

EXHIBIT D

FORM LM-2 LABOR ORGANIZATION ANNUAL REPORT

MUST BE USED BY LABOR ORGANIZATIONS WITH \$250,000 OR MORE IN
 TOTAL ANNUAL RECEIPTS AND LABOR ORGANIZATIONS IN TRUSTESHIP

This report is mandatory under P.L. 86-257, as amended. Failure to comply may result in criminal prosecution, fines, or civil penalties as provided by 29 U.S.C. 439 or 440.

READ THE INSTRUCTIONS CAREFULLY BEFORE PREPARING THIS REPORT.

For Official Use Only E	1. FILE NUMBER 065-533	2. PERIOD COVERED MO DAY YEAR From 03/01/2011 Through 03/11/2011	3 (a) AMENDED - If this is an amended report, check here: <input type="checkbox"/> (b) HARDSHIP - If filing under the hardship procedures, check here: <input type="checkbox"/> (c) TERMINAL - If this is a terminal report, check here: <input checked="" type="checkbox"/>
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4. AFFILIATION OR ORGANIZATION NAME PROFESSIONAL ATHLETES, FED, AFL-CIO		8. MAILING ADDRESS (Type or print in capital letters)	
5. DESIGNATION (Local, Lodge, etc.)		6. DESIGNATION NUMBER	
7. UNIT NAME (if any) NFL PLAYERS ASSOCIATION		First Name DEMAURICE	
		Last Name SMITH	
		P.O. Box - Building and Room Number 6TH FLOOR	
		Number and Street 1133 20TH STREET, NW	
		City WASHINGTON	
9. Are your organization's records kept at its mailing address? (If "No," provide address in Item 69.) Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>		State DC	
		ZIP Code + 4 20036	

69. ADDITIONAL INFORMATION (Text entered will appear on last page of form. To enter comments, press the "General Additional Information" button.)

Each of the undersigned, duly authorized officers of the above labor organization, declares, under penalty of perjury and other applicable penalties of law, that all of the information submitted in this report (including the information contained in any accompanying documents) has been examined by the signatory and is, to the best of the undersigned's knowledge and belief, true, correct, and complete. (See Section VI on penalties in the instructions.)

70. SIGNED: <u>Kevin Mawae</u> PRESIDENT	71. SIGNED: <u>DeMaurice F Smith</u> TREASURER
<u>04/08/2011</u> Date	<u>04/08/2011</u> Date
<u>202-756-9100</u> Telephone Number	<u>202-756-9100</u> Telephone Number
(If other title, see instructions.)	(If other title, see instructions.)

COMPLETE ITEMS 10 THROUGH 21

10. During the reporting period did the labor organization create or participate in the administration of a trust or other fund or organization, as defined in the instructions, which provides benefits for members or their beneficiaries? Yes No

11(a). During the reporting period did the labor organization have a political action committee (PAC) fund? Yes No

11(b). During the reporting period did the labor organization have a subsidiary organization as defined in Section X of these Instructions? Yes No

12. During the reporting period did the labor organization have an audit or review of its books and records by an outside accountant or by a parent body auditor/representative? Yes No

13. During the reporting period did the labor organization discover any loss or shortage of funds or other assets? (Answer "Yes" even if there has been repayment or recovery.) Yes No

14. What is the maximum amount recoverable under the labor organization's fidelity bond for a loss caused by any officer, employee or agent of the labor organization who handled union funds?

15. During the reporting period did the labor organization acquire or dispose of any assets in any manner other than by purchase or sale? Yes No

16. Were any of the labor organization's assets pledged as security or encumbered in any other way at the end of the reporting period? Yes No

17. Did the labor organization have any contingent liabilities at the end of the reporting period? Yes No

18. During the reporting period did the labor organization have any changes in its constitution and bylaws, other than rates of dues and fees, or in practices/procedures listed in the instructions? Yes No

19. What is the date of the labor organization's next regular election of officers?

20. How many members did the labor organization have at the end of the reporting period?(Total from Line 8 of Schedule 13)

21. What are the labor organization's rates of dues and fees? (Enter a minimum and maximum if more than one rate applies for any line.)

