

APPENDIX A
Group Licensing Assignment



TEAM: _____

**NFL PLAYERS ASSOCIATION
GROUP LICENSING ASSIGNMENT**

The undersigned player, a member of the National Football League Players Association ("NFLPA"), hereby assigns to the NFLPA and its licensing affiliates, if any, the exclusive right to use and to grant to persons, firms or corporations (collectively "licensees") the right to use his name, signature facsimile, voice, picture, photograph, likeness and/or biographical information (collectively "image") in group licensing programs. Group licensing programs are defined as those licensing programs in which a licensee utilizes a total of six (6) or more NFL player images in conjunction with or on products that are sold at retail or used as promotional or premium items. The undersigned player retains the right to grant permission to a licensee to utilize his image if that licensee is not concurrently utilizing the images of five (5) or more other NFL players in conjunction with or on products that are sold at retail or are used as promotional or premium items. If the undersigned player's inclusion in a particular NFLPA program is precluded by an individual exclusive endorsement agreement, and the undersigned player provides the NFLPA with timely notice of that preclusion, the NFLPA agrees to exclude the undersigned player from that particular program.

In consideration for this assignment of right, the NFLPA agrees to use the revenues it receives from group licensing programs to support the objectives as set forth in the By-laws of the NFLPA. The NFLPA further agrees to use its best efforts to promote the use of NFL player image in group licensing programs, to provide group licensing opportunities to all NFL players and to ensure that no entity engages in a group licensing program without first obtaining a license from the NFLPA. The NFLPA makes no representations regarding group licensing other than those expressed herein. This agreement shall be construed under New York law.

This assignment shall expire on December 31, 2008 and may not be revoked or terminated by the undersigned player until such date.

Dated: _____

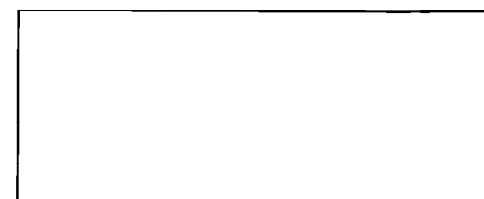
Player's Signature

Agreed to by the NFLPA:

Player's Name (PLEASE PRINT)

Name

Title



Player's Autograph

APPENDIX B

NFL Player Contract Language



NFL PLAYER CONTRACT

4.(b) Player hereby assigns to the NFLPA and its licensing affiliates, if any, the exclusive right to use and to grant to persons, firms, or corporations (collectively "licensees") the right to use his name, signature facsimile, voice, picture, photograph, likeness, and/or biographical information (collectively "image") in group licensing programs. Group licensing programs are defined as those licensing programs in which a licensee utilizes a total of six (6) or more NFL player images on or in conjunction with products that are sold at retail or used as promotional or premium items. Player retains the right to grant permission to a licensee to utilize his image if that licensee is not currently utilizing the images of five (5) or more other NFL players on products that are sold at retail or are used as promotional or premium items. If Player's inclusion in a particular NFLPA program is precluded by an individual exclusive endorsement agreement, and Player provides the NFLPA with timely notice of that preclusion, the NFLPA will exclude Player from that particular program. In consideration for this assignment of rights, the NFLPA will use the revenues it receives from group licensing programs to support the objectives as set forth in the By-laws of the NFLPA. The NFLPA will use its best efforts to promote the use of NFL player images in group licensing programs, to provide group licensing opportunities to all NFL players, and to ensure that no entity utilizes the group licensing rights granted to the NFLPA without first obtaining a license from the NFLPA. This paragraph shall be construed under New York law without reference to conflicts of law principles. The assignment in this paragraph shall expire on December 31 of the later of (a) the third year following the execution of this contract, or (b) the year in which this contract expires. Neither Club nor the League is a party to the terms of this paragraph, which is included herein solely for the administrative convenience and benefit of Player and the NFLPA. The terms of this subparagraph apply unless, at the time of execution of this contract, Player indicates by striking out this subparagraph (b) and marking his initials adjacent to the stricken language his intention to not participate in the NFLPA Group Licensing Program. Nothing in this subparagraph shall be construed to supersede or any way broaden, expand, detract from, or otherwise alter in any way whatsoever, the rights of NFL Properties, Inc. as permitted under Article V (Union Security), Section 4 of the 1993 Collective Bargaining Agreement ("CBA").

