PROMOTION OF PLAYERS INC AND PLAYERS IN THE MEDIA

OverviewPLAYERS INC promotes the positive accomplishments of NFL players on and off the field. We serve as a primary source for press covering sports marketing in general and the NFL in particular.

PLAYERS INC meets regularly with trade and consumer media to promote the brand and the players it represents. Press releases are issued regularly to announce licensing deals and new products, sports marketing trends, promotional campaigns with sponsors, and PLAYERS INC events and properties. We strive to educate the press to ensure accurate information is incorporated into news stories and that we are a resource for developing stories whenever it involves players.

PLAYERS INC works closely with the NFL and its sponsors to promote sponsorship programs for regional and national campaigns.

PLAYERS INC manages on-site media relations at all company events to ensure that players and sponsors receive positive media exposure.

PLAYERS INC stages an annual photo shoot with players to develop artwork for a national corporate ad campaign. The ads appear in sports marketing trade publications, such as *Street & Smith's Sports Business Journal*, *Brandweek*, and *Promo* and the *PGA Tour Annual*. To mark PLAYERS INC's 10th year anniversary, one of the ads created celebrated the success and growth of the company.

PLAYERS INC develops a newsletter which is distributed three times a year to all current and retired players, licensees, agents and the media. The newsletter highlights company news, licensing updates, marketing efforts and event recaps. There is also a section devoted to featuring players in the community and spotlights of players, entrepreneurial efforts.

Specific coverage of PLAYERS INC's events and properties included:

NFL PLAYERS ROOKIE PREMIERE

The 2004 NFL Players Rookie Premiere in Los Angeles was covered by several media outlets including NFL Network, local KCBS-TV 2, FOX Sports Radio, *Sports Illustrated for Kids, Los Angeles Times, Orange Country Register* and industry trade publications *Beckett Football Publication, Krause Publications* and an online publication called TalkingSports.com. Additionally, several of the rookies conducted interviews on the sets of FOX Sports Best Damn Sports Show and NFL Network.

NFL PLAYERS GRIDIRON GALA/THE JB AWARDS

The Gridiron Gala held annually in Washington, DC honored NFL players with JB Awards for building better communities and stronger families. The event garnered local

coverage on WTTG Fox 5, WUSA TV-9, WRC TV-4, WCAU TV (Philadelphia), Comcast SportsNet, Washington Post, USA Today, Richmond Times Dispatch and the Washingtonian magazine. Mentions in regional outlets included the Tampa Tribune, Pensacola News Journal, Detroit Free Press and TV stations in Buffalo, Sioux Falls, SD; Shreveport, LA; and Hartford, CT. Additionally, a media partnership was formed with local Clear Channel stations WTEM 980 AM, WTNT 570 AM and WWRC 1260 AM, which ran promotions for the Gala.

WHEEL OF FORTUNE NFL PLAYERS WEEK

The 9th annual NFL Players Week on Wheel of Fortune was once again one of the highest watched weeks among viewers. On-site coverage included sports and entertainment media outlets such as NFL Network, CBS Sports, the TV Guide Channel, TV Guide, Sports Illustrated for Kids, Los Angeles Times, Orange County Register and FOX Sports Radio.

NFL Network produced a 10-minute segment which aired on Total Access the Tuesday before the first show date on January 3.

Each outlet conducted interviews with the players and ran a story or mention in their respective outlets.

The electronic press kit with footage of each player was distributed to national media outlets, sports media, regional ABC affiliates and the NFL PR teams of each participating player. All 15 NFL teams posted a write-up and the press release on the team's website.

SUPER BOWL XXXIX

More than 50 active and retired NFL players conducted approximately 75 media interviews during Super Bowl week, garnering more than 20 million impressions. This figure reflects the total audience size for the NFL Network, FOX Sports Best Damn Sports Show, radio and television stations on-site at press conferences and the NFL Experience.

PLAYERS INC partnered with Jacksonville's Clear Channel sports talk station and outdoor signage company to promote NFL Player Mania. The radio partnership included recorded and live promotional spots and daily interviews with players leading up to Super Bowl week. The second component was the placement of 48 billboard advertisements surrounding the Jacksonville area.

