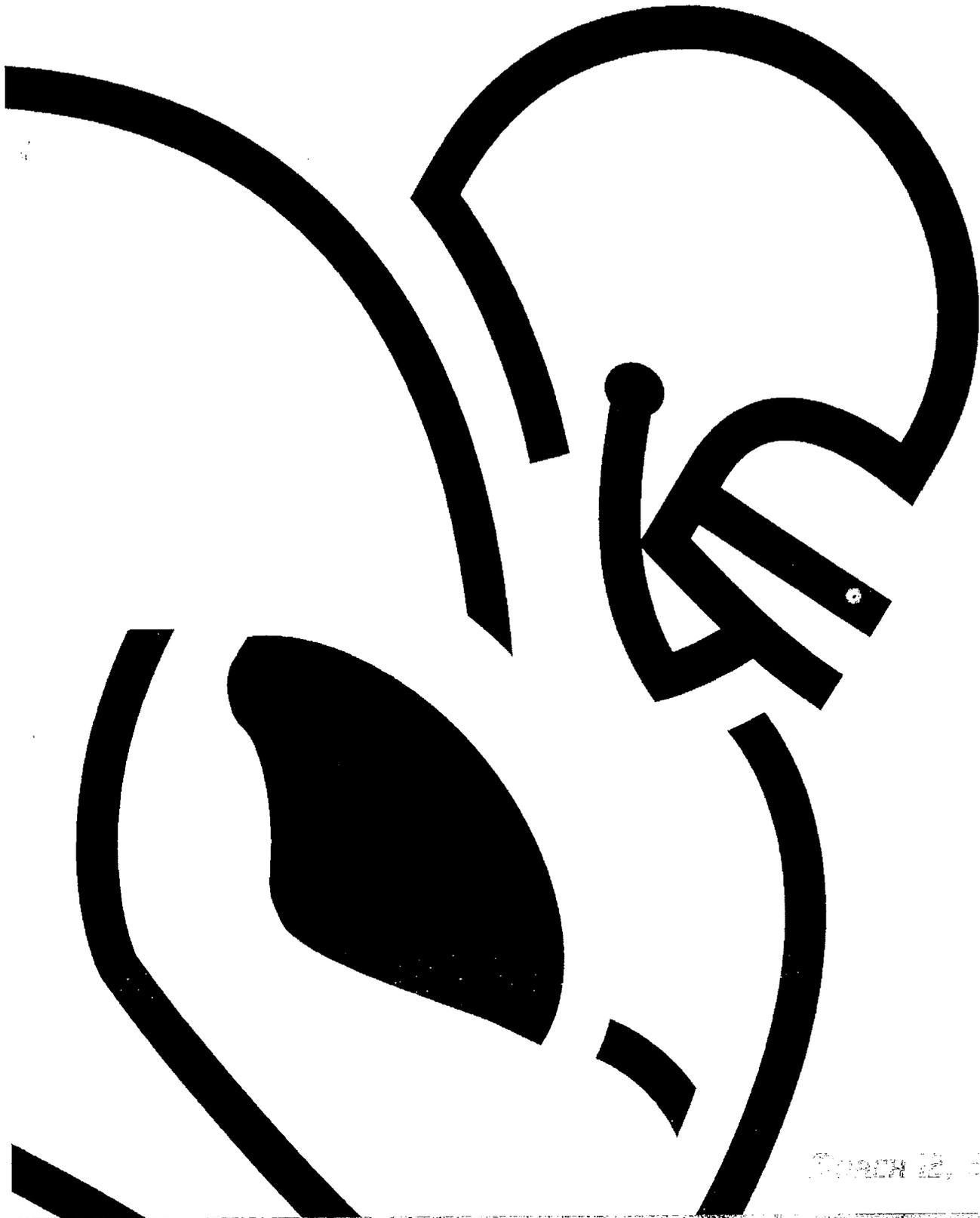


Exhibit U
to the
Declaration Of Ryan S. Hilbert In Support Of
Plaintiffs' Opposition To Defendants' Renewed
Motion For Judgment As A Matter Of Law



ANNUAL REVIEW

March 12, 2006

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
TRIAL EXHIBIT 1299
CASE NO. C07 0943 WHA
DATE ENTERED _____
BY _____
DEPUTY CLERK



PLAYERS

HIGHLY CONFIDENTIAL - ATTORNEYS EYES ONLY

PI140583

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OVERVIEW

“PLAYERS INC *means* NFL Players” has been a slogan that reinforces to the sports marketplace what this company means and what is its most valuable asset. It has been demonstrated year after year that the players are the game in this business. It has been become clear to our licensees and sponsors that utilizing NFL players on their products and in their campaigns delivers a return on their investment.

As you read this report, you will see once again that most of our marketplace predictions and revenue projections have been accurate. It is our responsibility to understand the marketplace, to be conservative, but to over-deliver to our business partners whenever possible to ensure their success. Because many areas of our business are constantly evolving to respond to consumer demand, we continue to aggressively seek new business opportunities to ensure diverse revenue streams.

While there is no crystal ball to predict the future, the constant factor that has contributed to the continued growth of PLAYERS INC has been the players and their overwhelming support. Research has shown that consumers view the players as an important factor when making decisions as to what products they purchase, that it matters to them that the “real” players are included in the product, and that the PLAYERS INC logo means that the product is authentic. As we enter our second decade, we will continue to position PLAYERS INC as the players’ brand in ways that ensure the maximum recognition and understanding of what it means – real passion, real personality, real players.

Following is a comparison of the projections in last year’s annual review to the actual results for FY’05:

1. **’05 PROJECTION:** With Reebok taking over non-jersey apparel, we are optimistic that revenues will increase from that category; jersey sales are predicted to be flat.

’06 RESULT: Royalties from the sales of non-jersey apparel more than doubled; royalties from jersey sales were flat.

2. **’05 PROJECTION:** Trading card revenue should remain stable; the initial reaction to new rookie class not positive.

’06 RESULT: In spite of a soft market and the bankruptcy of long-time licensee Fleer, royalties increased 4%.

3. **’05 PROJECTION:** 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.

'06 RESULT: Revenue increased 53% in the video game category. EA will launch a new game concept in FY'07 entitled NFL Head Coach.

4. **'05 PROJECTION:** Revenue to the players and PLAYERS INC from the NFL Sponsorship Agreement is expected to increase again in FY'06, as the NFL pursues opportunities in new categories.

'06 RESULT: Revenue from the NFL Sponsorship Agreement increased by 16%. Payments to players from participation in sponsor programs almost doubled.

5. **'05 PROJECTION:** 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.

'06 RESULT: As a result of a focus group conducted by Fullhouse Media, we redesigned the website to make it more user friendly. Traffic increased by an average 4% per month.

6. **'05 PROJECTION:** We will continue to pursue "New Business" to generate additional paid player opportunities, as well as additional revenue to PLAYERS INC through commissions.

'06 RESULT: While the number of paid opportunities decreased slightly, the total paid to players more than doubled. Commissions to PLAYERS INC were down.

SUMMARY OF REVENUE AND PAYMENTS

Licensing royalties received by PLAYERS INC and the NFLPA are distributed as follows: Three PLAYERS INC trading card licensees (Upper Deck, Fleer and Topps) had license agreements this past year for player rights directly with the NFLPA. Therefore, all their royalty payments were made to and retained by the NFLPA. These three companies also had service agreements with PLAYERS INC that govern all approvals and marketing activities. In addition, passive royalties from other PLAYERS INC trading card licensees and from EA Sports were added by PLAYERS INC to the royalties paid to the NFLPA to ensure that the NFLPA would receive 40% of appropriate licensing revenue, in accordance with the License Agreement between the NFLPA and PLAYERS INC. The royalties paid to the NFLPA by its three trading card licensees and by PLAYERS INC provided the NFLPA the opportunity to rebate dues to players. All other non-premium licensing royalties paid to PLAYERS INC, including sponsorship fees and internet fees from the NFL, are included in the calculation of the equal share royalty pool, split by eligible active players and equal to 37% of the same revenue from which the NFLPA receives an amount equal to a 40% share. An amount equal to the remainder of such revenue, or 23%, is retained by PLAYERS INC to operate, promote, and build its business (and some of this 23% is paid to players for appearances, etc., to promote the PLAYERS INC brand).

Total revenue generated by PLAYERS INC was \$106.4 million. The sources of the royalties and other revenue are as follows:

Revenue received by PLAYERS INC for all licensing and sponsorship of PLAYERS INC properties was \$46.4 million. Additionally, as a result of the NFL Sponsorship and Internet Agreements, PLAYERS INC received a total of \$23.4 million in FY'06; \$20.4 million from the Sponsorship Agreement and \$3 million from the Internet Agreement. Of the \$20.4 million from the Sponsorship Agreement, an allocation of at least 25% or \$5.1 million was earmarked for players who participated in programs with NFL sponsors. Above this guaranteed minimum, an additional \$3.3 was generated for players who participated in NFL sponsor programs. Therefore, in FY'06 a total of \$8.4 million was generated in player payments under the NFL Sponsorship Agreement as described above.

A total of \$34.8 million was received by PLAYERS INC and paid to specific players for premium royalties, appearances, autographs and highlight fees, including a majority of the allocation from the NFL sponsorship deal. A total of \$835,000 was paid to individual players by NFL sponsors for photo shoots and residual payments. In addition, \$155,000 was paid to individual players by licensees and sponsors, \$149,000 in payments in the form of merchandise to players by licensees and sponsors, and \$508,000 in payments generated to designated player charities by licensees and sponsors.

A record total of \$36.6 million in unshared payments to players was made by PLAYERS INC, licensees and sponsors compared to \$32.7 million in FY'05. The list of different players who received those payments included 1,036 active (an average of 32 players per team) and 421 retired players. The list is included with this report.

RETAIL LICENSING CATEGORY HIGHLIGHTS

Apparel, Posters, Calendars & Photography Apparel

Overview On January 31, 2005 Adidas completed its acquisition of Reebok. Adidas is a global leader in the sporting goods industry, and this new alliance is expected to strengthen and expand the NFL brand, NFL Players and PLAYERS INC. The focus of this new alliance will be performance, innovation and service to both retailers and teams. They will operate on the principle that the NFL and its players are among the company's most valuable assets. The assignment to Adidas of the license agreement between Reebok and PLAYERS INC is subject to approval by PLAYERS INC. The assignment to Adidas of the license agreement between Reebok and the NFL is subject to NFL approval.

As predicted, FY'06 experienced an overall leveling off of sales for Reebok. Jerseys continue to drive the category, and *premium royalties paid to players* from jersey sales were \$10.9 million compared to \$10.8 million last year. An additional \$272,000 in premium royalties were paid to players for non-jersey apparel, up 20% from last year. PLAYERS INC also received \$227,000 in royalties from turf shoes, blank jerseys and a percentage of non-jersey apparel royalties.

Included in the above premium royalty calculation for jersey sales is approximately \$647,000 paid to retired players. There are currently 71 retired players in the program, and as it matures, we anticipate signing additional players.

Reebok has expanded its use of NFL players in advertising and promotion, including in-store merchandising programs for Champs and Footlocker. Reebok has not only integrated the PLAYERS INC logo onto on-field apparel, but they acquired advertising and product placement in stadiums, video games (EA's Madden) and in marketing materials as diverse as player cut-outs for retail point of sale and mass fliers at Super Bowl and the NFL Experience.

Following is a summary of premium royalties to players and royalties to PLAYERS INC in the apparel category:

<u>COMPANY</u>	<u>PRODUCT</u>	<u>PREMIUM ROYALTIES PAID TO PLAYERS</u>	<u>ROYALTIES PAID TO PLAYERS INC</u>
Reebok	Jerseys (active & retired)	\$10,394,840.00	\$3,341,368.00
Reebok	Blank Jerseys	\$0	\$106,797
Dallas Cowboys	Jerseys	\$469,067	\$156,356
Exclusive Pro Sport	Custom Jerseys	\$19,780	\$9,890
Ripon Athletic	Custom Jerseys	\$2,109	\$1,055
Footlocker.com	Custom Jerseys	\$10,081	\$3,360
Stahl's Hotronix	Custom Jerseys	\$4,436	\$2,218
	Jersey Total	\$10,900,312.96	\$3,621,044.09
Reebok	Turf Shoes	\$0	\$136,287
Reebok	Non-Jersey Apparel	\$234,460	\$78,153
Reebok	Headwear	\$37,580	\$12,365
	Non-Jersey Total	\$272,040.00	\$226,805.00
	Total Premium Royalties	\$11,172,352.96	
	Total to PLAYERS INC		\$3,847,849.09

Player Marketing

Reebok also continues to sign individual athletes to varying levels of shoe deals, in accordance with the license agreement with PLAYERS INC. In FY'05 they paid 588 active players a combination of cash and product worth \$7.5 million.

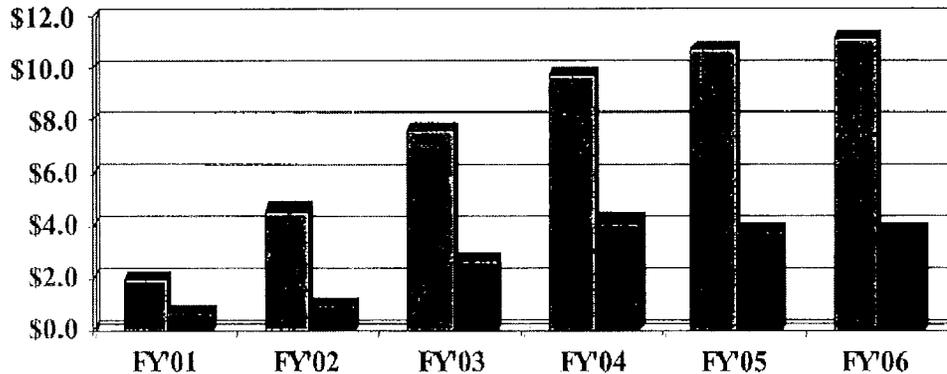
Reebok also contracted with the following retired players for use of image, autograph, or media deals: Dick Butkus, Randall Cunningham, Harold Carmichael, Karl Mecklenburg, Joe Theismann, Lee Roy Selmon, William Perry, Jack Ham, and Joe Greene. These deals totaled \$91,000.

FY'07 Projections

Reebok's FY'07 royalties are projected to increase to approximately \$15.2 million.

Vanity Fair Imagewear (VF) came on board late in the year to do women's player apparel for mid and mass distribution. They are already booking sales for FY'07, and they predict a minimum of \$30,000 in premium royalties. That number will continue to increase as they acquire more retail placement, especially in Walmart.

Apparel Royalty Revenue (In Millions)



<p>■ Premium Royalties</p> <p>FY'01 - \$2.0</p> <p>FY'02 - \$4.6</p> <p>FY'03 - \$7.7</p> <p>FY'04 - \$9.8</p> <p>FY'05 - \$10.8</p> <p>FY'06 - \$11.2</p>	<p>■ Royalties Retained by PLAYERS INC</p> <p>FY'01 - \$706,302</p> <p>FY'02 - \$1.1</p> <p>FY'03 - \$2.7</p> <p>FY'04 - \$4.2</p> <p>FY'05 - \$3.8</p> <p>FY'06 - \$3.8</p>
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Posters, Calendars & Photography

Overview The big news in this category in 2005 was Fathead. These life-size wall appliques hit the market in August, and they have been received well. MSN.com even named Fathead the number one Valentine's Day gift for men. Fathead has been very aggressive in their advertising and promotion. In FY'06, they featured Ben Roethlisberger, Torry Holt and Chad Johnson in their ad campaign.

In their inaugural year, Fathead sold only direct-to-consumer, not through traditional retailers, and generated \$108,164 in premium royalties to players and \$36,000 to PLAYERS INC. They also included retired players in the line and paid a total of \$155,000 in guaranteed royalties for those players. The Fathead phenomenon has stirred the interests of other companies to consider similar products.

John F. Turner continues to be our single calendar licensee. They have traditionally done team calendars but are now expanding into notebooks and folders featuring individual players. They generated \$10,800 in premium royalties paid to players from this new product in FY'06, and we expect to see that number increase as they create new player product to compliment team calendars. John F. Turner also generated \$219,000 in royalties for PLAYERS INC.

Trends International remains our single poster licensee. Royalties were up from FY'05 to \$118,000, approximately \$50,000 of which were premium royalties paid to players. Royalties in FY'06 were much higher than predicted due to very strong Super Bowl sales, as Pittsburgh is a top market.

**Player
Marketing**

This category generated \$98,750 in player payments this year for TV commercials, highlighting and appearances for Fatheads and Footlocker.com.

**FY'07
Projections**

Conservative projections in these small categories for FY'07 are approximately \$100,000.

The two largest business to business NFL image providers are Getty Images and Wire Images. Getty is now on board as a licensee, and we are working with Wire Images to finalize their deal. Along with providing images for editorial use, these companies are the vehicles through which licensees and sponsors acquire player imagery for their products and promotions. Additionally, Getty posts images from PLAYERS INC events on their website, providing editorial access worldwide.

We are working with several new licensees for the 2006 season. Upper Class Collectibles represents sports artist Bill Lopa, whose original paintings will be the basis of a limited edition line of lithographs and other media. Boelter Brands will produce high-end glassware, including mugs and metal buckets. We are also talking to a small company, Gamewear, producers of player novelty bracelets.

RETAIL LICENSING CATEGORY HIGHLIGHTS

Interactive and Multimedia

Overview The Multimedia and Interactive category includes computer video games, board games, wireless, fantasy football and vignettes. Royalties to PLAYERS INC from this category totaled \$25.2 million in FY'06, up from \$18.6 million in FY'05. An exclusive relationship with Electronic Arts, makers of the highly successful Madden franchise played a major role in this year's phenomenal success. Royalties from board games totaled \$129,892, up from \$85,000 last year. Royalty revenue from fantasy football increased 125%, yet another record year for the category. Wireless, which is our newest category, showed a decline in royalties to \$300,000 from \$350,000. Lastly, PLAYERS INC received \$112,000 in payments from the NFL for the inclusion of players in action footage in broadcast partners' vignettes.

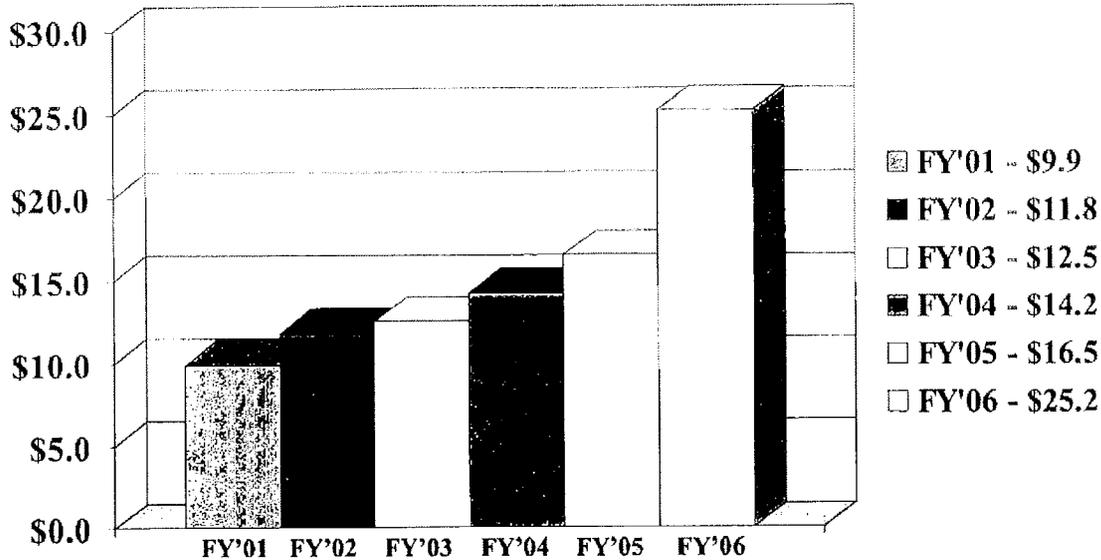
Video and Computer Games

Summary This season marks the first complete year of the exclusive relationship between PLAYERS INC and EA Sports. The Madden franchise consistently ranks in the top 10 overall in the video game market, and it is now the only football game in town. The 5-year deal is the largest in the history of professional sports associations. EA also negotiated a separate, exclusive, 5-year deal with the NFL for the use of team logos and stadium rights within the game. Both agreements are exclusive for action simulation, arcade-style, manager games, handheld game devices and consoles. This exclusive relationship helps to maximize the value of NFL players through EA's continued commitment to bring fans closer to the game, which EA has consistently done for more than a decade by producing the most authentic football games. EA sold approximately 8.7 million units of PLAYERS INC licensed product in FY'06 compared to 8 million in FY'05. EA's current roster of NFL related product includes both the Madden and Street franchises.

While EA's did not exceed their \$25 million dollar guarantee, total royalty revenue earned from game sales against the guarantee was \$24,289,000. This was due in part to an increase in the number of units sold, but mostly as a result of an increase in EA's royalty rate from 5% to 8.5% in the first year of the new exclusive license agreement.

Backyard Football, developed by Humongous, formally Atari, is a popular title targeting kids ages 6-11, 250,000 units were sold, generating royalties of \$244,000. Backyard is the only other company producing PLAYERS INC licensed video games because of an exclusion in EA's license for kids games.

