



***ATTENTION:** Please read the following rules and regulations governing the 2009 World Championship of Fantasy Football Keeper League. If you understand the disclaimers and rules, and agree to abide and be legally bound by them, please fill out the Official Participant Application for the 2009 World Championship of Fantasy Football. Thanks!*

Section I: Overview of the World Championship of Fantasy Football Keeper League

1. Game of Skill: World Championship of Fantasy Football (WCOFF) Keeper League is a game of skill that offers guaranteed cash awards to participants. WCOFF KEEPER LEAGUE participants take part in an activity the outcome of which is clearly based on the contestant's skills and abilities, including skills in such areas as (1) the prediction of the future performance of athletes over a significantly extended time period and not just a single game or a single performance; (2) the skill in drafting such athletes; (3) the skill and ability in creating a balanced fantasy team from such individual athletes; and (4) the skills and strategies surrounding the appropriate understanding and use of the rules governing tournament competition in the WCOFF KEEPER LEAGUE. WCOFF KEEPER LEAGUE award recipients are determined by the objective criteria enumerated under the "Rules" section of this document.

2. Location: The 2009 WCOFF Keeper League will be held as a live event at the MGM Grand in Las Vegas, Nevada. It is scheduled to be held on Thursday, September 10, 2009 at 12:00 pm.

3. Eligibility: The WCOFF KEEPER LEAGUE is open to individuals (both participants and co-managers) who are 21 years of age or older and are legal residents in a jurisdiction in which the contest is permitted. Void in the states of Montana, Vermont, Iowa, Arizona, Arkansas, Louisiana, and North Dakota, and elsewhere where prohibited or regulated by law. Employees and immediate family members of GridIron Fantasy Sports LLC, are not eligible to win awards. It is also a condition of participation requirement that each participant has internet access in order to manage his or her team throughout the duration of the WCOFF KEEPER LEAGUE contest. GridIron Fantasy Sports LLC may decline eligibility to any participant at its sole discretion. GridIron Fantasy Sports LLC is not responsible for any loss or liability incurred by any participant or co-manager denied eligibility, including but not limited to travel expenses, hotel expenses, time taken off from employment, and the like nor for any violations of the law by participants or their co-managers.

4. Participants: To enter the 2009 World Championship of Fantasy Football (WCOFF) Keeper League, individuals must submit a signed Official Participant Application for the 2009 World Championship of Fantasy Football, and agree to abide by the official rules and regulations governing the WCOFF KEEPER LEAGUE. Participants must also submit a valid check, money order, or cashier's check for **\$2,000** to GridIron Fantasy Sports LLC, the sponsor of this event. No application will be accepted without proper payment, or without authorizing signatures on the application. GridIron Fantasy Sports LLC reserves the right to reject any application at its sole discretion without notice. GridIron Fantasy Sports LLC is not responsible for lost, late, damaged, illegible, or misdirected applications or fees. Recipients of this document must submit their completed application and fees to:

GridIron Fantasy Sports LLC
17736 Edison Avenue
Chesterfield, MO 63005

5. Number of Participants: Each WCOFF KEEPER LEAGUE will be limited to 12 principal participants/teams.

6. Co-managers: Each principal participant in the 2009 WCOFF **KEEPER LEAGUE** may bring up to two additional "co-managers" to the WCOFF Draft and related events for an additional (mandatory) fee as specified on the Official Participant Application for the 2009 World Championship of Fantasy Football. Each co-manager is required to fill out and sign the corresponding form to demonstrate their acceptance of the official rules, disclaimers and regulations governing the WCOFF. Co-managers are guests of the principal participant, and as such co-managers have no legal standing with the WCOFF. Co-managers may be residents of any state provided that they are ineligible to receive any part of the awards. In the event that a co-manager would like to be eligible to receive some part of the awards, then they are subject to the same restrictions with regard to eligibility as participants, as specifically set forth herein.

7. Terms of the WCOFF KEEPER LEAGUE: The Contest begins on Thursday, September 10, 2009, and ends on Tuesday, December 29, 2009, spanning the first 16 weeks of the NFL season. The Thursday night September 10, 2009 game counts toward Week 1 WCOFF scoring.

8. Cancellation of Event: GridIron Fantasy Sports LLC reserves the right to cancel or terminate the WCOFF KEEPER LEAGUE at any time prior to completion because of an act of terrorism, or an Act of God, or any other event or reason at GridIron Fantasy Sports LLC's sole discretion. If such cancellation occurs, then GridIron Fantasy Sports LLC will return all entrance fees collected from participants. Participants may forfeit all or a portion of the event fees if such circumstances arise before the draft. After the draft, no portion of the event fee is refundable. GridIron Fantasy Sports LLC is not responsible for any loss or liability incurred by any participant or co-managers due to cancellation of the WCOFF KEEPER LEAGUE, including but not limited to travel expenses, hotel expenses, time taken off from employment, etc.

