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 Attorneys for Major League Baseball Properties, Inc.

<p>In the Matter of the General Assignment for the Benefit of Creditors of FLEER/SKYBOX INTERNATIONAL LP</p> <p style="text-align: center;">Assignor,</p> <p style="text-align: center;">to</p> <p>WARREN J. MARTIN JR.,</p> <p style="text-align: center;">Assignee.</p>
<p>In the Matter of the General Assignment for the Benefit of Creditors of FLEER COLLECTIBLES, LLC,</p> <p style="text-align: center;">Assignor,</p> <p style="text-align: center;">to</p> <p>WARREN J. MARTIN JR.,</p> <p style="text-align: center;">Assignee.</p>

SUPERIOR COURT OF NEW JERSEY
 CHANCERY DIVISION
 PROBATE PART
 BURLINGTON COUNTY

DOCKET NO: P-2005-1394

SUPERIOR COURT OF NEW JERSEY
 CHANCERY DIVISION
 PROBATE PART
 BURLINGTON COUNTY

DOCKET NO: P-2005-1408

**STIPULATION BETWEEN WARREN J. MARTIN, ASSIGNEE, AND
 MAJOR LEAGUE BASEBALL PROPERTIES, INC. WITH REGARD TO
 AUCTION PROCEDURES, AND ORDER APPROVING SAME**

Major League Baseball Properties, Inc. ("MLBP") and Warren J. Martin Jr., assignee for the Benefit of Creditors of Fleer/SkyBox International LP ("Fleer/SkyBox"), and Assignee for the Benefit of Creditors of Fleer Collectibles, LLC (the "Assignee"), by their undersigned counsel, hereby agree and stipulate as follows:

WHEREAS, on August 17, 2005, the Assignee filed a Motion for an Order (1) Approving Auction procedures and Scheduling Auction Date and (2) Authorizing Sale of Substantially All of the Remaining Assets of Fleer/SkyBox International LLP (the "Motion");

WHEREAS, certain of the items which the Assignee intends to sell at auction (hereinafter, the "Baseball Merchandise" as defined in the "MLBP Rights Acknowledgement" attached as Exhibit A hereto) are subject to the Licenses between Fleer/SkyBox and MLB;

WHEREAS, on September 2, 2005, MLB filed its Objection to the Motion; and

WHEREAS, MLB and the Assignee desire to avoid litigation with respect to the Motion and the Objection, and have negotiated in good faith in order to reach a compromise that will enable the Assignee to obtain value for the Baseball Merchandise while giving MLB the means to protect and enforce its intellectual property rights in the Baseball Merchandise;

IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

1. The Assignee will require every prospective bidder and purchaser of Baseball Merchandise to sign the MLB Rights Acknowledgement and perform the additional requirements set forth herein.
2. The Assignee shall cause the MLB Rights Acknowledgement to be posted on the auction website beginning no later than September 3, 2005, and continuing through the end of the auction.
3. The Assignee shall announce at the commencement of the auction that each and every purchaser of Baseball Merchandise will be required to sign the MLB Rights Acknowledgement.

4. The Assignee shall collect a signed MLB Rights Acknowledgment from each and every prospective bidder and purchaser of Baseball Merchandise before relinquishing possession of such assets.

5. The Assignee shall provide a signed copy of each MLB Rights Acknowledgment to MLB.

6. MLB and the Assignee agree that the Baseball Merchandise does not include game worn, game used or autographed memorabilia which were purchased by Fleer outside of the Licenses and/or purchased other than from MLB, and the Assignee agrees to provide proof of such independent purchase to MLB.

7. In consideration for the Assignee's agreement to perform all of the undertakings set forth in paragraphs 1 through 6 above, MLB does not object to the sale of the Baseball Merchandise.

Dated: September 2, 2005


PELLETTIERI, RABSTEIN AND ALTMAN
Counsel for Major League Baseball Properties, Inc.

PORZIO, BROMBERG & NEWMAN, P.C.
Counsel for Warren J. Martin Jr., Assignee for the
benefit of creditors of Fleer/SkyBox International
LP and Fleer Collectibles, LLC

By:


NEAL S. SOLOMON, ESQUIRE
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By:


JOHN S. MAIRO, ESQUIRE
BRETT S. MOORE, ESQUIRE
100 Southgate Parkway
Morristown, New Jersey 07962

SO APPROVED BY THE COURT:



THE HONORABLE RONALD E. BOOKBINDER

PROPERTIES

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
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**ACKNOWLEDGEMENT OF RIGHTS AND INTERESTS OF MAJOR LEAGUE
BASEBALL PROPERTIES, INC. IN BASEBALL MERCHANDISE**

I, _____, hereby acknowledge that all items subject to the License Agreements between Fleer/Sky Box International L.P. (Fleer) and Major League Baseball Properties, Inc. (MLBP), such items subject to said Licenses include baseball trading cards, and baseball memorabilia and collectibles, each featuring certain specified names, word marks, logos, uniform designs, mascots, images, colors and color combinations, trade dress, characters, symbols, designs, likenesses and visual representations associated with the various Major League Baseball-affiliated entities and their products and services, hereinafter referred to as the "Baseball Merchandise," to be sold at auction on September 9, 2005 by Warren J. Martin Jr., in his capacity as Assignee for the Benefit of Creditors of Fleer/Sky Box International L.P. (the "Assignee"), are being sold subject to MLBP's licensing rights, all of which are reserved by MLBP.

The Baseball Merchandise does not include game worn, game used or autographed items which were purchased by Fleer outside of the Licenses and/or purchased other than from MLBP.

I hereby acknowledge and agree that any of the Baseball Merchandise that I purchase from the Assignee cannot be put to commercial use (including without limitation any sale or transfer for commercial purposes) without the prior written consent of MLBP.

Executed this ____ day of _____, 2005.

Purchaser

Address

Telephone