Video and Computer Games Royalty Revenue (In Millions)



Player Marketing

Paid opportunities from EA Sports were generated for 61 players, up from 42 last year. Donovan McNabb, Philadelphia, was the cover athlete for Madden NFL 2006 and was featured in a national TV commercial which also featured Chris Hope and James Farrior of Pittsburgh. Former players Marcus Allen, Desmond Howard, and Herschel Walker were featured on the packaging of EA's NCAA College Football 2006 game.

Eleven players made appearances at the Madden NFL '06 Preview Party.

Another new EA property that generated paid opportunities and exposure for players was a TV series on ESPN called Madden Nation which featured 13 players.

We also facilitated a cover/endorsement deal for Atari for their youth targeted Backyard Football 2006 game with Daunte Culpepper.

A total of \$615,000 in player marketing opportunities were generated in this category.

Promotions

MADDEN NFL 06 PREVIEW PARTY

The inaugural EA SPORTS/PLAYERS INC MADDEN NFL 06 PLAYERS PREVIEW EVENT was held at the ESPN Zone in Times Square, New York City on June 28, 2005.

PLAYERS INC provided 11 high profile players to help EA garner media attention for the launch of Madden NFL 06. Donovan McNabb, Michael Strahan, Tony Gonzalez, and Daunte Culpepper were a few of the players who attended. This event gave players and the media a chance to check out the game two months prior to the official release.

MADDEN BOWL 2006

The 12th annual Madden Bowl Party was held in Detroit during Super Bowl week. PLAYERS INC provided 20 NFL players for the event, 8 of which participated in the famed 8-man tournament. This year's winner was tight end Alex Smith of the Tampa Bay Buccaneers. He beat out a solid field of competitors that included Chad Johnson, Willis McGahee, and Edgerrin James. Also in attendance at the party were Barry Sanders, Shaun Alexander, Reggie Bush, and Clinton Portis.

BACKYARD FOOTBALL KIDS CHOICE AWARDS

Backyard Football partnered with NFL Players KidsZone to promote a Pro Bowl Sweepstakes and the "Backyard Kid's Choice Awards." Kids could go on-line to select their favorite players; each participant was entered to win a free trip to the Pro Bowl. The Kids Choice Winner was Peyton Manning.

FY'07

Projections

Projections for the category in FY '07 are \$26,000,000 in royalties plus an additional \$1,400,000 in marketing support for player programs and PLAYERS INC. Projected units for FY'07 are a conservative 6.5 million units for Madden '07. As with any year when the console market is in transition, sales will tend to drop or remain flat. In 2006, Sony is expected to release the Playstation 3, and Nintendo will release the Revolution console. If previous trends remain true, sales will once again pick-up in 2007, the year after the transition.

EA has two new products slated for release in 2007 -- NFL Head Coach and NFL Street 3. Head Coach is a new product that will focus on the business side of football and the strategy side of the game. The product will launch in June of '06, and EA projects conservative sales of 400,000 units at launch.

NFL Street returns this year with the 3rd edition, Street3, the product returns with an edgier arcade look and feel. The product will once again feature 7 on 7 game play with options for selecting different street environments. The product will launch in October on PS2 and PSP.

Wireless

Summary

This category included two licensees, THQ Wireless and JAMDAT Mobile, each of which launched player assets, including football games, player ring tones and player wallpapers available via cell phones and handheld devices. The category generated approximately \$300,000 in guaranteed royalty payments. Neither company generated royalties beyond the guarantees.

Player Marketing

Payments to players in this category were down from last year as THQ did not add any new player ringtones to supplement the approximately 25 they did last year. THQ did, however, do a satellite media tour with Michael Strahan, New York Giants, to promote their product.

JAMDAT did cover deals with Jake Delhomme, Carolina, and Marvin Harrison, Indianapolis for their two licensed games, NFL Quarterback Showdown and JAMDAT Sports NFL 2006, respectively.

Payments totaling \$60,000 in appearance and highlight fees were made to players in this category.

Promotions

THQ/SPRINT "SPRINT TO DRAFT DAY"

A press conference was held during Super Bowl week to launch THQ and Sprint's "Sprint to Draft Day" promotion featuring Heisman trophy winner Matt Leinart. The eight-week text-to-win sweepstakes will award one lucky fan the opportunity to spend Draft Day with Matt Leinart at the NFL Draft in April.

FY'07 Projections

This category is still in its infancy. New technologies continue to emerge, and the major players continue to change. For example, in recent months Electronic Arts purchased JAMDAT Mobile, and it is still unclear how this acquisition will affect the category. However, it is clear that wireless is likely to be a major platform for all types of player content, including NFL game footage. We will continue to monitor this category to ensure that the rights to player content are secured through PLAYERS INC. We expect steady growth, and we are conservatively projecting royalties at \$400,000 for FY'07.

Fantasy Football

Overview

A comprehensive research study commissioned by PLAYERS INC and performed by Com Score Media revealed that over 10 million unique users played fantasy football this year. This year royalties exceeded \$3.6 million dollars, up over 125% from last year's \$1.6 million. The fantasy football category experienced growth as more users signed-up to play with licensed companies. Approximately 8 million unique users signed up for PLAYERS INC licensed games in 2006 (up from 6 million last year). Currently, PLAYERS INC has 16 fantasy football licensees (up from 12 last year) including: AOL, Yahoo, ESPN, NFL.com, FOX Sports and Sportsline.

In November, PLAYERS INC partnered with the Sports Business Journal as title sponsor of the Sports Media and Technology conference. One of the most well attended segments of the conference was the Fantasy Sports track which featured many of our existing licensees and new media experts, all validating fantasy as a significant business segment for attracting and retaining a solid customer base. As new media technology evolves, fantasy content will continue to be a growing traffic driver for these platforms.

McDonalds, Visa, GMC and Goodyear all partnered with fantasy licensees as promotional partners for fantasy driven programs. We expect more and more Fortune 500 companies to capitalize on fantasy football's value in the coming years.

For the second consecutive year Yahoo featured a national kick-off fantasy media blitz called "Draft Me Day." The program featured players Peyton Manning, Eli Manning, and Jay Feeley.

Player Marketing

Yahoo! was the most active in this category, generating \$140,000 in payments to players. They staged a kickoff event in New York City in July that featured player appearances with Jay Feely, Eli Manning, and Amani Toomer of the New York Giants, and Peyton Manning, Indianapolis. Peyton Manning also participated in a Satellite Media Tour for them. Fanball and Head2Head Sports also did player appearances.

This category generated \$160,000 in player marketing opportunities, up from \$60,000 last year.

Fantasy Football Research

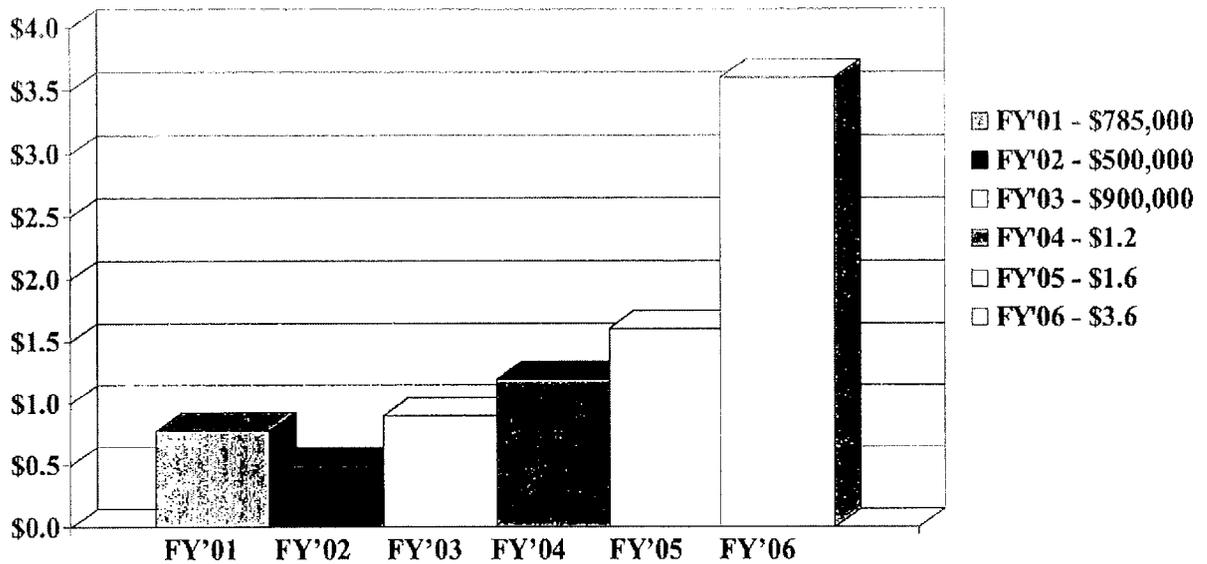
The fantasy football industry has undergone some dramatic changes over the past few years, including a big shift from a paid game/subscription supported business model to a free game/advertiser supported business model. Additionally, the major fantasy providers have begun extending their activities by developing fantasy football TV specials, magazines, wireless applications and other products.

As a result of these changing dynamics, PLAYERS INC determined that it was important to get a current assessment of the fantasy football market, its players and advertisers. To achieve that goal, we hired Chris Russo, formerly the Senior Vice President of New Media at the NFL, and the Copernicus Research firm, to study the industry in order to give us a more comprehensive understanding of the fantasy football market and to identify potential opportunities. More specifically, the research will give us a better understanding of the behavior of fantasy players, explain the underlying reasons or motivations for fantasy game choice, measure the current awareness and perceptions of games and content providers, estimate the benefit of fantasy game advertising for advertisers and sponsors and assess the new emerging fantasy football products and applications. The research results should be completed by early April 2006 and we plan to use the findings to aid us in our continued development of the fantasy football category.

**FY'07
Projections**

Fantasy Football licenses that expire this year will receive a one year extension as we evaluate trends to formulate new strategies for the fantasy category. We are projecting royalties to rise a conservative 25% to \$4.1 million in FY'07 fantasy category.

Fantasy Football Royalty Revenue
(In Millions)



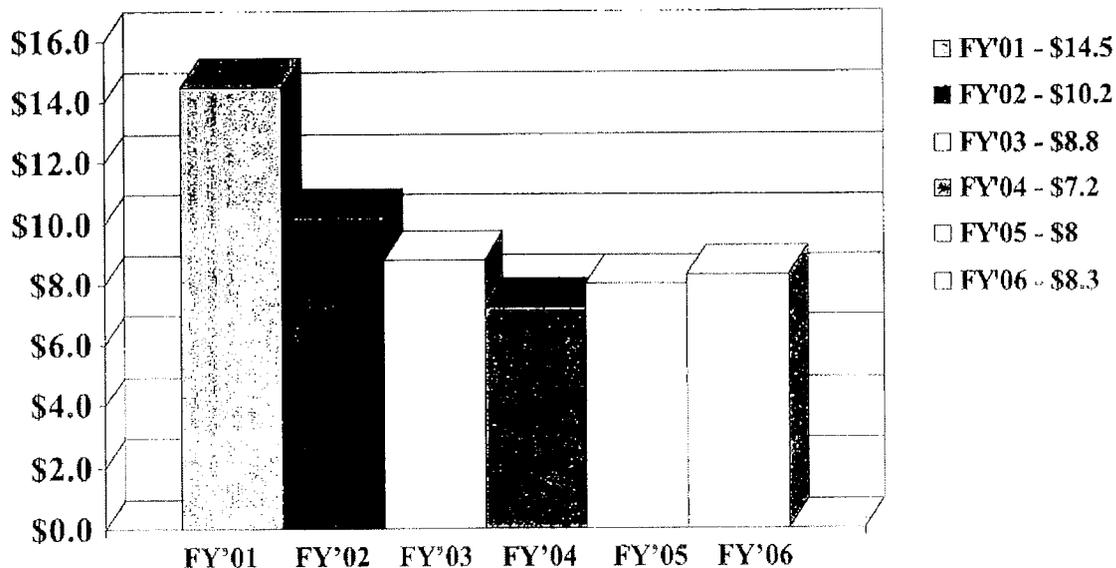
RETAIL LICENSING CATEGORY HIGHLIGHTS

Trading Cards and Collectibles Trading Cards

Overview Despite a “soft” rookie class, the loss of Fleer, a long time licensee, less product releases, and despite dramatic changes in the baseball trading card marketplace, royalties increased in FY’06 by 4%. This year, royalties earned from trading cards was \$8.3 million. Ben Roethlisberger cards remain very strong and continue to drive sales. Rookies that had an impact this year were Carnell Williams, Alex Smith, Braylon Edwards, and Ronnie Brown. Their impact was largely felt in the early summer releases that capitalized on their status as top draft picks.

The challenge of acquiring autographs in a timely manner for product launches (i.e. pack-out) will always be an important issue. Thanks to additional staff resources, assistance from player reps and regional directors, as well as improved communication with card companies, the average autograph “pack-out” rate across all companies was 95%, up from 86% last year.

Trading Card Royalty Revenue (In Millions)



Player

Marketing

The total number of autographs confirmed by four trading card licensees, Press Pass, Playoff, Topps and Upper Deck increased by approximately 7.7% from 1.3 million to 1.4 million, despite the loss of Fleer. Payments to players for autographs, appearances and highlight deals increased from \$11.5 to \$11.6 million.

Promotions

OFFICIALLY AUTHORIZED NFL HOBBY SHOP PROGRAM

The Officially Authorized NFL Hobby Shop program is a partnership between PLAYERS INC and the NFL. The purpose of this program is to drive traffic into hobby stores and enhance sales of NFL player trading cards. Currently we have over 1500 participating stores. The flagship of the program is the NFL Player of the Day promotion. In FY'05 the Officially Authorized NFL Hobby Shop Program was again awarded the prestigious "Best Licensor Program" award by Krause Publication. This award is voted on by hobby retailers and reflects the high level of success the program has had in the industry. The program has been nominated again for the "Best Licensor Program" award in FY'06.

NFL PLAYER OF THE DAY

Indicative of its popularity and achievement, the NFL Player of the Day promotion experienced success in its fifth year, in spite of a slight decrease in the number of participating hobby stores. Of the 631 stores that participated, 92% of the stores reported increased sales of NFL trading cards during the promotion, and 48% stated that the promotion directly helped sell an additional 250 packs or more. Ninety-nine percent of shops are interested in participating in the program again. To participate in the promotion, consumers had to purchase at least one pack of licensed 2005 NFL player trading cards. Prizes included trading card packs, bobbleheads, McFarlane figurines, footballs, t-shirts and caps. Along with daily, weekly, and monthly winners there was also a grand-prize winner. This year's grand-prize winner won the opportunity to spend the day with Tampa Bay Buccaneers quarterback, Chris Simms.

STAY COOL IN SCHOOL

For the second year in a row and in collaboration with the NFL and YMI (Young Minds Inspired), we launched Stay Cool in School as a nationwide program in which educational tools were provided to over 30,000 schools. The program utilizes NFL player trading cards to support teaching topics in mathematics, geography, and language arts. Targeting 4th and 5th graders, the program's goal is to encourage learning by bringing interactive and exciting tools into the students' classroom and home. This program is viewed by our licensees as a great way to put trading cards in the hands of our targeted demographic, kids. In its second year as a national program, the Stay Cool in School program reached over 2 million students.

Based on surveys conducted by YMI; 90% of participating teachers rated the program to be excellent or above average. 100% of participating teachers stated that they felt trading cards enhanced or will enhance student learning. 62% of participating teachers stated that students in their class showed great interest in football cards, with many wanting to

collect them. Finally, 100% of all participating teachers would like to participate in Stay Cool in School next year.

Our three trading card licensees continued their support of the program by donating packs of football trading cards. Similar to past years, the Stay Cool in School program culminated with in-school appearances in the Super Bowl host city, Detroit. Thirty players made appearances at 11 Detroit schools.

FY'07

Projections

In FY'07, we will continue to closely monitor the category. Due to a very strong rookie class, which includes Reggie Bush, Matt Leinart, and Vince Young, we are optimistic that NFL player trading card sales will be strong. We are conservatively projecting a 10% increase in royalties for FY'07.

Collectibles

Overview

Our royalties in the collectible category dropped from \$2.69 million in FY'05 to \$2.37 million in FY'06. The decline is attributed to a decrease in distribution of McFarlane figurines due to issues at retail pertaining to shelf space and product size. Premium royalties paid to players from the K2 Licensing, Photo File and Team Beans programs were \$73,000. Even with their decrease in royalties McFarlane is still our largest collectibles licensee. It is expected that FY'07 will be a recovery year for McFarlane. Their figurine product has set the standard for creativity and quality. Their NFL player products are their strongest line. This year they featured 17 active players and 6 retired players. New players included Kevin Mawae, Willie Roaf, Corey Dillon, Willis McGahee, Barry Sanders, Johnny Unitas, and Barry Sanders.

Activa Consumer Promotions, which launched 12 continuity newspaper programs/promotions, was again the hottest trend in collectibles. These programs centered on a prestigious team collectible which is sold in a series of units at retail with the purchase of a newspaper. In addition, a free album was given away through the newspaper to house each collection. Activa worked with teams, leagues, players and a newspaper partner to strategically build an extensive marketing and distribution campaign. Television, radio, newspaper and web advertisements created hot market hype and energy for the team and the player collectible. Their programs featured almost 250 different players across several different products, including medallions, pins, and stickers.

Player

Marketing

Highlight deals were facilitated with licensees Activa, McFarlane, Team Beans, Danbury Mint, Dream Media Ventures, and K2 for active and retired players totaling \$351,000.

Promotions

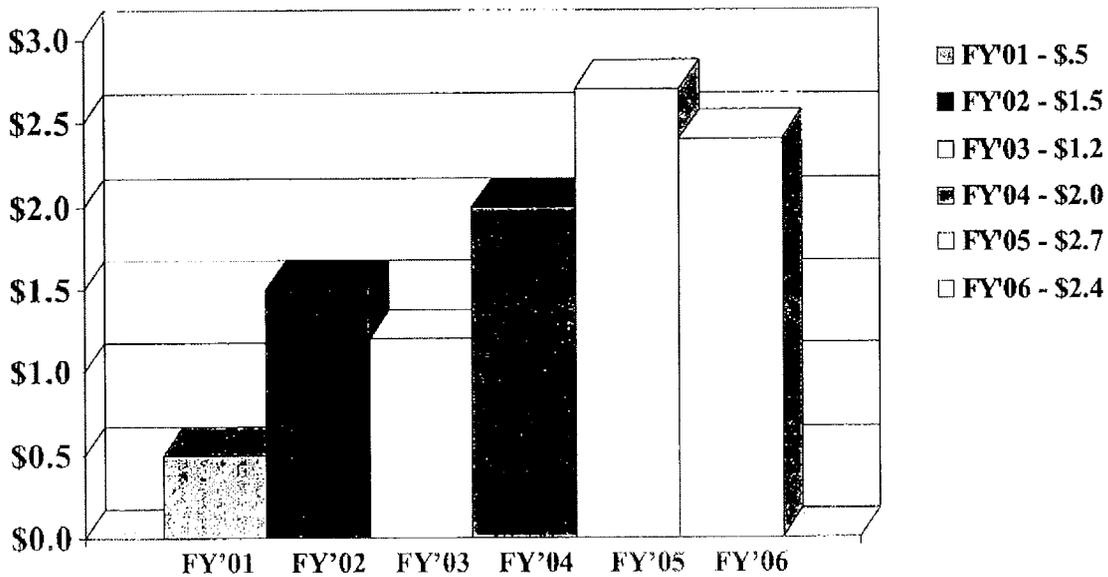
Several of our collectible licensees participated in website initiatives. Activa, Upper Deck, and Topps all featured a banner on

www.nflplayers.com during the NFL season. Additionally, Pro Specialties Group activated appearances at Modell's in the New England market to support the launch of their Gridiron Gladiator product. Next year we plan to activate more player appearances at retail and industry conferences in order to promote collectible NFL player products.

**FY'07
Projections**

The first quarter of FY'07 should be very strong due to the Pittsburgh Steelers Super Bowl victory. With that and a hot rookie class our collectible category should rebound in FY'07. Activa is projecting 14 programs in FY'07 which will feature 300 players. Additionally, we will continue to look for new licensees to manufacture high quality collectible products. We expect to see a 10% increase in collectible royalties in FY'07.

**Collectibles Royalty Revenue
(In Millions)**



NFL Sponsorship

Overview Under the NFL Sponsorship Agreement, PLAYERS INC's minimum guarantee payment from the NFL for FY'06 was \$9 million against a royalty of 12.5% of all sponsorship revenue. Due to the success of the NFL sponsor program, this year's payment to PLAYERS INC was \$20.4 million (up from \$17.6 million last year), 25% of which, or \$5.1 million, was the guaranteed minimum paid to players for their participation in NFL sponsor programs. Also, an additional \$3.3 million was funded by the NFL and paid by PLAYERS INC to players who participated in those programs, for a total of \$8.4 million (up from \$4.7 million last year).

Therefore, a total of 682 player marketing opportunities were generated by PLAYERS INC from 19 NFL sponsors totaling \$8.4 million for players, and the remainder, approximately \$15.3 million, was revenue to PLAYERS INC. A portion of that revenue will be included for the purpose of the calculation of the equal share player royalty pool.

