

11/16/05  
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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

**ORDER APPROVING ASSIGNEE'S FIRST  
OMNIBUS EXCEPTION MOTION TO EXPUNGE,  
REDUCE AND/OR ALLOW CERTAIN CLAIMS  
IN THE FLEER/SKYBOX CASE**

This matter having been opened to the Court upon the Assignee's First Verified Omnibus Exception to Claims of Creditors (the "Exception Motion") filed on October 21, 2005<sup>1</sup>, and the Court having reviewed all pleadings submitted in support of and in opposition to the requested relief, and the Assignee having presented good and sufficient notice to all appropriate parties and having presented appropriate evidence that the claims objected to were previously: (a) filed with the wrong debtor, (b) lacking verification or documentation, (c) duplicate claims, or (d) no liability claims; and for good cause shown;

<sup>1</sup> Capitalized terms not otherwise defined shall have the meanings ascribed to such terms in the Exception Motion.

It is on this 16 day of November, 2005, Ordered that:

1. Pursuant to N.J.S.A. 2A:19-29, the claims set forth on Schedule A to this order should be disallowed, expunged, reduced and/or moved to the Fleer Collectibles estate all as more precisely described on the attached Schedule A. Except to the extent that Schedule A lists a "Surviving Claim in Skybox", those claims will not share in any distribution to creditors to be made from the Fleer/Skybox estate. The claimants on Schedule A with "Surviving Claim in Skybox" shall have allowed general unsecured claims in the Fleer/Skybox case in the amounts reflected on Schedule A.
2. The claims set forth on Schedule B to this order should be disallowed and expunged or reduced on the terms and to the extent described in Schedule B pursuant to N.J.S.A. 2A:19-29 such that they will not share in any distribution from the Fleer/Skybox estate unless they are listed with a "Remaining Claim" amount as specified in said Schedule B, in which case they will share, pro rata, in any distribution to general unsecured creditors to be made from the Fleer/Skybox estate, to the extent of such "Remaining Claim."
3. The claims set forth on Schedule C to this order should be disallowed and expunged on the terms and to the extent described in Schedule C pursuant to N.J.S.A. 2A:19-29 such that they will not either share in any distribution from the Fleer/Skybox estate unless they are listed with a "Remaining Claim" amount as specified in Schedule C, in which case they will share, pro rata, in any distribution to general unsecured creditors to be made from the Fleer/Skybox estate, to the extent of such "Remaining Claim."

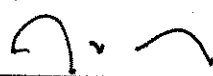
4. The claims set forth on Schedule D to this order should be disallowed and expunged pursuant to N.J.S.A. 2A:19-29 such that they will not share in any distribution to creditors to be made from the Fleer/Skybox estate.

5. The Exception Motion shall be adjourned to 3 31 06 with respect to all entities listed on attached Schedule E (the "Objectors"). The Objectors either filed written objections with the Court and/or the Assignee, or the Assignee has agreed, upon request, to adjourn the Exception Motion as to that particular entity.

6. <sup>The Exception Motion with respect to</sup> PSS Transportation, Inc.'s claim (which was objected to in Schedule B of the Exception Motion) shall be ~~resolved pursuant to a separate order.~~ <sup>adjourned to ~~3 31 06~~ November 18, 2005. @ 2:00pm.</sup>

7. The exception to the claim of Russ Adams (which was objected to in Schedule B of the Exception Motion) is hereby withdrawn and the claim shall be allowed as a general unsecured claim against the Fleer/Skybox estate in the amount of \$2,080.00.

8. The Assignee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

  
\_\_\_\_\_  
Ronald Bookbinder, J.S.C.

Fleer/Skybox International LP  
Schedule A - Wrong Debtor Claims FOR ENTERED ORDER

