



**INTERNATIONAL
PROSPECTIVE LICENSEE INFORMATION FORM**

MLB Advanced Media, LP
75 Ninth Avenue (5th Floor)
New York, NY 10011
(212) 485-3444

**** NOTE ****

This is an application, not a license. It will be reviewed and accepted or rejected at the sole discretion of MLB Advanced Media, LP.

INTERNATIONAL LICENSING PROCEDURES

1. PROSPECTIVE LICENSEE APPLICATION FORM

All prospective licensees must complete the Prospective Licensee Application Form supplied by MLB Advanced Media, LP (“MLBAM”). When completing the form, please be as detailed as possible concerning the following matters:

- Company information and credit references.
- Description of products and samples. If product categories differ greatly, then describe how your distribution would differ for each product category.
- Retail and wholesale Internet/Interactive Media distribution channels (e.g., Internet, wireless devices, Smart cards, Kiosk, etc.) and target consumers.
- Marketing plan for licensed product(s).

2. FINANCIAL REQUIREMENTS

A royalty based on a percentage of “net sales” compensation is paid to MLBAM on the sale of each MLBAM-licensed product. Special programs may have different rates.

Annual minimum guaranteed compensation to MLBAM is payable by licensee upon execution of a standard agreement.

3. OTHER KEY CONTRACTUAL OBLIGATIONS

- A. Term of Contract: Negotiable
- B. Minimum Guarantees/Payment Schedule: Negotiable
- C. Territory: Negotiable
- D. Service Levels : Non-negotiable
- E. Premium/Promotional Rights: Negotiable but separate from this license application. Premium rights are generally granted on a case-by-case basis and must be authorized in writing.

4. RETURNING COMPLETED FORMS

Thank you for your interest in the MLBAM Licensing Program. Please send via electronic mail a digital copy of the completed form to the attention of Alex Pigeon at alex.pigeon@mlb.com. Original forms should be returned completed and signed to the appropriate office as listed below:

MLB Advanced Media, L.P.
c/o Alexander C. Pigeon
75 Ninth Avenue, 5th FL
New York, NY 10011
(212) 485-3444

PROSPECTIVE INTERNATIONAL LICENSEE APPLICATION FORM

I. COMPANY INFORMATION

A. Legal Company Name: _____

B. Address: _____

D. Company Website(s) http://_____

E. Telephone: _____

F. Fax: _____

G. Years in Business: _____

H. Principal Contact: _____

I. Title: _____

J. Previous names for this business and business operated by any principal of this company within the last five years:

K. Country(ies) in which you are interested in distributing product:

- | | | |
|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> United Kingdom | <input type="checkbox"/> France | <input type="checkbox"/> Germany |
| <input type="checkbox"/> Italy | <input type="checkbox"/> Japan | <input type="checkbox"/> Korea |
| <input type="checkbox"/> Singapore | <input type="checkbox"/> Philippines | <input type="checkbox"/> Australia |
| <input type="checkbox"/> Taiwan | <input type="checkbox"/> Indonesia | <input type="checkbox"/> Hong Kong |
| <input type="checkbox"/> Mexico | <input type="checkbox"/> Brazil | <input type="checkbox"/> Venezuela |
| <input type="checkbox"/> Puerto Rico | <input type="checkbox"/> Other _____ | |

II. DESCRIPTION OF COMPANY

A. Primary company business

B. Identify all principal operating officers of your organization:

President: _____

Vice President(s): _____

Sales Director: _____

Chief Technologist _____

III. FINANCIAL INFORMATION

Please submit letters from at least one bank and two credit references. These letters must be on the reference company's letterhead and signed by the appropriate representative.

The bank reference must contain the following information:

- The date the account was opened.
- The average balance in the account.
- Whether the account is satisfactory.
- The line of credit extended, if any.

The credit references must contain the following information:

- The length of time you have been doing business with the reference.
- Type of business done with the reference.
- The credit limit placed on the account.
- Whether the account is current and if so, the current balance.
- Information on the timeliness of your payment of financial obligations.

These reference letters must accompany the completed Prospective Licensee Information Form. Incomplete applications will not be processed.