It is clear NFL sponsors recognize the value in utilizing players in their programs. Each year since the beginning of the PLAYERS INC/NFL agreement in 2000, the number of players included in sponsor activations has increased annually, resulting in more payments, as well as positive exposure for the players and more revenues to PLAYERS INC.

In addition to the revenue generated by NFL sponsors, PLAYERS INC national exposure increased significantly through co-branding with sponsors. The PLAYERS INC logo was featured in 35 commercials this year, more than double from 2004. PLAYERS INC has been extensively featured in point-of-sale at mass, grocery, convenience, and quick service restaurants through sponsor partnerships.

Eighteen of a total 19 NFL sponsors utilized players in their marketing activations, including television commercials, point-of-sale materials, and appearances or in a combination of these promotional vehicles. All such player marketing opportunities were negotiated and facilitated by PLAYERS INC, either directly with players or through their agents. Highlights of NFL sponsors' usage of NFL players for FY'06 include:

BURGER KING

At the start of the 2005-06 NFL season, Burger King was named the Official Quick Service Restaurant of the NFL. Burger King kicked off their new sponsorship with the "NFL YOUR WAY" promotion which featured 9 NFL player images on point-of-sale and web marketing materials. Burger King also utilized 7 NFL players to appear at local Burger King restaurants in the Burger King Finger Football challenge. Jerome Bettis and Jeremy Shockey attended the national finals for the Finger Football program. Burger King also created 7 national commercials featuring game footage and the images of 18 NFL players. Burger King also sponsored PLAYERS INC LIVE at Super Bowl XL. As an extension of their fall Finger Football initiative, 25 players were featured in the Burger King Finger Football Challenge @ PLAYERS INC Live!

Player Marketing: 64 opportunities totaling \$303,750. (Includes \$101,000 in player appearances at PLAYERS INC LIVE!)

CADILLAC

For the fourth consecutive year, Cadillac was the sponsor of the Super Bowl and Pro Bowl MVP Award. At the beginning of the 2005-06 NFL season, General Motors completed their sponsorship renewal with the NFL and Cadillac has become more active with PLAYERS INC. For Super Bowl XL in Detroit, Cadillac provided PLAYERS INC with 45 brand new Cadillac DTS Sedans to be used for all NFL player transportation during Super Bowl week. Cadillac also provided 5 additional vehicles for PLAYERS INC staff usage. Cadillac also used former Super Bowl MVP's at their annual MVP press conference at Super Bowl. Terry Bradshaw, Bart Starr, Steve Young, Jim Plunkett, and Roger Staubach were all secured through PLAYERS INC. Cadillac also used retired Super Bowl MVP Troy Aikman for an appearance at the Pro Bowl.

Player Marketing: 6 opportunities totaling \$177,500.

CAMPBELL SOUP COMPANY

For the fourth year in a row, the Chunky Brand utilized Donovan McNabb, his mother Wilma McNabb and for the first time, his father Sam to endorse Chunky Soup. Again this year, Chunky filmed six commercials with 8 of Donovan's Eagles teammates which authenticated the realism of the action sequences in the commercial. The commercials featured the PLAYERS INC logo much more prominently than in years past.

Campbell Soup Company also utilized 8 other players for various internal meetings, autographs, and Super Bowl activities. Once again they held their annual "Tackling Hunger" Press Conference where they gave away one million cans of soup to charity, and included two players at the press conference to launch the program.

Player Marketing: 17 opportunities totaling \$549,900.

CANON

Canon has become more active in utilizing players to communicate their NFL sponsorship to consumers. They produced a point-of-sale piece that featured 5 players and was displayed in camera retail stores throughout the country. They also produced a Sunday insert that featured players as well. During Super Bowl weekend, Canon provided camera and photo printing equipment, staff and printing materials for PLAYERS INC LIVE!. In exchange for their participation, we provided one player appearance for them at the Punt Pass and Kick Clinic at the NFL Experience.

Player Marketing: 15 opportunities totaling \$81,000.

COORS

During the 2005 season, Coors partnered with PLAYERS INC and the Search Institute to create the MVPParents.com initiative. This program helps promote responsible parenting.

Coors enlisted the help of former players Marcus Allen, Troy Aikman, John Elway and Barry Sanders to be featured in a commercial spot where these players cheered on "Bob", a father who takes time to care and be a responsible parent to his children. This partnership was announced at the annual Coors Convention where they also hosted several players for appearances. During this year, Coors utilized more than double the number of players from last year.

Player Marketing: 24 opportunities totaling \$530,500.

DMI (DAIRY MANAGEMENT INCORPORATED)

In 2005, DMI centered their NFL sponsorship on promoting healthy and active lifestyles in school children by including three servings of dairy in their daily diet. They added 17 players as regional endorsers to their 13 from last year. Each of the endorsements utilized the players' images on a school poster distributed to over 300,000 schools and included school appearances. One player was featured throughout as their national 3-A-Day Dairy spokesperson.

DMI utilized 18 players for appearances during Super Bowl Week and 1 player during Pro Bowl Week.

Player Marketing: 48 opportunities totaling \$517,550.

FEDEX

The 2005 season marked the third year of the FedEx Air & Ground NFL Players of the Year awards. These awards recognize the game's outstanding running backs and quarterbacks. Each week of the season, three players were nominated at running back and three at quarterback. One from each position was chosen to be the FedEx Air or Ground NFL Player of the Week. Fans voted weekly at nfl.com for players based on performance, game statistics, and contributions to their team. The program culminated with a final fan vote to determine who would be the FedEx Air & Ground NFL Players of the Year. Finalists were Carson Palmer, Peyton Manning, Tom Brady, Shaun Alexander, Tiki Barber and LaDainian Tomlinson. The "air" winner was Carson Palmer, and the "ground" winner was Shaun Alexander. More than 1.5 million fans voted during the regular and post season.

FedEx also hosted 11 "Open House" events throughout the season. At each event, which was typically held at an NFL stadium, two NFL players spoke to audiences of more than 350 people, signed balls and took photographs with attendees. The events were held by FedEx for their top customers in each market and the company was able to showcase each business unit in a "trade-show" format. Although the number of players utilized was less this season, the spending on players increased by 68%.

Player Marketing: 57 opportunities totaling \$1,155,000.

FRITO-LAY

PLAYERS INC was able to convince Frito Lay that using real players instead of actors was paramount in leveraging their NFL partnership. This year, instead of using caricatures of actors with inactive player numbers, Frito Lay used live numbers for all of their in-store point of sale materials. Frito-Lay also executed a season-long internet promotion called "Get Your Smile On" that featured the smiles of 17 players on Frito.com.

Frito Lay also partnered with Subway to send fans to the Pro Bowl and utilized 4 players images online, in print and in store.

Lastly, Frito Lay utilized 6 player appearances at Super Bowl, both in store and for various corporate meet and greets.

Player Marketing: 36 opportunities totaling \$110,500.

GATORADE

During the 2005 season, Gatorade more than doubled the number of players utilized in their activation, resulting in a spending increase of over 1,000%. Eli Manning was secured as an endorser, and Rolando Cantu and 22 other players from the Arizona Cardinals were included in a television commercial. Rolando Cantu is the first Mexican citizen to make it to the NFL through the Mexican collegiate system instead of the NCAA. This commercial will air on Hispanic television in the coming months.

Gatorade also featured players in several general market commercials and print ads and hosted appearances this past season.

Player Marketing: 38 opportunities totaling \$476,500.

GMC/ HUMMER

As part of General Motors sponsorship renewal with the NFL, the GMC brand was slated to sponsor Monday Night Football and promote their brand during regular season telecasts. To support their efforts, GMC created a :90 commercial spot featuring over :60 of game footage. PLAYERS INC secured the image rights of 13 retired players for this national spot. GMC also partnered with ESPN to create the Sunday Stud promotion. GMC utilized 6 Pittsburgh Steeler offensive lineman in the national commercial spot.

As part of the General Motors sponsorship renewal with the NFL, the Hummer brand will sponsor the NFL Draft. Look for Hummer to generate several player marketing opportunities in FY'07.

Player Marketing: 19 opportunities totaling \$36,000.

IBM

IBM utilized 28 retired players to host chalk talks before several NFL games this past season. IBM also secured the image rights to Donovan McNabb for use in a national television commercial.

Player Marketing: 29 opportunities totaling \$81,000.

MOTOROLA

This season, Motorola conducted its first national NFL player themed promotion. This promotion, Game Changing Innovation, was a great tie-in to Motorola's innovation and also to the players who "innovated" the game with their playing techniques and skills. Fans were able to cast their votes from among 40 players listed on the website or they could be write in their own candidate. Voting took place online via www.motorola.com/nfl. This online execution garnered over 40 million media impressions.

As a part of this promotion, Motorola designed the MotoTruck that traveled to many NFL team cities during the season. With the mobile truck experience, fans/consumers were able to sample products from Motorola and also meet NFL players. Motorola's efforts to promote the Game Changing Innovation program gave them an audience increase of 475% at the MotoTruck which was an average of 1,100 consumers per game. They extended the promotion of the program to Radio Shack and held several events at different locations. NFL players made appearances at these locations as well.

Motorola presented the new RAZRWIRE phone to the players participating in the Pro Bowl Skills Challenge. The RAZRWIRE integrates a Motorola Bluetooth wireless headset into Oakley eyewear.

Motorola's use of players in their sponsor activation, as well as payments generated to players, almost doubled in FY'06.

Player Marketing: 109 opportunities totaling \$1,369,600.

NEWS AMERICA

News America utilized 5 player appearances totaling \$60,000 at their Super Bowl XL event in Detroit. News America increased their player spending by more than 50% in FY'06.

Player Marketing: 5 opportunities totaling \$60,000.

PEPSI

Pepsi continues to be one of the most active NFL sponsors utilizing NFL players to further their brand objectives. Authenticity was the name of the game for Pepsi as they decided in 2005 that Diet Pepsi would be their lead brand for the NFL.

Diet Pepsi began their year by sponsoring the NFL Players Rookie Premiere. The sponsorship included a campaign to select the Diet Pepsi Rookie of the Year. Pepsi obtained footage during the NFL Players Rookie Premiere of each participating rookie describing -- in a very lighthearted manner-- why they should be the Rookie of the Year. They used this footage for a television commercial that was shown throughout the season to garner votes for the Diet Pepsi Rookie of the Week. Pepsi created another version that was shown during the month of January to promote voting for the Diet Pepsi Rookie of the Year Finalists.

Pepsi developed a series of commercials in July featuring the drafting of the Diet Pepsi Machine. In these commercials they simulated the NFL Draft, an NFL practice and live game action, featuring 18 players during the commercials as teammates or opponents of the machine. This commercial was shown throughout the entire NFL Season.

Pepsi continued the use of several player images for their national, regional and retailer-specific in-store point of sale materials. Diet Pepsi sponsored an online fantasy football game that was administered at NFL.com. Pepsi also utilizes the services of sixteen (16) NFL players as endorsers on a regional level across the country.

Pepsi's Super Bowl activities included 29 player appearances and they had 1 player appear on their behalf at Pro Bowl.

Player Marketing: 111 opportunities totaling \$733,200.

PRILOSEC

Prilosec OTC came aboard last summer as a new NFL sponsor. Their national television ad campaign featured Brett Farve, and they utilized Carson Palmer in a photo shoot for an internal program. Prilosec plans to utilize additional players in future campaigns.

Player Marketing: 2 opportunities totaling \$205,000.

SAMSUNG

Samsung was new NFL Sponsor in 2005. Their main campaign was centered around 4 retired NFL players. In support of this campaign, they used 30 NFL player images in point-of-sale, print materials and a special internal DVD.

Samsung had two players make appearances on their behalf at the Super Bowl.

Player Marketing: 32 opportunities totaling \$23,000.

SNICKERS (MASTERFOODS)

This past season, the Snickers brand did not focus on the Hungriest Player of the Game promotion. Instead, they themed their promotion the "Snickers Hungriest Fan". With this change, they no longer focused on the players, but instead, they focused on the fans. However, they still generated increased player marketing opportunities, \$7,500 more this year, including appearances and highlight fees.

Player Marketing: 15 opportunities totaling \$339,500.

SOUTHWEST AIRLINES

Southwest utilized several players for appearances during Super Bowl Week in Detroit for their annual Sweepstakes winner's luncheon (Peyton Manning, Ray Lewis, Chad Johnson, Todd Heap and Tony Gonzalez attended). They also utilized several players at baggage claim at the Detroit Airport to help passengers who debarked a Southwest Airlines flight.

Player Marketing: 9 opportunities totaling \$100,000.

SPRINT

At the beginning of the 2005-06 NFL season, Sprint was named the Official Wireless Telecommunications Service provider of the NFL. In their first season, Sprint utilized ten (10) NFL Player images on national TV commercials, local print ads, outdoor advertising, and several web based marketing materials. Sprint also replaced departed sponsor Ameritrust as the title sponsor of the Pro Bowl Balloting and Pro Bowl Skills Challenge. Sprint was also very active using players at Super Bowl XL in Detroit. Sprint utilized 15 players for various public and private events Super Bowl week.

Player Marketing: 25 opportunities totaling \$334,000.

VISA

Visa was once again one of our most active partners. They produced two very popular television "Metaphors" commercials featuring Tom Brady and his offensive line.

Visa also utilized three players to endorse their services on regional levels with specific bank partners. Visa produced NFL Player Promotional Gift Cards that featured several players and were distributed during NFL Kickoff Weekend.

PLAYERS INC partnered with Visa on a program called "Practical Money Skills For Life" that sent 17 players to schools to help educate high school students on the importance of financial responsibility. This program took place in 15 markets and culminated with a press conference at Super Bowl.

Visa utilized 11 player appearances during Super Bowl week and one at Pro Bowl.

Player Marketing: 41 opportunities totaling \$1,140,300.

Other Partnerships

WHEEL OF FORTUNE

In 2005, we celebrated the 10th Anniversary of NFL Players Week. The corporate marketing department secured several prize packages for NFL Players Week on Wheel of

Fortune: nfl.com (\$4,000 shopping spree in the NFL shop), and Diet Pepsi (Party with a Player, \$4,500 value). Ten gift tags, valued at \$1,000 each, were secured from the following companies (some companies provided two): Reebok (two: gift certificates), DirecTV (two packages: equipment, system installation and NFL Sunday Ticket), Canon (two: Digital Rebel cameras), Upper Deck Authenticated (two: shopping sprees), Motorola (shopping spree) and American Tourister (luggage package). We also secured the following prize packages: Pro Bowl trip, trip to the NFL Rookie Premiere, trip to the NFL Players Gridiron Gala featuring the JB Awards and the super prize package, which featured a trip to the Super Bowl, memorabilia, Sirius Satellite Radio, a PSP and games and a \$1,000 Reebok gift certificate.

For the first time, we were able to secure prize puzzle packages. Each company that donated these packages committed to two packages; one for the contestant on the show and one for a viewer who had the opportunity to play online. Bloomingdales partnered with Le Parker Meridien in New York to provide a \$5,000 shopping spree with hotel accommodations. These prize packages were valued at \$8,055. VocationVacations and the Doubletree New York provided a VocationVacation holiday and hotel accommodations. These packages were valued at \$4,500. The total of all prizes secured by PLAYERS INC that week totaled approximately \$75,000.

NATIONAL PROMOTIONS

PLAYERS INC worked with Walt Disney World Resorts on their "What's Next" Super Bowl MVP campaign. The program included 11 players featured in a 60 second pre-game television commercial and outdoor projection displays in Detroit during the week of the Super Bowl. The program culminated with the traditional "What's Next" 30 second television ad featuring Super Bowl MVP Hines Ward and Jerome Bettis. This year marked the first time the PLAYERS INC logo was featured in a Super Bowl commercial. The logo was featured for 5 seconds in each of the 60 second spots and 3 seconds in the 30 second spots, an imputed value of \$1.2 million in free advertising.

REGIONAL PROMOTIONS

This past year, we licensed eight team/regional promotions up from 4 last year. The Cincinnati Bengals did a purchase with a purchase or individual purchase premium promotion. Three different tailgate jugs were distributed at Gold Star Chili restaurants in Greater Cincinnati/Dayton/Lexington region, each jug featuring one Cincinnati Bengals player. Tailgate jugs could also be purchased as an upgrade to a combo at Gold Star Chili or as a stand alone item. A total of 100,000 mugs were produced and PLAYERS INC received a \$22,500 promotional fee.

The Chicago Bears and Staples worked with us to secure the rights to use players on in-stadium advertising. We received \$5,000 for this execution. The San Diego Chargers and Carl's Jr. did a promotion where patrons of Carl's Jr. restaurants received a free team schedule poster with the purchase of any combo meal. 250,000 posters were printed and PLAYERS INC received a \$25,000 promotional fee.

In five team markets (Philadelphia, Denver, Indianapolis, Carolina and Dallas), Rent-A-Center secured the rights to use group action photos of players in a direct mail advertisement. For each market execution, we received \$5,000 for a total of \$25,000.

**FY'07
Projections**

The minimum guarantee under the NFL Sponsorship Agreement for FY'07 is \$9 million against a 12.5% royalty. The NFL has renewed its focus on the financial services industry and plans to pursue partners in the retail bank, mortgage and insurance categories. There is also a focus on the food and personal care categories. PLAYERS INC revenue should exceed the guarantee again in FY'07.

PLAYERS INC PROPERTIES

Overview Since its inception, PLAYERS INC has created many unique properties which serve not only as vehicles to promote the PLAYERS INC brand and generate revenue to PLAYERS INC, but also as a means of serving our mission to “get the helmets” off the players and market them in as many unique ways as possible. These properties have also served as a means of generating numerous paid and unpaid player marketing opportunities, as well as vehicles to generate revenue for PLAYERS INC charities and player charities and foundations.

Participating PLAYERS INC licensees and sponsors have been able not only to promote their brands, but also to leverage NFL players and PLAYERS INC to promote their products and services.

Following is a summary of activity within each of these properties.

NFLPLAYERS.COM Established in 1995, NFLPLAYERS.COM is the online presence of PLAYERS INC. The website is administered and managed by the PLAYERS INC Internet Department. Its features include fantasy football, individual authorable webpages for every active NFL player (the Players Network), player features, sweepstakes and contests, and coverage of PLAYERS INC events. NFLPLAYERS.COM is a valuable tool for promoting the PLAYERS INC brand, and furthers efforts to “take the helmets off” the players.

Following nearly three years of the same look, PLAYERS INC executed a redesign of the website prior to the 2005 season. The redesign was done in-house, resulting in an estimated savings of \$30,000. The new design provided easier navigation for users and resulted in pages loading an average of 35% faster. Traffic was up for the season, to an average of 260,000 per month from 251,000 per month in 2004. NFLPLAYERS.COM ranks 23rd among the 41 sites on nfl.com. This is consistent with last year’s ranking. We continue to work closely with NFL.com and our major online partners such as Yahoo!, EA Sports and America Online to promote the site and drive traffic.

Sponsorship revenue increased from \$139,250 in the previous fiscal year to \$186,500 in FY’06.

NFL Players Fantasy Football returned for its third season in 2004. PLAYERS INC changed providers from Sportsline to Fanball. THQ Wireless was this game’s title sponsor for the second year. The number of sign-ups dropped dramatically, from more than 30,000 to approximately 9,000. Much of this can be attributed to the amount of promotion received from Sportsline and from Fanball. Moving forward, we will be evaluating the benefits of having our own fantasy football game.

Unique player content continued to be the major focus for the website. NFLPLAYERS.COM collected 308 player journals during the 2005 season, down from 505 the previous season. The decline can be attributed in part to the departure of the website editor and the lack of an intern for the final two months of the season. The updated journals are highlighted on the homepage. NFLPLAYERS.COM continued to generate player profiles, featuring 74 players over the course of the season. In addition, more than 100 new audio and video interviews were added, and the media library now holds more than 1,000 unique player clips. The new Five Questions page features three players answering questions and is updated weekly.

NFLPLAYERS.COM continued to cover PLAYERS INC events, starting with the NFL Gridiron Gala featuring the JB Awards in April 2005. The NFL Players Rookie Premiere was featured in May 2005. We worked with Fullhouse Media to provide audio and video content from the Premiere, as well as several articles, interviews and photos. NFLPLAYERS.COM also covered Wheel of Fortune NFL Players Week, which taped in December 2005 and aired in January 2006. For the second consecutive year, the Wheel of Fortune Sweepstakes was hosted by NFLPLAYERS.COM and more than 8,000 entries were received. The season concluded with coverage of the PLAYERS INC VIP Party, the NFL Players Party and PLAYERS INC Live at the NFL Experience during Super Bowl week in Detroit. Thanks to the help of a freelance writer and Getty Images, stories and photos were posted within 12 hours of each event.

The Helmet Giveaway allowed fans a chance to win an autographed helmet each month, and gave NFLPLAYERS.COM the opportunity to do joint promotion with the respective teams. The long-running Free Gear All Year Trivia Contest offers PLAYERS INC-licensed NFL trading cards and is one of the site's most popular features.

We are constantly working to improve the content to NFLPLAYERS.COM. We will continue to work with our partners to leverage their reach and exposure to help generate more traffic. The website editor position was filled as of February 6. We are exploring new and more creative ways to market players and the PLAYERS INC brand, as well as generate more sponsorship revenue.

