-approved auction where the Assignee sold substantially all of the remaining assets of Fleer/SkyBox was held in two parts (the "Second Auction"). First, on September 9, 2005 at 12:00 p.m. at the Radisson Hotel Mount Laurel, 915 Route 73, Mount Laurel, New Jersey, the Assignee auctioned substantially all of the remaining assets of Fleer/SkyBox with the exception of certain digital images and photographic slides that were removed due to intellectual property issues that were being asserted by third parties in such assets, and the redemption cards, which are discussed herein. The Court approved the results of the September 9, 2005 auction at a hearing held on September 13, 2005. The Assignee has received sale proceeds of \$913,000 from the September 9, 2005 auction.

6. Second, on September 30, 2005 at 4:00 p.m. (via sealed on-line bids) the Assignee auctioned the digital images and photographic slides that were removed from the September 9, 2005 auction. The Court approved the results of the September 30, 2005 auction with respect to the baseball related photographic slides, and disapproved the bids cast for the football related photographic slides and the digital images at a hearing held on October 14, 2005. The Assignee has received sale proceeds of \$53,000 from the September 30, 2005 auction.

The Redemption Card Program

A. General Overview

7. As part of its business operations, Fleer/SkyBox sold packs of trading cards, some of which contained autographed or game-used cards (cards that have embedded pieces of game-used bats, jerseys, balls, gloves, etc.). At times, a trading card series would be released, but at the time of such release, all of the autographed and/or game-used cards intended to be used by Fleer/SkyBox in the release would not be available. In such cases, Fleer/SkyBox would insert a

"redemption card" into certain packages of cards that would entitle the holder to send in the "redemption card" for the original autographed and/or game-used card.

8. As of the Assignment Date, Fleer/SkyBox had in its inventory a substantial number of autographed and game-used cards that were turned over to the Assignee. Many of these cards would have been used by Fleer/SkyBox to fulfill its obligations to redemption card holders. As explained in more detail below, the Assignee's staff has undertaken the project of sorting and counting these cards.

9. Pursuant to the instant Motion, the Assignee seeks authority to conduct a redemption card program (the "Redemption Card Program") that will consist of providing a certain number of game-used and autographed trading cards to redemption card holders, with the remaining autographed and game-used cards to be sold at auction.

B. What Each Redemption Card Holder Will Receive

10. Although the precise figures are not yet known, it is anticipated that the Assignee will receive somewhere in the neighborhood of 50,000 redemption card requests from creditors. Although the Assignee's staff is continuing to count and sort the autographed and game-used cards in his possession, it is estimated that there are approximately 300,000 various sports cards that could potentially be used as part of the Redemption Card Program.

11. The Assignee proposes to provide, for each redemption card request received, one autographed card, and two game-used cards. To the extent possible, the redemption card holders will receive autographed and game-used cards in the same sport as their redemption request,¹ but aside from being sport specific to the extent possible, the cards sent to redemption card holders will be randomly selected from the Assignee's inventory. For example, if a person sends in a

¹ It is unclear at this time whether there will be sufficient autographed and game-used cards to distribute three sport-specific cards for each redemption request. Thus, the Assignee reserves all rights to substitute trading cards from alternate sports as necessary.

"football" redemption card, the Assignee will, to the extent possible, provide that person with a randomly selected autographed football card, and two randomly selected game-used football cards.

12. Based on the Assignee's extensive consideration of this issue, he believes that the above program is the fairest and most efficient way to serve two goals: (i) provide redemption card holders with some type of "distribution" for their redemption cards, while (ii) doing so in a manner that will not be detrimental to the Fleer/SkyBox estate and/or take substantial value away from other creditors.

13. It is possible that some redemption card holders with high-valued or rare redemption cards may assert that they are entitled to a particular card, and that the program set forth above is unfair as to their interests. However, as a practical matter, complying with requests for specific cards is simply not possible. First of all, given the number of trading cards and redemption requests, it would be prohibitively expensive and time-consuming to even attempt to comply with such requests. Second of all, it simply could not be done because the inventory of autographed and game-used cards that the Assignee has right now does not contain matches for many of the outstanding redemption card requests. That is because Fleer/SkyBox was forced to cease operations in May, 2005, before it was able to obtain all of the original autographs and game-used pieces needed to fulfill all outstanding redemption requests. Thus, it is impossible for the Assignee to fulfill redemption requests for specific cards.

14. Furthermore, the redemption cards state as follows:

3. ... If Fleer does not have the specified card available within 6 months, you may choose to have Fleer replace your redemption with a comparable card by checking the box below.

...

5. Autographed cards are fun to collect but are of indeterminate value and may be subject to changing market conditions.

See e.g., **Exhibit "A"**.

15. Thus, even the redemption cards themselves envisioned circumstances where a requested card would not be available, and could be replaced with alternative cards. Because Fleer/SkyBox has ceased operations, there will never be an opportunity for these redemption requests to be fulfilled on a card specific basis. Thus, providing alternative cards as set forth in the Redemption Card Program is a reasonable means of addressing this issue.

16. Additionally, while there may be a limited number of redemption card holders that won't receive a reasonably equivalent value for their redemption cards, the vast majority of redemption card holders will receive three cards that, cumulatively, are worth more than the original card that would have been sent to such person had Fleer/SkyBox continued to operate. Thus, the Assignee believes that the above program is extremely fair to redemption card creditors.

C. The Process

17. Through the Assignee's website and various trade publications, redemption card holders have been advised to send their redemption card requests to the Assignee with letters that have been postmarked by no later than October 31, 2005. Examples of the publications providing this redemption card bar date is annexed hereto as **Exhibit "B"**. Throughout the course of this case, the Assignee's staff has been diligently working to organize and track redemption card requests as such requests have been received.

18. To the extent that a creditor receives autographed and/or game-used cards as described above, the Assignee will not recognize any other claims by such creditors related to redemption cards. In other words, redemption card holders will receive their distribution in this

case as part of the Redemption Card Program, and any redemption card claims that have been filed with the Assignee will be disallowed as the *quid pro quo* of the Redemption Card Program.