9. NFL Scheduling: If for any reason, the National Football League amends any portion of its regular season schedule, GridIron Fantasy Sports LLC reserves the right to determine award winners based on an amended WCOFF playoff system. GridIron Fantasy Sports LLC reserves

the right to make any and all reasonable scheduling and playoff changes if the NFL alters its schedule. If the NFL's regular season begins prior to Thursday, September 10, 2009, the WCOFF Draft will still take place as scheduled, and the game or games played before the draft will count in Week 1 of the WCOFF schedule. In the event that the NFL cancels any part of its regular season schedule, GridIron Fantasy Sports LLC reserves the right to determine WCOFF awards based on the NFL games already played, provided, however, that GridIron Fantasy Sports LLC also reserves the right to cancel WCOFF in the event that the season is shortened to such a limited time period that it may undermine the skill-based nature of the contest in the sole and absolute judgment of GridIron Fantasy Sports LLC.

10. Draft Order: The order of each league auction draft will be chosen randomly by GridIron Fantasy Sports LLC, or a surrogate. Player nominations will start with team 1 followed in order by the remaining 11 teams. Each round will begin again with team 1 and progress to team 12. (Not a "serpentine" style draft). Participants will be notified of their draft spot in advance of the Draft. Notification will be made by mail or email or by posting the leagues and draft order on the official WCOFF website (wcoff.com). Trading or swapping of draft picks or draft order is not allowed.

11. Division Structure: The WCOFF KEEPER LEAGUE participant will be randomly assigned to a 4-team division within the 12 team league. Participants will be notified of their divisional placement in advance of the Draft. Notification will be made by mail or email or by posting the leagues on the official WCOFF KEEPER LEAGUE website (WCOFF.com).

12. Auction Draft: All participants are required to attend the WCOFF "Keeper League" Draft in person. **The WCOFF "Keeper League" Draft is scheduled for Thursday, September 10, 2009 at the MGM Grand Marquee Ballroom in Las Vegas, Nevada.** The time and location are subject to change. All participants will be notified at least 3 days in advance of any changes in the time and location of the WCOFF "Keeper League" Draft. If a participant does not or can not attend or participate in the WCOFF "Keeper League" Draft, the participant may name a surrogate Drafter by August 25, 2009. If a participant or surrogate is unable to draft, a surrogate named by GridIron Fantasy Sports LLC will draft a team in place of the participant.

13. League Management/Commissioner: GridIron Fantasy Sports LLC will hire a league management service to keep track of all league scheduling, free agent transactions, starting lineup submissions, fantasy point calculations, won-lost records, standings, and playoff rankings. All player statistics as determined by the league management service will serve as the standard for scoring. GridIron Fantasy Sports LLC will serve as the Commissioner office of the 2009 WCOFF KEEPER LEAGUE as it relates to decisions and rulings regarding the event.

14. Weekly Schedule: The WCOFF Keeper league will have a Week 1 schedule as follows: Team 1 vs. team 2; team 3 vs. team 4; team 5 vs. team 6; team 7 vs. team 8; team 9 vs. team 10; team 11 vs. team 12. Each team will play the three teams in its division two times during the regular season, while playing the remaining teams (8) once.

15. Scoring Discrepancies: Any and all scoring discrepancies affecting a team must be noted and submitted via email to Commissionerappeal@wcoff.com (or received by US mail to 17736 Edison Avenue, Chesterfield, MO 63005) to the WCOFF Commissioners by noon (12pm) ET

on the Friday following the completion of that week's games. After noon ET on Friday of any given week, all scores will be considered final, unless the WCOFF Commissioner notes a change in the official statistics (as kept by the Elias Bureau) of any player for the last game played. It will be up to the sole and absolute discretion of GridIron Fantasy Sports LLC as to whether a change in the official statistics of a player can reasonably be applied to amend the WCOFF ranking or scoring of any or all teams potentially affected by the change in a player's statistics.

16. Disputes/Appeals Regarding Rules: Any disputes or appeals regarding the WCOFF rules will be decided by GridIron Fantasy Sports LLC using its interpretation of the rules. GridIron Fantasy Sports LLC will consider the intent and spirit of the rules; the integrity of the WCOFF event, as well as the feasibility of accommodating any appeal. Any and all disputes or appeals must be submitted via email to Commissionerappeal@wcoff.com (or by US mail to 17736 Edison Avenue, Chesterfield, MO 63005). The deadline for submitting a rules dispute or appeal is by midnight ET on the Thursday following the completion of that game or games in which the dispute has occurred. Please include a detailed and lucid account of the dispute and resolution requested. All rulings made by GridIron Fantasy Sports LLC are final and binding.

17. User Error: With each transaction (either free agent bid or lineup change), participants will note a "Transaction Detail Page" for each league that appears on the commissioning site interface. This is verification that a transaction was accepted by the commissioning software.

Participants are strongly urged to keep record of their Transaction Detail Page as proof of a transaction. Without this proof, GridIron Fantasy Sports LLC can not verify any claims of software error, and accordingly, will assume that any error which occurred in a transaction is simply a user error. In the case of user error (ie, a participant did not enter a valid starting line up, or did not enter a transaction by the deadline), GridIron Fantasy Sports LLC will not intervene or alter a transaction after respective free agent or lineup submissions are due. 5

18. Award Notification: Winners will be notified by email or regular mail by January 10, 2010 with final league and overall results. Results will be posted on the WCOFF web site at the conclusion of the event. Winners may be required to return via email or regular mail an affidavit of eligibility and a liability/publicity release (unless prohibited by law) within 15 days following attempted notification. By accepting any award, the winners grant permission to GridIron Fantasy Sports LLC to use their names and/or likenesses for publicity and promotional purposes without further compensation, unless prohibited by law, and agree to execute a written consent if requested. Winners agree to submit their valid and legal social security number to GridIron Fantasy Sports LLC, and winners understand that their social security numbers will be used to report income to the Internal Revenue Service.

