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MEMBER, NJ AND NY BARS
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June 6, 2008

TO: ALL PARTIES ON THE ATTACHED SERVICE LIST

Re: *In the Matter of the General Assignment for the Benefit of
Creditors of FLEER/SKYBOX INTERNATIONAL, LP*
Docket No. P-2005-1394
Our File No.: 00553.66065

Dear Sir/Madam:

Enclosed please find copies of the Assignee's Notice of Motion, Verified Application and Proposed Order in connection with the Assignee's Motion to Sell Certain Assets and Obtain Special Counsel returnable June 27, 2008, in the above referenced matter.

If you have any questions or require additional information, please do not hesitate to contact me.

Very truly yours,



Robert M. Schechter

Encls.
RMS:sak

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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 MOTION FOR AN ORDER AUTHORIZING THE
ASSIGNEE'S SALE OF CERTAIN ASSETS AND RETENTION OF
SPECIAL COUNSEL**

TO: ALL CREDITORS ON ATTACHED SERVICE LIST

PLEASE TAKE NOTICE that Warren J. Martin Jr. (the "Assignee"), Assignee for the benefit of creditors of Fleer/Skybox International LP, 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 27th day of June, 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 Authorizing the Assignee to (1) sell certain assets to SM Financial Services Corporation for the sum of

\$5,000.00 free and clear of liens, claims or encumbrances of any type, and (2) retain Mitnick & Malzberg, PC as special counsel (the "Motion").

PLEASE TAKE FURTHER NOTICE that in support of the Motion, the Assignee shall rely upon the Assignee's Verified Application for an Order Authorizing the Sale of Certain Assets and Retention of Special Counsel annexed hereto, 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 if you fail to oppose the Motion, the Court may enter an Order approving the Motion without further notice to you. A proposed form of Order is submitted herewith.

DATED: June 6, 2008

PORZIO, BROMBERG & NEWMAN, P.C.

By: 
Robert M. Schecter

Attorney 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**

Name	E-Mail Address	Representing:	Reg. Mail	<u>E-Mail</u>
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Benjamin Mintz, Esq. c/o Kaye Sholer LLP 425 Park Avenue New York, Ny 10022	bmintz@kayescholer.com	4Kids Entertainment	X	X
Curtis L. Golkow, Esq. Hal Baum, Esq. Ian Meklinsky, Esq. Fox Rothschild LLP Princeton Pike Corporate Center 997 Lenox Drive, Building 3 Lawrenceville, Nj 08648	cgolkow@foxrothschild.com hbaume@foxrothschild.com imeklinsky@foxrothschild.com	Fleer/Skybox International LP	X	X
Morton R. Branzburg, Esq. Carol A. Slocum, Esq. Klehr, Harrison, Harvey Branzburg & Ellers, LP 457 Haddonfield Road Suite 510 Cherry Hill, NJ 08002-2220	cslocum@klehr.com	Alex Grass	X	X
Diana Barker Lane Powell PC 601 SW Second Avenue, Suite 2100 Portland, OR 97204-3158 Direct: 503.778.2238	docketing-pdx@lanepowell.com barkerd@lanepowell.com			X

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Michael Hulme General Counsel - Director of Business & Legal The Upper Deck Company, LLC 5909 Sea Otter Place Carlsbad, CA 92008	michael_hulme@upperdeck.com	Upper Deck		X
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VIA FIRST CLASS MAIL

Sports Classics, Inc.
Applied Optical Technologies
Don Smith Sports Photography
CMG Worldwide
Jevic
Rocco Baldelli
Rollie Fingers, Inc.
Verizon
Will Clark
Shannon Stewart
Tim Umphrey
Amerihealth HMO, Inc.
First Insurance Funding
Ryan Sandberg
Lane Powell PC
Pitney Bowes Credit Company
United States Postal Service
Jerry Stackhouse
Scott Kazmir
Sports Images
Benefit Allocation Systems
Mike Dunleavy Jr.
Jason Kubel
Federal Express
Advertising Systems, Inc.
Jerry Koosman
MC Sports Enterprises Inc.
Rick Kahle
Austin Kearns
Billy Williams
Rico Carty
Pitney Bowes Purchase Power
U1.Net
Verizon Wireless
Jack Wilson
Robert D. Tringali
Just Dream Enterprises
Adams Brown Personnel
Adam Dunn
Andy Pettitte
Matt Bush
Rafael Palmeiro
Rich Harden
Steve Garvey
Val Majewski
Brad Lidge
Paymetric Inc.