19. It is anticipated that the cost of the Redemption Card Program will be approximately \$200,000. Along with the normal legal expenses associated with bringing a motion of this type, the Redemption Card Program has additional, unique expenses. Such expenses include four members of the Assignee's staff sorting and organizing the autographed and game-used cards, as well as inputting redemption card requests. Even with simply counting and sorting the cards by sport, it has taken several weeks of effort to go through the estimated 300,000 cards, and that process is still ongoing. As evidenced in the Assignee's First Interim Fee Application, the costs of the program thus far, have been \$99,200. (*See Assignee's Application For Payment of Professional Fees to Attorneys and Accountants at ¶ 37, p.12*) Furthermore, assuming the Redemption Card Program is approved, it will take a substantial amount of time and effort to process each redemption card request, in addition to the mailing expenses for the estimated 50,000 redemption card holders. Accordingly, to help offset the costs of the Redemption Card Program, the Assignee proposes to have an auction of the remaining autographed and "game-used" card inventory, which is estimated to include approximately 150,000 autographed and game-used cards once the program is completed.

Sale of the Remaining Card Inventory

20. Given the expenses that will be incurred in connection with the Redemption Card Program, the Assignee proposes to have an auction of the leftover trading card inventory (the "Remaining Card Inventory") after the completion of the Redemption Card Program. The money raised from such auction will go into the Fleer/SkyBox estate so that the non-redemption card creditors are not forced to bear the costs of the Redemption Card Program. If, as expected,

the Assignee has approximately 150,000 autographed and game-used cards in his possession after completion of the Redemption Card Program, it is anticipated that an auction of those cards will generate sufficient money to cover the expenses that will be incurred in connection with the Redemption Card Program. Accordingly, it is anticipated that the Redemption Card Program will be "self-funded" and other general unsecured creditors will not be harmed by this process.

21. The Assignee views the auction of the Remaining Card Inventory as an integral part of the Redemption Card Program. Because of the expenses that will be incurred in connection with completing the Redemption Card Program, there must be a mechanism to help ensure that sufficient money is generated so that the Redemption Card Program does not deplete the Fleer/SkyBox estate. Accordingly, the Redemption Card Program and the auction of the Remaining Card Inventory are two components of an integrated process, and must be considered together.

The Proposed Auction

22. The Assignee expects to conclude the Redemption Card Program by no later than February 28, 2006. Thereafter, the Assignee proposes to have a due diligence period, with an auction of the Remaining Card Inventory to be held at 1:00 p.m. on Wednesday, March 22, 2006 at the law offices of Porzio, Bromberg & Newman, P.C., 100 Southgate Parkway, Morristown, New Jersey 07962, or such alternative time/date/location as appropriate (the "Proposed Auction").

23. The Assignee has retained a professional auctioneer, Continental Auction Group, Inc. ("Continental" or the "Auctioneer") to prepare and administer the Proposed Auction. Continental's retention was approved pursuant to the Court Order dated July 1, 2005.

24. In connection with advertising the Proposed Auction, Continental has a website www.auctionsaleinfo.com which can be reached via a link on the www.fleerabc.com website. Continental's website will have a subsection devoted to the Proposed Auction. The Auctioneer will advertise the Remaining Card Inventory to garner interest in the Proposed Auction. The Auctioneer reserves the right to break the Remaining Card Inventory into separate "lots" as appropriate.

Due Diligence and Bidding Procedures

A. Due Diligence

25. Any entity who desires to personally inspect the Remaining Card Inventory that will be sold at the Proposed Auction will be permitted to do so at the Assignee's office, by appointment only, prior to the Proposed Auction Date. There will be no inspection of the Remaining Card Inventory on the Proposed Auction Date.

B. Bidding Procedures

26. In order to maximize the value at the Proposed Auction, Continental has developed the following bidding procedures that will also be placed on its website:

HOW TO BID:

1. Live auction - Attend the auction and bid in person, or alternatively, depending upon interest shown, Online Silent Bidding.
2. Proxy / Absentee through our website.

PROXY / ABSENTEE BIDDING: You can bid by going to our website at www.auctionsaleinfo.com and follow the link to bid online to place proxy / absentee bids. REMEMBER when bidding online, you STILL have to tender a deposit (10% OF YOUR TOTAL BIDS) BEFORE your bids will be considered! You will be asked for a credit card when you register but this is ONLY to verify your identity! Bidding online is very simple, just go to the item you want to bid on, click on the picture of that item and you will be taken to the bidders screen, SIMPLE!

BY PLACING A BID(S) YOU ACKNOWLEDGE AND ACCEPT THE TERMS OF SALE.

All Proxy / Absentee bids must be received no later than 4:00 Eastern Standard Time on the day before the auction.

ONLINE BIDDING: Online bidders must have submitted a deposit PRIOR to bidding, approval to bid is based upon the amount of your deposit. 10% is required; EXAMPLE - if you want \$100,000.00 of credit online we must receive your deposit of \$10,000.00 by wire transfer prior to the sale.

All Bids (proxy OR online) must be accompanied by a deposit equal to or greater than ten percent (10%) of your total bids. Without this deposit your bids will NOT be considered qualified bids. Acceptable forms of deposit are as follows:

Wire Transfer - Cashiers / Bank Check - Company Check accompanied by an irrevocable letter of "GUARANTEE". Checks must be received in our office by noon on March 21, 2006.

Wires must be received no later than 4:00 PM EST on the day before the auction.

Wire your deposit to us at:

**GRAND BANK & TRUST OF FLORIDA
3601 PGA BLVD.
PALM BEACH GARDENS, FL 33401
ABA #: 067014466
CREDIT TO: CONTINENTAL PLANTS AUCTION GROUP, INC.
ACCOUNT #: 10096865**

Please remember to include your company name and/or bidder number in the wire for identification

Bulk bids will likely be taken first, followed by individual lot bids (which must exceed the bulk bids by a total of 10%)

(the "Bidding Procedures").

27. The Assignee and Continental reserve the right to modify the Bidding Procedures as appropriate, and any such modifications shall be announced at the Proposed Auction, if not before. Such modifications may include requesting sealed bids.

28. Furthermore, the Proposed Auction may be adjourned as the Assignee deems appropriate and/or as the circumstances warrant. Reasonable notice of such adjournment and the time and place for the resumption of the Proposed Auction shall be: (i) posted on Continental's website www.auctionsaleinfo.com; (ii) posted on the Assignee's website www.fleerabc.com; (iii) and provided to known parties that have contacted the Assignee as appropriate.

29. Depending upon the amount of interest in the Proposed Auction, Continental reserves the right to require all potential bidders to pre-qualify with Continental in order to ensure that there is enough space for interested bidders.

30. A Court hearing will be scheduled as soon as is practical after the conclusion of the Proposed Auction to approve the sale of the Remaining Card Inventory to the winning bidder.

31. Any bidders presenting bids shall bear their own expenses in connection with the sale of the Remaining Card Inventory, whether or not such sale is ultimately approved by the Court.

