

StadiumTRAY™
Sports + Food + Drink + Advertising = StadiumTRAY
www.stadiumtray.com

Company Backgrounder

Overview

StadiumTRAY™ is the powerful new advertising medium that puts corporate brands and advertising messages right in the laps of target audiences – *literally*.

Longer, wider, sturdier, and glossier, StadiumTRAY is a superior-quality food and beverage tray provided **FREE** to every fan making a concessions purchase at sponsored sports and entertainment events. This unique advertising platform is manufactured and distributed by Spectator Advertising Solutions of Kennesaw, GA.

Circulated by the nation's leading concessionaires, StadiumTRAY targets millions of sports and entertainment fans with high-visual impact and cost-effective brand marketing and promotion. Given that the average length of most sports and entertainment events is 3.5 hours, StadiumTRAY gives any advertising message maximum exposure to a prestigious audience - for a prolonged period of time.

Here's How StadiumTRAY Works

StadiumTRAY is provided at no cost to concessionaires of major sports and entertainment venues, who distribute the trays free to fans with every concessions purchase at sponsored events. Concessionaires and fans benefit by receiving the attractive, convenient, and fan-friendly StadiumTRAY for free. The venue management generates a new source of revenue without risk or investment, and the sponsor enjoys the benefits of placing brand and advertising messages directly in the laps of their target audience for a prolonged period of time. Clearly, StadiumTRAY is win/win for all parties involved!

The Sports Entertainment Market

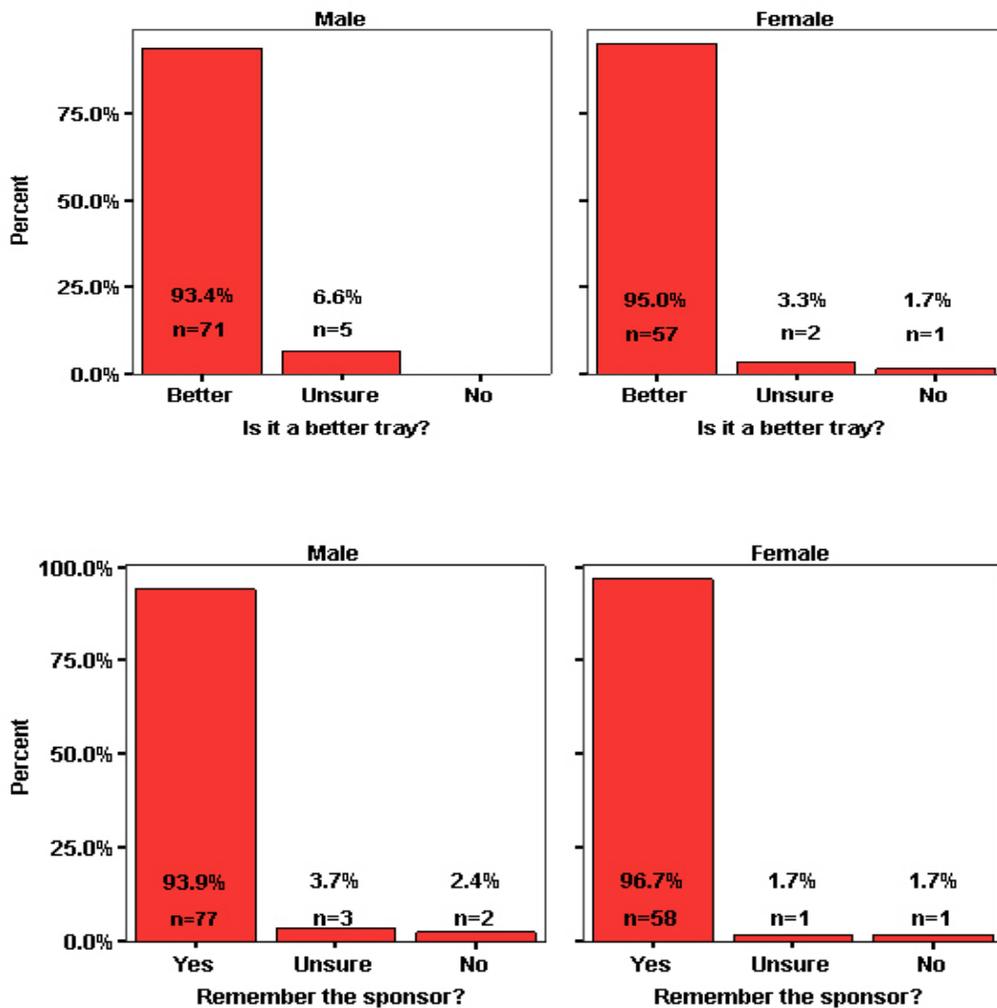
The United States is sports crazy as evidenced by huge attendance figures at just some of the leading sports events. In 2003 the NFL attracted over 17 million fans, Major League Baseball approached 68 million fans at games, the NHL drew over 20 million spectators, the NBA topped 20 million fans, and NASCAR attracted over 7 million fans to racetracks hosting last year's Winston Cup Races. That's over 132 million fans and does not account for other up and coming professional sporting events and leagues including the WNBA, AFL, MLS and more which are often played at arenas and stadiums utilizing StadiumTRAY. *(Source The Sports Attendance Database at keen.com)*