Orlando Hudson
Trox Nixon
F. Medina Associates Inc.
Joey Gathright
David Chase
Airgroup Express
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Lance Berkman
Ron Santo
Corporate Express
Dell Marketing LP
GE Financial Assurance
GE Group Assurance Co
JD Durbin
Jeremy Reed
Roy Oswalt
Torii Hunter
John Perry
Tim Franz
Michael Zito
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Mariano Rivera
Brian Giles
Greg Golson
John Olerud
Jose Vidro
Krause Publications Inc.
Lew Ford
Johan Santana
Turlebox Productions
Hector LeBron
Paychex
BAS
Byron Scott
Chris Lambert
Chris Nelson
Gaames
Homer Bailey
Sean Casey
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Ford Motor Credit Co.
Sterling Commerce Inc.
Josh Perlman
Dan Haren
David Purcey
Ernie Harwell
Global Icons LLC
Jeff Keppinger
Richie Robnett

Ruben Gotay
Honor Refreshment Services
Mattago Enterprises
Dealernet B2B
Ribbons Express, Inc.
Tony Perez
Kelly Services, Inc.
ADT Security Systems
Global Exchange Services
Brett Smith
Mikalah Gordon
Blake Johnson
Gio Gonzalez
Larry Broadway
LTD Enterprises
Mrs. Joanne Fox
Ryan Wing
California Gold, Inc.
Anthony Fedorov
Anwar Robinson
Bo Bice
Carrie Underwood
Constantine Marouli
Jessica Sierra
Lindsey Cardinale
Nadia Turner
Nikko Smith
Scott Savol
Vonzell Soloman
Alfonso Soriano
Billy Buckner
BJ Szymanski
Curtis Thigpen
Erik San Pedro
Huston Street
Larry Kinker
McNamara, Spira & Smith
Craig Wilson
GMAC
The Estate of Ronald Itterly
Burrelle's Luce
John Rosenwinkle
John Bowker
New Jersey Division of Taxation
Iron Mountain Off Site Data Protec
All Covered
Post Master
Mitchell & Ness Nostalgia Co
MCI
Filewave USA, Inc.

Sharon Berra
Christine Radovich
Mt. Laurel Fire Dist #1
Kevin Rue
ADS
Julian McCracken
Choicepoint Public Records, Inc.
Lou Sauritch
Car One Sedan
Joe Wigfield
Aspen Publishers, Inc.
James Clifford Welch
Willard Inc.
Kimberly Moritz
Robert Hill
State of New Jersey - Litter Control
Mitchell Haddad Photography
Trust Services
Moore Wallace
Pitney Bowes, Inc.
Isabella Balboa, Esq.
Messages on Hold Wholesale
Fithians
Getty Images
City of Philadelphia
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MLBPA
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National Football League Properties
Authentic Sports Memorabilia, Inc.
Visions In Flight
Strine Printing
Brandywine Realty Service
Steiner Sports
United Parcel Service
B&E Collectibles, Inc.
NFLPA
American Express Corporate
Willette Imaging, Inc.
Great Atlantic
International Paper
Ferry Associates, Inc.
Oak Hall