IV. OTHER LICENSEE INFORMATION

A. Does your company market products or services under other licensing contracts? _____

B. If yes, specify other licenses below:

Property	_____	Years under license	_____
Licensing company	_____		
Address	_____		
	_____	Zip	_____
Key Contact	_____		
Telephone	_____	Fax	_____
Property	_____	Years under license	_____
Licensing company	_____		
Address	_____		
	_____	Zip	_____
Key Contact	_____		
Telephone	_____	Fax	_____
Property	_____	Years under license	_____
Licensing company	_____		
Address	_____		
	_____	Zip	_____
Key Contact	_____		
Telephone	_____	Fax	_____

V. **PRODUCT INFORMATION**

A. Description of products for which you seek a license. Use additional sheet(s) if necessary (e.g., MLB.com GameDay Audio, MLB.TV, Wireless MLB Logos, etc.):

Product 1: _____

Product 2: _____

Product 3: _____

Product 4: _____

Note: If more than four products, use separate sheet(s) to answer all questions for each product. Hereafter we refer to Product 1 as P1, Product 2 as P2, Product 3 as P3, and Product 4 as P4.

A. Would your company wish to develop and/or localize the product(s) itself?

Yes No

B. If your company would **not** be the intended developer/localizer, who would?

P1: Name _____
Address _____
_____ Zip _____
Telephone _____ Fax _____
Contact _____
URL: http:/_____

P2: Name _____
Address _____
_____ Zip _____
Telephone _____ Fax _____
Contact _____
URL: http:/_____

P3: Name _____
Address _____
_____ Zip _____
Telephone _____ Fax _____
Contact _____
URL: http:/_____

P4: Name _____
Address _____
_____ Zip _____
Telephone _____ Fax _____
Contact _____
URL: http:/_____

C. If you **would not** intend to be the developer/localizer, please provide the name(s) and address(es) of any proposed company locations and/or subsidiary companies for the intended developer/localizer). Use additional sheets if necessary.

P1: Name _____
Address _____
_____ Zip _____
Telephone _____ Fax _____

	Contact	_____		
P2:	Name	_____		
	Address	_____		
		_____	Zip	_____
	Telephone	_____	Fax	_____
	Contact	_____		
P3:	Name	_____		
	Address	_____		
		_____	Zip	_____
	Telephone	_____	Fax	_____
	Contact	_____		
P4:	Name	_____		
	Address	_____		
		_____	Zip	_____
	Telephone	_____	Fax	_____
	Contact	_____		

VII. SALES AND DISTRIBUTION INFORMATION

- A. Company's sales for most recent year (all products): _____
- B. Sales volume for previous year (all products): _____
- C. Provide the following information about your distributor(s), if applicable. Use additional sheets if necessary.

Name: _____

Address: _____

Phone: _____

Fax: _____

Contact: _____

Territories: _____

- D. Total number of sales representatives that carry/sell your product(s) in the territories requested:

E. Please list your retail distribution channels (.e.g, Internet, Wireless devices, etc.):

<u>Type of Distribution Channel</u>	<u>Retail Channel And/or Accounts</u>	<u>% of Total Sales Volume</u>
Internet:	_____	_____
Wireless Devices:	_____	_____
Content Aggregator:	_____	_____
Telecommunications Firm:	_____	_____
Informal Markets:	_____	_____
Wholesale/Distributor:	_____	_____
Other:	_____	_____

F. Estimate of annual wholesale and retail dollar volume of the items you wish to sell under this license (by product):

	<u>Year 1</u>	<u>Year 2</u>
P1:	_____	_____
P2:	_____	_____
P3:	_____	_____
P4:	_____	_____

VIII. MARKETING INFORMATION

A. Indicate the marketing elements you will use to support your product(s). Please be specific and include name of publications and actual proposed programs. Please attach separate sheets if necessary.

Include: Internet, Wireless, and Interactive Promotional Channels

Consumer Advertising:	_____
Trade Advertising:	_____
In-Store Materials:	_____
Other:	_____

B. Please identify your advertising agency (if applicable):

Name	_____
Address	_____

Key contact _____

Telephone _____ Fax _____

- C. Should you receive the license, what amount do you plan to spend in advertising, promotion, and merchandising funds in support of the licensed product(s) for the first year? Please be specific and discuss in detail actual programs. Please attach additional sheets if necessary.

- D. Does your company use an in-house design team for your design and artwork?

