

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

In the Matter of the General Assignment for  
the Benefit of Creditors of FLEER  
COLLECTIBLES, LLC,

Assignor,

to

WARREN J. MARTIN JR.,

Assignee.

SUPERIOR COURT OF NEW JERSEY  
CHANCERY DIVISION, PROBATE PART  
BURLINGTON COUNTY

DOCKET NO.: P-2005-1408

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

The Major League Baseball Players Association ("MLBPA") 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 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 (the "Protected Assets") are subject to the License Agreement and Player Highlight Agreements between Fleer/SkyBox and MLBPA or members of the MLBPA;

WHEREAS, on August 26, 2005, MLBPA filed its Objection to the Motion; and

WHEREAS, MLBPA 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 Protected Assets while giving MLBPA the means to protect and enforce its intellectual property rights in the Protected Assets;

IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

1. The Assignee will require every prospective bidder and purchaser of Protected Assets to sign the statement (the "MLBPA Rights Acknowledgement") attached as Exhibit A hereto and perform the additional requirements set forth herein.
2. The Assignee shall cause the MLBPA Rights Acknowledgment 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 Protected Assets will be required to sign the MLBPA Rights Acknowledgement.
4. The Assignee shall collect a signed MLBPA Rights Acknowledgment from each and every prospective bidder and purchaser of Protected Assets before relinquishing possession of such assets.
5. The Assignee shall provide a signed copy of each MLBPA Rights Acknowledgement to MLBPA.

6. MLBPA and the Assignee agree that the Protected Assets do not include game worn, game used or autographed memorabilia which were purchased by Fleer outside of the License Agreement and Player Highlight Agreements, and the Assignee agrees to provide proof of such independent purchase to MLBPA.

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

*September 2*  
Dated: ~~August~~, 2005

COZEN O'CONNOR

*Neal D. Colton*

Neal D. Colton, Esquire  
Eric L. Scherling, Esquire  
1900 Market Street  
Philadelphia, PA 19103

Counsel for Major League Baseball Players Association

PORZIO, BROMBERG & NEWMAN, P.C.

*Brett S. Moore*

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Brett S. Moore, Esquire  
100 Southgate Parkway  
Morristown, NJ 07962

Counsel for Warren J. Martin Jr., Assignee for the Benefit  
of Creditors of Fleer/SkyBox International LP and Fleer  
Collectibles, LLC

SO APPROVED BY THE COURT:

*NE*

The Honorable Ronald E. Bookbinder

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  
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**ACKNOWLEDGEMENT OF RIGHTS AND INTERESTS OF MAJOR LEAGUE  
BASEBALL PLAYERS ASSOCIATION AND ITS MEMBERS IN BASEBALL  
MERCHANDISE**

I, \_\_\_\_\_, hereby acknowledge that all items subject to the License Agreement and Player Highlight Agreements between Fleer/Sky Box International L.P. and the Major League Baseball Players Association (MLBPA) or members of the MLBPA, such items bearing the names, numbers, likenesses, signatures, pictures, playing records or biographical data of current Major League Baseball players (the "Rights") as well as of certain trademarks owned or registered by the Major League Baseball Players Association (MLBPA) (the "Trademarks"), hereinafter referred to as the "Baseball Merchandise", to be sold at auction on September 9, 2005 by Warren J. Martin, in his capacity as Assignee for the Benefit of Creditors of Fleer/Sky Box International L.P. (the "Assignee"), are being sold without the consent of the MLBPA and its members and are subject to the MLBPA's exclusive ownership of the Rights and Trademarks.

The Baseball Merchandise does not include game worn, game used or autographed memorabilia which were purchased by Fleer outside of the License Agreement and Player Highlight Agreements.

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 the MLBPA.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Purchaser

\_\_\_\_\_  
Address

\_\_\_\_\_  
Telephone