Additionally, on-site media interviews were conducted at sponsor and charity press conferences throughout Super Bowl week, but are difficult to measure and therefore not reflected in the total number of impressions.

PLAYERS INC/GENERAL

PLAYERS INC received local, regional and national media coverage for national and regional promotions, sponsor programs, licensing and company news. Topics that were covered included the production of the Helmets Off television shows, the wireless

content provided by licensee THQ Wireless, the fantasy football phenomenon, Yahoo! Draft Me fantasy football promotion, the national rollout of the Stay Cool in School promotion, the exclusive licensing deal with EA Sports and staff announcements. In all, PLAYERS INC received coverage in more than 100 media outlets in 2004.

Over the past year, media coverage of the company's efforts included industry trade publications such as SportsBusiness Journal, Sports Business Daily, License! Magazine and Promo Magazine and Beckett Publications.

PLAYERS INC continues to be a resource for interviews, feature stories and information on NFL players. We coordinated interviews with NFL players and provided background information for many outlets throughout the year, including national media outlets such as the CNN, NFL Network, FOX Sports, ESPN, Cold Pizza, HBO Inside the NFL, Wall Street Journal, USA Today and ESPN the Magazine.

FY'06 Projections

PLAYERS INC continues to be a leader in the sports marketing industry with successful name-branded events, sponsorship programs and licensing partnerships. The media continues to learn about the

role of PLAYERS INC, its properties and access to NFL players through frequent communication, established relationships and the distribution of news announcements. Using strategic media outreach, we will continue to position PLAYERS INC as a leader in sports marketing through our licensing properties, productions and events. We will continue to promote the off-the-field accomplishments of NFL players by working closely with NFL team community and public relations departments and through our own charitable efforts of NFL Players Charities. We will also continue to be actively involved in the communications initiatives of licensees, partnerships, corporate sponsors and the NFL.

NEW BUSINESS

PLAYER MARKETING

We continue to reach out to companies who are not current PLAYERS INC licensees or competitors of NFL sponsors to generate additional player appearances. In FY'05 we generated 93 paid player opportunities for \$415,000, compared to 85 for \$290,000 in FY '04. Also, an additional \$41,000 was generated in commissions to PLAYERS INC. Twenty participating companies included Get Motivated Seminars, TSE Sports, Sharpies, Hardees, Sears and The Hecht Company.

NFL NETWORK

PLAYERS INC will collaborate with the NFL Network this year to produce the NFL Players Rookie Premiere. For the last few years the show has been broadcast on Fox Sports Net in August. This year it will air on the NFL Network in July. PLAYERS INC will continue to own the show and have creative control over its content. However, we believe that this partnership will allow us to produce a better quality show that will reach a more targeted market.

PROMOTIONS

The NFL Sponsorship Agreement allows us to pursue opportunities with teams and their local sponsors to integrate players into their local activation programs, as long as the activity does not interfere with the rights we grant the NFL in the sponsorship agreement. (See NFL Sponsorship section which describes such activity for FY '05).

However, we believe that there are some issues that need to be addressed with respect to language the clubs have been inserting into player contracts that bind the player to participate in local sponsor activity. We will address this issue more specifically in the breakout sessions at this meeting.

LICENSING

Beginning this year EA Sports will be our exclusive video game licensee. However, our revenue from this category will see a dramatic increase due to required minimum guarantee payments. EA is committed to working with Players Inc to develop new game concepts.

Reebok will absorb the rights previously granted to Majestic Athletic for non-jersey apparel. We believe they have the ability to grow that segment of the business, as they have the exclusive distribution rights in all retail tiers.

While the trading card category remains stable, the collectibles category continues to grow, with at least 2-3 new licensees for FY'06.