32. The Assignee submits that the foregoing bidding procedures provide a fair and reasonable means of ensuring that the Remaining Card Inventory is sold for the highest or best offer attainable.

33. Accordingly, based upon the foregoing, the Assignee submits that the foregoing Bidding Procedures are in the best interest of the Assignee and his creditors and should be approved by this Court.

Legal Argument

I. The Assignee Has Broad Discretion To Resolve Disputes and Claims

34. The Assignment Statute states in relevant part:

Every assignee shall have full power and authority to dispose of all of the assignor's property, except as otherwise may be provided, as the assignor had at the time of the general assignment.... He may compromise, settle and compound all claims, disputes and litigations of the assignor, refer the same to arbitration, agree with any person concerning the same, redeem all mortgages and conditional contracts, and generally act as and do whatsoever the assignor might have lawfully done in the premises.

N.J.S.A. 2A:19-13.

35. Thus, the Assignment Statute provides assignees with broad latitude with respect to resolving various outstanding claims and issues, so long as the assignor had such authority at the time of the assignment. In this case, Fleer/SkyBox unquestionably had the authority to fulfill its redemption requests at the time of the assignment with substitute cards or otherwise. Therefore, the Assignee has authority to do so as well.

36. Case-law provides additional support for assignees, in their sound discretion, to proceed "to complete certain contracts which had been made by the debtor, and which were unfinished at the time of making the assignment." *Miller v. Mulford*, 31 N.J. Eq. 661, 664-65 (N.J. Prerog. Ct. 1879). The *Miller* court held that "where it is manifestly for the benefit and advantage of the creditors and those interested in the estate, the assignee may carry on the business and work up the material on hand which otherwise would be, to a degree at least, unavailable to the estate." *Id.* (citing *Burrill on Assignments* 444).

37. Although the Assignee does not believe he has a true "contractual" obligation to the redemption card holders, the obligation is arguably in the nature of a contract. The redemption card creditors purchased packages of trading cards on the assumption that a certain number of the packages would contain autographed and game-used cards. As explained above, certain of the packages that would have contained such cards instead included "redemption cards." The redemption cards would have been fulfilled by Fleer/SkyBox had it continued to

operate, and unless the Assignee uses his discretion to provide the redemption card holders with some sort of recovery, in all likelihood, such creditors will not receive anything on their claims.

38. Most of the redemption card holders are individuals, consumers and collectors of trading cards. The Burlington County Office of Consumer Affairs has been active in this case in championing the rights of the redemption card holders, and has supported the Assignee in connection with the creation of this program.

39. The Assignee also recognizes that because the entire trading card industry uses similar redemption card programs when intended autographed and game-used trading cards are unavailable, leaving such requests completely unfulfilled may cause significant damage to the trading card industry as a whole.

40. Indeed, since the Assignment Date and throughout the course of this case, the Assignee and the Burlington County Office of Consumer Affairs have been inundated with requests and questions about what he proposes to do for the redemption card holders. In addition to creditors involved in this case, the media has also continued to contact the Assignee to find out what the Assignee proposes to do with respect to redemption card holders. The Assignee also recognizes that many of the redemption card holders are likely children, and providing some sort of recovery for this special class of creditors is, in the Assignee's view, the appropriate thing to do.

41. Accordingly, based on the Assignee's discretion, he respectfully requests authority to complete the Redemption Card Program described above.

II. The Assignee has Broad Discretion to Convey Assets in the Timeframe and Manner He Deems Appropriate.

42. Under the New Jersey statute governing assignments for the benefit of creditors, N.J.S.A. 2A:19-1 *et seq.*, an assignee has the power to marshal and sell assets for the benefit of creditors of the estate.

43. When conveying assets pursuant to the statute, the assignee is required to show "reasonable care" regarding the manner of conveyance. *Ely, et al. v. Credit Men's Adjustment, et al.*, 106 N.J. Eq. 472, 474 (N.J. Ch. 1930). Although the assignment cases do not explicitly set forth the measure of duty and accountability conferred to an assignee when conveying assets, the receivership cases, made applicable to assignment cases through New Jersey Court Rule 4:54,² clarify that assignees and receivers have "large discretionary powers" to decide the timing and manner of the conveyance. *Potts v. The New Jersey Arms and Ordnance Co.*, 17 N.J. Eq. 395, 398 (N.J. Ch. 1866); *see Twenty Nassau St. Holding Co. v. Twenty Nassau Street, Inc.*, 112 N.J. Eq. 213 (N.J. 1933) (holding that an "order for sale free and clear will be advised – at public or private sale in the receiver's discretion"); *Fleming v. The Fleming Hotel Company*, 70 N.J. Eq. 509 (N.J. Ch. 1905) (ordering a receivership sale because it was not an abuse of the receiver's discretion to refuse to adjourn the sale at the request of counsel representing 97% of the creditors, and all the stockholders, on the ground that an agreement had been made by a large part of the creditors for an extension of time).

44. In *Potts*, the Court of Chancery granted an order directing the receiver to sell assets "in such mode and parcels, in bulk or detached parcels, as he may deem most

² Rule 4:54 provides: "The practice relating to assignments for the benefit of creditors under N.J.S.A. 2A:19-1 *et seq.* shall conform as nearly as practicable to the procedure relating to insolvent corporations." N.J. R. 4:54; *see Rosner v. Plaza Hotel Associates, Inc.*, 146 N.J. Super. 447, 455 (App. Div. 1977).

The applicable receiver statute, N.J.S.A. 14A:14-5, provides in relevant part, "a receiver shall have power to...(c) sell, assign, convey or otherwise dispose of all or any part of the property of the corporation."

advantageous," despite some creditors urging the assets to be sold as a whole, and other creditors urging the assets to be sold piecemeal. 17 N.J. Eq. At 405. The court found that:

[I]t is the policy of the statute that [the receiver] should be invested with large discretionary powers... [and] the receiver should be directed to proceed and sell the real and personal property, either in bulk or in detached parts, as he may find it expedient. He may find it expedient and for the advantage of his trust to sell the real estate, with a certain part of the machinery, together, and the residue of the machinery, tools, and personal property in lots; or he may find it most for the interest of those concerned to sell all the machinery, fixtures, and tools in detached lots. Satisfied that it is not only the duty but the desire of the receiver to make this property produce the most money possible for those entitled to the proceeds, my opinion is that the mode of sale should be left to his discretion."

Id. at 399. Therefore, the court entered an order directing the receiver to sell assets in the timeframe and manner that he deemed appropriate.