Name _____

Address _____

Key contact _____

Telephone _____ Fax _____

- E. Initial marketing date: _____

- G. Date product is to be launched: _____

- H. If your product(s) and/or advertising/marketing includes the likeness of current Major League Baseball players, indicate if you have been licensed by the Major League Baseball Players Association.

Yes _____ Date of License _____

No _____ Date of Application _____

IX. BUSINESS PLAN

Please attach a detailed Business Plan describing your strategies for each country in which you are requesting a license. Your Business Plan should contain the following information:

Objective:

- Concise statement of what sales or corporate goals you are trying to meet with this license
- Reference the size of market, major competitors, and current retail trends.

Strategy:

- To what extent the license will be utilized, including advertising and promotional budget
- Specific action(s) or program(s) that will be employed to achieve objectives
- Requested license period term
- Territory(ies)/countries requesting
- Product category, e.g., Wireless MLB logos, Wireless MLB game highlights, Live Streaming of MLB games to broadband users, MLB Video Highlights, etc.
- Proposed Minimum Guarantees for first and second year
- Sales forecasts for first and second years in dollars.

X. SUPPLEMENTARY ITEMS

Please include with this form the following:

- Most recent annual report
- Internet-based Sales catalog(s)/Website – if applicable
- Public facing websites that your company currently produces
- Detail of your company's Information Technology capabilities (e.g., maximum number of simultaneous users to your streamed content, traffic to your website, etc.)
- Miscellaneous information about your company.

Review this form to be sure that all questions have been answered. Incomplete applications will not be processed.

XI. PROSPECTIVE LICENSEE STATEMENT

- A. I hereby affirm that my answers to the above questions are true and complete, except that such questions as explicitly call for estimates, plans, or projections have been answered by me in good faith and to the best of my knowledge. I understand that any license which may be granted to me or my company by MLBAM will be subject to immediate termination, without the return of any amounts paid or the abatement of amounts due, in the event MLBAM finds that I have supplied false, misleading, fraudulent, or incomplete information.
- B. I hereby acknowledge the proprietary nature of all Major League Baseball Club names, League names and logos, and I further acknowledge that all rights, title, and interest to such names and logos belong to the individual Clubs, Leagues, and Major League Baseball. I agree that I will make no use of any Major League Baseball Club, League or event name, logo, character or commercial goodwill without the prior written consent of MLBAM and/or Major League Baseball Properties.
- C. I hereby agree that my product or concept will be reviewed and accepted or rejected at MLBAM's sole discretion. MLBAM has agreed that any product sample(s), mock-up(s), rendering(s), etc., which I submit in support of my application will be examined only internally within the baseball industry during the review period. Samples will not be returned unless specifically requested. I acknowledge that from time to time, MLBAM may license other products, services or concepts similar to mine without obligation to me.
- D. This form and my responses hereto shall not give rise to any binding obligation on the part of either party. MLBAM shall have no obligation to enter into any agreement or relationship with me or my company, and no MLB entity shall have any liability for failure to do so.
- E. Your Company agrees to indemnify, defend and hold harmless all MLB Entities from and against any claim, loss, obligation, liability, or expense including reasonable attorney's fees that may be asserted against or incurred by such Entities in connection with the submission submitted hereunder or any breach of any representation, covenant or warranty made by your Company hereunder, and agrees and covenants: (a) not to challenge any MLB Entity, or sue or commence any action, proceeding, or claim in any judicial, mediation, or arbitration forum ("Sue") against any MLB Entity, in connection with: (i) MLBAM's process for international licensing; and (ii) MLBAM's use/non-use of the submission or any decision by MLBAM or any MLB Entity in respect thereof; and/or (b) not to Sue any individual or entity based on the information provided in response to any inquiry made by any MLB Entity.
- F. The United States District Court for the Southern District of New York and the Supreme Court of the State of New York, sitting in New York County, shall be the exclusive

jurisdictions and venues for any dispute arising directly or indirectly from this form and my responses hereto, and/or the relationship and transactions contemplated and/or created by this Agreement. I consent to the jurisdiction and venue of any such court and waive any argument that any such court does not have jurisdiction hereof or that venue in any such forum is not appropriate or convenient.

Information Supplied By:

Name: _____

Title: _____

Signature: _____

Date: _____

Please note that your application will not be processed unless this section is signed and dated by a company representative.