19. Award Money: All Award money will be paid in U.S. dollars by February 15, 2010. If you are required to sign an affidavit of eligibility and liability release, please allow 30 days from the time your signed affidavit and release is returned. All taxes associated with the receipt of any award are the sole responsibility of the winner. Any interest accrued to award money does not convey to the award winner. Any non-cash awards may be substituted by cash, or by an award of equal or greater value.

20. Disbursement of Award Money: GridIron Fantasy Sports LLC will distribute 100% of all WCOFF KEEPER LEAGUE awards directly to each winning principal participant, and only to the principal participant. GridIron Fantasy Sports LLC is not responsible for, or bound by, any agreement between the principal participant and any third parties regarding apportionment of the awards.

21. Participants' Proprietary Information: Any proprietary information given to the principal participants, including but not limited to an internet password to access the WCOFF KEEPER LEAGUE website, shall be kept confidential by both GridIron Fantasy Sports LLC and the principal participant. GridIron Fantasy Sports LLC will not be responsible for any changes made to the roster or starting line up by third parties or co-managers who access the WCOFF KEEPER LEAGUE website, unless proven that these parties did so unlawfully and with malice of forethought.

22. Internet/Technology Problems: If, for any reason, the WCOFF KEEPER LEAGUE is not capable of running as planned, including infection by computer virus, bugs, tampering, unauthorized intervention, fraud, technical failures or any other causes beyond the control of GridIron Fantasy Sports LLC which corrupt or affect the administration, security, fairness, integrity or proper conduct of the WCOFF KEEPER LEAGUE, GridIron Fantasy Sports LLC reserves the right to modify the rules or suspend the WCOFF KEEPER LEAGUE. GridIron Fantasy Sports LLC assumes no responsibility for any error, omissions, interruption, deletion, defect or delay in operation with transmission, communications, line failure, theft, destruction or unauthorized access to the league management website. 6

23. Team Management Disclaimer: GridIron Fantasy Sports LLC is not responsible for any problem or technical malfunction which impedes or interferes with the transmission or receipt of any team transaction, including but not limited to free agent moves, or starting lineup submissions. GridIron Fantasy Sports LLC is not responsible for the failure of any telephone network or lines, computer online systems, servers, equipment or software, or traffic congestion on the Internet or at any web site, phone lines, or any combination thereof, including any injury or damage to a participant's computer related to or resulting from participation in the WCOFF KEEPER LEAGUE.

24. Personal Behavior: Participants and co-managers agree to behave in a lawful, respectful, inoffensive and sportsmanlike manner at all WCOFF KEEPER LEAGUE events (including, but not limited to the kickoff party and draft), throughout the entire WCOFF KEEPER LEAGUE contest and during use of the WCOFF KEEPER LEAGUE web site including, but not limited to, the message board. Any conduct by a participant, co-manager or other person which is deemed by GridIron Fantasy Sports LLC to threaten, harass, intimidate, offend or harm any participant, co-manager, guest, WCOFF KEEPER LEAGUE representative or the representative of any WCOFF KEEPER LEAGUE vendor, is strictly prohibited. GridIron Fantasy Sports LLC reserves the right, in its sole discretion, to ban any person from further participation in the WCOFF KEEPER LEAGUE if such person engages in such prohibited conduct. If a participant is banned from further participation in the WCOFF KEEPER LEAGUE, GridIron Fantasy Sports LLC reserves the right to designate a surrogate participant at any stage in the contest. GridIron Fantasy Sports LLC shall not be responsible or liable to any person for damage to property or

personal injury or death arising from the acts or omissions of any participant, co-manager or other person. Any person engaging in an unlawful behavior at any WCOFF KEEPER LEAGUE event or in connection with the WCOFF KEEPER LEAGUE will be subject to legal prosecution.

25. Collusion: Any participants or co-managers who collude in an effort to alter the standings, rankings, or fantasy point totals will be prohibited from winning any award money and will further have their teams taken over by a surrogate or agent of GridIron Fantasy Sports LLC. Any participant or co-manager who attempts to bribe, coerce, blackmail or otherwise influence an officer, agent, affiliate, vendor or surrogate of GridIron Fantasy Sports LLC in an effort to alter the standings, rankings, or fantasy point totals will be prohibited from winning any award money and will further have his or her team taken over by a surrogate or agent of GridIron Fantasy Sports LLC. Any criminal behavior by a participant or co-manager which attempts to corrupt or alter the fairness of the WCOFF KEEPER LEAGUE may result in civil and/or criminal prosecution.