45. Here, the Assignee submits that selling the Remaining Card Inventory at an auction held as described above is in the best interest of the estate and its creditors, because this form of sale is likely to recover a significant amount of money for creditors and to help offset the costs that will be incurred in connection with the Redemption Card Program. In determining to hold the sale in this manner and timeframe, the Assignee has relied upon his own experience in liquidating and restructuring companies, as well as the expertise of his retained auctioneer and appraiser. In addition, the Assignee has consulted with numerous experts in the sports and collectibles industries regarding the manner of sale. Therefore, the Assignee has exercised "reasonable care" and acted well within his "large discretionary powers " in deciding the manner and timeframe of the Proposed Auction. *Potts*, 17 N.J. Eq. at 399.

III. Courts May Authorize an Assignee to Sell Assets Free and Clear of Liens When the Sale Will Benefit Creditors.

46. By virtue of this Motion, the Assignee seeks Court approval to sell the Remaining Card Inventory free and clear of liens, claims and encumbrances, valid liens, claims and encumbrances, if any, to attach to the proceeds of the Proposed Auction. Moreover, said sale proceeds will not be distributed by the Assignee on account of any pre-assignment claim pending further Order of the Court.

47. The statute governing receiverships³ explicitly provides that:

When property of a corporation for which a receiver has been appointed is, at the time of such appointment, subject to one or more encumbrances, the Superior Court, upon the application of the receiver, may authorize the receiver to sell such property at public or at private sale, clear of encumbrances, for such price and upon such terms as the court may approve. No such sale shall be authorized or made except upon prior notice to the holders of the encumbrances affecting such property, and unless the receiver demonstrates to the satisfaction of the court that the sale of such property may be reasonably expected to benefit general creditors of the corporation without adversely affecting the interests of the holders of the encumbrances. The proceeds of such sale shall be paid into court, there to remain until the further order of the court, subject to the same encumbrances which affected the property at the time of the sale.

N.J.S.A. 14A:14-7 (2005).

48. Pursuant to this statute, New Jersey courts have the "inherent authority" to order receivers to sell assets free and clear of any and all liens "when the interests of the parties demand it." *In re Alleged Violations of Law by Valley Road Sewerage Company*, 295 N.J. Super. 278, 292-93 (N.J. Super. Ct. App. Div. 1996) (citing *Wilkinson, Gaddis Co. v. Shannon Lodge Sanitorium*, 132 N.J. Eq. 591, 593 (N.J. Ch. 1943)). A court's decision to exercise this authority "must be justifiable, in equity and good conscience, by the facts and circumstances of the

³ Again, the receivership statute is made applicable to assignments by virtue of Rule 4:54, *see n.1, supra*.

particular case." *Wilkinson*, 132 N.J. Eq. at 593 (citing *Sullivan v. James Leo Co.*, 124 N.J. Eq. 317, 326 (1938)).

49. Significantly, this statute was adopted "only" 52 years ago in 1953, to "authorize the Superior Court to approve a sale of property free and clear of liens, whenever the court is satisfied that such sale may reasonably by [sic] expected to benefit general creditors." N.J.S.A. 14A:14-7, Commr. Com. (1968). Under the prior statute, *see* R.S. 14:14-20, courts could only authorize a receiver to sell encumbered property, when the legality of the encumbrance was questioned *and* the property was of a character likely to materially deteriorate in value pending litigation. *See id.*

50. However, even prior to the change in the statutory language, New Jersey courts mainly considered the benefits accruing to general creditors when deciding whether or not to authorize a free and clear sale. In *Wilkinson*, for example, the Chancery Court found that the "manifest intent and object of the legislature was to prevent mischief arising from the depreciation in value of property of a nature destined materially to deteriorate during the period of a litigation likely to be protracted." 132 N.J. Eq. at 593 (citing *Middleton v. New Jersey West Line Railroad Co.*, 26 N.J. Eq. 269 (N.J. Ch. 1875); *reversed, sub nom., Randolph v. Larned*, 27 N.J. Eq. 557 (N.J. 1876)).

51. Indeed, although there is no case law explicitly interpreting the 1953 statute, the evolution in the common law can be seen from earlier cases where the courts went far beyond the strict language of the old statute, paving the way for enactment of the new statute in 1953. Despite the absence of statutory authority, early cases recognized an assignee's authority to sell assets free and clear of any and all liens, so long as all lienholders were party to the proceedings. *People's-Pittsburgh Trust Co. v. Hirsch*, 65 F.2d 972 (3d Cir. 1933); *Miner's Bank of Wilkes-*

Barre v. Acker, 66 F.2d 850, 853 (3d Cir. 1933); *Chapman v. Schiller*, 95 Utah 514, (Utah 1938) (listing cases upholding the right of courts to order receivers to hold a free and clear sale when lienholders were parties to the proceedings).

52. In *Hirsch*, the Third Circuit upheld a decision ordering the receiver to sell a hotel free and clear of liens, despite the mortgagee's objection. 65 F.2d at 974. The court found that the mortgagee was a member of each of the three classes of creditors: mortgagees, bondholders and general creditors. *Id.* at 974. In addition, the mortgagee not only consented to the appointment of a receiver, but consulted and cooperated with the receiver in the company's operation. Even though the receiver's sale of the hotel would not recover an amount sufficient to cover the indebtedness on the mortgage, the court found that the order for sale free and clear of liens was appropriate. *Id.* The court's decision was also based on its finding that the hotel contained valuable furnishings and furniture that were not covered by the mortgage, and it was in the interests of the receivership that the hotel furnishings be sold at the same sale as the hotel property. *Id.* Therefore, the court held that "a sale by the receiver would have certain decided advantages over a sale upon the foreclosure proceedings and would be at no greater expense...[W]e feel that the interests of the mortgagee will be fully protected." *Id.* at 974-75.

53. Similarly, in *Acker*, the Third Circuit upheld a decision authorizing a receiver to sell property free and clear of liens despite the mortgagee's contention that he had not been properly noticed about the sale. 66 F.2d at 853. The mortgagee complained that the District Court erred in entering the order because the mortgagee was not served with due and timely notice of the receivership. *Id.* The Third Circuit, however, found that the mortgagee was not prejudiced by the lack of proper notice, because it received actual notice of the receivership and was privy to the receivership proceeding:

[A]s fact, [the mortgagee] knew of the appointment of the receivers at or about the time they were appointed on October 31, 1930. Its trust officer sat in conference with them, did not object to the receivership, nor the operation of the road by the receivers, from that date until October 20, 1931. So while it might not have had the legal notice to which it was entitled, it had actual notice and apparently acquiesced in the receivership for a year. It did not object to the receivership when it could and should have done so, if it intended to stand on its technical rights, and now it is rather late to object.

