



Marketing Plan

Cyber Action Sports Team Proposal



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**Last week he couldn't make
the team... this week he
turned pro.**





The ACsports Game Plan

Fulfilling Fantasies

Cyber Sports Careers

ACsports has created the most appealing and exciting profession offered since a baseball player was paid to swing a bat - a career as a *Professional Cyber Athlete*. ACsports is turning fun into a career, by paying Cyber Athletes from all over the world to play sports games on the Internet, competing head-to-head on a digital playing field in games ranging from golf to extreme snowboarding. (Picture of various game screens)

The Professional Game Player

Armchair athletes from around the world will rise up for this hot new idea for a cyber career and a chance to earn HUGE MONEY while having fun. Ordinary people will transform into ferociously competitive cyber jocks, playing the most popular computer sports games around at the coolest cyber stadium in town - ACsports.com. (Picture of a world inside a stadium)

Making of a Cyber Sport Superstar

Qualifying for the Pro's

ACsports holds round-the-clock tournaments, which are exactly like training camps operated by real life sports teams. The ACsports tournaments are the proving grounds where enormous pools of aspiring pro players will be narrowed down to the elite professionals who get PAID TO PLAY. There will be hundreds of tournaments each year, in the most exciting computer sports game competitions in cyberspace. Each of these eyeball-capturing tournaments focuses on a specific sports game, and players can try as many times as they like to rank in the top 1000 scores during the 28-day open competition.

Making it to the Big Leagues

In addition to the one hundred thousand dollars distributed to the top 1000 players in each tournament, cyber athletes compete for one of the 500 coveted positions in the ACsports Professional Players League. And just like in real-life sports, our professional players get paid just to play the game, and earn even more if they make it to the playoffs. With incomes that rival real athletes' salaries and potential income from product endorsements, our cyber athletes have incredible incentives to practice, practice and practice. (table of tournament and league payouts)

Designated Player Program

ACsports creates an incredibly motivated word of mouth network. The designated player program is designed to let players treat their friends to a free sample of ACsports, and to help the cyber athlete win. ACsports permits its cyber athletes to assign up to five designated players to contribute scores for one tournament. Because we give designated players the same playing privileges as the cyber athlete, designated players have unlimited chances to submit game scores during the tournament. And to motivate designated players to play at peak performance for their friends, ACsports will pay them too! Even better, ACsports will giveaway 500 free memberships through random drawings offered only to designated players during their game.

Profile of the Audience

Massive Market

The computer and video game industry, a \$23 billion market, is one of the most exciting and entertaining industries in the world. Add that to the \$213 billion sports industry and you have the dynamic duo that is the ACsports target audience. Then consider that computer ownership is doubling every year and that there are already 250 million people playing games on the Internet, and the appeal of ACsports' innovative formula becomes obvious.

Gigantic Traffic

Traffic on sports-related and game-related websites is phenomenal. With top sites reporting traffic in the millions each month, and consumer appetites craving cool Internet destinations, ACsports is a roadmap to success. Think about it, a cyber sports tournament site with a professional paid players league, incomes that rival real athlete salaries, the most in-demand sports simulations available today, and the thrill of competition mean ACsports is a sure-stop destination.

Cutting Edge Content

People's attention is seldom as focused as when they're battling an imaginary adversary in a digital game of football or speeding across a virtual racetrack. Doesn't it make sense for Internet marketing companies to place ads in front of those feverishly attentive eyeballs? At ACsports, we've created a revolutionary new environment that delivers stickiness and precision-marketing unlike any destination ever conceived.

Grabbing Gamers

ACsports cyber athletes are members of a pretty dynamic and highly sought after community - hip, web savvy and upscale. Fifty nine percent already make online purchases, 83% report that they like the idea of online shopping and 85% are involved in sports as spectators or players. In fact, most gamers spend an average of \$230 per year on new games *just for entertainment*. (table of gamer statistics)

Attractive Attributes

The ACsports community is more than a pretty cool website, it's a lifestyle. Our cyber athletes will be glued to our site not only for incredibly rewarding tournaments and leagues, but also for entertainment, prestige, information and socialization.

Dynamite Destination

As the premiere website for professional cyber athletes, we represent a unique opportunity to tap into a desirable demographic, all of whom are hungry for the latest and most cutting-edge technologies available. Our model allows us to provide a vertically integrated hub, offering sports, games, game reviews, demonstrations, articles tournaments, leagues and the hottest cyber career on the Internet. Why would our members ever leave? All of this and we give our members compelling reasons to bring in five of their friends. Could your advertising dollar be spent any better?

Magnificent Marketing Methods

Team Franchise

If you've ever wanted to own your own sports team, you need to learn how ACsports can make it happen. From your desk, you can recruit players from all corners of the known universe. There are no physical requirements, so virtually anyone can make the team. You can have unparalleled global exposure, and a potential fanaticism for your team, company products, services and vision that defies comparison. And best of all, you can enjoy a separate income-generating stream that is unprecedented in history.

Sponsored Tournaments

Instead of fleeting mentions offered by most advertising mediums, the ACsports Sponsor Program offers enduring exposure packages that are designed to last, but to fully appreciate the power of this program requires a close look at how exposure times are measured and advertisements are delivered. Instead of the meager seconds of exposure delivered by most advertisements, ACsports delivers HOURS at a time in a highly focused game format where the customers are riveted to your message. The net result is that your brand, product or service stands out in a cutting-edge formula that guarantees attention.

Alluring Advertisements

Every game in every tournament will provide never before offered message mediums. The ACsports Advertiser Playbook shows how to highlight your marketing message from every angle of the games. From attention-grabbing multimedia commercials to unforgettable game objects, your logo or message will be sensationally delivered to a captive audience.

Affiliate All Stars

We designed the ACsports Affiliate Program with one goal in mind - To offer you the single most lucrative and rewarding Affiliate Program ever created. To live up to that commitment, we had to reinvent the concept of how Internet partners should be treated and rewarded. In doing so, we've raised the industry standard of partnering to a whole new playing field.

To sum it up - easy, enormous, endless and extreme money!

ACSPORTS HOW IT WORKS

CUSTOM GAMES

Each ACsports game is a full version CD with state-of-the-art 3-D graphic interface. All games have been customized with an ACsports online interface to keep track of scores and players, and to allow us to deliver fast action games to players no matter how fast their modem is.

Every month, you will receive the ACsports game of the month on CD (golf, baseball, Nascar, etc.), by top brand game developers. Each CD you receive is worth \$40-\$70 in retail stores, so there is no need for you to buy any games in order to participate in ACsports tournaments. We provide the games for free so you have a way to practice. And you're going to need practice if you're going to be a paid professional cyber athlete. The first game release will be the ACsports Golf game, and each new season, a new sports game will become available. When a new game is released, a tournament will begin for that game within 28 days. That means a tournament will be held every 28 days all year long on each and every game. Since each game offers 13 tournaments per year, and we have 40 scheduled game releases, that's a whopping 520 annual tournaments!

TOURNAMENTS

Every tournament is open to all players of all ages everyday. During the 28 days of a tournament, you can submit a score as often you want. Our software automatically updates your position on the leader boards using your best score. Ties are broken by the date and time of completion, so the first score submitted, wins. The score is based on different skills for each different game, some games, such as golf, will be based on the number of shots it takes to complete one 18 hole game, other games will be based on points or speed.

You can play at home on your PC or Mac for practice, but you must go to ACsports to play in the tournaments. In order to qualify for a paid position in the league, you must rank in the top 500 players of any tournament. There will be up to 40 tournaments and 40 leagues in 40 different sports games operating at the same time, and you can play in them all if you're an iron man. See Tournament Rewards.

BONUS PRIZES

Instant winner Scratchers are pop-ups that appear periodically during the tournaments. To win, a player just clicks on the Scratcher to reveal one of 860 prizes given away in each tournament. There are 360 winners of \$50, and another 500 winners of a free membership (One Season). It only takes a click to win, and other cool product prizes are coming soon.

