

**NFLPA Response to
Questions of October 12, 2007**

EXHIBIT

D

Annual Return/Report of Employee Benefit Plan
 This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6039D, 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).
 Complete all entries in accordance with the instructions to the Form 5500.

Official Use Only
 OMB Nos. 1210-0110
 1210-0089

2001

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For the calendar plan year 2001 or fiscal plan year beginning 04/01/2001 and ending 03/31/2002

A This return/report is for: (1) a multiemployer plan; (2) a single-employer plan (other than a multiple-employer plan); (3) a multiple-employer plan; or (4) a DFE (specify) _____

B This return/report is: (1) the first return/report filed for the plan; (2) an amended return/report; (3) the final return/report filed for the plan; (4) a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here _____

D If filing under an extension of time or the DFVC program, check box and attach required information (see Instructions)

Part II Basic Plan Information -- enter all requested information.

1a Name of plan
 BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

1b Three-digit plan number (PN) 001

1c Effective date of plan (mo., day, yr.)
 09/09/1962

2a Plan sponsor's name and address (employer, if for a single-employer plan)
 (Address should include room or suite no.)
 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

2b Employer Identification Number (EIN)
 13-6043636

2c Sponsor's telephone number
 800-638-3186

2d Business code (see instructions)
 711210

200 ST. PAUL PLACE, SUITE 2420
 BALTIMORE MD 21202-2040

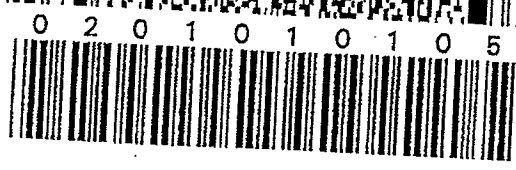
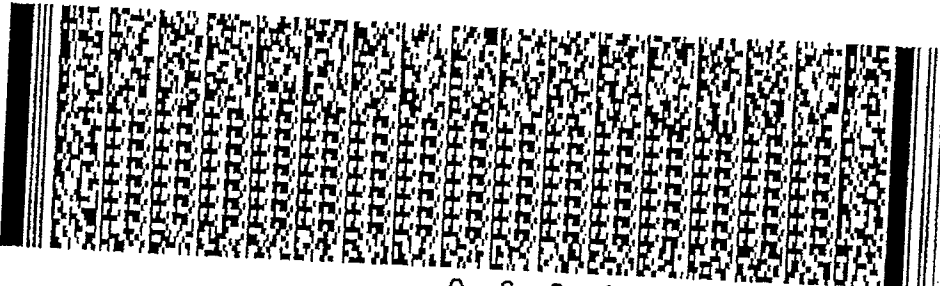
Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

[Signature] Date 4-6-03 WILLIAM V. BIDWILL/THOMAS J. CONDON
 Signature of plan administrator Date Typed or printed name of individual signing as plan administrator

Signature of employer/plan sponsor/DFE Date Typed or printed name of individual signing as employer, plan sponsor or DFE as applicable

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v4.1 Form 5500 (2001)



3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SAME

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:

a Sponsor's name

b EIN

c PN

5 Preparer information (optional) a Name (including firm name, if applicable) and address

b EIN

c Telephone number

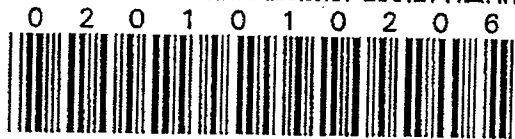
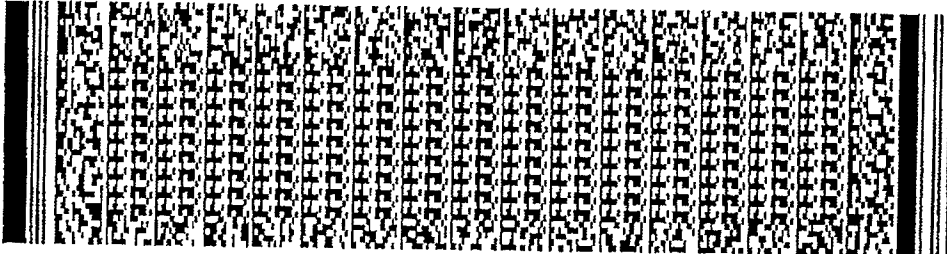
6 Total number of participants at the beginning of the plan year	6	8621
7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)		
a Active participants	7a	1936
b Retired or separated participants receiving benefits	7b	2086
c Other retired or separated participants entitled to future benefits	7c	4431
d Subtotal. Add lines 7a, 7b, and 7c	7d	8453
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	7e	313
f Total. Add lines 7d and 7e	7f	8766
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	7g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	7h	
i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	7i	293

8 Benefits provided under the plan (complete 8a through 8c, as applicable)

- a Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 1B 1G [] [] [] [] [] [] [] [] [] []
- b Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions): 4H 4L [] [] [] [] [] [] [] [] [] []
- c Fringe benefits (check this box if the plan provides fringe benefits)

- 9a Plan funding arrangement (check all that apply)
- (1) Insurance
 - (2) Code section 412(i) insurance contracts
 - (3) Trust
 - (4) General assets of the sponsor

- 9b Plan benefit arrangement (check all that apply)
- (1) Insurance
 - (2) Code section 412(i) insurance contracts
 - (3) Trust
 - (4) General assets of the sponsor



10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

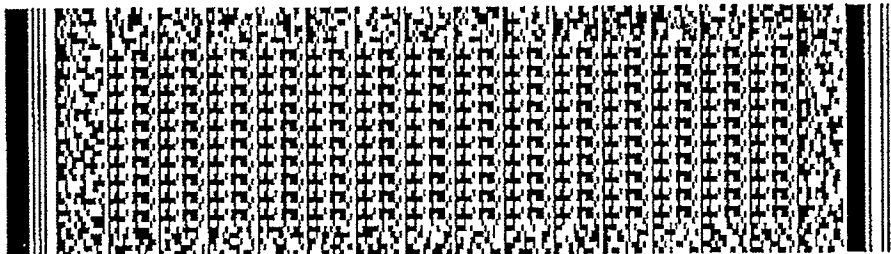
- (1) R (Retirement Plan Information)
- (2) 1 T (Qualified Pension Plan Coverage Information)
If a Schedule T is not attached because the plan is relying on coverage testing information for a prior year, enter the year ▶ _____
- (3) B (Actuarial Information)
- (4) E (ESOP Annual Information)
- (5) SSA (Separated Vested Participant Information)

b Financial Schedules

- (1) H (Financial Information)
- (2) I (Financial Information -- Small Plan)
- (3) A (Insurance Information)
- (4) C (Service Provider Information)
- (5) D (DFE/Participating Plan Information)
- (6) G (Financial Transaction Schedules)
- (7) 1 P (Trust Fiduciary Information)

c Fringe Benefit Schedule

- F (Fringe Benefit Plan Annual Information)



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**SCHEDULE B
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Pension and Welfare Benefits
Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

- ▶ Attach to Form 5500 or 5500-EZ if applicable.
- ▶ See separate instructions.

Official Use Only

OMB No. 1210-0110

2001

This Form is Open to Public Inspection (except when attached to Form 5500-EZ)

For calendar plan year 2001 or fiscal plan year beginning 04/01/2001 and ending 03/31/2002

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number ... ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ RETIREMENT BOARD OF THE BERT BELL / PETE ROZELLE NFL PL	D Employer Identification Number 13-6043636	
E Type of plan: (1) <input type="checkbox"/> Single-employer (2) <input checked="" type="checkbox"/> Multiemployer (3) <input type="checkbox"/> Multiple-employer	F <input type="checkbox"/> 100 or fewer participants in prior plan year	

Part I Basic Information (To be completed by all plans)

1a Enter the actuarial valuation date: Month 04 Day 01 Year 2001

b Assets:

(1) Current value of assets	b(1)	674,445,988
(2) Actuarial value of assets for funding standard account	b(2)	630,194,606
c (1) Accrued liability for plans using immediate gain methods	c(1)	686,777,788
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).

Bruce Gould
Signature of actuary

12/27/2002
Date

BRUCE GOULD

G 02-2767

Print or type name of actuary

Most recent enrollment number
410-547-2800

AON CONSULTING

Firm name

Telephone number (including area code)

111 MARKET PLACE

BALTIMORE

MD 21202

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500 or 5500-EZ

v4.1

Schedule B (Form 5500) 2001



1d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions) . . .	d(1)	0
(2) "RPA '94" Information:		
(a) Current liability	d(2)(a)	817,371,469
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	25,688,845
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) "OBRA '87" Information:		
(a) Current liability	d(3)(a)	817,371,469
(b) Expected increase in current liability due to benefits accruing during the plan year	d(3)(b)	25,688,845
(c) Expected release from "OBRA '87" current liability for the plan year	d(3)(c)	
(4) Expected plan disbursements for the plan year	d(4)	26,573,305

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	674,445,988	
b "RPA '94" current liability:			
(1) For retired participants and beneficiaries receiving payments.	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(2) For terminated vested participants	2494	247,957,595	247,957,595
(3) For active participants	4186	454,302,901	467,493,293
(4) Total	1920	79,450,097	101,920,581
	8600	781,710,593	817,371,469
c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage			2c %

3 Contributions made to the plan for the plan year by employer(s) and employees:

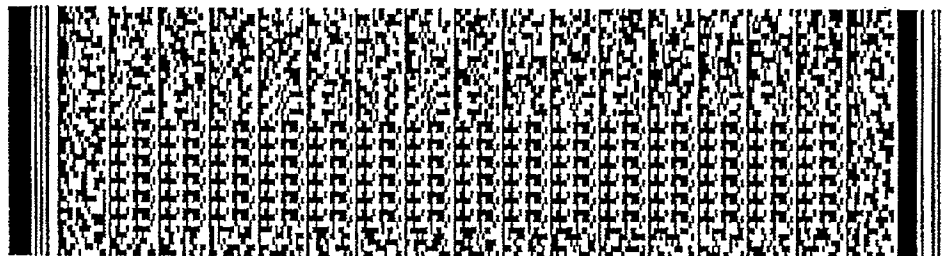
(a) Mo.-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Mo.-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
03/29/2002	27,995,961				
3 Totals ▶			(b)	27,995,961	(c) 0

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions)	4a	%
--	----	---

b If line 4a is less than 100%, see instructions, and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year							
(1)	1st	(2)	2nd	(3)	3rd	(4)	4th



0 8 0 1 0 1 0 2 0 C



5 Actuarial cost method used as the basis for this plan year's funding standard account computation:

- a Attained age normal b Entry age normal c Accrued benefit (unit credit)
 d Aggregate e Frozen initial liability f Individual level premium
 g Individual aggregate h Other (specify) _____
 i Has a change been made in funding method for this plan year? Yes No

j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? Yes No

k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method _____ Month _____ Day _____ Year

6 Checklist of certain actuarial assumptions:

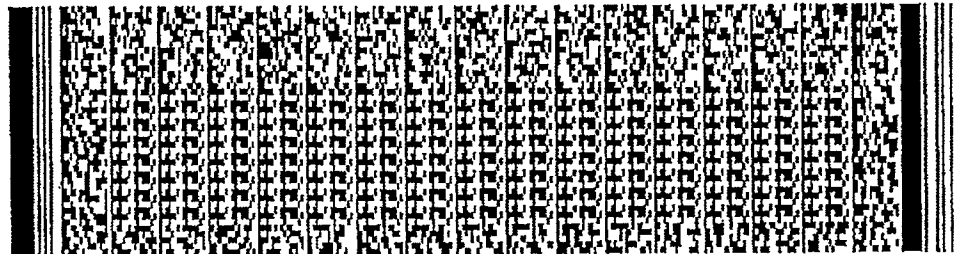
a Interest rates for:									
(1) "RPA '94" current liability	.....	a(1)	6.14	%					N/A
(2) "OBRA '87" current liability	.....	a(2)	6.14	%					N/A
b Weighted average retirement age	.....	6b	47						N/A
c Rates specified in insurance or annuity contracts <input type="checkbox"/> N/A		6c		Pre-retirement		Post-retirement			
				Yes	<input checked="" type="checkbox"/> No	Yes	<input checked="" type="checkbox"/> No		
d Mortality table code for valuation purposes:									
(1) Males	.....	d(1)	6			6			
(2) Females	.....	d(2)	6			6			
e Valuation liability interest rate	<input type="checkbox"/> N/A	6e	7.25	%		7.25	%	N/A	
f Expense loading	<input type="checkbox"/> N/A	6f	15.5	%		0.0	%	N/A	
g Annual withdrawal rates:				Male		Female			
(1) Age 25	.....	g(1)	U	%	U	%			
(2) Age 40	.....	g(2)	U	%	U	%			
(3) Age 55	.....	g(3)	U	%	U	%			
h Salary scale	<input checked="" type="checkbox"/> N/A	6h		%			%	N/A	
i Estimated investment return on actuarial value of assets for the year ending on the valuation date	.....	6i				4.1	%		

7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit
1	-27,102,402	-2,818,515

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval _____ Month _____ Day _____ Year



0 8 0 1 0 1 0 3 0 D

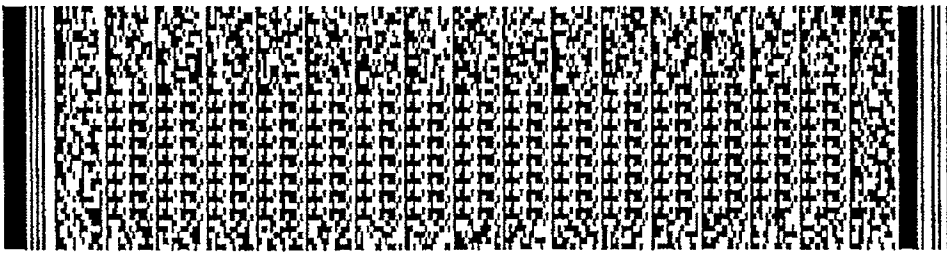
8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions ▶

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule Yes No

9 Funding standard account statement for this plan year:

Charges to funding standard account:

a	Prior year funding deficiency, if any		.9a	0
b	Employer's normal cost for plan year as of valuation date		.9b	19,372,319
c Amortization charges as of valuation date:		Outstanding Balance		
(1)	All bases except funding waivers	▶ (\$ 276,068,074)	c(1)	27,316,721
(2)	Funding waivers	▶ (\$ 0)	c(2)	0
d	Interest as applicable on lines 9a, 9b, and 9c		.9d	3,384,955
e	Additional interest charge due to late quarterly contributions, if applicable		.9e	
f	Adjusted additional funding charge from Part II, line 12u, if applicable	<input checked="" type="checkbox"/> N/A	.9f	
g	Total charges. Add lines 9a through 9f		.9g	50,073,995
Credits to funding standard account:				
h	Prior year credit balance, if any		.9h	22,999,258
i	Employer contributions. Total from column (b) of line 3		.9i	27,995,961
j Amortization credits as of valuation date		▶ (\$ 196,486,102)	.9j	21,250,606
k	Interest as applicable to end of plan year on lines 9h, 9i, and 9j		.9k	3,208,115
l Full funding limitation (FFL) and credits				
(1)	ERISA FFL (accrued liability FFL)	l(1) 106,128,979		
(2)	"OBRA '87" FFL (160% current liability FFL)	l(2) 761,800,616		
(3)	"RPA '94" override (90% current liability FFL)	l(3) 132,772,512		
(4)	FFL credit before reflecting "OBRA '87" FFL		l(4)	0
(5)	Additional credit due to "OBRA '87" FFL		l(5)	0
m	(1) Waived funding deficiency		m(1)	0
	(2) Other credits		m(2)	0
n	Total credits. Add lines 9h through 9k, 9l(4), 9l(5), 9m(1), and 9m(2)		.9n	75,453,940
o	Credit balance: If line 9n is greater than line 9g, enter the difference		.9o	25,379,945
p	Funding deficiency: If line 9g is greater than line 9n, enter the difference		.9p	0
Reconciliation account:				
q Current year's accumulated reconciliation account:				
(1)	Due to additional funding charges as of the beginning of the plan year	q(1) 0		
(2)	Due to additional interest charges as of the beginning of the plan year	q(2) 0		
(3) Due to waived funding deficiencies:				
(a)	Reconciliation outstanding balance as of valuation date	q(3)(a) 0		
(b)	Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a)	q(3)(b) 0		
(4)	Total as of valuation date	▶ q(4) 0		
10	Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable		10	0
11	Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No



Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

5. Line-of-Duty Disability
- (a) Age Requirement: None
 - (b) Service Requirement: None
 - (c) Duration of Payments: 90 months
 - (d) Nature of Disability: The disability must have arisen out of football activities and must be expected to persist for at least 12 months and result in player's retirement from professional football. The disability must be substantial in the sense that it results in a major bodily impairment with the percentage loss of function depending upon the particular part of the body involved.
 - (e) Monthly Amount: Normal pension earned, but not less than \$1,000 per month.
6. Early Payment Benefit (Not applicable to players who do not have a Credited Season prior to 1993)
- (a) Age Requirement: None
 - (b) Service Requirement: Vested and left football on or after March 1, 1977.
 - (c) Amount: A lump sum equal to 25% of the actuarial present value of the player's benefit credits as of the date of payment. If the player makes application for this benefit after March 31, 1982, any and all future benefits payable (normal or early retirement, death or disability) will be reduced 25%. If application was made prior to April 1, 1982, only the normal or early retirement benefit will be reduced 25%.

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

7. Preretirement Widow's and Surviving Children's Benefit

- (a) **Eligibility Requirement:** Active player or vested inactive player and survived by widow or dependent children.
- (b) **Monthly Amount:** 50% of the normal pension accrued, but not less than \$3,000 per month for the 48 months immediately following death and no less than \$1,200 per month thereafter. (For vested players not active in a season after 1976, the \$3,000 minimum benefit is not applicable. For vested players active in a season after 1976, but not after 1981, the \$3,000 minimum benefit is \$2,000.)
- (c) **Duration of Payment:** Benefits are paid to the widow until her death or remarriage. If there are surviving dependent children at the point that the widow's benefit ceases, payments will continue to the children until they reach age 19, or age 23 if in college. If any dependent child is mentally or physically incapacitated, benefits will continue for the child's lifetime.
- (d) In the event of the death of a vested player or vested inactive player who (1) had an Hour of Service on or after August 23, 1984, or (2) had an Hour of Service on or after April 1, 1976, who was living on August 23, 1984 and had 10 years of service under the plan, and who was not at the time of his death a retired player, his surviving spouse, if any, shall be eligible to receive a spouse's preretirement death benefit. The spouse's preretirement death benefit is the benefit which would have become payable to such surviving spouse upon the death of such player as if he had retired and died on the day following his annuity starting date and elected benefits in the form of a Joint and Survivor annuity. The benefit begins to be paid as of the first day of the month following the date of the death of the vested player or vested inactive player or, if later, the first day of the month following the month in which such player would have reached his early retirement date had he lived to that date. The monthly benefit payments continue for the life

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule B Line 6

Appendix 6

**Summary of Plan Provisions
Including 2002 Extension Amendment
(continued)**

of the surviving spouse. If a spouse is eligible to receive the benefit described in this section and the benefit described in (a), (b), and (c) above, she must elect which one of the two benefits she is to receive.

8. Postretirement Death Benefit

- (a) **Eligibility Requirement:** Upon retirement, pensioners may elect to receive benefit payments in various alternative forms involving survivor benefit protection.
- (b) **Monthly Benefit Amount:** When a player elects a form of pension involving survivor benefit rights, the amount payable to him is actuarially reduced. Upon the player's death, the designated percentage of the pensioner's benefit is thereafter continued for the balance of the beneficiary's lifetime. Alternatively, the player may elect that his benefit payments will be made for at least 10 years. If he dies prior to that time, payments will be continued to the designated beneficiary for the remainder of the 10-year period.

Note:

This is intended to be a brief summary of the most pertinent plan provisions. There are benefits that apply before and after specified dates in the plan which have not been included.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule B Line 9c & 9j

APPENDIX 2

Funding Standard Account: Amortization Credits and Charges as of April 1, 2003

Type*	Date	Years	Original Amount	Annual Payment	As of 4/01/2003	
					Years	Outstanding Balance
Charges						
IL	3/31/1977	40	\$27,413,000	\$1,780,787	13.00	\$15,738,465
PA	11/01/1977	40	1,692,600	112,808	13.42	1,016,307
PA	2/01/1979	40	651,600	43,341	14.83	414,121
PA	1/01/1983	30	14,128,300	1,026,833	8.75	6,956,578
PA	3/31/1989	30	1,303,288	93,144	15.00	895,653
PA	3/31/1992	30	124,393,450	8,968,644	18.00	95,035,381
PA	4/01/1993	30	5,579,111	428,686	20.00	4,777,551
EL	4/01/1994	15	12,801,095	1,331,250	6.00	6,753,297
PA	4/01/1994	30	23,799,617	1,833,394	21.00	20,884,648
EL	4/01/1995	15	27,040,935	2,812,122	7.00	16,113,392
EL	4/01/1997	15	13,020,320	1,354,048	9.00	9,361,727
PA	4/01/1998	30	50,168,724	3,864,728	25.00	47,234,541
EL	4/01/1999	15	8,158,287	848,421	11.00	6,739,118
EL	4/01/2001	15	27,102,402	2,818,515	13.00	24,909,836
PA	4/01/2002	30	125,518,055	9,669,234	29.00	124,247,861
EL	4/01/2002	15	29,562,857	3,074,390	14.00	28,408,881
EL	4/01/2003	15	60,394,203	6,280,696	15.00	60,394,203
Total Amortization Charges:				\$46,341,041		\$469,881,560
Credits						
CA	3/31/1978	30	\$270,600	\$18,634	4.00	\$67,318
CA	3/31/1979	30	747,800	51,505	5.00	224,991
CF	3/31/1980	37	1,375,300	91,263	13.00	806,574
PA	3/31/1983	30	484,900	33,994	9.00	235,034
EG	3/31/1990	15	7,170,124	688,385	1.00	688,384
EG	3/31/1991	15	10,413,459	1,004,347	2.00	1,940,794
EG	3/31/1992	15	8,803,407	852,844	3.00	2,389,474
EG	3/31/1993	15	10,389,892	1,010,903	4.00	3,651,767
CF	4/01/1993	30	55,410,763	4,257,640	20.00	47,449,743
CA	4/01/1994	30	83,007,633	6,394,461	21.00	72,840,877
EG	4/01/1996	15	590,768	61,437	8.00	389,671
EG	4/01/1998	15	36,549,784	3,800,995	10.00	28,304,132
EG	4/01/2000	15	22,918,036	2,383,361	12.00	20,034,968
Total Amortization Credits:				\$20,649,769		\$179,023,727

* IL = Initial Liability; EL = Experience Loss; PA = Plan Amendment; CA = Changes in Actuarial Assumptions; EG = Experience Gain; CF = Change in Funding Method; FL = Current Liability Full Funding Limitation Base

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974.

▶ File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2003

**This Form is Open
to Public Inspection.**

For calendar plan year 2003 or fiscal plan year beginning 04/01/2003 and ending 03/31/2004

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYE	D Employer Identification Number 13-6043636

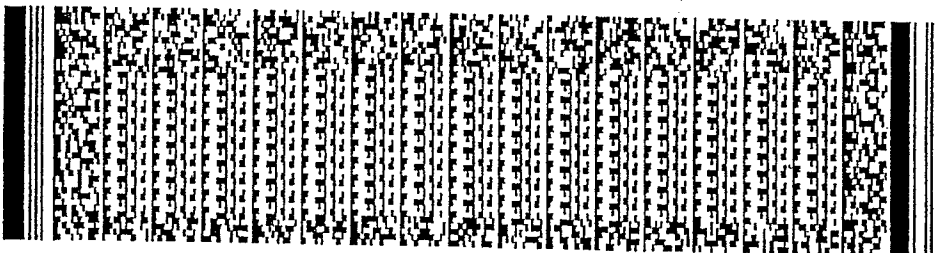
Part I Service Provider Information (see instructions)

- 1** Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: 1 2281245
- 2** On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
		CONTRACT ADMINISTRATOR				12

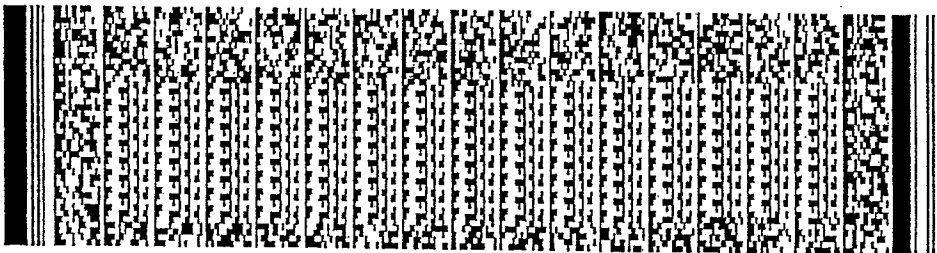
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
GROOM LAW GROUP	52-1219029	ATTORNEY				
NONE					3114538	22

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v6.1 Schedule C (Form 5500) 2003



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
UBS	36-3718331	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		489553	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
AON CONSULTING	22-3339704	ACTUARY/CONSULTANT	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		395323	11
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
NEUMEIER INVESTMENT CO.	77-0217352	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		393779	21

v6.1

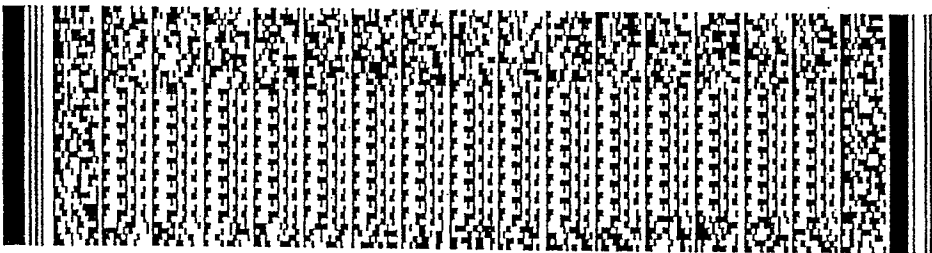


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CHARTWELL INVESTMENT PARTNERS	23-2891243	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		338976	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
LEGG MASON	52-1268629	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		305818	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
TURNER INVESTMENT PARTNERS	23-2587824	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		245259	21

v6.1

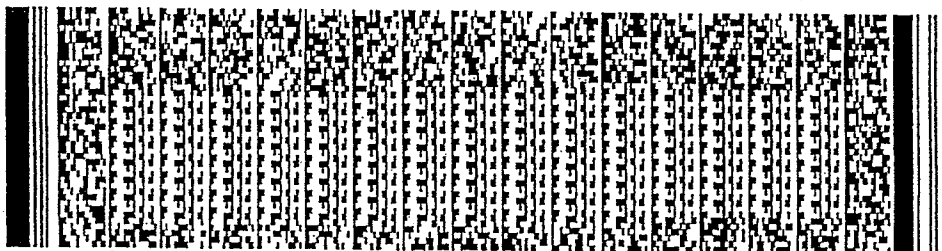


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
SMITH BARNEY/PEACHTREE	06-1274088	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		226398	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BRANDYWINE ASSET	51-0294065	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		222976	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PACIFIC INVESTMENT MGMT CO.	33-0629048	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		221431	21

v6.1



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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
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MELLON BANK	25-0659306	TRUSTEE
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(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
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NONE		199638	26
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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
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ADVANCED COMPUTER SOLUTIONS	21-3483157	CONSULTANT
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(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
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NONE		175265	17
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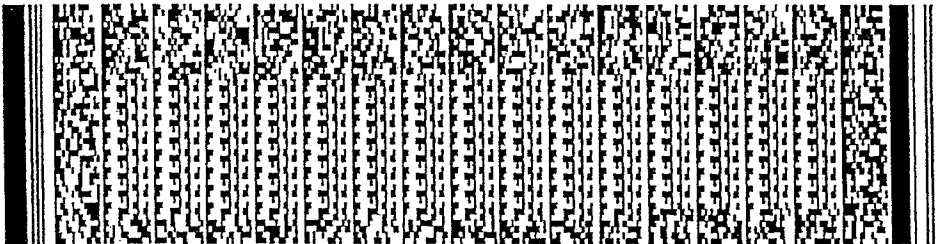
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
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CALLAN ASSOCIATES	94-2192581	INVESTMENT ADVISOR
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(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
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NONE		174809	20
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v6.1

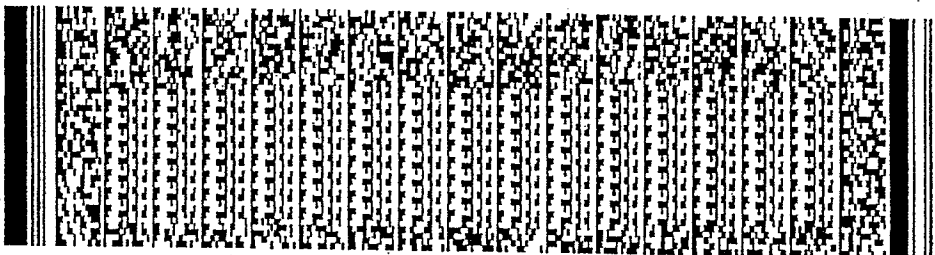


(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
SARAH E. GAUNT		13-6043636	PLAN DIRECTOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	169868		13	

(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
AKIN, GUMP, STRAUSS, HAUER & FELD		75-1338644	ATTORNEY	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		111132	22	

(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
GAY LYNN HECTOR		13-6043636	ASST. PLAN DIRECTOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	61171		13	

v6.1

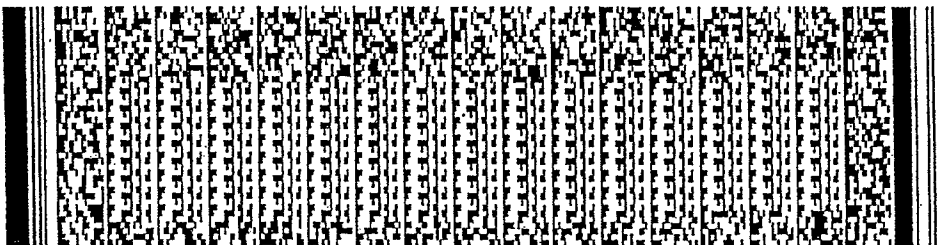


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
FRANK NOBLEZA	13-6043636	COMPUTER PROGRAMMING		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	60883		13	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
THE MT. ROYAL PRINTING COMPANY	52-0787343	PRINTING		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		52810	23	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CYNTHIA TIMPSON	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	37988		13	

v6.1

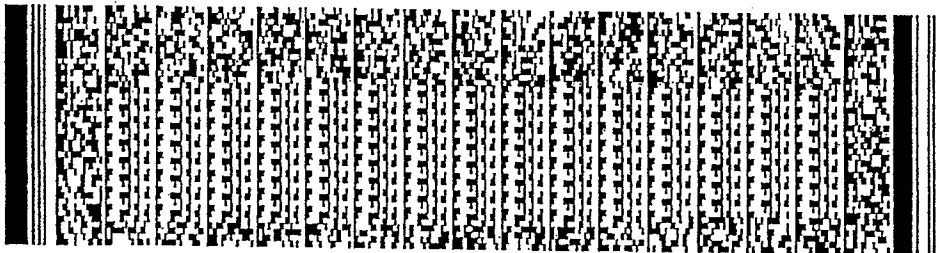


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CHARISSE CALDWELL	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	36783		13	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
STATE STREET BANK & TRUST	04-1867445	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		30371	21	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ROSE MARY EVES	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	29799		13	

v6.1



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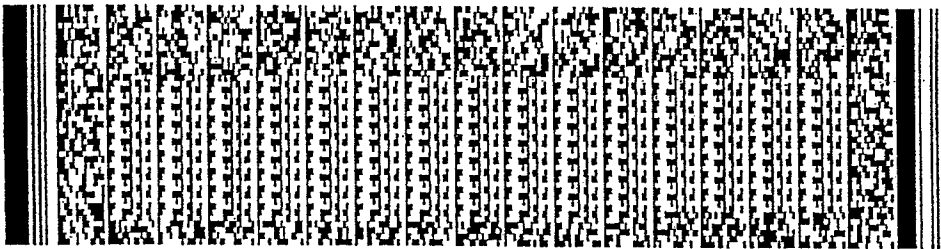


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
SHELLEY WARNER	13-6043636	RECEPTIONIST	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	29201		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PAUL SCOTT	13-6043636	BENEFIT COORDINATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	21218		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
ANNETTE MILLER	13-6043636	FILING COORDINATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	20436		13

v6.1

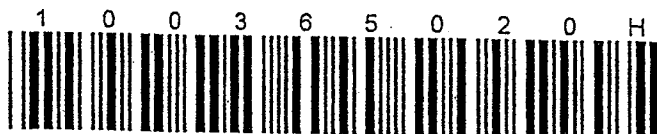
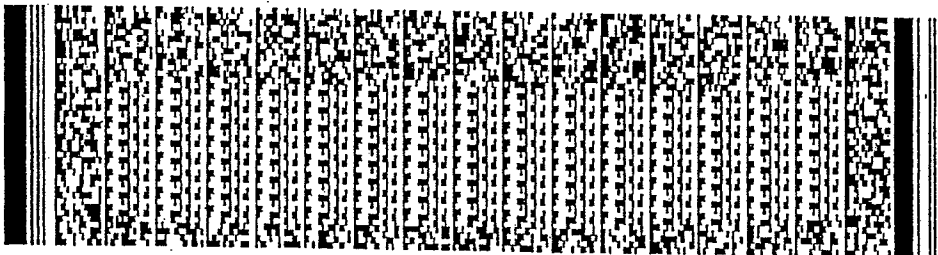


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
ABRAMS, FOSTER, NOLE & WILLIAMS	52-1854049	AUDITOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		16255	10

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
DEANNA MORGAN	13-6043636	BENEFIT COORDINATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	10557		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
JOYCE COMEGYS	13-6043636	BENEFIT COORDINATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	8796		13

v6.1



Part I Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

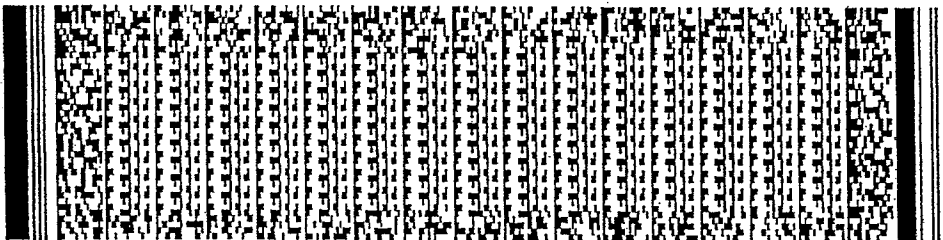
(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

v6.1



BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
EIN: 13-6043636
PLAN NO: 001

FORM 5500 ANNUAL REPORT
FOR PLAN YEAR ENDED MARCH 31, 2004

ATTACHMENT TO SCHEDULE C

Part I, Element (g)

Additional Service Codes for AON CONSULTING

- 17 Consulting (general)
- 19 Insurance agents and brokers
- 27 Pension insurance advisor

**SCHEDULE D
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2003

This Form is Open to
Public Inspection.