26. Team Competitiveness: Participants are expected to manage their team to the best of their ability for the duration of the WCOFF KEEPER LEAGUE season. However, the WCOFF KEEPER LEAGUE recognizes that some teams will abandon their effort to compete during the season. This might include the failure to alter or turn in lineups; the failure to pick up free agents, etc. GridIron Fantasy Sports LLC regards such behavior as detrimental to the league and will utilize its discretion to start the best available players on abandoned teams. If possible, GridIron Fantasy Sports will utilize software provided by the contracted commissioner service for such needs. Additionally, GridIron Fantasy Sports LLC reserves the right to intervene in team management when it considers a principal participant to be involved in malicious, willful or deliberate manipulation of the event.

27. Alcohol Consumption: Alcoholic beverages will be served at the Kickoff Party, Saturday Participant Party and Sunday Viewing Party. Alcoholic beverages will also be served at the draft, but made available once the drafts are underway. Any participant or co-manager who consumes alcohol at a WCOFF sponsored party or event must be at least 21 years of age. GridIron Fantasy Sports LLC shall not be held liable for any destruction or loss of property or physical injury (including death) due to the drunken or otherwise irresponsible or negligent behavior of any participant or co-manager. GridIron Fantasy Sports LLC reserves the right to refuse the service of alcohol to anyone attending a WCOFF sponsored function.

28. Event Tampering: ANY ATTEMPT BY A PARTICIPANT OR ANY OTHER INDIVIDUAL TO DELIBERATELY DAMAGE THE WCOFF KEEPER LEAGUE WEBSITE OR UNDERMINE THE LEGITIMATE OPERATION OF THE WCOFF KEEPER LEAGUE IS A VIOLATION OF CRIMINAL AND CIVIL LAWS AND IN THE EVENT THAT AN ATTEMPT BE MADE, GRIDIRON FANTASY SPORTS LLC RESERVES THE RIGHT TO SEEK DAMAGES TO THE FULLEST EXTENT OF THE LAW.

29. Disclaimers: GridIron Fantasy Sports LLC is not responsible for any WCOFF KEEPER LEAGUE disruptions, injuries, losses or damages caused by events beyond the control of GridIron Fantasy Sports LLC or any printing or typographical errors in any materials associated with the WCOFF KEEPER LEAGUE. GridIron Fantasy Sports LLC and any subsidiary, affiliated company, licensor or vendor including but not limited to the MGM Grand Hotel and Casino are not in any way responsible or liable for any damage, loss or injury (including death) resulting from any participant's or co-manager's or other guest's activity in the WCOFF KEEPER LEAGUE and related events, and/or acceptance and use of any award won. GridIron Fantasy Sports LLC reserves the right to use the likeness or image of any and all participants or co-managers in advertising, marketing or in allowing the media to cover any and all WCOFF KEEPER LEAGUE events or activities including but not limited to registration, the WCOFF KEEPER LEAGUE draft, and the WCOFF KEEPER LEAGUE Kickoff Party. GridIron Fantasy Sports LLC is solely responsible for enacting, administering, enforcing the rules, and maintaining the integrity of the WCOFF KEEPER LEAGUE. The WCOFF KEEPER LEAGUE and web site are not sponsored, affiliated or endorsed by the National Football League or the NFL Players' Association.

30. Release: Participants and co-managers hereby release, discharge and covenant not to sue GridIron Fantasy Sports LLC, their administrators, agents, officers, volunteers and employees, and other participants, organizers, any sponsors, licensors, vendors, media outlet, or advertisers. Participants and co-managers agree to hold those parties harmless from all liability, claim, demands, losses, or damages caused or alleged to be caused in whole or in part by the negligence of GridIron Fantasy Sports LLC. Participants and co-managers further agree that despite this waiver if they or anyone on their behalf makes a claim against GridIron Fantasy Sports LLC, participants and co-managers will indemnify, save, and hold harmless GridIron Fantasy Sports LLC their administrators, agents, officers, volunteers, and employees, organizers, sponsors, licensors and advertisers from any litigation expenses, attorney fees, loss liability, damage, or cost which may be incur as a result of such a claim. Participants and co-managers have read and fully understand the terms of this release, and further understand that they have given up substantial rights by signing the Official 2009 WCOFF KEEPER LEAGUE Participant Application, and have signed it freely and without any induction or assurance of any nature and intend it to be complete and unconditional release of all liability to the greatest extent allowed by law and agree that if any portion of this agreement is held to be invalid, the balance, notwithstanding, shall continue in full force.

31. Non-Transferable Ownership: Team ownership is non-transferable at any time unless permission is specifically granted by GridIron Fantasy Sports LLC in writing. GridIron Fantasy Sports LLC may reject any Participant Application or revoke ownership prior to the 2009 WCOFF KEEPER LEAGUE Draft, even for those participants who have paid monies to GridIron Fantasy Sports LLC. Any rejected applications or revoked owners will receive a refund, less any administrative costs. If a team owner elects not to return, the rights of that team will be sold to a new party joining the league.

32. Governing Laws: WCOFF is governed by the laws of the state of Georgia without regard to principles of conflicts of law. Jurisdiction for any legal claim or dispute is Fulton County, Georgia.

Section II: Official Rules and Regulations of the World Championship of Fantasy Football Keeper League

1. Overview: The World Championship of Fantasy Football (WCOFF KEEPER LEAGUE) will consist of 12 teams/managers. The WCOFF KEEPER LEAGUE regular season will extend from NFL Week 1 through NFL Week 14. Each league will hold League Championship Playoffs during NFL Weeks 15-16.