LEAGUES

In addition to the prize money earned in each tournament, the top 500 players are automatically drafted into the paid players league and will receive \$500 each just for completing 25 regular season games (regular season lasts 25 days). The top 80 league players at the end of the regular season will enter the 1st round of playoffs (24 Hrs) and receive another \$500 each. The top 40 players move into the 2nd round of playoffs (24Hrs) and receive another \$1000 each. The top 20 players go to the final round (24Hrs) and receive another \$2000 each, and the top 10 players receive another \$3000, for a total of \$7000 in earnings per season (28 days). See League Rewards

This is our professional league of Cyber Athletes who are paid just for playing! The league players are required to play 25 games in a 25-day period to earn \$500. The games can be played at any time during the 25 days. Any ties will be broken by the date and time of completion of all 25 games. For example, in the golf tournament (18 holes per game) , a player whose 25 games are completed on the 15th day of the league, would be ahead of another player with the same score who completed 25 games on the 23rd day. So it is better not to wait until the last minute, or you might miss a chance to earn another \$6500 in the playoffs. During the tournament you can play as often as you like to keep improving your score, but in the professional league every game counts. Professionals must be responsible - one missed game forfeits the whole \$500 in earnings, even if you played 24 out of 25 games.

DESIGNATED PLAYER (DP) LIST

At ACsports, your friends can play for you to help you win. Members can assign up to (5) designated players, who can play in the tournaments or leagues and submit games scores for one season. This gives our members the opportunity to let their friends share in the prize money without costing them anything. ACsports provides an instant email notification button on the website that makes it easy for members to ask their friends to become a designated player. The designated player button helps our members to increase their chance of winning and also offers their friends a chance to earn money playing games.

When a designated player wins, they receive 20% of the prize and the member receives 80%. Only one winning score may be accepted per member, which includes all of the designated players on his or her list. If more than one of a members designated players win, only the highest placed winner will be accepted. It is possible that during one season of the tournament and league, all 5 designated players on the members list can win. DP1 wins in the tournament, which automatically puts the member in the paid players league. DP2 gets them into the first round of playoffs, DP3 gets them into the second round of playoffs, DP4 gets them into the final round of the playoffs and DP5 wins them the championship round. The member receives 80% of all the earnings without ever having won a game on their own! If a designated player becomes a member, there are even more rewards for the original member.

CYBER ATHLETE AGENT

When you refer someone who joins ACsports, you automatically qualify as a cyber athlete agent. As an agent you not only receive referral income (see referral program), you also receive 7% of their winnings! Just like talent agents in the real world, the ACsports Cyber Athlete Agent is rewarded whenever their referrals earn money. Imagine being the agent for a top player, not only do you receive the 7% of their earnings, but also 7% of any endorsements they might receive from one of our sponsors.

PRIZE AWARDS

All tournament and league players receive payment at the end of the 28-day event in which they earned any money. Every winner will receive their cash award in the form of an ACsports Card, or if they already have an ACsports Debit Card, the money will be added to their account. That's right! We give you and ACSPORTS Debit card loaded with your winnings. There is no qualifying - if you win money - you get a card, its that easy. The card can be used like any credit card, but it is limited to the amount of your winnings, so it is NOT a credit card. You may only spend what you have on the card, but you can use it

to buy anything online or off, everywhere they accept Debit Cards. As the tournaments grow in size, the cash prizes will get even bigger. In addition, members receive reduced pricing on exclusive product offers from our advertisers and sponsors.

TOURNAMENT REWARDS

Prize Packages and Prize Structure may vary from time to time

INSTANT WINNERS (Scratchers)

500 Winners Free Membership

360 Winners \$50 each

1st Place \$25,000

2nd Place \$10,000

3rd Place \$5,000

4th Place \$2,500

5th Place \$1,500

6th thru 20th Place \$1000

21st thru 100th Place \$100

101st thru 300th Place \$50

301st thru 500th Place \$25

LEAGUE REWARDS

STATUS:	NUMBER OF PLAYERS	EARNINGS
REGULAR SEASON (25 DAYS)	500	\$500 each
REGULAR SEASON WINNERS	80	\$500 each
PLAYOFFS:		
1ST ROUND - 1 GAME (24HRS)	40	\$1000 each
2ND ROUND - 1 GAME (24HRS)	20	\$2000 each
CHAMPIONSHIP - 1 GAME (24HRS)	10	\$3000 each

The ACsports Team Franchise

At ACsports we provide the games and the environment for professional sports games to be played online, and the opportunity for Netizens to compete and earn a living as cyber athletes. The proposition is simple; in order to compete in the ACsports tournaments and leagues, a player must belong to a team.

An ACsports Franchise offers companies the opportunity to benefit from the esteem and recognition of owning a professional sports team with the income privileges of a being a sports agent.

As a professional sports team, the Franchise is an extensive collection of players, each competing as an individual athlete on behalf of the organization.

As a sports agent, the Franchise earns income on each of their athletes every time they compete, and even more when they win.

Benefits of Ownership

Brand Awareness

An ACsports Franchise is the most revolutionary marketing platform since the invention of television. Your brand will be heavily promoted online and offline, throughout game play and in the media, and be associated with the hottest, most cutting-edge career in cyberspace – The Professional Cyber Athlete.

Captive Audiences

An ACsports Franchise gives you access to an affluent, educated and tech-savvy community of consumers. In addition to having the best sports games on the market, players will be drawn to the games for hours at a time as they practice their new career as a cyber athlete. And, with PC ownership doubling every year and over 200 million Internet gamers worldwide and growing, the appeal of ACsports becomes obvious.

Data Mining

ACsports wants to help you learn more about your customer. Our proprietary Team Builder technology will create a customized Personal Database complete with names, home and email addresses, ages and genders for your use. This quality information will give you invaluable market insight and excellent lead generation.

Target Marketing

ACsports Cyber Athletes are members of a very sought after community – hip, web-savvy and upscale. They are the Internet Generation – a generation that has become the fastest growing consumer market in the history of commerce. Based on our market research, ACsports will attract an encompassing demographic of 18-44 year olds with over \$300 billion to spend annually. On average this group earns over \$50,000 per year and spends \$230 per year on game titles.

Advertising

Every game CD has customized rich media advertisements strategically placed throughout the game. The advertisements may contain audio, video and hyperlinks, and they can be positioned on many objects inside the games. Whether in practice, during tournaments or playing in the league, each game guarantees that players will spend hours eyeballing your logo and message.

Reach

In order to compete, a player must belong to a team. Since there is no limit to the numbers of players on a team, throngs of players from across the country and around the world may all represent one Franchise.

Team Generation

To help the Franchise sign up players for the team, ACsports will provide promotional

game disks for distribution offline, branded with the Franchise logo. This disk will serve as the registration gateway and will contain sample games so that players can decide which sport is right for them.

Mass Appeal

There will be dozens of different game tournaments monthly; in sports ranging from traditional court games to extreme snowboarding, and every player on your team will be able to compete in any one or all of them.

Viral Marketing

Every player that signs up for your team has the privilege of designating up to five friends to play on their behalf each month. This team builder system means every player can recruit new players to expand your team and brand exposure at no cost to the Franchise.

Revenue Potential

Every player that signs up for your team earns you money. When they enter a tournament, the Franchise receives \$5, and another \$2.50, when they renew membership each month. If they win, the Franchise receives 7% of the total prize money, plus 7% of the player's salary while they're in the league.

Global Reach

ACsports generates true worldwide competition through the power of the Internet. Our web pages are available in English, French, German, Japanese and Spanish

Customized Branding

ACsports gives you numerous ways to make a splash in today's dynamic web community with a wide range of marketing strategies and branding packages that make your message come to life and be seen.

DELIVERABLES

50,000 Promotional CD's

Interactive giveaway CD containing game samples

Logo co-branded on CD jacket cover and label

Multimedia commercial (30 seconds) appearing at opening of every game

Direct link to your website

Direct link to ACsports' signup page co-branded with your logo

Advertising insides the Games (may vary from game to game)

Team members receive Franchise-branded game disks (provided on every game)

Prominent Logo co-branded on CD jacket cover and label

Multimedia commercial (30 seconds) appearing at beginning of each game

Logo showcased consistently throughout the games (locations will vary from game to game)

Official Game Disks

Custom-branded game disk for your players to practice with at home.

Direct shipping to the players home every month

Data Mining

Personal Data Base complete with names, address, email, age, and sex of all

your players
Direct marketing opportunities to your target audience

Revenue Sharing

\$5 for every player that signs up on your team
\$5 every time they renew their monthly membership
7% of all prize money earned by your players
7% of all league income earned by your players
7% of any endorsements earned by your players
25% of all advertising income generated on your game disks

Co-branded Advertising

In special events, and all advertising and promotions by ACsports
In website pages, online sample games and collateral marketing materials
Televised Tournaments
Player Interviews



ACsports Team Franchise™
The Pinnacle of Success

Everyone knows that if you cut a Chicago Bulls fan, he will bleed red and black. And if you insult the Yankees, Raiders, or Red Wings in the wrong crowd, you may in fact see the color of your own blood. How did such frenzied fanaticism, such unabashed team loyalty ever start in the first place?