APPENDIX C
2004/2005 Licensees and Sponsors

2004/2005 PLAYERS INC LICENSEES AND SPONSORS



Apparel

5th & Ocean
Dallas Cowboys
Exclusive Pro Sports
NFL Shop/Footlocker.com
Majestic Athletic
Outer Stuff
Reebok/On Field Apparel
Ripon Athletic
Stahls' Hotronix
Mitchell & Ness
VF Imagewear, Inc.

Collectibles and Memorabilia

Bradford Exchange
Game Time
Healy Awards
K2 Licensing & Promotions
Merrick Mint
MBI, Inc.
MVP Pics
National Direct
Peter David
Pro Specialties Group
Motion Imaging
Activa Consumer Promotions
Team Beans
Todd McFarlane
Upper Deck Authentic
Wincraft

Community Awareness

Programs

Pop Warner Little Scholars
Stay Cool in School
Special Olympics D.C.
Native Vision

Endorsements

Bally Total Fitness

Events

JB Awards
Reebok NFL Players Rookie
Premiere
NFL Player Mania at the NFL
Experience

Fantasy Football

ABC Enhanced Television
Head2Head Sports
Electronic Arts Fantasy
ESPN Internet Ventures
Fanball.com (AOL, Best Buy)
MJM Sports
National Football League
SportsLine, USA
The Sporting News (Fox Sports)
Stats, Inc. (DigiMedia, AFS,
SportsBuff, SI.com, Krause)
Yahoo! Inc
World Championship of
Fantasy Football

PLAYERS INC/NFL

Sponsors

Ameriquest
Bayer (Levitra)
Campbell Soup Company
Canon USA
Coors Brewing Company
Dairy Management, Inc.
DirecTV
FedEx
Frito-Lay
General Motors (Cadillac)
IBM
Masterfoods/M&M Mars
(Snickers)
MBNA America
Motorola
News America
Oscar Mayer
Pepsi
Quaker Oats/Gatorade
Southwest Airlines
Sirius Satellite Radio
Tropicana
Visa

Publishing

Athlon Sports
OverTime Magazine

Photos, Calendars, Posters &

Novelties

John F. Turner & Co., Inc.
The Northwest Co.
Photo File, Inc.
Trends International
Getty Images
Brown Trout Publishers
Fat Head

Media Properties

Helmets Off - Behind the
Scenes with NFL Players
(Four 30 minute shows on
Fox SportsNet)
PLAYERS INC RADIO (Fox
Sports Radio Network)
NFL Players Rookie Premiere
(FOX SportsNet)
JB Awards
(FOX SportsNet)
Wheel of Fortune NFL Players
Week (Syndicated)
Quarterback Challenge (CBS)
Pro Bowl Skills Challenge
(ESPN)
PLAYERS INC website
(nflplayers.com)

Trading Cards

Donruss/Playoff
Fleer Trading Cards
RC2 (Press Pass)
The Topps Company, Inc.
Upper Deck Company