For calendar plan year 2003 or fiscal plan year beginning 04/01/2003 and ending 03/31/2004

A Name of plan or DFE
BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

B Three-digit plan number 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAY

D Employer Identification Number
13-6043636

Part II Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12IE EB TEMPORARY INVESTMENT FUND

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 18550105

(a) Name of MTIA, CCT, PSA, or 103-12IE BSDT-LATE MONEY DEPOSIT ACCOUNT

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 60699846

(a) Name of MTIA, CCT, PSA, or 103-12IE INDEX PLUS SECURITIES LENDING FUND

(b) Name of sponsor of entity listed in (a) STATE STREET BANK & TRUST COMPANY

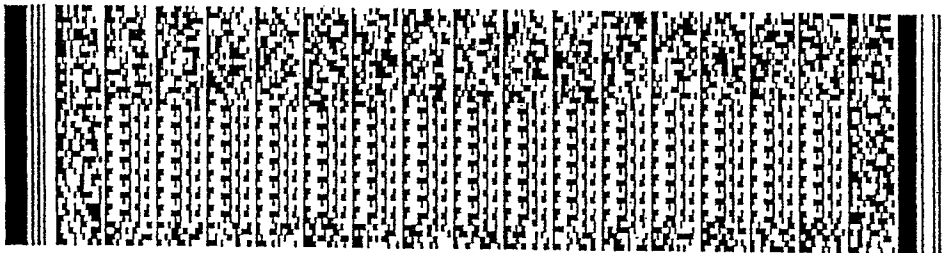
(c) EIN-PN 04-0025081-014 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 56237428

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

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1 2 0 3 6 5 0 1 0 1



(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

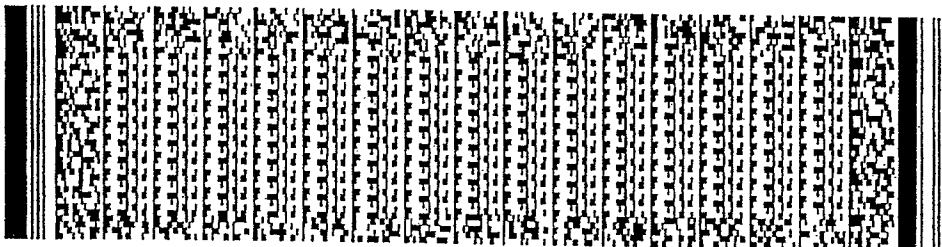
(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

v6.1



1 2 0 3 6 5 0 2 0 J



Part I Information on Participating Plans (to be completed by DFEs)

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

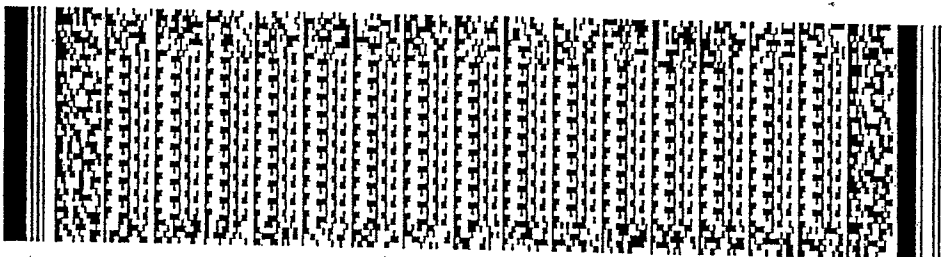
(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

v6.1



**SCHEDULE H
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

Official Use Only

OMB No. 1210-0110

2003

**This Form is Open to
Public Inspection.**

File as an attachment to Form 5500.

For calendar year 2003 or fiscal plan year beginning 04/01/2003 and ending 03/31/2004

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLA	D Employer Identification Number 13-6043636

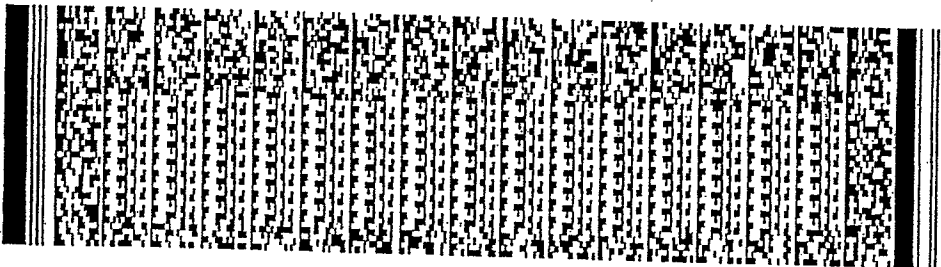
Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets

	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions		
(2) Participant contributions		
(3) Other	38742863	35955113
c General investments:		
(1) Interest-bearing cash (incl. money market accounts and certificates of deposit)	26620	61507198
(2) U.S. Government securities	40029720	34370027
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred		
(B) All other	51361173	52587318
(4) Corporate stocks (other than employer securities):		
(A) Preferred	2316481	827076
(B) Common	328178798	344855459
(5) Partnership/joint venture interests		
(6) Real estate (other than employer real property)		
(7) Loans (other than to participants)		
(8) Participant loans		
(9) Value of interest in common/collective trusts	106452590	135487379
(10) Value of interest in pooled separate accounts		
(11) Value of interest in master trust investment accounts		
(12) Value of interest in 103-12 investment entities		
(13) Value of interest in registered investment companies (e.g., mutual funds)	66086184	154824061
(14) Value of funds held in insurance co. general account (unallocated contracts)		
(15) Other		

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v6.1 Schedule H (Form 5500) 2003



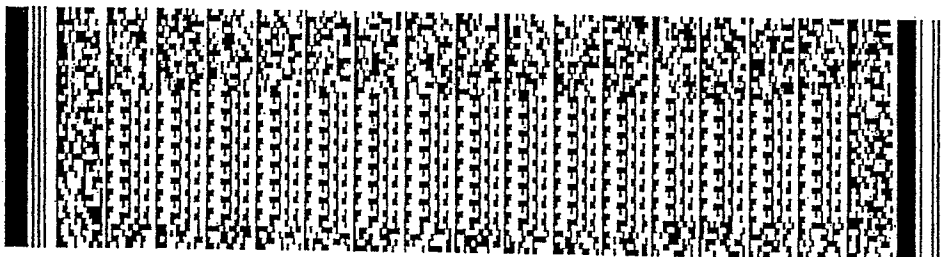
		(a) Beginning of Year	(b) End of Year
d	Employer-related investments:		
(1)	Employer securities	d(1)	
(2)	Employer real property	d(2)	
e	Buildings and other property used in plan operation	e	
f	Total assets (add all amounts in lines 1a through 1e)	f	633194429 820413631
Liabilities			
g	Benefit claims payable	g	
h	Operating payables	h	1396997 1449319
i	Acquisition indebtedness	i	
j	Other liabilities	j	37789474 34697691
k	Total liabilities (add all amounts in lines 1g through 1j)	k	39186471 36147010
Net Assets			
l	Net assets (subtract line 1k from line 1f)	l	594007958 784266621

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
Income			
a	Contributions:		
(1)	Received or receivable in cash from:		
	(A) Employers	a(1)(A)	59436976
	(B) Participants	a(1)(B)	
	(C) Others (including rollovers)	a(1)(C)	
(2)	Noncash contributions	a(2)	
(3)	Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)	59436976
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	b(1)(A)	111
	(B) U.S. Government securities	b(1)(B)	2124968
	(C) Corporate debt instruments:	b(1)(C)	
	(D) Loans (other than to participants)	b(1)(D)	
	(E) Participant loans	b(1)(E)	
	(F) Other	b(1)(F)	1570834
	(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)	3695913
(2)	Dividends:		
	(A) Preferred stock	b(2)(A)	
	(B) Common stock	b(2)(B)	9318487
	(C) Total dividends. Add lines 2b(2)(A) and (B)	b(2)(C)	9318487
(3)	Rents	b(3)	
(4)	Net gain (loss) on sale of assets:		
	(A) Aggregate proceeds	b(4)(A)	215407395
	(B) Aggregate carrying amount (see instructions)	b(4)(B)	187621310
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	b(4)(C)	27786085

v6.1

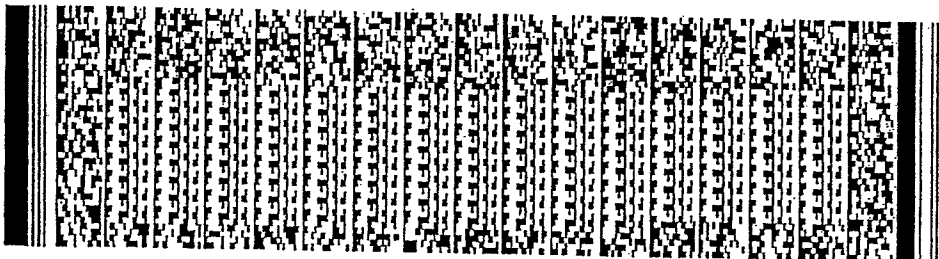


	(a) Amount	(b) Total
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	b(5)(A)	
(B) Other	b(5)(B) 108429715	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	108429715
(6) Net investment gain (loss) from common/collective trusts	b(6)	4456016
(7) Net investment gain (loss) from pooled separate accounts	b(7)	
(8) Net investment gain (loss) from master trust investment accounts	b(8)	
(9) Net investment gain (loss) from 103-12 investment entities	b(9)	
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	b(10)	35648125
c Other income	c	
d Total income. Add all income amounts in column (b) and enter total	d	248771317
Expenses		
e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	e(1) 49030378	
(2) To insurance carriers for the provision of benefits	e(2)	
(3) Other	e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	e(4)	49030378
f Corrective distributions (see instructions)	f	
g Certain deemed distributions of participant loans (see instructions)	g	
h Interest expense	h	
i Administrative expenses: (1) Professional fees	i(1) 3639393	
(2) Contract administrator fees	i(2)	
(3) Investment advisory and management fees	i(3) 2835481	
(4) Other	i(4) 3007402	
(5) Total administrative expenses. Add lines 2i(1) through (4)	i(5)	9482276
j Total expenses. Add all expense amounts in column (b) and enter total	j	58512654
Net Income and Reconciliation		
k Net income (loss) (subtract line 2j from line 2d)	k	190258663
l Transfers of assets		
(1) To this plan	l(1)	
(2) From this plan	l(2)	

Part III Accountant's Opinion

- 3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.
- a The attached opinion of an independent qualified public accountant for this plan is (see instructions):
 (1) Unqualified (2) Qualified (3) Disclaimer (4) Adverse
- b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? Yes No
- c Enter the name and EIN of the accountant (or accounting firm) 52-1854049
 ABRAMS, FOSTER, NOLE & WILLIAMS
- d The opinion of an independent qualified public accountant is **not attached** because:
 (1) the Form 5500 is filed for a CCT, PSA or MTIA. (2) opinion will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

v6.1



Part IV Transactions During Plan Year

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

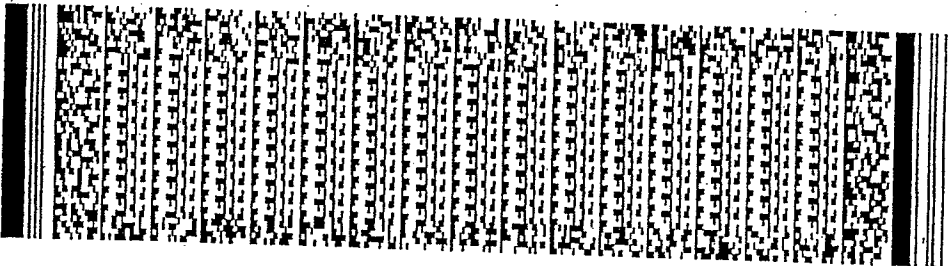
During the plan year:

	Yes	No	Amount
a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (see instructions and DOL's Voluntary Fiduciary Correction Program)		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked on line 4d.)		X	
e Was this plan covered by a fidelity bond?		X	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	X		2000000
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan or brought under the control of the PBGC?		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year Yes No Amount

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)



SCHEDULE P
(FORM 5500)

Annual Return of Fiduciary
of Employee Benefit Trust

This schedule may be filed to satisfy the requirements under section 6033(a) for an annual information return from every section 401(a) organization exempt from tax under section 501(a).

Filing this form will start the running of the statute of limitations under section 6501(a) for any trust described in section 401(a) that is exempt from tax under section 501(a).

File as an attachment to Form 5500 or 5500-EZ.

Department of the Treasury
Internal Revenue Service

Official Use Only

OMB No. 1210-0110

2003

This Form is Open to
Public Inspection.

For trust calendar year 2003 or fiscal year beginning 04/01/2003 and ending 03/31/2004

1a Name of trustee or custodian

MELLON BANK, N.A.

b Number, street, and room or suite no. (If a P.O. box, see the instructions for Form 5500 or 5500-EZ.)

ONE MELLON BANK CENTER

c City or town, state, and ZIP code

PITTSBURGH PA 15258-0001

2a Name of trust

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

b Trust's employer identification number 13-6043636

3 Name of plan if different from name of trust

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

4 Have you furnished the participating employee benefit plan(s) with the trust financial information required to be reported by the plan(s)?

Yes No

5 Enter the plan sponsor's employer identification number as shown on Form 5500 or 5500-EZ

Under penalties of perjury, I declare that I have examined this schedule, and to the best of my knowledge and belief it is true, correct, and complete.



Signature of
fiduciary

Chris Patten

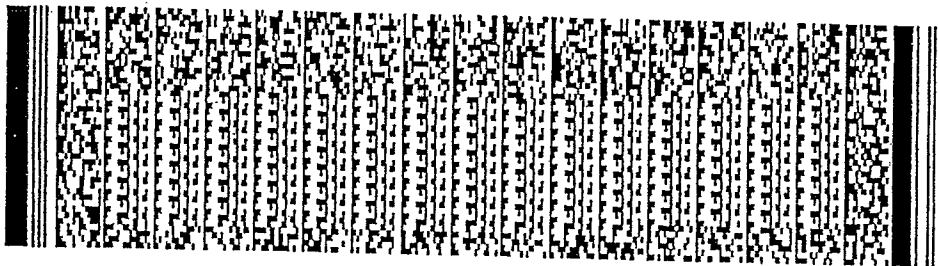
Date

7/22/04

For the Paperwork Reduction Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-EZ.

v6.1

Schedule P (Form 5500) 2003



**SCHEDULE R
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

► File as an Attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2003

This Form is Open to
Public Inspection.

For calendar year 2003 or fiscal plan year beginning 04/01/2003 and ending 03/31/2004

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAY	D Employer Identification Number 13-6043636

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1 \$
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? Yes No N/A
If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.

6a Enter the minimum required contribution for this plan year	6a \$
b Enter the amount contributed by the employer to the plan for this plan year	6b \$
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c \$

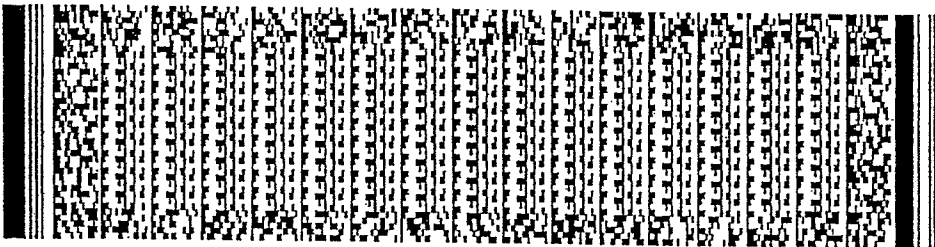
If you completed line 6c, do not complete the remainder of this schedule.

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III Amendments

8 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased the value of benefits? (see instructions) Yes No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v6.1 Schedule R (Form 5500) 2003



2 2 0 3 6 5 0 1 0 J



**SCHEDULE T
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Qualified Pension Plan Coverage Information

This form is required to be filed under section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2003

**This Form is Open to
Public Inspection.**

For calendar year 2003 or fiscal plan year beginning <u>04/01/2003</u> and ending <u>03/31/2004</u>	
A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER	D Employer Identification Number <u>13-6043636</u>

Note: If the plan is maintained by:

- More than one employer and benefits employees who are not collectively-bargained employees, a separate Schedule T may be required for each employer (see the instruction for line 1).
- An employer that operates qualified separate lines of business (QSLOBs) under Code section 414(r), a separate Schedule T may be required for each QSLOB (see the instruction for line 2).

1 If this schedule is being filed to provide coverage information regarding the noncollectively bargained employees of an employer participating in a plan maintained by more than one employer, enter the name and EIN of the participating employer:

1a Name of participating employer	1b Employer identification number
--	--

2 If the employer maintaining the plan operates QSLOBs, enter the following information:

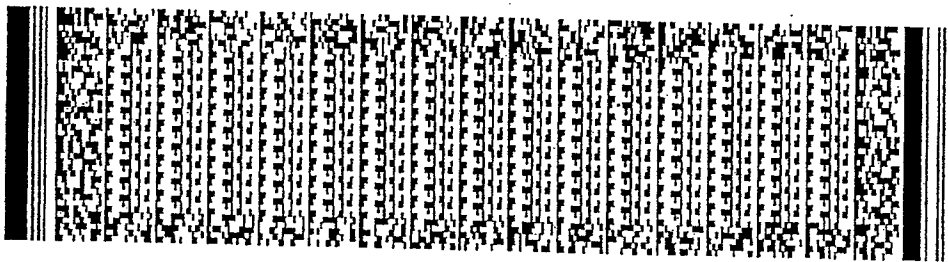
- a** The number of QSLOBs that the employer operates is _____
- b** The number of such QSLOBs that have employees benefiting under this plan is _____
- c** Does the employer apply the minimum coverage requirements to this plan on an employer-wide rather than a QSLOB basis? ... Yes No
- d** If the entry on line 2b is two or more and line 2c is "No," identify the QSLOB to which the coverage information given on line 3 or 4 relates.
▶

3 Exceptions -- Check the box before each statement that describes the plan or the employer. Also see instructions.

If you check any box, do not complete the rest of this Schedule.

- a** The employer employs only highly compensated employees (HCEs).
- b** No HCEs benefited under the plan at anytime during the plan year.
- c** The plan benefits only collectively-bargained employees.
- d** The plan benefits all nonexcludable nonhighly compensated employees of the employer (as defined in Code sections 414(b), (c), and (m)), including leased employees and self-employed individuals.
- e** The plan is treated as satisfying the minimum coverage requirements under Code section 410(b)(6)(C).

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v6.1 Schedule T (Form 5500) 2003



- 4 Enter the date the plan year began for which coverage data is being submitted. Month _____ Day _____ Year _____
- a Did any leased employees perform services for the employer at any time during the plan year? Yes No
- b In testing whether the plan satisfies the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4), does the employer aggregate plans? Yes No

c Complete the following:

(1) Total number of employees of the employer (as defined in Code section 414(b), (c), and (m)), including leased employees and self-employed individuals

c(1) _____

(2) Number of excludable employees as defined in IRS regulations (see instructions)

c(2) _____

(3) Number of nonexcludable employees. (Subtract line 4c(2) from line 4c(1))

c(3) _____

(4) Number of nonexcludable employees (line 4c(3)) who are HCEs

c(4) _____

(5) Number of nonexcludable employees (line 4c(3)) who benefit under the plan

c(5) _____

(6) Number of benefiting nonexcludable employees (line 4c(5)) who are HCEs

c(6) _____

d Enter the plan's ratio percentage and, if applicable, identify the disaggregated part of the plan to which the information on lines 4c and 4d pertains (see instructions) ▶ _____

d _____ %

e Identify any disaggregated part of the plan and enter the ratio percentage or exception (see instructions).

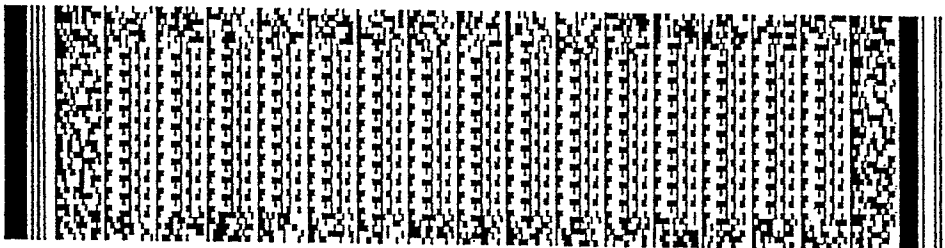
Disaggregated part:

Ratio Percentage:

Exception:

(1) _____	_____	_____
(2) _____	_____	_____
(3) _____	_____	_____

f This plan satisfies the coverage requirements on the basis of (check one): (1) the ratio percentage test (2) average benefit test



2 8 0 3 6 5 0 2 0 Q



Application for Extension of Time To File Certain Employee Plan Returns

File With IRS Only

For Paperwork Reduction Act Notice, see instructions.

Department of the Treasury Internal Revenue Service

before the normal due date of the form 5500, 500-EZ, or 330 (see instructions)	Name of filer, plan administrator, or plan sponsor (see instructions)	Filer's Identifying Number — Check applicable box and enter number (see instructions). <input checked="" type="checkbox"/> Employer identification number (EIN). Filers checking box 1a must enter an EIN. All other filers, see Specific Instructions. <u>13-6043636</u> OR <input type="checkbox"/> Social security number (see Specific Instructions)
	BERT BELL/PETE ROZELLE NFL RETIREMENT BOARD	
	Number, street, and room or suite no. (If a P.O. box, see Instructions.) 200 ST. PAUL PLACE SUITE 2420	
	City or town, state, and ZIP code BALTIMORE, MD 21212	

1 I request an extension of time until 01/15/05 to file (check appropriate box(es)).
month day year

a Form 5500 or 5500-EZ (no more than 2½ months).
The application is automatically approved to the date shown on line 1 (above) if: (1) box 1a is checked, (2) the Form 5558 is signed and filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and (3) the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed below.

b Form 5330 (no more than 6 months). Payment amount attached is \$ _____ (see instructions)

2 Complete the following for the plan(s) covered by this application (see How To File):

Plan name/filer	Type of plan (check)			Plan number	Plan year ending		
	Pension	Welfare	Fringe		Month	Day	Year
BERT/BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	X			001	03	31	04

3 State in detail why you need the extension (if line 1b is checked) NEED ADDITIONAL TIME TO ALLOW THIRD PARTIES TO FINALIZE INFORMATION TO BE SUBMITTED WITH FORM 5500 AS ATTACHMENTS.

Under penalties of perjury, I declare that to the best of my knowledge and belief the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature Daniel Abram CPA Date 7/23/04

Notice to Applicant	To Be Completed by the IRS if line 1b is checked ▼
	<input type="checkbox"/> This application for extension to file Form 5330 IS approved to the date shown on line 1, if line 1b is checked. (You must attach an approved copy of this form to each Form 5330 that was granted an extension.) <input type="checkbox"/> The date entered on line 1 is more than the 6-month maximum time allowed for Form 5330. This application is approved to _____ (You must attach an approved copy of this form to each Form 5330 that was granted an extension.) <input type="checkbox"/> The application for an extension for Form 5330 is not approved, because it was filed after the normal due date of the return. (A 10-day grace period is not granted.) <input type="checkbox"/> This application for an extension for Form 5330 is not approved, because <input type="checkbox"/> The application was not signed. <input type="checkbox"/> No reason was given on this application or the reason was not acceptable. <input type="checkbox"/> No payment was attached for the tax due on Form 5330. <input type="checkbox"/> Other _____ A 10-day grace period is granted from the date shown below or the due date of the return, whichever is later. (You must attach a copy of this form to each return you file that is granted a grace period.)
To Be Completed by the IRS if Line 1b is Checked	By: _____ (Date) (Director)

Applicants for extension of Form 5330: Complete if you want this Form 5558 returned to an address other than the address shown above.

Please Print or Type	Name	ABRAMS, FOSTER, NOLE & WILLIAMS, P.A.
	Number, street, and room or suite no. (If a P.O. box, see instructions.)	2 HAMILL ROAD, N. QUADRANGLE, SUITE 272
	City or town, state, and ZIP code	BALTIMORE, MD 21210-1816

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan
This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ Complete all entries in accordance with the instructions to the Form 5500.

Official Use Only
OMB Nos. 1210-0110
1210-0089

2004

This Form is Open to Public Inspection.

Part I Annual Report Identification Information

For the calendar plan year 2004 or fiscal plan year beginning 04/01/2004 and ending 03/31/2005

- A** This return/report is for: (1) a multiemployer plan; (2) a single-employer plan (other than a multiple-employer plan); (3) a multiple-employer plan; or (4) a DFE (specify) _____
- B** This return/report is: (1) the first return/report filed for the plan; (2) an amended return/report; (3) the final return/report filed for the plan; (4) a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here _____
- D** If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions)

Part II Basic Plan Information -- enter all requested information.

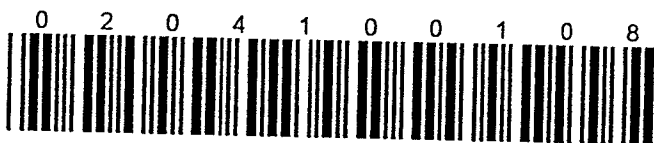
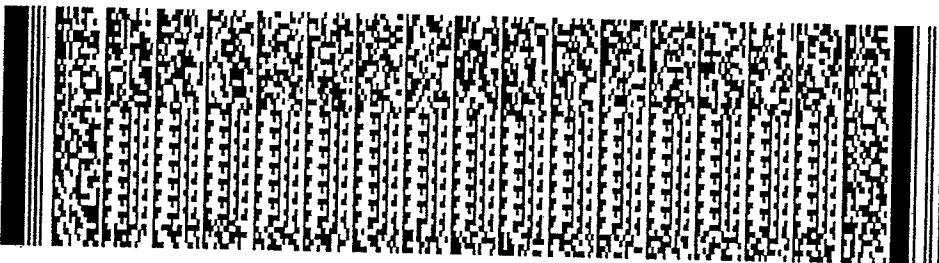
1a Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	1b Three-digit plan number (PN) ▶	001
	1c Effective date of plan (mo., day, yr.) 09/09/1962	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN 200 ST. PAUL PLACE, SUITE 2420 BALTIMORE MD 21202-2040	2b Employer Identification Number (EIN)	13-6043636
	2c Sponsor's telephone number	800-638-3186
	2d Business code (see instructions)	711210

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

SIGN HERE Jefferey A. Van Note /-12-06 William V. Bidwill WILLIAM V. BIDWILL / JEFFEREY A. VAN NOTE
Signature of plan administrator Date Type or print name of individual signing as plan administrator

SIGN HERE _____ _____
Signature of employer/plan sponsor/DFE Date Type or print name of individual signing as employer, plan sponsor or DFE



3a Plan administrator's name and address (If same as plan sponsor, enter "Same")
SAME

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:

a Sponsor's name

b EIN

c PN

5 Preparer information (optional)

a Name (including firm name, if applicable) and address

b EIN

c Telephone number

6 Total number of participants at the beginning of the plan year

7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)

6 9361

a Active participants

b Retired or separated participants receiving benefits

c Other retired or separated participants entitled to future benefits

d Subtotal. Add lines 7a, 7b, and 7c

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits

f Total. Add lines 7d and 7e

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested

i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)

7a	2102
7b	2344
7c	4768
7d	9214
7e	346
7f	9560
7g	
7h	
7i	253

8 Benefits provided under the plan (complete 8a and 8b as applicable)

a Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 1B 1G

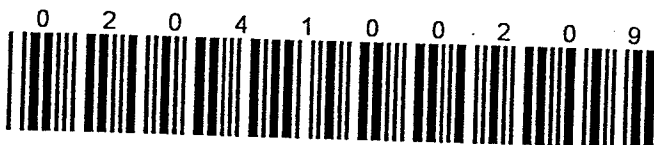
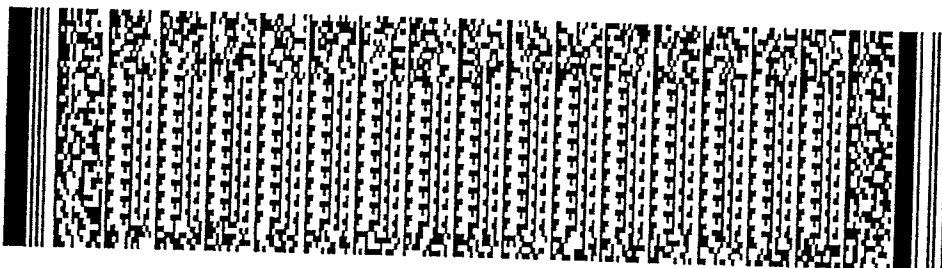
b Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions): 4H 4L

9a Plan funding arrangement (check all that apply)

- (1) Insurance
- (2) Code section 412(i) insurance contracts
- (3) Trust
- (4) General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) Insurance
- (2) Code section 412(i) insurance contracts
- (3) Trust
- (4) General assets of the sponsor



10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

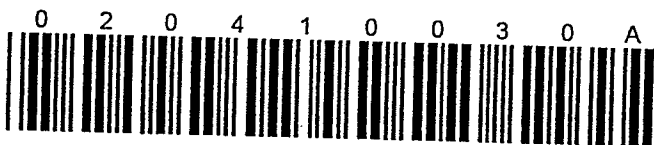
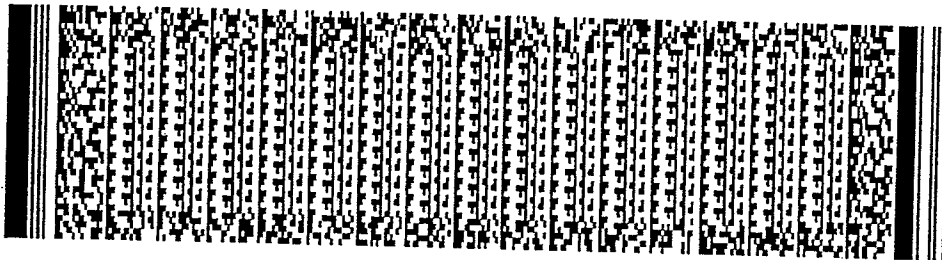
- (1) R (Retirement Plan Information)
- (2) 1 T (Qualified Pension Plan Coverage Information)

If a Schedule T is not attached because the plan is relying on coverage testing information for a prior year, enter the year

- (3) B (Actuarial Information)
- (4) E (ESOP Annual Information)
- (5) SSA (Separated Vested Participant Information)

b Financial Schedules

- (1) H (Financial Information)
- (2) I (Financial Information - Small Plan)
- (3) A (Insurance Information)
- (4) C (Service Provider Information)
- (5) D (DFE/Participating Plan Information)
- (6) G (Financial Transaction Schedules)
- (7) 1 P (Trust Fiduciary Information)



**SCHEDULE B
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

- ▶ Attach to Form 5500 or 5500-EZ if applicable.
- ▶ See separate instructions.