In a word - franchisers.

Long before there were superstars and Super bowls, there were groups of uncanny visionaries who believed that people would someday eat, drink, and breathe passionate devotion for their favorite professional sports teams. And despite the impossible odds against it, those fans would secretly dream of one day playing on that team. Franchise team owners saw the future for all that it could be and seized the chance to make history. In the process, they created the world phenomenon of action, entertainment, opportunity, celebrity, and profit that we now know as professional sports.

Now, imagine that **YOU** are that Franchiser looking into the future...only this time, there are no limits.

From your desk, you can recruit players from all corners of the known universe. There are no physical requirements, so virtually anyone can make the team. Anyone can become a superstar. You can have unparalleled global exposure, and a potential fanaticism for your team, company, products, services and vision that defies comparison. And best of all, you can enjoy a separate income-generating stream that is unprecedented in history.

That is the opportunity before you now.

If you've ever wanted your own professional sports team, or to create the future instead of react to it, you need to learn how ACsports™ can make it happen.

Not only will you be amazed, you'll get your shot at making history.

Redefining The Future

To fully appreciate your potential as an ACsports Franchise owner, it helps to understand the terms that redefine your future.

- **A Cyber Athlete** is virtually anyone of any age, anywhere on the planet who chooses to compete for fun, or to earn a phenomenal income, in head-to-head, real-time ACsports games on the Internet.
- **ACsports Games** are simple-to-master, three-dimensional, graphically intense sports games that play at peak power online, regardless of the Cyber Athlete's modem speed.
- **ACsports Tournaments** are global sports competitions that begin and end every 28 days. The games are open to all Cyber Athletes and their guests, who are appointed Designated Players. The top-scoring Cyber Athletes qualify to play as paid professionals in the league competition that takes place during the next 28 days.
- **ACsports Leagues** are the professional games that follow open tournament play. Cyber Athletes who advance to the ACsports League are proven players, who are paid huge cash incomes during a 25-day regular season and a 3-day playoff series.
- **An ACsports Franchise** is a team of Cyber Athletes from around the world, competing in the sport of their choice on behalf of a well-known corporation.
- **An ACsports Franchise Owner** is a company at the top of their game who identifies with being a proven leader of business and industry.

The Benefits Of Ownership “Profiting From The Future”

It has often been said that ownership has its privileges. Here are the unique benefits in owning your own ACsports Team Franchise.

Hot, Global Branding

The ACsports Franchise may very well be the most revolutionary marketing platform since the invention of the television. Your brand will be heavily promoted online and off-line around the globe. It will constantly be seen throughout game play and frequently featured in the international media. And it will be directly linked to the hottest, most cutting-edge career in the digital universe – The Professional Cyber Athlete.

Unprecedented Stickiness

The ACsports Franchise puts you in the ultimate league of affluent, educated and tech-savvy consumers. These sophisticated, competitive Cyber Athletes are drawn to the most exciting sports games ever created. And when they come to play, *they do it for hours at a time* because, like you, they want to win. This creates a captive audience for your brand, company, products and services that is without precedent on today’s clicked-away Internet. Imagine the potential of having that kind of captive audience in the cyber world that already has over 200 million Internet game players. Now, consider that PC ownership is doubling each year!

Profitable Information

It’s midnight on the World Business Clock. Do you know where your global customers are? As an ACsports Franchise owner, you will not only find your existing and potential customers, you’ll acquire information about them that will make your competition salivate. Our proprietary Team Builder technology will create a customized database that includes names, home addresses, phone numbers, email addresses, ages, genders, and other marketing-relevant information for your use. This highly profitable data will give you invaluable market insight to build greater brand loyalty and create an entirely new source of lead generation.

The Perfect Target Market

As an ACsports Franchise Owner, you are given the keys to an elite community of Cyber Athletes who are hip, web-savvy, and highly upscale. They are best of the Internet generation - the fastest growing consumer market in the history of commerce. Current market research suggests that you will appeal to an encompassing demographic, primarily consisting of 18-34 year olds who earn an average of over \$50,000 per year with a

combined disposable income of \$300 billion to spend annually. Even more exciting, an enormous number of them spend \$230 each per year on games just for pure entertainment.

Eyeballs Ad-Infinitum

As an ACsports Franchise Owner, your customers will receive your unique, branded CD with customized rich media advertisements strategically placed throughout the game. The advertisements can be commanding or subtle, and may contain audio, video and hyperlinks. This multifaceted marketing approach means that your players will *spend hours* eyeballing your logo and message during practice, tournaments and league play.

Unlimited Reach

Unlike traditional athletic teams that are restricted to specific sports, bound by national borders, or constrained by natural physical conditions, your ACsports Franchise has no limits. Every Cyber Athlete who signs up to play or compete must belong to a team. Therefore, your global franchise could have as many players from across the room or around the world as you wanted. Your Cyber Athletes can compete in any and all of ACsports' games, ranging from golf to extreme sports. And they can compete from anywhere in the world using our web pages in English, French, German, Japanese and Spanish.

Getting Everyone On Your Team

As an ACsports Franchise owner, you will receive *free promotional game disks* that are customized with your logo and message for off-line distribution. These revolutionary, signature CD's contain several sample games so future players can select the ones they like best. Your branded disk can be seen hundreds of times as players practice off-line, and even more when they pass the CD on to their friends. Best of all, your CD serves as a registration gateway that directly links anyone who becomes an ACsports Cyber Athlete as a potential moneymaking player on your team.

Unrivaled Viral Marketing

The ACsports Designated Player program has been touted as one the most innovative viral marketing tools ever conceived. As a Franchise owner, every one of your Cyber Athletes can designate five people to play on your team every 28 days. Now imagine hundreds of your players recruiting five new players each, every time a new tournament begins, or a hot, new game is debuted. You don't have to be Steven Hawking to do the math on this one. The self-perpetuating, Designated Player program can net you unparalleled brand exposure, income, targeted demographics, and new business leads unlike anything ever launched into cyber space.

Shocking Revenue Potential

As a Franchise owner, you'll be stunned at the ways you can make money on your players. Instead of having to pay every player you sign in real-world sports, *you get paid* for every player who signs up for your team. Every time any one of your athletes enters a tournament, your Franchise earns money. And if any of your athletes anywhere wins, places, or shows up in the finals, your Franchise receives a 7% commission on everything they earn.

A Brand New World

Perhaps the most ingenious way ACsports can impact your life is by offering custom branding packages and marketing strategies that will make your message last longer than the Energizer Bunny. And, as an ACsports Franchise owner, you'll always experience the kind of service and results-oriented solutions that come as one of the many privileges of ownership.

Exclusive Branding on 50,000 Team-Promoting Game Samplers

- Exclusive Team-branded logo on every CD jacket cover and label
- Your multimedia commercial (30 seconds) appears at the opening of every game
- A direct traffic-generating link to your Team Roster Enrollment Page

Advertising Inside the Tournament Game Disk (ads and ad placement may vary from game to game)

- Your team members always receive your Franchise-branded game version
- Your multimedia commercial (30 seconds) appears at the opening of every game
- Your logo showcased prominently and consistently throughout the games (locations will vary)
- A direct traffic-generating hyperlink to your web site embedded in your logo or advertisements

Exclusive Team Database

- Personalized database, complete with names, home addresses, phone numbers, email addresses, ages, genders and other marketing-relevant information on all your team players
- Direct marketing to your team players with email auto responders

Revenue Sharing

- \$5 for every player who signs up on your team
- \$5 every time players renew their monthly memberships
- 7% of all prize money earned by your players
- 7% of any endorsements earned by your players

Co-branded Advertising in ACsports promotions

Your logo in ACsports special events, advertising and promotions
Your logo in our website pages, online sample games and collateral marketing materials
Your logo featured in our televised tournaments
Your logo worn by players during Interviews and public appearances

Dear Team Owner:

As discussed, I would like to make Your Team a development partner of Cyber Action Sports on a worldwide basis. We at ACsports have worked for two years to develop software that enables to re-create Professional Sports in its entirety in the virtual realm.

We are creating *Digital Athletes* who **will play sports games** in real-time over the Internet against competitors from around the world for big prize money and prestige. All of our *Digital Athletes* will play for a *Cyber Sports Franchise*.