Sterling Mets, LP
C&H Packaging Co., Inc.
Digidel, Inc.
Dick Gordon
Stephen Gould Corp.
Perry Associates
PSS Transportation, Inc.
CSMG International
Puljols 5, Inc.
Southern Graphic Systems
Kanter International
CH Robinson Worldwide Inc.
Answerthink, Inc.
Indianapolis Colts, Inc.
Allstarlineup
Kevin Keating
Prince Marketing Group
Leland's Auction House
Woodcock Washburn Kurtz Mackie
Tracy McGrady
Joshua Smith Inc.
Hammerin Hank Enterprises, LLC
American Express BTA
Carlton Fisk
Major League Baseball Alumni Marketing
Dann, Dorfman, Herrell & Skillman
David Wright
Tri Star Productions, Inc.
Miguel Cabrera
Chipper Jones
Elias Sports Bureau
Impact Sports Marketing
David Ortiz
Meadwestvaco Corporation
Iron Mountain Records Management
Contemporary Staffing Solutions IN
Zack Greinke
Kerry Wood
Justin Morneau
Khalil Greene
Dennis Eckersley
Casey Kotchman
California Sports Investments
Scott Rolen
Chase Utley
Ben Wallace
Bellmawr Postmaster
Paul Molitor
Management Recruiters of Woodbury
Specialty Freight Services

Ben Sheets
Danny Ainge
Joe Mauer
NJC Enterprises LLC
Nolan Ryan
Reggie Jackson
Gaurdian Life Insurance Company
Vogue Too
Dell Financial Services
CDW Computer Centers, Inc.
Peja Stojakovic
Aubrey Huff
Canon Financial Services Inc.
Jermaine O'Neal
Broadwing Telecommunications, Inc.
Dontrelle Willis
Jake Peavy
Antoine Walker
Javy Lopez
Mike Sweetney
SFX Basketball Group LLC

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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 VERIFIED APPLICATION FOR AN ORDER
AUTHORIZING THE SALE OF CERTAIN ASSETS AND
RETENTION OF SPECIAL COUNSEL**

Warren J. Martin Jr. (the "Assignee"), Assignee for the Benefit of Creditors of Fleer/SkyBox International LP ("Fleer/Skybox" or "Assignor"), by and through his counsel, Porzio, Bromberg & Newman, P.C. ("Porzio"), by way of Verified Application for an Order Authorizing the Sale of Certain Assets and Retention of Special Counsel (the "Application"), respectfully states as follows:

Background

1. I am the Assignee for the Benefit of the Creditors of Fleer/SkyBox International LP ("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. Fleeer/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 Fleeer/Skybox had ceased operating prior to the Assignment Date.

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

4. In order to properly complete my duties as Assignee, I have reviewed and investigated transfers of property made by the Assignor during the four-month period prior to the Assignment Date (the "Preference Period") and identified certain transfers made during the Preference Period as preferential transfers (the "Preferential Transfers"), the return of which I must pursue under N.J.S.A. 2A:19-1 *et seq.* (the "Assignment Statute"), and specifically N.J.S.A 2A:19-3, as part of my fiduciary obligations as Assignee (the "Preference Actions").

5. In the fall of 2007, I began working to find the best party available to handle pursuing and litigating the Preferential Transfers. With the exception of Mitnick & Malzberg, P.C. ("M&M") and SM Financial Services Corporation ("SMFS"), of which Steven Mitnick ("Mr. Mitnick") is a principal, other parties offering to perform this work on behalf of the Fleeer/Skybox estate (the "Estate") required up front payment as well as continuing costs to be paid by the Estate. In fact, the second best offer made to the Estate for handling this litigation required a \$100,000 up front payment from the Estate and required the Estate to pay all disbursements accrued in connection with pursuing the Preferential Transfers.

6. By contrast, M&M does not require the Estate to pay any disbursements whatsoever and will pay 100% of all receivables to the Assignee, less M&M's 33 1/3% contingency fee.