Official Use Only

OMB No. 1210-0110

2004

This Form is Open to Public Inspection (except when attached to Form 5500-EZ).

For calendar plan year 2004 or fiscal plan year beginning 04/01/2004 and ending 03/31/2005

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT P	B Three-digit plan number ... ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ RETIREMENT BOARD OF THE BERT BELL / PETE ROZELLE	D Employer Identification Number <u>13-6043636</u>
E Type of plan: (1) <input checked="" type="checkbox"/> Multiemployer (2) <input type="checkbox"/> Single-employer (3) <input type="checkbox"/> Multiple-employer	F <input type="checkbox"/> 100 or fewer participants in prior plan year

Part I Basic Information (To be completed by all plans)

1a Enter the actuarial valuation date: Month 04 Day 01 Year 2004

b Assets:

(1) Current value of assets	b(1)	<u>784266621</u>
(2) Actuarial value of assets for funding standard account	b(2)	<u>678927024</u>
c (1) Accrued liability for plans using immediate gain methods	c(1)	<u>931146510</u>
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).

**SIGN
HERE**

Bruce Gould
Signature of actuary

11/30/2005
Date

BRUCE GOULD
Type or print name of actuary

AON CONSULTING
Firm name

111 MARKET PLACE
BALTIMORE
MD 21202-0000
Address of the firm

G 05-02767
Most recent enrollment number

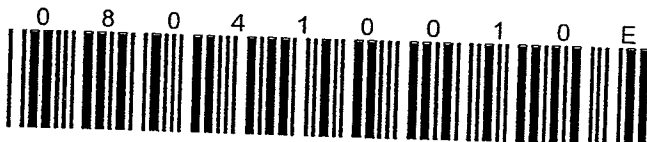
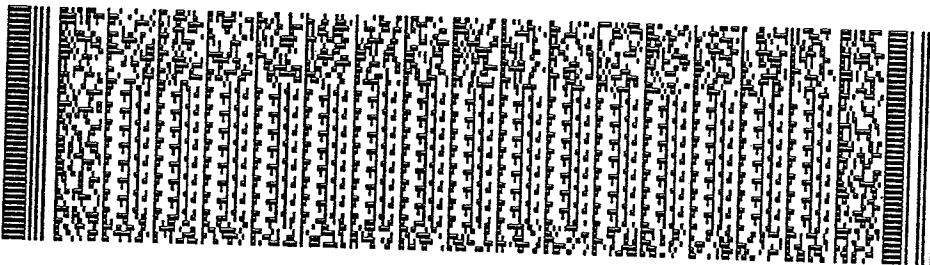
410-547-2962
Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500 or 5500-EZ

v7.2

Schedule B (Form 5500) 2004



1d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions)	d(1)	0
(2) "RPA '94" information:		
(a) Current liability	d(2)(a)	1037719946
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	28731779
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) Expected plan disbursements for the plan year	d(3)	44541237

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	784266621
---	----	-----------

b "RPA '94" current liability:

	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(1) For retired participants and beneficiaries receiving payments	2713	397698282	397698282
(2) For terminated vested participants	4576	518293859	525730342
(3) For active participants	2028	99668212	114291322
(4) Total	9317	1015660353	1037719946

c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage

	2c	%
--	----	---

3 Contributions made to the plan for the plan year by employer(s) and employees:

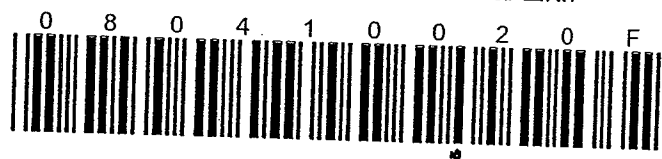
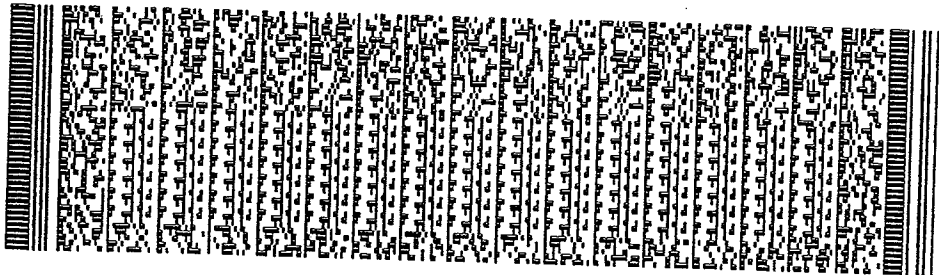
(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
03/31/2005	64769237				

3 Totals	(b)	64769237	(c)	0
-----------------	-----	----------	-----	---

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions)		
b If line 4a is less than 100%, see instructions, and complete the following table as applicable:	4a	%

Liquidity shortfall as of end of Quarter of this plan year							
(1)	1st	(2)	2nd	(3)	3rd	(4)	4th



- 5** Actuarial cost method used as the basis for this plan year's funding standard account computation:
- a** Attained age normal **b** Entry age normal **c** Accrued benefit (unit credit)
- d** Aggregate **e** Frozen initial liability **f** Individual level premium
- g** Individual aggregate **h** Other (specify) ▶
- i** Has a change been made in funding method for this plan year? Yes No
- j** If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? Yes No
- k** If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method Month Day Year

6 Checklist of certain actuarial assumptions:

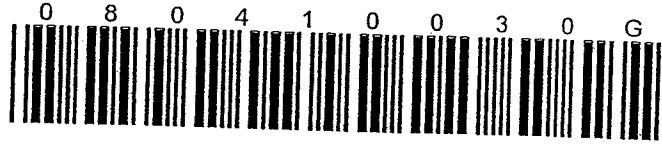
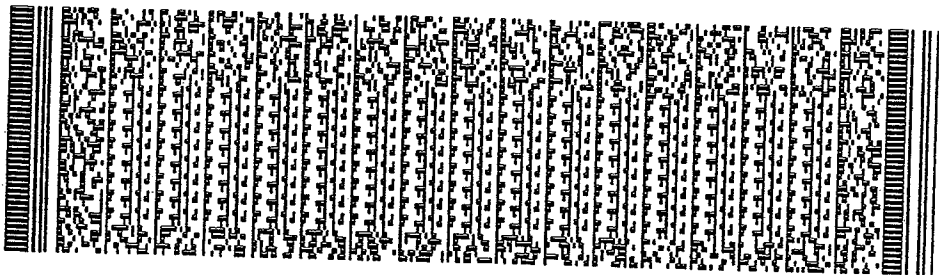
a Interest rates for "RPA '94" current liability	6a		6.40 %	<input type="checkbox"/> N/A
b Weighted average retirement age	6b		47	<input type="checkbox"/> N/A
c Rates specified in insurance or annuity contracts	<input type="checkbox"/> N/A			<input type="checkbox"/> N/A
d Mortality table code for valuation purposes:				
(1) Males	d(1)	6	6	
(2) Females	d(2)	6	6	
e Valuation liability interest rate	<input type="checkbox"/> N/A			<input type="checkbox"/> N/A
f Expense loading	<input type="checkbox"/> N/A			<input type="checkbox"/> N/A
g Annual withdrawal rates:				
(1) Age 25	g(1)	U	% U	
(2) Age 40	g(2)	U	% U	
(3) Age 55	g(3)	U	% U	
h Salary scale	<input checked="" type="checkbox"/> N/A			<input checked="" type="checkbox"/> N/A
i Estimated investment return on actuarial value of assets for the year ending on the valuation date	6i		4.1 %	<input checked="" type="checkbox"/> N/A

7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit
1	14620943	1520505

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval Month Day Year

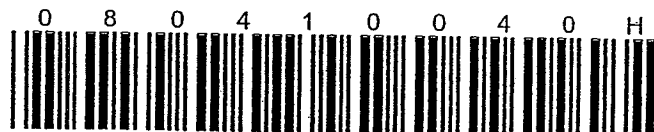
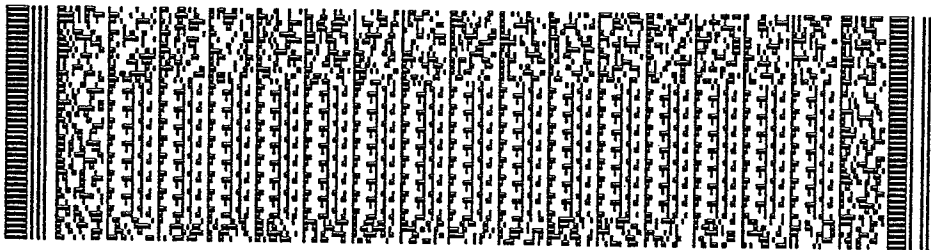


8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule Yes No

9 Funding standard account statement for this plan year:			
Charges to funding standard account:			
a	Prior year funding deficiency, if any		9a 0
b	Employer's normal cost for plan year as of valuation date		9b 23910715
c	Amortization charges as of valuation date:	Outstanding Balance	
	(1) All bases except funding waivers	▶ (\$ 468868151)	c(1) 47861546
	(2) Funding waivers	▶ (\$)	c(2)
d	Interest as applicable on lines 9a, 9b, and 9c		9d 5203489
e	Additional interest charge due to late quarterly contributions, if applicable		9e
f	Adjusted additional funding charge from Part II, line 12q, if applicable	<input checked="" type="checkbox"/> N/A	9f
g	Total charges. Add lines 9a through 9f		9g 76975750
Credits to funding standard account:			
h	Prior year credit balance, if any		9h 46793167
i	Employer contributions. Total from column (b) of line 3		9i 64769237
j	Amortization credits as of valuation date	▶ (\$ 169856071)	9j 19961376
k	Interest as applicable to end of plan year on lines 9h, 9i, and 9j		9k 4839704
l	Full funding limitation (FFL) and credits		
	(1) ERISA FFL (accrued liability FFL)	l(1) 346335312	
	(2) "RPA '94" override (90% current liability FFL)	l(2) 297870895	
	(3) FFL credit		l(3) 0
m	(1) Waived funding deficiency		m(1) 0
	(2) Other credits		m(2) 0
n	Total credits. Add lines 9h through 9k, 9l(3), 9m(1), and 9m(2)		9n 136363484
o	Credit balance: If line 9n is greater than line 9g, enter the difference		9o 59387734
p	Funding deficiency: If line 9g is greater than line 9n, enter the difference		9p 0
Reconciliation account:			
q	Current year's accumulated reconciliation account:		
	(1) Due to additional funding charges as of the beginning of the plan year	q(1) 0	
	(2) Due to additional interest charges as of the beginning of the plan year	q(2) 0	
	(3) Due to waived funding deficiencies:		
	(a) Reconciliation outstanding balance as of valuation date	q(3)(a) 0	
	(b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a)	q(3)(b) 0	
	(4) Total as of valuation date		q(4) 0
10	Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable		10 0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions Yes No



Appendix 5

Actuarial Assumptions and Actuarial Cost Method

Mortality Rates: Group Annuity Mortality Table for 1983 without margins.

Disability Mortality Before Age 65: 1965 Railroad Retirement Board select and ultimate timetable.

Nonfootball Disability Rates Before Retirement:

<u>Age</u>	<u>Rate</u>
22	.04%
27	.04%
32	.04%
37	.05%
42	.09%
47	.18%
52	.41%

Football Disability Rates: .08% per year for active players and .06% per year for inactive players until age 45 after which it becomes zero. Active players are assumed to become inactive after one year of service or age 30, whichever comes later.

Withdrawal Rates:

<u>For Players With Service of</u>	<u>Rate</u>
1 year	29.1%
2 years	19.7%
3 years	17.0%

Election of Early Payment Benefit: 35% of all players out of football less than two years will elect the benefit two years after leaving football. Active players are assumed to leave football after one season or age 30, whichever is later. No assumption is made for players who have no Credited Seasons before 1993.

Appendix 5

Actuarial Assumptions and Actuarial Cost Method (continued)

Retirement Age: Age 47, except age 55 for players with no Credited Seasons before 1993.

Percent Married: Social Security Awards in 1972.

Age of Player's Wife: Three years younger than player.

Remarriage Rates: 1971 Railroad Retirement Board rates.

Net Investment Return: 7.25%.

Administrative Expenses: \$6,646,794. This amount was the actual administrative expenses during the preceding year.

Actuarial Value of Assets: The actuarial value of the assets is increased for new money (i.e., contributions plus dividends and interest income plus transfers for other plans, less benefit payments and expenses). This preliminary value is then adjusted by 20% of the difference between itself and the actual market value. An additional adjustment is made as necessary so that the final actuarial value is within 20% of market value.

Funding Method: Unit Credit Cost Method, except retrospective term cost based on actual experience during the year for line-of-duty disability benefits.

Amortization for Determining Negotiated Contribution Only: 20 years beginning April 1, 1993; 19 years as of April 1, 1994; etc. In years when there is a zero or a negative unfunded actuarial accrued liability, the negotiated contribution is the amount which is expected to produce a zero unfunded actuarial accrued liability at the end of the plan year. The Negotiated Contribution also will not exceed the amount deductible under Code Section 404 for the Clubs for the plan year when made.

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment

1. Normal Retirement Pension

- (a) **Age Requirement:** 55
- (b) **Service Requirement:** Three Credited Seasons for those active after 1992. (A player will, under certain circumstances, become vested even if he does not meet the preceding requirements if he has 10 years of service with Clubs in the NFL due to any employment, such as a coach.)
- (c) **Monthly Amount:**

Credited Season	Benefit Credit
Before 1981	\$200
1982 to 1992	230
1993 and 1994	240
1995 and 1996	285
1997	330
1998 through the Plan Year that begins prior to the expiration of the Final League Year	425

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

2. Early Retirement Pension (Not applicable to players who do not have a Credited Season prior to 1993)

- (a) **Age Requirement:** 45 through 54
- (b) **Service Requirement:** Same as 1(b) above.
- (c) **Monthly Amount:** Normal pension actuarially reduced to reflect earlier benefit payments.

3. Deferred Retirement Pension

- (a) **Age Requirement:** Over age 55 to age 65
- (b) **Service Requirement:** Same as 1(b) above.
- (c) **Monthly Amount:** Normal pension actuarially increased to reflect delayed benefit payments.

4. Total and Permanent Disability

- (a) **Age Requirement:** Under age 55 when disabled.
- (b) **Service Requirement:** None if active, otherwise service required for vested status.
- (c) **Monthly Amount:** Normal pension earned except that benefit will be no less than \$4,000 if disability is for active football, active nonfootball, or football degenerative and \$1,500 for inactive nonfootball. An additional \$100 per month will be paid for each dependent child.

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

5. Line-of-Duty Disability

- (a) **Age Requirement:** None
- (b) **Service Requirement:** None
- (c) **Duration of Payments:** 90 months
- (d) **Nature of Disability:** The disability must have arisen out of football activities and must be expected to persist for at least 12 months and result in player's retirement from professional football. The disability must be substantial in the sense that it results in a major bodily impairment with the percentage loss of function depending upon the particular part of the body involved.
- (e) **Monthly Amount:** Normal pension earned, but not less than \$1,000 per month.

6. Early Payment Benefit (Not applicable to players who do not have a Credited Season prior to 1993)

- (a) **Age Requirement:** None
- (b) **Service Requirement:** Vested and left football on or after March 1, 1977.
- (c) **Amount:** A lump sum equal to 25% of the actuarial present value of the player's benefit credits as of the date of payment. If the player makes application for this benefit after March 31, 1982, any and all future benefits payable (normal or early retirement, death or disability) will be reduced 25%. If application was made prior to April 1, 1982, only the normal or early retirement benefit will be reduced 25%.

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

7. Preretirement Widow's and Surviving Children's Benefit

- (a) **Eligibility Requirement:** Active player or vested inactive player and survived by widow or dependent children.
- (b) **Monthly Amount:** 50% of the normal pension accrued, but not less than \$3,000 per month for the 48 months immediately following death and no less than \$1,200 per month thereafter. (For vested players not active in a season after 1976, the \$3,000 minimum benefit is not applicable. For vested players active in a season after 1976, but not after 1981, the \$3,000 minimum benefit is \$2,000.)
- (c) **Duration of Payment:** Benefits are paid to the widow until her death or remarriage. If there are surviving dependent children at the point that the widow's benefit ceases, payments will continue to the children until they reach age 19, or age 23 if in college. If any dependent child is mentally or physically incapacitated, benefits will continue for the child's lifetime.
- (d) In the event of the death of a vested player or vested inactive player who (1) had an Hour of Service on or after August 23, 1984, or (2) had an Hour of Service on or after April 1, 1976, who was living on August 23, 1984 and had 10 years of service under the plan, and who was not at the time of his death a retired player, his surviving spouse, if any, shall be eligible to receive a spouse's preretirement death benefit. The spouse's preretirement death benefit is the benefit which would have become payable to such surviving spouse upon the death of such player as if he had retired and died on the day following his annuity starting date and elected benefits in the form of a Joint and Survivor annuity. The benefit begins to be paid as of the first day of the month following the date of the death of the vested player or vested inactive player or, if later, the first day of the month following the month in which such player would have reached his early retirement date had he lived to that date. The monthly benefit payments continue for the life

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

of the surviving spouse. If a spouse is eligible to receive the benefit described in this section and the benefit described in (a), (b), and (c) above, she must elect which one of the two benefits she is to receive.

8. Postretirement Death Benefit

- (a) **Eligibility Requirement:** Upon retirement, pensioners may elect to receive benefit payments in various alternative forms involving survivor benefit protection.
- (b) **Monthly Benefit Amount:** When a player elects a form of pension involving survivor benefit rights, the amount payable to him is actuarially reduced. Upon the player's death, the designated percentage of the pensioner's benefit is thereafter continued for the balance of the beneficiary's lifetime. Alternatively, the player may elect that his benefit payments will be made for at least 10 years. If he dies prior to that time, payments will be continued to the designated beneficiary for the remainder of the 10-year period.

Note:

This is intended to be a brief summary of the most pertinent plan provisions. There are benefits that apply before and after specified dates in the plan which have not been included.

Bert II/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule B Line 6b & 6g

- 6b: Exception: Age 55 for Players with no Credited Seasons before 1993
- 6g: Withdrawal rates are by service rather than by age. See attached summary of the actuarial assumptions.

Bert Bell/Pete Rozelle NFL Player Retirement Plan
 EIN/PN: 13-6043636/001
 Schedule B Line 9c & 9j

APPENDIX 2

Funding Standard Account: Amortization Credits and Charges as of April 1, 2004

Type*	Date	Years	Original Amount	Annual Payment	As of 4/01/2004	
					Years	Outstanding Balance
Charges						
IL	3/31/1977	40	\$27,413,000	\$1,780,787		
PA	11/01/1977	40	1,692,600	112,808	12.00	\$14,969,610
PA	2/01/1979	40	651,600	43,341	12.42	969,003
PA	1/01/1983	30	14,128,300	1,026,833	13.83	397,662
PA	3/31/1989	30	1,303,288	93,144	7.75	6,359,652
PA	3/31/1992	30	124,393,450	8,968,644	14.00	860,691
PA	4/01/1993	30	5,579,111	428,686	17.00	92,306,575
EL	4/01/1994	15	12,801,095	1,331,250	19.00	4,664,158
PA	4/01/1994	30	23,799,617	1,833,394	5.00	5,815,145
EL	4/01/1995	15	27,040,935	2,812,122	20.00	20,432,470
EL	4/01/1997	15	13,020,320	1,354,048	6.00	14,265,612
PA	4/01/1998	30	50,168,724	3,864,728	8.00	8,588,236
EL	4/01/1999	15	8,158,287	848,421	24.00	46,514,124
EL	4/01/2001	15	27,102,402	2,818,515	10.00	6,317,773
PA	4/01/2002	30	125,518,055	9,669,234	12.00	23,692,942
EL	4/01/2002	15	29,562,857	3,074,390	28.00	122,885,577
EL	4/01/2003	15	60,394,203	6,280,696	13.00	27,171,242
EL	4/01/2004	15	14,620,943	1,520,505	14.00	58,036,736
					15.00	14,620,943
Total Amortization Charges:					\$47,861,546	\$468,868,151
Credits						
CA	3/31/1978	30	\$270,600	\$18,634		
CA	3/31/1979	30	747,800	51,505	3.00	\$52,214
CF	3/31/1980	37	1,375,300	91,263	4.00	186,064
PA	3/31/1983	30	484,900	33,994	12.00	767,171
EG	3/31/1991	15	10,413,459	1,004,339	8.00	215,615
EG	3/31/1992	15	8,803,407	852,844	1.00	1,004,339
EG	3/31/1993	15	10,389,892	1,010,903	2.00	1,648,036
CF	4/01/1993	30	55,410,763	4,257,640	3.00	2,832,327
CA	4/01/1994	30	83,007,633	6,394,461	19.00	46,323,530
EG	4/01/1996	15	590,768	61,437	20.00	71,263,781
EG	4/01/1998	15	36,549,784	3,800,995	7.00	352,031
EG	4/01/2000	15	22,918,036	2,383,361	9.00	26,279,614
					11.00	18,931,349
Total Amortization Credits:					\$19,961,376	\$169,856,071

* IL = Initial Liability; EL = Experience Loss; PA = Plan Amendment; CA = Changes in Actuarial Assumptions; EG = Experience Gain; CF = Change in Funding Method; FL = Current Liability Full Funding Limitation Base

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974.

▶ **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2004

This Form is Open to Public Inspection.

For calendar plan year 2004 or fiscal plan year beginning 04/01/2004 and ending 03/31/2005

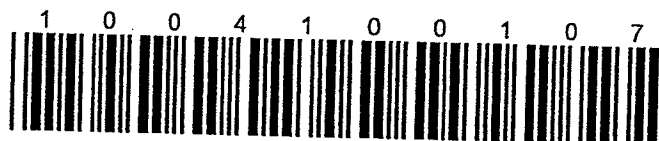
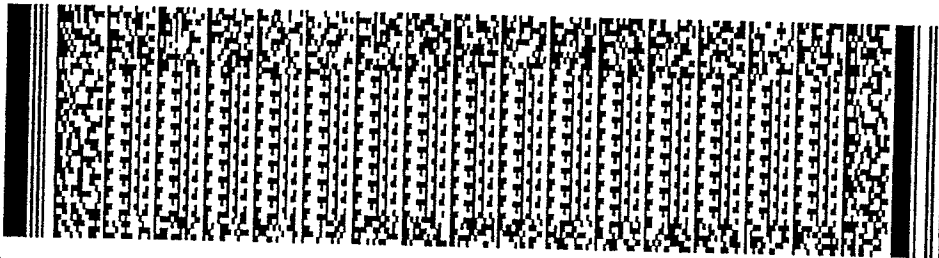
A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN		B Three-digit plan number ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYE		D Employer Identification Number 13-6043636	

Part II Service Provider Information (see instructions)

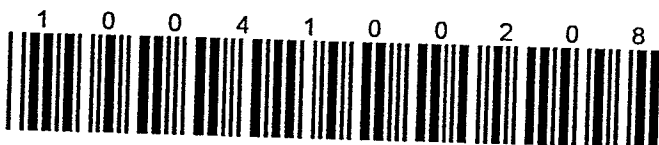
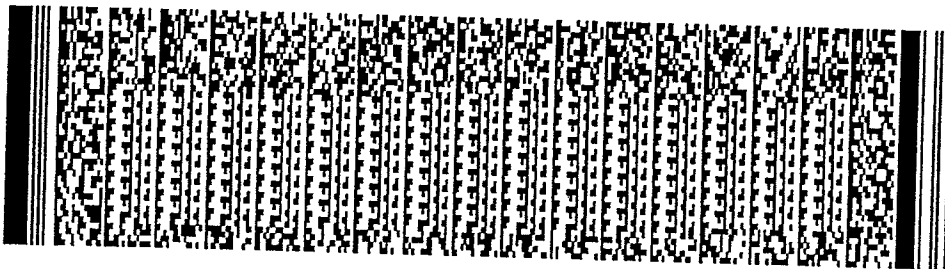
- 1** Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 1376210
- 2** On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
		CONTRACT ADMINISTRATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
			12	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
GROOM LAW GROUP	52-1219029	ATTORNEY		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		2122750	22	

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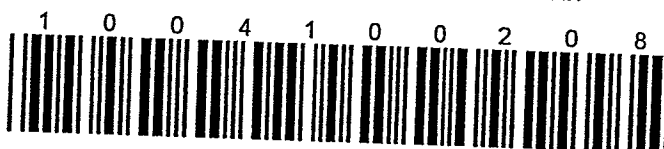
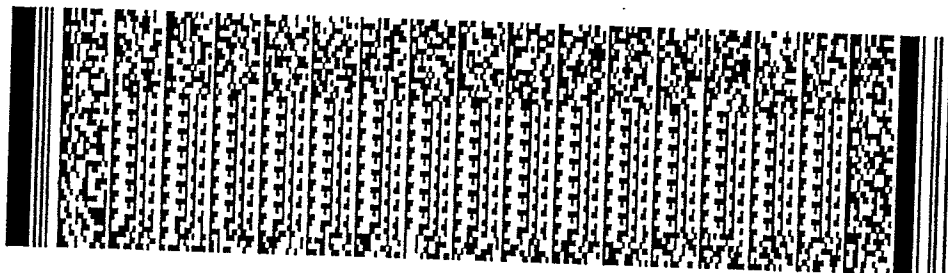
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
NEUMEIER INVESTMENT CO.	77-0217352	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		702692	21	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
LEGG MASON CAPITAL MANAGEMENT, INC.	52-1268629	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		500921	21	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
AON CONSULTING	22-3339704	ACTUARY		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		492951	11	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
TURNER INVESTMENT PARTNERS	23-2587824	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		412499	21	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
UBS GLOBAL ASSET MANAGEMENT	36-3718331	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		393012	21	

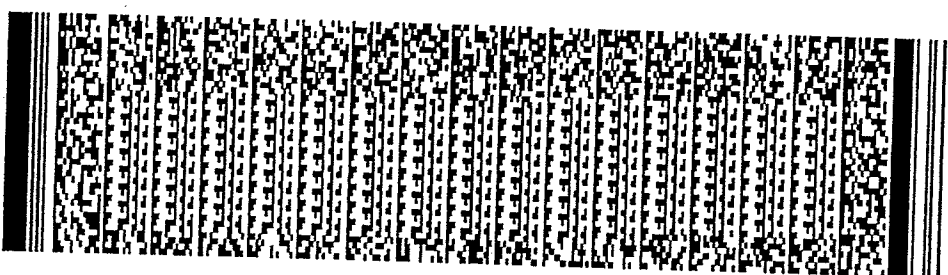
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CHARTWELL INVESTMENT PARTNERS	23-2891243	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		324040	21	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
PACIFIC INVESTMENT MGMT CO.	33-0629048	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		309844	21	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
SMITH BARNEY	06-1274088	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		301717	21	

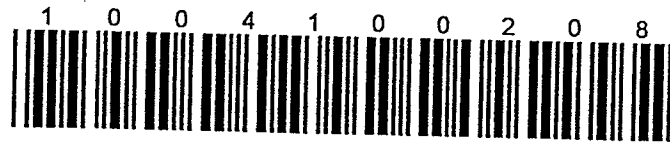
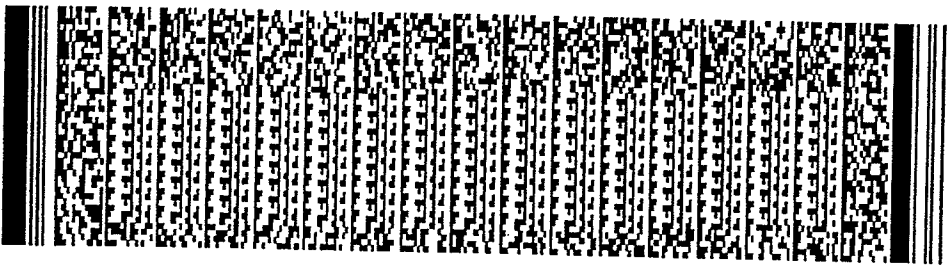
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
MELLON BANK	25-0659306	TRUSTEE		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		281635	26	



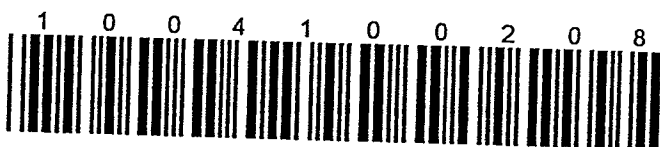
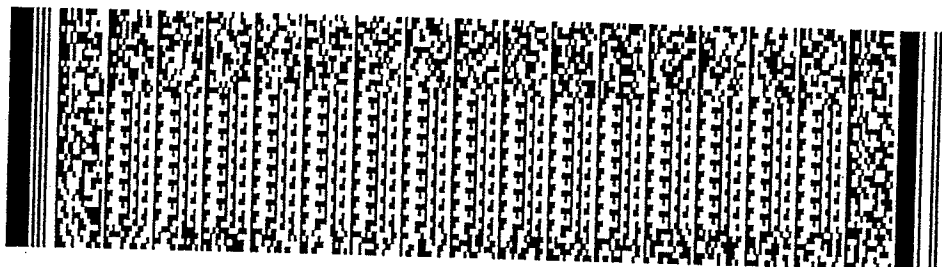
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BRANDYWINE ASSET MANAGEMENT, INC.	51-0294065	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		280773	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CALLAN ASSOCIATES	94-2192581	INVESTMENT ADVISOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		193081	20

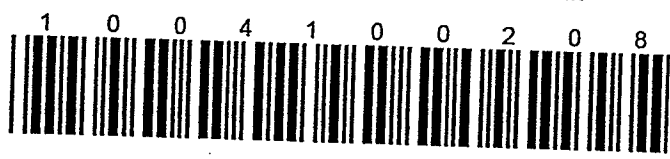
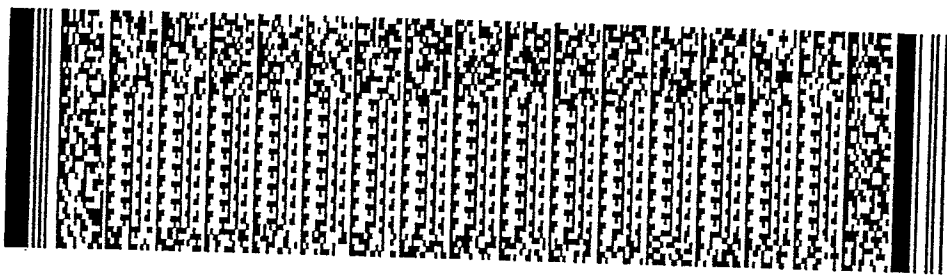
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
SARAH E. GAUNT	13-6043636	PLAN DIRECTOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	181553		13