ACsports will build a *Cyber Sports Franchise* for Your Team, which will **generate large revenues for Your Team, drive traffic to Your Team's site(s) and is quite possibly the most powerful branding vehicle on the net today.**

Following is a term sheet that, if agreed to, will be drawn into a formal contract. This is a starting point and if you would like to add, change or amend these terms, please indicate what changes you would like to see.

ACsports will:

1. ACsports will build and operate a Cyber Sports franchise for Your Team and will pay Your Team \$5.00 for each person who signs up the first month and \$5.00 every month there-after until that Cyber Athlete re-signs from playing cyber action sports. Further, Your Team will be paid 7% of all prize monies paid to the athletes within its franchise and 7% of all endorsements that the said Cyber Athletes receive in their Cyber Careers (revenue share model attached).
1. ACsports will build a website for Your Team (site will be customizable to suit Your Team's needs).
1. ACsports will accommodate Your Team with links inside of games to drive traffic to sites, at Your Team's discretion.
1. ACsports will promote Your Team to all people who have registered to play Cyber Action Sports. This will drive revenues to Your Team from subscriptions globally.

1. ACsports will promote Your Team on an international basis in all written, print, TV and radio advertisements in conjunction with the Cyber Action Sports Program.
1. ACsports members will conduct themselves in a manner that will reflect positively for Your Team.
1. ACsports will host, manage, operate and power all aspects of Your Team.
1. ACsports will retain a top-5 accounting company to provide statements to Your Team, showing all signups and prize/endorsement money payouts.
1. ACsports will program all Your Team game disks to allow interactive online and offline play and individual play on home computer.
1. ACsports will pay all proceeds to Your Team on a monthly basis.

YOUR TEAM will:

1. Market Your Team Cyber Sports to the entire Your Team user base.
1. Promote Cyber Sports to all fans of all Your Team teams.
1. Your Team will use ACsports as its exclusive Cyber Action Sports Provider, and will not re-license ACsports Team Software Solution to any other party without the prior written consent of ACsports.
1. Your Team will make available office or desk space for a Your Team Manager (employee of ACsports), who will operate Your Team Cyber Action Sports Franchises on behalf of Your Team Inc.

Upon approval from Your Team Inc., ACsports will draw up a formal contract and commence programming Your Team site and Team Franchise Game.

The attached excel spreadsheet will show exactly the potential revenues that Your Team could realize. Please examine the projections attached to this mail. I have highlighted the scenarios that I think are very possible.

By signing below and returning this term sheet to the corporate offices of ACsports Inc., a Delaware Corporation, ACsports will immediately start “Your Team Game Build”.

Please let me know if I have forgotten to include anything that you would like to see in our contract. The term of this agreement shall be five years, with two, five-year renewal options.

the first month and
\$.00 per sign up on
consecutive months
and sends \$15.95 on
month 1 and \$15.95
on consecutive
months to Your

\$11.95 to
Team Owner
Referring Member

Team Owner
Referring Member

Player marketing campaign to keep
them playing.

Team Owner
Referring Member
Keep \$1.00 each per
sign-up per month and
send \$10.95 to

3

Your Team

4

2 **AGREED AND ACCEPTED** this _____ day of _____, 2001.

1 **Your Team**
Affiliates

Your Team
Affiliates

Team Owner

Players sign
up to Your
Team
Affiliates for

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Infinite
Depth

Several points to take note of

Keep in mind that we are starting a Cyber Sports League and just as in the NBA and the NFL it took years to create the public following that they now enjoy.

The need for advertising will decrease as sign-ups start, online advertising will make up the difference and **Designated Player Program** (a viral program allowing sign-ups to give their disk to 5 friends and play a tournament for free) will begin and sign-ups will begin to be somewhat perpetual in a very short time.

Your Team will be an asset on the books of your company, that will increase in value as the league grows, and perhaps just as in real sports this teams future value may rival that of a current NBA or NFL Teams.

Longevity and persistent marketing is the key to a successful league.

The above box titled “**Your Team**” and “**Team Owner / Referring Member**” will make \$1.00 for every person that Your Team signs up every single month, this value could over time add up to a huge monthly revenue, if Your Team markets team consistently.

If each Your Team signs-up only 1,000 Affiliates and each affiliate signs up only 1,000 players to Your Team, times \$1.00per player, per month Your Team income would be \$1,000,000 per month. As would “**Team Owner / Referring Member Box**” . Incredible monthly income isn’t it?? **We really pay our people!!!!**

This is a conservative but very large Dollar Value, it is my opinion that this would be very possible, due to worldwide audience, no physical or geographic limitations, online

Team Owner

Alex P. Thorn
7400 Minoru Blvd #62

Richmond BC V6Y-3J5
604-270-8525
worldelite@acsports.com

ACSPORTS FRANCHISE OWNERS' AGREEMENT

This Agreement contains the terms and conditions that apply to the participation in ACsports.com Franchise Owners' Program. In the Agreement, "ACS" refers to ACsports.com, and "FO" refers to Franchise Owner.

1) Enrollment in the Program

To begin the enrollment process, FO must sign a contractual agreement and pay \$100,000 US. ACS will not allow any unsuitable companies to purchase a Franchise. Unsuitable companies include companies that:

- Promote pornography or sexually explicit material
- Promote illegal activities
- Promote violence
- Promote discrimination based on race, sex, religion, nationality, disability, sexual orientation, or age
- Violate intellectual property rights

Grant of Limited License by ACsports to Franchisee

During the term of the Agreement, ACS grants you a nonexclusive, revocable, non-transferable, non-sublicense able right and license to distribute ACsports.com co-branded sports game disks. Your company will receive:

- Gold Master Disk with your company name and logo branded throughout
- Share in advertising revenues 25% to FO
- Company logo on disk packaging, inclusion in all marketing media and PR
- \$5 referral fee from all membership sign-ups generated from FO's disks
- \$2.50 renewal fee for each of the aforementioned sign-ups each month membership is maintained
- Prize compensation of 7% on all winnings by members generated from FO's disks
- Sponsorship compensation of 7% on all sponsorship money for FO's team players
- Customer information for each member generated from FO's disks
- Team designation on website and all printed material, public relations and advertising

ACS reserve the right to implement control measures to protect our intellectual property rights in the disks, and FO agrees to cooperate with ACS in our efforts to protect such intellectual property rights. FO further agrees to maintain a level of quality in connection with use of the disks that is consistent with that when you are accepted as a Franchise Owner. You acknowledge that ACS will periodically monitor FO's use of the disks to confirm maintenance of such quality levels.

FO acknowledges that, except for the license granted in this Agreement, FOs have not acquired and will not acquire any right, interest or title to the disks by reason of this Agreement or through the exercise of any right in the disks granted to FO hereunder. FO further acknowledges that all proprietary rights in the disks and the goodwill associated therewith are solely owned by and belong to ACsports.com. ACsports.com will be considered the creator of the disks, and all rights to the disks are ACsports.com property. In addition, FO grants, assigns and conveys to ACS any and all rights FO may now have or may be deemed to have in the future with respect to the disks or any portion of them. FO agrees not to register or attempt to register any brand, names, marks or other elements of the disks as a trademark, service mark, Internet domain name, trade name, or any similar trademarks or name, with any domestic or foreign government authority that would be likely to cause confusion with any of the disks. Other than as set forth in this Agreement, FO shall not make use of the disks or of any designation confusingly similar to any of the disks without ACS's prior written consent.

FO further agrees that FO will not have the right to, and FO will not, (a) use any method other than the disks for the purpose of identifying FOs site and team as a member of the Program and establishing a disk from our site to FOs; (b) use the disks in any manner that suggests an endorsement or validation of any product or service other than our own; (c) use the disks in connection or association with any matter that falls in the categories that ACS deem unsuitable, as is outlined in (1) of this Agreement; (d) use the disks or any other names, marks, symbols, copyrights, logos, characters, designs, representations, figures, drawings, photographs, ideas or other proprietary designations or properties owned, developed, licensed or created by ACsports.com, except as permitted by this Agreement; (e) use the disks as FOs own property; or (f) use the disks in connection with, in any manner or form, the names, marks, signs, symbols, products, or other proprietary designations or properties of any third parties.

FO will promptly report to ACS if FO becomes aware of (a) any infringement on ACS intellectual property rights relating to the disks by any third party, (b) any infringement by any such third party of any right granted under this Agreement and (c) any unauthorized copying or distribution of the disks or any component thereof by any third party.