StadiumTRAY is also available on major college campuses and universities, where millions of students, affluent alumni and local sports fans attend weekly football, basketball and baseball events throughout the school year. Final figures for the 2003 NCAA Division 1A football season show the Top 10 attended venues averaged over 95,000 spectators per game. In 2003 NCAA Division 1A teams drew over 35 million spectators to weekend games and bowl events, an all-time record. In basketball, Division

1A Men's Teams drew more than 25 million spectators to campus arenas during 2003 – 2004 season, and another 10 million plus attended women's basketball games across all divisions. (Source: NCAA Online).

Fans Love StadiumTRAY Too!

Exit polls from the Spectator Advertising Solutions' NCAA 2003 football season openers indicate significantly higher user satisfaction with StadiumTRAY compared to other trays used at the same venues. Fans report higher quality, better sturdiness and increased memory retention of the brand image on the StadiumTRAY. These increases were not only statistically significant, but were extremely high with participants claiming they saw sponsored StadiumTRAYs over 18 times per event.



Excellent Opportunity for Brand Marketers

StadiumTRAY affords marketers with a versatile launch pad for various promotions and programs. Retailers can use the multiple panels of StadiumTRAY to engage manufacturers in co-operative advertising ventures in a national college and/or major league environment they might not otherwise be able to afford.

The tray itself can sustain multiple advertising and marketing campaigns, including stored value cards, coupons, sweepstakes, instant winners/peel off promos, catalog distribution, stadium marketing events, souvenirs, CD demos and lenticular illustrations.

Existing Customers

Electronics retailing giant Best Buy (ranked 169 of Fortune 1000 list with \$19 billion in revenues) and ESPN are among the StadiumTRAY's early test market sponsors. The Best Buy brand was displayed on all trays distributed at NCAA Division 1A football StadiumTRAY venues last fall. StadiumTRAY also debuted recently at Philips Arena (home of Atlanta Hawks and Thrashers), and was used at Turner Field (home of Atlanta Braves) during the 2003 National League Division Series. More recently the world class destination resort, Taj Majal in Atlantic City joined the fold and will be distributed at venues throughout the North East and Mid-Atlantic. Other venues include Wachovia Center in Philadelphia, The Pepsi Center in Denver, American Airlines Center in Dallas and The Ballpark at Arlington in Arlington, TX. Spectator Advertising Solutions is marketing StadiumTRAY to several Fortune 1000 corporations and expects to announce additional sponsors shortly from among food and snack manufacturers, automotive manufactures, other resorts and convention bureaus as well as the US Armed Forces.

Strategic Partners

Spectator Advertising Solutions counts some of the nation's leading food service operators among its distribution partners, including Sodexo USA, ARAMARK, Levy Restaurants, and Boston Concessions Group.