Id. at 853 (internal citations omitted). Therefore, the court ordered the sale free and clear of liens.

54. Here, as the Affidavit of Service filed herewith reveals, due and proper notice has been provided to known creditors via actual notice, the <www.fleerabc.com> website, and the Auctioneer's website. In addition, the Assignee submits that selling the Remaining Card Inventory at the Proposed Auction will benefit creditors by recovering a significant amount of proceeds for the estate and its creditors, and help to offset the costs of the Redemption Card Program. Moreover, because the Assignee proposes that valid liens attach to the proceeds of sale, no lienholders will be adversely affected.

Opportunity to Purchase the Redemption Card Program and Inventory

55. At or prior to the hearing scheduled for this Motion, the Assignee will entertain offers from parties interested in purchasing the redemption card inventory, and completing the Redemption Card Program themselves. Any party interested in purchasing the redemption card inventory must agree to be bound by and complete the Redemption Card Program set forth above, and must make a minimum bid of \$500,000. Any such purchaser must also agree to permit, as requested, a representative of the Burlington County Office of Consumer Affairs to be present with such purchaser at all steps of the fulfillment process. The Assignee will also send a "minder" in to ensure that the Redemption Card Program envisioned by the Assignee is actually

complied with by such purchaser. Parties interested in pursuing this option, who wish to conduct a due diligence review of the redemption card inventory may do so by contacting the Assignee's office and scheduling an appointment prior to the hearing date for the Motion.

56. To the extent that multiple parties express an interest in purchasing the Redemption Card Program and inventory, the Assignee will hold an auction at the Courthouse on the return date of this Motion to determine the winner bidder. Selling the Redemption Card Program and inventory will save the Fleer/SkyBox estate the time and expense of completing the Redemption Card Program, while at the same time bringing in substantial value as a result of such sale. Such a process will also assist the Assignee in moving toward closing this case.

Notice

57. The Motion and related pleadings will be filed with the Court, placed on the Assignee's website (www.fleerabc.com), and mailed to the core service list that has been created in this case. Furthermore, notice of the Motion will be sent to all known redemption card holders via a post-card that provides the Assignee's website information, as well as the Assignee's contact information for parties to request a hard copy of the Motion.

Objections

58. Any parties who wish to object to any of the relief requested in the Motion must file such objections in writing with the Court, and serve such objections on the undersigned by no later than December 2, 2005, which is one week prior to the scheduled hearing date, December 9, 2005.

WHEREFORE, Warren J. Martin Jr., Assignee for the Benefit of Creditors of Fleeer/SkyBox International LP and Assignee for the Benefit of Creditors of Fleeer Collectibles, LLC, respectfully prays for the entry of an Order: (1) Approving the Redemption Card Program; (2) Approving Auction Procedures and Scheduling Auction Date; (3) Authorizing Sale Of Remaining Trading Cards; and (4) for such other and further relief as is fair and equitable under the circumstances.

DATED: November 7, 2005

PORZIO, BROMBERG & NEWMAN, P.C.

By: 
Brett S. Moofe

VERIFICATION

I, Warren J. Martin Jr., the Assignee named in the foregoing Motion, do hereby make solemn oath that the statements contained therein are true according to the best of my knowledge, information and belief. I am aware that if any of the foregoing statements made by me as contained therein are willfully false, I am subject to punishment.

DATED: November 7, 2005

PORZIO, BROMBERG & NEWMAN, P.C.

By: _____

Warren J. Martin Jr., Assignee

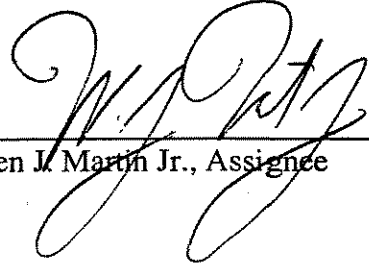
A handwritten signature in black ink, appearing to read 'W. J. Martin Jr.', is written over a horizontal line. The signature is cursive and somewhat stylized.

EXHIBIT "A"

CONGRATULATIONS!

YOU'VE JUST RECEIVED A REDEMPTION CARD REDEEMABLE FOR AN E-XL NBA AUTOGRAPHED CARD

Send in this card to receive an E-XL NBA Autographed Card.

1. To obtain your E-XL NBA Autographed Card, clearly print your name, age, address and e-mail address in the space provided below and mail this card to E-XL NBA AUTOGRAPHED CARD, P.O. Box 1028, Mt. Laurel, N.J. 08054. Include only one Redemption Card per envelope, mailed separately. Use certified mail for your protection. Proof of delivery may be required. This Redemption Card will not be returned. **DO NOT MAIL DIRECTLY TO FLEER/SKYBOX INTERNATIONAL LP.**
2. Any Redemption Cards that are counterfeited, forged, mutilated, illegible or tampered with in any way are automatically void. No reproductions or copies of Redemption Cards will be accepted. Fleer/SkyBox International LP is not responsible for lost, stolen or misdirected Redemption Cards. Open to U.S. residents only, but void where prohibited, taxed or restricted by law.
3. This Redemption Card offer expires three years after release date of this product. Your card will be shipped within 8-12 weeks from the date we receive your Redemption Card. If Fleer does not have the specified card available within 6 months, you may choose to have Fleer replace your redemption with a comparable card by checking the box below.
4. In an effort to properly and effectively service all of our redemption holders, we ask that you allow 6 weeks from the date of your mailing before calling for information regarding the status of your Redemption Card. Your cooperation in this matter will be greatly appreciated and will expedite the handling of all of the redemptions.
5. Autographed cards are fun to collect but are of indeterminate value and may be subject to changing market conditions.

PLEASE SEND MY E-XL NBA AUTOGRAPHED CARD TO:

Name: _____ Age: _____

Address: _____

(No post office boxes)

City/State/Zip: _____

E-mail: _____

Replace my Redemption Card with a comparable card if the specified card does not become available within 6 months.



