

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)
Robert M. Schechter (RS-0601)

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 EXCEPTIONS TO CLAIMS AND OF HEARING

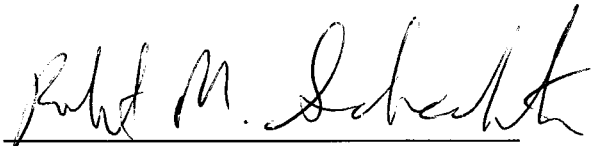
PLEASE TAKE NOTICE that Warren J. Martin Jr. (the "Assignee"), Assignee for the Benefit of Creditors of Fleer/SkyBox International LP (Fleer/Skybox), by and through his counsel, Porzio, Bromberg & Newman, P.C., shall move before the Honorable Ronald E. Bookbinder, J.S.C., a Judge of the Superior Court of the State of New Jersey, on the 14th day of November, 2008 at 10:00 a.m., or as soon thereafter as counsel may be heard at the Superior Court of New Jersey, Chancery Division, Probate Part, Burlington County, 49 Rancocas Road, Mt. Holly, New Jersey 08060, for entry of an Order adjudging that his exceptions to claims be granted, such that the claims will be expunged, transferred or reduced against this Fleer/Skybox estate, all as more particularly set forth in the Assignee's Second Verified Omnibus Exceptions to Claims (the "Second Exceptions Motion") and in the Exhibits annexed thereto;

PLEASE TAKE FURTHER NOTICE that in support of his exceptions, the Assignee will rely upon the Second Exceptions Motion, as well as upon **Exhibits A and B** annexed thereto, as verified by Christopher Tobia.

PLEASE TAKE FURTHER NOTICE that to oppose this Motion, you must file an objection on or before November 6, 2008 or the Court may enter an Order Approving the Motion without further notice to you. A proposed form of Order is submitted herewith.

DATED: October 28, 2008

PORZIO, BROMBERG & NEWMAN, P.C.

By: 
Robert M. Schechter

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

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)
Robert M. Schechter (RS-0601)

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

**ASSIGNEE'S SECOND VERIFIED OMNIBUS
EXCEPTIONS TO CLAIMS OF CREDITORS**

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. ("Porzio"), hereby objects pursuant to N.J.S.A. 2A:19-29 to each of the claims listed on **Exhibit A and Exhibit B** attached hereto (collectively, the "Disputed Claims," which list respectively, "Claims Lacking Verification or Documentation" and "No Liability Claim"), and requests the entry of an order disallowing, expunging or reducing each of the Disputed Claims as requested. In support of this Exception, the Assignee respectfully represents as follows:

BACKGROUND

1. Warren J. Martin Jr. is the Assignee for the Benefit of Creditors of Fleer/Skybox, having been so designated pursuant to the Deed of Assignment for the Benefit of Creditors recorded and filed on June 10, 2005, as amended July 14, 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. The businesses of Fleer/Skybox ceased operating prior to the Assignment Date.

3. Prior to the Assignment for the Benefit of Creditors, Fleer/Skybox maintained in the ordinary course of its business, books and records that reflected, *inter alia*, the Assignor's liabilities and the amounts owed to its creditors.

Claims Analysis

4. Following the Assignment for the Benefit of Creditors, Proof of Claim forms were sent to all known potential creditors of the Assignor. Additionally, Proof of Claim forms have been available to all creditors through the website, www.fleerabc.com, which was created and is maintained by the Assignee.

5. The website address has been provided to all known creditors and has been published in various newspapers and magazines, including the Courier-Post, Philadelphia Inquirer and Burlington County Times.

6. Claimants were asked to annex documentation in support of their individual claims when filing a Proof of Claim form.

7. The Assignee has reviewed the books and records of Fleer/Skybox and analyzed the Proof of Claim forms and all supporting documents that have been received from claimants to date.

8. On October 21, 2005, the Assignee filed the First Verified Omnibus Exceptions to Claims of Creditors (the "First Exception Motion"), in which he sought authority to disallow, expunge or reduce certain claims.

9. On November 10, 2005, this Court entered an Order Approving Assignee's First Omnibus Exception Motion to Expunge, Reduce and/or Allow Certain Claims in the Fleer/Skybox Case (the "First Exception Order").

10. The Assignee has determined that grounds exist to continue the Assignee's objection to the allowance of certain claim listed on **Exhibit A and Exhibit B** attached hereto which were not resolved by the First Exception Order.

OBJECTIONS

11. The Assignee hereby objects to each of the Disputed Claims on the following grounds: (i) a creditor is only entitled to recover to the extent that its claims are verified and documented (**Exhibit A**) or (ii) a creditor is not entitled to recovery from the assets of the Assignee for debts owed solely by a third party (**Exhibit B**).