CONCLUSION

Looking ahead to FY'06:

- Revenue in the video game category will increase, due to increased guarantee
 payments from exclusive licensee EA Sports; we will work with EA to develop
 new game concepts;
- Trading card revenue should remain stable; however, the initial reaction to the potential new rookie class is not as positive as it was in FY'05;
- With Reebok taking over non-jersey apparel, we are optimistic that revenues will increase from that category; jerseys are predicted to be flat;
- Revenue to players and PLAYERS INC from the NFL Sponsorship Agreement are expected to increase again in FY '06, as the NFL pursues opportunities in new categories;
- We will work with the NFL to improve our presence on NFL.com which should
 increase traffic on NFLPlayers.com; we will conduct focus groups to provide us
 with constructive feedback on our website and utilize such information to make
 necessary improvements;
- We will continue to pursue "New Business" to generate additional paid player opportunities, as well as additional revenue to PLAYERS INC through commissions.

Since PLAYERS INC's inception:

- \$277.3 million has been generated for players through the equal share royalty pool and from other payments by PLAYERS INC, its licensees and sponsors;
- \$123.8 million has been paid to the NFLPA by PLAYERS INC and its licensees
- \$89.2 million in PLAYERS INC operating expenses represents the cost of generating \$490.3 million (or 18.2% of total)

Some time in the first half of FY'06, PLAYERS INC will cross the half billion dollar mark in revenue generated since its inception.

PLAYERS INC's success is not only the result of the efforts of a talented and professional staff. The players have embraced the concept of having their own marketing

company and have responded by cooperating when called upon and taking the responsibility seriously.

We are grateful for the continued support we receive from the NFLPA Executive Committee and Board of Player Representatives.

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 o & 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 Quaker Oats/Gatorade Southwest Airlines Sirius Satellite Radio Tropicana