JB Awards This year marked the second year of our partnership with James Brown (JB), to present the JB Awards at the NFL Players Gridiron Gala. In its third year of transition from being known as the Unsung Heroes Awards, the Gridiron Gala drew record attendance and sponsorship revenue.

The JB awards, personally selected by James Brown, recognize NFL players who excel beyond the game of football and award them for their commitment to achieve excellence off the field through building better communities and stronger families.

Players on each team nominated the teammate they felt most deserved to be recognized for their contributions to their respective communities. From those nominations, JB selected and presented awards to the nine players he felt most represented the JB Awards. In addition, specialized awards were also presented to the recipients of the Courage

Award, Lifetime Achievement Award, Act of Kindness Award, Loyalty Award, Teamwork Award, Youth Development Award, Kids Choice Award, NFLPA Humanitarian Award, NFL Executive of the Year Award, and the 39th annual Byron Whizzer White Award. The event was co-hosted by Pam Oliver also of FOX Sports.

For the fourth year in a row, PLAYERS INC produced a television special profiling the player honorees that aired nationally on FOX Sports Net. The show reached 89 million households with 71 total airings.

Primary sponsorship consisted of Reebok as presenting sponsor along with EA and America Online as special contributing sponsors which all combined generated \$250,000 of the total sponsorship revenue of \$365,000. Additional revenue was generated through table and individual ticket sales and a record contribution of \$150,000 was made to District of Columbia Special Olympics.

We are anticipating even greater success with the 2006 event which will be held on April 18th in Washington, DC.

NFL Quarterback Challenge

As a result of the purchase of the Quarterback Club by PLAYERS INC, PLAYERS INC now owns a 24% interest in the event called the NFL Quarterback Challenge. The NFL owns 52% and Quarterback Greats, a company founded by Frank Vuono and some of the original equity player-owners of the QBC, owns the remaining 24%.

For the second year in a row, the event took place during NFL Draft weekend however, this year's event was partnered with the NFL Sponsor Summit in Ft. Lauderdale, FL. PLAYERS INC facilitated player participation in the event, which included 13 quarterbacks and four receivers, who shared in appearance fees and prize money totaling \$340,000. Sponsors were secured by the NFL.

A television special was produced from the competition, which included coverage of the weekend events and features on the participating players. The telecast was broken into two one-hour shows which aired in July on CBS Sports.

Plans have not been finalized for this year's event.

Reebok/NFL Players Rookie Premiere

The annual Reebok NFL Players Rookie Premiere, held in Los Angeles during the month of May, continues to be another one of PLAYERS INC's signature events and television shows. For the ninth year in a row, PLAYERS INC produced the four day event during which 29 of the top draft picks gathered to participate in a series of photo shoots with three PLAYERS INC licensed trading card companies for their first pro football trading cards. Other activities during the week included a welcome reception, a mini orientation on the NFLPA and PLAYERS INC, a kids' clinic hosted by Reebok, a trading card party with fans at local hobby shops, a

special competition launching Pepsi's Rookie of the Year program, and a Rookie Madden Bowl.

All of these activities were filmed for a one-hour television special which aired nationally on NFL Network during the month of July. The hosts of the show this year were Rich Eisen and Sterling Sharpe.

Reebok returned as the title sponsor of the event and television special while EA joined as presenting sponsor. Other sponsors included Donruss/Playoff, Topps, Upper Deck, and newcomer Pepsi. A total of \$1.4 million in sponsorship revenue was generated.

The 29 rookies who attended the event were paid \$348,000 in payments to participate. In addition, the event produced an additional \$8,500 in payments for the rookies and several veterans and retired players.

NFL Kickoff The NFL, in conjunction with PLAYERS INC, kicked off the football season as we celebrated the "The Road to Forty" by looking back at the history of the Super Bowl and looking ahead to Super Bowl XL. Over 60 paid and unpaid (charity/media) NFL player appearances were scheduled throughout the week. We brought in several high profile Hall of Famers for these events, including Marcus Allen, Tim Brown, Eric Dickerson, Deacon Jones and Jack Youngblood.

The week's activities included a dinner reception and golf event for sponsors, youth clinics, as well as charity appearances for the One World Event.

The week was capped off with performances on Thursday at Gillette Stadium by Mary J. Blige, Destiny's Child, Elton John, Toby Keith and Lenny Kravitz, in Los Angeles with Kanye West, Maroon 5, and Rhianna as well as Jessica Simpson from Metropolitan Park in Jacksonville. Portions of the event were televised nationally by ABC, leading up to the season opener between the New England Patriots and the Oakland Raiders.

**EA Sports/
Helmets Off** Last year, PLAYERS INC produced six television specials (up from four the previous year) called "Helmets Off: Behind the Scenes with NFL Players," that aired one each month from July through December on FOX Sports Net. All were 30 minute shows except the August show, which was an hour. Beginning in July, each show featured NFL players in a reality style show that gave fans a closer look at life as an NFL player off the field. Much of the footage was taken from our events and other access to players throughout the year.

PLAYERS INC kicked off the season in July with "Life at the Pro Bowl," featuring a behind the scenes look at what happens when the best of the best get together in Hawaii. The show included following Marcus Washington, Washington, on a trip to Pearl Harbor, catching up with Tony Gonzalez, Kansas City, as he spent some free time at the North Shore, and shadowing Jeremiah Trotter, Philadelphia, for a few days at practice and in the locker room as he spent time with his nine other Eagle Pro Bowl teammates. We also

spent a day with Shaun Alexander, Seattle, as the 'Bama alum went to the Crimson Tide vs. Hawaii baseball game with a few of his childhood friends. (101 total airings)

In August, PLAYERS INC did a one hour special that showcased NFL Player involvement in the making and marketing of the industry's leading sports video game in "Behind the Scenes: Madden NFL '06." From media day and commercial shoot day with cover athlete Donovan McNabb, Philadelphia, to a trip to EA studios with rookies Mark Clayton, Baltimore, and Ryan Moats, Philadelphia, to the launch party in New York City with over a dozen players, it became quite clear how involved NFL Players are in this hugely successful property. (101 total airings)

The Barber twins took center stage in September as in "Keeping Up with the Barbers", we tried to do just that, as Ronde Barber, Tampa, and Tiki Barber, New York Giants, spent a few days working out together in New York. In addition to watching them go through Tiki's rigorous off season weight training program, the viewers saw Tiki perform in an off Broadway show, spend time with his son in a kids program with other parents, and spend some down time with Ronde. (100 total airings)

In October, Helmets Off took a look at what some NFL Players would be doing in they weren't playing football in "Out of Their League." Chad Johnson, Cincinnati and Dhani Jones, Philadelphia went through a half day of training on how to be an actor with celebrity acting coach Scott Sedita. David Akers took his shot at being a NASCAR driver at Richmond International Speedway. Kurt Warner, Arizona, a participant several times on Wheel of Fortune NFL Players Week got some training on what it's like to be on the other side of the Wheel from Pat Sajak. Brian Westbrook, Philadelphia, visited a horse farm and got a few surprises on what it's really like to be thoroughbred horse trainer. (78 total airings)

The November Helmets Off show brought together current NFL Players and their NFL Player heroes in a variety of settings, including the golf course, a fishing spot on the Bayou, the Quarterback Challenge event, and a player's home. "Your Heroes' Hero" featured the first time meetings of: Chad Johnson, Cincinnati, and Mark Duper; Deuce McAllister, New Orleans, and Roger Craig; LaDainian Tomlinson, San Diego, and Barry Sanders; and Bertrand Berry, Arizona, and Deacon Jones. (49 total airings)

"Selling with the Stars: NFL Players in Commercials," was the theme and title of Demember's show, which highlighted footage from the sets of several different commercial shoots throughout the year. Due to its huge success the previous year, this show was the only repeat show that we did from the prior season. We went behind the scenes from Reebok's ad featuring 8-12 NFL Players, Donovan McNabb, Philadelphia, braving the fake elements for EA Sports Madden ad, Coors' MVParents ad featuring NFL Legends John Elway, Barry Sanders, Troy Aikman, and Marcus Allen, and Visa's hugely successful "Metaphors" ad that starred not only Tom Brady, New England, but Patriots offensive lineman Tom Ashworth, Russ Hochstein, Dan Koppen, Brandon Gorin, and Matt Light. (70 airings)

Sponsorship revenue in the amount of \$350,000 was generated for Helmets Off – EA was the title sponsor at \$250,000 and Reebok was the presenting sponsor at \$100,000.

PLAYERS INC will again produce six specials, two in August and one each month from September through December of 2006, and EA and Reebok will return as sponsors for a total of \$450,000.

PLAYERS INC Radio

In its' 10th season, PLAYERS INC radio aired on Fox Sports Radio twice each weekend, once on Saturday evening and once on Sunday morning. Co-hosts Daryl "Moose" Johnston and Dan Miller (Fox Detroit) conducted approximately 57 interviews with active and retired players and coaches. Guests from this year's shows included: Nate Burleson, Minnesota; Fred Taylor, Jacksonville; Steve Smith, Carolina; Eli Manning, New York Giants; Joey Galloway, Tampa; Ben Roethlisberger, Pittsburgh; Dwight Freeney, Indianapolis; Mark Brunell, Washington; Daniel Graham, New England; Steven Jackson, St. Louis; Deion Branch, New England; Alge Crumpler, Atlanta; Drew Brees, San Diego; Santana Moss, Washington; Brian Urlacher, Chicago; Jake Delhomme, Carolina; Cato June, Indianapolis; Jim Brown, Hall of Fame; Bart Starr, Hall of Fame; Alan Page, Hall of Fame; Steve Mariucci, Detroit; John Fox, Carolina; Andy Reid, Philadelphia; Brian Billick, Baltimore; Dick Vermeil, Kansas City; and many others. Throughout the year we were able to cross promote our show with guests who appeared in our "Helmets Off" TV series.

PLAYERS INC Radio was heard on 200 Fox Sports Radio affiliates. It aired in 18 of the top 25 markets.

NFL/PLAYERS INC eBay Auction

This year NFL Auction coordinated signings for 7 teams throughout the season, a decrease from 12 last year. However the total player payments decreased by only \$5,400 (\$185,300 in FY '05 to \$181,900 in FY '06). Out of the \$179,900, \$34,000 was paid to players in cash and the remainder in trade.

In addition to the team signings, NFL Auction items were also secured at a number of our events: Rookie Premiere, Quarterback Challenge, PLAYERS INC Photo Shoot, Wheel of Fortune, Super Bowl, and Pro Bowl. The total number of participants for all signings increased to 277, an 8% increase from last year (256).

While NFL Shop has not resolved their issues regarding product fulfillment to players, we have made some internal changes to help avoid the delays we have experienced in the past. Starting in mid-season, we began bringing the player payments to each signing. If the player chose to be paid in cash, he was compensated on-site. The future of NFL Auction is unclear as there are a number of issues to be resolved with the NFL before we commit resources. At a minimum, we will conduct signings at our events, which will give us more control over the process as well as the revenue earned.

Wheel of Fortune NFL Players Week

Wheel of Fortune continues to be one of the best vehicles for PLAYERS INC to showcase NFL players' personalities and generate revenue for player foundations and charities. Wheel of Fortune is the highest rated show in syndication, reaching a potential 100 million viewers worldwide weekly.

Celebrating its 10th anniversary, NFL Players Week, taped on location in Ft. Lauderdale before a combined audience over 5,000, again produced the best results of the year for Wheel of Fortune. With an average 14.3 million viewers every day of the week, Wheel continues to be a tribute to the marketability of NFL players (See Appendix F for ratings information).

Players received appearance fees and residuals totaling \$134,000 and a record \$439,264 was raised for player charities. This year's charity winnings brings the ten year total to \$2,720,605.

During the taping of show two, Hall of Famer Bob Griese and his contestant spun the Wheel for \$114,310, the single-highest amount paid to a charity by Wheel of Fortune. Bob was spinning the Wheel for Judi's House, created by his son Brian, which provides hope and healing to grieving children and their families to ensure no child is left alone while coping with grief. The contribution allowed them to purchase an additional house in Denver to expand their services.

NFL Players Week delivered more viewers than 99% of all programs, network or cable, including Desperate Housewives, 24, Dancing with the Stars, Boston Legal and 60 Minutes. Player Marketing secured player participation for the five shows, which aired January 23-27, 2006. Participating players were: Deion Branch, New England; Derrick Brooks, Tampa; Warrick Dunn, Atlanta; Jason Elam, Denver; Marshall Faulk, St. Louis; Bob Griese, Hall of Fame; Franco Harris, Hall of Fame; Rashean Mathis, Jacksonville; Deuce McAllister, New Orleans; Santana Moss, Washington; Gale Sayers, Chicago; Jason Taylor, Miami; Jonathan Vilma, NY Jets; Reggie Wayne, Indianapolis; Roy Williams, Dallas; and alternate Brian Griese, Tampa.

PLAYERS INC LIVE!

PLAYERS INC LIVE! was held during Super Bowl weekend on Saturday, February 4th at the NFL Experience. Continuing in the tradition of providing player driven content and activities at the NFL Experience, PLAYERS INC LIVE became the new face of what was previously NFL Player Mania. The goal in redesigning the event was to achieve added exposure and branding for PLAYERS INC while producing a unique fan friendly sponsorable event.

This year the event was sponsored by Burger King. Players were featured in a rotation of "Burger King Finger Football" match ups with fans, while Dan Miller of Fox Detroit emceed the action. Participating fans were treated to an autographed foam finger at the conclusion of their match up. As an added feature, fans were able to take a photo with the "Burger King" at a side photo station provided by Canon. This is the fifth year

PLAYERS INC has provided player content to the NFL Experience's traditional lineup of activities. PLAYERS INC LIVE was a phenomenal success for Burger King and PLAYERS INC and one of the most popular attractions at the NFL Experience.

This event continues to be a good fit for both PLAYERS INC and the NFL. Therefore, we look forward to producing it again during next year's Super Bowl in Miami.

THQ Wireless, a PLAYERS INC multimedia licensee, was also secured as a PLAYERS INC LIVE sponsor. Their participation centered on announcing their upcoming sweepstakes "Sprint to Draft Day". Efforts resulted in a very successful and well attended press conference hosted at the NFL's Media Center to launch the promotion.

A total of \$275,000 in sponsorship fees were paid by Burger King and THQ

**Pro Bowl
Skills
Challenge**

The NFL and PLAYERS INC partnered together at Pro Bowl to produce the second Skills Challenge showcasing players' physical talents in six different events. A total of 33 players competed in the following competitions: Split the Uprights, Strongest Man, Best Hands, Open Field, On the Mark and Fastest Man. Sponsors were secured by the NFL. The event generated 42 different payments to players with appearance fees and prize money totaling \$248,000 were generated.

The competition was highlighted in a TV special which aired on ESPN on February 11th. The event continues to receive rave reviews from sponsors and is expected to be an annual event.

PROMOTION OF PLAYERS INC AND PLAYERS IN THE MEDIA

Overview PLAYERS INC promotes the positive accomplishments of NFL players on and off the field. We serve as the primary source for media who cover sports marketing in general and the NFL and its players in particular.

PLAYERS INC meets regularly with trade and consumer media to promote the PLAYERS INC brand and the players it represents. Press releases are issued regularly to announce licensing deals, new products, sports marketing trends, promotional campaigns with sponsors, and PLAYERS INC events and properties. We strive to educate the press to ensure that 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 produces a newsletter which is distributed three times a year to all current and retired players, licensees, sponsors, and agents. The newsletter highlights company news, licensing updates, marketing efforts and event recaps. There is also a section featuring players in the community and spotlights players' off the field accomplishments.

Success and coverage of PLAYERS INC's events and properties include:

PLAYERS INC AD CAMPAIGN

PLAYERS INC produces an annual photo shoot with players to develop artwork for a national corporate ad campaign. In 2005, PLAYERS INC launched a nationwide advertising campaign in *SportsBusiness Journal* featuring the images of six players on the front of company-produced trading cards that highlight PLAYERS INC's corporate initiatives and success in marketing and licensing on the back of each card.

The third and final three-card insert featured a limited number of cards autographed by Bengals receiver Chad Johnson, Hall of Famer Mike Singletary, and Jets linebacker Jonathan Vilma. More than 900 signed cards were put into circulation, allowing approximately one in every 20 subscribers the opportunity to receive an autographed card.

This ad campaign, which allowed PLAYERS INC to highlight the personalities of the players while at the same time promoting the company, proved to be a major success and garnered media attention for its authenticity and innovation.

PLAYERS INC/HELMETS OFF

In addition to distributing press releases nationwide via PR Newswire and FSN, PLAYERS INC customized releases for each of the players involved in every episode, sending the releases to the players' hometown, college town and pro-team media market in order to maximize exposure for each player and each *Helmets Off* episode. Tiki and Ronde Barber were also featured on the *Best Damn Sports Show* to highlight their involvement in episode three, "Keeping up with the Barbers."

REEBOK NFL PLAYERS ROOKIE PREMIERE

The 2005 NFL Players Rookie Premiere in Los Angeles, which took place from May 19 to May 22, 2005, was covered by several media outlets including the NFL Network, *Beckett Football*, *Sports Collectors Digest*, *Philadelphia Daily News*, *Rockford Register Star (IL)*, *The Tennessean*, *The Atlanta Journal Constitution*, *Street & Smith's SportsBusiness Daily*, *Brandweek*, and *Sports Collectors Digest Trade Fax*.

In 2005, PLAYERS INC partnered with the NFL Network to create a one-hour TV show titled the "NFL Players Rookie Premiere," which aired on the NFL Network throughout the month of July.

NFL PLAYERS GRIDIRON GALA FEATURING THE JB AWARDS

The 32nd annual Gridiron Gala featuring the JB Awards was held on April 7, 2005 in Washington, DC. The event honors NFL players for their work in building better communities and stronger families. This year, PLAYERS INC partnered with *Sporting News* magazine and several local media outlets to increase awareness of the event, including *Washington Business Journal*, WTTG Fox 5, Comcast Sports Net, WJFK 106.7 FM and WARW 94.7 FM. A press release was also sent out prior to the event and obtained mentions in the following outlets: *SportsBusiness Journal*, *Free Lance-Star*, *Times-Picayune*, *Indianapolis Star*, *GW Hatchet*, *Washingtonian* magazine, *The Washington Post*, and *Town Talk*. At the event itself, WTTG Fox 5, WUSA ABC 9, and Comcast Sports Net were all in attendance. In addition, a video news release was created and distributed nationally, generating three additional media hits in Pittsburgh, Miami and Ft. Meyers, FL.

NFLPLAYERS.COM

Fantasy Football: As the fantasy football phenomenon continued to grow over the last few years PLAYERS INC recognized we were not getting the credit for pioneering licensed fantasy football. Accordingly, we developed a strategic communications plan to tell the story.

First, we distributed press releases that announced our multiple accomplishments in the fantasy football arena. These releases outlined PLAYERS INC's involvement in pioneering the fantasy phenomenon and clarified the fact that PLAYERS INC is the exclusive licensing resource for all fantasy football games.

Second, PLAYERS INC was the title sponsor of *SportsBusiness Journal's* "Sports Media and Technology Conference," which took place November 15-16, in New York City.

Third, PLAYERS INC publicized the free online fantasy football league at NFLPLAYERS.COM, where fans put their skills to the test against former NFL players Ron Jaworski, Daryl Johnston, Ed McCaffrey, Fran Tarkenton, Thurman Thomas and Jack Youngblood. PLAYERS INC created personalized releases for each of these retired players and distributed their weekly picks to the national media as well as to their hometowns, college towns and former pro-team cities.

Fourth, we focused national media attention on the grand prize of NFLPLAYERS.COM's fantasy football challenge, which was a trip for two to the Pro Bowl in Hawaii (including air fare and accommodations) and lunch with a fantasy football team. Alfred Evans was the winner of PLAYERS INC's NFL Players Fantasy Football Challenge" and PLAYERS INC's communication department secured coverage of his trip by *ESPN the Magazine* and the *Cincinnati Enquirer*. The *ESPN* story is due out in the next few weeks.

"ABOUT US" SECTION ON NFLPLAYERS.COM

The PLAYERS INC communications department created an "About Us" section for the website, which contains the following sections: What is PLAYERS INC, PLAYERS INC Historical Timeline, PLAYERS INC Events and Properties, PLAYERS INC Licensees and Sponsors, FAQ's, Media, and Contact Us. This will be posted in the next few months on NFLPLAYERS.COM.

WHEEL OF FORTUNE NFL PLAYERS WEEK

This year marked the 10th anniversary of PLAYERS INC's partnership with Wheel of Fortune, America's highest rated game show in syndication. "Wheel of Fortune NFL Players Week", which taped on location in Ft. Lauderdale, aired January 23-27, 2006, in national syndication to 100 million worldwide weekly viewers. Sports and entertainment media outlets that covered the event this year, which were more than double the number from last year, included FSN Florida, NFL Network, *ESPN Hollywood*, *ESPN the Magazine*, *Sporting News*, *Miami Herald*, *Orlando Sentinel*, *Palm Beach Post*, *Boca Raton News* (FL), *Seattle Times*, FOX Sports Radio, ABC Sports Radio, ESPN Radio, Sirius Satellite Radio, ESPN Radio 560 AM (Denver), KKFN 950 AM (Denver), WBZZ 1010 AM (Tampa Bay), 790 AM The Ticket (Hollywood, FL), and WTAN 1340 AM (Clearwater, FL). Additionally, the Miami Dolphins aired footage from the event inside the stadium during their last two home games of the season. Each outlet conducted interviews with the players and ran a story or a mention in their respective outlets. PLAYERS INC also distributed an electronic press kit, containing footage of each player, to TV stations across the country, generating an extended audience of more than 5 million viewers. In addition, the press kit was sent to each of the players' respective teams' PR staff, who each posted a write-up and the press release on the team's website.