Partner Obligations

FO agrees that FO will be solely responsible for, and that FO will defend, indemnify and hold ACS and our officers, directors, agents, employees and representatives harmless from and against, including legal fees and expenses, relating to or based on the development, operation and maintenance of FOs site.

Membership Application Processing

ACS will process membership applications generated from FOs disk to our membership application site. ACS reserves the right to reject any applications that do not comply with any requirements that ACS has establish. ACS will be responsible for all aspects of membership application and the awarding thereof. ACS will prepare application forms; process payments, cancellation, and returns; and handle customer service. ACS will track memberships sold to customers who come to us via FOs site and will send FO reports that summarize this activity. The form, content, and frequency may vary from time to time. To permit accurate tracking, reporting, and fee accrual, FO must ensure that links between FOs site and ACS's site are properly formatted.

Referral Fees

ACS will pay FO a referral fee based on all membership sales to third parties. For a membership sale to generate a referral fee, the customer must follow a special disk from FOs customized disk to our online membership application page, purchase a membership, accept terms of the membership, and remit full payment to ACS.

Fee Schedule

FO will earn fees based on the sales of memberships. Fees that ACsports.com will pay to the FOs are based on the following structure:

New Member Initial Sign-Up	\$5.00
Membership Renewal	\$5.00 per monthly renewal
Prize winnings	7% of players purse
Player Sponsorship	7% of player sponsorships

Fee Payment

ACS will issue FOs referral fees on a monthly basis. Approximately 30 days following the end of each calendar month, ACS will send FO a check for the referral fees earned during the previous month. However, if the fees payable to FO are less than \$50.00 U.S., ACS will hold the fees until the total amount due is \$50.00 U.S or greater. Prize money payout and Sponsorship payouts will be paid immediately. In the event that one of FOs referred members memberships is not paid for, or ACsports.com declines the application for membership, FO will not be paid for that member. All payment will be made in the currency of the U.S.A.

Policies and Pricing

Members, who obtain memberships through this Program, become ACsports.com Cyber Athletes, and therefore, customers of ACsports.com who are playing for the team of the FO. Accordingly, those members are subject to all ACsports.com rules, policies, and operating procedures. ACS reserves the right to change policies, pricing, and/or operating procedures at any time to accommodate changes in the market and public perception. Membership prices, promotions, and member benefits may vary from time to time. ACsports will use every effort to ensure that all affiliates and FOs have access to current information.

Term of the Agreement

The “term” of this Agreement will begin upon ACS’s acceptance of FOs application and will end on the date this Agreement is terminated in writing at end of first 12 month period. Neither FO nor ACS may terminate this Agreement at any time, with or without cause.

Limitation of Liability

ACS will not be liable for indirect, special or consequential damages (or any loss of revenue, profits, or data mining) arising in connection with this Agreement, even if ACS has been advised of the possibility of such damages. Further, ACS’s aggregate liability arising with respect to this Agreement and the Program will not exceed the total referral fees paid or payable to FO under this Agreement.

Disclaimers

ACS make no expressed or implied warranties or representations with respect to ACsports and/or its Programs, including the Franchise Program. In addition, ACS makes no representation that the operation of ACS’s site will be uninterrupted or error-free, and ACS will not be liable for the consequences of any interruptions or errors.

Independent Investigation

FO acknowledges that FOs have read this Agreement, have had an opportunity to consult with FOs own legal advisors if FO so desires, and agree to all the terms and conditions set forth herein. FO agrees that, in interpreting this Agreement, no weight shall be placed upon the fact that ACS has drafted this Agreement, and FO shall not assert that this Agreement is unenforceable or invalid on the grounds that it is a contract of adhesion, that it is unconscionable or any similar theory. FO understands that ACS may at any time, directly or indirectly, solicit customer referrals on terms that may differ from those in this Agreement, or operate web sites that are similar to or compete with FOs web site. Potential FOs have independently evaluated participation in this Program and are not relying on any representation, guarantee or statement other than as set forth in this Agreement other that payment terms outlined in this Agreement.

Miscellaneous

The provisions contained in this Agreement constitute the entire Agreement between the parties with respect to the subject matter of this Agreement, and no statement or inducement with respect to such subject matter by any party which is not contained in this Agreement shall be valid or binding between the parties.

FO may not assign or transfer this Agreement or any interest herein, nor shall the same be assignable by operation of law, without our prior written consent of ACS. For this purpose, "assignment" shall include any sale of a majority of the voting power of FOs capital stock or any merger, consolidation, or other comparable transaction following which current FO are not the surviving corporation.

This Agreement shall be governed by, and in accordance with, the laws of the State of California. Any legal proceeding of any nature brought by either party against the other to enforce any right or obligation under this Agreement, or arising out of any matter pertaining to this Agreement, shall be submitted for trial, without jury, before the federal or state courts located in the city of Los Angeles, California. The parties consent and submit to the jurisdiction of any such court and agree to accept service of process inside or outside the State of California in any matter to be submitted to any such court pursuant hereto.

ACsports.com Franchise Provisions

During the term of the Agreement, ACsports.com will enhance the benefits FO offers FOs customers. ACsports.com will provide the following:

- Hosting and management of all tournaments and leagues
- Creation and branding of disks
- Fulfillment and distribution of disks
- Marketing assistance
- Daily or weekly sports updates for members
- Accounting statements
- Member reports
- Licensing agreements
- Merchandising rights
- League administration
- Prize payments
- Television licensing agreements
- Member payment processing

ALL TERMS AGREED AND ACCEPTED

Alex Thorn , CEO
ACsports.com

Date

Team Owner

Date

ACsports Affiliate Program

We designed the ACsports Affiliate Program with one goal in mind - To offer you the single most lucrative and rewarding Affiliate Program ever created. To live up to that commitment, we had to reinvent the concept of how Internet partners should be treated and rewarded. In doing so, we've raised the industry standard of partnering to a whole new playing field.

Easy Money

The first thing we did was make it simple. All you need to do to become an ACsports Affiliate is fill out the Affiliate Application on ACsports.com and send it in. Within minutes of qualifying, you will receive FREE advertising space on our global website inside our online catalogue and a FREE hyperlink from our website that is designed to help drive monster traffic to you.

Enormous Money

The second thing we did was make it lucrative. While the industry standard is to give you pennies, we guarantee you **BIG BUCKS** for your referrals. We pay you: Five (\$5) dollars for every one of your referrals who becomes a Cyber Athlete.

Endless Money

The last thing we did was reward you forever. We believe so firmly in fostering permanent and profitable relationships with our Cyber Affiliates, we've created a way to reward you forever. We pay you: Two Fifty (\$2.50) dollar every month as long as you're referred Cyber Athlete remains active. Seven (7%) percent of all winnings accrued by any Cyber Athlete you refer. Seven (7%) percent of all sponsorship money your referred

Cyber Athlete receives

Extreme Money

With the global playing field for sports online being virtually limitless, these benefits could add a net profit to your website and bottom line that is Easy, Enormous, Endless and Extreme. To learn the potential impact of these and other revolutionary Associated Cyber Sports Affiliate programs, contact us today.

**Team and Affiliate Direct Line
604-270-8525**

Join the coolest programs online!

You already have a great website. ACsports brings to you a fabulous way to enhance your site, and BRING IN INCREASED REVENUE. Some of the quickest growing corporations have already joined us!

DON'T MISS OUT ON THIS REVENUE OPPORTUNITY!

The Play Strategy

The ACsports.com affiliate program is an exciting way for you to enhance your website and generate revenue. By linking with ACsports.com, you can take advantage of our generous referral compensation program simply by having your visitors click from your site to ACsports.com to join our incredible program. The longer that membership is maintained, the more money you make. That's right! You "own" that referral for the life of its membership!

ACsports.com handles all of the customer service, fulfillment and shipping for the customer. We track all of the sales generated from your site. Plus, we supply you with a variety of links to choose from, so that you can choose the link that best suits your site and your audience.

Just a few of the reasons to join

Enhance your site by linking directly with one of the coolest sites on the Web
Four ways to earn money - \$5.00 for each new membership generated through your site,
\$5.00 each time any one of those memberships renew, 7% of any earnings or winnings

that your referrals achieve, and \$2.50 for every sign up and renewal from other websites that you have referred to ACsports
Becoming an affiliate is easy and free
Check your earnings report anytime you want
We provide links on our site for all of our affiliates

How to Get Started

Read our Affiliate Agreement
Complete your Affiliate Application

That's it! When we have received your application, we will send you an introductory email that welcomes you to the program and tells you how to set up your links. We will also tell you how to access your account, so that you can see in detail how ACsports.com is working for you.