Video Games

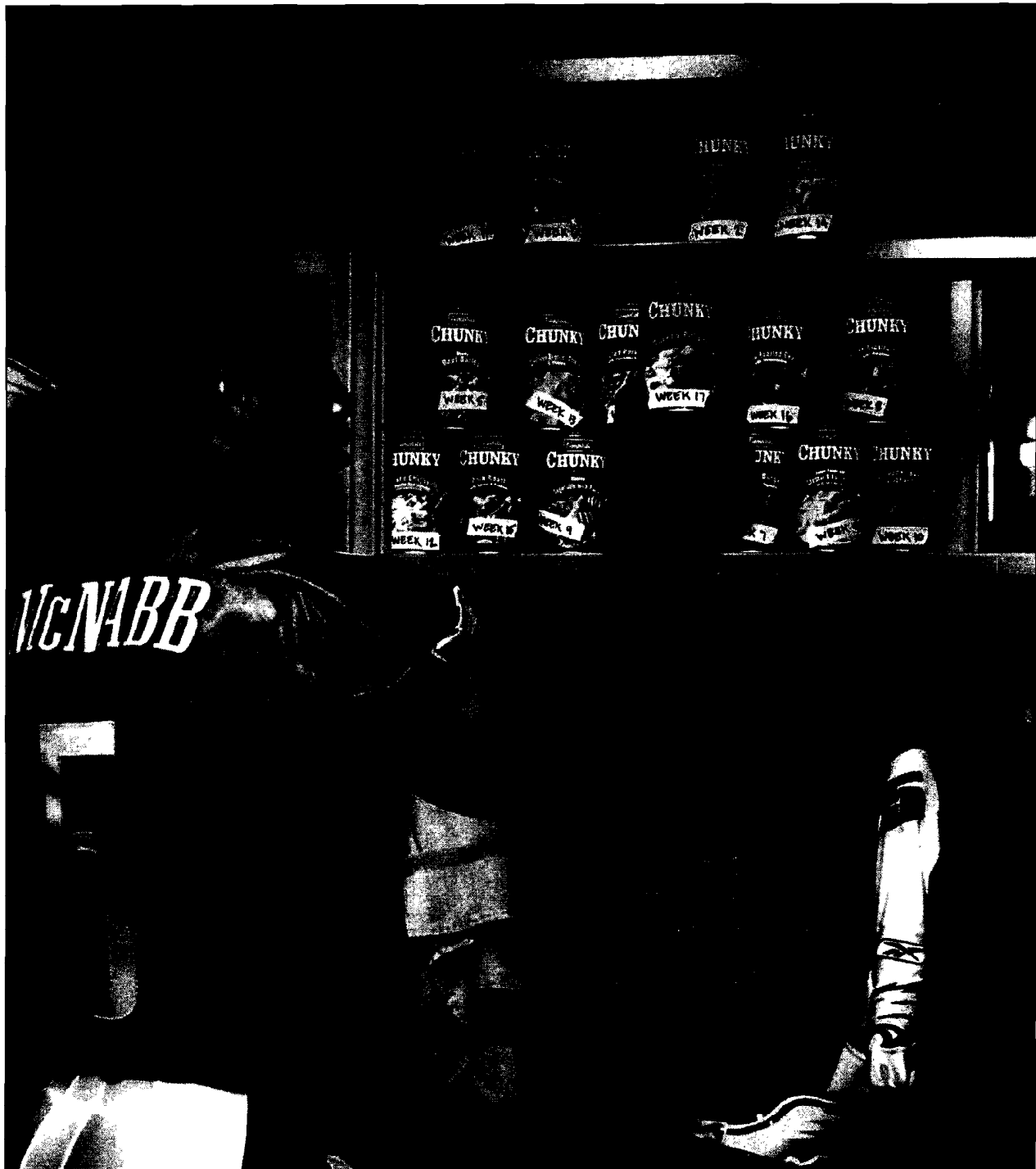
Atari
Electronic Arts

Wireless & Interactive

Fox Sports Interactive
JAMDAT Mobile
Strat-O-Matic Game Co.
(Board Game)
THQ Wireless
USAopoly (Board Game)

APPENDIX D

Print Advertising/Point-of-Sale Samples



THE OFFICIAL SOUP SPONSOR OF THE NFL



IT FILLS YOU UP RIGHT.



PLAYERS

PICK THE
SNICKERS HUNGRIEST PLAYER
 AND EARN THE RIGHT TO CALL YOURSELF
THE "FOOTBALL KNOWLEDGE KING."