Claims Lacking Verification or Documentation

12. The Assignee objects to the claims listed on **Exhibit A** of this Exception (the "Claims Lacking Verification or Documentation") pursuant to N.J.S.A. 2A:19-29. Each Claim Lacking Verification or Documentation fails to demonstrate a liability of Fleer/Skybox, either in full or in part, due to inadequate support of the claim by the claimant's Proof of Claim and annexed documentation and/or a review of the books and records of the Assignor.

13. It is fair and appropriate to expunge from Fleer/Skybox's claims register, either in full or in part, the Claims Lacking Verification or Documentation, on the terms and to the extent described in **Exhibit A** annexed hereto.

No Liability Claims

14. The Assignee objects to the claim listed on **Exhibit B** of this Exception (the "No Liability Claim") pursuant to N.J.S.A. 2A:19-29. The No Liability Claim alleges a liability of the Assignor, which is in fact a liability of a third party and not the Assignor.

15. It is fair and appropriate to expunge this claim from Fleer/Skybox's claims register based on the fact that the Assignor has no liability on this claim.

Reservation of Rights

16. Notwithstanding the foregoing, the Assignee reserves the right to assert further objections to the Disputed Claims to the extent that they are not disallowed pursuant to this Exception, on any other appropriate grounds which may come to his attention in the future.

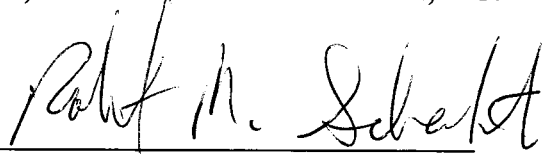
Notice

19. Notice of this Motion has been served on all creditors whose claims are being objected to, as well as all parties in interest as listed on the service list annexed to the Certification of Service. Notice is also being posted on the fleerabc.com website.

WHEREFORE, your Petitioner, Warren J. Martin Jr., Assignee for the Benefit of Creditors of Fleer/SkyBox International LP respectfully prays for the entry of an Order disallowing and expunging each of the Disputed Claims on the terms and for the reasons set forth herein and on each of the attached schedules, and for such other and further relief as is fair and equitable under the circumstances.

DATED: October 28, 2008

PORZIO, BROMBERG & NEWMAN, P.C.

By: 
Robert M. Schechter

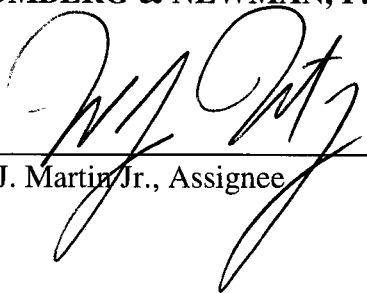
Attorney for Warren J. Martin Jr., Assignee for the Benefit of Creditors of Fleer/Skybox International LP

VERIFICATION

I, Warren J. Martin Jr., the Petitioner named in the foregoing Exception 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 are willfully false, I am subject to punishment.

DATED: 10/28/08

PORZIO, BROMBERG & NEWMAN, P.C.

By: 
Warren J. Martin Jr., Assignee

VERIFICATION


I, Christopher Tobia, of full age, certify as follows:

1. I am an independent consultant to the Assignee, retained pursuant to Order of this Court dated July 1, 2005. Prior to the Deeds of Assignment, I served as the Executive Vice President and Chief Financial Officer of Fleer/SkyBox International LP.

2. I have read the foregoing Verified Assignee's Second Omnibus Exception to Claims of Creditors and the exhibits annexed thereto, and state that the factual statements contained therein are true and accurate to the best of my knowledge, information and belief.

I hereby certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: 10-21-08



Christopher Tobia

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)
Robert M. Schechter (RS-0601)

Attorneys for Warren J. Martin Jr., Assignee for the
Benefit of Creditors of Fler/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

**CERTIFICATION AS TO FACSIMILE
SIGNATURE**

I, Robert M. Schechter, of full age, hereby certify:

1. I am an attorney-at-law of the State of New Jersey, and am an associate of the law firm of Porzio, Bromberg & Newman, P.C., attorneys for the Assignee. I am fully familiar with the facts set forth herein.

2. I submit this certification in support of Assignee's Second Verified Omnibus Exception to Claims of Creditors. This certification is also submitted pursuant to Rule 1:4-4(c).

3. Christopher Tobia was not available to sign the Verification of Assignee's Second Verified Omnibus Exception to Claims of Creditors.