ACsports.com – proud to host one of the most unique partnerships online!

ACsports Affiliate

TELL A FRIEND AND EARN TOP \$\$\$!

At ACsports, our friends are your friends! While other Internet affiliate programs provide mere pittance for referrals, ACsports awards are unlimited. We offer our affiliate partners \$5 for every new Cyber Athlete you send our way.

You can't beat an opportunity to earn unlimited income just for helping us uncover the next Cyber Star inside your customer database!

SCORE BIG WITH OUR ADVERTISING PROGRAM!

In order to ensure our partners never lose their customers, we give our affiliates complimentary advertising space and a FREE, revolutionary, two-way link to and from our websites. This will help your company drive traffic and acquire new customers.

Your products and services will garner unrivaled exposure when the ACsports Cyber Athletes stroll through our site with their winnings. We offer an even playing field for all partners, big and small, to showcase products and/or promote brands. We do this at no charge to our partners in order to help develop long-lasting relationships.

ACSPORTS AFFILIATE PROGRAM

Anyone with a Website can become a partner!

Lifetime Income from 4 revenue streams

\$5 every new sign up

\$5 every renewal or additional event

7% of all winnings

\$2.50 for every sign up and renewal from referral websites

Free Advertising

Increase traffic to your site

Access to an enormous spending pool

Links back to your site

Acquire new customers

Enhance your site

Entertainment

Unique Rewards

Free Memberships

Monitor your revenue

Online access to reports

Detailed updates
Check your earnings and traffic anytime

Earn Lifetime Income for Each Referral

Partners of ACsports own their referrals for the life of the membership. The first time a referral signs up, the partner will receive \$5. For each renewal, the partner receives \$5. Partners also receive \$2.50 for every sign up and renewal from other websites that they refer to ACsports. In addition to the recurring referral fees, partners receive 7% of all tournament and league earnings during the life of the membership. Exactly as a professional talent agency, this would include any earnings generated from endorsements by our sponsors.

Receive Free Advertising

When we say at ACsports, “our partners never lose their customers,” we aren’t kidding. We know how hard you work to bring visitors to your site, so ACsports gives you complimentary advertising space, and a free link back to your website to help drive traffic and acquire new customers. Every partner of ACsports can sell merchandise using their free ad space in the Partners Catalog. We offer an even playing field for all partners, big or small, to showcase products or promote their brand, at no charge. And ACsports does not ask for a percent of any sale, it all yours to keep. Catalog placement is on a first come, first serve basis...so don’t wait!

Access to ACsports Spending Pool

ACsports will distribute millions of dollars in cash rewards annually. With a reserved space in our catalog and hundreds of thousand of winners each year, you’ll benefit from convenient access to these winners, first. And at ACsports we make it easy for our winners to buy from you because we disburse player earnings by issuing ACsports debit cards, which players can use online or off.

Enhance Your Website

ACsports tournaments are unique in many ways: the number of winners, distribution of prizes, professional paid player league, designated player program and talent agent income. ACsports spreads the wealth, so every 28 days, a minimum of 1360 players, and as many as 3000 players will share \$500,000 in winnings. That is 100 winners each day in one game alone! Plus, 500 top-notch players from each tournament are guaranteed a spot in the paid professional league, where they earn a minimum of \$500 just for playing games for 25 days...win or lose! Your visitors will appreciate the challenge, competition and excitement of playing games to earn money. ACsports also offers visitors the opportunity to let up to 5 friends play free as designated players, and win their own cash prizes, which means you win too – 7%! The designated player program also begins members on their

way to earning their own referral fees.

Prize Packages and Prize Structure may vary from time to time

Check Your Earnings and Traffic Online

Anytime our partners want to monitor their earnings or traffic, they can access our easy online reports. We provide an intuitive interface that shows total earnings and traffic by period or year, with future online features that will include income earned from specific members.

Join Free and Earn Immediately

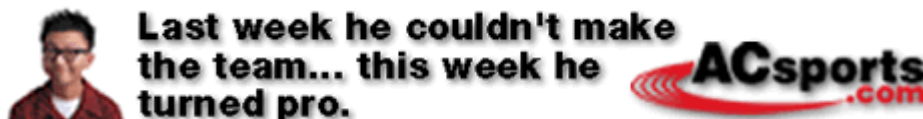
Just read our Agreement

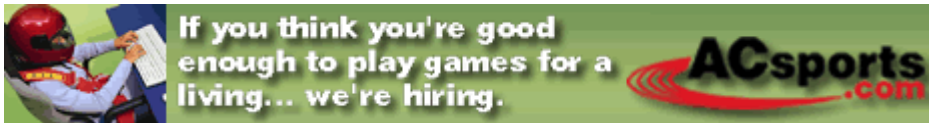
Sign up Online

Set up a Link

Choose a Banner

http://www.acsports.com/affiliate_banner.htm





ACSPORTS AFFILIATE PROGRAM OPERATING AGREEMENT

This Agreement contains the terms and conditions that apply to an individual's or entity's participation in AC' Partnership Program. In the Agreement, "we" refers to AC and "you" means the applicant, or the applicant's assigned representatives. "Site" means a World Wide Web site and, depending on the context, refers either to AC' site or the site that you will be linking to our site.

1) Enrollment in the Program

To begin the enrollment process, you will submit your completed Program application via our site. We will evaluate your application and will notify of its status. We may reject your application if we determine (in our sole discretion) that your site is not suitable for our Program. Unsuitable sites include sites that:

- Promote pornography or sexually explicit material
- Promote illegal activities
- Promote violence
- Promote discrimination based on race, sex, religion, nationality, disability,

sexual orientation, or age
Promote gambling
Violate intellectual property rights

Grant of Limited License by AC to affiliate; Promotion of Partnership Relationship

During the Agreement, you agree that you will place one of the graphic links, approved and provided by AC, made available to you via our website, on your website. You further agree you will code all links to our website in the manner that we specify.

During the term of the Agreement, we grant you a nonexclusive, revocable, non-transferable, non-sublicense able right and license to use the Links for the sole purpose of displaying the links on your website with the URL specified in your application in order to connect that site to our site.

You will use the links only in the exact form, style and type that AC approves, and you will include with the links such copyright, trademark or other notices as may be required by law or requested by AC. We have the right to alter, modify or discontinue the use of any of the links or any of the form, style or type thereof at any time at our sole discretion.

In addition to the foregoing control measures, we may implement additional control measures to protect our intellectual property rights in the links, and you agree to cooperate with us in our efforts to protect such intellectual property rights. You further agree to maintain a level of quality in connection with your use of the links that is consistent with that when you were accepted as a Partnership member. You acknowledge that we will periodically monitor your use of the links to confirm your maintenance of such quality levels.

You acknowledge that, except for the license granted in this Agreement, you have not acquired and will not acquire any right, interest or title to the links by reason of this Agreement or through the exercise of any right in the links granted to you hereunder. You further acknowledge that all proprietary rights in the links and the goodwill associated therewith are solely owned by and belong to us. AC will be considered the creator of the links, and all rights to the links are AC' property. In addition, you grant, assign and convey to us any and all rights you may now have or may be deemed to have in the future with respect to the links or any portion of them. You agree not to register or attempt to register any brand, names, marks or other elements of the links as a trademark, service mark, Internet domain name, trade name, or any similar trademarks or name, with any domestic or foreign government authority that would be likely to cause confusion with any of the links. Other than as set forth in this Agreement, you shall make no use of the links or of any designation confusingly similar to any of the links without our prior written

consent.

You further agree that you will not have the right to, and you will not, (a) use any method other than the links for the purpose of identifying your site as a member of the Program and establishing a link from our site to yours; (b) use the links in any manner that suggests an endorsement or validation of any product or service other than our own; (c) use the links in connection or association with any matter that falls in the categories that we deem unsuitable, as is outlined in (1) of this Agreement; (d) use the links or any other names, marks, symbols, copyrights, logos, characters, designs, representations, figures, drawings, photographs, ideas or other proprietary designations or properties owned, developed, licensed or created by us, except as permitted by this Agreement; (e) use the links as your own property; or (f) use the links in connection with, in any manner or form, the names, marks, signs, symbols, products, or other proprietary designations or properties of any third parties.

You will promptly report to us if you become aware of (a) any infringement on our intellectual property rights relating to the links by any third party, (b) any infringement by any such third party of any right granted under this Agreement and (c) any unauthorized copying or distribution of the links or any component thereof by any third party.