Publishing

Visa

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

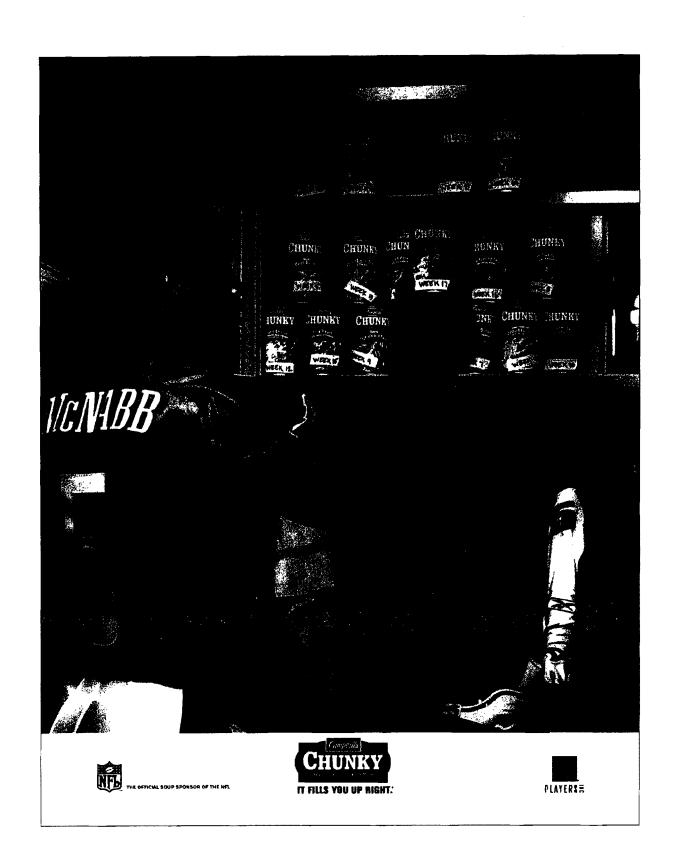
Video Games

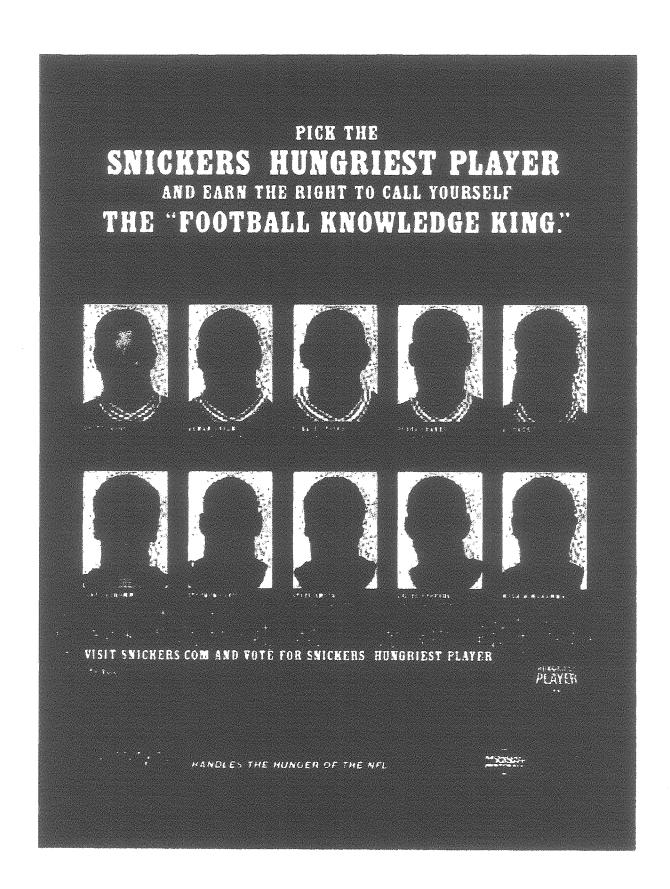
Atari Electronic Arts

Wireless & Interactive

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

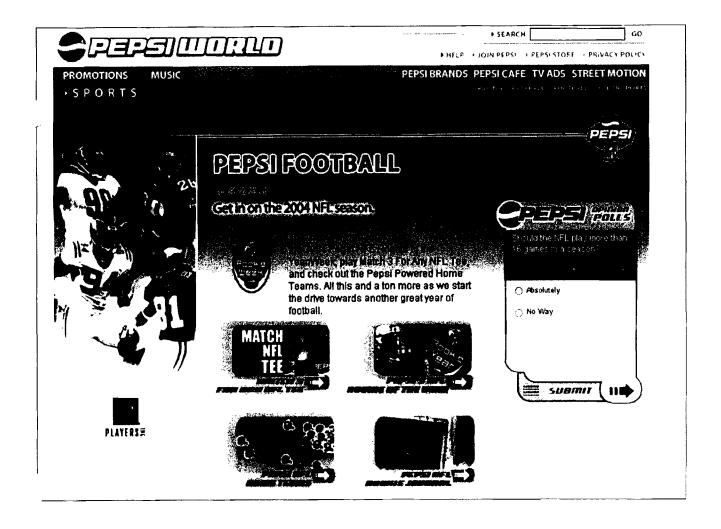
APPENDIX D Print Advertising/Point-of-Sale Samples