SUPER BOWL XL

Media efforts promoting the PLAYERS INC brand at the Super Bowl produced the best results to date, garnering more than 72.2 million impressions for PLAYERS INC and its Super Bowl activities, close to four times the exposure over last year. This figure reflects

the sum of the total audience size of each media outlet that featured PLAYERS INC events in Detroit.

STAY COOL IN SCHOOL PROGRAM

On Thursday, January 26 and Friday, January 27, several NFL players visited fifth grade classes at 15 different Detroit-area schools as a special bonus to the "Stay Cool in School" initiative, an annual academic program specially developed for the Super Bowl host city by PLAYERS INC and its sponsors. The event was covered by the following media outlets: WJBK FOX 2 (Detroit), WNEM CBS 5 (Detroit), WDIV NBC 4 (Detroit), *Detroit Free Press*, *The Detroit News*, WKQI 95.5 FM (Detroit), and FOX Sports Radio.

PLAYERS INC/THQ/SPRINT PRESS CONFERENCE

On Wednesday, February 1, PLAYERS INC coordinated a press conference at the Super Bowl XL media center so that THQ, a PLAYERS INC licensee, could announce the launch of its text-to-win promotion with Matt Leinart. The promotion will award one lucky fan with a trip to the 2006 NFL Draft to meet Leinart. The press conference was attended by more than 125 media outlets and generated a large amount of print, broadcast and online coverage, ranging from ESPN's *Cold Pizza* and *The Detroit News* to dozens of popular websites including ESPN.com and SportsIllustrated.com.

PLAYERS INC VIP PARTY

On Thursday, February 2, PLAYERS INC hosted a private VIP reception for sponsors and licensees. By limited invitation only, the NFL Network, WJBK FOX 2 (Detroit), and PLAYERS INC Radio were on-site to cover the event and interview players.

NFL PLAYERS PARTY

On Friday, February 3, PLAYERS INC and the NFLPA hosted a private party for NFL players and their guests. Celebrities in attendance included LL Cool J, Ciara, Stevie Wonder, Vivica Fox, Vanessa Manillo and Kevin Frasier from *Entertainment Tonight*, and Kenny Johnson and Walton Goggins from *The Shield*. PLAYERS INC secured exclusive backstage coverage for *Entertainment Tonight* and *ET on MTV* and created a red carpet entrance for media to cover the event. By select invite only, the media on the red carpet included *People Magazine*, BET, WXYZ ABC 7 (Detroit), and *The Detroit News*.

BURGER KING FINGER FOOTBALL CHALLENGE AT PLAYERS INC LIVE!

On Saturday, February 4, PLAYERS INC and BURGER KING® teamed up to create a one-of-a-kind experience for fans at the NFL Experience. From noon to 6pm, four different NFL players lined-up each hour to compete against football fans in a game of tabletop finger football for bragging rights and a signed commemorative Super Bowl XI foam finger.

To promote the event, PLAYERS INC secured the following interviews the week prior: DeMarcus Ware on *ESPN News*, Shawne Merriman on ABC Sports Radio and Sports Byline USA, and Richard Seymour on NFL Network, FOX Sports Radio, Sirius Satellite Radio, Sporting News Radio and Sports Byline USA.

Dan Miller of WJBK FOX 2 Sports, voice of the Detroit Lions Radio Network and co-host for PLAYERS INC radio on FOX Sports Radio, was the celebrity host, on hand to interview each player about the NFL season, Super Bowl XL, and their Finger Football game. FOX Sports Radio also broadcasted their show "Game Time Live," live from the event and interviewed more than 12 players on-site.

In addition, the following media outlets were on-site to cover the event: *The Long Beach Press Telegram*, WJBK FOX 2 (Detroit), WDIV NBC 4 (Detroit), WXYZ ABC 7 (Detroit), WEYI NBC 25 (Saginaw, MI), WNEM CBS 5 (Saginaw, MI), WATM ABC 23 (Johnstown, PA), WWCP FOX 8 (Johnstown, PA), WTAJ CBS 10 (Altoona, PA), WTOL CBS 11 (Toledo, OH), WVKL 95.7 FM (Virginia Beach, VA), the Men's Channel, Global TV Network, and Reseau des Sports.

PLAYERS INC/GENERAL

PLAYERS INC received local, regional and national media coverage for national and regional promotions, sponsor programs, licensing and company news throughout the year. Topics that were covered included the production of the *Helmets Off* television shows, the wireless content provided by licensee THQ Wireless, NFLPLAYERS.COM's new website design, the fantasy football phenomenon, Yahoo!'s "Draft Me" fantasy football promotion, the Stay Cool in School promotion and staff announcements. In all, PLAYERS INC received coverage in more than 200 media outlets in 2005, doubling last years count.

Over the past year, PLAYERS INC's achievements, promotions and events have been mentioned in numerous industry trade publications, including *SportsBusiness Journal*, *SportsBusiness Daily*, *License! Magazine*, *Promo Magazine* and *Beckett Publications*.

PLAYERS INC is also a resource for interviews, feature stories and information on NFL players. The communications department coordinated interviews with NFL players and provided background information for many outlets in 2005, including national media such as CNN, the NFL Network, FOX Sports, ESPN, *Cold Pizza*, *The Wall Street Journal*, *USA Today* and *ESPN the Magazine*.

FF07 Projections

Through strategic media outreach, PLAYERS INC will continue to promote the personalities and achievements of NFL players off the field and increase the knowledge and awareness of the PLAYERS INC brand. We will continue to position PLAYERS INC as a leader in sports marketing by working with our licensees, partners, corporate sponsors and the NFL to maximize positive media exposure.

NEW BUSINESS

LICENSING

EA will add their new "Head Coach" product this year; Reebok will continue to develop their "non-jersey" products; the collectibles category will see more activity from Activa, as they continue to add additional markets for their player collectibles.

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'06 we generated 88 paid player opportunities for \$898,000 compared to 93 for \$415,000 in FY '05. The number of opportunities decreased slightly, the revenue increased by over 100%. Also, an additional \$31,000 was generated in commissions to PLAYERS INC. Over 20 participating companies included Get Motivated Seminars, TSE Sports, Sears, RazorGator, and Disney, who produced a TV campaign featuring 8 players and the PLAYERS INC logo in spots that aired during the Super Bowl XL pre game and halftime shows.

Efforts to expand these opportunities will continue in FY'07.

FANTASY SPORTS ASSOCIATION

The NFLPA and PLAYERS INC have been licensing, marketing and promoting fantasy football for more than 15 years, and in the last several years those efforts have begun to pay off as the industry has gained mainstream acceptance. Examples of national media coverage of the fantasy football industry in 2005 included features on *National Public Radio*, *USA Today*, the *New York Times* and the *Wall Street Journal*. Other media outlets including the *Washington Post* and *Miami Herald* dedicated full-time columnists to cover fantasy football for the first time during the 2005 season. A new round of national fantasy football television shows such as, the *Ultimate Fantasy Football Show* on Fox Sports Net and the NFL Network's *Fantasy Football Show*, have also begun to air in the last few years. At the same time, fantasy football is beginning to make its way into pop culture, with one example being an entire *Bernie Mac Show* focusing on fantasy football.

Equally as important, outside marketing research firms have repeatedly confirmed that fantasy football players spend significantly more time watching NFL games than non-fantasy players, thus increasing viewership and ratings. The natural conclusion is that, as the fantasy football industry grows, it will become more of a factor in pushing up the NFL's broadcast rights fees, which directly benefits NFL players.

While the growth of the industry has been good for our organization financially, as our fantasy football revenues have grown from \$10,000 in 1989 to \$3.3 million in 2005, PLAYERS INC concluded that the overall fantasy sport industry needed better management. As a result, we decided to take the lead in forming a new trade association dedicated to furthering the interests of fantasy sports. The new association, named the Fantasy Sports Association (FSA), will focus on increasing the economic value of fantasy

sports, growing the number of participants, sponsors and products, conducting industry research, operating conferences and advocating/lobbying for the industry when necessary. The articles of incorporation for the FSA are scheduled to be filed in March 2006, and the first FSA meeting/conference is scheduled around the NFL Draft in late April. The next FSA meeting/conference is likely to be held in conjunction with the Sports Media & Technology Conference in November 2006.

NFLPLAYERSKIDSZONE.COM

NFLPLAYERSKIDSZONE.COM was developed to give children between the ages of 8 to 13 access to their favorite NFL players through games, profiles sweepstakes and much more. It will be utilized as a platform for community based initiatives issues and as a viable property for our sponsors to target this age group. The mission of NFLPLAYERSKIDSZONE.COM is very similar to NFLPLAYERS.COM, to "take the helmet off," for the next generation of fans, children ages 8-13. We worked with renowned game designer Sarbakan to build the first phase of Nflplayerskidszone.com, which features games, player trivia, player profiles and an art contest. The second phase will include a Kids Zone Club, the Kids Zone All-Star League (a fantasy football game) and a health and fitness component.

PLAYERS INC partnered with Humongous Entertainment and America Online to generate traffic for a soft launch of Nflplayerskidszone.com. Humongous Entertainment hosted the NFL Kids Backyard Awards on their website, which featured the PLAYERS INC sponsored Backyard Player of the Year. The promotion was featured on Target's Getinsidethegame.com site and was promoted through KOL and Siforkids.com.

PLAYERS INC and America Online developed a Super Bowl promotion that linked Nflplayerskidszone.com and KOL. The promotion ran from January 30 through February 6 and featured a kids poll and an opportunity to win licensed product. The grand prize was an autographed item from one of the Super Bowl teams. Each day, a unique area of the nflplayerskidszone.com site was promoted on KOL, and PLAYERS INC provided interviews for the KOL radio show with Alan Faneca of the Pittsburgh Steelers and Jamie Sharper, Seattle Seahawks. This promotion generated 5,000 additional hits for the Nflplayerskidszone.com site.

These promotions allowed us to increase traffic and begin our branding initiative for Nflplayerskidszone.com. Our next steps include adding content and seeking additional partners. We have secured a promotional agreement with Burger King for the 2006 season and are in discussion with other sponsors and licensees to develop partnerships for the August 2006 launch. We expect to generate revenue for Nflplayerskidszone.com by the end of FY'07.

NFL COACHES ASSOCIATION

The NFL Coaches Association has asked PLAYERS INC, and PLAYERS INC has agreed, to represent them as their licensing agent. Beginning in FY'07, PLAYERS INC will have the exclusive right to take the GLAs of the coaches to the marketplace for purposes of generating licensing business. We believe this relationship with the NFLCA will complement PLAYERS INC'S representation of the players and will add value to the company and to the opportunities we provide to the licensees and sponsors.

CONCLUSION

Looking ahead to FY'07:

- Revenue in the video game category is expected to increase due to an increased guarantee payment from our exclusive licensee EA Sports, as well as the addition of EA's new product, NFL Head Coach. However, sales could level out due to the introduction this year of new platforms PS3 and Nintendo Revolution. Software sales generally increase in the second year of new platform sales;
- Trading card revenue should increase due to a strong positive reaction to the 2006 rookie class;
- It is unclear what the impact of the Adidas purchase of Reebok will be on the sale of jerseys, but at this point we are expecting a modest increase. We will continue to push Reebok to expand in the area of non-jersey apparel, but sales of that product are driven by "hot market" demands as the NFL season progresses;
- Revenue from the fantasy football category is expected to increase in FY'07. PLAYERS INC will continue to be proactive in monitoring the marketplace to ensure that our rights are respected and protected, and as the category evolves into other media, i.e., broadcast and wireless, we maximize our revenue potential;
- Revenue from the NFL Sponsorship Agreement is expected to increase again in FY'07. As revenue to PLAYERS INC and the players from this Agreement continues to grow annually, it is clear that NFL sponsors recognize the value of utilizing players in their activations. Including players as an asset has allowed the NFL to charge a premium to new sponsors, as well as increase fees in renewals with existing sponsors. As additional revenue is generated from this Agreement, there will be more opportunities for more players to receive paid opportunities to participate in sponsor programs;
- To drive more traffic to nflplayers.com, we will work more closely with the players to add content by increasing the number of player journals and features; we will continue to work with nfl.com to cross promote players and PLAYERS INC properties; we will explore new opportunities to generate sponsorship revenue for the site.

Since PLAYERS INC's inception:

- \$333.2 million has been generated for players through the equal share royalty pool and from other payments by PLAYERS INC, its licensees and sponsors;

- \$146.1 million has been paid to the NFLPA by PLAYERS INC and its licensees
- \$102.4 million in PLAYERS INC operating expenses represents the cost of generating \$581.7 million (or 17.6% of total)

As predicted, this year PLAYERS INC crossed the half billion dollar mark in revenue generated since its inception. We have a team of talented and professional staff members who are dedicated to the success of your marketing company, and our goals could not be reached without the overwhelming cooperation and support of the players.

We are grateful for the continued support we receive from the NFLPA Executive Committee and Board of Players 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, 2009 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
2006 Licensees and Sponsors



2006 PLAYERS INC LICENSEES AND SPONSORS **PLAYERS INC**

Apparel

Dallas Cowboys

Exclusive Pro Sports
Footlocker.com
Mitchell & Ness
Outerstuff
Reebok/On Field Apparel
Ripon Athletic
Stahls' Hotronix
VF Imagewear, Inc.

Board Games

Strat-o-Matic
USAopoly
Fantasy Sports Board Games

Collectibles and Memorabilia

Activa Consumer Promotions
Boelter Brands
Bradford Exchange
CommemorativeTickets.com
DreaMedia Ventures
eBay/NFL/PLAYERS INC
Auction Site
Game Time
Gracelyn, Inc.
Healy Awards
K2 Licensing & Promotions
MBI, Inc.
Merrick Mint
Motion Imaging
MVP Pics
Peter David
Pro Specialties Group
Riddell
Sababa Toys
Team Beans
TMP International, Inc.
Upper Deck Authentic
Upper Class Collectibles
Wincraft

Community Awareness

Programs

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

Events

PLAYERS INC Live! at the
NFL Experience
NFL Players Gridiron Gala
NFL Players Rookie Premiere
NFL Quarterback Challenge

Fantasy Football

AOL
CDM Sports
EA Fantasy Football
ESPN.com
Fanball.com
Fox Sports
Head2Head Sports
Krause (NFFC)
MJM Sports
National Football League
NFLplayers.com
ProTrade
CBS Sportsline
Stats, Inc. (SportsBuff, SI.com)
The Sporting News
World Championship of
Fantasy Football
Yahoo! Inc

Players Inc/NFL

Sponsors

Burger King
Campbell Soup Company
Canon USA
Coors Brewing Company
Dairy Management, Inc.
DirecTV (Broadcast Partner)
FedEx
Frito-Lay
Gatorade
General Motors
IBM
Masterfoods/M&M Mars
(Snickers)
MBNA America
Motorola
News America
Pepsi
Samsung
Sirius Satellite Radio
(Satellite
Radio Partner)
Southwest Airlines
Sprint
Tropicana
Visa

Publishing

OverTime Magazine

Posters, Calendars, Fine Arts & Photos

Fathead, Inc.
John F. Turner & Co, Inc.
Photo File, Inc.
The Northwest Co.
Trends International

Media Properties

Helmets Off (Fox Sports Net)
JB Awards (Fox Sports Net)
NFL Players Rookie Premiere
Special (NFL Network)
PLAYERS INC Radio (Fox
Sports Radio Network)
PLAYERS INC Website
(www.nflplayers.com)
Quarterback Challenge (CBS)
Wheel of Fortune/NFL
Players Week
(Syndicated)

Trading Cards

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

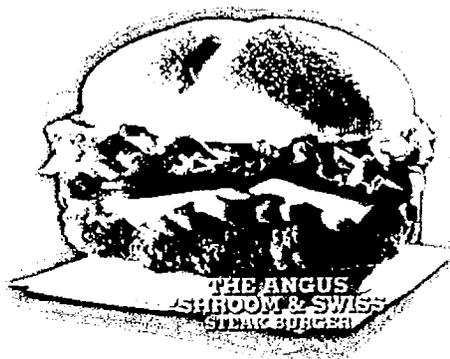
Video Games

Atari
Electronic Arts

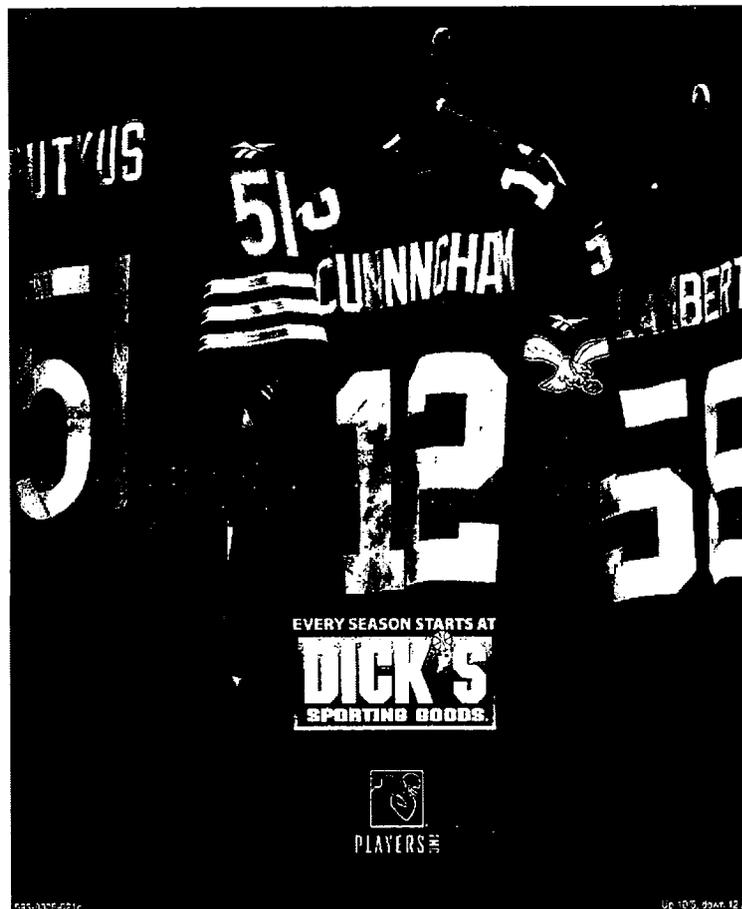
Wireless & Interactive

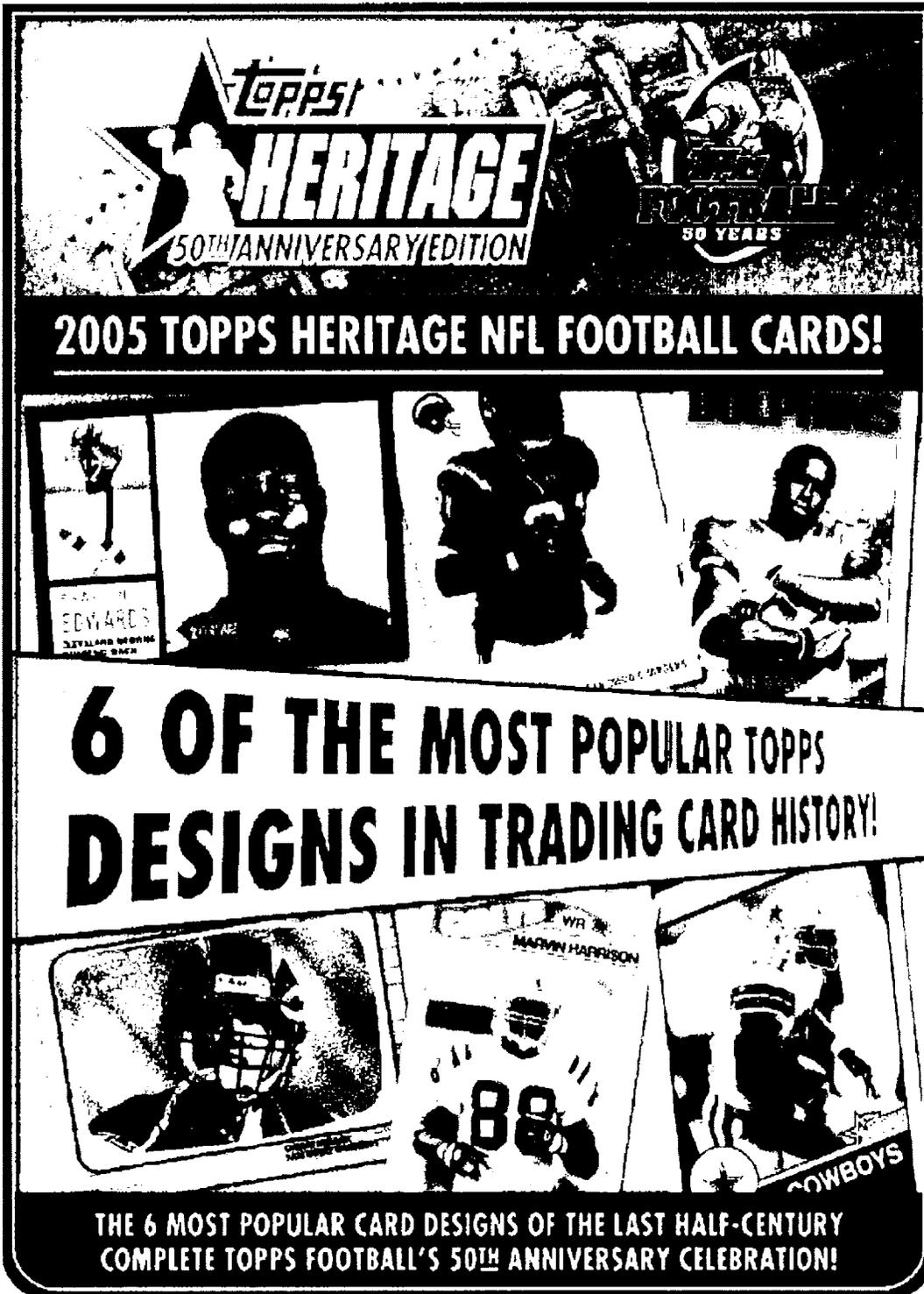
JAMDAT
THQ Wireless

APPENDIX D
Print Advertising/Point-of-Sale Samples



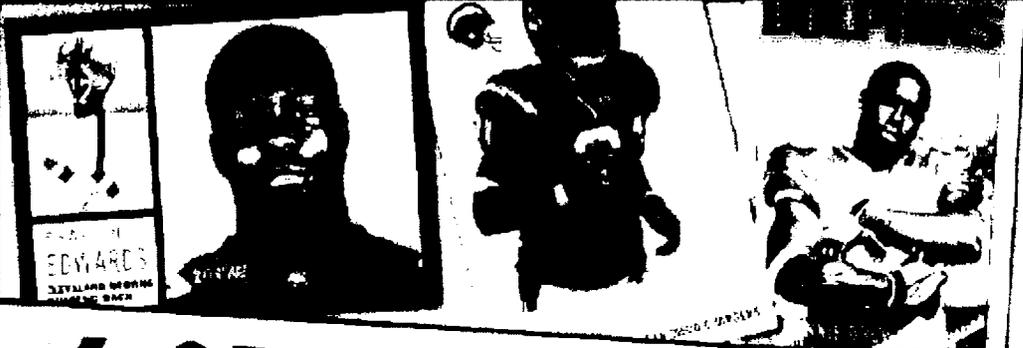






Topps
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50TH ANNIVERSARY EDITION