7. Having performed a cost benefit analysis of the various avenues of pursuing and litigating the Preferential Transfers which to date have not been returned to the Estate, I have determined in my business judgment that the creditors of the Estate will reap the greatest benefit from the global arrangement offered by M&M and SMFS that includes: (1) a sale to SMFS of the Assignee's rights to the return of Preferential Transfers made to any one recipient of Preferential Transfer(s) who in total received less than \$10,000 in aggregate Preferential Transfer(s) (the "Smaller Preference Actions" attached hereto as **Exhibit A**), and (2) the retention of M&M as special litigation counsel on a contingency basis to pursue and litigate the return of Preferential Transfers made to any one recipient of Preferential Transfer(s) who in total received \$10,000 or more in aggregate Preferential Transfer(s) (the "Larger Preference Actions" attached hereto as **Exhibit B**).

Legal Argument

I. The Assignee has Broad Discretion to Sell Assets and Resolve Claims

8. Under the Assignment Statute, an assignee has the power to marshal and sell assets for the benefit of creditors of the estate. N.J.S.A. 2A:19-1 *et seq.* When conveying assets pursuant to the Assignment 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).

9. Here, the Assignee has exercised reasonable care and due diligence investigating various avenues of pursuing and litigating the Preference Actions. Having performed a cost benefit analysis of the various options available to him, the

Assignee has determined that the global arrangement proposed by M&M and SMFS which includes both (1) a sale of the Smaller Preference Actions, and (2) retention of special litigation counsel on a contingency basis to pursue and litigate the Large Preference Actions, provides the greatest benefit to the Estate because legal expenses that would otherwise be incurred by the Estate will be eliminated while maximizing the Estate's potential for recovery.

10. The Assignment Statute also provides that:

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. Thus, under the Assignment Statute, the Assignee is explicitly provided with broad latitude to sell assets as well as resolve and settle claims and disputes. The Assignee therefore wishes to settle the Preference Actions on his business Judgment without further Order of the Court pursuant to the powers vested in him by the Assignment Statute.

II. The Sale and Retention

11. Here, the Assignee submits that selling the outstanding Smaller Preference Actions for \$5,000 and retaining special litigation counsel to pursue the outstanding Larger Preference Actions on a contingency basis of one-third (33 1/3%) of any monies collected on behalf of Fleer/Skybox will greatly benefit Fleer/Skybox's creditors by maximizing recovery while eliminating any additional legal expenses that would otherwise have been incurred by the Assignee in pursuing the return of the Preferential Transfers.

12. In that regard, the Assignee wishes to retain M&M to represent the Assignee as special litigation counsel with respect to the Larger Preference Actions. M&M has agreed to be

paid on a contingency basis of one-third (33 1/3%) of any monies collected on behalf of Fleer/Skybox with payment to be made by the Assignee upon collection and without further Order of the Court.

13. The Assignee also wishes to sell his rights to the Smaller Preference Actions to SM Financial Services Corporation SMFS for \$5,000.00, free and clear of liens, claims and encumbrances, if any. Since the assignee proposes that valid liens will attach to the proceeds of the sale to SMFS, lienholders, if any, will not be adversely affected.

14. It should also be noted that prior to the Assignee's meeting with M&M and SMFS, the Assignee had concluded that he would not pursue the Smaller Preference Actions due to the administrative costs associated with pursuing those actions. However, when Mr. Mitnick reviewed the Assignee's original list of preferential transfers and noted that no claims under \$10,000 were on that list, Mr. Mitnick requested that information and SMFS subsequently made an offer to the Assignee to purchase those claims which became a valuable component of the proposed global arrangement between the Assignee, M&M and SMFS. Thus, the Assignee is obtaining value -- \$5,000 -- out of an asset he had previously believed was entirely worthless.