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ADVANCED COMPUTER SOLUTIONS	20-1859440	CONSULTANT		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		128744	17	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
WESTERN ASSET MANAGEMENT CO.	95-2705767	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		96078	21	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
FRANK NOBLEZA	13-6043636	COMPUTER PROGRAMMING		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	72619		13	



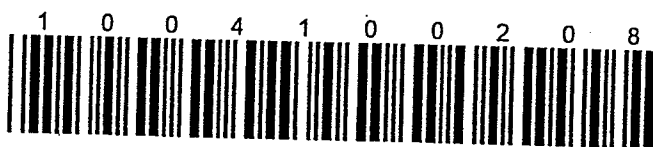
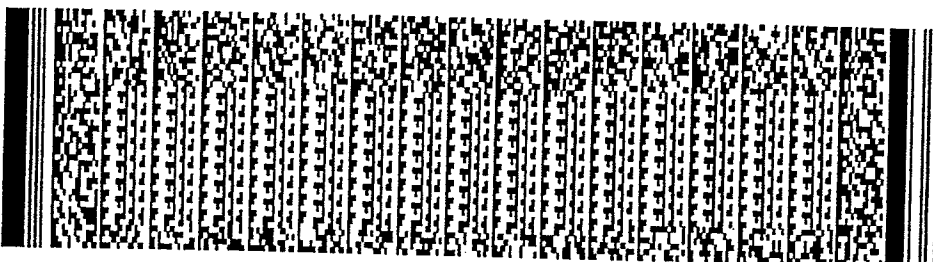
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
GAY LYNN HECTOR	13-6043636	ASST. PLAN DIRECTOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	64777		13	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
AKIN, GUMP, STRAUSS, HAUER & FELD	75-1338644	ATTORNEY		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		49400	22	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
STATE STREET BANK & TRUST	04-1867445	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		44050	21	



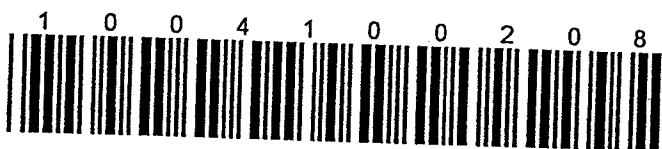
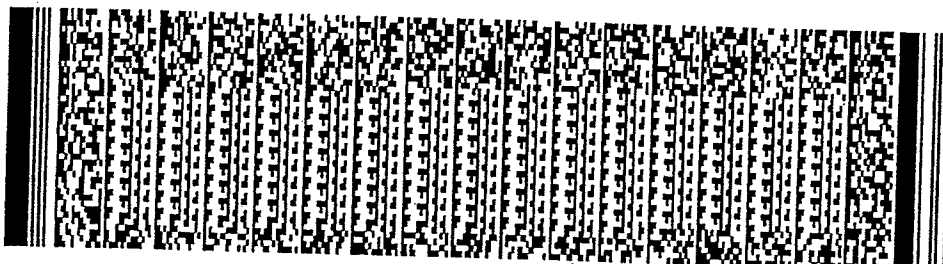
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CYNTHIA TIMPSON	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	40595		13	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CHARISSE CALDWELL	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	36636		13	

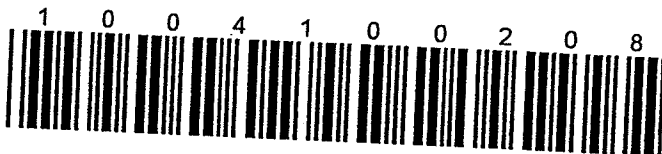
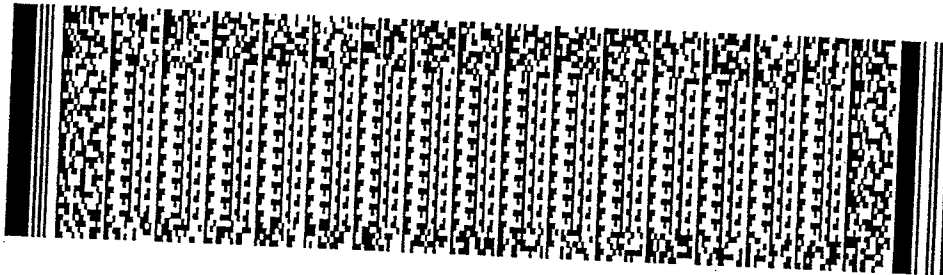
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
PAUL SCOTT	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	35722		13	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
SHELLEY WARNER	13-6043636	RECEPTIONIST		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	29446		13	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ROSE MARY EVES	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	28367		13	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ANNETTE MILLER	13-6043636	FILING COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	24889		13	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ABRAMS, FOSTER, NOLE & WILLIAMS	52-1854049	AUDITOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		15942	10	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	



Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

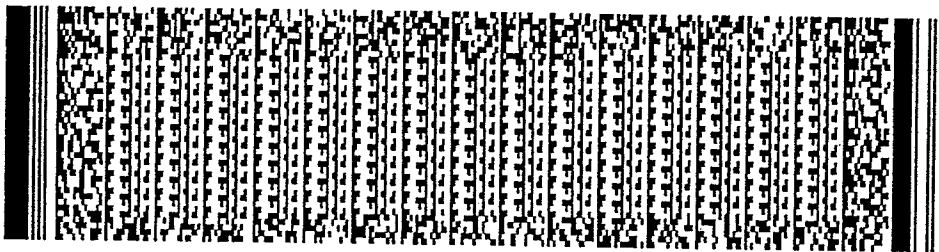
(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



1 0 0 4 1 0 0 3 0 9



BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
EIN: 13-6043636
PLAN NO: 001

FORM 5500 ANNUAL REPORT
FOR PLAN YEAR ENDED MARCH 31, 2005

ATTACHMENT TO SCHEDULE C

Part I, Element (g)

Additional Service Codes for AON CONSULTING

- 17 Consulting (general)
- 19 Insurance agents and brokers
- 27 Pension insurance advisor

**SCHEDULE D
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2004

**This Form is Open to
Public Inspection.**

For calendar plan year 2004 or fiscal plan year beginning 04/01/2004 and ending 03/31/2005

A Name of plan or DFE
BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

B Three-digit plan number 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAY

D Employer Identification Number
13-6043636

Part II Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12IE EB TEMPORARY INVESTMENT FUND

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 **(d)** Entity code C **(e)** Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 92866204

(a) Name of MTIA, CCT, PSA, or 103-12IE EB DAILY OPENING AGGREGATE

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 **(d)** Entity code C **(e)** Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 12240068

(a) Name of MTIA, CCT, PSA, or 103-12IE EB DIVIDEND STOCK INDEX FUND

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

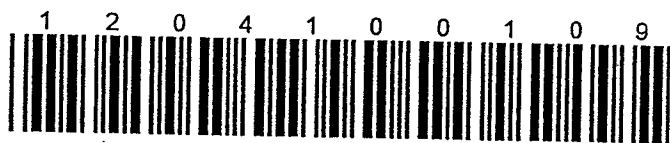
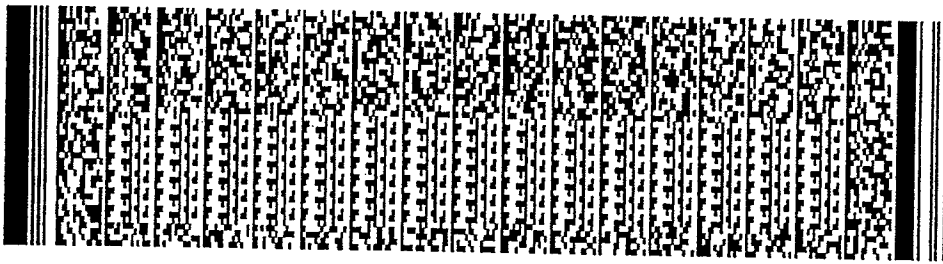
(c) EIN-PN 25-0659306-001 **(d)** Entity code C **(e)** Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 35613317

(a) Name of MTIA, CCT, PSA, or 103-12IE WESTERN ASSET OPPORTUNISTIC

(b) Name of sponsor of entity listed in (a) WESTERN ASSET MANAGEMENT

(c) EIN-PN 04-3399617-001 **(d)** Entity code E **(e)** Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 2629028

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(a) Name of MTIA, CCT, PSA, or 103-12IE WAMCO OPPORTUNITY US HIGH YIELD
 (b) Name of sponsor of entity listed in (a) WESTERN ASSET MANAGEMENT
 (c) EIN-PN 04-3500652-001 (d) Entity code E (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 1506807

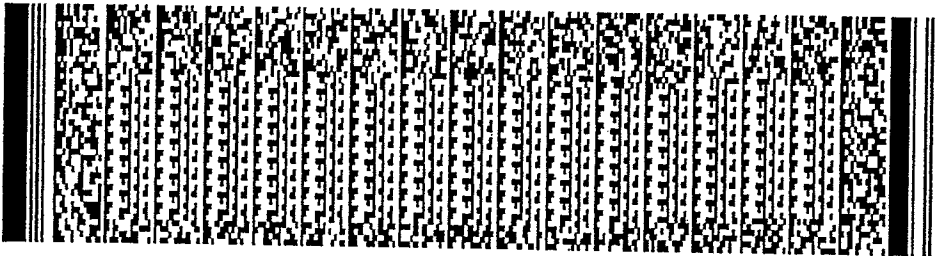
(a) Name of MTIA, CCT, PSA, or 103-12IE WAMCO OPPORTUNISTIC INTL
 (b) Name of sponsor of entity listed in (a) WESTERN ASSET MANAGEMENT
 (c) EIN-PN 04-3399188-001 (d) Entity code E (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 5499723

(a) Name of MTIA, CCT, PSA, or 103-12IE _____
 (b) Name of sponsor of entity listed in (a) _____
 (c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____
 (b) Name of sponsor of entity listed in (a) _____
 (c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____
 (b) Name of sponsor of entity listed in (a) _____
 (c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____
 (b) Name of sponsor of entity listed in (a) _____
 (c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____



Part II Information on Participating Plans (to be completed by DFEs)

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

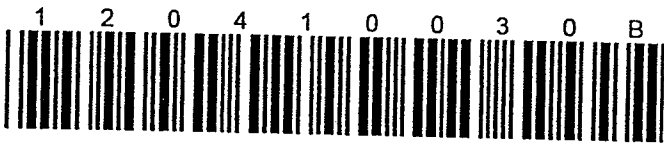
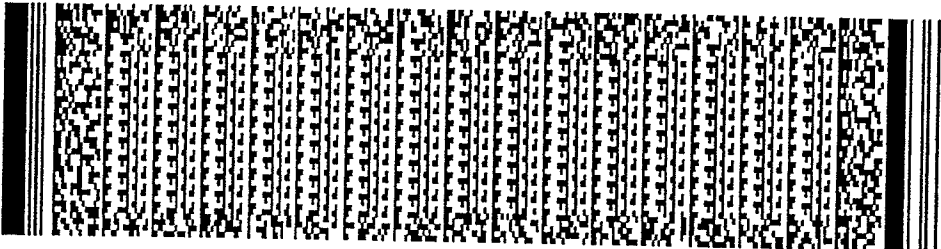
(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____



**SCHEDULE H
(Form 5500)**
Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security
Administration

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

Official Use Only

OMB No. 1210-0110

2004

**This Form is Open to
Public Inspection.**

Pension Benefit Guaranty Corporation

File as an attachment to Form 5500.

For calendar year 2004 or fiscal plan year beginning 04/01/2004 and ending 03/31/2005

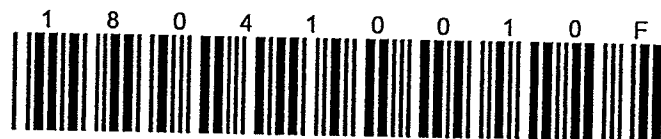
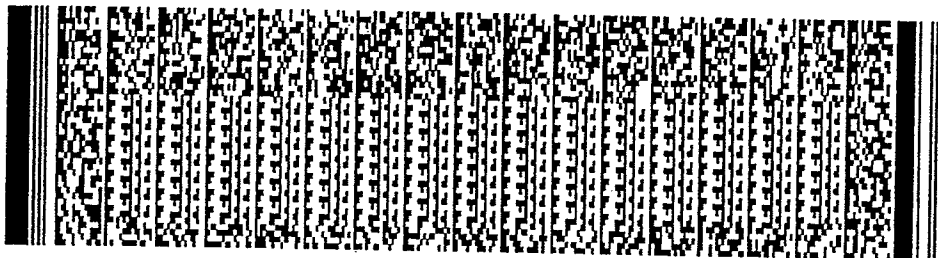
A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN		B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLA		D Employer Identification Number 13-6043636

Part 3 Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	b(1)		
(2) Participant contributions	b(2)		
(3) Other	b(3)	35955113	40328089
c General investments:			
(1) Interest-bearing cash (incl. money market accounts and certificates of deposit)	c(1)	61507198	1105363
(2) U.S. Government securities	c(2)	34370027	77813650
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	c(3)(A)		
(B) All other	c(3)(B)	52587318	61031853
(4) Corporate stocks (other than employer securities):			
(A) Preferred	c(4)(A)	827076	992134
(B) Common	c(4)(B)	344855459	427660984
(5) Partnership/joint venture interests	c(5)		
(6) Real estate (other than employer real property)	c(6)		
(7) Loans (other than to participants)	c(7)		
(8) Participant loans	c(8)		
(9) Value of interest in common/collective trusts	c(9)	135487379	140719589
(10) Value of interest in pooled separate accounts	c(10)		
(11) Value of interest in master trust investment accounts	c(11)		
(12) Value of interest in 103-12 investment entities	c(12)		9635558
(13) Value of interest in registered investment companies (e.g., mutual funds)	c(13)	154824061	156760389
(14) Value of funds held in insurance co. general account (unallocated contracts)	c(14)		
(15) Other	c(15)		

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v7.2 Schedule H (Form 5500) 2004

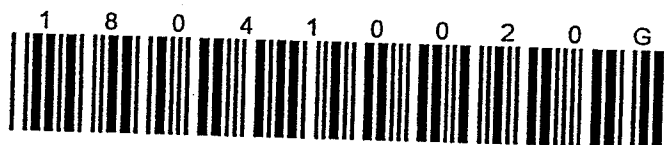
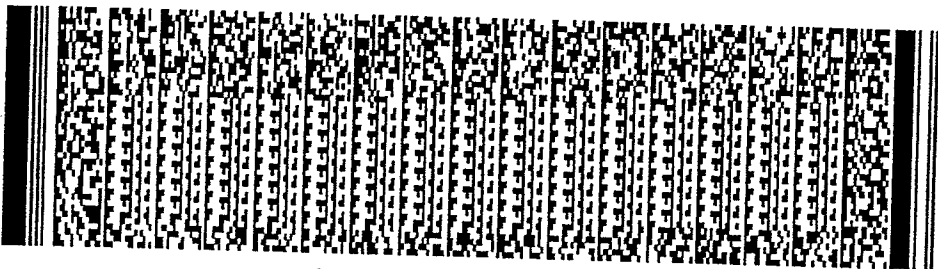


		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
	(1) Employer securities		
	(2) Employer real property		
e	Buildings and other property used in plan operation		
f	Total assets (add all amounts in lines 1a through 1e)	820413631	916047609
Liabilities			
g	Benefit claims payable		
h	Operating payables	1449319	1674268
i	Acquisition indebtedness		
j	Other liabilities		
k	Total liabilities (add all amounts in lines 1g through 1j)	34697691	72612214
Net Assets			
l	Net assets (subtract line 1k from line 1f)	36147010	74286482
l		784266621	841761127

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

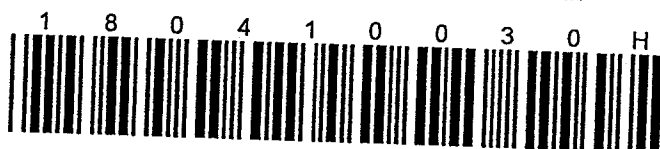
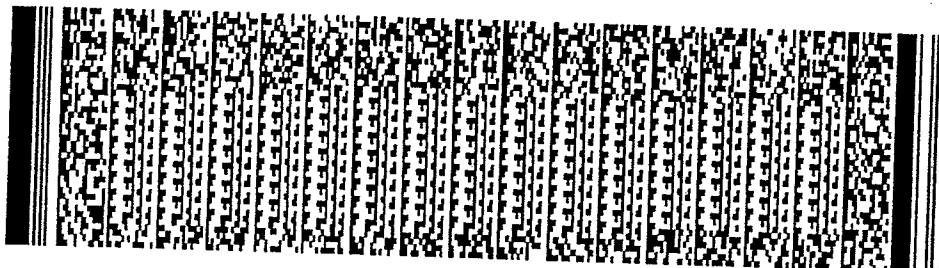
		(a) Amount	(b) Total
Income			
a	Contributions:		
	(1) Received or receivable in cash from:		
	(A) Employers	64769237	
	(B) Participants		
	(C) Others (including rollovers)		
	(2) Noncash contributions		
	(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)		64769237
b	Earnings on investments:		
	(1) Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	14964	
	(B) U.S. Government securities	1273238	
	(C) Corporate debt instruments:	1514839	
	(D) Loans (other than to participants)		
	(E) Participant loans		
	(F) Other	459597	
	(G) Total interest. Add lines 2b(1)(A) through (F)		3262638
	(2) Dividends:		
	(A) Preferred stock	18067	
	(B) Common stock	5075258	
	(C) Total dividends. Add lines 2b(2)(A) and (B)		5093325
	(3) Rents		
	(4) Net gain (loss) on sale of assets:		
	(A) Aggregate proceeds	940194978	
	(B) Aggregate carrying amount (see instructions)	943147398	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result		-2952420



	(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets:		
(A) Real estate	b(5)(A)	
(B) Other	b(5)(B)	35520686
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	35520686
(6) Net investment gain (loss) from common/collective trusts	b(6)	3338713
(7) Net investment gain (loss) from pooled separate accounts	b(7)	
(8) Net investment gain (loss) from master trust investment accounts	b(8)	
(9) Net investment gain (loss) from 103-12 investment entities	b(9)	449558
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	b(10)	7059893
c Other income	c	75026
d Total income. Add all income amounts in column (b) and enter total	d	116616656
Expenses		
e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	e(1)	50581207
(2) To insurance carriers for the provision of benefits	e(2)	
(3) Other	e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	e(4)	50581207
f Corrective distributions (see instructions)	f	
g Certain deemed distributions of participant loans (see instructions)	g	
h Interest expense	h	
i Administrative expenses:		
(1) Professional fees	i(1)	2681063
(2) Contract administrator fees	i(2)	
(3) Investment advisory and management fees	i(3)	3844767
(4) Other	i(4)	2015113
(5) Total administrative expenses. Add lines 2i(1) through (4)	i(5)	8540943
j Total expenses. Add all expense amounts in column (b) and enter total	j	59122150
Net Income and Reconciliation		
k Net income (loss) (subtract line 2j from line 2d)	k	57494506
l Transfers of assets		
(1) To this plan	l(1)	
(2) From this plan	l(2)	

Part III Accountant's Opinion

- 3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.
- a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):
 (1) Unqualified (2) Qualified (3) Disclaimer (4) Adverse
- b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?
- c** Enter the name and EIN of the accountant (or accounting firm) Yes No
 ABRAMS, FOSTER, NOLE & WILLIAMS 52-1854049
- d** The opinion of an independent qualified public accountant is **not attached** because:
 (1) this form is filed for a CCT, PSA or MTIA. (2) it will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.



Part IV Transactions During Plan Year

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

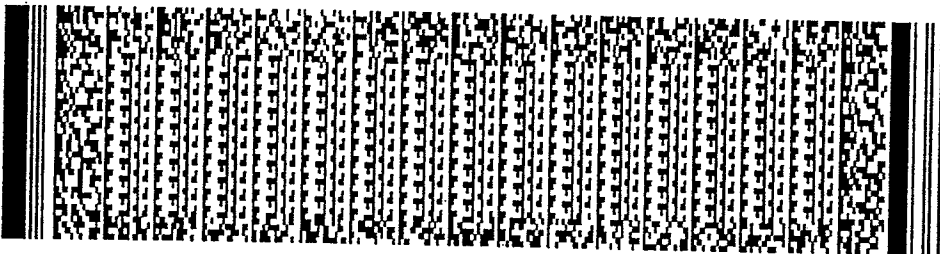
During the plan year:

	Yes	No	Amount
a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (see instructions and DOL's Voluntary Fiduciary Correction Program)		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked on line 4d.)		X	
e Was this plan covered by a fidelity bond?	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements)			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan or brought under the control of the PBGC?		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year Yes No Amount _____

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
_____	_____	_____
_____	_____	_____
_____	_____	_____



SCHEDULE P
(FORM 5500)

Annual Return of Fiduciary
of Employee Benefit Trust

This schedule may be filed to satisfy the requirements under section 6033(a) for an annual information return from every section 401(a) organization exempt from tax under section 501(a).

Filing this form will start the running of the statute of limitations under section 6501(a) for any trust described in section 401(a) that is exempt from tax under section 501(a).

File as an attachment to Form 5500 or 5500-EZ.

Department of the Treasury
Internal Revenue Service

Official Use Only

OMB No. 1210-0110

2004

This Form is Open to
Public Inspection.

For trust calendar year 2004 or fiscal year beginning 04/01/2004 and ending 03/31/2005

1a Name of trustee or custodian

MELLON BANK, N.A.

b Number, street, and room or suite no. (If a P.O. box, see the instructions for Form 5500 or 5500-EZ.)

ONE MELLON BANK CENTER

c City or town, state, and ZIP code

PITTSBURGH PA 15258-0001

2a Name of trust
BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

b Trust's employer identification number 13-6043636

3 Name of plan if different from name of trust

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN TRUST

4 Have you furnished the participating employee benefit plan(s) with the trust financial information required to be reported by the plan(s)?

Yes No

5 Enter the plan sponsor's employer identification number as shown on Form 5500 or 5500-EZ

Under penalties of perjury, I declare that I have examined this schedule, and to the best of my knowledge and belief it is true, correct, and complete.

SIGN
HERE

Signature of
fiduciary

[Handwritten Signature]

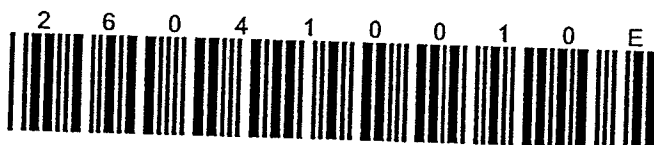
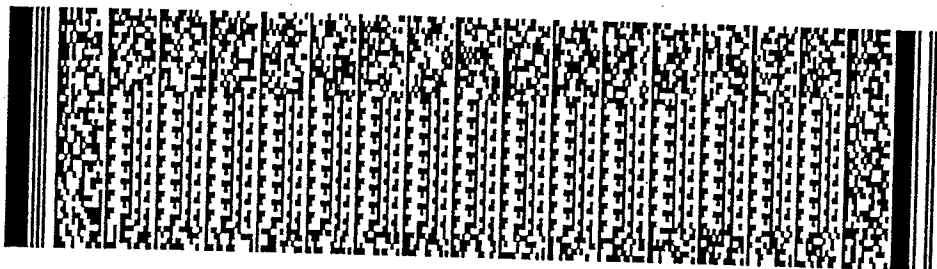
Date

6/23/05

For the Paperwork Reduction Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-EZ.

v7.2

Schedule P (Form 5500) 2004



**SCHEDULE R
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

File as an Attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2004

This Form is Open to Public Inspection.

For calendar year 2004 or fiscal plan year beginning 04/01/2004 and ending 03/31/2005

A Name of plan
BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

B Three-digit plan number 001

C Plan sponsor's name as shown on line 2a of Form 5500
RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAY

D Employer Identification Number
13-6043636

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** \$

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits).
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? Yes No N/A
If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver. Month ___ Day ___ Year ___
If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.

6a Enter the minimum required contribution for this plan year **6a** \$

b Enter the amount contributed by the employer to the plan for this plan year **6b** \$

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c** \$

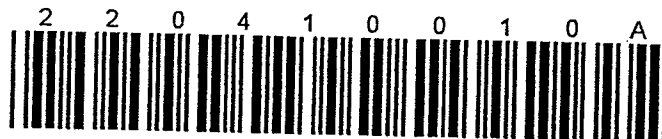
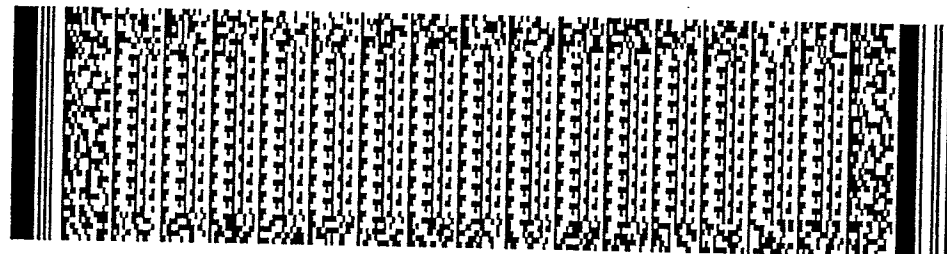
If you completed line 6c, do not complete the remainder of this schedule.

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III Amendments

8 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased the value of benefits? (see instructions) Yes No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v7.2 Schedule R (Form 5500) 2004



**SCHEDULE T
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Qualified Pension Plan Coverage Information

This form is required to be filed under section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2004

**This Form is Open to
Public Inspection.**

For calendar year 2004 or fiscal plan year beginning 04/01/2004 and ending 03/31/2005

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER	D Employer Identification Number <u>13-6043636</u>

Note: If the plan is maintained by:

- More than one employer and benefits employees who are not collectively-bargained employees, a separate Schedule T may be required for each employer (see the instruction for line 1).
- An employer that operates qualified separate lines of business (QSLOBs) under Code section 414(r), a separate Schedule T may be required for each QSLOB (see the instruction for line 2).

1 If this schedule is being filed to provide coverage information regarding the noncollectively bargained employees of an employer participating in a plan maintained by more than one employer, enter the name and EIN of the participating employer:

1a Name of participating employer	1b Employer identification number
--	--

2 If the employer maintaining the plan operates QSLOBs, enter the following information:

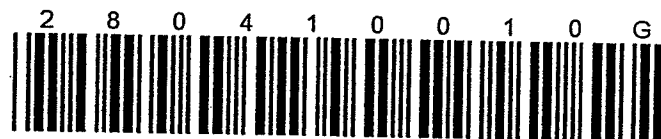
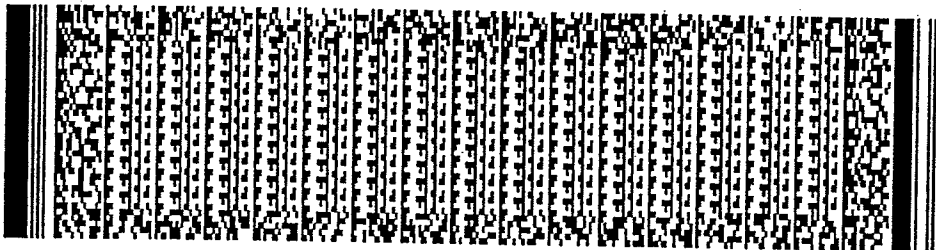
- a** The number of QSLOBs that the employer operates is _____.
- b** The number of such QSLOBs that have employees benefiting under this plan is _____.
- c** Does the employer apply the minimum coverage requirements to this plan on an employer-wide rather than a QSLOB basis? ... Yes No
- d** If the entry on line 2b is two or more and line 2c is "No," identify the QSLOB to which the coverage information given on line 3 or 4 relates.
▶

3 Exceptions -- Check the box before each statement that describes the plan or the employer. Also see instructions.

If you check any box, do not complete the rest of this Schedule.

- a** The employer employs only highly compensated employees (HCEs).
- b** No HCEs benefited under the plan at anytime during the plan year.
- c** The plan benefits only collectively-bargained employees.
- d** The plan benefits all nonexcludable nonhighly compensated employees of the employer (as defined in Code sections 414(b), (c), and (m)), including leased employees and self-employed individuals.
- e** The plan is treated as satisfying the minimum coverage requirements under Code section 410(b)(6)(C).

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v7.2 Schedule T (Form 5500) 2004



- 4** Enter the date the plan year began for which coverage data is being submitted. Month ____ Day ____ Year ____
- a** Did any leased employees perform services for the employer at any time during the plan year? Yes No
- b** In testing whether the plan satisfies the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4), does the employer aggregate plans? Yes No

c Complete the following:

(1) Total number of employees of the employer (as defined in Code section 414(b), (c), and (m)), including leased employees and self-employed individuals

c(1) _____

(2) Number of excludable employees as defined in IRS regulations (see instructions)

c(2) _____

(3) Number of nonexcludable employees. (Subtract line 4c(2) from line 4c(1))

c(3) _____

(4) Number of nonexcludable employees (line 4c(3)) who are HCEs

c(4) _____

(5) Number of nonexcludable employees (line 4c(3)) who benefit under the plan

c(5) _____

(6) Number of benefiting nonexcludable employees (line 4c(5)) who are HCEs

c(6) _____

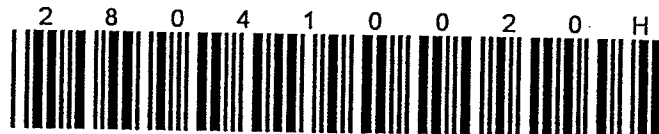
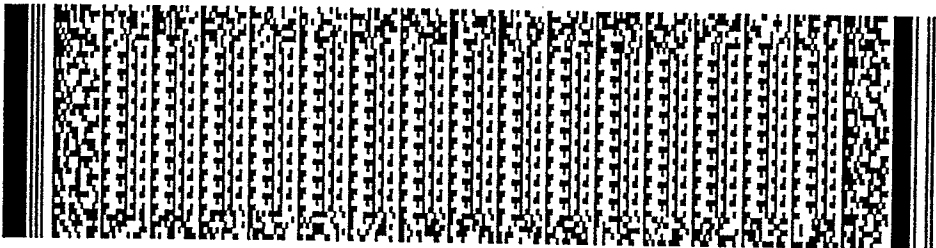
d Enter the plan's ratio percentage and, if applicable, identify the disaggregated part of the plan to which the information on lines 4c and 4d pertains (see instructions) ▶ _____

d _____ %

e Identify any disaggregated part of the plan and enter the ratio percentage or exception (see instructions).

Disaggregated part:	Ratio Percentage:	Exception:
(1) _____	_____	_____
(2) _____	_____	_____
(3) _____	_____	_____

f This plan satisfies the coverage requirements on the basis of (check one): (1) the ratio percentage test (2) average benefit test



Application for Extension of Time To File Certain Employee Plan Returns

OMB No. 1545-0212

File With IRS Only

▶ For Paperwork Reduction Act Notice, see Instructions.

File before the normal due date of the Form 5500, 5500-EZ, or 5330 (see instructions)	Name of filer, plan administrator, or plan sponsor (see instructions) BERT BELL/PETE ROZELLE NFL RETIREMENT BOARD Number, street, and room or suite no. (If a P.O. box, see instructions) 200 ST. PAUL PLACE SUITE 2420 City or town, state, and ZIP code BALTIMORE, MD 21212	Filer's Identifying Number—Check applicable box and enter number (see Instructions). <input type="checkbox"/> Employer identification number (EIN). Filers checking box 1a must enter an EIN. All other filers, see Specific Instructions. ▶ 13-6043636 OR <input type="checkbox"/> Social security number (see Specific Instructions)
---	---	--

1 I request an extension of time until 01/15/06 to file (check appropriate box(es)).
month day year

a Form 5500 or 5500-EZ (no more than 2½ months).