Sodexo USA (www.sodexoUSA.com) is a leading provider of food and facilities management in the United States, with \$5.5 billion in annual sales and 110,000 employees. Sodexo USA offers innovative outsourcing solutions in food service, housekeeping, grounds keeping, plant operations and maintenance, asset management, and laundry services to more than 6,000 corporations, health care, long term care and retirement centers, schools, college campuses, military and remote sites in North America. Headquartered in Gaithersburg, MD, SodexoUSA is a proud endorser of the Global Sullivan Principles for Corporate Responsibility. Sodexo USA is a member of the Sodexo Alliance (NYSE:SDX).

Aramark is a world leader in providing managed services, including food, facility and other support services, and uniform and career apparel. Aramark has leadership positions serving the business, education, healthcare, government and sports and recreation sectors. In FORTUNE Magazine's 2003 survey of the "Most Admired Companies in America" Aramark ranks No.1 in the outsourcing services category and is No.10 among all companies included in the survey by overall score as evaluated by peers within the industry. Headquartered in Philadelphia, Aramark has approximately 200,000 employees serving clients in 18 countries.

Levy Restaurants is a private company that operates a diverse range of 45 food service locations throughout the country, including 18 award-winning restaurants and 27 sports and entertainment venues. Levy Restaurants is located in Chicago.

As a full service food, beverage and merchandise contractor, Boston Concessions Group, Inc. (BCG) operates in approximately 30 states. BCG manages food service facilities in stadiums, arenas, amusement parks, ski areas, indoor and outdoor theaters, racetracks, restaurants, convention centers, museum, aquariums, transportation lines, and tourist attractions. The company employs over 10,000 workers in approximately 14 operating units.

Other strategic partners involved with Spectator Advertising Solutions include Pratt Displays and Fulfillment, a division of Pratt Industries USA. Pratt Displays & Fulfillment has three manufacturing plants located in North Carolina and Indiana, as well as a marketing office in Los Angeles and a fully equipped design center in New York that allows them to work closely with major national customers and advertising agencies. All five sites are 100 percent committed to graphic display and give Spectator Advertising Solutions access to expert design, manufacturing and logistical capabilities.

StadiumTRAY is also cross-marketed by significant broadcast network partners, including ESPN and ISP Sports, where these broadcasters hold exclusive venue marketing rights.

Founded in 1992 in Winston-Salem, NC, ISP SPORTS has emerged as one of the fastest growing companies in the intercollegiate athletics marketplace. The ISP family of leading NCAA members now includes nearly every state in the Southeast, and extends into the Midwest and Northeast corridors as well. Sports fans from upstate New York to Florida to Texas to Missouri - and all points in between -- can tune in the ISP Radio Network, while television viewers all across America watch ISP programming every week.

ESPN is a leading cable sports broadcaster operating seven domestic networks reaching 87 million homes in the U.S. and nearly 120 million worldwide. The company was founded in 1979 and operates its headquarters in Bristol, CT.

Current Venues Served/Current Status

StadiumTRAY is currently in use at several NCAA and professional sports venues, including:

Team	Note	Location	Number of Sports	Annual Attendance
Ohio St.	2002 NCAA Football Champions	Columbus, OH	4	1,193,644
Auburn	NCAA	Auburn AL	3	804,470
Arkansas	NCAA	Fayetteville AR	4	812,208
Kentucky	NCAA	Lexington KY	3	765,999
Texas Tech	NCAA	Lubbock TX	4	756,306
Connecticut	NCAA	Storrs CT	3	626,903
Maryland	NCAA	College Park MD	3	617,298
Georgia Tech	NCAA	Atlanta GA	4	540,790

Vanderbilt	NCAA	Nashville TN	4	432,987
West Virginia	NCAA	Morgantown WV	2	462,539
TCU	NCAA	Fort Worth TX	4	358,364
Frederick Keys	Minor League Baseball	Frederick MD	1	285048
Delmarva Shorebirds	Minor League Baseball	Salisbury MD	1	228334
Huntsville Stars	Minor League Baseball	Huntsville AL	1	205000
Marshall	NCAA	Huntington WV	2	193,015
New Mexico State	NCAA	Las Cruces NM	2	181,649
NAVY	NCAA	Annapolis NM	2	175,990
Southern Methodist Univ	NCAA	University Park TX	2	153,776