Creditor	Amount Claimed	Explanation	Subsidiary Claim	Amount to be Paid to the Claimant
CHERI MCALEESE	\$60,000.00	50% of claim (employee's severance) is a debt of Fleer Collectibles.	\$30,000.00	\$30,000.00
CHRISTOPHER TOBIA	\$227,270.40	60% of claim (employee's severance) is a debt of Fleer Collectibles.	\$90,908.16	\$136,362.24
DYNAMIC GRAPHICS	\$1,539,189.78	According to the accounts payable records, the claimant is owed \$1,539,099.78; \$9,592.84 of the claim is a debt of Fleer Collectibles.	\$1,529,506.94	\$9,592.84
EDDIE P. STILES III	\$48,250.00	60% of claim (employee's severance) is a debt of Fleer Collectibles.	\$19,300.00	\$28,950.00
JAMES R. STEFANO	\$182,500.00	60% of claim (employee's severance) is a debt of Fleer Collectibles.	\$73,000.00	\$109,500.00
JEVIC	\$15,655.57	According to the accounts payable records, the claimant is owed \$12,155.39; \$2,130.06 of the claim is a debt of Fleer Collectibles.	\$10,025.33	\$2,130.06
LLOYD J. PAWLAK	\$183,750.00	50% of claim (employee's severance) is a debt of Fleer Collectibles.	\$91,875.00	\$91,875.00
ANDREW J. MENDELSON	\$165,564.28	60% of claim (employee's severance) is a debt of Fleer Collectibles.	\$66,225.71	\$99,338.57
SPORTSLINE.COM	\$402,000.00	100% of claim (advertising charges) is a debt of Fleer Collectibles.	\$0.00	\$402,000.00
U1.NET	\$12,000.00	According to the accounts payable records, the claimant is owed \$5,385.00; 50% of claim (shared Web site charges) is a debt of Fleer Collectibles.	\$2,692.50	\$2,692.50
UNITED PARCEL SERVICE (ACCOUNT #10152)	\$42,201.93	According to the accounts payable records, the claimant is owed \$37,932.31; \$160.98 is a debt of Fleer Collectibles.	\$37,771.33	\$160.98

Fleer/Skybox International LP

Schedule B - Claims Lacking Verification or Documentation FOR ENTERED ORDER

Debtor	Amount Claimed	Excluded (Full)	Spreads (Partial)	Objection	Remaining
ADAM DUNN	\$12,000.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
DEVIN HARRIS	\$45,000.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
DWAYNE WADE	\$150,000.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
JEREMY BONDERMAN	\$8,000.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
ON FIELD APPAREL, LLC	\$902.50	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
SCOTT KAZMIR	\$30,095.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
SHAUN LIVINGSTON	\$60,000.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
YOVANNI GALLARDO	\$800.00	X		The Assignee's records reflect no debt accrued at the time of Assignment.	\$0.00
B & E COLLECTIBLES, INC	\$373,075.00		X	The claimant is owed \$361,500 according to the accounts payable records.	\$361,500.00
CARL CRAWFORD	\$22,000.00		X	The claimant is owed \$21,400.00 according to the accounts payable records.	\$21,400.00
CHRIS BOSH	\$22,000.00		X	The claimant is owed \$9,212.50 according to the accounts payable records.	\$9,212.50
DALLAS MCPHERSON	\$6,750.00		X	The claimant is owed \$6,738.00 according to the accounts payable records.	\$6,738.00
DAVID ECKSTEIN	\$10,080.00		X	The claimant is owed \$8,160.00 according to the accounts payable records.	\$8,160.00
DAVID HARRISON	\$12,000.00		X	The claimant is owed \$9,984.00 according to the accounts payable records.	\$9,984.00
DELL FINANCIAL SERVICES (DFS ACCEPTANCE)	\$40,465.23		X	The claimant is owed \$20,381.00 according to the accounts payable records.	\$20,381.49
DON SMITH SPORTS PHOTOGRAPHY	\$19,873.82		X	The claimant is owed \$17,400.48 according to the accounts payable records.	\$17,400.48
ENCORE SPORTS & ENTERTAINMENT LLC	\$11,200.00		X	The claimant is owed \$1,250.00 according to the accounts payable records.	\$1,250.00
FOR SPORT ENTERPRISES LLC	\$65,147.00		X	The claimant is owed \$40,162.50 according to the accounts payable records.	\$40,162.50

Fleer/Skybox International LP  
 Schedule B - Claims Lacking Verification or Documentation FOR ENTERED ORDER

