

PORZIO, BROMBERG & NEWMAN, P.C.

100 Southgate Parkway
Morristown, NJ 07962-1997
Telephone (973) 538-4006
Fax (973) 538-5146

Attorneys Appearing: John S. Mairo (JM-0670)
Brett S. Moore (BM-0014)

FILED with the COURT

JAN 17 2006

RONALD E. BOOKBINDER, J.S.C.

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-2005-1394

**ORDER APPROVING THE REDEMPTION CARD PROGRAM
AND AUTHORIZING SALE OF THE REDEMPTION CARD
PROGRAM AND 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"), and the Verified Supplemental Filing 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. ("Porzio"), 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 17th DAY OF January, 2006

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

ORDERED that any and all proofs of claim relating to redemption cards that were filed by redemption card holders in either the Fleer SkyBox Case, Docket No: P-2005-1394, and/or the Fleer Collectibles Case, Docket No: P-2005-1408, are hereby disallowed in their entirety except for distributions in kind (non-monetary) that such parties are to receive under the Redemption Card Program as approved by this Order; and it further

ORDERED that the Assignee is hereby authorized to sell the Redemption Card Program and Remaining Card Inventory to Ara Arzoumanian ("Mr. Arzoumanian") on behalf of Ara Collectibles, Inc., 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 Mr. Arzoumanian is required to complete the Redemption Card Program on the precise terms and conditions as more fully described in the Motion and in the Purchase and Sale Agreement dated December 21, 2005; and it is further

ORDERED that Mr. Arzoumanian is required to and shall permit a representative of the Assignee's staff and/or a representative of the Burlington County Office of Consumer Affairs to monitor and supervise his completion of the Redemption Card Program including, without limitation, by conducting site visits at his premises located at 600 Deer Road, Suite #5, Cherry Hill, New Jersey 08034 at all reasonable times; and it is further

ORDERED that Mr. Arzoumanian will conduct his fulfillment program out of his premises located at 600 Deer Road, Suite #5, Cherry Hill, New Jersey 08034, and only out of such premises until the program is concluded, and it is further

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

ORDERED that Mr. Arzoumanian will use Porzio's return address on the envelopes of the redemption card packets sent to redemption card holders such that any returned mail will be delivered to Porzio. Porzio will verify whether or not the correct address was used by Mr. Arzoumanian. If an incorrect address was used by Mr. Arzoumanian, and Porzio has a correct address in its database supplied by Fleer/SkyBox, Porzio will re-send the redemption card packet to the redemption card holder. To the extent that the address used by Mr. Arzoumanian matches the address in the Porzio database, Porzio will return the redemption card packet to Mr. Arzoumanian; and it is further

ORDERED that Mr. Arzoumanian will provide the Assignee with a weekly written status report on the number of redemption card requests fulfilled by Mr. Arzoumanian; and it is further

ORDERED that Mr. Arzoumanian will use semi-rigid and/or rigid card holders and tyvek envelopes (or substantially similar protection) in fulfilling redemption card requests to ensure cards are not damaged in the mailing process; and it further

ORDERED that while the original deadline for the submission of redemption card requests was October 31, 2005, in an effort to include as many redemption card holders in the Redemption Card Program as possible, the Assignee has agreed to extend the original deadline and will include all redemption card requests received by the Assignee by no later than the date hereof; 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

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.