Stadium	Note	Market	Number of Sports	Annual Attendance*
Wachovia Center	Home of Philadelphia 76ers and Philadelphia Flyers	Philadelphia	2	3,518,702
American Airlines Center	Home of the Dallas Mavericks, Dallas Stars	Dallas	2	3,396,571
Fenway Park	Home of the MLB Boston Redsox	Boston	1	2,724,111
Pepsi Center	Home of the Denver Nuggets, Colorado Avalanche	Denver	2	2,671,544
Philips Arena	Home of the NBA Atlanta Hawks, the NHL Atlanta Thrashers, and numerous entertainment and concert events	Atlanta	2	2,424,756
Turner Field	Home of the MLB Atlanta Braves	Atlanta	1	2,401,047
The Ballpark at Arlington	Home of the Texas Rangers	Texas	1	2,094,336
Sovereign Bank Arena	Trenton Titans	Trenton NJ	1	650000
Liacouras Center	Temple Owls Men and Women NCAA Basketball		2	500000

* Note - Stadium Attendances are annual estimates including sporting and entertainment events

Investors

Spectator Advertising Solutions is well capitalized and is not currently seeking additional funding. Among its lead investors are Gerald W. Piccolo, Derek Harper and George Pusser.

Gerald W. Piccolo is a consumer products professional and will assist Spectator Advertising Solutions in the area of Investor Relations. For the past 25 years Piccolo has devoted his energies to bringing creative products to the marketplace, shepherding

projects from concept to finished on-the-shelf product. His work can be seen in major retail chains across the U.S., Canada, and Europe. Piccolo's prior experience includes product acquisitions and development, manufacturing plant management in Mexico, securing production in China, importing consumer goods into the U.S., and setting up distribution channels in the U.S.

Derek Harper was an NBA basketball player for 16 years and is currently a broadcaster for the NBA's Dallas Mavericks. He was the Mavericks' first round draft pick in 1983, when he was selected 11th overall. Harper closed the 1997-98 season ranked 6th in NBA history with 1,913 steals and 7th with 2,909 three-point attempts. He was the second player in NBA history (along with Isiah Thomas) to register 15,000 career points, 6,000 assists and 1,800 steals. His career stops also included stints with the New York Knicks and the Los Angeles Lakers.

Pusser is a leading real estate housing developer and builder in Greenwich CT, currently serving as Vice President/ Director of Construction, for Cornerstone Contracting, Inc. He has over 25 years of residential construction and real estate development experience. Previously, Pusser was president and founder of a high-end residential construction and property management company, in Dallas, Texas in the late 1970's. After relocating to the Northeast in 1987, he worked in New York City on numerous construction projects. In 1992, Pusser started a partnership, "Cornerstone Contracting Inc.", specializing in high-end residential construction. Over the past 12 years he has overseen 100 million dollars in renovations, newly constructed homes and exclusive family compounds. He is also currently a partner of "Valleystone Partnership, LLC", a commercial real estate holding company, and ADS (Architectural Data Systems, LLC), an online scheduling, specifications, and detailing software company.

Expansion Plans

Spectator Advertising Solutions plans to grow its business by affiliating itself with other divisions within its food services partners, as well as by increasing distribution to other major sporting venues and attractions.

Spectator Advertising Solutions anticipates additional announcements in 2004 regarding new venues at Motor Speedways, Thoroughbred Racing, Major League Baseball, National Football League, National Hockey League and National Basketball League, NASCAR racetracks, stadiums and arenas.

Location/Headquarters/Regional Offices

Spectator Advertising Solutions is headquartered in Kennesaw, GA and has satellite offices in Columbia, MD; Dallas, TX; and San Francisco, CA.

Management Team

Spectator Advertising Solutions is led by a seasoned management team with a combined 75+ plus years of related industry experience. The roster of senior managers includes the following professionals:

George L. Poston, CEO & President

George L. Poston is a consummate consumer product professional and a veteran in the PC entertainment and educational software industry. Poston has a respected reputation in the PC game industry and has the necessary knowledge, understanding and professional expertise to position StadiumTRAY as the dominant leader in its market. Poston's career spans over 30 years developing and directing sales and marketing efforts for many well-known and highly successful consumer products.