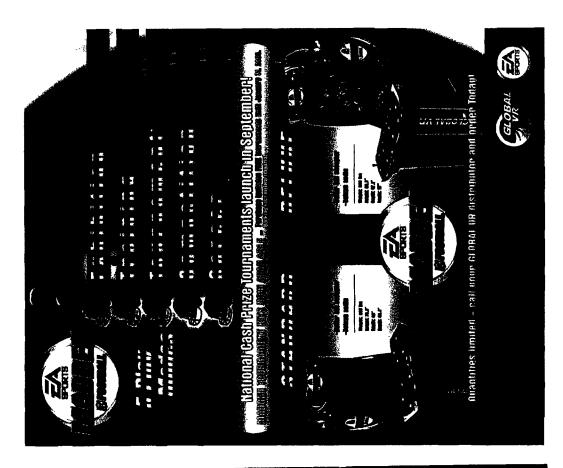






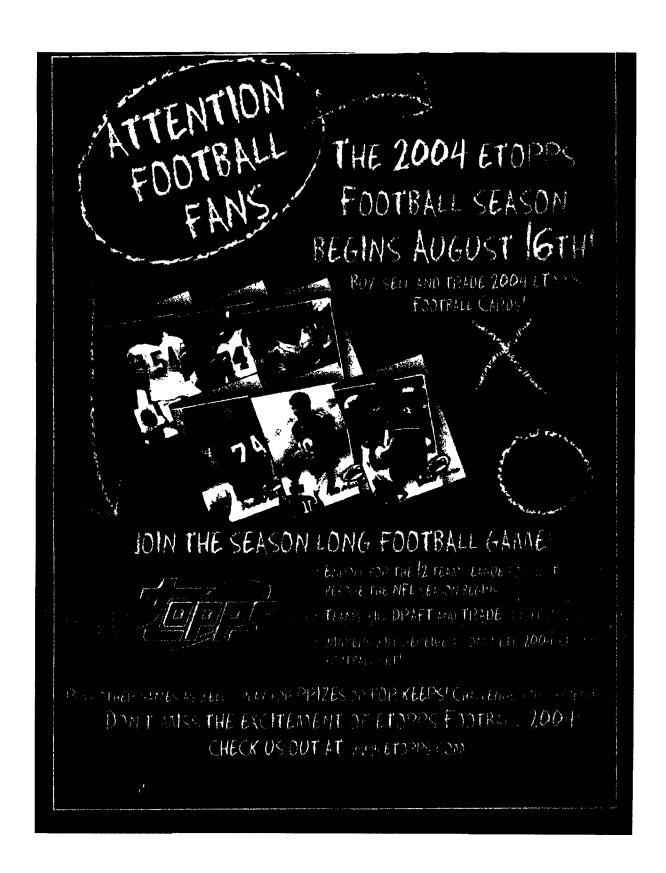


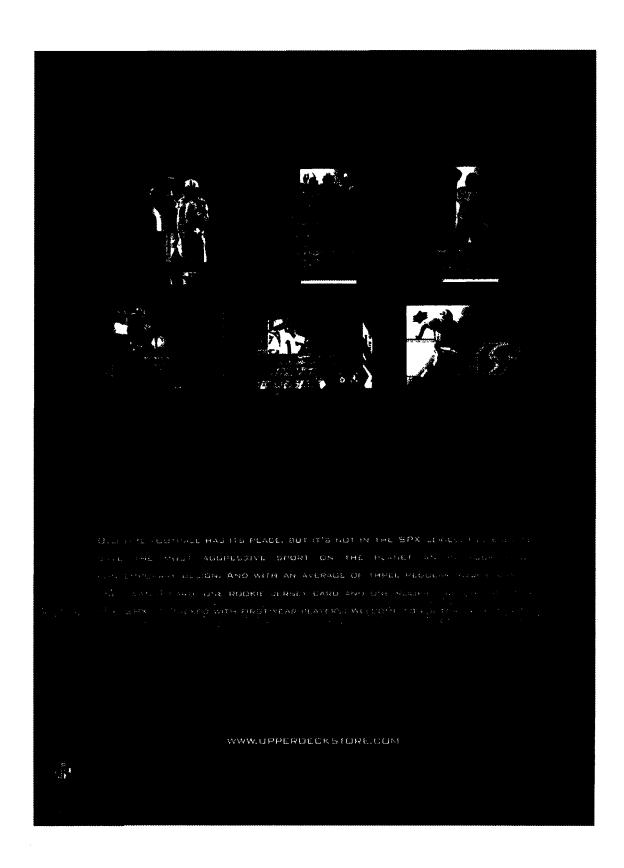


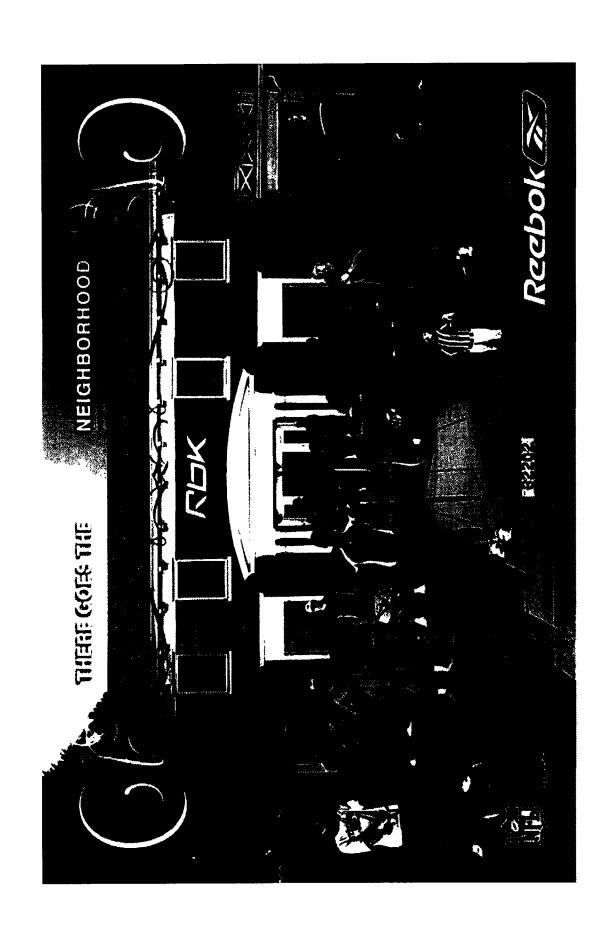












APPENDIX E Wheel of Fortune NFL Players Week Ratings

Wheel of Fortune's NFL WeekDelivered 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

Program	Total Viewers
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 - Weckend	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

Program	<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

Program	Total Viewers
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

Program	Total Viewers
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 Jolynn MacCarty, Administrative Assistant	202-496-2870 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/Recentionist	202-496-2860

Business Affairs

Joe Nahra, Staff Counsel	202-463-2240
Joe Nama, Stan Counser	202-403-2240

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