REGGIE MILLER
INDIANA PACERS



ADAM JOHNSON
INDIANA PACERS



BLAKE GRIFFIN
LOS ANGELES CLIPPERS



DESHAUN FOSTER
INDIANA PACERS



J. J. REDICK
LOS ANGELES CLIPPERS



MATT BARNES
LOS ANGELES CLIPPERS



STEPHEN CURRY
GOLDEN STATE WARRIORS



STEVE SMITH
INDIANA PACERS



J. J. REDICK
LOS ANGELES CLIPPERS



RUSSELL WESTBROOK
OKLAHOMA CITY THUNDER

VISIT SNICKERS.COM AND VOTE FOR SNICKERS HUNGRIEST PLAYER

TO VOTE

HUNGRIEST
 PLAYER

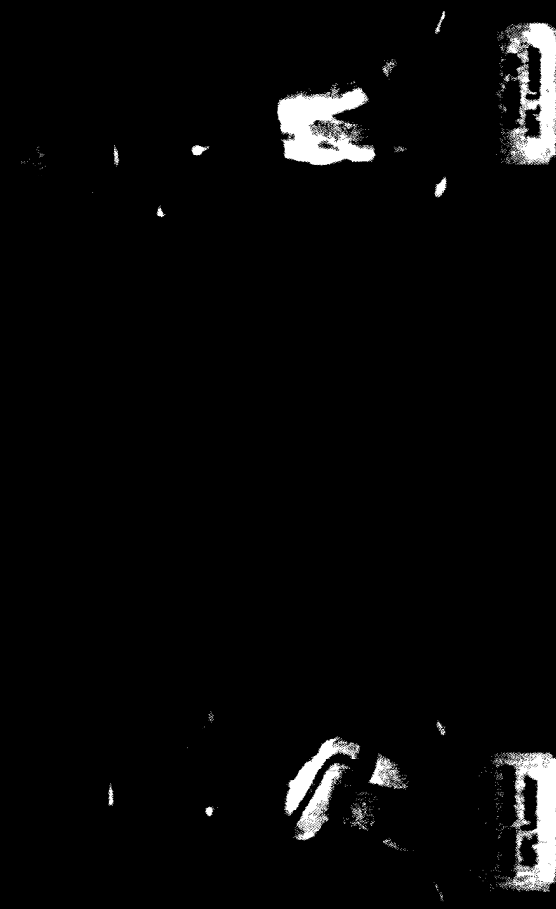


HANDLES THE HUNGER OF THE NFL



The FedEx Air & Ground NFL Players of the Week.

As voted by you, the fans, at NFL.com/fedex.



Whether going up the middle or through the air, these guys were reliable. Just like FedEx Ground® and FedEx Express® delivery. Remember to vote for next week's winners at NFL.com/fedex and you could win a chance to go to the 2005 NFL Pro Bowl in Hawaii.



As Air & Ground, FedEx is a service mark of FedEx Corporation.

**0 SUGAR.
0 CALORIES.
0 CARBS.
GREAT TASTE.**



SEARCH GO

HELP JOIN PEPSI PEPSI STUFF PRIVACY POLICY

PROMOTIONS MUSIC
SPORTS

PEPSI BRANDS PEPSI CAFE TV ADS STREET MOTION



PEPSI FOOTBALL

Get in on the 2004 NFL season.



