

# EXHIBIT A

United States Bankruptcy Court District of Delaware		PROOF OF CLAIM	
In re (Name of Debtor against whom claim is made (check appropriate box))		Case Numbers	
Marvel Entertainment Group, Inc., <input checked="" type="checkbox"/> The Asher Candy Company <input type="checkbox"/> Fleer Corp. <input type="checkbox"/> Frank H. Fleer Corp. <input type="checkbox"/> Heroes World Distribution, Inc. <input type="checkbox"/> Malibu Comics Entertainment, Inc. <input type="checkbox"/> Marvel Characters Inc. <input type="checkbox"/> Marvel Direct Marketing Inc. <input type="checkbox"/> Skybox International Inc., <input type="checkbox"/>		96-2069 (HSB) - 96-2077 (HSB)  JAN 16 AM 8:59	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed under 11 U.S.C. § 503.			
Name of Creditor <i>(The person or other entity to whom the debtor owes money or property).</i>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy or statement giving particulars.  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.	
Name and Address Where Notices Should be Sent			
Telephone No.			
ROSALIND MIRBY 2590 JAPPA ST THOUS OAKS CA. 91320 805 495-1953		THIS SPACE IS FOR COURT USE ONLY	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:			
Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated _____			
1. BASIS FOR CLAIM <input type="checkbox"/> Goods sold <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned Your social security number _____ <input type="checkbox"/> Personal injury/wrongful death Unpaid compensation for services performed from _____ to _____ (date) (date) <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other (describe briefly) <i>Spouse Retirement Plan</i>			
2. DATE DEBT WAS INCURRED		3. IF COURT JUDGMENT, DATE OBTAINED:	
4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.			
<input type="checkbox"/> SECURED CLAIM \$ _____ Attach evidence of perfection of security interest. Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe) _____ Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____		<input type="checkbox"/> Wages, salaries, or commissions (up to \$4000), earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1,800 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____	
<input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM \$ <i>Undetermined</i> A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.			
<input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ _____ Specify the priority of the claim.			
5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED:			
\$ <i>Undetermined</i> (Unsecured)		\$ _____ (Secured)	
		\$ _____ (Priority)	
		\$ <i>Undetermined</i> (Total)	
<input type="checkbox"/> Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.			
6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		THIS SPACE IS FOR COURT USE ONLY	
7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date: <i>1/13/99</i>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). <i>Rosalind Mirby - Treasurer, Inc. RBX</i>		

Penalty for presenting fraudulent claim: Fine of up to \$500,000.00 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.