The application is automatically approved to the date shown on line 1 (above) if: (1) box 1a is checked, (2) the Form 5558 is signed and filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and (3) the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed below.

b Form 5330 (no more than 6 months). Enter Code section(s) imposing the tax _____ Payment amount attached is \$ _____ (see instructions).

2 Complete the following for the plan(s) covered by this application (see instructions):

Plan name/filer	Type of plan (check)			Plan number	Plan year ending		
	Pension	Welfare	Fringe		Month	Day	Year
BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	X			001	03	31	05

3a State in detail why you need the extension (if line 1b is checked) **NEED ADDITIONAL TIME TO ALLOW THIRD PARTIES TO FINALIZE INFORMATION TO BE SUBMITTED WITH FORM 5500 AS ATTACHMENTS.**

b For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date. _____

Under penalties of perjury, I declare that to the best of my knowledge and belief the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ▶ *Arvid Olson CPA* Date ▶ **07/14/05**

Notice to Applicant

To Be Completed by the IRS if Line 1b is Checked

To Be Completed by the IRS if line 1b is checked ▶

- This application for extension to file Form 5330 IS approved to the date shown on line 1, if line 1b is checked. (You must attach an approved copy of this form to each Form 5330 that was granted an extension.)
- The date entered on line 1 is more than the 6-month maximum time allowed for Form 5330. This application is approved to _____ (You must attach an approved copy of this form to each Form 5330 that was granted an extension.)
- The application for an extension for Form 5330 is not approved, because it was filed after the normal due date of the return. (A 10-day grace period is not granted.)
- This application for an extension for Form 5330 is not approved, because
 - The application was not signed.
 - No reason was given on this application or the reason was not acceptable.
 - No payment was attached for the tax due on Form 5330.
 - Other ▶ _____

A 10-day grace period is granted from the date shown below or the due date of the return, whichever is later. (You must attach a copy of this form to each return you file that is granted a grace period.)

(Date)

(Director)

By: _____

Applicants for extension of Form 5330: Complete if you want this Form 5558 returned to an address other than the address shown above.

Please Print or Type

Name
ABRAMS, FOSTER, NOLE & WILLIAMS, P.A.
 Number, street, and room or suite no. (If a P.O. box, see instructions.)
2 HAMILL ROAD, NORTH QUADRANGLE SUITE 272
 City or town, state, and ZIP code
BALTIMORE, MD 21210

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security
Administration

Annual Return/Report of Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ Complete all entries in accordance with the instructions to the Form 5500.

Official Use Only
OMB Nos. 1210-0110
1210-0089

2005

This Form is Open to Public Inspection.

Pension Benefit Guaranty Corporation

Annual Report Identification Information

For the calendar plan year 2005 or fiscal plan year beginning 04/01/2005, and ending 03/31/2006,

- A** This return/report is for: (1) a multiemployer plan; (2) a single-employer plan (other than a multiple-employer plan); (3) a multiple-employer plan; or (4) a DFE (specify) _____
- B** This return/report is: (1) the first return/report filed for the plan; (2) an amended return/report; (3) the final return/report filed for the plan; (4) a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here _____
- D** If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions)

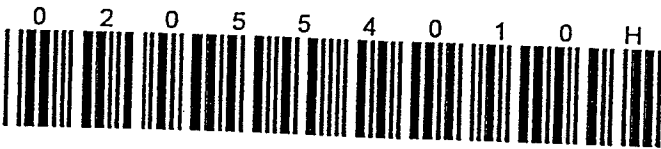
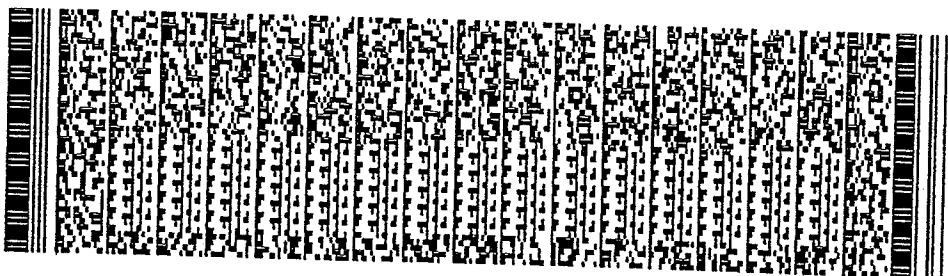
Basic Plan Information — enter all requested information.

1a Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 001
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL : SIGN HERE 200 ST. PAUL PLACE, SUITE 2420 BALTIMORE MD 21202-2040	1c Effective date of plan (mo., day, yr.) 09/09/1962
	2b Employer Identification Number (EIN) 13-6043636
	2c Sponsor's telephone number 800-638-3186
	2d Business code (see instructions) 711210

Caution: A penalty for the late and incomplete filing of this return/report will be assessed unless reasonable cause is established. Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

SIGN HERE Signature of plan administrator: Sarah E. Gaunt, Date: 1/10/07
SIGN HERE Signature of employer/plan sponsor/DFE: Clark Hunt / Jeffrey Van Note, Date: 1/10/07

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v8.2 Form 5500 (2005)



3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME	3b Administrator's EIN 3c Administrator's telephone number
---	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below: a Sponsor's name	b EIN c PN
---	---------------------------------

5 Preparer information (optional) a Name (including firm name, if applicable) and address	b EIN c Telephone number
---	---

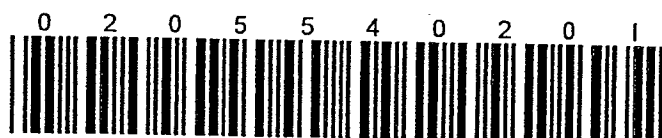
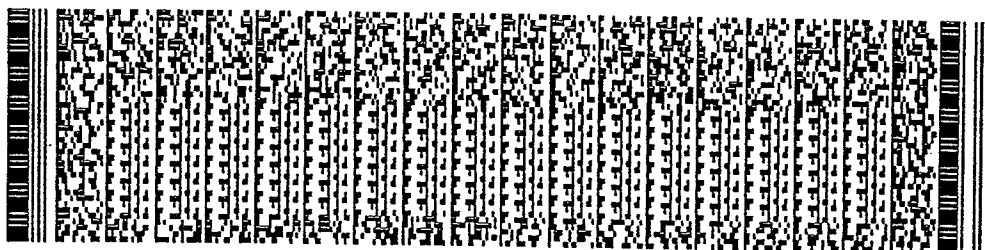
6 Total number of participants at the beginning of the plan year	6	9560
7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)		
a Active participants	7a	2096
b Retired or separated participants receiving benefits	7b	2459
c Other retired or separated participants entitled to future benefits	7c	4954
d Subtotal. Add lines 7a, 7b, and 7c	7d	9509
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	7e	365
f Total. Add lines 7d and 7e	7f	9874
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	7g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	7h	
i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	7i	267

8 Benefits provided under the plan (complete 8a and 8b, as applicable)

a Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 1B 1G [] [] [] [] [] [] [] [] [] []

b Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions): 4H 4L [] [] [] [] [] [] [] [] [] []

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(i) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(i) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
--	--



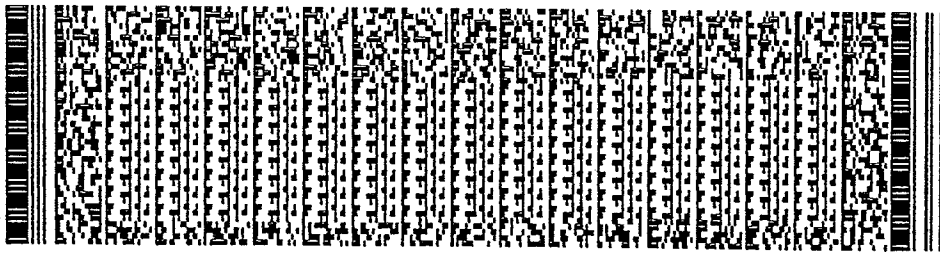
10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

- (1) R (Retirement Plan Information)
- (2) B (Actuarial Information)
- (3) E (ESOP Annual Information)
- (4) SSA (Separated Vested Participant Information)

b Financial Schedules

- (1) H (Financial Information)
- (2) I (Financial Information -- Small Plan)
- (3) A (Insurance Information)
- (4) C (Service Provider Information)
- (5) D (DFE/Participating Plan Information)
- (6) G (Financial Transaction Schedules)
- (7) 1 P (Trust Fiduciary Information)



0 2 0 5 5 4 0 3 0 J



**SCHEDULE B
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

▶ Attach to Form 5500 or 5500-EZ if applicable.
▶ See separate instructions.

Official-Use Only

OMB No. 1210-0110

2005

This Form is Open to Public Inspection (except when attached to Form 5500-EZ).

For calendar plan year 2005 or fiscal plan year beginning 04/01/2005 and ending 03/31/2006

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT P			B Three-digit plan number ... ▶ 001	
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ RETIREMENT BOARD OF THE BERT BELL / PETE ROZELLE			D Employer Identification Number 13-6043636	
E Type of plan: (1) <input checked="" type="checkbox"/> Multiemployer (2) <input type="checkbox"/> Single-employer (3) <input type="checkbox"/> Multiple-employer			F 100 or fewer participants in prior plan year <input type="checkbox"/>	

Part I Basic Information (To be completed by all plans)

1a Enter the actuarial valuation date: Month 04 Day 01 Year 2005

b Assets:

(1) Current value of assets	b(1)	841761127
(2) Actuarial value of assets for funding standard account	b(2)	726839572
c (1) Accrued liability for plans using immediate gain methods	c(1)	975553083
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).



Bruce Gould

Signature of actuary

12/04/2006
Date

BRUCE GOULD

Type or print name of actuary

G 05-02767

Most recent enrollment number

410-547-2962

AON CONSULTING

Firm name

Telephone number (including area code)

500 EAST PRATT STREET
BALTIMORE

MD

21202-0000

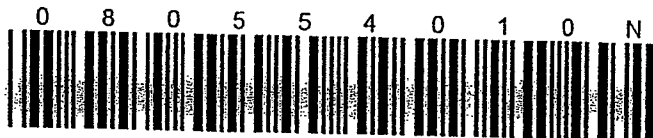
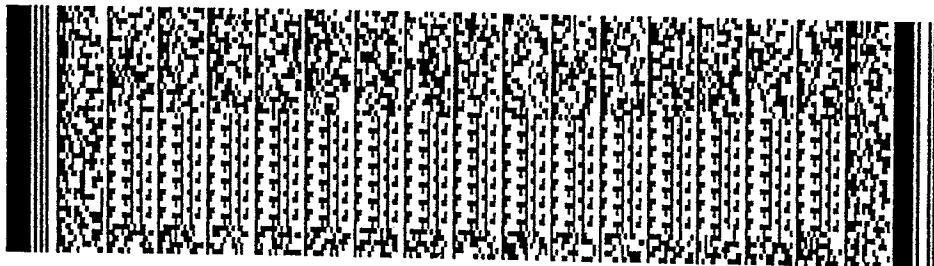
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions.

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-EZ.

v8.2

Schedule B (Form 5500) 2005



1d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions) . . .	d(1)	0
(2) "RPA '94" information:		
(a) Current liability	d(2)(a)	1148986637
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	32080005
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) Expected plan disbursements for the plan year	d(3)	46614638

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	841761127
---	----	-----------

b "RPA '94" current liability:

	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(1) For retired participants and beneficiaries receiving payments	2864	423041908	423041908
(2) For terminated vested participants	4706	581294588	589526035
(3) For active participants	2092	118353879	136418694
(4) Total	9662	1122690375	1148986637

c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage.

	2c	%
--	----	---

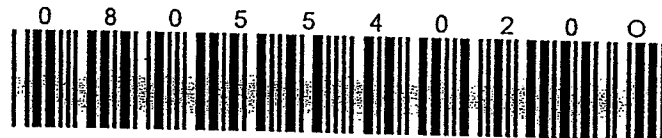
3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
03/31/2006	67938458				
3 Totals ▶			(b)	67938458	(c) 0

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions)	4a	%
b If line 4a is less than 100%, see instructions, and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th



- 5 Actuarial cost method used as the basis for this plan year's funding standard account computation:
- a Attained age normal
 - b Entry age normal
 - c Accrued benefit (unit credit)
 - d Aggregate
 - e Frozen initial liability
 - f Individual level premium
 - g Individual aggregate
 - h Other (specify) ▶ _____
- i Has a change been made in funding method for this plan year? Yes No
- j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? Yes No
- k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method Month Day Year

6 Checklist of certain actuarial assumptions:

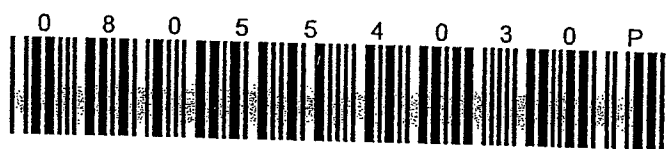
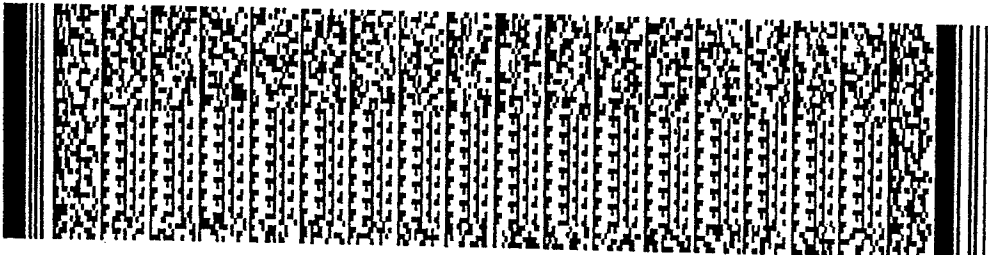
a Interest rate for "RPA '94" current liability	6a	6.01 %			<input type="checkbox"/> N/A
b Weighted average retirement age	6b	47			<input type="checkbox"/> N/A
c Rates specified in insurance or annuity contracts .. <input type="checkbox"/> N/A	Pre-retirement		Post-retirement		
	6c	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		<input type="checkbox"/> N/A
d Mortality table code for valuation purposes:					
	(1) Males				
(1) Males	d(1)	6	6		
(2) Females	d(2)	6	6		
e Valuation liability interest rate					
	6e	7.25 %	7.25 %		<input type="checkbox"/> N/A
f Expense loading					
	6f	19.5 %	0.0 %		<input type="checkbox"/> N/A
g Annual withdrawal rates:	Male		Female		
		Rate Code		Rate Code	
	(1) Age 25	g(1)	U %	U %	
	(2) Age 40	g(2)	U %	U %	
(3) Age 55	g(3)	U %	U %		
h Salary scale	6h				<input checked="" type="checkbox"/> N/A
i Estimated investment return on actuarial value of assets for year ending on the valuation date	6i		4.2 %		
j Estimated investment return on current value of assets for year ending on the valuation date ..	6j		6.1 %		

7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit
1	17333722	1802621

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval Month Day Year



8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions ▶

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule. Yes No

9 Funding standard account statement for this plan year.

Charges to funding standard account:

a Prior year funding deficiency, if any		9a	0
b Employer's normal cost for plan year as of valuation date		9b	24132906
c Amortization charges as of valuation date:			
(1) All bases except funding waivers	▶ (\$ 468863307)	c(1)	49664167
(2) Funding waivers	▶ (\$ 0)	c(2)	0
d Interest as applicable on lines 9a, 9b, and 9c		9d	5350288
e Additional interest charge due to late quarterly contributions, if applicable		9e	
f Adjusted additional funding charge from Part II, line 12q, if applicable		9f	<input checked="" type="checkbox"/> N/A
g Total charges. Add lines 9a through 9f		9g	79147361

Credits to funding standard account:

h Prior year credit balance, if any		9h	59387734
i Employer contributions. Total from column (b) of line 3		9i	67938458
j Amortization credits as of valuation date			
	▶ (\$ 160762062)	9j	18957037
k Interest as applicable to end of plan year on lines 9h, 9i, and 9j		9k	5679996

l Full funding limitation (FFL) and credits

(1) ERISA FFL (accrued liability FFL)	l(1)	292627782
(2) "RPA '94" override (90% current liability FFL)	l(2)	352398983
(3) FFL credit		

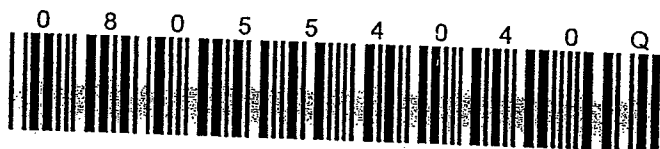
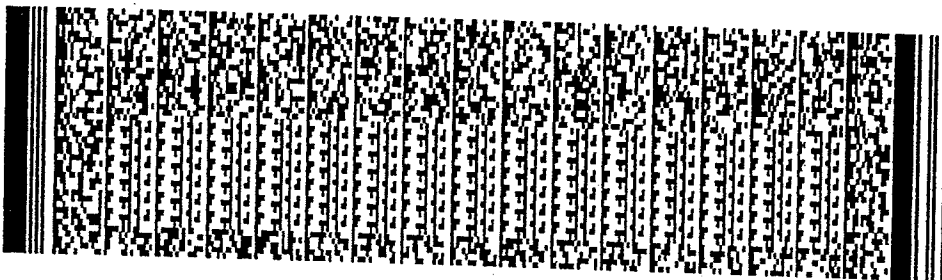
m (1) Waived funding deficiency		l(3)	0
(2) Other credits		m(1)	0
n Total credits. Add lines 9h through 9k, 9l(3), 9m(1), and 9m(2)		m(2)	0
o Credit balance: If line 9n is greater than line 9g, enter the difference		9n	151963225
p Funding deficiency: If line 9g is greater than line 9n, enter the difference		9o	72815864
9p		9p	0

q Current year's accumulated reconciliation account:

(1) Due to additional funding charges as of the beginning of the plan year	q(1)	0
(2) Due to additional interest charges as of the beginning of the plan year	q(2)	0
(3) Due to waived funding deficiencies:		
(a) Reconciliation outstanding balance as of valuation date	q(3)(a)	0
(b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a)	q(3)(b)	0
(4) Total as of valuation date		

10 Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable **10** 0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions Yes No



Appendix 5

Actuarial Assumptions and Actuarial Cost Method

Mortality Rates: Group Annuity Mortality Table for 1983 without margins.

Disability Mortality Before Age 65: 1965 Railroad Retirement Board select and ultimate timetable.

Nonfootball Disability Rates Before Retirement:

<u>Age</u>	<u>Rate</u>
22	.04%
27	.04%
32	.04%
37	.05%
42	.09%
47	.18%
52	.41%

Football Disability Rates: .08% per year for active players and .06% per year for inactive players until age 45 after which it becomes zero. Active players are assumed to become inactive after one year of service or age 30, whichever comes later.

Withdrawal Rates:

<u>For Players With Service of</u>	<u>Rate</u>
1 year	29.1%
2 years	19.7%
3 years	17.0%

Election of Early Payment Benefit: 35% of all players out of football less than two years will elect the benefit two years after leaving football. Active players are assumed to leave football after one season or age 30, whichever is later. No assumption is made for players who have no Credited Seasons before 1993.

Appendix 5

Actuarial Assumptions and Actuarial Cost Method (continued)

Retirement Age: Age 47, except age 55 for players with no Credited Seasons before 1993.

Percent Married: Social Security Awards in 1972.

Age of Player's Wife: Three years younger than player.

Remarriage Rates: 1971 Railroad Retirement Board rates.

Net Investment Return: 7.25%.

Administrative Expenses: \$4,696,176. This amount was the actual administrative expenses during the preceding year.

Actuarial Value of Assets: The actuarial value of the assets is increased for new money (i.e., contributions plus dividends and interest income plus transfers for other plans, less benefit payments and expenses). This preliminary value is then adjusted by 20% of the difference between itself and the actual market value. An additional adjustment is made as necessary so that the final actuarial value is within 20% of market value.

Funding Method: Unit Credit Cost Method, except retrospective term cost based on actual experience during the year for line-of-duty disability benefits.

Amortization for Determining Negotiated Contribution Only: 20 years beginning April 1, 1993; 19 years as of April 1, 1994; etc. In years when there is a zero or a negative unfunded actuarial accrued liability, the negotiated contribution is the amount which is expected to produce a zero unfunded actuarial accrued liability at the end of the plan year. The Negotiated Contribution also will not exceed the amount deductible under Code Section 404 for the Clubs for the plan year when made.

Appendix 6

Summary of Plan Provisions
Including 2002 Extension Amendment

1. Normal Retirement Pension

- (a) Age Requirement: 55
- (b) Service Requirement: Three Credited Seasons for those active after 1992. (A player will, under certain circumstances, become vested even if he does not meet the preceding requirements if he has 10 years of service with Clubs in the NFL due to any employment, such as a coach.)
- (c) Monthly Amount:

Credited Season	Benefit Credit
Before 1981	\$200
1982 to 1992	230
1993 and 1994	240
1995 and 1996	285
1997	330
1998 through the Plan Year that begins prior to the expiration of the Final League Year	425

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

2. **Early Retirement Pension (Not applicable to players who do not have a Credited Season prior to 1993)**
 - (a) **Age Requirement:** 45 through 54
 - (b) **Service Requirement:** Same as 1(b) above.
 - (c) **Monthly Amount:** Normal pension actuarially reduced to reflect earlier benefit payments.
3. **Deferred Retirement Pension**
 - (a) **Age Requirement:** Over age 55 to age 65
 - (b) **Service Requirement:** Same as 1(b) above.
 - (c) **Monthly Amount:** Normal pension actuarially increased to reflect delayed benefit payments.
4. **Total and Permanent Disability**
 - (a) **Age Requirement:** N/A
 - (b) **Service Requirement:** None if active, otherwise service required for vested status.
 - (c) **Monthly Amount:** Normal pension earned except that benefit will be no less than \$4,000 if disability is for active football, active nonfootball, or football degenerative and \$1,500 for inactive nonfootball. An additional \$100 per month will be paid for each dependent child.

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

5. Line-of-Duty Disability
- (a) Age Requirement: None
 - (b) Service Requirement: None
 - (c) Duration of Payments: 90 months
 - (d) Nature of Disability: The disability must have arisen out of football activities and must be expected to persist for at least 12 months and result in player's retirement from professional football. The disability must be substantial in the sense that it results in a major bodily impairment with the percentage loss of function depending upon the particular part of the body involved.
 - (e) Monthly Amount: Normal pension earned, but not less than \$1,000 per month.
6. Early Payment Benefit (Not applicable to players who do not have a Credited Season prior to 1993)
- (a) Age Requirement: None
 - (b) Service Requirement: Vested and left football on or after March 1, 1977.
 - (c) Amount: A lump sum equal to 25% of the actuarial present value of the player's benefit credits as of the date of payment. If the player makes application for this benefit after March 31, 1982, any and all future benefits payable (normal or early retirement, death or disability) will be reduced 25%. If application was made prior to April 1, 1982, only the normal or early retirement benefit will be reduced 25%.

Appendix 6

Summary of Plan Provisions
Including 2002 Extension Amendment
(continued)

7. Preretirement Widow's and Surviving Children's Benefit

- (a) **Eligibility Requirement:** Active player or vested inactive player and survived by widow or dependent children.
- (b) **Monthly Amount:** 50% of the normal pension accrued, but not less than \$3,000 per month for the 48 months immediately following death and no less than \$1,200 per month thereafter. (For vested players not active in a season after 1976, the \$3,000 minimum benefit is not applicable. For vested players active in a season after 1976, but not after 1981, the \$3,000 minimum benefit is \$2,000.)
- (c) **Duration of Payment:** Benefits are paid to the widow until her death or remarriage. If there are surviving dependent children at the point that the widow's benefit ceases, payments will continue to the children until they reach age 19, or age 23 if in college. If any dependent child is mentally or physically incapacitated, benefits will continue for the child's lifetime.
- (d) In the event of the death of a vested player or vested inactive player who (1) had an Hour of Service on or after August 23, 1984, or (2) had an Hour of Service on or after April 1, 1976, who was living on August 23, 1984 and had 10 years of service under the plan, and who was not at the time of his death a retired player, his surviving spouse, if any, shall be eligible to receive a spouse's preretirement death benefit. The spouse's preretirement death benefit is the benefit which would have become payable to such surviving spouse upon the death of such player as if he had retired and died on the day following his annuity starting date and elected benefits in the form of a Joint and Survivor annuity. The benefit begins to be paid as of the first day of the month following the date of the death of the vested player or vested inactive player or, if later, the first day of the month following the month in which such player would have reached his early retirement date had he lived to that date. The monthly benefit payments continue for the life

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

of the surviving spouse. If a spouse is eligible to receive the benefit described in this section and the benefit described in (a), (b), and (c) above, she must elect which one of the two benefits she is to receive.

8. Postretirement Death Benefit

- (a) **Eligibility Requirement:** Upon retirement, pensioners may elect to receive benefit payments in various alternative forms involving survivor benefit protection.
- (b) **Monthly Benefit Amount:** When a player elects a form of pension involving survivor benefit rights, the amount payable to him is actuarially reduced. Upon the player's death, the designated percentage of the pensioner's benefit is thereafter continued for the balance of the beneficiary's lifetime. Alternatively, the player may elect that his benefit payments will be made for at least 10 years. If he dies prior to that time, payments will be continued to the designated beneficiary for the remainder of the 10-year period.

Note:

This is intended to be a brief summary of the most pertinent plan provisions. There are benefits that apply before and after specified dates in the plan which have not been included.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule B Line 6b & 6g

- 6b: Exception: Age 55 for Players with no Credited Seasons before 1993
- 6g: Withdrawal rates are by service rather than by age. See attached summary of the actuarial assumptions.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule B Line 9c & 9j

APPENDIX 2

Funding Standard Account: Amortization Credits and Charges as of April 1, 2005

Type*	Date	Years	Original Amount	Annual Payment	As of 4/01/2005	
					Years	Outstanding Balance
Charges						
IL	3/31/1977	40	\$27,413,000	\$1,780,787	11.00	\$14,145,013
PA	11/01/1977	40	1,692,600	112,808	11.42	918,269
PA	2/01/1979	40	651,600	43,341	12.83	380,009
PA	1/01/1983	30	14,128,300	1,026,833	6.75	5,719,448
PA	3/31/1989	30	1,303,288	93,144	13.00	823,194
PA	3/31/1992	30	124,393,450	8,968,644	16.00	89,379,931
EL	4/01/1993	30	5,579,111	428,686	18.00	4,542,544
PA	4/01/1994	15	12,801,095	1,331,250	4.00	4,808,978
EL	4/01/1994	30	23,799,617	1,833,394	19.00	19,947,509
EL	4/01/1995	15	27,040,935	2,812,122	5.00	12,283,868
PA	4/01/1997	15	13,020,320	1,354,048	7.00	7,758,667
EL	4/01/1998	30	50,168,724	3,864,728	23.00	45,741,477
EL	4/01/1999	15	8,158,287	848,421	9.00	5,865,880
PA	4/01/2001	15	27,102,402	2,818,515	11.00	22,387,823
EL	4/01/2002	30	125,518,055	9,669,234	27.00	121,424,528
EL	4/01/2002	15	29,562,857	3,074,390	12.00	25,843,874
EL	4/01/2003	15	60,394,203	6,280,696	13.00	55,508,353
EL	4/01/2004	15	14,620,943	1,520,505	14.00	14,050,220
EL	4/01/2005	15	17,333,722	1,802,621	15.00	17,333,722
Total Amortization Charges:				\$49,664,167		\$468,863,307
Credits						
CA	3/31/1978	30	\$270,600	\$18,634	2.00	\$36,015
CA	3/31/1979	30	747,800	51,505	3.00	144,315
CF	3/31/1980	37	1,375,300	91,263	11.00	724,911
PA	3/31/1983	30	484,900	33,994	7.00	194,789
EG	3/31/1992	15	8,803,407	852,844	1.00	852,844
EG	3/31/1993	15	10,389,892	1,010,903	2.00	1,953,477
CA	4/01/1993	30	55,410,763	4,257,640	18.00	45,115,667
CA	4/01/1994	30	83,007,633	6,394,461	19.00	69,572,346
EG	4/01/1996	15	590,768	61,437	6.00	311,662
EG	4/01/1998	15	36,549,784	3,800,995	8.00	24,108,319
EG	4/01/2000	15	22,918,036	2,383,361	10.00	17,747,717
Total Amortization Credits:				\$18,957,037		\$160,762,062

* IL = Initial Liability; EL = Experience Loss; PA = Plan Amendment; CA = Changes in Actuarial Assumptions; EG = Experience Gain; CF = Change in Funding Method; FL = Current Liability Full Funding Limitation Base

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the
Employee Retirement Income Security Act of 1974.

▶ File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2005

This Form is Open to
Public Inspection.