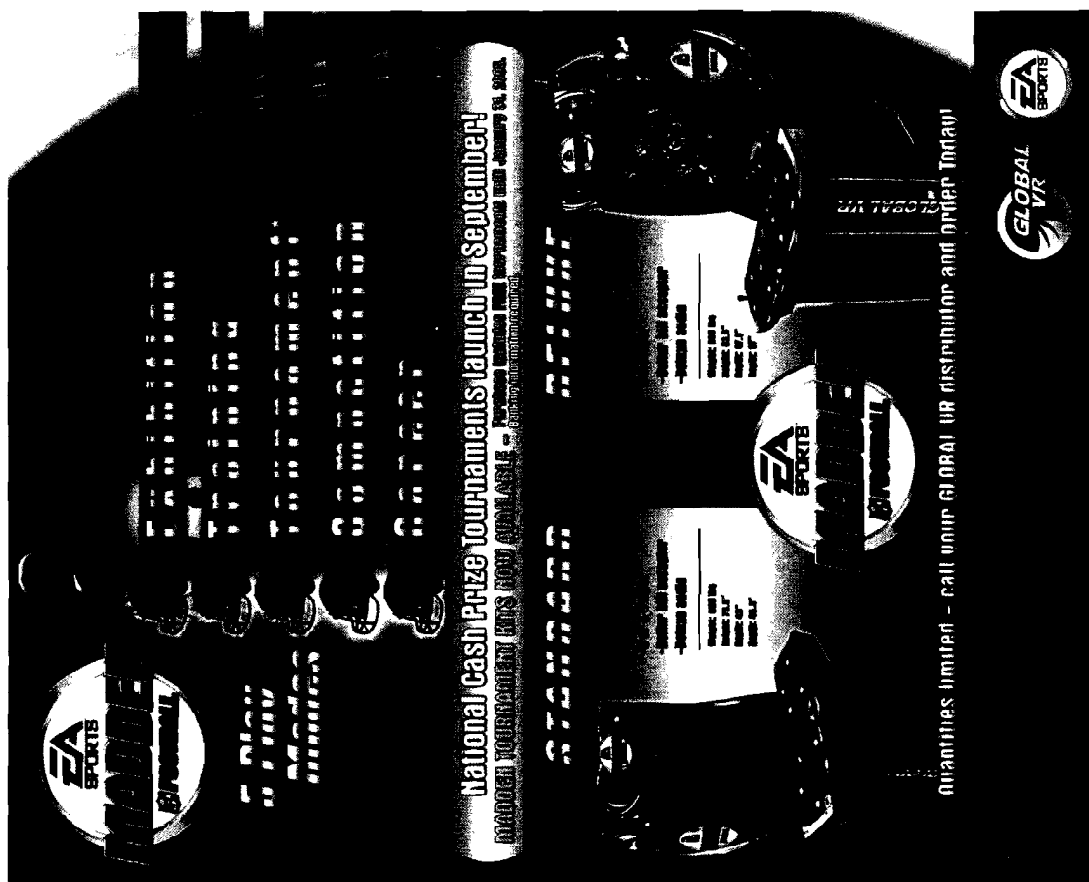
For the 2004 Pepsi NFL Rookie of the Year Week, play Match 3 For Any NFL Tee, and check out the Pepsi Powered Home Teams. All this and a ton more as we start the drive towards another great year of football.



Should the NFL play more than 16 games in a season?

- ☐ Absolutely
- ☐ No Way

SUBMIT



Now You See Them...



Soon You Won't.
Get them before they're gone.

PLAYOFF

2 0 0 4

ROOKIE HIDDEN GEMS

Available only in late October
only in 2004 Playoff Honors Football

PLAYOFF

0.1

ATTENTION
FOOTBALL
FANS

THE 2004 ETOPPS
FOOTBALL SEASON
BEGINS AUGUST 16TH!

BUY, SELL AND TRADE 2004 ETOPPS
FOOTBALL CARDS!



JOIN THE SEASON LONG FOOTBALL GAME!



- ENJOIN FOR THE 12 TEAM LEAGUE FOOTBALL GAME!
BEFORE THE NFL SEASON BEGINS
- TEAMS WILL DRAFT AND TRADE PLAYERS!
- WINNERS WILL RECEIVE A COMPLETE 2004 ETOPPS
FOOTBALL SET!

PLAY OTHER GAMES AS WELL! PLAY FOR PRIZES OR FOR KEEPS! CHALLENGE YOUR FRIENDS!

DON'T MISS THE EXCITEMENT OF ETOPPS FOOTBALL 2004!

CHECK US OUT AT WWW.ETOPPS.COM



OLD FINE FOOTBALL HAS ITS PLACE, BUT IT'S NOT IN THE SPX SERIES. FOOTBALL TO GIVE THE MOST AGGRESSIVE SPORT ON THE PLANET AN IN-YOUR-FACE, CONTEMPORARY DESIGN. AND WITH AN AVERAGE OF THREE REGULAR ROOKIE CARDS PER WATER-WEAR, ONE ROOKIE JERSEY CARD AND ONE ROOKIE TWEETER CARD PER SPX, SPX IS STACKED WITH FIRST-YEAR PLAYERS. WELCOME TO FOOTBALL. WELCOME TO SPX.