2. Draft: All participants are required to attend the WCOFF “Auction Division” Draft in person. The Draft is scheduled for **Thursday, September 10, 2009 at 12:00 pm PST inside the MGM Marquee Ballroom**, Las Vegas, Nevada. Each league will be composed of 12 teams, and each auction draft will last for 20 rounds.

A. Team Salary: Each team will start with 200 auction dollars.

B. Rosters: Each team will have 20 players.

C. Nominating Procedure: Each team will nominate a player in each round in a sequential order (team 1 through team 12 in each round). There are no rules governing the number of players to be selected at each position. It is up to the skill and bidding strategy of each team owner to decide.

D. Time Limit to Nominate: Each team will have 20 seconds to nominate a player. Each nominating team must put a bid with their nomination. Otherwise, the nominating team will automatically be credited with a \$1 opening bid on the player whom they nominated. If a team does not nominate a player in the allotted time, that team is penalized \$1 from their team salary. Additionally, the team is passed over until the next round.

E. Nominating Ends: The minimum and maximum roster size for each team is 20 players. Once a team has reached a roster of 20 players, that team can no longer nominate players. Once a team has run out of money, that team can no longer nominate players.

F. Bidding: After a player is nominated the verbal bidding process starts. The bidding process is an open process and there is no sequence for the bids. Team owners may bid at any time. In the event of simultaneous bids, the auction draft facilitator will determine who was first. Bids are made in \$1 increments (no cents). To end the bidding, a facilitator will say: “Going once.... going twice... Sold to team x for y auction dollars.” Team owners can still declare a bid before the facilitator reaches “sold.” Once the facilitator begins the word “sold,” the bidding is completed for that player.

G. Bid Limits: During the draft, team owners are required to keep enough auction draft dollars available in their team salary to be able to bid at least \$1 per remaining roster spot. If a team drops below the minimum of \$1 per remaining roster spot, and the auction draft facilitators do not notice the violation, there will be no reversal of the player awarded, and no punitive measure.

H: Tied Bids: In the event of a tied bid, the team who bid first wins the player. As an example, 3 teams each with one dollar remaining bid on a player. The team who bid first (in this case the nominating team) will be awarded the player.

I. Use of Cell Phones, Lap Tops and Other Electronic Equipment: Use of electronic equipment is permitted, so long as it is not a disturbance to the Draft, and does not take up excessive space (in the case of lap-tops). There will not be internet connections or electrical outlets. We encourage participants to wait until a break to use cell phones.

J. Smoking: The WCOFF “Auction Division” Draft will be a non-smoking event.

K. Seating Order: All participants and co-managers MUST sit in their team number order.

L. Surrogates: Each principal participant will have until August 25, 2009 to name a surrogate to Draft if the principal cannot attend the Draft. This surrogate must be named in writing by completing out the WCOFF “Auction Division” Surrogate Draft Form.

M. Week One Starting Lineups: Each team will be required to submit their Week One starting lineups before leaving the “Auction Division” Draft. The week one, Thursday night game will count in the WCOFF Auction Division scoring.

N. Confirming Roster: Each team will be required to confirm their team roster before leaving the Draft. Additionally, there are occasional errors in importing player names into the league management web site. Principal participants are responsible to note any error and report the errors to GridIron Fantasy Sports LLC by 10pm EST on September 16, 2009.

3. Roster Requirements: Maximum of 20 players.

4. Lineups Requirements:

Starting lineups will consist of

1 QB

2 RB

3 WR

1 TE

1 Flex player (a RB or WR, or TE)

1 PK

1 Team Defense/Special team

(If no Week One lineup is submitted, the WCOFF KEEPER LEAGUE will determine your starting line up. After Week One, if no starting lineup is submitted, your starting lineup will be that of the previous week.)

a. League Management Web Address: You can access your league via the internet by going to <http://www.wcoff.com>

b. Lineup Submission: All lineups may be submitted on the league web site and are due by the scheduled kickoff time for the game in which the player will participate. Participants are encouraged to submit lineups 5 minutes prior to the scheduled start of the game, or 15 minutes prior to the scheduled start of the game if submitting a line up by phone.

c. WCOFF Phone In: Participants may phone their transactions. You will need your login and password to submit transactions via phone. Call – **1-866-376-9538** during the following hours:

Monday -- Friday 10 am-5pm EST*

Saturday 10am – 5pm EST*

Sunday 10am – 12:45am EST*

*** All hours and phone number are subject to change**

d. Thanksgiving: The phone-in option will NOT be available on Thanksgiving Day. However, online submission of lineups will be accepted via the website until 12:30 pm EST.