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EXHIBIT "B"



Trade fax[®]

The official fax newsletter of the sports collectibles industry

Volume 13, Issue 78

THURSDAY, Sept. 29, 2005

The deadline for collectors to submit their Fleer redemption cards has been extended to Oct. 31. Warren Martin, the assignee overseeing the Fleer liquidation proceedings, has asked anyone who has not yet submitted their redemption cards to send their cards to his office by that date. The original deadline was Oct. 15. Martin agreed to the extension to allow more collectors to be aware of the opportunity to receive compensation. The instructions for redemption holders are posted online at www.fleer-abc.com. Meanwhile, the sale of Fleer's extensive inventory of slides and digital images is scheduled for Friday. Upper Deck has filed formal objections to the sale, saying the sale of copyrighted photos violates the Fleer intellectual property rights the company purchased in July.

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Topps reports double-digit sales gains for sports cards

Strong sales of products themed around the company's 50th anniversary in the football card market were a key factor in boosting Topps' sales of domestic sports cards to their strongest performance in more than a year. For the second quarter of its 2006 fiscal year (ended Aug. 27), Topps' entertainment division – which includes domestic sports card sales – saw net sales increase nearly 15 percent to \$33 million. Sports card sales for that period also increased by double-digit percentages, and the company also enjoyed strong sales for its WizKids games and its non-sport offerings both domestically and overseas.

It was the second time in the past five fiscal quarters that Topps reported an increase in sports card sales over previous year's levels.

For the most recent quarter, Topps' overall net sales increased more than 9 percent to \$75.3 million. Net income for the quarter was \$4.8 million, up nearly \$1 million from the same period a year ago. The company's confection division sales net sales increase 5.7 percent to \$42.2 million.

For the first six months of fiscal 2006, net sales were \$154.1 million, down nearly \$3 million from fiscal 2005. Net income was \$5.7 million, down from \$7.8 million a year ago.

In a conference call with analysts Tuesday, Topps chairman and CEO Arthur Shorin said Topps has completed the comprehensive strategic review with its outside consultants and has taken action to improve the company's performance, including restructuring to further separate the company's entertainment and confection divisions and reduction of upper- and middle-management positions. Shorin said the savings from these moves will be roughly \$2.5 million per year.

In another cost-savings move, Topps will either close or sell one of its Internet operations, thePit.com, during the current fiscal quarter. The company will also scale back its eTopps activities next year, with Warren Friss, the company's VP and general manager of sports, saying eTopps, "has not been as profitable as we had hoped when we launched it, but we feel it's very important to have an Internet presence."

For the balance of its 2006 fiscal year, Topps is now anticipating low single-digit growth for its sports card sales, according to CFO Catherine Jessup. That growth will come despite the company's projection of a \$5 million gap in sales from the same period last year that will result from the new baseball card licensing agreements that will prevent Topps from shipping its first 2006 baseball products until mid-February. Jessup said strong sales compared to last year will help the company make up for that gap.

Jessup said the company's non-sports products are also on target to exceed levels from last year, and WizKids game sales will also be significantly higher. Among the new offerings in the next six months will be the company's first NASCAR collectible strategy game and the introduction of WizKids' first two collectible card games.

Continued on Page 2

News in brief

A Robby Gordon race-used helmet – the one Gordon threw at the car of Michael Waltrip after a crash during a Sept. 18 race – sold for \$51,000 on eBay. Proceeds from the sale will benefit the Harrah's Relief Effort Fund for victims of Hurricane Katrina.

McFarlane Toys is partnering with the Cleveland Cavaliers to distribute a special 3-inch LeBron James figure to all fans in attendance at the team's Feb. 6 home game against the Milwaukee Bucks. This is the first McFarlane Toys giveaway for the team. James will be depicted in the team's navy blue alternate jersey, a jersey that will debut at the game. The giveaway is presented by Opti-Free Express.

Redeeming Quality

Assignee Promises To Get Fleer Redemption Card Holders A Card

BY ROCKY LANDSVERK

The assignee overseeing the liquidation of Fleer Trading Cards will be filing a motion with a New Jersey court within the coming weeks that should result in compensation for many of the collectors with outstanding redemption cards from the card company, while *Tuff Stuff* has arranged for an extended deadline so its subscribers could apply.

Mathew Laskowski, senior paralegal to assignee Warren Martin, said a "significant amount" of cards containing autographs or memorabilia pieces were culled from the Fleer warehouses prior to the Sept. 9 auction of the company's remaining inventory (see details on that auction below). Martin, who was designated by the state of New Jersey's court system as the person responsible for cleaning up the Fleer mess, will ask a judge to allow him to send those cards to his list of more than 30,000 collectors awaiting redemption products.

Laskowski did not know the exact number of cards that were available to be sent to collectors, saying an inventory of those items was still being conducted. He noted that Martin's firm has compiled a database from Fleer's computers that has all of the cards owed to collectors. The firm has also been logging the cards received since it took over the company's estate, including mail that Fleer never opened.

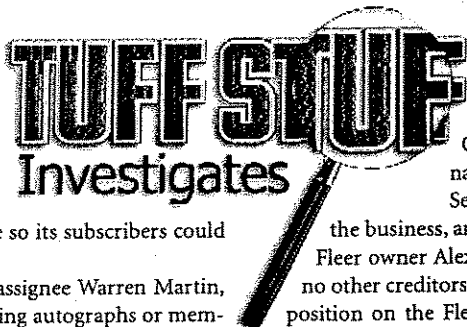
Specific details regarding the program will be listed on the www.fleerabc.com Web site once the motion is filed. In the meantime, anyone who is still holding unfulfilled redemptions can send those redemption cards to: Fleer Redemption Card, P.O. Box 2247, Morristown, N.J. 07962-2247. It's important to note that while you should get a card for your redemption card, you won't get the card originally promised by the redemption card.

The original deadline was Oct. 15 for sending in your redemption cards, but for *Tuff Stuff* subscribers who should receive this issue by mid-October, the assignee moved back the deadline to Oct. 31.

Fleer Auction

The process of selling off Fleer Trading Cards, which went out of business in May and is being sold off with a bankruptcy-like entitled Assignment for the Benefit of Creditors (ABC), is nearing completion following the Sept. 9 liquidation sale that generated about \$1 million in an event just down the street from Fleer's former offices in Mt. Laurel, N.J. Sold were millions of trading cards from Fleer's warehouses, primarily from retail returns; autographs, uniforms, bats and the like used to create trading cards; and office equipment like computers and chairs.

Dealers and distributors snapped up the trading cards, which are destined for repacking and sale in bargain bins. Upper Deck bought



almost all of the autographs that were in cut form or on stickers, obviously for use on future trading cards.