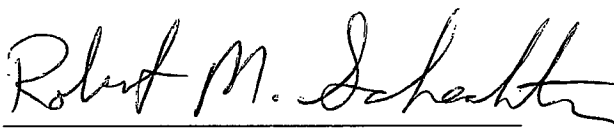
15. Through his global negotiations with M&M and SMFS of a comprehensive arrangement which incorporates both (1) the sale of the Smaller Preference Actions, and (2) representation on a contingency basis for the Larger Preference Actions, the Assignee has successfully obtained the services and expertise of M&M and SMFS at no cost to the Estate, a \$5,000 payment by SMFS to the Estate and an elimination of litigation costs by the Estate in connection with pursuing the Preference Actions.

Conclusion

WHEREFORE, Warren J. Martin Jr., Assignee for the Benefit of Creditors of Fleeer/SkyBox International LP respectfully prays for the entry of an Order authorizing him to retain the services of Mitnick & Malzberg, P.C., as special litigation counsel to the Assignee and to sell certain Preference Actions to SM Financial Services Corporation.

DATED: June 6, 2008

PORZIO, BROMBERG & NEWMAN, P.C.

By: 
Robert M. Schechter

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

VERIFICATION

I, Warren J. Martin Jr., the Assignee named in the foregoing Application, 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: June 6, 2008

PORZIO, BROMBERG & NEWMAN, P.C.

By: _____

Warren J. Martin Jr., Assignee

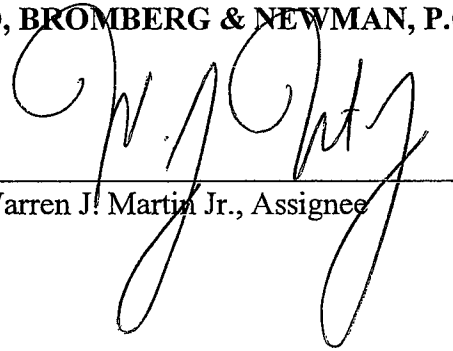
A handwritten signature in black ink, appearing to read 'W. J. Martin Jr.', is written over a horizontal line. The signature is cursive and somewhat stylized.

Exhibit A

Payee	Preference Amount
Preference Recipient 92	\$9,880.50
Preference Recipient 93	\$9,879.54
Preference Recipient 94	\$9,673.97
Preference Recipient 95	\$9,500.00
Preference Recipient 96	\$9,378.60
Preference Recipient 97	\$9,300.00
Preference Recipient 98	\$9,000.00
Preference Recipient 99	\$8,977.07
Preference Recipient 100	\$8,800.00
Preference Recipient 101	\$8,552.00
Preference Recipient 102	\$8,240.16
Preference Recipient 103	\$8,071.36
Preference Recipient 104	\$8,010.65
Preference Recipient 105	\$8,000.00
Preference Recipient 106	\$7,903.53
Preference Recipient 107	\$7,869.22
Preference Recipient 108	\$7,500.00
Preference Recipient 109	\$7,200.00
Preference Recipient 110	\$7,200.00
Preference Recipient 111	\$7,052.85
Preference Recipient 112	\$7,050.57
Preference Recipient 113	\$6,930.00
Preference Recipient 114	\$6,880.00
Preference Recipient 115	\$6,845.36
Preference Recipient 116	\$6,626.25
Preference Recipient 117	\$6,500.00
Preference Recipient 118	\$6,500.00
Preference Recipient 119	\$6,117.00
Preference Recipient 120	\$6,000.00
Preference Recipient 121	\$6,000.00
Preference Recipient 122	\$6,000.00
Preference Recipient 123	\$5,462.98
Preference Recipient 124	\$5,385.00
Preference Recipient 125	\$5,282.32
Preference Recipient 126	\$5,250.00
Preference Recipient 127	\$5,250.00
Preference Recipient 128	\$5,100.00
Preference Recipient 129	\$5,083.16
Preference Recipient 130	\$5,000.00
Preference Recipient 131	\$5,000.00
Preference Recipient 132	\$5,000.00
Preference Recipient 133	\$5,000.00
Preference Recipient 134	\$5,000.00
Preference Recipient 135	\$5,000.00
Preference Recipient 136	\$5,000.00
Preference Recipient 137	\$4,956.00
Preference Recipient 138	\$4,950.00
Preference Recipient 139	\$4,900.00