5. Keeper Rules:

a) Each participant in the WCOFF Keeper League may retain four (4) players from one year to the next deemed as (“keepers”). An individual player may be kept for as many as 3 consecutive seasons from the date of initial drafting. After three years, the player would return to the league’s player pool. If a keeper from the prior year is dropped mid-season and acquired by during the free agency process, their eligible keeper years do not re-start. For example, if Tom Brady was drafted in 2007 and kept into 2008, but dropped after his injury and acquired during the free agency process – he could be kept for 2009, but will re-enter the draft no later than 2010.

b) For drafts after the initial year, any player deemed a “keeper” will cost the same amount as the player was drafted, even if not drafted by the current owner. If a player was undrafted by any team, he will cost the owner \$15 of Auction Dollars if he is kept. If a player was drafted (or kept from the prior year), his cost will be the greater of his draft/keeper value or \$15. All players on a roster at the end of the season are eligible to be kept. Prior to the auction, an owner’s available auction dollars will be reduced by the cost of their keepers.

c) Keepers must be identified in the following manner: List of up to 6 possible keepers submitted by July 15th. This list will be shared with all owners in the league. Owners must reduce their official keeper list to 4 or less by August 15th. If an owner does not identify his keepers, GridIron will select the players to be kept for the upcoming year. Owners may change their Keeper selections at anytime prior to a deadline; however, after that deadline, no changes to Keeper selections will be permitted.

Example: If an owner drafted Tony Romo for \$12 in the 2008 Keeper Draft, he would cost that owner \$12 in the 2009 draft if he is kept. If he was dropped during the season and acquired during free agency, he could be kept for the 2009 draft at a cost of \$15 auction dollars. In this case, Romo could remain a keeper through the 2010 season before returning to the draft.

6. Scoring: An individual offensive player on any active WCOFF KEEPER LEAGUE starting roster will be credited points for scoring in the following manner, unless otherwise noted:

a. Passing: Yards passing divided by 20 (e.g. 215 passing yards = 10.75 fantasy points).

4 points for every passing TD.

Minus one point (-1) for every interception thrown.

2 points for every 2-point conversion.

b. Rushing:

Yards rushing divided by 10 (e.g. 89 rushing yards = 8.9 fantasy points).

6 points for every rushing TD.

2 points for every 2-point conversion.

c. Receiving:

Yards receiving divided by 10 (e.g. 112 receiving yards = 11.2 fantasy points)

6 points for every receiving TD.

1 point for every catch.

2 points for every 2-point conversion.

d. All Other TDs:

6 points for any TD scored by recovered or returned fumbles, laterals, or any other means by which a skill position player (QB, RB, WR, TE, or K) is awarded an individual TD, except kickoff and punt returns. No rushing or receiving yardage is awarded for a TD returned on a fumble.

Placekicking:

1 point for every Extra Point

3 points for every FG of 1 – 30 yards plus .1 point for every yard thereafter.

Example: a 43-yard FG would be worth 4.3 points

f. Team Scoring (Defense/Special Teams):

1 point for every sack

2 points for every team takeaway (interception or fumble recovery)**

6 points for every TD (via interception return, fumble return, punt or kickoff return, blocked FG return, missed FG return, blocked punt return)*

2 points for every safety

5 points for every shutout ***

2 points for allowing between 1- 5 points ***

1 point for allowing between 6 – 10 points ***

* TDs scored on “fake” FGs or “fake” punts do NOT count as Defense/Special Teams scoring.

TDs scored by the offensive team after a blocked FG or blocked punt do NOT count as a Defense/Special teams score.

TDs scored on a double-turnover only count for the individual player who scored the TD, not for the team.

** A double turnover is considered points for the recovering team’s defense and ST. Thus, an example, team A’s offense fumbles and team B’s defense recovers, but then fumbles the ball back to team A’s offense. In that scenario team A’s defense and special teams (along with team B’s defense and ST) are both awarded a fumble recovery.

*** Any and all points scored against a team are considered points scored against the special teams and defense. Thus, as an example, a turnover by the offense that is returned for a TD is considered as points scored against the special teams and defense.

7. Point Calculations: Team scoring will be carried out to the hundredth (e.g. a team may score 94.75 points).

8. Free Agents: Any active NFL player who is not on a team roster within your league is considered a free agent for that league. GridIron Fantasy Sports LLC may, in rare instances, remove a free agent who has been dropped by a WCOFF KEEPER LEAGUE team if in the judgment of GridIron Fantasy Sports LLC the dropped player would unfairly impact the outcome of the WCOFF KEEPER LEAGUE or if there is suspected collusion.

9. Free Agent Acquisitions/Blind Bidding: The free agent system will be a “blind bidding” process. Each team will start with \$1,000 free agent “dollars” for the season, and will be permitted to bid for free agents on a weekly basis. No team will be informed of any other team’s free agent bids until after the winning bids have been awarded. A team owner will no longer be able to bid on free agents once their season long waiver wire cap of \$1,000 has been reached. Awarding of free agents begins with the highest bid by any team for a free agent. Once that free agent has been awarded to the winning bidder, all other bids for that free agent are discarded as losing bids. Then the highest remaining bid by any team for any remaining free agent will be considered. That winning bid will be awarded the free agent and all losing bids for that free agent will be discarded. This continues until the lowest valid bid remaining is considered. A team may acquire any number of players provided they have not reached their season long waiver wire cap of \$1,000. A team’s roster must always consist of 20 players. All bids must be in increments of dollars (no cents). The free agent bidding system is the only means by which free agents may be acquired.

a. Bid Priority: Bids will be processed in the order of highest dollar amount.

b. Auction Bidding vs. Blind Bidding: The WCOFF blind bidding process is not an auction bidding process. Though you may bid on the same player in multiple bid groups, you can only bid one amount for such player.

c. Conditional Bids, or Exceptions: A player can place make certain bids conditional on the outcome of a previous bid. By making an exception in Step 3 of the bid process, a player can invalidate a future bid if a prior bid is successful.

d. Player Drops: For each bid, an owner needs to identify a player or a list of players to be dropped if the bid is successful. To be dropped, the player needs to be on your roster after your previous bids have been processed. The player drop list works in descending order based on the list the owner creates for each bid.