Martin had already sold the Fleer Collectibles die-cast business and the trade names to Upper Deck. The assets for sale in September were from the Fleer/SkyBox side of

the business, and a curious situation has developed in which Fleer owner Alex Grass is the secured lender and it's possible no other creditors will see a dime. "PNC Banks had a lien of first position on the Fleer/SkyBox side for \$6 million," Martin said. "Assuming that lien survives and is valid, then it looks like that will eat up most of the value on the SkyBox side. It looks like it won't get to other creditors."

But it's not really the bank that will get these proceeds, because Grass personally guaranteed the bank's loan last year, so he's actually the owner of the mortgage and the primary secured creditor. "Alex guaranteed the debt, so basically he owns the mortgage," Martin said.

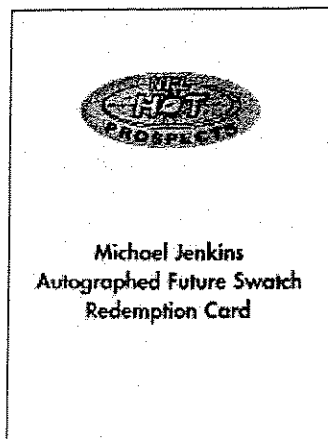
Keep in mind that Grass guaranteed that loan by putting \$12 million into Fleer in its final six months, so he's not coming out on the right side of the ledger in this situation, either. Martin also stressed that he's not done looking for revenue for Fleer and its creditors, including some possible lawsuits or accounts receivable that he hasn't addressed yet.

The sale was conducted by the Continental Auction Group of North Palm Beach, Fla., and North Dakota auctioneer Troy Orr. It was an impressive performance by both. With a 10 percent buyer's premium, the total of around \$1 million beat a pre-auction estimate by more than 30 percent.

There were some strange scenarios, like former Fleer employees watching their former desks sell for a fraction of their value. One distributor had a peculiar situation develop – the auction of the ping pong ball used to determine that the Denver Nuggets would get to draft Carmelo Anthony, which in one sense he already owned. The redemption card with which he should have had ownership was upstairs in his hotel room when the ping pong ball went up for bids. He bid \$1,000 on the ball, nearly reuniting it with its redemption card, but when bidding reached \$1,100, he stopped "out of principle," he said.

There were two issues outstanding at press time: First, the sale of Fleer's photography (slides and digital) had some legal encumbrances that were being worked out.

Secondly, while the sale was approved by the courts, the attorneys for Major League Baseball and the MLBPA aren't done enforcing the licensing issues. Both parties required bidders to sign documents acknowledging they know there could be licensing issues with some of the products that were sold, but for the time being, bidders aren't even sure which lots that might affect. ♦



NewsBriefs

...

MCFARLANE CONSIDERING CHANGES TO EVENT EXCLUSIVE LINE – With its most recent event exclusive figure – Nomar Garciaparra in a Cubs uniform – not selling out at The National, McFarlane Toys founder Todd McFarlane said he is considering making some changes to his company's event-exclusive figures. Garciaparra missed most of this season with an injury, which likely diminished demand for his figure. "We have been talking about making changes," McFarlane told *SCD*. "One of the changes we are talking about is some of the places where we are taking two figures, we might cut it down to one."

Another option being considered is including retired players as event-exclusive figures. Whatever changes are made, McFarlane stated he does not want to be producing event-exclusive figures just for the sake of producing figures.

The final out hasn't been made for the 2005 baseball season, but it's not too early to start thinking about the 2006 baseball figures. Keep in mind that no official checklists have been released yet, but McFarlane did share some thoughts on what might be in store for collectors in the 2006 lines.

"There are still some guys that we haven't gotten, that we are still trying to chase, even some guys that had big years in 2004," said McFarlane. "We are going to try and get into the 2006 line a guy like Johan Santana, who we sort of missed on getting him this year. He's having an OK season this year, instead of a phenomenal season."

"Guys that are having phenomenal seasons, you have to get them while the getting is good, if you will. The biggest guy right now is probably Derrek Lee. He's having a tremendous year. I don't want to wait and put him out in 2007. We have to take advantage of his 2005 season in 2006."

EARLY REGISTRATION FOR HAWAII TRADE CONFERENCE SET – The Early Bird registration period is now open for the 2006 Hawaii Trade Conference, scheduled for Feb. 26-March 3 in Honolulu. The conference's annual card show will be held March 3-4. Registrations received through Dec. 1 are \$449. The price moves to \$499 after Dec. 1 through Feb. 17. On-site registration will be \$599. A spouse package is available for \$189, which includes access to breakfasts and evening events only. The Renaissance Ilikai will again serve as the host hotel and is offering rooms for a rate of \$149 per night for conference attendees. For registration, contact Jill Lodewegen at (715) 445-4612, ext. 395. For sponsorship information and to reserve space during the conference's Meet the Industry session, contact Kirsten Olson at ext. 343.

REDEMPTION CARDS STILL A FOCUS OF FLEER LIQUIDATION – When the Sept. 2 auction of the remaining assets of Fleer Trading Cards was complete, most of the company's financial matters were closed. But one matter lawyers overseeing the process may still pursue after the auction is an attempt at getting some sort of compensation for the estimated 30,000 people hold-

ing redemption cards from various Fleer products.

Warren Martin, the court-appointed assignee overseeing the Fleer liquidation, has posted new instructions for redemption card holders on the www.fleerabc.com Web site. Those still holding redemption cards can now send them to the assignee at the following address: Fleer Redemption Card, P.O. Box 2247, Morristown, N.J. 07962-2247. All cards must be postmarked by Oct. 15. Those still holding cards are also invited to file a Proof of Claim to be added to the list of creditors. The form is available on the Web site.

The office has compiled a database of those who had already submitted cards or filed a claim with Martin's office. The site says Martin "expects to file a motion with the court in the near future" to address the redemption holders claims. Martin was not available Friday for comment.

James Threston, assistant director of the Burlington County (N.J.) Department of Consumer Affairs, said his office has 85 formal complaints from redemption card holders and has received several hundred phone inquiries. He said he remains hopeful that something can be done for hobbyists.

"In terms of trying to resolve the issue, it's something that people are trying to accomplish," Threston said. "The fact we're having continuing dialogue (with Martin) indicates there is a desire to come up with a solution. Whether or not that will happen is just not known at this point."

MOUNTED MEMORIES ORGANIZING 1980 PHILLIES REUNION – The sports fans of Philadelphia are not being treated to a 25th anniversary event by the Phillies in honor of their 1980 World Series championship, but Mounted Memories is filling the void.