WWW.UPPERDECKSTORE.COM





APPENDIX E

Wheel of Fortune NFL Players Week
Ratings

Wheel of Fortune's NFL Week Delivered Viewers

- ◆ During the NFL Players Week (1/3-1/9/05), Wheel of Fortune delivered **14,680,000** total viewers and **5,266,000** Men 18+
- ◆ Wheel of Fortune delivered more total viewers than any other program in syndication

<u>Program</u>	<u>Total Viewers</u>
WHEEL OF FORTUNE	14,680,000
Jeopardy!	12,074,000
Everybody Loves Raymond	11,671,000
Oprah Winfrey	10,803,000
Seinfeld	10,073,000
Seinfeld-Weekend	9,601,000
Friends	9,174,000
CSI	8,437,000
Entertainment Tonight	7,921,000
Judge Judy	7,513,000
Dr. Phil	6,964,000
Everybody Loves Raymond - Weekend	6,617,000
Malcolm in the Middle	5,628,000
Entertainment Tonight-Weekend	5,434,000
Millionaire	5,359,000
That '70s Show	5,176,000
Inside Edition	5,175,000
Judge Joe Brown	4,990,000
King of the Hill	4,837,000

- ◆ Wheel of Fortune delivered more Men than any other program in syndication

<u>Program</u>	<u>Men 18+</u>
WHEEL OF FORTUNE	5,266,000
Seinfeld	4,522,000
Jeopardy!	4,412,000
Seinfeld-Weekend	4,255,000
Everybody Loves Raymond	4,251,000
CSI	3,140,000
Friends	3,013,000
Entertainment Tonight	2,637,000
Judge Judy	2,607,000
Oprah Winfrey	2,373,000
Everybody Loves Raymond-Weekend	2,366,000
Millionaire	1,859,000
That '70s Show	1,835,000
Malcolm in the Middle	1,816,000
King of the Hill	1,784,000
Cops	1,766,000
Entertainment Tonight-Weekend	1,685,000
Judge Joe Brown	1,675,000
Inside Edition	1,673,000
Home Improvement	1,513,000

Source: NSS, AA% (000s); 1/3-1/9/05. Excludes WWE

Wheel of Fortune's NFL Week Delivered Viewers

- ◆ Wheel of Fortune delivered more viewers than 94% of all network programs, including Boston Legal

<u>Program</u>	<u>Total Viewers</u>
WHEEL OF FORTUNE	14,680,000
Boston Legal	14,355,000
Law & Order	14,285,000
Law & Order: CI	13,226,000
Las Vegas	13,127,000
Joey	12,507,000
CSI: NY	12,170,000
60 Minutes	12,133,000
NBC Nightly News	12,123,000
The West Wing	11,922,000
Still Standing	11,417,000
The Biggest Loser	11,341,000
Listen Up	11,177,000
Fear Factor	10,987,000
60 Minutes Wednesday	10,848,000
ABC World News Tonight	10,769,000
The Amazing Race: 6	10,685,000
JAG	10,577,000
The King of Queens	10,237,000
Committed	10,107,000
Will & Grace	10,098,000

- ◆ Wheel of Fortune delivered more viewers than top network reality programming, including The Biggest Loser (11.3 million), Fear Factor (10.9 million) and The Amazing Race: 6 (10.6 million)
- ◆ Wheel of Fortune delivered more viewers than top network prime time news magazines, including 60 Minutes (12.1 million), 60 Minutes Wednesday (10.8 million), and Dateline (9.5 million)
- ◆ Wheel of Fortune outperformed all network soaps, evening news programs and late night talk shows
- ◆ Wheel of Fortune delivered more viewers than Leno and Letterman combined (10.6 million)
- ◆ Wheel of Fortune delivered more viewers than any of the network prime time averages