10. Bidding Time Frame: The bidding process starts after the completion of Week 1 and ends prior to Week 13 on Friday at 8 pm ET. Bids will be accepted on the league web site from Tuesday at 9 am ET until Friday at 8 pm ET in each of these weeks. If you are submitting by phone, you must submit your bids by 7:45 pm ET on Friday. Rosters will be updated by 8:15 pm ET Friday night with the results of all successful bids. There will be no free agent pickups after the completion of the WCOFF regular season.

11. Weeks 10 –13: Because of the Thursday night games in weeks 10, 11, 12 and 13 there will be two waiver wire periods for those weeks. The first period will end at 8 pm ET on Wednesday night. The second period will end at 8 pm on Friday night. Teams may bid on and/or drop a player who plays in a Thursday game. However, teams may not (i) place a Thursday player in their starting lineup retroactively in the case of picking up a player on Friday, nor (ii) drop a Thursday player from their starting lineup after picking him up on Friday. (Examples: For Week 10, you may acquire Denver QB Jay Cutler on Friday after his Thursday night game, but you may not put him into your Week 10 lineup. As a separate example, if Cutler is already in your starting lineup for Week 10, you may not drop him Friday morning if he was in your starting lineup for the Thursday night game).

12. Tied Bids: If there is a tie, the team that receives the player will be determined in order by:

1. Worst total points.
2. Worst won/lost record.
3. Worst previous week score.
4. Worst QB points total to date.
5. Coin toss.

13. Available Players: Teams may acquire players not on any roster within their league.

14. Trades between managers: To minimize the possibility of collusion, there will be no trading allowed.

15. League Structure: The WCOFF KEEPER LEAGUE will have a 14-week regular season, going from week 1 to week 14. This is a head-to-head league/ The League will be broken up into 3 Divisions (A, B and C). Each team will play the three other teams within its own division two times during the regular season, while playing the remaining teams (8) exactly once. Standings for the regular season will be based on cumulative fantasy points (starting players only) for each team throughout 14 weeks. The top 4 teams at the finish of the regular season will advance to the league playoffs.

16. WCOFF KEEPER LEAGUE Playoffs: The scoring rules and starting lineup format is identical to regular season. The playoffs will consist of 4 teams playing 2 rounds, as follows:

a. Playoff Structure: Weeks 15-16 of the NFL season will determine each league champion by means of League Playoffs. The four participants in the League Playoffs will be 1-3) the divisional leaders based on best record vs. 2) the remaining team with the highest point total. The tiebreakers for divisional leader in each league after 14 games are:

1. Total points during the regular season
2. Head-to-head won/lost record
3. Total quarterback points (starting QBs week 1 through week 11)
4. Total points in weeks 10 & 11
5. Coin toss

If there is a tie for the remaining highest point leader in a given league, the aforementioned tiebreakers 2- 5 will be used.

b. Playoff Format: Week 15 of the NFL season will begin the WCOFF Keeper League playoffs. The divisional leader with the most points during the regular season will be awarded the #1 seed in the playoffs. As the #1 seed, this team will be allowed to pick its opponent for the first round of the playoffs. This selection must be made by 9:00pm EST on Wednesday December 10th. If a selection has not been made by that time, the team with the remaining playoff participant with the fewest total points during the season will be assigned the #4 seed and serve as the opponent to the #1 seed in Week 15. The two remaining playoff participants will also play head-to-head in Week 15. If there is a tie for the #4 playoff seed, the aforementioned tie breakers 2- 5 will be used.

c. Championship Game: Week 16 of the NFL season will determine the League Champion award winner by means of a single Championship Game. The two participants in the Championship Game will be the winners of the aforementioned Week 15 playoff games.

d. Third Place Game: Week 16 of the NFL season will determine each league's third place award winner by means of a single Third Place Game. The two participants in the Third Place Game will be the losers of the aforementioned Week 15 playoff games. The tiebreakers for games during weeks 15 and 16 are:

1. Total quarterback points
2. Team with the individual highest scoring player for the week
3. Coin Toss

17. Annual Deposit: Each year, members of this league will be required to pay a deposit on next-year's team to ensure continuity and allow time to fill openings in the league. Each owner must submit payment of \$300 by March 15th. These funds will be applied towards the following year's entry fee. In a new team's first season, the \$300 deposit will be required at the time of sign-up. If an owner fails to submit a deposit after their initial year, GridIron Fantasy Sports LLC will take over that team on March 16th. An un-owned franchise will not be eligible for winnings

in the current year, and the owner will have no further obligation to the league. GirdIron Fantasy sports LLC reserves the right to sell an un-owned franchise to an interested party during the season in return for the \$300 deposit for the following year. If a replacement owner is named in-season, that owner will assume full rights of ownership for the remainder of the year. Additionally, if a team decides not to return after making a deposit, the deposit will be forfeited.

