



To: *Chris Kildow*
CytoSport & Muscle Milk

From: *Mike Sinnott*
United States Passing League

Re: *Muscle Milk Sponsorship of 2012 USPL Events*

Date: *January 30, 2012*

This memo is to recap our discussion of Friday, January 27, 2012 regarding Muscle Milk's sponsorship of United States Passing League (USPL) events, addressing your specific questions regarding a possible partnership between Muscle Milk and the USPL.

Availability of title sponsorships of USPL events

Although the USPL does not have title sponsorships available at any of its six events for the spring/summer 2012, the USPL is capable of creating start-up events in the markets that are of particular interest to Muscle Milk's marketing goals. That's what we do. In fact, prior to 2010, the Pennsylvania Passing League; Palmetto Passing League; and the U.S. Marine Corps – Passing League Maryland did not even exist.

Identify the markets of interest to Muscle Milk and we can create an event in that market.

Possible markets

Per our discussion, the following markets could be possible host sites for a Muscle Milk-branded USPL even in 2012:

- Chicago;
- Dallas;
- Los Angeles;
- Dallas; and,
- San Diego.

Market selection is entirely at your discretion. To a certain extent, depending upon venue availability and other events in the market, the timing of the events in each market will be at your discretion as well. We'll work with you to determine the ideal markets and timing for each event in an effort to create the best event possible for Muscle Milk.

Branding each event for Muscle Milk

Muscle Milk will own the branding for each event. The USPL serves as the "sanctioning body" for each event, but will have a low profile. In all other aspects, to the public, especially to your target audience, this will be a Muscle Milk event.

The name for each event will prominently include Muscle Milk, as in:

- Muscle Milk Passing League;
- Muscle Milk Seven-On-Seven;
- Miami's Muscle Milk Passing League; and,
- South Florida's Seven-On-Seven powered by Muscle Milk.

As we move forward with this process, we will include Muscle Milk in the process of determining the name of each event.

Our design team will create a logo identity for each event that incorporates the Muscle Milk logo as a dominant design theme of the logo. The logo will be used in all communications to promote the event.

At each event, Muscle Milk will have the opportunity to brand each venue with pop-up tents, razor banners, signs, banners, and whatever helps promote your brand.

Muscle Milk has the right to have its own "on-the-ground" marketing team work each event. Obviously, Muscle Milk's Protein Education teams will have the opportunity to engage in product sampling and all related event marketing activities.

The shirts that will be worn during competition will prominently include the Muscle Milk logo on the chest, with a smaller event-specific logo, and the apparel sponsor's logo. On the back, between the shoulder blades, we will include a small USPL logo.

Muscle Milk's exclusivity of sponsorship

With this partnership, the USPL grants Muscle Milk exclusivity to its category and beyond. In general, Muscle Milk's sponsorship excludes any other product that goes into a person's body, including, but not limited to: soft drinks; sports drinks; energy drinks; candy; chips; fast-food restaurants; and others.

The USPL will have the right to sell secondary sponsorships to Muscle Milk events. We understand that CytoSport has an obligation to protect its Muscle Milk brand. That's why CytoSport will have the right of refusal for any secondary sponsor of a Muscle Milk event. This will ensure that CytoSport will have the opportunity to protect Muscle Milk's brand integrity.

USPL's sponsorship efforts for any Muscle Milk events would concentrate on the following sponsorship categories:

- military recruitment;
- cellular communications;
- insurance;
- sporting goods;
- gaming; and,
- automotive.

All secondary sponsors will be secondary to Muscle Milk in every regard. As the title sponsor, Muscle Milk will have the opportunity to restrict the activities of the secondary sponsors at each

event. As detailed on our rate card, the presenting and associate sponsors of the event are limited to on-site event marketing activities with secondary signage locations.

Targeting specific socioeconomic demographics

As we've done with our campaigns for the U.S. Army and Marine Corps, the USPL can specifically target particular high schools for inclusion in the event. While we cannot guarantee the participation of any particular school, we can focus our efforts on attracting schools, participating student-athletes who fit the profile of Muscle Milk's target audience.

In addition, we can work on ensuring that the host site for the event is in a community that also fits the profile of Muscle Milk's target audience. The host site could be a high school in the community or another sports venue that meets the USPL's minimum requirements for hosting the event. If Muscle Milk has a pre-existing relationship with a high school in the region, then we would explore the possibility of hosting the event at the school.

Sponsor exemptions

Using sponsorship dollars to fund our events, our policy is to not charge teams to participate in any USPL event. Yet, as a matter of marketing expediency and creating a sense of urgency among coaches, we'll leave a certain impression that there are a limited number of free slots available for teams that wish to participate.

Also, we structure our "free" events around 16 participating teams, but we never turn away teams that wish to compete at our events. In that instance, they would be required to buy the additional competition shirts for the event.

Timing of the Event

Usually, USPL events are held in the late spring/early summer. Yet, the model could work during other times of the year. In particular, in some markets, there could be an argument made for the advantages of a December/January event at an indoor facility.

Participation

From our experience, teams will bring 20-25 players to each event. For each USPL event, we anticipate 320-500 participating student-athletes. If Muscle Milk title sponsors four events in 2012, then we can reasonably expect 1,280-2,000 participating student-athletes. That total does not include coaches, administrators, or fans in attendance at each event.