For calendar plan year 2005 or fiscal plan year beginning 04/01/2005 and ending 03/31/2006

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN		B Three-digit plan number ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYE		D Employer Identification Number 13-6043636	

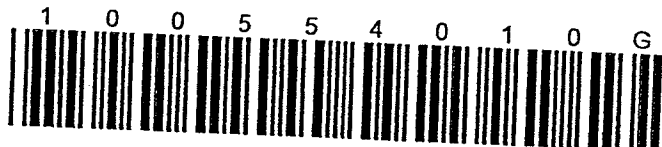
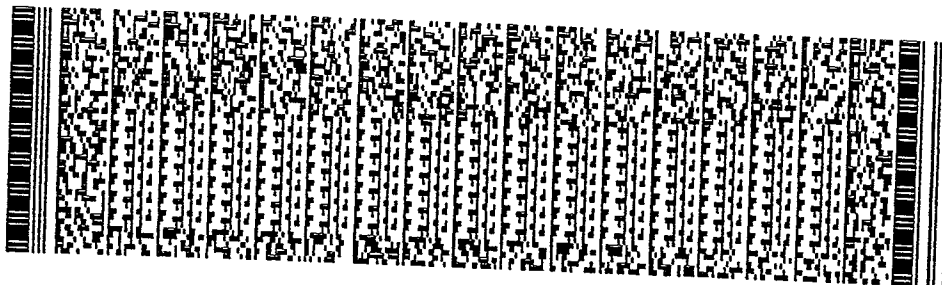
Part 1 **Service Provider Information (see instructions)**

1 Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 2180571

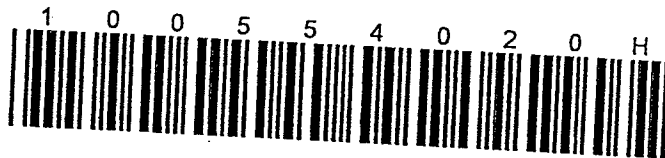
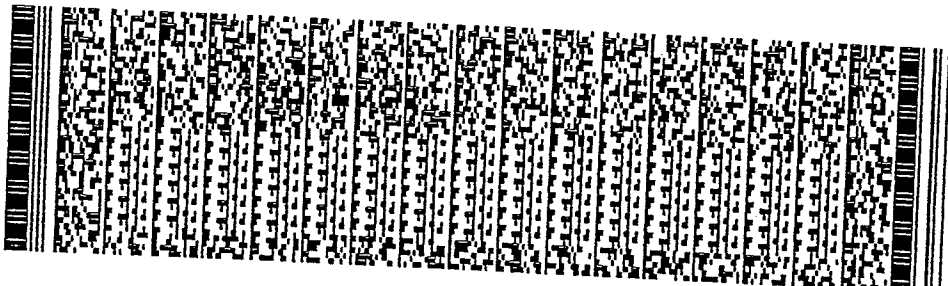
2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
		Contract administrator		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
			12	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
GROOM LAW GROUP	52-1219029	ATTORNEY		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		3154484	22	

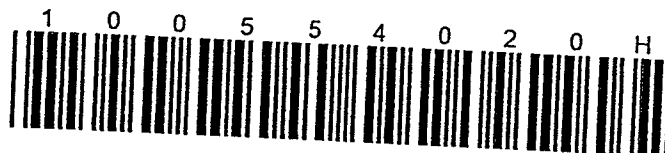
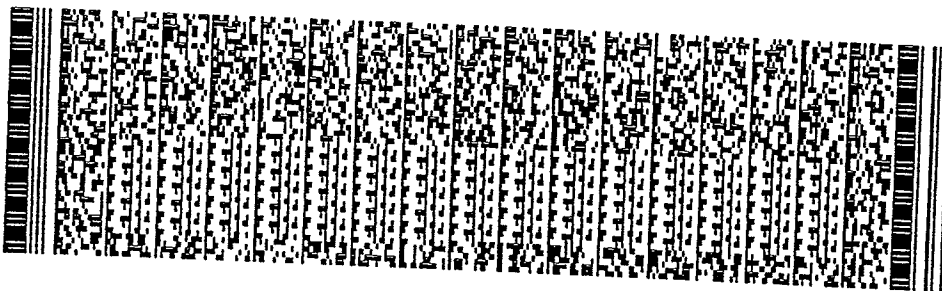
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v8.2 Schedule C (Form 5500) 2005



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
AON CONSULTING	22-3339704	ACTUARY		
NONE		574617	11	
NEUMEIER INVESTMENT CO.	77-0217352	INVESTMENT MANAGER		
NONE		543146	21	
UBS GLOBAL ASSET MANAGEMENT	36-3718331	INVESTMENT MANAGER		
NONE		542456	21	



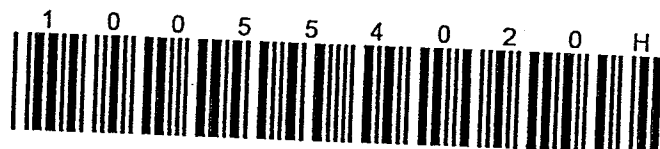
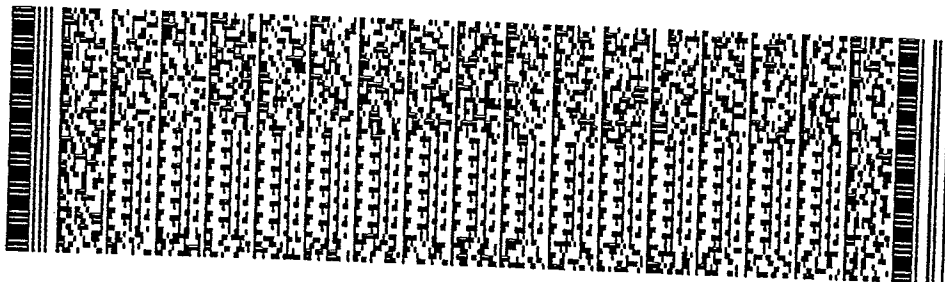
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
LEGG MASON CAPITAL MANAGEMENT, INC.	52-1268629	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		500921	21	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
J. P. MORGAN INVESTMENT MANAGEMENT	13-3200244	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		446311	21	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
TURNER INVESTMENT PARTNERS	23-2587824	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		370325	21	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
MELLON BANK	25-0659306	TRUSTEE		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		281635	26	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CHARTWELL INVESTMENT PARTNERS	23-2891243	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		264553	21	

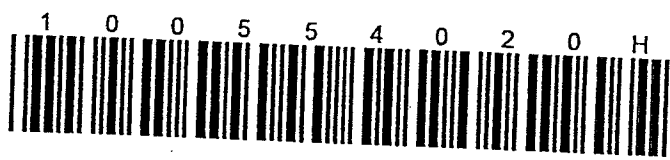
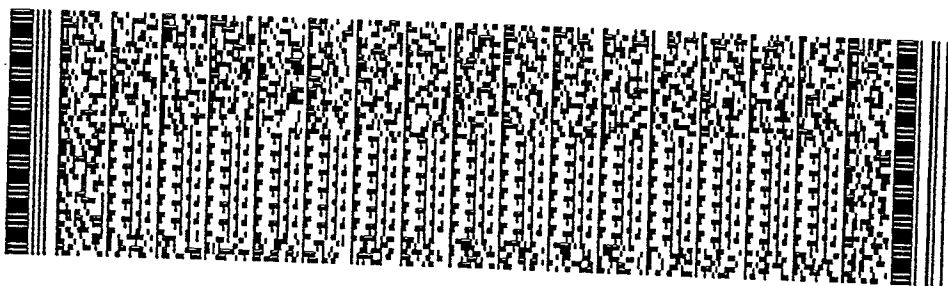
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
BRANDYWINE ASSET MANAGEMENT, INC.	51-0294065	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		253812	21	



(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
WESTERN ASSET MANAGEMENT CO.		95-2705767	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest		(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE			233565	21

(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
SARAH E. GAUNT		13-6043636	PLAN DIRECTOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest		(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		183755		13

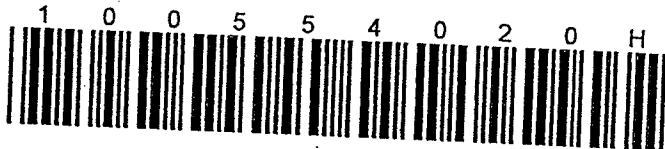
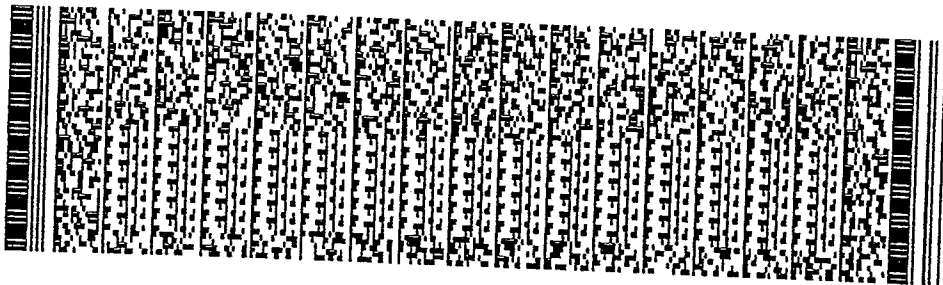
(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
CALLAN ASSOCIATES		94-2192581	INVESTMENT ADVISOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest		(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE			180199	20



(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
PACIFIC INVESTMENT MGMT CO.		33-0629048	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		163390	21	

(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
ADVANCED COMPUTER SOLUTIONS		20-1859440	CONSULTANT	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		141500	17	

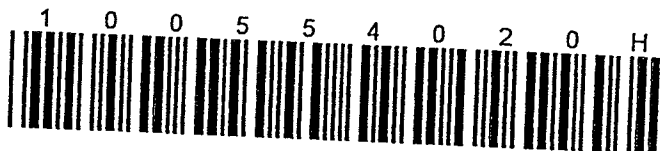
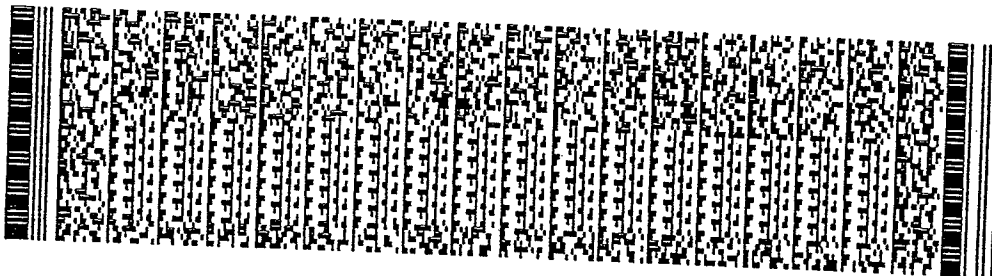
(a) Name		(b) Employer identification number (see instructions)	(c) Official plan position	
FRANK NOBLEZA		13-6043636	COMPUTER PROGRAMMING	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	66633		13	



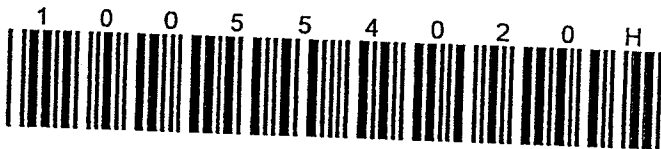
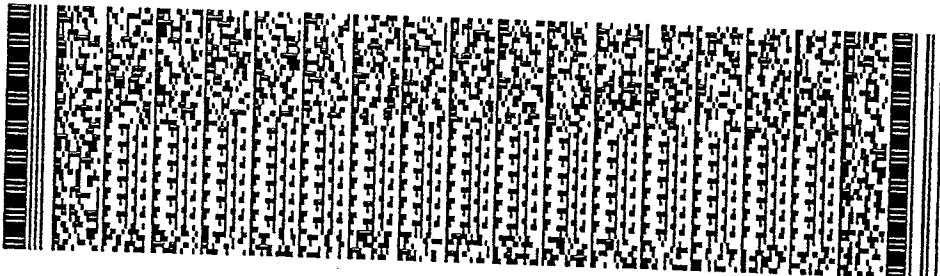
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
GAY LYNN HECTOR	13-6043636	ASST. PLAN DIRECTOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	64271		13	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
AKIN, GUMP, STRAUSS, HAUER & FELD	75-1338644	ATTORNEY		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		62094	22	

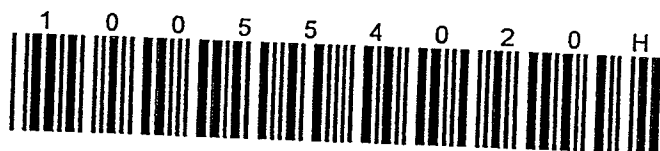
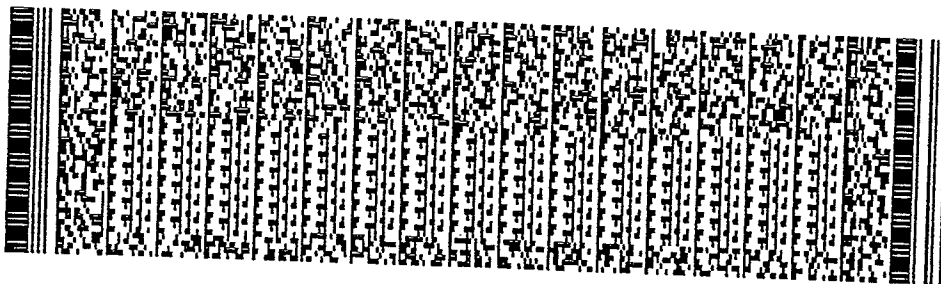
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
LIVEWIRE, LLC	43-1858174	CONSULTANT		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		44708	17	



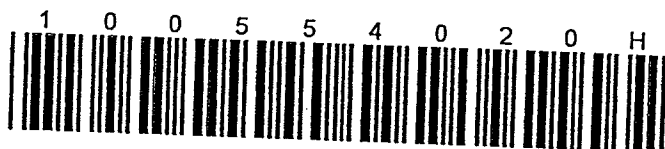
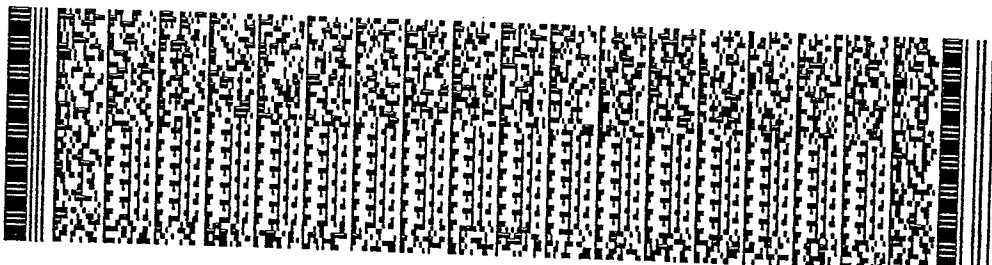
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
THE MT. ROYAL PRINTING COMPANY	52-0787343	PRINTING		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		44643	23	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CYNTHIA TIMPSON	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	40323		13	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
PAUL SCOTT	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	33633		13	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
SHELLEY WARNER	13-6043636	RECEPTIONIST		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	32891		13	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ROSE MARY EVES	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	28695		13	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ANNETTE MILLER	13-6043636	FILING COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	27891		13	



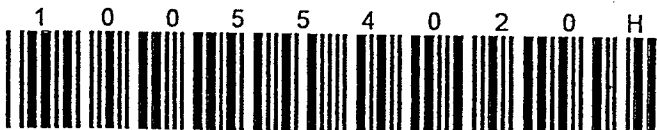
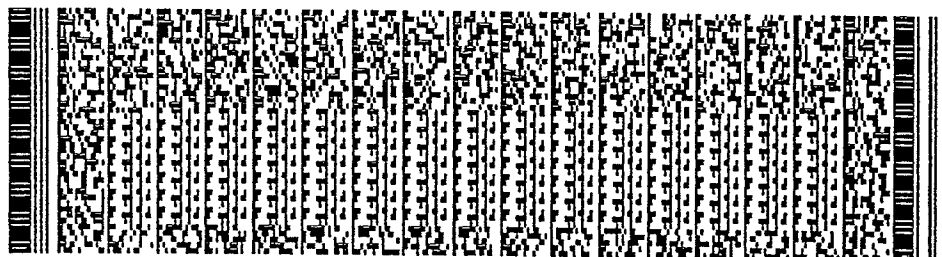
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ABRAMS, FOSTER, NOLE & WILLIAMS	52-1854049	AUDITOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		18501	10	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
RIGGS, COUNSELMAN, MICHAELS & DOWNES	52-0555835	INSURANCE		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		13136	19	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
STATE STREET BANK & TRUST	04-1867445	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		12616	21	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CHARISSE CALDWELL	13-6043636	BENEFIT COORDINATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	12447		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
SMITH BARNEY	06-1274088	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		7112	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)



Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

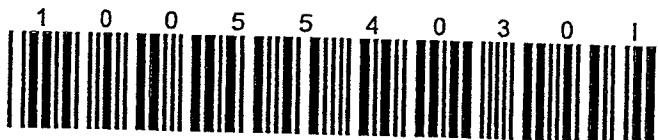
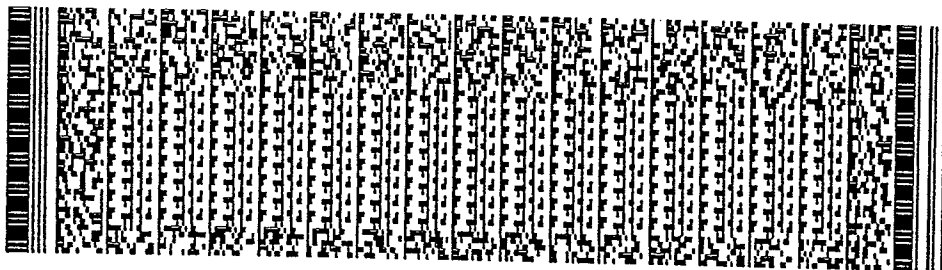
(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
EIN: 13-6043636
PLAN NO: 001

FORM 5500 ANNUAL REPORT
FOR PLAN YEAR ENDED MARCH 31, 2006

ATTACHMENT TO SCHEDULE C

Part I, Element (g)

Additional Service Codes for AON CONSULTING

17 Consulting (general)

**SCHEDULE D
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

► File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2005

This Form is Open to
Public Inspection.

For calendar plan year 2005 or fiscal plan year beginning 04/01/2005 and ending 03/31/2006

A Name of plan or DFE <u>BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>		B Three-digit plan number ► <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAY</u>		D Employer Identification Number <u>13-6043636</u>

Part 1 Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12IE EB TEMPORARY INVESTMENT FUND

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 86428470

(a) Name of MTIA, CCT, PSA, or 103-12IE EB DAILY OPENING AGGREGATE

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 59628797

(a) Name of MTIA, CCT, PSA, or 103-12IE EB DIVIDEND STOCK INDEX FUND

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

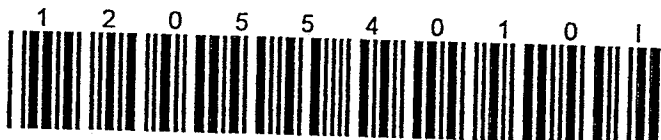
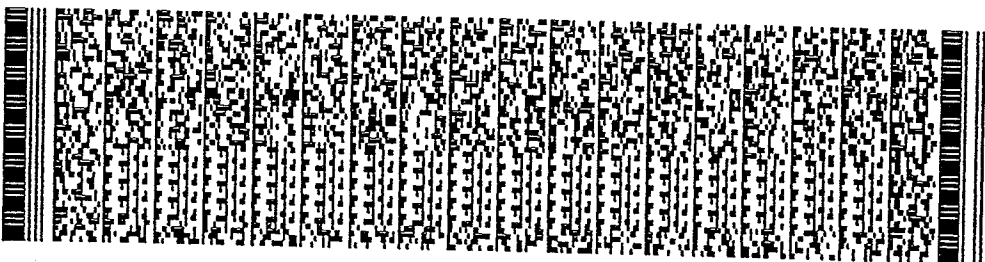
(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 83836848

(a) Name of MTIA, CCT, PSA, or 103-12IE JP MORGAN STRATEGIC PROPERTY FUND

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 48345527

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v8.2 Schedule D (Form 5500) 2005



(a) Name of MTIA, CCT, PSA, or 103-12IE WA YANKEE OFFSHORE FEEDER

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 818257

(a) Name of MTIA, CCT, PSA, or 103-12IE WESTERN ASSET MANAGEMENT

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 9635558

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

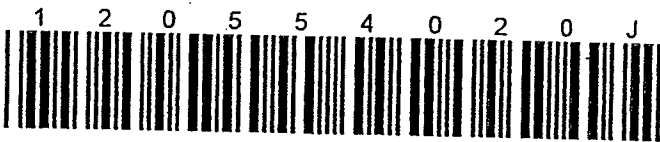
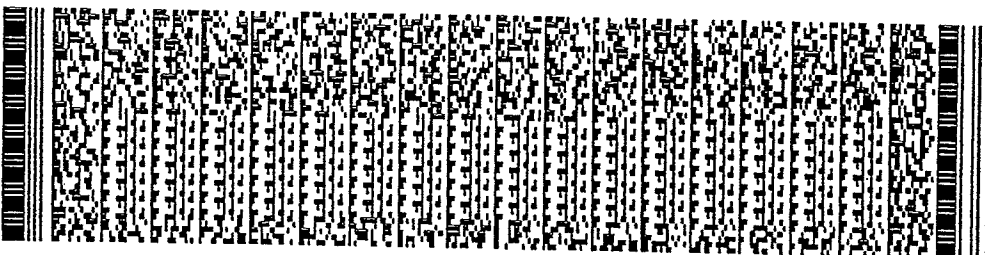
(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____



Part III Information on Participating Plans (to be completed by DFEs)

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

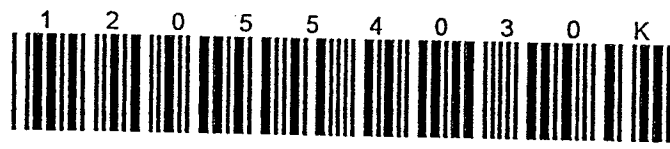
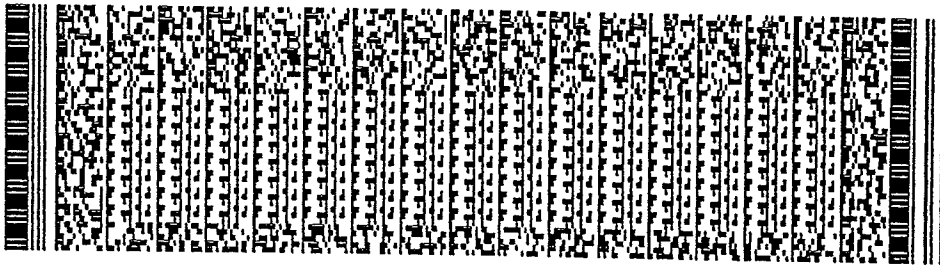
(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____



**SCHEDULE H
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2005

**This Form is Open to
Public Inspection.**

For calendar year 2005 or fiscal plan year beginning 04/01/2005 and ending 03/31/2006

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN		B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLA		D Employer Identification Number 13-6043636

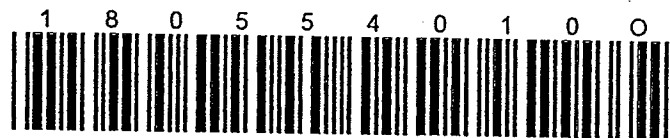
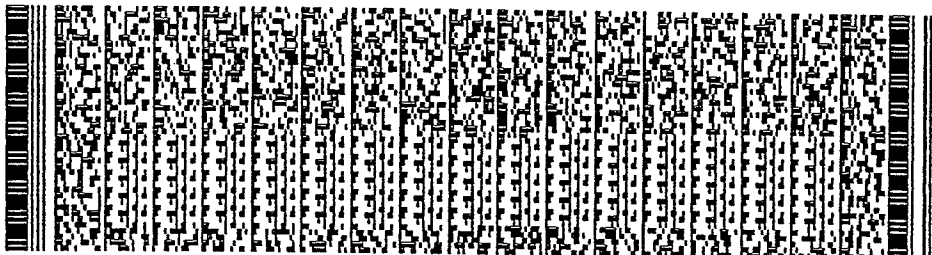
Part 1 Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets

	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions		
(2) Participant contributions		
(3) Other	40328089	63571825
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1105363	1945180
(2) U.S. Government securities	77813650	94390011
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred		
(B) All other	61031853	54354704
(4) Corporate stocks (other than employer securities):		
(A) Preferred	992134	151032
(B) Common	427660984	402202683
(5) Partnership/joint venture interests		44735003
(6) Real estate (other than employer real property)		
(7) Loans (other than to participants)		
(8) Participant loans		
(9) Value of interest in common/collective trusts	140719589	279057900
(10) Value of interest in pooled separate accounts		
(11) Value of interest in master trust investment accounts		
(12) Value of interest in 103-12 investment entities	9635558	7392961
(13) Value of interest in registered investment companies (e.g., mutual funds)	156760389	176896833
(14) Value of funds held in insurance co. general account (unallocated contracts) ..		
(15) Other		

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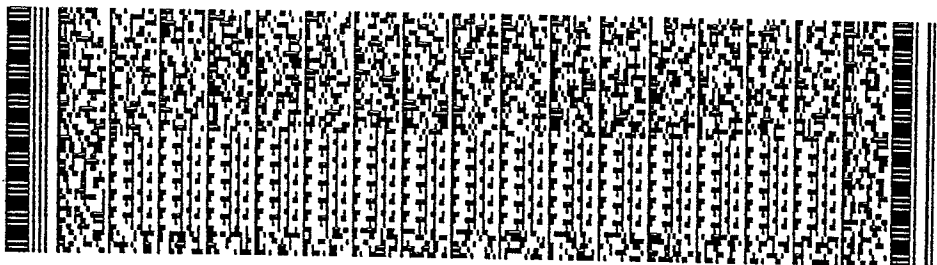


1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	d(1)		
(2) Employer real property	d(2)		
e Buildings and other property used in plan operation	e		
f Total assets (add all amounts in lines 1a through 1e)	f	916047609	1124698132
Liabilities			
g Benefit claims payable	g		
h Operating payables	h	1674268	2977656
i Acquisition indebtedness	i		
j Other liabilities	j	72612214	159825279
k Total liabilities (add all amounts in lines 1g through 1j)	k	74286482	162802935
Net Assets			
l Net assets (subtract line 1k from line 1f)	l	841761127	961895197

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

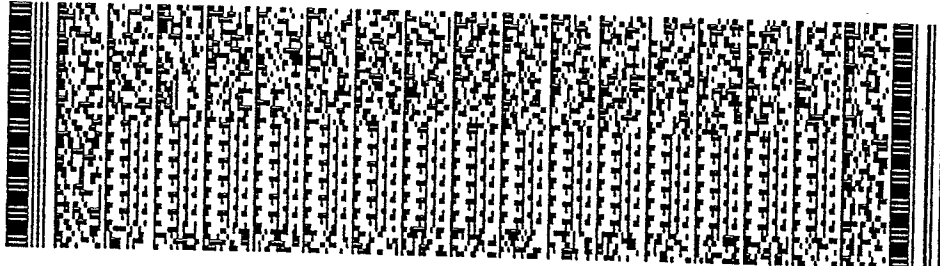
Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	a(1)(A)	67938458	
(B) Participants	a(1)(B)		
(C) Others (including rollovers)	a(1)(C)		
(2) Noncash contributions	a(2)		67938458
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	b(1)(A)	21785	7014512
(B) U.S. Government securities	b(1)(B)	2899897	
(C) Corporate debt instruments	b(1)(C)	2458462	
(D) Loans (other than to participants)	b(1)(D)		
(E) Participant loans	b(1)(E)		
(F) Other	b(1)(F)	1634368	
(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)		
(2) Dividends: (A) Preferred stock	b(2)(A)	60139	11587980
(B) Common stock	b(2)(B)	11527841	
(C) Total dividends. Add lines 2b(2)(A) and (B)	b(2)(C)		
(3) Rents	b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds ..	b(4)(A)	1062310121	6915659
(B) Aggregate carrying amount (see instructions)	b(4)(B)	1055394462	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result ..	b(4)(C)		



	(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets:		
(A) Real estate	b(5)(A)	
(B) Other	b(5)(B)	55293606
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	55293606
(6) Net investment gain (loss) from common/collective trusts	b(6)	19428255
(7) Net investment gain (loss) from pooled separate accounts	b(7)	
(8) Net investment gain (loss) from master trust investment accounts	b(8)	
(9) Net investment gain (loss) from 103-12 investment entities	b(9)	-97597
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	b(10)	15756270
c Other income	c	140891
d Total income. Add all income amounts in column (b) and enter total	d	183978034
Expenses		
e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	e(1)	53332266
(2) To insurance carriers for the provision of benefits	e(2)	
(3) Other	e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	e(4)	53332266
f Corrective distributions (see instructions)	f	
g Certain deemed distributions of participant loans (see instructions)	g	
h Interest expense	h	
i Administrative expenses:		
(1) Professional fees	i(1)	3809696
(2) Contract administrator fees	i(2)	
(3) Investment advisory and management fees	i(3)	3868616
(4) Other	i(4)	2833386
(5) Total administrative expenses. Add lines 2i(1) through (4)	i(5)	10511698
j Total expenses. Add all expense amounts in column (b) and enter total	j	63843964
Net Income and Reconciliation		
k Net income (loss) (subtract line 2j from line 2d)	k	120134070
l Transfers of assets		
(1) To this plan	l(1)	
(2) From this plan	l(2)	

Part III Accountant's Opinion

- 3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.
- a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):
 (1) Unqualified (2) Qualified (3) Disclaimer (4) Adverse
- b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? Yes No
- c** Enter the name and EIN of the accountant (or accounting firm) ▶ 52-1854049
 ABRAMS, FOSTER, NOLE & WILLIAMS, P.A.
- d** The opinion of an independent qualified public accountant is not attached because:
 (1) this form is filed for a CCT, PSA or MTIA. (2) it will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.



Part IV Transactions During Plan Year

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:

- a** Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)
- c** Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)
- d** Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked on line 4d.)
- e** Was this plan covered by a fidelity bond?
- f** Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?
- g** Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?
- h** Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?
- i** Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)
- j** Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements)
- k** Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?

	Yes	No	Amount
a		X	
b		X	
c		X	
d		X	
e	X		2000000
f		X	
g		X	
h		X	
i	X		
j	X		
k		X	

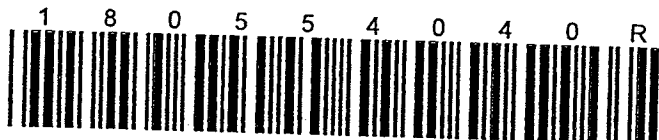
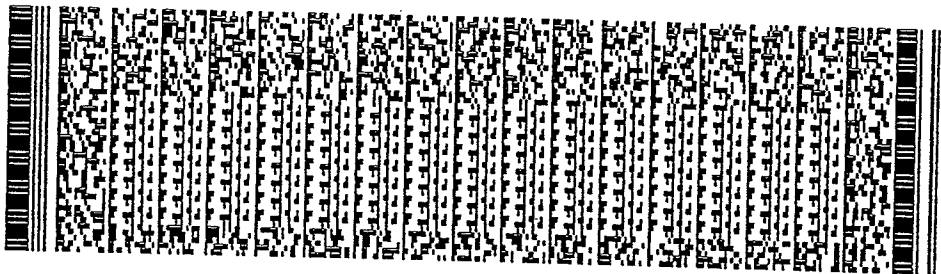
5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year. Yes No **Amount** _____

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)



BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
EIN: 13-6043636
PLAN NO: 001

FORM 5500 ANNUAL REPORT
FOR PLAN YEAR ENDED MARCH 31, 2006

ATTACHMENT TO SCHEDULE H (FORM 5500)

Part IV, Question 4d:

In a letter dated July 13, 2006 (see attached copy), the Department of Labor ("DOL") indicated its position that certain transactions identified in the letter were nonexempt. It was determined not to contest the DOL's position. To resolve the matter, funds involved in the identified transactions (plus interest) have been restored to the Plan and excise tax returns have been filed with the IRS. The excise taxes have been paid from funds that are not plan assets. The Plan does not acknowledge that there were any nonexempt transactions with a party in interest during the plan year.

fax. MYD/OC DE/AA/LL/BW 2/24/06

U.S. Department of Labor

Employee Benefits Security Administration
Washington District Office
1336 East-West Highway, Suite 200
Silver Spring, MD 20910-3225



(301) 713-2000 FAX: (301) 713-2008

JUL 13 2006

CERTIFIED MAIL NO. 7002 3150 0004 1258 7436
RETURN RECEIPT REQUESTED

RECEIVED

JUL 17 2006

NFL PLAYER BENEFITS

William Bidwill
Eddie Jones
Jack Donlan
Tom Condon
Leonard Teeuws
Jeff Van Note
Retirement Board
Bert Bell/Pete Rozelle NFL Player Retirement Plan
200 St. Paul Place, Suite 2420
Baltimore, MD 21202-2040

Re: Bert Bell/Pete Rozelle NFL Player Retirement Plan

Gentlemen:

As I previously pointed out in my June 1, 2005 letter, the Department of Labor (the Department) has responsibility for the enforcement of Title I of the Employee Retirement Income Security Act of 1974 (ERISA). Title I establishes standards governing the operation of employee benefit plans such as the Bert Bell/Pete Rozelle NFL Player Retirement Plan (the "Plan").

This office has concluded its investigation of the Bert Bell/Pete Rozelle NFL Player Retirement Plan (the Plan), and of the Plan Retirement Board (the Board) as Plan Fiduciaries. Based on the facts gathered during that investigation it appeared that the Board violated provisions of Title I of ERISA. These violations were detailed in my previous letter. A copy of that letter is attached enclosed for your convenience.

It is my understanding that the Board has taken corrective action with respect to the specific violations detailed in my letter of June 1, 2005. Specifically, the Board remitted \$8,084, representing lost earnings to the Plan on September 26, 2005. In addition, the Board has agreed to implement a formal travel policy to monitor the travel expenses of its members.

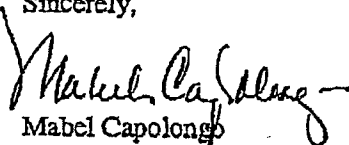
It is the Department's opinion that the travel policy which was implemented as a result of our investigation falls short of the requirements of ERISA. Accordingly, the fiduciaries should be careful when implementing the travel policy to ensure compliance with ERISA.

The Department will take no further action with respect to these matters at this time. You are cautioned, however, that by agreeing to take no further action with regard to these issues, the Department commits only itself and cannot in any way restrain any other individual or governmental agency from taking any further action it may deem appropriate with respect to these other matters.

Further, as you may be aware, Congress, in enacting ERISA, added Section 4975 to the Internal Revenue Code of 1954, which imposes an excise tax on disqualified persons (generally, the same as parties in interest under Title I of ERISA) who engage in prohibited transactions with employee retirement benefit plans. In general, this excise tax, which is administered and enforced by the Internal Revenue Service, is applicable in two steps – a first level tax equal to fifteen percent (effective for prohibited transactions occurring after August 5, 1997) of the amount involved in the transaction for each taxable year during which the transaction is outstanding and a second level tax, equal to 100 percent of the amount involved if the transaction is not corrected. The excise tax is paid concurrently with the filing of a Form 5330. (Form and Instructions enclosed).