<u>Program</u>	<u>Total Viewers</u>
WHEEL OF FORTUNE	14,680,000
ABC Prime	12,883,000
CBS Prime	12,787,000
NBC Prime	10,133,000
FOX Prime	6,515,000
UPN Prime	3,236,000
WB Prime	2,830,000

Source: NSS, AA% (000s); 1/3-1/9/05

APPENDIX F
Staff Directory

PLAYERS INC

2021 L Street NW
Suite 500
Washington, DC 20036
Phone: (202) 496-2860
(800) 372-5535
Fax: (202) 296-3486

**Board of Directors**

Gene Upshaw, Chairman	202-463-2212
Doug Allen, President	202-463-2215
Pat Allen, Executive Vice President and Chief Operating Officer	202-496-2870
Steve Saxon, Member, Board of Directors	202-857-0620
Marvin Zimmerman, Member, Board of Directors	847-498-4624

PLAYERS INC Staff**Executive/Operations**

Pat Allen, Executive Vice President and Chief Operating Officer	202-496-2870
Jolynn MacCarty, Administrative Assistant	202-496-2887
Clay Walker, Senior Vice President	202-496-2871
Matt Holt, Administrative Assistant	202-496-2898
Pamela Adolph, Vice President, Apparel and Operations	202-496-2861
Pat Linnen, Operations Manager	202-496-2875
Michael Green, Senior Office Assistant	202-496-2882
Adele Dodson, Office Assistant/Receptionist	202-496-2860

Business Affairs

Joe Nahra, Staff Counsel	202-463-2240
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Communications

Christy Moran, Assistant Vice President	202-496-2885
Veronica Jenkins, Graphic Design Manager	202-496-2892
Joanna Comfort, Administrative Assistant	202-463-2214

Retail Licensing

Pamela Adolph, Vice President, Apparel and Operations	202-496-2861
Nicole Krzesny, Licensing Assistant	202-496-2862
Josh Goodstadt, Assistant Vice President, Trading Cards and Collectibles	202-463-1276
Karen Bush, Licensing Manager, Trading Cards and Collectibles	202-496-2874
Kelly Skubick, Administrative Assistant	202-496-2883
LaShun Lawson, Assistant Vice President, Multimedia and Interactive	202-496-2865
Matt Holt, Administrative Assistant	202-496-2898



Corporate Marketing and Business Development

Dawn Ridley, Vice President	202-496-2873
Allison Tucker, Assistant Vice President	202-496-2864
Stephen Goodman, Senior Manager	202-496-2863
Todd Kline, Manager	202-496-2897
Amy Maestas, Coordinator	202-496-2893
Jolynn MacCarty, Administrative Assistant	202-496-2887

Player Marketing

Howard Skall, Vice President	202-496-2867
Angela Manolakas, Assistant Vice President	202-496-2868
David Suber, Senior Manager	202-496-2866
Seth Wyman, Manager	202-496-2891
Muneer Moore, Manager	202-496-2116
Doug Airel, Coordinator	202-496-2878
Michael Donnelly, Administrative Assistant	202-463-1285
Marisa Sandler, Administrative Assistant	202-496-2894

Internet

Doug Ramsay, Assistant Vice President, NFLPLAYERS.COM	202-496-2879
Luke Sacks, Editor, NFLPLAYERS.COM	202-496-2895