Partner Obligations

You agree that you will be solely responsible for, and that you will defend, indemnify and hold us and our officers, directors, agents, employees and representatives harmless from and against, including legal fees and expenses, relating to or based on the development, operation and maintenance of your site.

Membership Application Processing

We will process membership applications that follow links from your site to AC' membership application. We reserve the right to reject any applications that do not comply with any requirements that we might establish. We will be responsible for all aspects of membership application and the awarding thereof. We will prepare application forms; process payments, cancellation, and returns; and handle customer service. We will track memberships sold to customers who come to us via your site and will send you reports that summarize this activity. The form, content, and frequency may vary from time to time. To permit accurate tracking, reporting, and fee accrual, you must ensure that the links between your site and our site are properly formatted.

Referral Fees

We will pay you a referral fee based on all membership sales to third parties. For a

membership sale to generate a referral fee, the customer must follow a special link from your site to our online membership application, purchase a membership, accept terms of the membership, and remit full payment to us.

Fee Schedule

You will earn fees based on the sales of memberships. Fees that AC will pay to the partners are based on the following structure:

New Member Initial Sign-Up	\$5.00
Membership Renewal	\$5.00 per renewal

Fee Payment

We will issue your referral fees on a monthly basis. Approximately 30 days following the end of each calendar month, we will send you a check for the referral fees earned during the previous month. However, if the fees payable to you are less than \$25.00 U.S., we will hold the fees until the total amount due is \$25.00 U.S., or until this Agreement is terminated. In the event that one of your referred members' memberships is not paid for, or the application for membership is declined by AC, you will not be paid for that member. All payment will be made in U.S. currency, drawn on a bank within the United States.

Policies and Pricing

Members, who obtain memberships through this Program, become AC Cyber Athletes, and therefore, customers of AC. Accordingly, those members are subject to all AC rules, policies, and operating procedures. We reserve the right to change policies, pricing, and/or operating procedures at any time. Membership prices, promotions, and member benefits may vary from time to time. AC will use every effort to ensure that all affiliates have access to current information, but we cannot guarantee the accuracy of pricing at any time.

Term of the Agreement

The "term" of this Agreement will begin upon our acceptance of your application and will end on the date this Agreement is terminated by either party. Either you or we may terminate this Agreement at any time, with or without cause, by giving the other party two days' written notice of termination. Upon the termination of this Agreement, you will immediately cease use of, and remove from your site, all links and any other materials owned, developed, licensed or created by us and/or provided on our behalf to you pursuant to this Agreement or in connection with this Program. You will not receive any compensation on membership sales following the end of the term, and moneys earned through the end of the term will be payable only upon the processing and receipt of the moneys payable to AC from referred member(s).

Limitation of Liability

We will not be liable for indirect, special or consequential damages (or any loss of revenue, profits, or data) arising in connection with this Agreement, even if we have been advised of the possibility of such damages. Further, our aggregate liability arising with respect to this Agreement and the Program will not exceed the total referral fees paid or payable to you under this Agreement.

Disclaimers

We make no expressed or implied warranties or representations with respect to AC and/or its Programs, including the Partnership Program. In addition, we make no representation that the operation of our site will be uninterrupted or error-free, and we will not be liable for the consequences of any interruptions or errors.

Independent Investigation

You acknowledge that you have read this Agreement, have had an opportunity to consult with your own legal advisors if you so desired, and agree to all the terms and conditions set forth herein. You agree that, in interpreting this Agreement, no weight shall be placed upon the fact that this Agreement has been drafted by us, and you shall not assert that this Agreement is unenforceable or invalid on the grounds that it is a contract of adhesion, that it is unconscionable or any similar theory. You understand that we may at any time, directly or indirectly, solicit customer referrals on terms that may differ from those in this Agreement, or operate web sites that are similar to or compete with your web site. You have independently evaluated participation in this Program and are not relying on any representation, guarantee or statement other than as set forth in this Agreement.

Miscellaneous

The provisions contained in this Agreement constitute the entire Agreement between the parties with respect to the subject matter of this Agreement, and no statement or inducement with respect to such subject matter by any party which is not contained in this Agreement shall be valid or binding between the parties.

You may not assign or transfer this Agreement or any interest herein, nor shall the same be assignable by operation of law, without our prior written consent. For this purpose, "assignment" shall include any sale of a majority of the voting power of your capital stock or any merger, consolidation, or other comparable transaction following which you are not the surviving corporation.

This Agreement shall be governed by, and in accordance with, the laws of the State of California. Any legal proceeding of any nature brought by either party against the other to enforce any right or obligation under this Agreement, or arising out of any matter pertaining to this Agreement, shall be submitted for trial, without jury, before the federal or state courts located in the city of Los Angeles, California. The parties consent and submit to the jurisdiction of any such court and agree to accept service of process inside or outside the State of California in

any matter to be submitted to any such court pursuant hereto.

Highest Regards

Alex P. Thorn
Founder CEO
ACsports.com

**Associated Cyber Sports
PARTNERSHIP PROGRAM APPLICATION**

Making Money has Never Been this Easy!

How did you hear about Associated Cyber Sports?

Site Information

Site Name

Site URL http:// _____

Primary email

(The email address that Associated Cyber Sports will use for all correspondence regarding payments, promotions, and any possible changes)

Primary email address: _____

Primary Contact

(The individual to whom correspondence regarding the account will be directed)

Name: _____

Title: _____

Phone: _____

Fax: _____

Email: (if different than above) _____

Mailing Address

Address 1: _____

Address 2: _____

City: _____

State: _____

Postal/Zip Code: _____

Country: _____

Payee Information (Leave blank if same as above)

Name: _____

Address: _____

City: _____

State: _____

Postal/Zip Code: _____

Country: _____

Technical Contact (Leave blank if same as above)

Name: _____

Title: _____

Phone: _____

Fax: _____

Email: _____

Emergency: _____

Enter the user name you would like to use:

Enter password:

The following information is necessary for Associated Cyber Sports to best serve you, our partner.

Briefly describe your website

How many total page views on your website each month? _____

How many unique users visit your website each month? _____

Individuals - what is your Social Security Number? _____

Businesses – what is your Federal Tax ID? _____

When was your site established? _____

By signing below, you indicate that you have read and understood the Associated Cyber Sports Partnership Program Operating Agreement and that you wish to become an Associated Cyber Sports Partner.

Signature

Date

ACsports Sponsorship Program
"Breaks all the rules of web marketing"

And that's a good thing.

Instead of the fleeting mentions offered by most advertising mediums, the ACsports Sponsor Program offers an enduring exposure package designed to last.

To fully appreciate the power of this program requires a quantum shift in how exposure times are measured and advertisements are delivered. Instead of the meager seconds of exposure delivered by the majority of advertisements, we give our sponsors hours of exposure in a highly focused game format where your present and future customers are riveted to your message. The net result is that your brand, product or service stands out in a cutting-edge formula with guaranteed stickiness.

Ad Placement may vary depending on availability and game title

Gold Sponsorship Program

- 1 Designation as the **TITLE SPONSOR** for the tournament
- 2 Exclusive placement with maximum exposure on every game disk
- 3 Frequent delivery of your message on interactive banners inside the game
- 4 Logos displayed on player uniforms or apparel
- 5 Direct hyper links to your website inside the game
- 6 Data reports that provide demographics on every player
- 7 Inclusion in television, print, and multimedia coverage and advertisements for ACsports tournaments.
- 8 Exclusive positioning inside the ACsports web store in the category of your choice

Silver Sponsorship Program

- 1 Premium positioning and prime time exposure on every game disk
- 2 Frequent delivery of your message on interactive banners inside the game
- 3 Direct hyper links to your website inside the game
- 4 Data reports that provide demographics on every player
- 5 Premium positioning inside the ACsports web store in the category of your choice

Bronze Sponsorship Program

- 1 Prominent positioning and extensive exposure on every game disk
- 2 Frequent delivery of your message on interactive banners inside the game
- 3 Direct hyper links to your website inside the game
- 4 Data reports that provide demographics on every player
- 5 Prominent positioning inside the ACsports web store in the category of your choice

Sponsorship Package Rates and Deliverables

Options	Location of Ad Inside	Type and Size of Ad	Monthly Ad	Estimated Ad
A	Top left of each shot	Fixed Banner	864	30 seconds
B	Top right of each shot	Fixed Banner	864	30 seconds
C	Golf Ball	Fixed	864	30 seconds
**D	Introduction	Multimedia	12	30 seconds
E	Fly Over	Multimedia	216	3 seconds
F	Scorecard	Fixed	216	5 seconds