Exhibit A

Payee	Preference Amount
Preference Recipient 140	\$4,680.00
Preference Recipient 141	\$4,647.05
Preference Recipient 142	\$4,584.00
Preference Recipient 143	\$4,558.99
Preference Recipient 144	\$4,538.30
Preference Recipient 145	\$4,500.00
Preference Recipient 146	\$4,455.00
Preference Recipient 147	\$4,400.00
Preference Recipient 148	\$4,208.47
Preference Recipient 149	\$4,196.15
Preference Recipient 150	\$4,023.17
Preference Recipient 151	\$4,016.05
Preference Recipient 152	\$4,000.00
Preference Recipient 153	\$4,000.00
Preference Recipient 154	\$4,000.00
Preference Recipient 155	\$3,885.00
Preference Recipient 156	\$3,780.02
Preference Recipient 157	\$3,446.24
Preference Recipient 158	\$3,330.85
Preference Recipient 159	\$3,285.00
Preference Recipient 160	\$3,120.00
Preference Recipient 161	\$3,000.00
Preference Recipient 162	\$3,000.00
Preference Recipient 163	\$3,000.00
Preference Recipient 164	\$3,000.00
Preference Recipient 165	\$3,000.00
Preference Recipient 166	\$3,000.00
Preference Recipient 167	\$2,856.00
Preference Recipient 168	\$2,635.10
Preference Recipient 169	\$2,600.00
Preference Recipient 170	\$2,596.65
Preference Recipient 171	\$2,565.32
Preference Recipient 172	\$2,500.00
Preference Recipient 173	\$2,500.00
Preference Recipient 174	\$2,500.00
Preference Recipient 175	\$2,500.00
Preference Recipient 176	\$2,500.00
Preference Recipient 177	\$2,500.00
Preference Recipient 178	\$2,454.49
Preference Recipient 179	\$2,450.00
Preference Recipient 180	\$2,436.00
Preference Recipient 181	\$2,332.00
Preference Recipient 182	\$2,020.71
Preference Recipient 183	\$2,000.00
Preference Recipient 184	\$2,000.00
Preference Recipient 185	\$2,000.00
Preference Recipient 186	\$2,000.00
Preference Recipient 187	\$2,000.00

Exhibit A

Payee	Preference Amount
Preference Recipient 188	\$2,000.00
Preference Recipient 189	\$2,000.00
Preference Recipient 190	\$1,933.10
Preference Recipient 191	\$1,920.00
Preference Recipient 192	\$1,800.00
Preference Recipient 193	\$1,789.08
Preference Recipient 194	\$1,770.00
Preference Recipient 195	\$1,699.08
Preference Recipient 196	\$1,668.00
Preference Recipient 197	\$1,604.40
Preference Recipient 198	\$1,600.00
Preference Recipient 199	\$1,600.00
Preference Recipient 200	\$1,500.00
Preference Recipient 201	\$1,500.00
Preference Recipient 202	\$1,500.00
Preference Recipient 203	\$1,500.00
Preference Recipient 204	\$1,500.00
Preference Recipient 205	\$1,500.00
Preference Recipient 206	\$1,406.00
Preference Recipient 207	\$1,300.00
Preference Recipient 208	\$1,300.00
Preference Recipient 209	\$1,300.00
Preference Recipient 210	\$1,300.00
Preference Recipient 211	\$1,300.00
Preference Recipient 212	\$1,300.00
Preference Recipient 213	\$1,300.00
Preference Recipient 214	\$1,300.00
Preference Recipient 215	\$1,300.00
Preference Recipient 216	\$1,300.00
Preference Recipient 217	\$1,300.00
Preference Recipient 218	\$1,275.00
Preference Recipient 219	\$1,200.00
Preference Recipient 220	\$1,200.00
Preference Recipient 221	\$1,200.00
Preference Recipient 222	\$1,200.00
Preference Recipient 223	\$1,200.00
Preference Recipient 224	\$1,078.35
Preference Recipient 225	\$1,032.07
Preference Recipient 226	\$1,000.00
Preference Recipient 227	\$868.00
Preference Recipient 228	\$828.00
Preference Recipient 229	\$814.77
Preference Recipient 230	\$814.67
Preference Recipient 231	\$800.00
Preference Recipient 232	\$772.00
Preference Recipient 233	\$718.59
Preference Recipient 234	\$695.00
Preference Recipient 235	\$650.00