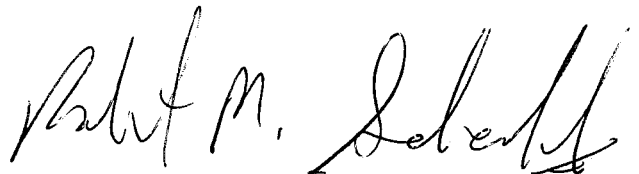
4. Christopher Tobia has affixed his signature to the Verification and has transmitted the signed Verification to our office via facsimile.

5. Christopher Tobia has acknowledged the genuineness of his signature.

6. Christopher Tobia's Verification with an original signature affixed thereto will be filed if requested by the Court or any party to this action.

I hereby certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: October 28, 2008



Robert M. Schechter

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

Exhibit A

**Fleer/Skybox International LP
Claims Lacking Verification or Documentation**

Creditor	Amount Claimed	Expunged in Full	Expunged in Part (Reduced)	Objection	Remaining Claim
BRANDYWINE REALTY SERVICE	\$1,663,547.28	X		This claim is for post-assignment rent. The Assignee's records reflect no debt accrued at the time of Assignment. To the extent Brandywine Realty Service asserts that post-assignment rent is due, it has provided no evidence that any such rent was not mitigated by reletting or otherwise covered.	\$0.00
TED WILLIAMS FAMILY ENTERPRISES, LTD.	\$470,400.00	X		According to the Assignee's records, the usage fee reflected in this claim pertains to a card which was a reprint of a previous card; no subsequent usage fee applies.	\$0.00
4KIDS ENTERTAINMENT	\$2,500,000.00		X	Following review of the Assignee's records, the amount of debt accrued at the time of assignment was determined to be \$800,000.00.	\$800,000.00
ALEX'S MVP CARDS & COMICS INC.	\$2,050.40		X	According to the Assignee's records, the claimant is owed a total of \$1,120.00 for advanced payments of merchandise not received.	\$1,120.00
ANTHONY INZERILLO DBA SPORTING VIEWS	\$38,507.64		X	The claimant is owed \$38,488.51 according to the accounts payable records.	\$38,488.51
BURRELLE'S LUCE	\$1,596.04		X	The claimant is owed \$1,553.98 according to the accounts payable records.	\$1,553.98
CARLOS DELFINO	\$6,000.00		X	The claimant is owed \$5,100.00 according to the accounts payable records.	\$5,100.00
GREAT ATLANTIC	\$288,651.90		X	The claimant is owed \$203,380.01 according to the accounts payable records.	\$203,380.01
KANTER INTERNATIONAL	\$27,540.50		X	The claimant is owed \$17,540.50 according to the accounts payable records.	\$17,540.50
MAJOR LEAGUE BASEBALL PROPERTIES, INC.	\$2,609,941.35		X	The claimant is owed \$479,560.22 according to the accounts payable records; the remainder of the royalties claimed are for a period post-termination of contract.	\$479,560.22
MICHAEL YOUNG	\$25,000.00		X	The claimant is owed \$5,100.00 according to the accounts payable records.	\$5,100.00

**Fleer/Skybox International LP
Claims Lacking Verification or Documentation**

Creditor	Amount Claimed	Expunged in Full	Expunged in Part (Reduced)	Objection	Remaining Claim
MLB PLAYERS ASSOCIATION	\$5,706,312.00		X	The claimant is owed \$100,000.00 according to the accounts payable records; the remainder of the royalties claimed are for a period post-termination of contract.	\$100,000.00
PAU GASOL	\$25,000.00		X	The claimant is owed \$12,500.00 according to the accounts payable records.	\$12,500.00
STEPHEN GOULD CORP	\$51,868.97		X	The claimant is owed \$32,734.46 according to the accounts payable records.	\$32,734.46

Exhibit B

Fleer/Skybox International LP

No Liability Claim

Creditor	Amount Claimed	Objection	Remaining Claim
RALPH GALLO	\$140,000.00	Claim is owed by a Third Party, not Fleer/Skybox	\$0.00

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)
Robert M. Schechter (RS-0601)

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

**ORDER APPROVING ASSIGNEE'S SECOND
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 Second Verified Omnibus Exception to Claims of Creditors (the "Second Exception Motion") filed on _____, 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 lack verification or documentation or are debts owed solely by third parties; and for good cause shown;

It is on this _____ day of _____, 2008, Ordered that:

1. The claims set forth on **Exhibit A** to this order should be disallowed and expunged or reduced on the terms and to the extent described in **Exhibit A** 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 **Exhibit A**, 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."
2. The claims set forth on **Exhibit B** 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.

3. 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.