Assumptions

Players will play the game at least 12 times in the first month alone
 Players will play the game for several months whether or not they enter a tournament
 Players will play the game with at least 1 of their friends

** Franchise Partners Only

GOLD PACKAGE

Includes:

- Choice of option A, B or C
- Choice of option E or F
- 1080 impressions per disk

Quantity of Disks (in thousands)	50	100	500	1000
Impressions (in millions)	54	108	540	1080
CPM Rate (\$)	1.00	.90	.75	.50

SILVER PACKAGE

Includes:

- Choice of A, B or C

878 impressions per disk

Quantity of Disks (in thousands)	50	100	500	1000
Impressions (in millions)	44.9	87.8	439	878
CPM Rate (\$)	1.00	.90	.75	.50

BRONZE PACKAGE

Includes:

Option E or F

216 impressions per disk

Quantity of Disks (in thousands)	50	100	500	1000
Impressions (in millions)	10.8	21.6	108	216
CPM Rate (\$)	1.00	.90	.75	.50



www.acsports.com

Advertising / Sponsorship Program

ACsports is the **“Advertising / Sponsorship Program”** for companies of all kinds. This powerful advertising program provides opportunities for sponsorship of ACsports Production’s vast array of games, tournaments, web castings, live events and news letters. Increase your company’s presence and reach by sending your message to millions of potential customers in highly-targeted demographics. ACsports customer base is male, between the ages of 13 and 45 and lives in a household with an annual income over \$60,000. Our innovative campaigns widen product awareness to these highly qualified potential customers.

ACsports Productions, is a world-renowned interactive entertainment software publisher, publishing award-winning products for the PC and console platforms. Its product is distributed through premiere retailers and online distributors, both domestically and internationally. ACsports titles fall into many categories primarily Sports but also Action, Arcade, Strategy, Adventure, Racing and Flight Simulation, Fantasy Role Playing, and Team Manager.

ACsports, Inc. is a highly-focused wholly-owned subsidiary of World Markets Group Inc. With more than four years of experience in publishing, optimizing

and distributing software for today's demanding technology market, ACsports, is one of the leading providers in interactive entertainment software to the computer hardware industry. The company represents over 132 titles from several premiere software publishers and distributes their products worldwide.

ACsports.com, (ACsports games online), offers sponsorship programs to expand awareness of your company name and product through their Internet presence, which which receives a large number of visitors every month.

Exciting Opportunities for the Advertiser:

- 1 In-Game Commercials
- 2 In-Game Product Placement
- 3 Active and Passive Screen Messages
- 4 On-Box Marketing at Retail
- 5 Logo Recognition Campaigns
- 6 Retail Point of Purchase and Box Insert Promotions
- 7 Joint Marketing and Promotions on Posters and Print Ads
- 8 Exposure on ACsports Production's website
- 9 Promotions with games online

In-Game Product Placements—Your product can be advertised within one of our many highly acclaimed games, where your company advertising can appear on the stadium boards located on the perimeter of the playing field, on the walls of billiard hall, on the exterior of a car, boat or spaceship. The possibilities are limited only by your imagination.*

*For in-game presence in many of the product listed below, choose product at least 3 months in advance of release.

In-Game Commercials—Exploit your company name and products by advertising your products within ACsports's games upon game launch and on between level flash screens.*

*For in-game presence in many of the product listed below, choose product at least 3 months in advance of release.

Logo Recognition Campaigns—Have your company logo appear on:

- 1 Retail Box Artwork*
- 2 Box Inserts*
- 3 P.O.P Materials/Posters*
- 4 Print Advertising*
- 5 Online monthly Newsletter
- 6 Promotional Events
- 7 Player Endorsements

*To participate in these Logo Recognition Campaigns, product must be chosen at least 6 months in advance of release.

Website Campaign- Your Company's logo and product advertisement will be strategically placed on the ACsports Website in the two highest traffic areas. These areas currently generate more than 350,000 visitors monthly. These areas are:

- 1 ACsports Games Area
- 2 ACsports Tournament Information Page

In both of the pages, there will be an enticing graphic prominently placed, promoting your company. The end user will be enticed to click on the graphic, which will bring them to a cool page about your products. This page can then link to your website for anyone who may want to purchase your products over the internet directly.

*To participate in the Website Campaigns, program must be chosen at least 1 month in advance of release.

TV Advertising Sponsorships—Participate in upcoming ACsports TV commercials where your product will be prominently featured.*

*To participate in the TV Advertising Sponsorships, product must be chosen at least 6 months in advance of release.

Game Releases

	Title Genre	Release
<i>ACsports Golf</i>	<i>Sports Simulation</i>	<i>NOW</i>
<i>ACsports Superbike</i>	<i>Sports Simulation</i>	<i>NOW</i>
<i>ACsports Dirtbike</i>	<i>Sports Simulation</i>	<i>NOW</i>
<i>ACsports SuperCart</i>	<i>Sports Simulation</i>	<i>NOW</i>
<i>ACsports Formula One</i>	<i>Sports Simulation</i>	<i>NOW</i>
<i>ACsports Cyber Pool Hall</i>	<i>Billiards Simulation</i>	<i>NOW</i>
<i>ACsports Millennium Games</i>	<i>Olympic Games</i>	<i>NOW</i>

Sponsorship Rates—ACsports Productions www.ACsports.com

In-Game Product Placements

AAA Titles	\$54,000	Distribution of 1,000,000 units (2,500,000 impressions)*
AA Titles	\$37,833	Distribution of 700,000 units (1,750,000 impressions)*
A Titles	\$16,250	Distribution of 300,000 units (750,000 impressions)*

*Includes worldwide retail lifetime distributions based on \$21.66 CPM.

In Game Commercials—One 30 second spot upon game launch and a 3 second flash screen between levels.

AAA Titles	\$70,833	Distribution of 1,000,000 units (2,500,000 impressions)*
AA Titles	\$49,583	Distribution of 700,000 units (1,750,000 impressions)*
A Titles	\$ 21,250	Distribution of 300,000 units (750,000 impressions)*

*Includes worldwide retail lifetime distributions based on \$28.33 CPM. Cost of commercial production is not included in the prices above. Costs will be determined on a case-by-case basis. ACsports retains approval of content; subject to industry rating requirements.

Logo Recognition Campaigns

\$16,666	Distribution of 500,000 units (1,600,000 impressions)*
\$10,000	Distribution of 250,000 units (800,000 impressions)*
\$5,000	Distribution of 100,000 units (320,000 impressions)*

*Includes worldwide retail lifetime distributions based on \$10 CPM.

News Letter Campaigns

\$15,000	Distribution for three months (1,650,000 impressions)*
\$30,000	Distribution for six months (3,300,000 impressions)*
\$55,000	Distribution of twelve months (6,600,000 impressions)* Last month free

*Distributions based on \$5,000 Cost Per Month. Four Mailings Per Month, impressions most likely will exceed above tables minimum impressions requirement.

TV Advertising Sponsorships - Prices to be determined.

Sponsorship Rates—ACsports games online www.acsports.com

ACsports games online offers a broad range of opportunities to advertisers including:

Through its exclusive relationships with *Compaq, Dell, Oracle, Midas, Gotcha, MTI, MCIWorldcom, UUNET, Conexant, Intel, Essential, Friendly Software, SFX Entertainment, Mandalay Entertainment* and other high profile Internet sites including *Future Games Network, The Golf Channel, The Golf Network, Gotcha.com Broadband Interactive Group, Direct TV* and many more, the ACsports games online site is visited over 300,000 times a month.

Premier Custom Sponsorships

\$10,000 Per Link	In-Game Link placement; free hours of gameplay for customers
\$5,000 Per Month 4 Mailings	Targeted online News Letter Mailings to 1.33 Million people per mailing 5 Million people per month; Our Combined Team Registered User base
\$2,500 per month, includes 1 news letter	Web site Banner branding; 350,000 unique visitors per month and growing

Flagship Tournament Sponsors

\$20,000 per one-month sponsorshi	Sponsorships of monthly game tournaments played on the ACsports games online website and all Team Sites. Sponsor names are included in all marketing and advertising created to promote tournament play and awareness.
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NOTE: ACsports, *Advertising / Sponsorship Program* customers receive preferential pricing for ACsports.com games online programs.

For more information on any of the above advertising or sponsorship opportunities please call Alex Thorn at:

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