Most recently, Poston was President and CEO of Software Holdings, Inc. (SHI), a publisher of educational and edutainment early childhood software products. SHI published a complete series of Montessori Based Learning Software titles and Young Genius Children's Software under the INFODISC label.

Poston has served as Vice President of Sales and Marketing for several other very successful software companies, including SPECTRUM HOLOBYTE, where he developed the sales and marketing strategies for the smash hit and Entertainment Product of the Year (Tetris) and the Flight Simulation Product of the Year (Falcon F-16).

At GAMETEK, Poston once again directed the efforts of a string of hit products that included the PC and Nintendo versions of Jeopardy, Wheel of Fortune, American Gladiators, Family Feud, Password, Harlem Globetrotters Basketball, Ninja Gaiden II and Fisher-Price Children's Software. Poston also assisted in the due diligence process in preparing the company for a successful IPO.

Poston then assumed the senior sales and marketing position with PC Globe, a publisher of award-winning mapping software and the first electronic atlas for the PC. Other product offerings included educational and informational software for public schools, universities and government agencies. After the untimely death of the founder, Poston secured a million dollar loan to continue operations and then helped negotiate the sale of PC Globe, Inc. to Broderbund.

As VP of Sales and Marketing for ACS Communications, Poston acquired the patent rights to the Swivel Jack, a device that connects to a telephone handset and prevents tangled cords. The Swivel Jack continues to be a viable consumer product in the retail market some 18 years later. During his tenure at ACS, Poston also pioneered the development of cordless telephone headsets and consumer headsets for use with personal computers and cell phones.

Poston's background and experience also includes licensing, securing and managing intellectual properties, product acquisitions, and development. Poston also possesses excellent communication, negotiating and team building skills.

Derek Fort, Executive Vice President

Derek Fort's career spans more than 25 years in technology and management. Fort was responsible for the electrical design of the ground support data interface system for the Hubble Space Telescope (HST). Fort also served as the HST Test Director, and subsequently Director of Engineering Services, responsible for the full systems integration and test of the \$1.5 billion HST spacecraft, and other NASA scientific

spacecraft as a contractor. This experience will be an asset in the management of milestone driven endeavors such as the StadiumTRAY venture.

Fort was invited to speak and publish papers for the National Technical Association National Conference and the AFCEA National Data Mining Symposium. Fort was also a featured speaker at the Smithsonian Institution's National Air and Space Museum (Washington, DC), and was invited by NASA as a speaker and panelist on the Hubble Space Telescope and other technology issues. His experience will help promote the business and technical vision of StadiumTRAY to diverse audiences (clients, media, public relations, etc.).

In 1993 Fort was nominated by committee and appointed by the Secretary of Transportation, the Honorable Federico Peña, to serve on the Commercial Space Transportation Advisory Committee (COMSTAC). Along with industry aerospace CEO's and public officials, Fort advised the Secretary on matters of policy in the commercial space transportation industry. Clearly, Fort's extensive experienced in executive management is requisite for the StadiumTRAY endeavor.

Fort has spent the last nine years as President and CEO of his own company (Forte Development Corporation), specializing in systems engineering, statistical analysis, data warehousing, data mining, and executive management support.

Tony LaSpada, Vice President Sales

Tony LaSpada is a consumer products sales and marketing professional with more than 20 years of experience directing and managing the sales activities for several well-known companies. LaSpada has spent the past 13 years as National Sales Manager for Bemiss Jason, a Northern California based paper converter, manufacturing and marketing company. Bemiss Jason is well known for their innovative line of craft and art products for the school and office distributed through big box stores, school catalogs, and toy and craft retailers nationwide.

LaSpada also served as National Sales Manager for Mr. Poston during his tenure with ACS Communications, Inc. and the Atherton Group, Inc. Poston and LaSpada have a successful history of working together to achieve corporate goals and objectives. LaSpada has also held various sales and marketing positions with National Semiconductor, Quaker Oats, and Gillette.



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Version: March 23, 2004