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

202-496-2861

202-496-2898

Pamela Adolph, Vice President, Apparel and Operations

Matt Holt, Administrative Assistant



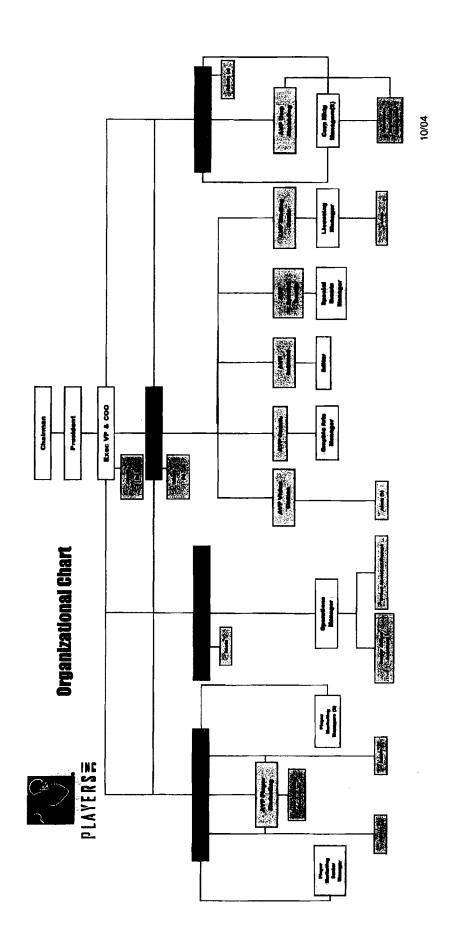
Corporate Marketing and Business Development

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



APPENDIX H Equal Share Royalty History

PLAYERS INC EQUAL SHARE ROYALTIES ACTIVE PLAYERS

Total \$ Paid Out	\$8,079,300	\$8,687,300	\$8,859,360	\$8,876,998	\$8,781,904	\$10,553,888	\$12,180,143	\$14,428,000	\$13,772,000	\$15,401,500
Total # Paid*	2087	1957	2158	2191	2155	2243	2339	2383	2230	2292
Amount of Check *	\$4,100	\$4,700	\$4,376	\$4,333	\$4,352	\$5,012	\$5,533	\$6,500	\$6,100	\$6,625
Season	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003
Year Paid	9/95	96/6	19/87	86/6	66/6	00/6	9/01	9/02	9/03	9/04

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

PLAYERS INC TOTAL PAYMENTS TO NFL PLAYERS