Mounted Memories is pulling together at least 16 and possibly as many as 20 members of the team that won the Phillies' only championship and the city's first since 1930. The reunion and signing are set for Oct. 15 at the Trump Marina Hotel in Atlantic City. The public signings are set for 1-3 p.m., with super tickets priced at \$399 (flats) and \$499 (premium).

Mike Schmidt, Steve Carlton and Pete Rose headline the event. Bob Boone, Greg Luzinski, infrequent signer Gary Maddox and manager Dallas Green are also scheduled to be on hand. Larry Bowa will either be at the reunion or will pre-sign the items; his ESPN duties do not allow him to schedule the event with certainty.

The Phillies won their first title in their 98th season, and were the last original team from 1903 to win a championship, beating Kansas City in six games in the 1980 World Series. Schmidt, Rose and Carlton have signed at shows together in recent years, but the entire team (or most of it) hasn't been together in many years.

"The local papers are unbelievably surprised that the Phillies are not bringing the team together for the 25th anniversary," said Mounted Memories VP Scott Widelitz. ♦

Obit

Ede

The only Army boxer to in boxing, **Eddie Crook J** hospital in Montgomery, A

One of three United St: the 1960 Rome Olympics, Muhammad Ali (then kno Poland's Tadeusz Walasek

A career Army man, th never opted to turn pro; in young Army boxers. He se earning a Silver Star, a Br Hearts. He retired as a co

IV

Former catcher **Mike I** majors, died Feb. 8, in Bal

Bishop was drafted in t by the California Angels. I the following year. Playing runs and 104 RBIs topped season, Bishop moved from Signed as a minor league I in 1983, Bishop made his 1983. The final game of hi was April 24, 1983.

In eight official at-bats, for a .125 batting average. and scored two runs.

I

A member of three Mor championship teams, forw after a lengthy battle with co-owner, general manage died in Regina.

Hicke played for the C played for the New York R nia Golden Seals (1967-71 72). In 729 NHL games, H out 234 assists. In 1972-75 Edmonton Oilers, tallying assists.

He was inducted into tl Fame in 1995.

R

On May 29, 1936, while **Ken Weafer** made his onl surrendering four runs in Philadelphia Phillies. Wea N.Y. He was 92.

After his lone appearar Columbia (South Atlantic with a 5.29 ERA.

(Our thanks to Rick Fi Malamud and Ron Ulric section.)



Trade fax[®]

The official fax newsletter of the sports collectibles industry

Volume 13, Issue 70

MONDAY, Aug. 29, 2005

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Redemption cards still a focus of Fleer liquidation

When next Friday's auction of the remaining assets of Fleer Trading Cards is complete, most of the company's financial matters will be closed. But one matter lawyers overseeing the process may still pursue after the auction is an attempt at getting some sort of compensation for the estimated 30,000 people holding redemption cards from various Fleer products.

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High-end items stolen from Minnesota collector

Collectors are asked to be on the lookout for vintage signed baseball memorabilia that was stolen from the residence of a serious collector of high-end items who lives in Blaine, Minn. T.J. Kaye of T.J.'s Collectibles, Inc., in Florida reported the theft, saying the victim is one of his better clients. Kaye can be called at (561) 756-7500 with information and he will forward all leads to the collector.

The entire collection was stolen in a three-hour period on Aug. 25, leading the collector to believe the thief is somebody who knows him because of the short window of opportunity that day. The collection consists primarily of vintage, signed baseball memorabilia, including:

- Bat signed by Mickey Mantle and Roger Maris, numbered to 115.
- Bat signed by Joe DiMaggio with/inscription "Yankee Clipper," limited edition numbered 51 out of 56, hologram/COA from Morris Engelberg.
- Single-signed Roger Maris baseball personalized "To Bill, Best Always, Roger Maris" on the side panel.
- Signed Mark McGwire personal-model bat, inscription of "2000."
- Cooperstown Bat signed by 41 Hall of Famers, including Don Drysdale, Sandy Koufax and Ted Williams.

The collection is likely worth \$200,000-\$300,000, Kaye said.

News in brief

Topps will produce Green Bay Packers and Pittsburgh Steelers team sets from its 2005 Topps Total Football product. The sets will be sold in specially designed tins featuring the respective team logos. The Packers set features 16 cards plus an oversized Vince Lombardi card. The Steelers set features 19 cards and an oversized Ben Roethlisberger card. Each set is priced at \$9.99. The product will release in early October.

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Brett S. Moore (BM-0014)

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 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 (1) APPROVING REDEMPTION CARD PROGRAM;
(2) APPROVING AUCTION PROCEDURES AND
SCHEDULING AUCTION DATE; AND (3) AUTHORIZING
SALE OF REMAINING TRADING CARDS**

THIS MATTER having been presented to the Court upon the Verified Application For Order: (1) Approving Redemption Card Program; (2) Approving Auction Procedures and Scheduling Auction Date; and (3) Authorizing Sale Of Remaining Trading Cards (the "Motion") by Warren J. Martin Jr. (the "Assignee") for the Benefit of Creditors of Fleer/SkyBox International LP ("Fleer Skybox") and Fleer Collectibles, LLC ("Fleer Collectibles") by and through his counsel, Porzio, Bromberg & Newman, P.C., and the Court having considered the Assignee's Notice of Motion, Motion, oral argument, and any opposition thereto, and for good and sufficient cause appearing for the entry of this Order;

IT IS ON THIS _____ DAY OF _____, 2005

ORDERED that the Redemption Card Program¹ is hereby approved; and it is further

ORDERED that any and all claims relating to redemption cards are hereby disallowed except for distributions in kind that such parties are to receive under the Redemption Card Program; and it further

ORDERED that the Bidding Procedures are hereby approved as fair and reasonable; and it is further

ORDERED that the Assignee is hereby authorized to sell the Remaining Card Inventory by way of public auction, free and clear of liens, claims and encumbrances, valid liens, claims and encumbrances, if any, to attach to the proceeds of sale; and it is further

ORDERED that the Court will hold a hearing on _____ at which time the Assignee will request approval of the results of the auction pursuant to N.J.S.A. 2A:19-19; and it is further

ORDERED that the notice of the Motion and auction was fair, adequate and constitutes sufficient notice of the requested relief; and it is further

ORDERED that the sale proceeds shall not be distributed by the Assignee on account of any pre-assignment claims against the estate until further Order of the Court; and it is further

ORDERED that any and all objections to the Motion are hereby overruled; and it is further

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

ORDERED that a copy of the within Order shall be posted on the Assignee's website within two (2) days from the date hereof.

Ronald E. Bookbinder, J.S.C.