Creditor	Amount Claimed	Amount Verified	Amount Remaining	Object	Remaining Claim
HONOR REFRESHMENT SERVICES					
JACK WILSON	\$897.88			The claimant is owed \$591.82 according to the accounts payable records.	\$591.82
JODY GERUT	\$4,500.00			The claimant is owed \$4,485.00 according to the accounts payable records.	\$4,485.00
JOHNNY ESTRADA	\$3,600.00			The claimant is owed \$1,800.00 according to the accounts payable records.	\$1,800.00
KIRK SNYDER	\$17,500.00			The claimant is owed \$14,000.00 according to the accounts payable records.	\$14,000.00
LANE POWELL PC	\$8,000.00			The claimant is owed \$6,880.00 according to the accounts payable records.	\$6,880.00
MCNAMARA, SPIRA & SMITH	\$39,697.70			The claimant is owed \$39,236.87 according to the accounts payable records.	\$39,236.87
MEADWESTVACO CORPORATION	\$2,988.08			The claimant is owed \$2,435.08 according to the accounts payable records.	\$2,435.08
MELO ENTERPRISES INC	\$214,963.13			The claimant is owed \$212,374.92 according to the accounts payable records.	\$212,374.92
MINT CO.	\$237,500.00			The claimant is owed \$112,500.00 according to the accounts payable records.	\$112,500.00
NATIONAL FOOTBALL LEAGUE PROPERTIES	\$27,436.08			The claimant is owed \$27,406.08 according to the accounts receivables records.	\$27,406.08
OLAF FRIESE CARDS + SUPPLIES	\$10,499.96			The claimant is owed \$10,000.00 according to the accounts payable records.	\$10,000.00
PALM BEACH SPORTS (Ken Goldin)	\$1,411.20			The claimant is owed \$1,391.20 according to the accounts receivables records.	\$1,391.20
PAUL KONERKO	\$1,440.00			The claimant is owed \$1,040.00 according to the accounts payable records.	\$1,040.00
RAFAEL ARAUJO	\$5,000.00			The claimant is owed \$4,800.00 according to the accounts payable records.	\$4,800.00
SOUTHERN GRAPHIC SYSTEMS	\$21,350.00			The claimant is owed \$20,636.00 according to the accounts payable records.	\$20,636.00
TIM UMPHREY	\$96,797.60			The claimant is owed \$90,218.60 according to the accounts payable records.	\$90,218.60
VISIONS IN FLIGHT	\$19,139.53			The claimant is owed \$16,466.66 according to the accounts payable records.	\$16,466.66
	\$937,500.00			The claimant is owed \$625,000.00 according to the accounts payable records.	\$625,000.00

Fleer/Skybox International LP

Schedule B - Claims Lacking Verification or Documentation FOR ENTERED ORDER

Creditor	Amount Claimed	Amount Paid	Excluded by FAT (Reg. 301)	Objectively Verifiable	Remaining Claim
WADE BOGGS	\$86,240.00			X	\$2,000.00
WORLD WRESTLING ENTERTAINMENT, INC	\$176,000.00			X	\$26,734.68

The claimant is owed \$2,000.00 according to the accounts payable records.

The claimant is owed \$26,734.68 according to the accounts payable records.

Fleer/Skybox International LP

Schedule C - Duplicate Claims FOR ENTERED ORDER

Case No.	Amount Claimed	Distribution	Remaining Claim
WOODCOCK WASHBURN, LLP	\$104,443.04	Multiple claims have been filed in this case in regards to the debt owed this creditor; the debt is being reviewed under another claim.	
WOODCOCK WASHBURN KURTZ MACKIEWICZ	\$104,410.54	No Objection; Amount verified	\$0.00
			\$104,410.54

**Fleer/Skybox International LP  
 Schedule D - No Liability Claims FOR ENTERED ORDER**

Creditor	Amount Claimed	Objection	Remaining Claim
STATE OF N.J., DIVISION OF TAXATION	\$4,000.00	This claim is against Skybox International, Inc., a division of Marvel. Fleer Skybox International LP is not liable for this claim.	\$0.00

**Fleer/SkyBox International LP**  
**Schedule E – Objectors**  
**[Exception Motion Adjourned As To These Entities]**

Objectors	Schedule of Exception Motion in Which Objectors' Claim was Objected To
Brandywine Realty Trust	B
Michael Young	B
Hammerin' Hank Enterprises, LLC	B
Kanter International, LLC	B
NBA Properties	B
Stephen Gould Corporation	B
Alexander Grass	B
Great Atlantic Graphics, Inc.	B
Major League Baseball Properties, Inc.	B
Major League Baseball Players Association	B
Burrelle's Luce	B
4Kids Entertainment	B
Anthony Inzerillo DBA Sporting Views	B
Carlos Delfino	B
Pau Gasol	B
Alex's MVP Cards	B
Ted Williams Family Enterprizes	B
Ralph Gallo	D