Exhibit A

Payee	Preference Amount
Preference Recipient 236	\$610.95
Preference Recipient 237	\$538.65
Preference Recipient 238	\$510.00
Preference Recipient 239	\$500.00
Preference Recipient 240	\$427.25
Preference Recipient 241	\$375.00
Preference Recipient 242	\$373.08
Preference Recipient 243	\$366.76
Preference Recipient 244	\$359.58
Preference Recipient 245	\$303.00
Preference Recipient 246	\$285.00
Preference Recipient 247	\$278.15
Preference Recipient 248	\$250.00
Preference Recipient 249	\$246.71
Preference Recipient 250	\$225.00
Preference Recipient 251	\$222.60
Preference Recipient 252	\$197.30
Preference Recipient 253	\$197.30
Preference Recipient 254	\$194.64
Preference Recipient 255	\$180.00
Preference Recipient 256	\$150.00
Preference Recipient 257	\$135.05
Preference Recipient 258	\$131.89
Preference Recipient 259	\$122.50
Preference Recipient 260	\$118.00
Preference Recipient 261	\$106.00
Preference Recipient 262	\$100.00
Preference Recipient 263	\$65.00
Preference Recipient 264	\$56.13
Preference Recipient 265	\$52.64
Preference Recipient 266	\$30.00
Preference Recipient 267	\$26.66
Preference Recipient 268	\$18.60
	\$552,848.20

Exhibit B

Payee	Preference Amount
Preference Recipient 1	\$1,180,237.33
Preference Recipient 2	\$878,869.00
Preference Recipient 3	\$806,493.00
Preference Recipient 4	\$597,005.41
Preference Recipient 5	\$444,824.04
Preference Recipient 6	\$429,136.70
Preference Recipient 7	\$416,235.00
Preference Recipient 8	\$312,500.00
Preference Recipient 9	\$267,479.73
Preference Recipient 10	\$142,672.83
Preference Recipient 11	\$135,494.72
Preference Recipient 12	\$130,047.15
Preference Recipient 13	\$126,650.00
Preference Recipient 14	\$121,563.00
Preference Recipient 15	\$118,487.25
Preference Recipient 16	\$105,248.41
Preference Recipient 17	\$98,088.73
Preference Recipient 18	\$97,274.12
Preference Recipient 19	\$92,732.99
Preference Recipient 20	\$91,180.56
Preference Recipient 21	\$90,000.00
Preference Recipient 22	\$88,046.34
Preference Recipient 23	\$72,963.14
Preference Recipient 24	\$67,510.00
Preference Recipient 25	\$64,862.30
Preference Recipient 26	\$52,320.13
Preference Recipient 27	\$52,012.75
Preference Recipient 28	\$50,000.00
Preference Recipient 29	\$50,000.00
Preference Recipient 30	\$49,250.40
Preference Recipient 31	\$46,550.00
Preference Recipient 32	\$44,456.30
Preference Recipient 33	\$44,226.38
Preference Recipient 34	\$42,500.00
Preference Recipient 35	\$41,450.00
Preference Recipient 36	\$40,735.00
Preference Recipient 37	\$40,000.00
Preference Recipient 38	\$39,498.00
Preference Recipient 39	\$36,205.86
Preference Recipient 40	\$33,500.00
Preference Recipient 41	\$32,000.00
Preference Recipient 42	\$30,000.00
Preference Recipient 43	\$29,525.90
Preference Recipient 44	\$28,860.00
Preference Recipient 45	\$27,350.00
Preference Recipient 46	\$26,323.07
Preference Recipient 47	\$25,952.00
Preference Recipient 48	\$25,680.00