Special Events

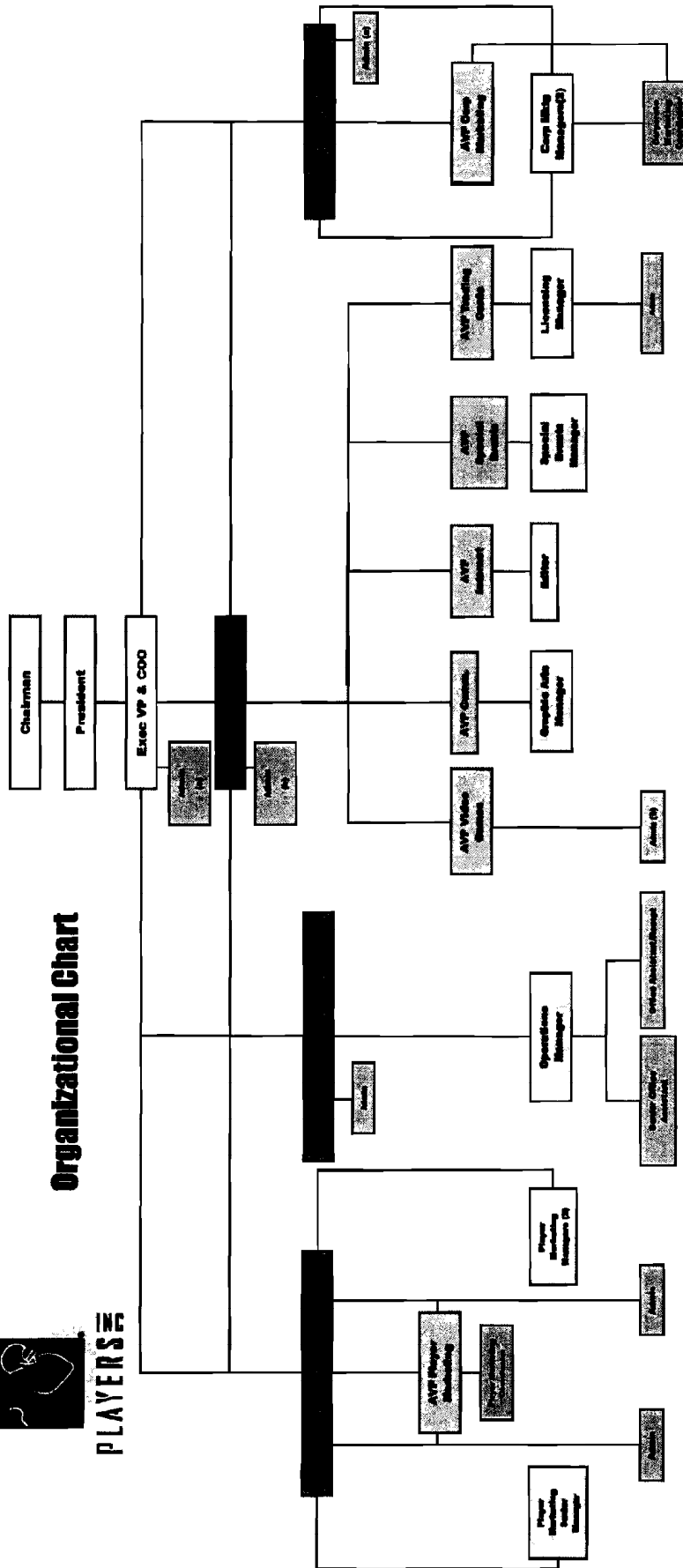
Felice Jones, Assistant Vice President	202-496-2876
Danika Rainer, Manager	202-496-2877

APPENDIX G

Organizational Chart



Organizational Chart



10/04

APPENDIX H

Equal Share Royalty History

PLAYERS INC

EQUAL SHARE ROYALTIES

ACTIVE PLAYERS

Year Paid	Season	Amount of Check *	Total # Paid*	Total \$ Paid Out
9/95	1994	\$4,100	2087	\$8,079,300
9/96	1995	\$4,700	1957	\$8,687,300
9/97	1996	\$4,376	2158	\$8,859,360
9/98	1997	\$4,333	2191	\$8,876,998
9/99	1998	\$4,352	2155	\$8,781,904
9/00	1999	\$5,012	2243	\$10,553,888
9/01	2000	\$5,533	2339	\$12,180,143
9/02	2001	\$6,500	2383	\$14,428,000
9/03	2002	\$6,100	2230	\$13,772,000
9/04	2003	\$6,625	2292	\$15,401,500

* Amount of check for non-practice squad players only;
Total paid includes 150-200 Practice Squad each year at \$1000/player

PLAYERS INC

TOTAL PAYMENTS TO NFL PLAYERS