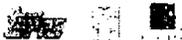
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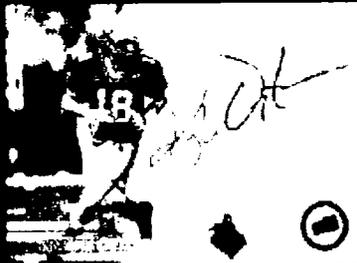
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**6 LEVELS OF
 AUTOGRAPH
 CARDS**



TOP PROSPECTS: #'s 1 to 200



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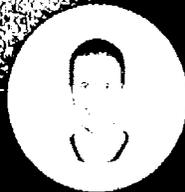
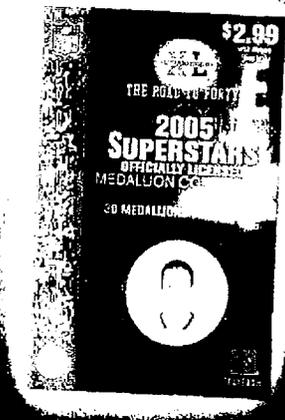
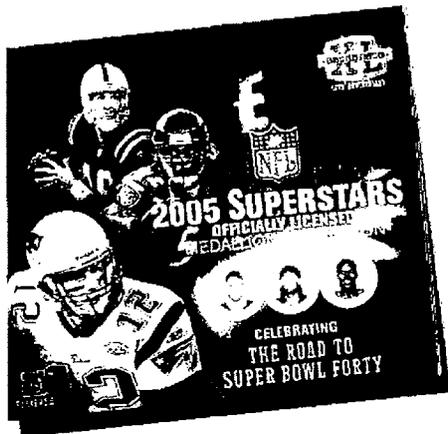
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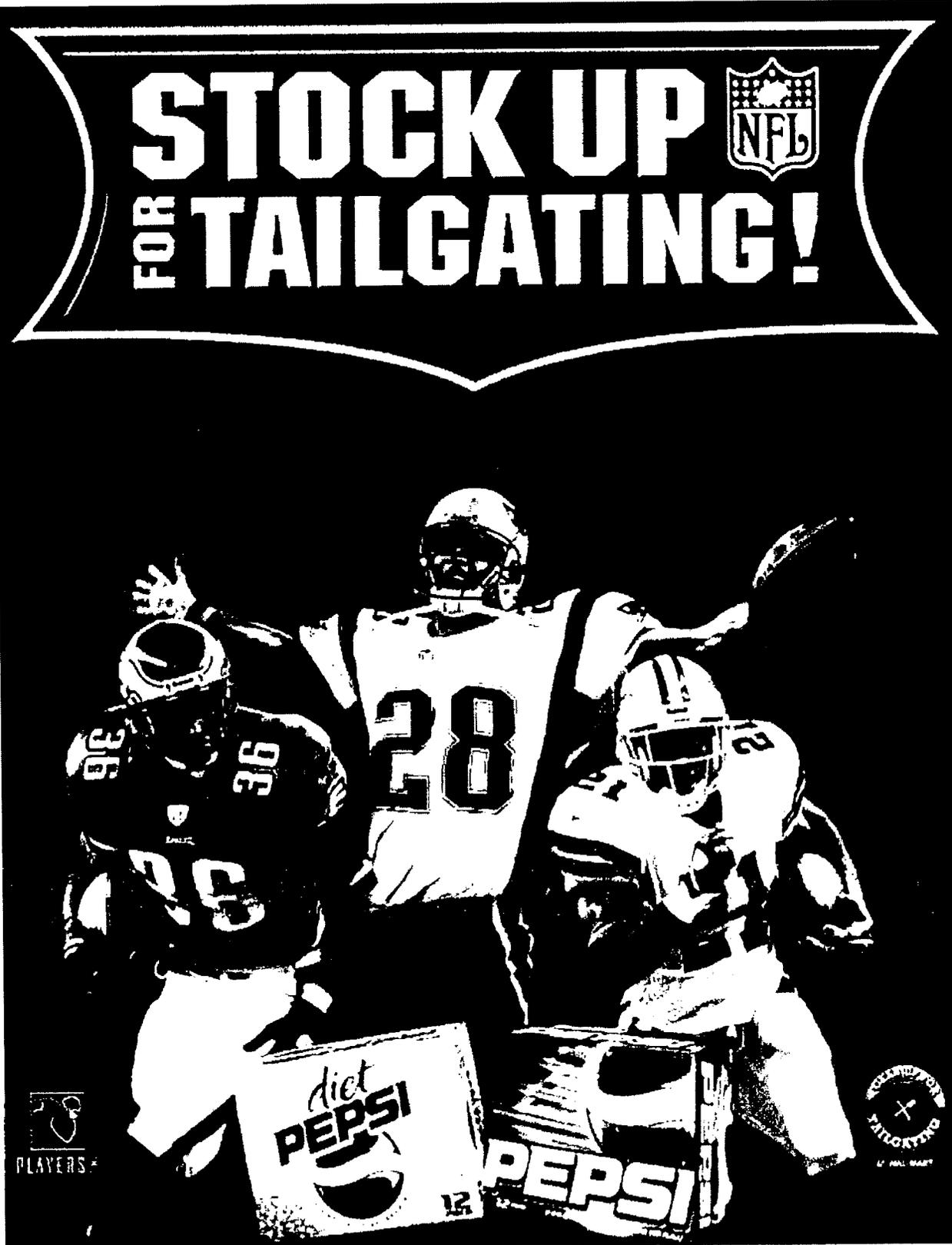
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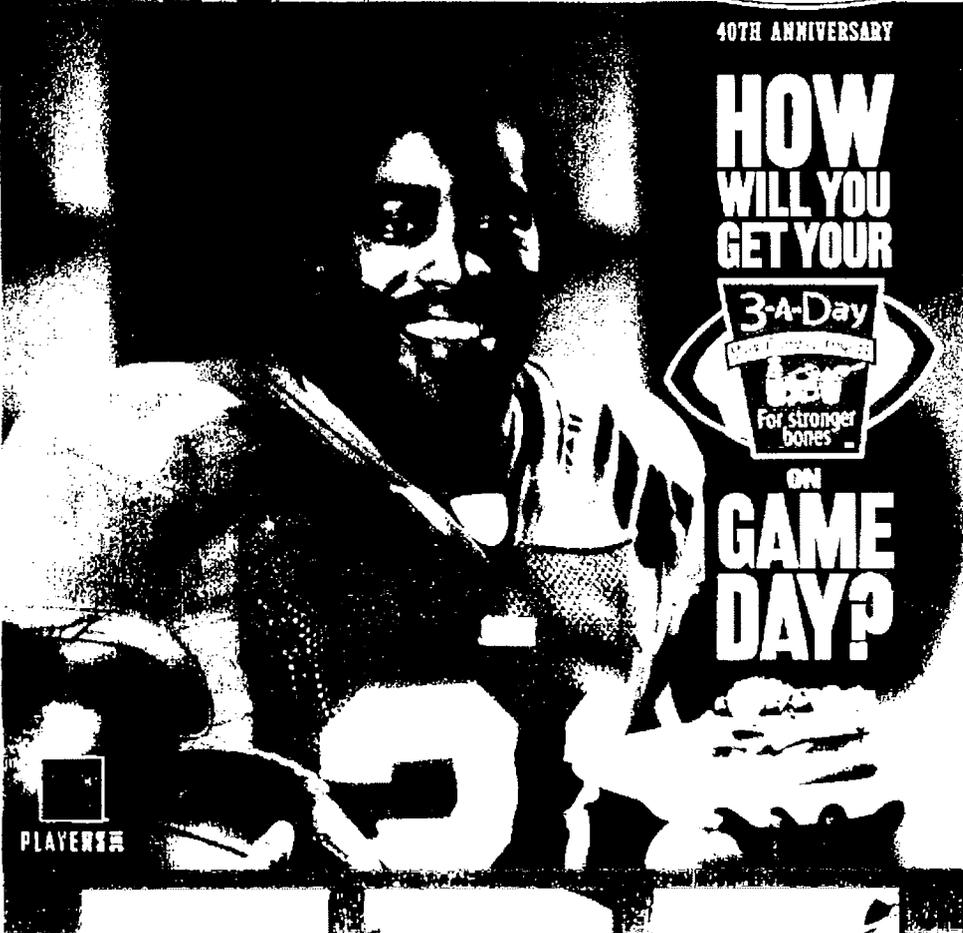
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40TH ANNIVERSARY

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Jake DeHorn

17

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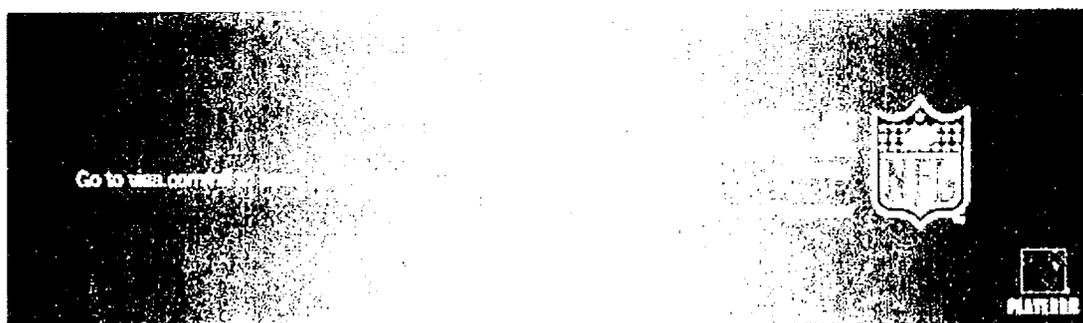
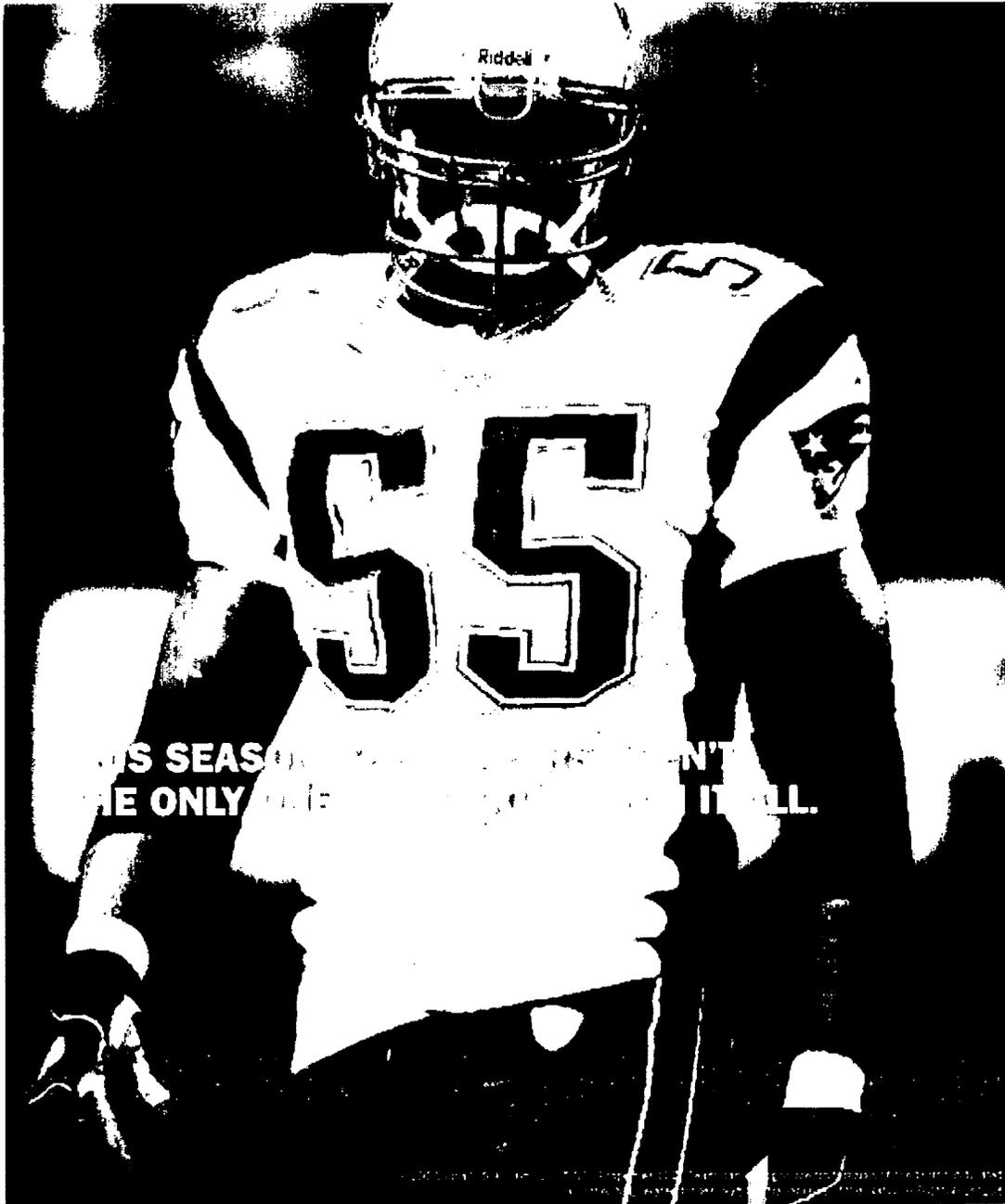


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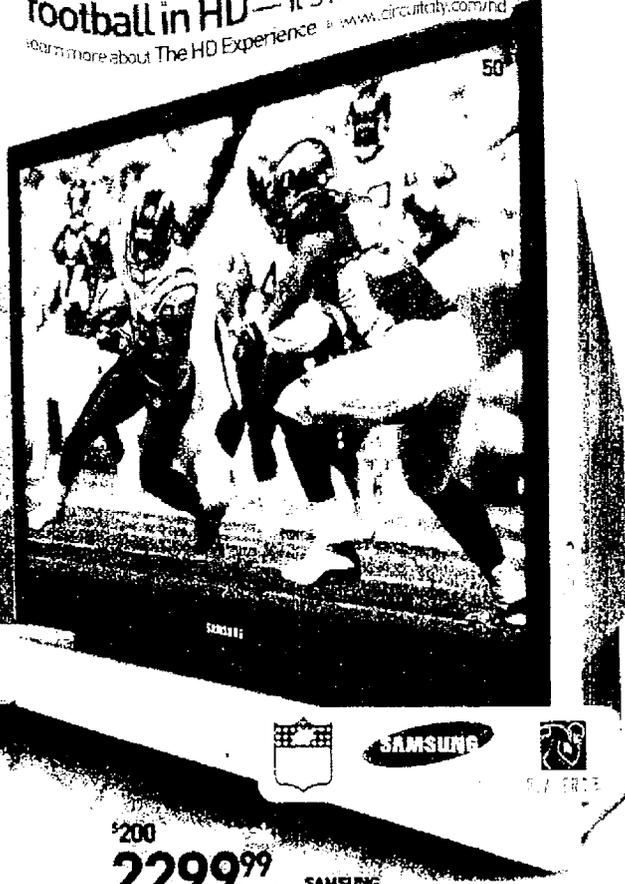


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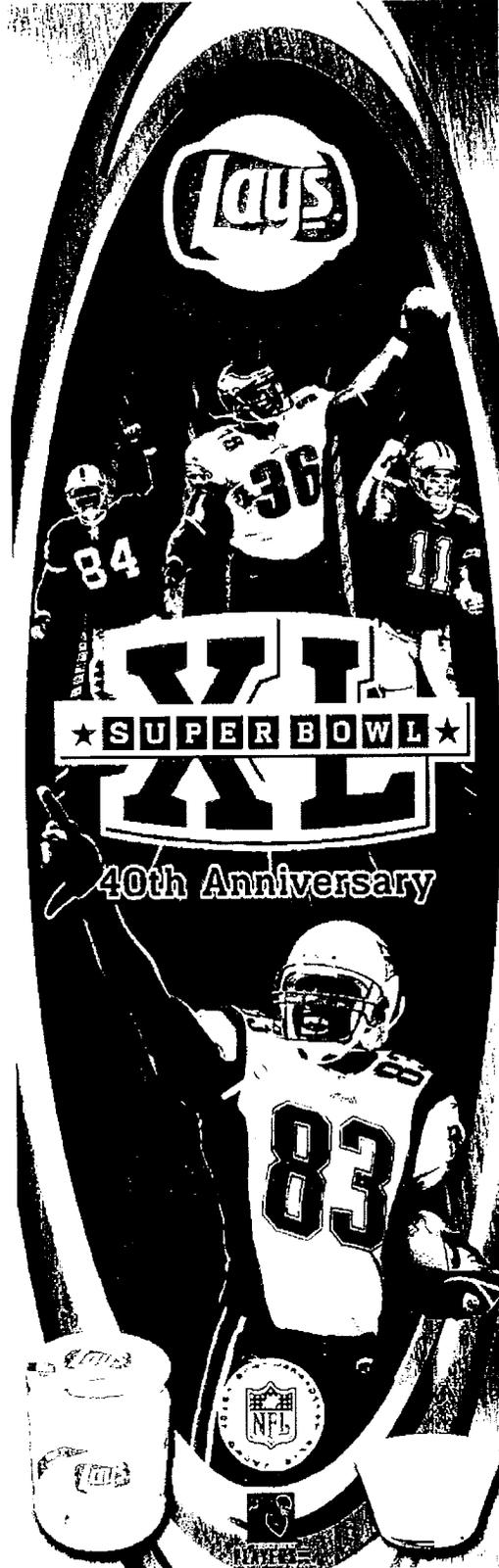
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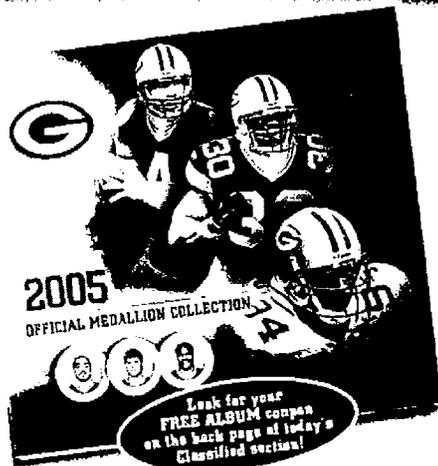


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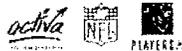
There's a special place in the album for the 21 featured Packers players from Favre and Burnett
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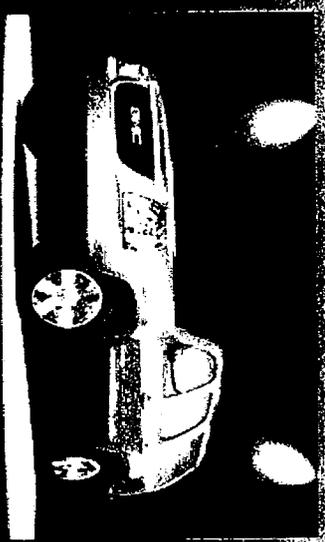
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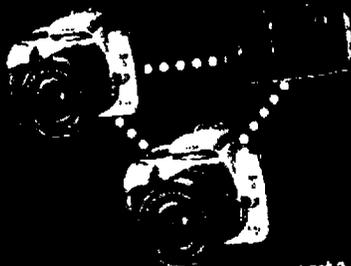
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APPENDIX E
Media

STREET & SMITH'S
SportsBusiness
JOURNAL

WWW.SPORTSBUSINESSJOURNAL.COM
 Volume 12 Number 1
 February 2010

Player appearances set record

BY LIZ MULLEN

Executives at Players Inc., the marketing arm of the NFL Players Association, were expecting a lower than usual number of paid player appearances during Super Bowl week because of Detroit's cold climate.