Rates of Dues and Fees				
Dues/Fees	Amount	Unit	Minimum	Maximum
(a) Regular Dues/Fees		per		
(b) Working Dues/Fees		per		
(c) Initiation Fees		per		
(d) Transfer Fees		per		
(e) Work Permits		per		

If the answer to any of the above questions is "Yes," provide details in Item 69 (Additional Information) as explained in the instructions for each item.

STATEMENT A - ASSETS AND LIABILITIES

FILE NUMBER: 065-533

Complete Schedules 1 Through 20 Before Completing Statement A

Assets	ASSETS	Schedule Number	Start of Reporting Period (A)	End of Reporting Period (B)
	22. Cash		\$142,363,097	\$134,932,854
	23. Accounts Receivable	1	\$11,957,559	\$12,777,857
	24. Loans Receivable	2	\$516,154	\$514,220
	25. U.S. Treasury Securities		\$28,371,302	\$28,648,923
	26. Investments	5	\$58,589,527	\$57,980,867
	27. Fixed Assets	6	\$55,099,047	\$55,214,824
	28. Other Assets	7	\$16,667,609	\$16,712,768
	29. TOTAL ASSETS		\$313,564,295	\$306,782,313
Liabilities	LIABILITIES	Schedule Number	Start of Reporting Period (C)	End of Reporting Period (D)
	30. Accounts Payable	8	\$10,565,862	\$9,328,381
	31. Loans Payable	9	\$0	
	32. Mortgages Payable		\$18,401,408	\$18,267,055
	33. Other Liabilities	10	\$80,748,536	\$80,830,484
	34. TOTAL LIABILITIES		\$109,715,806	\$108,425,920
35. NET ASSETS (Item 29 Less Item 34)			\$203,848,489	\$198,356,393

STATEMENT B - RECEIPTS AND DISBURSEMENTS

FILE NUMBER: 065-533

Complete Schedules 1 Through 20 Before Completing Statement B

Item	CASH RECEIPTS	SCH #	AMOUNT
36.	Dues and Agency Fees		\$0
37.	Per Capita Tax		\$0
38.	Fees, Fines, Assessments, Work Permits		\$0
39.	Sale of Supplies		\$0
40.	Interest		\$139,393
41.	Dividends		\$0
42.	Rents		\$105,777
43.	Sale of Investments and Fixed Assets	3	\$663,997
44.	Loans Obtained	9	
45.	Repayments of Loans Made	2	\$2,206
46.	On Behalf of Affiliates for Transmittal to Them		\$0
47.	From Members for Disbursement on Their Behalf		\$0
48.	Other Receipts	14	\$1,623,295
49.	TOTAL RECEIPTS		\$2,534,668

Item	CASH DISBURSEMENTS	SCH #	AMOUNT
50.	Representational Activities	15	\$6,331,674
51.	Political Activities and Lobbying	16	\$0
52.	Contributions, Gifts, and Grants	17	\$1,500
53.	General Overhead	18	\$2,619,564
54.	Union Administration	19	\$227,376
55.	Benefits	20	\$39,420
56.	Per Capita Tax		\$0
57.	Strike Benefits		\$0
58.	Fees, Fines, Assessments, etc.		\$0
59.	Supplies for Resale		\$0
60.	Purchase of Investments and Fixed Assets	4	\$710,645
61.	Loans Made	2	\$272
62.	Repayment of Loans Obtained	9	
63.	To Affiliates of Funds Collected on Their Behalf		\$195
64.	On Behalf of Individual Members		\$0
65.	Direct Taxes		\$34,265
66.	Subtotal		\$9,964,911
67.	Withholding Taxes and Payroll Deductions		
67a.	Total Withheld	\$180,104	
67b.	Less Total Disbursed	\$180,104	
67c.	Total Withheld But Not Disbursed		\$0
68.	TOTAL DISBURSEMENTS (Line 66-Line 67c)		\$9,964,911

SCHEDULES OMITTED