Exhibit B

Payee	Preference Amount
Preference Recipient 49	\$25,140.00
Preference Recipient 50	\$25,015.00
Preference Recipient 51	\$25,000.00
Preference Recipient 52	\$23,943.00
Preference Recipient 53	\$21,720.00
Preference Recipient 54	\$21,494.00
Preference Recipient 55	\$21,106.43
Preference Recipient 56	\$20,911.66
Preference Recipient 57	\$20,000.00
Preference Recipient 58	\$19,000.00
Preference Recipient 59	\$18,340.00
Preference Recipient 60	\$18,000.00
Preference Recipient 61	\$17,527.00
Preference Recipient 62	\$17,500.00
Preference Recipient 63	\$16,500.00
Preference Recipient 64	\$16,000.00
Preference Recipient 65	\$15,140.00
Preference Recipient 66	\$15,000.00
Preference Recipient 67	\$14,000.00
Preference Recipient 68	\$13,800.00
Preference Recipient 69	\$13,750.00
Preference Recipient 70	\$13,013.90
Preference Recipient 71	\$13,000.00
Preference Recipient 72	\$12,500.00
Preference Recipient 73	\$12,240.00
Preference Recipient 74	\$12,000.00
Preference Recipient 75	\$12,000.00
Preference Recipient 76	\$12,000.00
Preference Recipient 77	\$11,941.62
Preference Recipient 78	\$11,600.00
Preference Recipient 79	\$11,103.09
Preference Recipient 80	\$11,077.82
Preference Recipient 81	\$11,000.00
Preference Recipient 82	\$10,680.00
Preference Recipient 83	\$10,647.77
Preference Recipient 84	\$10,500.00
Preference Recipient 85	\$10,470.87
Preference Recipient 86	\$10,455.00
Preference Recipient 87	\$10,200.00
Preference Recipient 88	\$10,000.00
Preference Recipient 89	\$10,000.00
Preference Recipient 90	\$10,000.00
Preference Recipient 91	\$10,000.00
	\$8,509,314.70

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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 AUTHORIZING THE ASSIGNEE TO SELL
CERTAIN ASSETS AND RETAIN SPECIAL COUNSEL**

This matter having been opened to the Court upon the Assignee's Verified Application For Order Authorizing the Assignee to Sell Certain Assets and Retain Special Counsel (the "Application"), filed by Porzio, Bromberg & Newman, P.C., attorneys for Warren J. Martin Jr., Esq., Assignee for the Benefit of Creditors of Fleer/SkyBox International LP (the "Assignee"), and the Court having considered the Application and all opposition thereto, if any, and a hearing having been held before the Honorable Ronald E. Bookbinder, J.S.C. on _____; and for good cause having been found;

IT IS on this ____ day of _____, 2008,

ORDERED that Mitnick & Malzberg, P.C. be and is hereby appointed as Special Litigation Counsel to represent the Assignee for the Benefit of Creditors of Fleer/Skybox

International LP to pursue and litigate the Larger Preference Actions¹ pursuant to NJSA 2A:19-3, which the Assignee may settle on his business Judgment without further application to the Court, on a one-third (33 1/3%) contingency which may be paid by the Assignee upon collection without further Order of this Court.

ORDERED that the Assignee may sell his rights to the Smaller Preference Actions to SM Financial Services Corporation for \$5,000.00 free and clear of liens, claims and encumbrances, if any. Valid liens, claims and encumbrances upon the Smaller Preference Actions, if any, shall attach to the proceeds of the sale of the Smaller Preference Actions to SM Financial Services Corporation.

, J.S.C.

¹ Capitalized terms used but not defined herein shall have the meanings set forth in the Application.