Please also be advised that pursuant to section 3003(c) of ERISA, 29 U.S.C. section 1203(c), the Secretary of Labor is required to transmit to the Secretary of the Treasury information indicating that a prohibited transaction has occurred. Accordingly, this matter will be referred to the Internal Revenue Service. Please contact Investigator David S. Johnston at 301-713-3366 x. 111 with any future questions regarding this case.

Sincerely,


Mabel Capalong
Regional Director
Philadelphia Region

Enclosures: Form 5330 and Instructions
June 1, 2005 letter

SCHEDULE P
(FORM 5500)

Annual Return of Fiduciary
of Employee Benefit Trust

This schedule may be filed to satisfy the requirements under section 6033(a) for an annual information return from every section 401(a) organization exempt from tax under section 501(a).

Filing this form will start the running of the statute of limitations under section 6501(a) for any trust described in section 401(a) that is exempt from tax under section 501(a).

▶ File as an attachment to Form 5500 or 5500-EZ.

Department of the Treasury
Internal Revenue Service

Official Use Only

OMB No. 1210-0110

2005

This Form is Open to
Public Inspection.

For trust calendar year 2005 or fiscal year beginning 04/01/2005, and ending 03/31/2006

1a Name of trustee or custodian

MELLON BANK, N.A.

b Number, street, and room or suite no. (If a P.O. box, see the instructions for Form 5500 or 5500-EZ.)

ONE MELLON BANK CENTER

c City or town, state, and ZIP code

PITTSBURGH PA 15258-0001

2a Name of trust

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

b Trust's employer identification number 13-6043636

3 Name of plan if different from name of trust

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN TRUST

4 Have you furnished the participating employee benefit plan(s) with the trust financial information required to be reported by the plan(s)?

Yes No

5 Enter the plan sponsor's employer identification number as shown on Form 5500 or 5500-EZ.

Under penalties of perjury, I declare that I have examined this schedule, and to the best of my knowledge and belief it is true, correct, and complete.

SIGN
HERE

Signature of
fiduciary

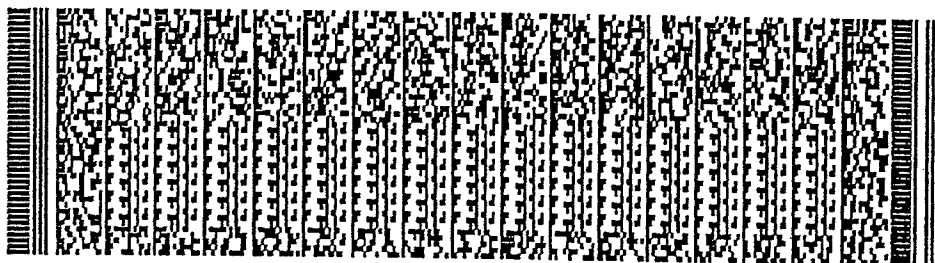
[Handwritten Signature]

Date ▶ 01/11/07

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-EZ.

v8.2

Schedule P (Form 5500) 2005



**SCHEDULE R
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an Attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2005

**This Form is Open to
Public Inspection.**

For calendar year 2005 or fiscal plan year beginning 04/01/2005 and ending 03/31/2006

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAY	D Employer Identification Number 13-6043636

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

- Total value of distributions paid in property other than in cash or the forms of property specified in the instructions
- Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits).
- Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.
- Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year

1	\$	
3		

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

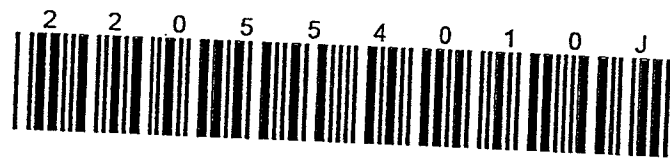
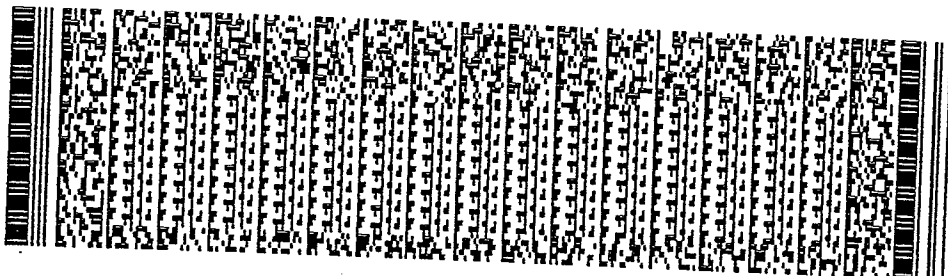
- Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? Yes No N/A
- If the plan is a defined benefit plan, go to line 7.
- If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver
If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule. Month _____ Day _____ Year _____
- | | | |
|-----------|---|----|
| 6a | Enter the minimum required contribution for this plan year | \$ |
| 6b | Enter the amount contributed by the employer to the plan for this plan year | \$ |
| 6c | Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) | \$ |
- If you completed line 6c, skip lines 7 and 8 and complete line 9.
- If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III Amendments

- If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. (See instructions.) Increase Decrease No

Part IV Coverage (See instructions.)

- Check the box for the test this plan used to satisfy the coverage requirements the ratio percentage test average benefit test



APPENDIX 5

Actuarial Assumptions and Actuarial Cost Method

Mortality Rates: Group Annuity Mortality Table for 1983 without margins.

Disability Mortality Before Age 65: 1965 Railroad Retirement Board select and ultimate timetable.

Nonfootball Disability Rates Before Retirement:

<u>Age</u>	<u>Rate</u>
22	.04%
27	.04%
32	.04%
37	.05%
42	.09%
47	.18%
52	.41%

Football Disability Rates: .08% per year for active players and .06% per year for inactive players until age 45 after which it becomes zero. Active players are assumed to become inactive after one year of service or age 30, whichever comes later.

Withdrawal Rates:

<u>For Players With Service of</u>	<u>Rate</u>
1 year	29.1%
2 years	19.7%
3 years	17.0%

Election of Early Payment Benefit: 35% of all players out of football less than two years will elect the benefit two years after leaving football. Active players are assumed to leave football after one season or age 30, whichever is later. No assumption is made for players who have no Credited Seasons before 1993.

APPENDIX 5

Actuarial Assumptions and Actuarial Cost Method (continued)

Retirement Age: Age 47, except age 55 for players with no Credited Seasons before 1993.

Percent Married: Social Security Awards in 1972.

Age of Player's Wife: Three years younger than player.

Remarriage Rates: 1971 Railroad Retirement Board rates.

Net Investment Return: 7.25%.

Administrative Expenses: \$3,006,828. This amount was the actual administrative expenses during the preceding year.

Actuarial Value of Assets: The actuarial value of the assets is increased for new money (i.e., contributions plus dividends and interest income plus transfers for other plans, less benefit payments and expenses). This preliminary value is then adjusted by 20% of the difference between itself and the actual market value. An additional adjustment is made as necessary so that the final actuarial value is within 20% of market value.

Funding Method: Unit Credit Cost Method, except retrospective term cost based on actual experience during the year for line-of-duty disability benefits.

Amortization for Determining Negotiated Contribution Only: 20 years beginning April 1, 1993; 19 years as of April 1, 1994; etc. In years when there is a zero or a negative unfunded actuarial accrued liability, the negotiated contribution is the amount which is expected to produce a zero unfunded actuarial accrued liability at the end of the plan year.

APPENDIX 6

Summary of Plan Provisions Including 1998 Amendments

1. Normal Retirement Pension

(a) Age Requirement: 55

(b) Service Requirement: Three Credited Seasons for those active after 1992. (A player will, under certain circumstances, become vested even if he does not meet the preceding requirements if he has 10 years of service with Clubs in the NFL due to any employment, such as a coach.)

(c) Monthly Amount:

Credited Season	Benefit Credit
Before 1968	\$100
1968 and 1969	130
1970	170
1971	175
1972 to 1976	185
1977 to 1981	200
1982 to 1992	230
1993 and 1994	240
1995 and 1996	285
1997	330
1998 through the Plan Year that begins prior to the expiration of the Final League Year	425

APPENDIX 6

Summary of Plan Provisions Including 1998 Amendments (continued)

2. Early Retirement Pension (Not applicable to players who do not have a Credited Season prior to 1993)
 - (a) Age Requirement: 45 through 54
 - (b) Service Requirement: Same as 1(b) above.
 - (c) Monthly Amount: Normal pension actuarially reduced to reflect earlier benefit payments.

3. Deferred Retirement Pension
 - (a) Age Requirement: Over age 55 to age 65
 - (b) Service Requirement: Same as 1(b) above.
 - (c) Monthly Amount: Normal pension actuarially increased to reflect delayed benefit payments.

4. Total and Permanent Disability
 - (a) Age Requirement: Under age 55 when disabled.
 - (b) Service Requirement: None if active, otherwise service required for vested status.
 - (c) Monthly Amount: Normal pension earned except that benefit will be no less than \$4,000 if disability is for active football, active nonfootball, or football degenerative and \$1,500 for inactive nonfootball. An additional \$100 per month will be paid for each dependent child.

APPENDIX 6

Summary of Plan Provisions Including 1998 Amendments (continued)

5. Line-of-Duty Disability

- (a) Age Requirement: None
- (b) Service Requirement: None
- (c) Duration of Payments: 90 months
- (d) Nature of Disability: The disability must have arisen out of football activities and must be expected to persist for at least 12 months and result in player's retirement from professional football. The disability must be substantial in the sense that it results in a major bodily impairment with the percentage loss of function depending upon the particular part of the body involved.
- (e) Monthly Amount: Normal pension earned, but not less than \$1,000 per month.

6. Early Payment Benefit (Not applicable to players who do not have a Credited Season prior to 1993)

- (a) Age Requirement: None
- (b) Service Requirement: Vested and left football on or after March 1, 1977.
- (c) Amount: A lump sum equal to 25% of the actuarial present value of the player's benefit credits as of the date of payment. If the player makes application for this benefit after March 31, 1982, any and all future benefits payable (normal or early retirement, death or disability) will be reduced 25%. If application was made prior to April 1, 1982, only the normal or early retirement benefit will be reduced 25%.

APPENDIX 6

Summary of Plan Provisions Including 1998 Amendments (continued)

7. Preretirement Widow's and Surviving Children's Benefit

- (a) **Eligibility Requirement:** Active player or vested inactive player and survived by widow or dependent children.
- (b) **Monthly Amount:** 50% of the normal pension accrued, but not less than \$3,000 per month for the 48 months immediately following death and no less than \$1,200 per month thereafter. (For vested players not active in a season after 1976, the \$3,000 minimum benefit is not applicable. For vested players active in a season after 1976, but not after 1981, the \$3,000 minimum benefit is \$2,000.)
- (c) **Duration of Payment:** Benefits are paid to the widow until her death or remarriage. If there are surviving dependent children at the point that the widow's benefit ceases, payments will continue to the children until they reach age 19, or age 23 if in college. If any dependent child is mentally or physically incapacitated, benefits will continue for the child's lifetime.
- (d) In the event of the death of a vested player or vested inactive player who (1) had an Hour of Service on or after August 23, 1984, or (2) had an Hour of Service on or after April 1, 1976, who was living on August 23, 1984 and had 10 years of service under the plan, and who was not at the time of his death a retired player, his surviving spouse, if any, shall be eligible to receive a spouse's preretirement death benefit. The spouse's preretirement death benefit is the benefit which would have become payable to such surviving spouse upon the death of such player as if he had retired and died on the day following his annuity starting date and elected benefits in the form of a Joint and Survivor annuity. The benefit begins to be paid as of the first day of the month following the date of the death of the vested player or vested inactive player or, if later, the first day of the month following the month in which such player would have reached his early retirement date had he lived to that date. The monthly benefit payments continue for the life

APPENDIX 6

Summary of Plan Provisions Including 1998 Amendments (continued)

of the surviving spouse. If a spouse is eligible to receive the benefit described in this section and the benefit described in (a), (b), and (c) above, she must elect which one of the two benefits she is to receive.

8. Postretirement Death Benefit

- (a) **Eligibility Requirement:** Upon retirement, pensioners may elect to receive benefit payments in various alternative forms involving survivor benefit protection.
- (b) **Monthly Benefit Amount:** When a player elects a form of pension involving survivor benefit rights, the amount payable to him is actuarially reduced. Upon the player's death, the designated percentage of the pensioner's benefit is thereafter continued for the balance of the beneficiary's lifetime. Alternatively, the player may elect that his benefit payments will be made for at least 10 years. If he dies prior to that time, payments will be continued to the designated beneficiary for the remainder of the 10-year period.

Note:

This is intended to be a brief summary of the most pertinent plan provisions. There are benefits which apply before and after specified dates in the plan which have not been included.

Notes to Schedule B (Form 5500)

6(b): Exception: Age 55 for Players with no Credited Seasons before 1993

6(g): Withdrawal rates are by service rather than by age. See attached summary of the actuarial assumptions.

APPENDIX 2

Funding Standard Account: Amortization Credits and Charges as of April 1, 2001

Type*	Date	Years	Original Amount	Annual Payment	As of 4/01/2001	
					Years	Outstanding Balance
Charges						
IL	3/31/1977	40	\$27,413,000	\$1,780,787	15.00	\$17,123,767
PA	11/01/1977	40	1,692,600	112,808	15.42	1,101,539
PA	2/01/1979	40	651,600	43,341	16.83	443,777
PA	1/01/1983	30	14,128,300	1,026,833	10.75	8,032,104
PA	3/31/1989	30	1,303,288	93,144	17.00	958,647
PA	3/31/1992	30	124,393,450	8,968,644	20.00	99,952,068
PA	4/01/1993	30	5,579,111	428,686	22.00	4,981,860
EL	4/01/1994	15	12,801,095	1,331,250	8.00	8,443,632
PA	4/01/1994	30	23,799,617	1,833,394	23.00	21,699,370
EL	4/01/1995	15	27,040,935	2,812,122	9.00	19,442,671
EL	4/01/1997	15	13,020,320	1,354,048	11.00	10,755,382
PA	4/01/1998	30	50,168,724	3,864,728	27.00	48,532,568
EL	4/01/1999	15	8,158,287	848,421	13.00	7,498,287
EL	4/01/2001	15	27,102,402	2,818,515	15.00	27,102,402
Total Amortization Charges:				\$27,316,721		\$276,068,074
Credits						
CA	3/31/1978	30	\$270,600	\$18,634	6.00	\$94,532
CA	3/31/1979	30	747,800	51,505	7.00	295,129
CF	3/31/1980	37	1,375,300	91,263	15.00	877,569
PA	3/31/1983	30	484,900	33,994	11.00	270,022
EG	3/31/1988	15	2,444,012	232,427	1.00	232,427
EG	3/31/1989	15	3,855,330	368,410	2.00	711,917
EG	3/31/1990	15	7,170,124	688,385	3.00	1,928,697
EG	3/31/1991	15	10,413,459	1,004,347	4.00	3,628,072
EG	3/31/1992	15	8,803,407	852,844	5.00	3,725,377
EG	3/31/1993	15	10,389,892	1,010,903	6.00	5,128,212
CF	4/01/1993	30	55,410,763	4,257,640	22.00	49,478,922
CA	4/01/1994	30	83,007,633	6,394,461	23.00	75,682,445
EG	4/01/1996	15	590,768	61,437	10.00	457,490
EG	4/01/1998	15	36,549,784	3,800,995	12.00	31,951,852
EG	4/01/2000	15	22,918,036	2,383,361	14.00	22,023,439
Total Amortization Credits:				\$21,250,606		\$196,486,102

* IL = Initial Liability; EL = Experience Loss; PA = Plan Amendment; CA = Changes in Actuarial Assumptions; EG = Experience Gain; CF = Change in Funding Method; FL = Current Liability Full Funding Limitation Base

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Pension and Welfare Benefits Administration
Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974.

▶ File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2001

This Form is Open
to Public Inspection

For calendar year 2001 or fiscal plan year beginning 04/01/2001 and ending 03/31/2002

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN		B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR		D Employer Identification Number 13-6043636

Part 1 Service Provider Information (see instructions)

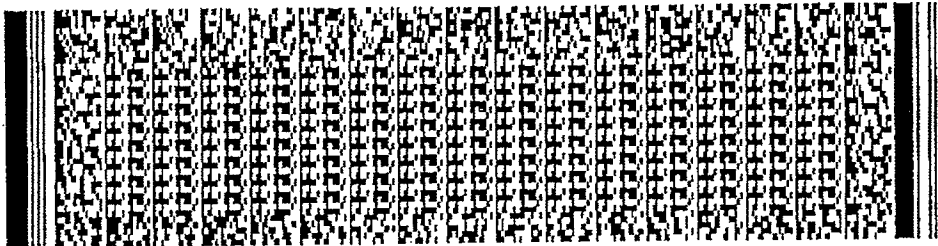
1 Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 121382

2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
		Contract Administrator				12

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
GROOM LAW GROUP	52-1219029	ATTORNEY			2,088,528	22

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v4.1 Schedule C (Form 5500) 2001



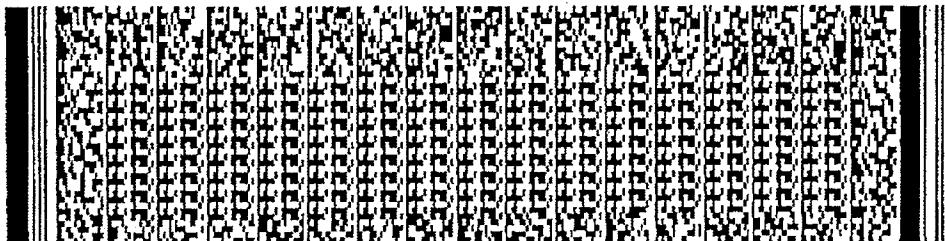
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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
NEUMEIER INVESTMENT CO.	77-0217352	INVEST. MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1,120,489	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BRINSON PARTNERS	36-3718331	INVEST. MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		512336	21

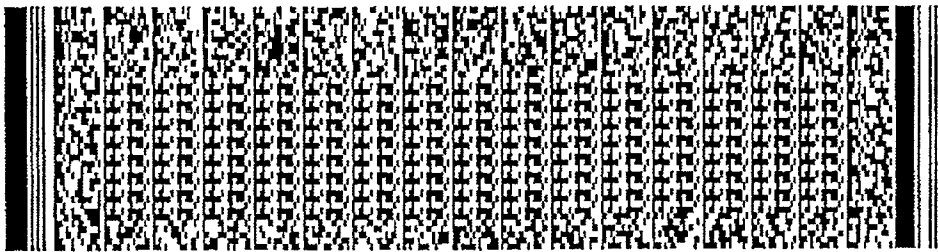
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CHASE MANHATTAN BANK	13-2633612	TRUSTEE	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		501595	26



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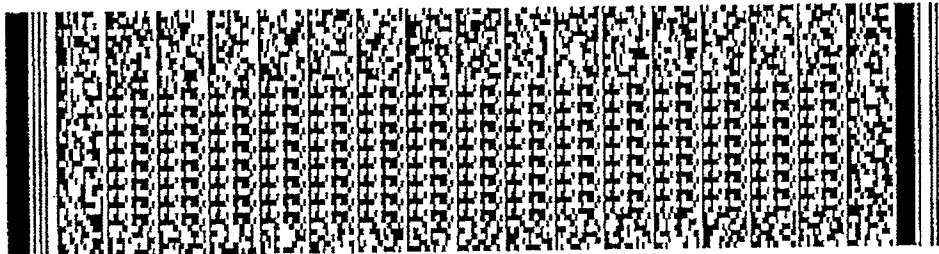
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
LEGG MASON	52-1268629	INVEST. MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		412240	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
AON/WTR CONSULTING GROUP	22-3339704	ACTUARY	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		388025	11
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CHARTWELL INVESTMENT PARTNERS	23-2891243	INVEST. MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		367083	21



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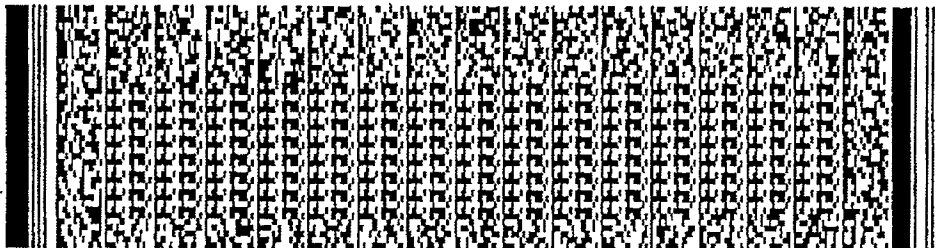
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BRANDYWINE ASSET	51-0294065	INVEST. MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		346769	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PACIFIC INVESTMENT	33-0629048	INVEST. MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		307479	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PROVIDENT INVESTMENT COUNSEL	95-4504381	INVEST. MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		264095	21



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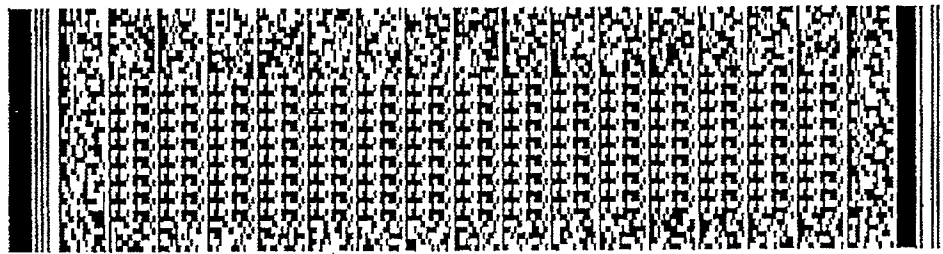
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
PEACHTREE ASSET	06-1274088	INVEST. MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		224162	21	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
AKIN, GUMP, STRAUSS, HAUER & FELD	75-1338644	ATTORNEY		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		169905	22	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ADVANCED COMPUTER SOLUTIONS	21-3483157	CONSULTANT		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		132747	17	



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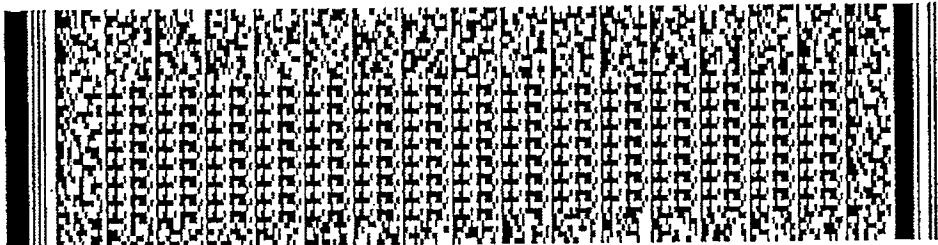
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
SARAH E. GAUNT	13-6043636	PLAN DIRECTOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	121567		13
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
EVALUATION ASSOCIATES	36-2875489	INVEST. ADVISOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		77471	20
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
LINDQUIST & VENNUM	41-0658379	ATTORNEY	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		68216	22



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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
FRANK NOBLEZA	13-6043636	COMPUTER PROGRAMMING		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	54731		13	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
GAY LYNN HECTOR	13-6043636	ASST. PLAN DIRECTOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	49681		13	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ROSE MARY EVES	13-6043636	ADMIN. ASSISTANT		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
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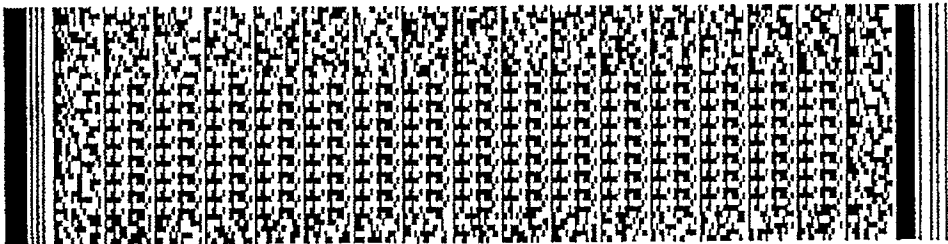
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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CYNTHIA TIMPSON	13-6043636	BENEFIT COORDINATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	35889		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CHARISSE CALDWELL	13-6043636	BENEFIT COORDINATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	33471		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MILTON ART PRESS	52-0787343	PRINTING	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
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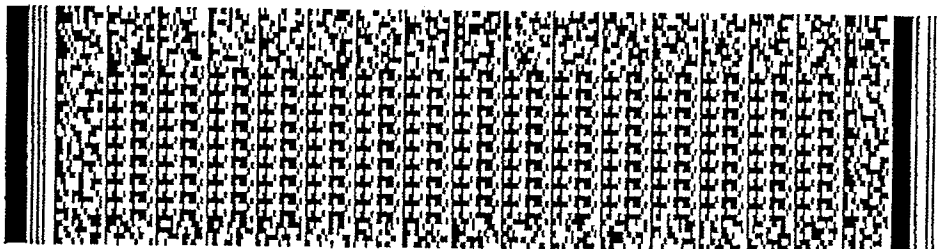
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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CAROL WRIGHT	13-6043636	SR. BENEFIT COORDINATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	15401		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
ABRAMS, FOSTER, NOLE & WILLIAMS	52-1854049	AUDITOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		14060	10

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)



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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

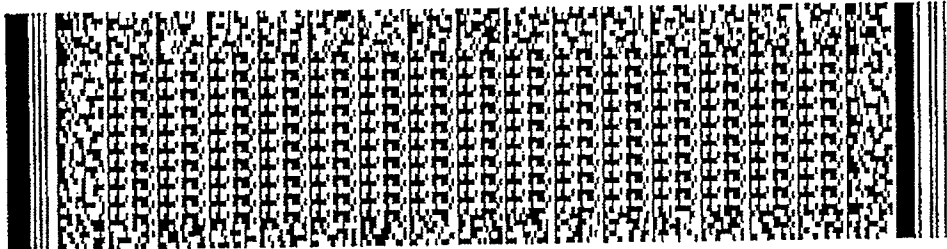
(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



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**SCHEDULE D
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Pension and Welfare Benefits Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2001

This Form is Open to
Public Inspection

For calendar plan year 2001 or fiscal plan year beginning 04/01/2001 and ending 03/31/2002,

A Name of plan or DFE <u>BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	B Three-digit plan number ▶ <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR</u>	D Employer Identification Number <u>13-6043636</u>

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12IE LIQUIDITY FUND

(b) Name of sponsor of entity listed in (a) THE CHASE MANHATTAN BANK OF N.A.

(c) EIN-PN 13-6353795-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 81,511,297

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

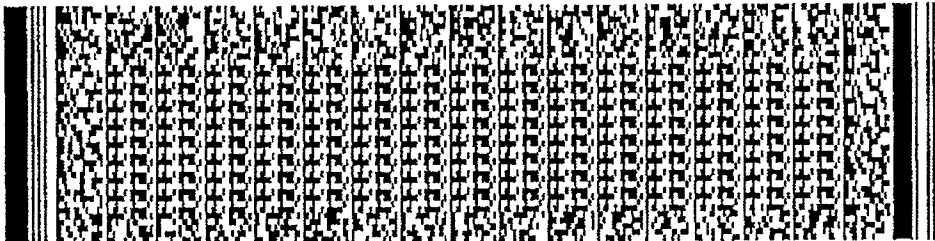
(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v4.1 Schedule D (Form 5500) 2001



1 2 0 1 0 1 0 1 0 6



(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

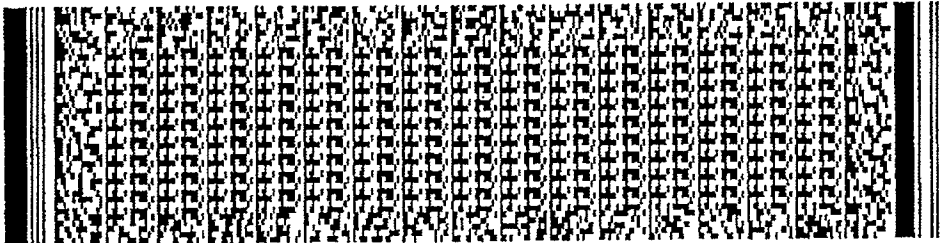
(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____



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Part II Information on Participating Plans (to be completed by DFEs)

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

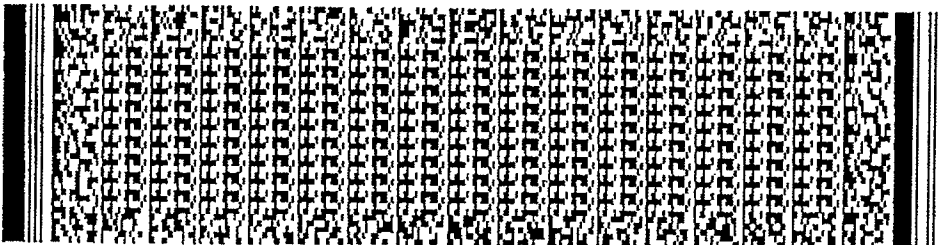
(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____



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**SCHEDULE H
(Form 5500)**
Department of the Treasury
Internal Revenue Service
Department of Labor
Pension and Welfare Benefits
Administration

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

Official Use Only
OMB No. 1210-0110
2001
This Form is Open to
Public Inspection.

Pension Benefit Guaranty Corporation

File as an attachment to Form 5500.