Instead, the number of player appearance deals broke records.

Players Inc. booked more than 360 appearances for 67 NFL players and NFL draft prospects, generating \$2.4 million in fees for those players, said Howard Skall, vice president of player marketing for Players Inc. The old record was around 350 appearances, involving about 120 to 130 players and a little more than \$1 million in fees, he said.

"Who could have thunk it?" Skall quipped. Players Inc. was not optimistic before Super Bowl week because outdoor activities, such as golf outings, would not be available due to the weather.

Players Inc. routinely arranges player appearances for NFL sponsors during



Reggie Bush (left), Matt Leinart (above left) and Ben Roethlisberger (above second from right, between Leigh Steinberg and actor Josh Lucas) were among players in demand for Detroit appearances.



Super Bowl week. "From the sponsor's standpoint, the interest was strong, and they indicated more than ever before," Skall said.

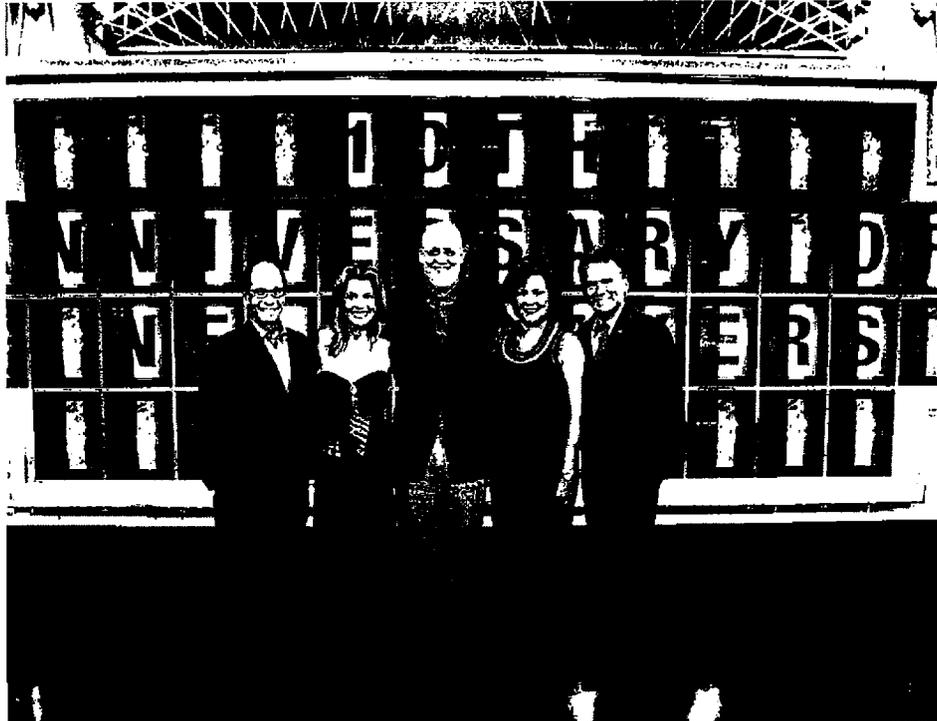
This year, Players Inc. booked appearances for more than 20 companies, including Visa, Pepsi, Motorola, FedEx, Sprint, Goodyear, Canon, Smokers, Cadillac, Camp

Bell, Seagram's, Airbus, EA Sports and Razorback, Skall said.

The current and retired NFL players who made appearances included Tom Brady, Peyton Manning, Eli Manning, Steve Young, Barry Sanders, Shante Alexander, Jerome Bettis, Matt Hasselbeck, Torry Holt, Steve Smith, Bart Starr and Ed McCaffrey. Skall said NFL draft prospects Matt Leinart and Reggie Bush also made appearances. Skall noted

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Players Inc. spells it out for charity on 'Wheel of Fortune'

"Wheel of Fortune" continued a decade-long tradition with its 2006 edition of NFL Players Week, which aired last week in national syndication. On location in Fort Lauderdale, Fla., were (from left) "Wheel" executive producer Harry Friedman, letter turner Vanna White, Players Inc. President Doug Allen and Executive Vice President and COO Pat Allen, and "Wheel" host Pat Sajak. This year's edition of the show welcomed Deion Branch, Derrick Brooks, Warrick Dunn, Jason Elam, Marshall Faulk, Bob Griese, Franco Harris, Rashean Mathis, Deuce McAllister, Santana Moss, Gale Sayers, Jason Taylor, Jonathan Vilma, Reggie Wayne and Roy Williams. Since its inception, NFL Players Week has raised nearly \$2.5 million for charities.

VFXWORLD TAKES A LOOK AT EPISODE III WITH ITS OWN TRILOGY OF ARTICLES



animation showcase

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- Animation Showcase
- Web Animation Guide
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- Upcoming Theatrical
- Releases

Top Stories

EA's Madden NFL 06 Spirals Into Stores

August 29, 2005

EA GAMES' Madden NFL 06 is the most anticipated sports game of the year. The game features a new engine, new graphics, and new gameplay. EA GAMES is proud to announce that Madden NFL 06 is now available in stores.



EA GAMES' Madden NFL 06 is the most anticipated sports game of the year. The game features a new engine, new graphics, and new gameplay. EA GAMES is proud to announce that Madden NFL 06 is now available in stores.

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Animation Flash SIGGRAPH 2005

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PLAYERS INC

**PLAYERS INC Pioneers
 Fantasy Sports**



Ron Jaworski



Daryl Johnston



Ed McCaffrey



Fran Tarkenton



Thurman Thomas



Jack Youngblood

...an participation in fantasy sports has grown exponentially over the last few years, but PLAYERS INC has known the value of fantasy sports for over a decade. In 1989, PLAYERS INC's parent organization and predecessor, the NFL Players Association (NFLPA), became the first organization to license fantasy sports. By licensing the rights to NFL players' names, statistics, and likenesses to companies throughout the sports industry for use in their fantasy football games, PLAYERS INC established a benchmark that other major leagues and players associations have since followed.

The following are statistics and information about PLAYERS INC and its involvement in leading the fantasy game phenomenon:

- USA Today became the NFLPA's first mainstream fantasy football licensee in 1995. The NFLPA's fantasy football licensees subsequently became PLAYERS INC licensees when the NFLPA formed PLAYERS INC as its licensing and marketing subsidiary.
- CBS SportsLine became PLAYERS INC's first online fantasy football licensee in 1995.
- Though fantasy football television shows are now common, PLAYERS INC has the distinction of co-producing the first weekly fantasy football television show. The show began in 1995 and ran for six years on FSN.
- 90 percent of all fantasy players play fantasy football.

- PLAYERS INC's list of fantasy football licensees includes companies such as NFL.com, CBS SportsLine, ESPN, Yahoo, Fox Sports Net, the Sporting News, AOL and EA.
- Fantasy Football is PLAYERS INC's fastest growing licensing category.
- An estimated 15 million people play fantasy sports.

For the past three seasons, PLAYERS INC has offered free online fantasy football at www.nflplayers.com where fans can pick their "ultimate starting lineup" while being provided with

statistics, comparison tools, injury updates, player profiles, exclusive weekly prizes and one-of-a-kind memorabilia. Each week the PLAYERS INC fantasy game resets as players are given a new chance to get in the game and win.

This year football fans can put their skills to the test against former NFL players **Ron Jaworski, Daryl Johnston, Ed McCaffrey, Fran Tarkenton, Thurman Thomas and Jack Youngblood**, who pick teams on the PLAYERS INC website each week. By participating in "Beat the NFL Players Fantasy Football Game" at www.nflplayers.com week after week, fantasy players can win autographed jerseys or compete for the grand prize of a trip for two to the 2006 Pro Bowl and a meal with a real-life fantasy team.

PLAYERS INC established a benchmark that other major leagues and players associations have since followed.

Fantasy exceeds wildest imagination

Networks cater to football players

"Fantasy football is out of control. I don't care that La-Dainian Tomlinson has two receptions for 2 yards in the first quarter of another game that I can not even watching. There's a reason why people watch TV -- because they don't want to read."

COMEDIAN LEWIS BLACK, on HBO's "Inside The NFL"

By Bill Griffith
GLOBE STAFF

It's said that the truest words are often spoken in jest, but in this case, Lewis Black's humor is aimed at the non-fantasy football players. The truth is the NFL and its television partners are falling all over themselves catering to the fantasy cognoscenti.

And with good reason.

Research reveals fantasy players spend more time watching the NFL on TV (2-3 hours more each Sunday), are regular visitors to the websites that host their leagues, and tend to stay on the site longer than an average visitor. Figures from Nielsen/NetRatings show the average fantasy player's visit to CBSsportsline.com is 2 hours 8 minutes. That sort of usage catches the attention of advertisers and makes both the league's TV rights and those networks' affiliated websites more valuable.

The Fantasy Sports Trade Association's 2005 numbers show more than 6 percent of adults (more than 13 million) play fantasy sports games, including more than 10 million in fantasy football. Moreover, the average player participates in more than two leagues and spends \$154 per season in what is now referred to as a \$1 billion per year industry.

"Fantasy has gone main-

stream," said Clay Walker, senior vice president of Players Inc., the licensing arm of the NFL Players Association. "Advertising has embraced it. There's more than a chance that a major advertiser is considering spending its entire August and September advertising campaign around fantasy football."

ESPN stopped charging players this year and, while it won't release numbers, the network says it has doubled its number of fantasy football players. The story is similar at NFL.com, and Yahoo. Free, however, only goes so far. You can pay extra for access to real-time scoring, statistics, and record-keeping.

Sportsline.com, which charges \$129 to manage up to a 12-player league, is considered the top game on the market. "\$129 is \$10 to \$19 per league member," said Greg Ambrosius, editor of Fantasy Sports magazine. "That's nothing compared to what is exchanged under the table." It also includes the real-time scoring and standings updates that cost extra in the "free" world of games.

And Sportsline's senior vice president and general manager, Steve Snyder, pointed out, "The reason ESPN went free this year is because Goodyear is sponsoring the game and underwriting the costs."

Playing can almost become close to an obsession. "When I was playing, I could tell you everything about all the backup receivers and running backs in the league," said Patriots executive director of media relations Stacy James.

But the fantasy games extend well into the real world.

Players tend to buy the NFL "Season Ticket" package on DirecTV so they can monitor all the games in progress at the same time.

They also invest in high-definition TVs with picture-in-picture so

one screen can be on the NFL Network's "Red Zone" or DirecTV's "Red Zone" channel. Both update stats from 1-8 p.m. each Sunday.

Fantasy players are also notorious multitaskers who watch the games with their laptop computers at hand so they can monitor all the games and also converse with opponents and other players.

Fantasy money turns to real income at "insider" services on websites that offer tips, advanced player ratings, and analysis that helps fantasy players determine which players to play.

The NFL's partner networks -- ABC, CBS, ESPN, and Fox -- all deliver last-minute player information in their Sunday pregame shows, then have instant statistical updates popping up on the screens during games.

'It's not gambling'

Around the NFL, a league that shuts anything even remotely related to gambling and is heavily into image control, this sort of activity is acceptable.

"The gambling association is one reason we waited until 2000 to start our games," said Brian Rolapp, the NFL's vice president for New Media, in charge of NFL.com and its fantasy games.

"It's not gambling. It's a matter of skill as opposed to chance. If you play fantasy football, you've got to follow the rosters, know how your opponent's defense does against your quarterback, and stay up on the injury wire. Doing well is a way to differentiate yourself from your competitors. It's also why we [NFL.com] don't have any games for chance. We think of it as a game of skill."

Rolapp also is a player and, in many ways, symbolic of the phenomenon.

"I've been in a league with the same 12 guys since 1994, when I was an undergraduate at Brigham Young University," he said. "Back

then my roommate used to get USA Today on Monday morning, skip class, and update the league's scoring."

That part of the equation has changed.

Now the scoring updates are instantaneous. All day Sunday, the NFL Network services the fan, giving them what they want (latest scores and stats) when they want it.

"The number of players on NFL.com have increased every year by a significant amount, and at least 20 percent of them are women," said Rolapp.

The league and cable systems rolled out Video On Demand (VOD) Network services before the season and, like ESPN, produced a Fantasy Football Preview magazine. Next year, a deal with Sprint will allow players to get updated stats on their cellphones.

"The guys in my league [from BYU] now are spread all over the country," said Rolapp. "Some years, we're even international. Our league — and the NFL, in general — has a way of uniting people who normally wouldn't spend a lot of time together. In our case, we've had a couple of reunions set up around our draft, and the league keeps us all in touch, including online chatting during games."

Rolapp's league is primarily for fun. "For bragging rights," he said. Others charge franchise fees, with payouts to the champion and playoff teams.

But high-stakes games are a concern. "We're careful who gets licensed," said Walker of Players Inc. "We feel the games are on the right side of skill vs. chance, but there's always a concern that Congress will take another look at

fantasy games, especially if some big-time game hosts don't pay off their winners."

Cutting-edge technology

Adelphia cable system's digital customers in the Buffalo area are the test market for the next step in VOD: Fantasy Football On Demand. It's a collaboration among Woburn-based Gotuit Media, the NFL Network, and Adelphia.

Gotuit president Mark Pascarella and Adelphia's Northeast Region director of product marketing, David Daniels, recently demonstrated the system.

The VOD product combines the NFL Network's highlights packages, viewers' individual fantasy teams, and Gotuit's interactive technology.

It's geared to the fantasy player: Click through the menu of players by position — quarterback, running back, wide receiver, tight end, and defensive units — to build a team. Click on a player and, presto, you see highlights of every one of his plays that scored a fantasy point, using the NFL.com scoring system.

Pascarella sits back and smiles as a visitor clicks through the menu, seeing highlights — which load instantly — stopping, pausing, and replaying at will, as if it were a show saved on a DVR or TiVo unit. The difference: The system builds the program to your specifications. Instantly.

Gotuit's technology uses the NFL highlights and overlays its technology to provide graphics, scoring updates, and personal menus.

Even if you're not a fantasy player but interested in a former Patriot player, two or three clicks finds the appropriate

highlight package from their most recent game . . . or all of their games this year.

"If you're playing — no matter what the amount [you pay] — you tend to stay involved with your team," said Sportsline's Alex Riettmiller. "I think people playing in the free leagues get frustrated if some members don't stay up to date and enter their weekend lineup on time."

One league that's playing for money is Sportsline's "Gridiron Guru League." It's a 14-player celebrity league with the likes of CBS announcers Jim Nantz, Phil Simms, Bomber Edson, Bonnie Bernstein, Dan Marino, Guy Johnson, Randy Cross, Brent Jones, Steve Tasker, Steve Cohen (Sirius), Tommy Tighe, and Clark Judge. Each is playing for a charity.

ESPN is considering reinstating its own celebrity game next year.

This season, the emphasis has been on a big preseason fantasy football special on ESPN, plus a special fantasy edition of ESPN the Magazine, and special content for its ESPN360 broadband site and for ESPN Radio. Locally, ESPN Boston radio (990-AM) has had a Wednesday night fantasy show with Mike Antonellis and Bob Barberan.

Fantasy football is far from the real thing: the only hits these players take are to their egos.

And it certainly doesn't reflect the team-first attitude of the league's reigning champion Patriots. The fantasy game is all about individual stats.

But the numbers fantasy games generate show it's a serious business.

5th-graders get to grill Lions

Detroit class ready with sharp queries

BY CHASTITY PRATT
FREE PRESS EDUCATION WRITER

The speakers who visited fifth-graders Thursday at Malcolm X Academy in Detroit held the class in rapt attention.

The first, a tall and beefy man, answered students' touchy questions with a smile.

The other one, a shorter, stocky man, spoke in a teacher-like voice, asking the class at one point, "Does anyone know what responsibility is?"

The children were enthralled partly because these were no ordinary career day speakers — the class was treated to a visit from Detroit Lions offensive tackle Jeff Backus and

fullback Cory Schlesinger as part of Stay Cool in School. It's an initiative sponsored by Players Inc., a subsidiary of the NFL Players Association.

About 11,000 Detroit students have participated in the program. It provides lesson plans, trading cards and school supplies to support teaching math, language arts and geography in Super Bowl cities.

Students who wrote the best 200-word essays, titled "My Winning Moment," won a visit with the Lions players for their classes.

The Malcolm X Academy students grilled their visitors on everything from their high

See LIONS, 8B

school athletic careers to their feelings about former Lions coach Steve Mariucci.

"When you got drafted, how did it feel and what was the first thing you bought?" one asked.

"If you got injured, what would you do for a job?" another asked.

"How do you feel now that your old coach is gone?" asked Cydni Robinson, 10.

"Do you dislike playing sometimes?" asked Moriah Heath, 10.

For the briefest moment, the players hesitated.

"It's not that we dislike it; sometimes we're disappointed," Backus responded.

"It's not fun to lose," Schlesinger said.

The Lions were 6-11 this season. As for Mariucci, Backus said: "We felt bad because he lost his job. We have to deal with it whether we like it or not; that's part of the working world."

Schlesinger was a natural, sounding more like a kindly kindergarten teacher than a rugged fullback as he fielded questions. He told students he intends to be a teacher when he finishes football. He even squeezed into a kid-size Lions helmet, setting off giggles.

Ten-year-old Maya Miller wrote the winning essay at Malcolm X. The class also received T-shirts, miniature footballs and a pizza party. She said she

wrote about winning a black history trivia contest last year at the academy, which is an African-centered school.

Maya was dwarfed by the football players as they stood with her for photographs, and she beamed, almost speechless, afterward. "I'm very happy, excited," she said.

The Lions' Boss Bailey, Kelly

Butler, Jared DeVries, Jason Hanson, Terrance Holt, Wali Rainer, Cory Redding, Victor Rogers and Keith Smith, and former Lion Herman Moore, also were scheduled for visits among 15 Detroit schools Thursday and today.

Contact CHASTITY PRATT at (313) 223-4837 or pratt@freepress.com



RICHARD LEE/Detroit Free Press

Anthony Ward, 10, holds a souvenir helmet he got from a Lions game as he gets a close-up look at two players Thursday at school.



Smile! Malcolm X Academy fifth-grader Javon Johnson poses with Lions tackle Jeff Backus as classmate Ambrose Paul snaps the photo Thursday at school. Joshua Robinson stays out of the way. The Lions' Cory Schlesinger, left, chats up some other students.

ADWEEK

"FCB, Coors Toast Dads"

June 27, 2005

By Mike Beirne

CHICAGO Coors attempts to appeal to Dad's responsible side---like teaching their children about the ills of underage drinking--in a new campaign from Interpublic Group's Foote Cone & Belding here.

A new television spot, breaking this week for the Molson Coors unit, depicts NFL greats like Barry Sanders, Troy Aikman, Marcus Allen and John Elway among a mob of autograph-seekers chasing a regular guy named Bob. The former players are in awe of Bob's parenting skills and cite fatherly accomplishments like teaching his son to drive, cooking for his family and devoting time to them.

The ad is part of MVParents, a national program which will include a Web site, POP, and community outreach through Coors distributors to help parents address underage drinking by nurturing their children. Golden, Co.-based Coors is partnering with Players Inc., the NFL Players Association's licensing and marketing arm, and the Search Institute, a nonprofit organization that provides leadership and resources for promoting healthy children and communities.

"Today, there aren't many parenting tools geared to fathers," said Frits van Paasschen, Coors president and ceo. "With MVParents we think Coors has a great chance to talk to dads, and all parents, about preventing underage drinking."

The 30-second spot will air through December 18 during sports and entertainment programming. Spending was not disclosed. Coors spent \$75 million on advertising last year, and more than \$40 million during the first three months of 2005, according to Nielsen Monitor-Plus.

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JUNE 24, 2005



Bacon's

Photo

NFL rookies smile and say cheese in L.A.

BY GREG AMERSON

If the football card season becomes as hot as the weather was May 28-29 in Los Angeles during the Rookie Rookie Premiere Photo Show Presented by EA Sports, then the market will be in for a boom.

With the announcement of Topps' 50th anniversary celebration, the NFL draft picks kept their cool this week as they posed for their 100th anniversary photos during the Rookie Rookie Premiere Photo Show Presented by EA Sports. The event was held at the Los Angeles Convention Center, and Topps' 50th anniversary celebration was the opportunity to secure these photos as autographs and collectible memorabilia that will be used for just about every NFL card released in 2005.