18. Miscellaneous Information: All “total points” means total starting lineup points.

19. Award Breakdown:

League Awards:

“Keeper” League Champion = 2010 WCOFF Gold Passport

“Keeper” League 2nd Place = 2010 WCOFF Silver Passport

“Keeper” League 3rd Place = 2010 WCOFF Bronze Passport

“Keeper” League 4th Place = \$1,000

Gold Passport – Entries into the 2010 Main Event (inclusive of 3 nights stay at the host hotel and airfare to Las Vegas, NV), 2010 \$1K Auction, 2010 \$5K Event of choice, Draft Masters, Super Satellite and \$1,000 of spending money. (ARV = \$11,250 or \$10,000 cash)

Silver Passport – Entries into the 2010 Main Event (inclusive of 3 nights stay at the host hotel and airfare to Las Vegas, NV), 2010 \$1K Auction, 2010 Super Satellite entry, 2010 WCOFF entry and 2010 Draft Masters entry. (ARV = \$5,500 or \$5,000 cash)

Bronze Passport – Entries into the 2010 Main Event, 2010 \$1K Auction (ARV = \$2,750 or \$2,500 cash)

Please Do Not Write In Blanks Below: FOR WCOFF OFFICIAL USE ONLY

Auction Division

Fee Amount Verified \$ _____ Deposit Verified \$ _____ State Verified _____

Co-manager [] Yes [] No Date Received _____ Date/Time called _____

League Number _____ Team Number _____

Notes: _____



Official Participant Application for the 2009 World Championship of Fantasy Football “Keeper League”

Here’s What You’ve Been Waiting For!!: The following is the Official Participant Application for the 2009 World Championship of Fantasy Football “Keeper League” whose Draft is scheduled for 12:00pm PST on Thursday, September 10, 2009 at the MGM Grand Marquee Ballroom in Las Vegas, Nevada.

Section A: Tell Us about the Principal Participant/Team Manager

Last Name: _____ First Name: _____ Middle Initial: _____

Address: _____

City/State/Zip: _____

Phone number: Day () _____ Evening () _____

Email address: _____

Birthday _____ Current age of the principal participant _____

Requested Team Name: _____

Will you have a co-manager(s) attending the WCOFF events in Las Vegas? [] Yes [] No

If you answered “yes” to the previous line, please have your co-manager(s) fill out and sign section B. If you answered “no,” please skip to section C.

Section B: Tell Us about the Co-Manager(s)

Last Name: _____ First Name: _____ Middle Initial: _____

Address: _____

City/State/Zip: _____

Phone number: Day () _____ Evening () _____

Email address: _____

Birthday _____ Current age of the co-manager _____

I have read the Overview of the 2009 World Championship of Fantasy Football (Section I), and the Official Rules and Regulations of the World Championship of Fantasy Football (Section II), and I understand, accept, and agree to abide by the rules and disclaimers set forth.

Co-manager’s signature of acceptance

Date

Tell Us about the Co-Manager(s)

Last Name: _____ First Name: _____ Middle Initial: _____

Address: _____

City/State/Zip: _____

Phone number: Day () _____ Evening () _____

Email address: _____

Birthday _____ Current age of the co-manager _____

I have read the Overview of the 2009 World Championship of Fantasy Football (Section I), and the Official Rules and Regulations of the World Championship of Fantasy Football (Section II), and I understand, accept, and agree to abide by the rules and disclaimers set forth.

Co-manager's signature of acceptance

Date

Section C: What Does It Cost to Compete? (WCOFF Auction Division Fees)

The basic fee to compete in the 2009 WCOFF "Keeper League" is \$2,000 U.S dollars to cover the following:

- 1. Team entrance fee of \$2,000.***
- 2. Please add an additional \$50 if you're bringing a co-manager.***
- 3. Please add an additional \$150 Events Fee if you have not already paid an Events Fee as part of your Main Event Entry.**

Section D: Reserve Your Spot at the 2009 WCOFF “Keeper League”

“Auction Division” leagues will be filled on a first-come, first served basis. To secure your shot at competing in the WCOFF “Auction Division,” please enclose a check, money order, or cashier’s check in the amount of **\$2,000** U.S dollars, PLUS an additional \$50 per person if you bring a co-manager. **YOU MAY NOT BE GUARANTEED A SPOT, SO PLEASE MAIL YOUR CHECK AND APPLICATION TODAY!** GridIron Fantasy Sports LLC guarantees a 100% refund of anyone who is not placed in a WCOFF “Keeper ” League.

Yes, please enter me in the WCOFF “Keeper League” today! I’ve enclosed my full payment to GridIron Fantasy Sports LLC in the amount of \$ _____.

Section F: Make It Official

I have read the Overview of the 2009 World Championship of Fantasy Football “Keeper League” (Section I), and the Official Rules and Regulations of the World Championship of Fantasy Football “Keeper League” (Section II), and I understand, accept, and agree to abide by the rules and disclaimers set forth.

Participant’s signature of acceptance

Date

All spots for the 2009 World Championship of Fantasy Football “Auction Division” are being filled on a “first-come-first-serve” basis. So please mail your application and check TODAY to the following address:

GridIron Fantasy Sports LLC

17736 Edison Avenue

Chesterfield, MO 63005