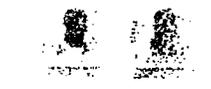
"In the weather is an indication, the rookies are in for a great year," said Topps' president, and the event is a trading card and a bonus for players too, when they pose for the 11th annual event. "The photo capturing and hearing it was a great day for the way the trading card companies are getting ready for the new year of it. It's been a great group of guys and despite the heat, they were all smiling and saying 'cheese' along the way. It was a great day."

Los Angeles sports talk show host Mark and Smith in San Francisco, the group consisted of 12 first round picks. But the first round

pick was just behind the first of the draft class. The rookies were all dressed in their team's colors, smiling and posing for the cameras. The group included the first round pick Mike Williams of Detroit, quarterback Aaron Rodgers of Green Bay and running back Matt Leinart of Stanford. The rookies appeared to be in a good mood, and the event was a great day for the rookies. The group included the first round pick Mike Williams of Detroit, quarterback Aaron Rodgers of Green Bay and running back Matt Leinart of Stanford. The rookies appeared to be in a good mood, and the event was a great day for the rookies.

It was a great day for the rookies, and the event was a great day for the rookies. The group included the first round pick Mike Williams of Detroit, quarterback Aaron Rodgers of Green Bay and running back Matt Leinart of Stanford. The rookies appeared to be in a good mood, and the event was a great day for the rookies.

The event was a great day for the rookies, and the event was a great day for the rookies. The group included the first round pick Mike Williams of Detroit, quarterback Aaron Rodgers of Green Bay and running back Matt Leinart of Stanford. The rookies appeared to be in a good mood, and the event was a great day for the rookies.



than doubling the total from 2004.

"We still want this event to be about the photography, but we understand how important the autographs are to each fanbase, so we've raised the total again this year," said Topps' president.

This event will also get more national exposure this summer thanks to the involvement of the NFL Network. Over the last five years, a one-hour special about the Rookie Photo Show has aired on Fox Sports, but this year the NFL Network will dedicate a special one-hour show in July that

includes video interviews with the top rookies from this year: Matt Ryan, Stephen Scarpia and Tony Stewart. The show will also feature insights on the league's signature network.

"We were pleased with the TV shows we did in the past, but our deal with the NFL Network is a great deal to reach a dedicated audience we believe the show will be incredibly unique and have that real football feel that we always wanted to establish," said Topps' president. "Bringing in the NFL Network to this event has just what we need."

Here's how it works: The event will be away from the Rookie Premiere.

Topps' vice president, Diggins took a break from his own work on Friday and had complete cards signed for them the next day. The Rookie Premiere event group will be in the Los Angeles Convention Center on Saturday. The event will be a complete set of cards and autographs. Topps' president said the event will be a complete set of cards and autographs. Topps' president said the event will be a complete set of cards and autographs.

The 2005 Topps Rookie Premiere Autograph cards (lower left) and the Duo Autograph card (left) were created after many of the top NFL rookies came together on May 28-29 in Los Angeles.



their signatures of the rookies. The inserts will highlight the 50th anniversary release of Topps football with each rookie signing his or her cards to not mix with the routine "Happy 50th."

"It's an exciting group of guys who will help take the hobby to new heights after 50 years of Topps," said Topps' president. "The event was a great day for the rookies and the fans who were there to see them."

Douglass Playoff. The event will be a great day for the rookies and the fans who were there to see them. The event was a great day for the rookies and the fans who were there to see them. The event was a great day for the rookies and the fans who were there to see them. The event was a great day for the rookies and the fans who were there to see them.

Upper Deck: The company that first introduced the photo show in 1994 kept the rookies very busy with eight different photo shoots during the event. The event was a great day for the rookies and the fans who were there to see them.

Topps' president said the event was a great day for the rookies and the fans who were there to see them. The event was a great day for the rookies and the fans who were there to see them. The event was a great day for the rookies and the fans who were there to see them.

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Greg Amerson is a writer for Fantasy Sports Magazine and a contributor to Baseball Card Magazine.

CardTrade

OFFICIAL TRADE JOURNAL OF THE SPORTS COLLECTIBLE INDUSTRY

Record participation for NFL Player of the Day promotion

A record 620-plus card stores are participating in this year's NFL Player of the Day hobby shop promotion, including more than 100 first-time participants.

"It works well for two reasons: One, it helps with sell-through, and two, it brings people into the hobby stores and brings them back because it's a continuity program," said Richard Seidlitz, NFL director of licensing. "It's also totally turnkey for the stores; we do everything, all they need to do is put the materials up and run the program."

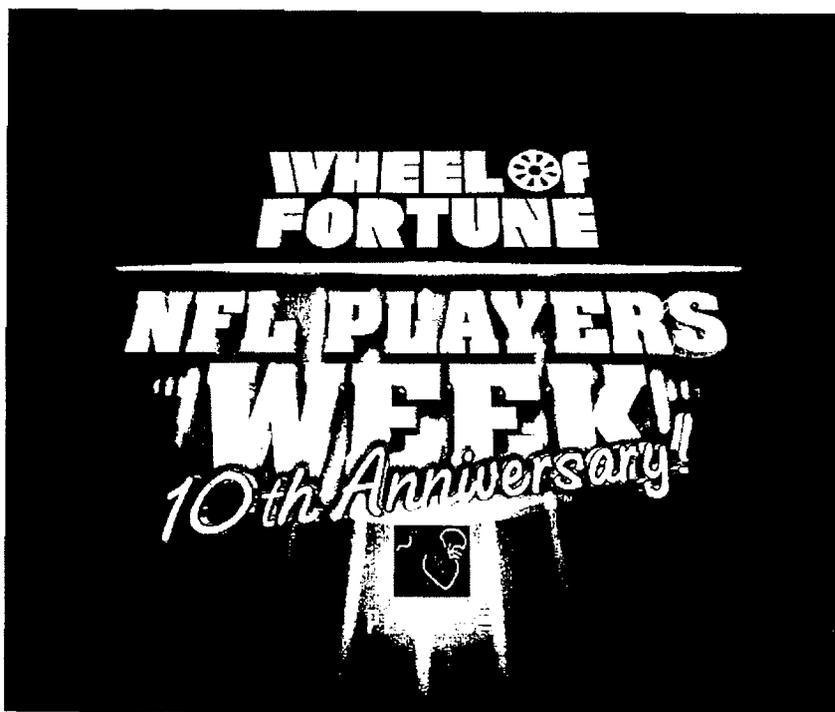
Prizes include cards from Donruss Playoff, Topps and Upper Deck; WinCraft player clocks; McFarlane figurines; NFL Extreme figurines by Mezco Toyz; PhotoFile player photos and NFLPOD T-shirts. Each store also gets a Grand Prize autographed card for one winner per store, and all who enter are eligible for a national grand prize - spending a day with an NFL player.

One of the new elements is that the NFLPOD exclusive card sets available as prizes have been limited to a run of 3,000 sets. In addition, each of three players (Brady, Manning, Vick) also have a parallel card numbered 1 of 250 randomly seeded. Each store gets four sets for weekly prizes.

Joshua Goodstadt, Players Inc assistant VP/trading cards and collectibles, said hobby stores love the program. "We've had requests come in from Israel," he said. "Unfortunately, they couldn't participate because of laws, but this has been a pretty exciting program. One of the reasons why it works so well is it's easy to implement. It taps into the excitement of the beginning of the season. For a hobby store, there's no cost and the implementation is very easy."

APPENDIX F

Wheel of Fortune NFL Players Week
Ratings



Wheel of Fortune's NFL Players Week Delivered Viewers

- During the NFL Players Week (1/23-1/27/06), Wheel of Fortune delivered an average of 14,342,000 viewers. Among the key demographics, NFL Players Week delivered 1,669,000 Men 25-54 and 2,504,000 Women 25-54
- Wheel of Fortune delivered more total viewers than any other program in syndication

<u>Program</u>	<u>Total Viewers</u>
WHEEL OF FORTUNE	14,342,000
Jeopardy!	11,086,000
Everybody Loves Raymond	9,869,000
Oprah Winfrey	9,189,000
Seinfeld	8,879,000
Seinfeld-Weekend	7,718,000
Friends	7,463,000
CSI	7,297,000
Entertainment Tonight	7,201,000
Wheel of Fortune-wknd	7,111,000
That '70s Show	7,096,000
Judge Judy	6,925,000
Dr. Phil	6,705,000
Everybody Loves Raymond	5,725,000
Inside Edition	5,027,000
Entertainment Tonight	4,708,000
Millionaire	4,615,000
Judge Joe Brown	4,529,000

Source: NSS, AA% (000s); 1/23-1/29/06

Wheel of Fortune's NFL Players Week Delivered Viewers

- Wheel of Fortune delivered 1,669,000 Men 25-54, delivering more key Men than 96% of all syndicated programs.

<u>Program</u>	<u>Men 25-54</u>
WHEEL OF FORTUNE	1,669,000
C.S.I.	1,550,000
Jeopardy	1,502,000
Everybody-Raymond	1,206,000
Entertainment Tonight	1,104,000
Warner Bros. Vol 37	1,092,000
That '70s Show	1,080,000
King of Queens	1,077,000
King of the Hill	1,070,000
Cops	1,021,000
Universal Features One	1,016,000
Judge Judy	906,000
Malcolm In the Middle	871,000
Oprah Winfrey	860,000
Stargate SG-1	854,000
King of Queens-wknd	849,000
Entertainment Tonight	849,000
Wheel of Fortune-wknd	841,000
24	818,000
Alias	802,000

- Wheel of Fortune delivered more viewers than 99% of all programs, network or cable, including Desperate Housewives and 24

<u>Program</u>	<u>Total Viewers</u>
WHEEL OF FORTUNE	14,342,000
60 Minutes	14,180,000
24	14,080,000
Dancing With Stars-Results Show	13,953,000
Desperate Housewives	13,880,000
Numb3rs	13,209,000
Boston Legal	12,825,000
CBS Sunday Movie	12,573,000
Ghost Whisperer	11,595,000
King of Queens	11,413,000
Medium	11,407,000
Bones	11,324,000
Crossing Jordan	11,200,000
Law and Order	10,874,000
America's Funniest Home Videos	10,851,000
Las Vegas	10,847,000
Skating With Celebrities	10,826,000
How I Met Your Mother	10,819,000
Law and Order: Criminal Intent	10,754,000
Close to Home	10,707,000
Crumbs	10,700,000
My Name is Earl	10,383,000

Source: NSS, AA% (000s); 1/23-1/29/06

Wheel of Fortune's NFL Players Week Delivered Viewers

- Wheel of Fortune delivered more viewers than top network reality programming, including Dancing With the Stars-Results Show (14.0 million), Skating With Celebrities (10.8 million) and Wife Swap (10.1 million)
- Wheel of Fortune delivered more viewers than top network prime time news magazines, including 60 Minutes (14.1 million), Dateline Sunday (8.9 million) and Primetime (8.7 million)
- Wheel of Fortune outperformed all network soaps, evening news programs and late night talk shows
- Wheel of Fortune delivered more viewers than Leno, Letterman, Conan and Carson Daly combined (13.9 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	14,342,000
CBS Prime	13,305,000
FOX Prime	11,130,000
ABC Prime	10,824,000
NBC Prime	8,112,000
WB Prime	2,771,000
UPN Prime	2,093,000

- Wheel of Fortune delivered 2,504,000 Women 25-54, delivering more key Women than 98% of all syndicated programs.

<u>Program</u>	<u>Women 25-54</u>
WHEEL OF FORTUNE	2,504,000
Friends	2,441,000
Seinfeld	2,364,000
Entertainment Tonight	2,330,000
Seinfeld-wknd	2,191,000
C.S.I.	2,066,000
Dr. Phil	1,975,000
Jeopardy!	1,813,000
That '70s Show	1,788,000
Judge Judy	1,680,000
Everybody Loves Raymond	1,488,000
King of Queens	1,378,000
Inside Edition	1,262,000
Access Hollywood	1,217,000
Live With Regis & Kelly	1,216,000
Entertainment Tonight-wknd	1,196,000
Sex And the City	1,193,000
Ellen DeGeneres	1,186,000
Will & Grace	1,186,000
Maury Povich	1,185,000
24	1,086,000

Source: NSS, AA% (000s); 1/23-1/29/06

APPENDIX G
Staff Directory



PLAYERS INC

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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, Licensing Assistant	202-496-2898
Pamela Adolph, Vice President, Apparel and Operations	202-496-2861
Ryan Kees, 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
--------------------------	--------------

Communications

Lara Potter, Assistant Vice President, Communications	202-496-2885
Veronica Jenkins, Graphic Design Manager	202-496-2892
Joanna Comfort, Communications Assistant	202-463-2214

Retail Licensing

Pam Adolph, Assistant Vice President, Apparel and Operation	202-496-2861
Nicole Krzesny, Licensing Assistant	202-496-2862
Josh Goodstadt, Assistant Vice President, Trading Cards and Collectibles	202-496-2276
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, Licensing Assistant	202-496-2898



Corporate Marketing

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

Player Marketing

Howard Skall, Vice President, Player Marketing 202-496-2867
Angela Manolakas, Assistant Vice President, Player Marketing 202-496-2868
Seth Wyman, Player Marketing Manager 202-496-2891
Muncer Moore, Player Marketing Manager 202-756-1116
Paul Williams, Player Marketing Manager 202-496-2866
Doug Airel, Player Marketing Coordinator 202-496-2878
Marisa Sandler, Administrative Assistant 202-496-2894
Amanda Shank, Administrative Assistant 202-463-1285

Internet

Doug Ramsay, Assistant Vice President, NFLPLAYERS.COM 202-496-2879
Michael Donnelly, Editor, NFLPLAYERS.COM 202-496-2895

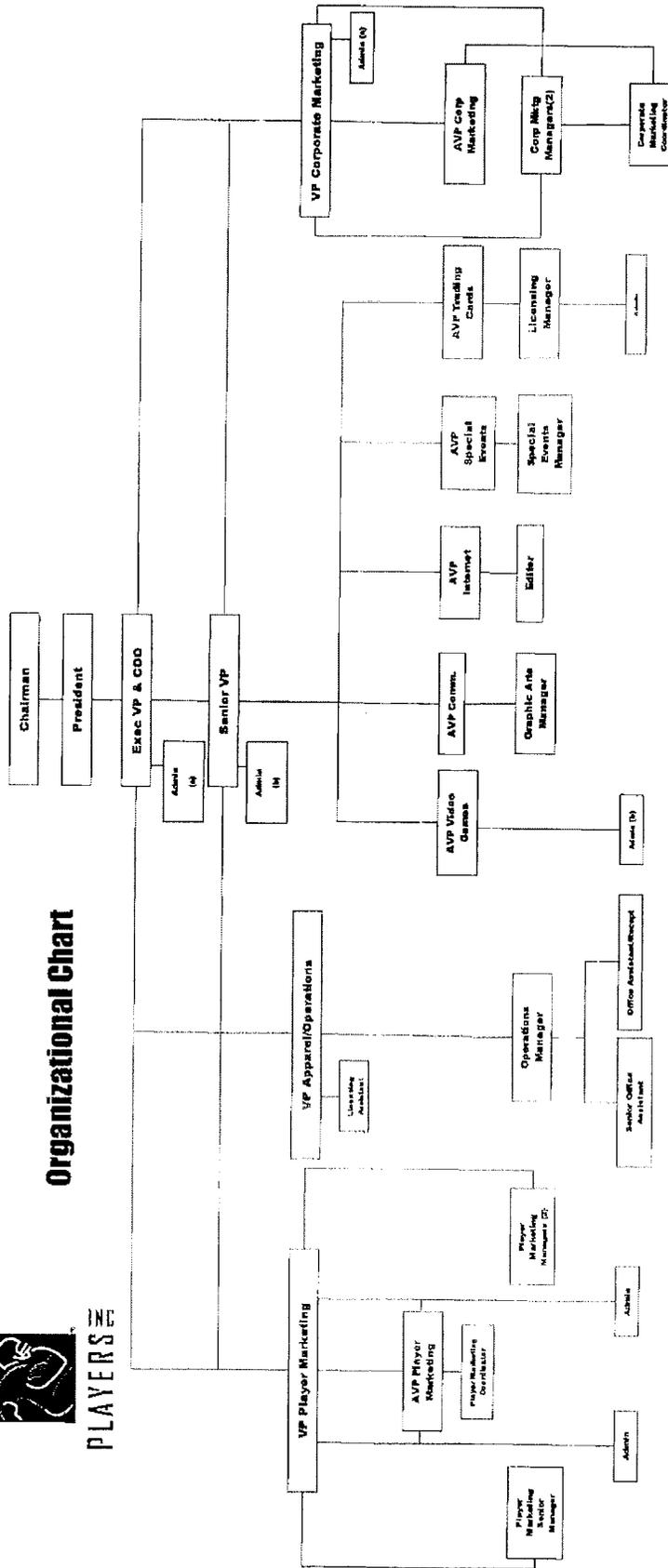
Special Events

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

APPENDIX H
Organizational Chart



Organizational Chart



10/04

APPENDIX I
Equal Share Royalty History

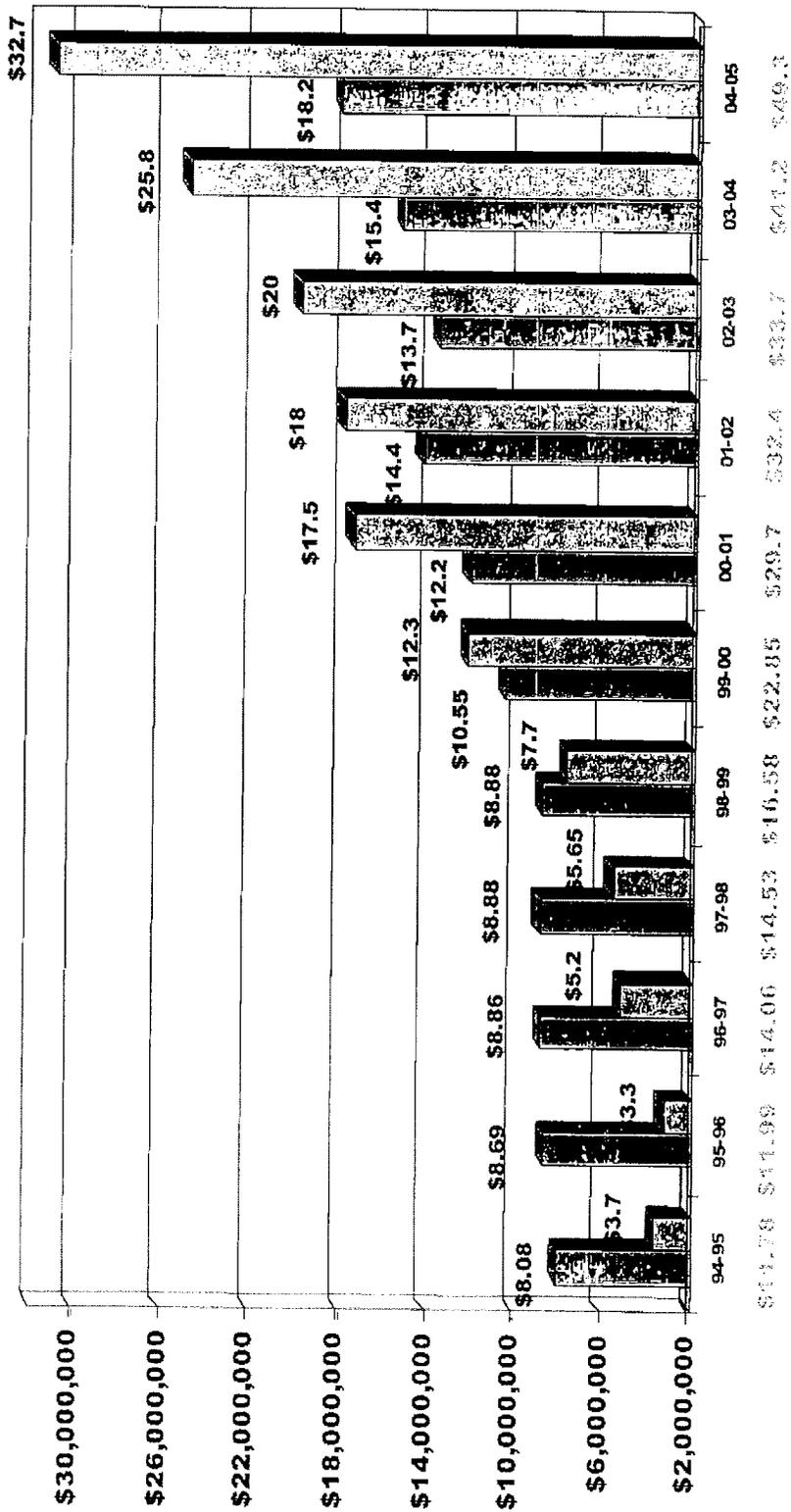
PLAYERS INC
 EQUAL SHARE ROWA PHERS
 ACTIVE PLAYERS

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
9/05	2004	\$7,500	2322	\$17,701,000

* Amount of check is based on amount paid to each player for the season.
 * Total # of players is based on the number of players who were active for the season.

APPENDIX J
Total Payments to Players

**PLAYERS INC
TOTAL PAYMENTS TO NFL PLAYERS**



Equal Share Royalty Pool

Premium Royalties, Appearance and Other Fees Paid Directly to Players