For calendar year 2001 or fiscal plan year beginning 04/01/2001 and ending 03/31/2002

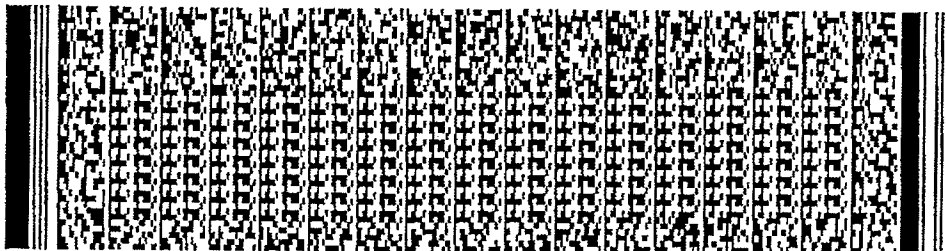
A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR	D Employer Identification Number 13-6043636

Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. DFEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, 1i, and, except for master trust investment accounts, also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	b(1)		
(2) Participant contributions	b(2)		
(3) Other	b(3)	79,168,357	53,566,651
c General investments:			
(1) Interest-bearing cash (incl. money market accounts and certificates of deposit)	c(1)	28,674,498	2,261,928
(2) U.S. Government securities	c(2)	125,770,885	57,175,480
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	c(3)(A)		
(B) All other	c(3)(B)	36,195,135	28,516,021
(4) Corporate stocks (other than employer securities):			
(A) Preferred	c(4)(A)	942334	23,901,584
(B) Common	c(4)(B)	425,491,118	472,755,928
(5) Partnership/joint venture interests	c(5)		
(6) Real estate (other than employer real property)	c(6)		
(7) Loans (other than to participants)	c(7)		
(8) Participant loans	c(8)		
(9) Value of interest in common/collective trusts	c(9)	56,660,848	81,511,297
(10) Value of interest in pooled separate accounts	c(10)		
(11) Value of interest in master trust investment accounts	c(11)		
(12) Value of interest in 103-12 investment entities	c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	c(13)	66,288,750	26,507,231
(14) Value of funds held in insurance co. general account (unallocated contracts)	c(14)		
(15) Other	c(15)	95883	93643

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v4.1 Schedule H (Form 5500) 2001



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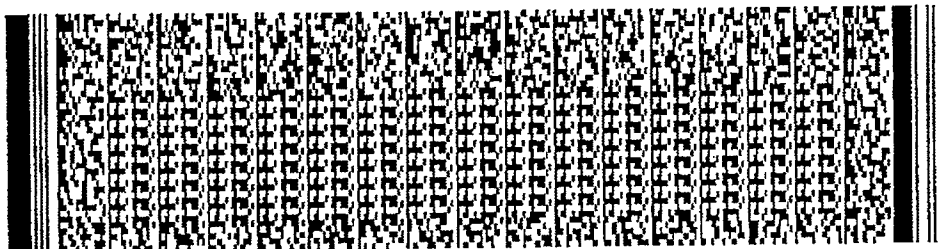


	(a) Beginning of Year	(b) End of Year
d Employer-related investments:		
(1) Employer securities	d(1)	
(2) Employer real property	d(2)	
e Buildings and other property used in plan operation	e	
f Total assets (add all amounts in lines 1a through 1e)	f	819,287,808
Liabilities		
g Benefit claims payable	g	
h Operating payables	h	1,284,693
i Acquisition indebtedness	i	
j Other liabilities	j	143,557,127
k Total liabilities (add all amounts in lines 1g through 1j)	k	144,841,820
Net Assets		
l Net assets (subtract line 1k from line 1f)	l	674,445,988

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. DFEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	(a) Amount	(b) Total
Income		
a Contributions:		
(1) Received or receivable in cash from:		
(A) Employers	a(1)(A)	27,995,961
(B) Participants	a(1)(B)	
(C) Others (including rollovers)	a(1)(C)	
(2) Noncash contributions	a(2)	
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)	27,995,961
b Earnings on investments:		
(1) Interest:		
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	b(1)(A)	194,390
(B) U.S. Government securities	b(1)(B)	4,211,778
(C) Corporate debt instruments:	(1)(C)	
(D) Loans (other than to participants)	b(1)(D)	
(E) Participant loans	b(1)(E)	
(F) Other	b(1)(F)	2,073,490
(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)	6,479,658
(2) Dividends:		
(A) Preferred stock	b(2)(A)	511,272
(B) Common stock	b(2)(B)	8,953,417
(C) Total dividends. Add lines 2b(2)(A) and (B)	b(2)(C)	9,464,689
(3) Rents	b(3)	
(4) Net gain (loss) on sale of assets:		
(A) Aggregate proceeds	b(4)(A)	1,519,273,045
(B) Aggregate carrying amount (see instructions)	b(4)(B)	1,550,673,298
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	b(4)(C)	-31,400,253



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	(a) Amount	(b) Total
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	b(5)(A)	
(B) Other	b(5)(B)	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	0
(6) Net investment gain (loss) from common/collective trusts	b(6)	3,499,800
(7) Net investment gain (loss) from pooled separate accounts	b(7)	
(8) Net investment gain (loss) from master trust investment accounts	b(8)	
(9) Net investment gain (loss) from 103-12 investment entities	b(9)	
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	b(10)	
c Other income	c	46,479,118
d Total income. Add all income amounts in column (b) and enter total	d	62,518,973
Expenses		
e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	e(1) 38,369,522	
(2) To insurance carriers for the provision of benefits	e(2)	
(3) Other	e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	e(4)	38,369,522
f Corrective distributions (see instructions)	f	
g Certain deemed distributions of participant loans (see instructions)	g	
h Interest expense	h	
i Administrative expenses: (1) Professional fees	i(1) 2,728,734	
(2) Contract administrator fees	i(2)	
(3) Investment advisory and management fees	i(3) 4,104,452	
(4) Other	i(4) 651,603	
(5) Total administrative expenses. Add lines 2i(1) through (4)	i(5)	7,484,789
j Total expenses. Add all expense amounts in column (b) and enter total	j	45,854,311
Net Income and Reconciliation		
k Net income (loss) (subtract line 2j from line 2d)	k	16,664,662
l Transfers of assets		
(1) To this plan	l(1)	
(2) From this plan	l(2)	

Part III Accountant's Opinion

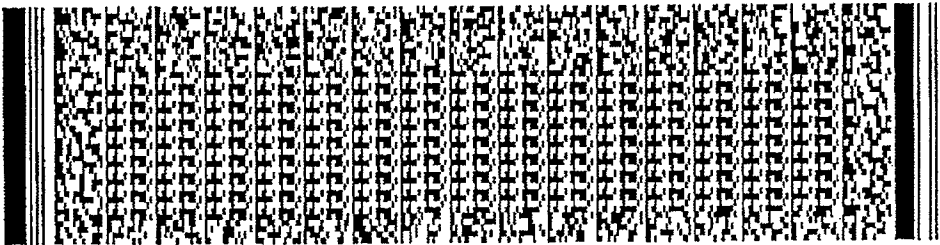
3 The opinion of an independent qualified public accountant for this plan is (see instructions):

a Attached to this Form 5500 and the opinion is: (1) Unqualified (2) Qualified (3) Disclaimer (4) Adverse

b Not attached because: (1) the Form 5500 is filed for a CCT, PSA or MTIA.
 (2) the opinion will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

c Also check this box if the accountant performed a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 2520.103-12(d)

d If an accountant's opinion is attached, enter the name and EIN of the accountant (or accounting firm) ABRAMS, FOSTER, NOLE & WILLIAMS 52-1854049



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Part IV Transactions During Plan Year

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:

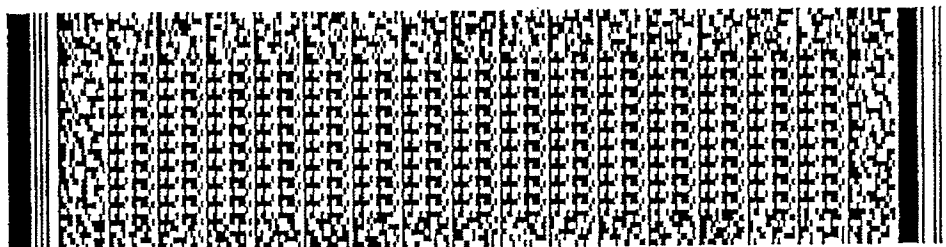
- a** Did the employer fail to transmit to the plan any participant contributions within the maximum time period described in 29 CFR 2510.3-102? (see instructions)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)
- c** Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)
- d** Did the plan engage in any nonexempt transaction with any party-in-interest? (Attach Schedule G (Form 5500) Part III if "Yes" is checked)
- e** Was this plan covered by a fidelity bond?
- f** Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?
- g** Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?
- h** Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?
- i** Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)
- j** Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements)
- k** Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan or brought under the control of the PBGC?

	Yes	No	Amount
a		X	
b		X	
c		X	
d		X	
e	X		2,000,000
f		X	
g		X	
h		X	
i	X		
j	X		
k		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year Yes No Amount _____

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
_____	_____	_____
_____	_____	_____
_____	_____	_____



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**SCHEDULE P
(Form 5500)**

**Annual Return of Fiduciary
of Employee Benefit Trust**

Official Use Only
OMB No. 1210-0110

2001

This schedule may be filed to satisfy the requirements under section 6033(a) for an annual information return from every section 401(a) organization exempt from tax under section 501(a).

Filing this form will start the running of the statute of limitations under section 6501(a) for any trust described in section 401(a) that is exempt from tax under section 501(a).

**This Form Is
Open to Public
Inspection.**

Department of the Treasury
Internal Revenue Service

▶ File as an attachment to Form 5500 or 5500-EZ.

For the trust calendar year 2001
or fiscal trust year beginning

0 4 0 1 2 0 0 1 and ending 0 3 3 1 2 0 0 2

Please type or print

1a Name of trustee or custodian

J P M O R G A N C H A S E B A N K A S T R U S T E E F O R

b Number, street, and room or suite no. (If a P.O. box, see the instructions for Form 5500 or 5500-EZ.)

3 M E T R O T E C H - 5 T H F L O O R

c City or town

State ZIP code

B R O O K L Y N

N Y 1 1 2 4 5

2a Name of trust

B E R T B E L L / P E T E R O Z E L L E N F L P L A Y E R
R E T I R E M E N T P L A N

b Trust's employer identification number

1 3 6 0 4 3 6 9 6

3 Name of plan if different from name of trust

4 Have you furnished the participating employee benefit plan(s) with the trust financial information required to be reported by the plan(s)?

Yes No

5 Enter the plan sponsor's employer identification number as shown on Form 5500 or 5500-EZ ... ▶

Under penalties of perjury, I declare that I have examined this schedule, and to the best of my knowledge and belief it is true, correct, and complete.

Signature of fiduciary

▶ *Antonella Casano, VP*

Date ▶ 1 2 1 9 2 0 0 2

For Paperwork Reduction Act Notice and OMB Control Nos., see the Inst. for Form 5500 or 5500-EZ. Cat. No. 13504X Schedule P (Form 5500) 2001



v4.1

231040-4

**SCHEDULE R
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Pension and Welfare Benefits
Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

File as an Attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2001

This Form is Open to Public Inspection.

For calendar year 2001 or fiscal plan year beginning 04/01/2001 and ending 03/31/2002

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR	D Employer Identification Number 13-6043636

Part II Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1 \$
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part III Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? Yes No N/A
If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.

6a Enter the minimum required contribution for this plan year	6a \$
b Enter the amount contributed by the employer to the plan for this plan year	6b \$
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c \$

If you completed line 6c, do not complete the remainder of this schedule.

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A
Do not complete line 8, if the plan is a multiemployer plan or a plan with 100 or fewer participants during the prior plan year (see inst.).

8 Is the employer electing to compute minimum funding for this plan year using the transitional rule provided in Code section 412(l)(11) and ERISA section 302(d)(11)? Yes No N/A

Part IV Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased the value of benefits? (see instructions) Yes No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v4.1 Schedule R (Form 5500) 2001



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**SCHEDULE T
(Form 5500)**

Qualified Pension Plan Coverage Information

Department of the Treasury
Internal Revenue Service

This form is required to be filed under section 6058(a) of the
Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

Official Use Only
OMB No. 1210-0110
2001
This Form is Open to Public Inspection.

For calendar year 2001 or fiscal plan year beginning **04/01/2001** and ending **03/31/2002**

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR	D Employer Identification Number 13-6043636

Note: If the plan is maintained by:

- More than one employer and benefits employees who are not collectively-bargained employees, a separate Schedule T may be required for each employer (see the instruction for line 1).
- An employer that operates qualified separate lines of business (QSLOBs) under Code section 414(r), a separate Schedule T may be required for each QSLOB (see the instruction for line 2).

1 If this schedule is being filed to provide coverage information regarding the noncollectively bargained employees of an employer participating in a plan maintained by more than one employer, enter the name and EIN of the participating employer.

1a Name of participating employer	1b Employer identification number
--	--

2 If the employer maintaining the plan operates QSLOBs, enter the following information:

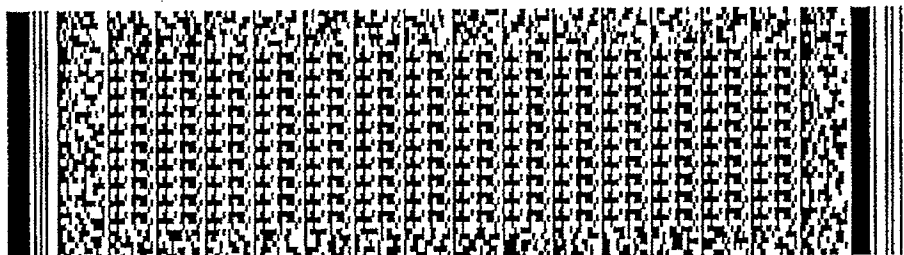
- a** The number of QSLOBs that the employer operates is _____.
- b** The number of such QSLOBs that have employees benefiting under this plan is _____.
- c** Does the employer apply the minimum coverage requirements to this plan on an employer-wide rather than a QSLOB basis? ... Yes No
- d** If the entry on line 2b is two or more and line 2c is "No," identify the QSLOB to which the coverage information given on line 3 or 4 relates.
▶

3 Exceptions -- Check the box before each statement that describes the plan or the employer. Also see instructions.

If you check any box, do not complete the rest of this Schedule.

- a** The employer employs only highly compensated employees (HCEs).
- b** No HCEs benefited under the plan at anytime during the plan year.
- c** The plan benefits only collectively-bargained employees.
- d** The plan benefits all nonexcludable nonhighly compensated employees of the employer (as defined in Code sections 414(b), (c), and (m)), including leased employees and self-employed individuals.
- e** The plan is treated as satisfying the minimum coverage requirements under Code section 410(b)(6)(C).

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v4.1 Schedule T (Form 5500) 2001



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- 4 Enter the date the plan year began for which coverage data is being submitted. Month _____ Day _____ Year _____
- a Did any leased employees perform services for the employer at any time during the plan year? Yes No
- b In testing whether the plan satisfies the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4), does the employer aggregate plans? Yes No
- c Complete the following:

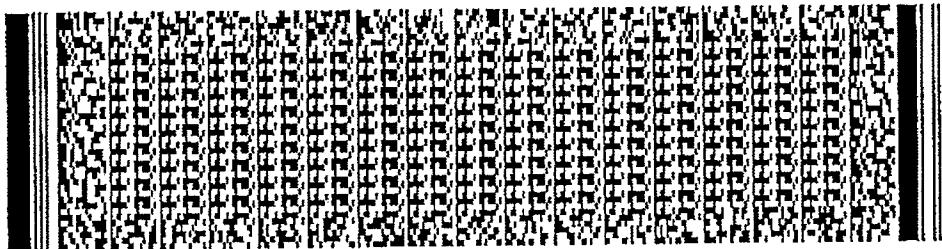
(1) Total number of employees of the employer (as defined in Code section 414(b), (c), and (m)), including leased employees and self-employed individuals	c(1)
(2) Number of excludable employees as defined in IRS regulations (see instructions)	c(2)
(3) Number of nonexcludable employees. (Subtract line 4c(2) from line 4c(1))	c(3)
(4) Number of nonexcludable employees (line 4c(3)) who are HCEs	c(4)
(5) Number of nonexcludable employees (line 4c(3)) who benefit under the plan	c(5)
(6) Number of benefiting nonexcludable employees (line 4c(5)) who are HCEs	c(6)

d Enter the plan's ratio percentage and, if applicable, identify the disaggregated part of the plan to which the information on lines 4c and 4d pertains (see instructions) _____ %

e Identify any disaggregated part of the plan and enter the ratio percentage or exception (see instructions).

Disaggregated part:	Ratio Percentage:	Exception:
(1) _____	_____	_____
(2) _____	_____	_____
(3) _____	_____	_____

f This plan satisfies the coverage requirements on the basis of (check one): (1) the ratio percentage test (2) average benefit test



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Application for Extension of Time To File Certain Employee Plan Returns

OMB No. 1545-0212

File With IRS Only

For Paperwork Reduction Act Notice, see instructions.

File before the normal due date of the Form 5500, 5500-EZ, or 5330 (see instructions)

Name of filer, plan administrator, or plan sponsor (see instructions) BERT BELL/PETE ROZELLE NFL RETIREMENT BOARD Number, street, and room or suite no. (If a P.O. box, see instructions.) 200 ST. PAUL PLACE, SUITE 2420 City or town, state, and ZIP code BALTIMORE MD 21202

Filer's Identifying Number - Check applicable box and enter number (see instructions). [X] Employer identification number (EIN). Filers checking box 1a must enter an EIN. All other filers, see Specific Instructions. 13-6043636 OR [] Social security number (see Specific Instructions)

1 I request an extension of time until 01/15/03 to file (check appropriate box(es)). month day year

a [X] Form 5500 or 5500-EZ (no more than 2 1/2 months).

The application is automatically approved to the date shown on line 1 (above) if: (1) box 1a is checked, (2) the Form 5558 is signed and filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and (3) the date on line 1 is no more than 2 1/2 months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed below.

b [] Form 5330 (no more than 6 months). Payment amount attached is \$ (see instructions)

2 Complete the following for the plan(s) covered by this application (see How To File):

Table with 4 main columns: Plan name/filer, Type of plan (check) - Pension, Welfare, Fringe, Plan number, Plan year ending - Month, Day, Year. Row 1: BERT/BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN, X, 001, 03/31/02

3 State in detail why you need the extension (if line 1b is checked) NEED ADDITONAL TIME TO ALLOW THIRD PARTIES TO FINALIZE INFORMATION TO BE SUBMITTED WITH FORM 5500 AS ATTACHMENTS.

Under penalties of perjury, I declare that to the best of my knowledge and belief the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature: David Abram CPA Date: 10/30/02

Notice to Applicant

To Be Completed by the IRS if Line 1b Is Checked

To Be Completed by the IRS if line 1b is checked. [] This application for extension to file Form 5330 IS approved to the date shown on line 1, if line 1b is checked. [] The date entered on line 1 is more than the 6-month maximum time allowed for Form 5330. [] The application for an extension for Form 5330 is not approved, because it was filed after the normal due date of the return. [] This application for an extension for Form 5330 is not approved, because [] The application was not signed. [] No reason was given on this application or the reason was not acceptable. [] No payment was attached for the tax due on Form 5330. [] Other

A 10-day grace period is granted from the date shown below or the due date of the return, whichever is later. (You must attach a copy of this form to each return you file that is granted a grace period.)

(Date) (Director) By:

Applicants for extension of Form 5330: Complete if you want this Form 5558 returned to an address other than the address shown above.

Please Print or Type Name: ABRAMS, FOSTER, NOLE & WILLIAMS, P.A. Number, street, and room or suite no. (If a P.O. box, see instructions.): 2 HAMILL ROAD, N. QUADRANGLE SUITE 272 City or town, state, and ZIP code: BALTIMORE, MD 21210-1816

Annual Return/Report of Employee Benefit Plan
 This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6039D, 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).
 ▶ Complete all entries in accordance with the instructions to the Form 5500.

Official Use Only
 OMB Nos. 1210 - 0110
 1210 - 0089
2002
 This Form is Open to Public Inspection

Part I Annual Report Identification Information

For the calendar plan year 2002 or fiscal plan year beginning 04/01/2002 and ending 03/31/2003

- A** This return/report is for: (1) a multiemployer plan; (2) a single-employer plan (other than a multiple-employer plan); (3) a multiple-employer plan; or (4) a DFE (specify) _____
- B** This return/report is: (1) the first return/report filed for the plan; (2) an amended return/report; (3) the final return/report filed for the plan; (4) a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here
- D** If filing under an extension of time or the DFVC program, check box and attach required information (see instructions)

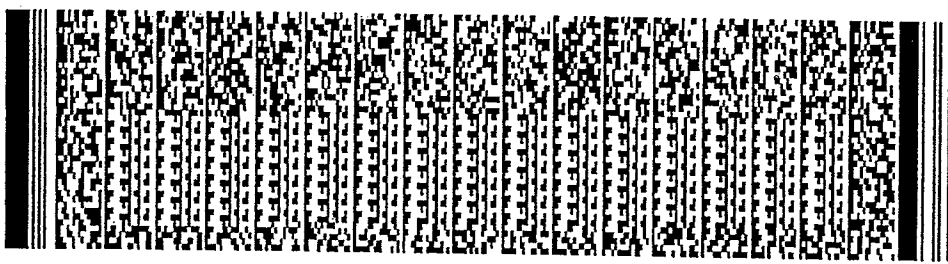
Part II Basic Plan Information -- enter all requested information.

1a Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan (mo., day, yr.) 09/09/1962
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN 200 ST. PAUL PLACE, SUITE 2420 BALTIMORE MD 21202-2040	2b Employer Identification Number (EIN) 13-6043636
	2c Sponsor's telephone number 800-638-3186
	2d Business code (see instructions) 711210

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.
 Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

SIGN HERE *[Signature]* 1/15/2004 WILLIAM V. BIDWILL/THOMAS J. CONDON
 Signature of plan administrator Date Type or print name of individual signing as plan administrator

SIGN HERE _____ _____ _____
 Signature of employer/plan sponsor/DFE Date Type or print name of individual signing as employer, plan sponsor or DFE



3a Plan administrator's name and address (If same as plan sponsor, enter "Same") SAME	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
---	--

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below: a Sponsor's name	b EIN c PN
---	---------------------------------

5 Preparer information (optional) a Name (including firm name, if applicable) and address	b EIN c Telephone number
---	---

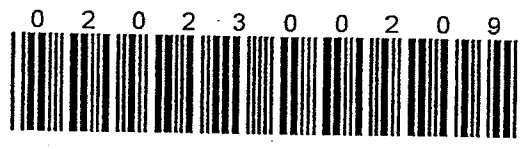
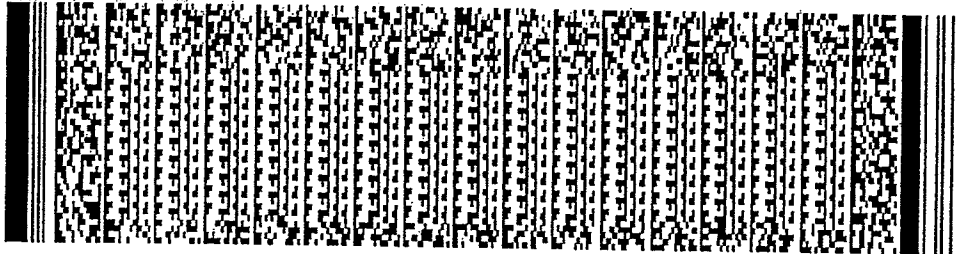
6 Total number of participants at the beginning of the plan year	6	8766
7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)		
a Active participants	7a	2029
b Retired or separated participants receiving benefits	7b	2183
c Other retired or separated participants entitled to future benefits	7c	4586
d Subtotal. Add lines 7a, 7b, and 7c	7d	8798
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	7e	346
f Total. Add lines 7d and 7e	7f	9144
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	7g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	7h	
i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	7i	293

8 Benefits provided under the plan (complete 8a and 8b as applicable)

a Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions):
 1B 1G

b Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions):
 4H 4L

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(i) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(i) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
--	--



10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

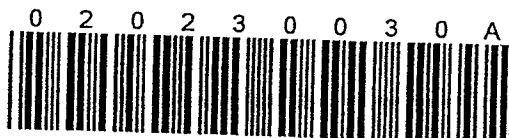
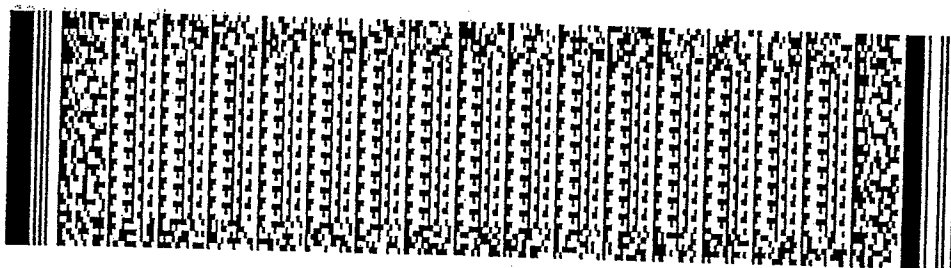
- (1) R (Retirement Plan Information)
- (2) 1 T (Qualified Pension Plan Coverage Information)

If a Schedule T is not attached because the plan is relying on coverage testing information for a prior year, enter the year

- (3) B (Actuarial Information)
- (4) E (ESOP Annual Information)
- (5) SSA (Separated Vested Participant Information)

b Financial Schedules

- (1) H (Financial Information)
- (2) I (Financial Information -- Small Plan)
- (3) A (Insurance Information)
- (4) C (Service Provider Information)
- (5) D (DFE/Participating Plan Information)
- (6) G (Financial Transaction Schedules)
- (7) 1 P (Trust Fiduciary Information)



**SCHEDULE B
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Pension and Welfare Benefits
Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

▶ Attach to Form 5500 or 5500-EZ if applicable.
▶ See separate instructions.

Official Use Only

OMB No. 1210-0110

2002

This Form is Open to Public Inspection (except when attached to Form 5500-EZ)

For calendar plan year 2002 or fiscal plan year beginning 04/01/2002 and ending 03/31/2003

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN		B Three-digit plan number . . . ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ RETIREMENT BOARD OF THE BERT BELL / PETE ROZELLE NFL PL		D Employer Identification Number 13-6043636	
E Type of plan: (1) <input type="checkbox"/> Single-employer (2) <input checked="" type="checkbox"/> Multiemployer (3) <input type="checkbox"/> Multiple-employer		F <input type="checkbox"/> 100 or fewer participants in prior plan year	

Part I Basic Information (To be completed by all plans)

1a Enter the actuarial valuation date: Month 04 Day 01 Year 2002

b Assets:

(1) Current value of assets	b(1)	691110650
(2) Actuarial value of assets for funding standard account	b(2)	640846612
c (1) Accrued liability for plans using immediate gain methods	c(1)	849393835
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).

SIGN HERE

Bruce Gould
Signature of actuary

12/11/2003
Date

BRUCE GOULD

G 02-02767

AON CONSULTING

Type or print name of actuary

Most recent enrollment number
410-547-2800

111 MARKET PLACE
BALTIMORE

Firm name

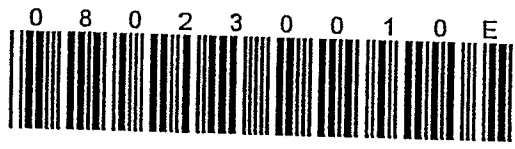
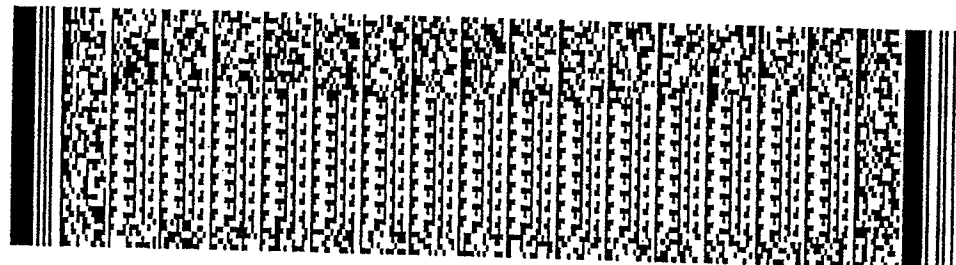
Telephone number (including area code)

MD 21202

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500 or 5500-EZ v5.0 Schedule B (Form 5500) 2002



1d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions) . . .	d(1)	0
(2) "RPA '94" information:		
(a) Current liability	d(2)(a)	962370849
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	25291702
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) "OBRA '87" information:		
(a) Current liability	d(3)(a)	962370849
(b) Expected increase in current liability due to benefits accruing during the plan year	d(3)(b)	25291702
(c) Expected release from "OBRA '87" current liability for the plan year	d(3)(c)	
(4) Expected plan disbursements for the plan year	d(4)	39101020

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)		2a	691110650
b "RPA '94" current liability:			
(1) For retired participants and beneficiaries receiving payments	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(2) For terminated vested participants	2588	358353733	358353733
(3) For active participants	4362	495407652	503048152
(4) Total	1905	85817074	100968964
	8855	939578459	962370849
c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage			2c %

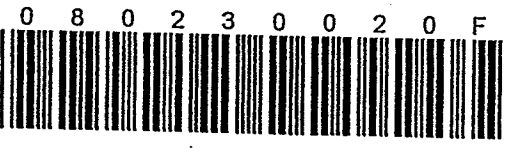
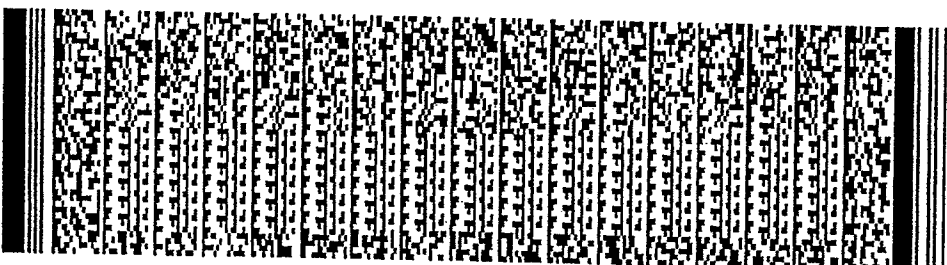
3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Mo.-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Mo.-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
03/31/2003	49599601	0			
			3 Totals	(b) 49599601	(c) 0

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions)		4a	%
b If line 4a is less than 100%, see instructions, and complete the following table as applicable:			

Liquidity shortfall as of end of Quarter of this plan year			
(1)	(2)	(3)	(4)
1st	2nd	3rd	4th



- 5** Actuarial cost method used as the basis for this plan year's funding standard account computation:
- a** Attained age normal **b** Entry age normal **c** Accrued benefit (unit credit)
- d** Aggregate **e** Frozen initial liability **f** Individual level premium
- g** Individual aggregate **h** Other (specify) _____
- i** Has a change been made in funding method for this plan year? Yes No

j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? Yes No

k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method. Month Day Year

6 Checklist of certain actuarial assumptions:

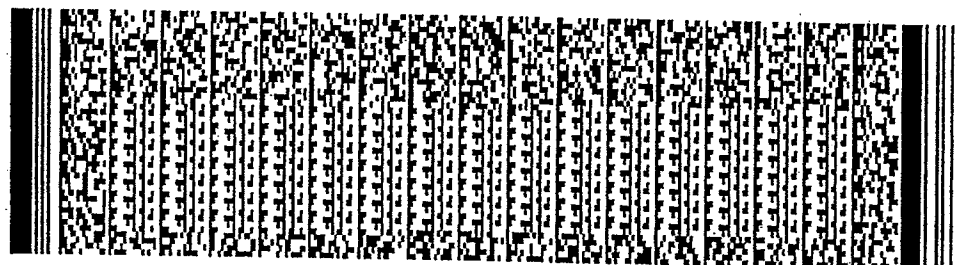
a Interest rates for:					
(1) "RPA '94" current liability	a(1)	6.26	%		<input type="checkbox"/> N/A
(2) "OBRA '87" current liability	a(2)	6.26	%		<input type="checkbox"/> N/A
b Weighted average retirement age	6b	47			<input type="checkbox"/> N/A
c Rates specified in insurance or annuity contracts	6c				<input type="checkbox"/> N/A
		Pre-retirement		Post-retirement	
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Mortality table code for valuation purposes:					
(1) Males	d(1)	6		6	
(2) Females	d(2)	6		6	
e Valuation liability interest rate	6e	7.25	%	7.25	<input type="checkbox"/> N/A
f Expense loading	6f	16.9	%	0.0	<input type="checkbox"/> N/A
g Annual withdrawal rates:		Male		Female	
(1) Age 25	g(1)	U	%	U	%
(2) Age 40	g(2)	U	%	U	%
(3) Age 55	g(3)	U	%	U	%
h Salary scale	6h				<input checked="" type="checkbox"/> N/A
i Estimated investment return on actuarial value of assets for the year ending on the valuation date	6i			2.0	%

7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit
3	-125518055	-9669234
1	-29562857	-3074390

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval Month Day Year



0 8 0 2 3 0 0 3 0 G

8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions **▶**

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule Yes No

9 Funding standard account statement for this plan year:

Charges to funding standard account:

a Prior year funding deficiency, if any		.9a	0
b Employer's normal cost for plan year as of valuation date		9b	19991666
c Amortization charges as of valuation date:			
(1) All bases except funding waivers	▶ (\$ 421866738)	c(1)	40060345
(2) Funding waivers	▶ (\$ 0)	c(2)	0
d Interest as applicable on lines 9a, 9b, and 9c		.9d	4353771
e Additional interest charge due to late quarterly contributions, if applicable		9e	
f Adjusted additional funding charge from Part II, line 12q, if applicable	<input checked="" type="checkbox"/> N/A	9f	
g Total charges. Add lines 9a through 9f		9g	64405782

Credits to funding standard account:

h Prior year credit balance, if any		.9h	25379945
i Employer contributions. Total from column (b) of line 3		9i	49599601
j Amortization credits as of valuation date	▶ (\$ 187940071)	9j	21018180
k Interest as applicable to end of plan year on lines 9h, 9i, and 9j		9k	3363864

l Full funding limitation (FFL) and credits

(1) ERISA FFL (accrued liability FFL)	l(1)	272327951	
(2) "OBRA '87" FFL (165% current liability FFL)	l(2)	1045553251	
(3) "RPA '94" override (90% current liability FFL)	l(3)	261459252	
(4) FFL credit before reflecting "OBRA '87" FFL			
(5) Additional credit due to "OBRA '87" FFL	.l(4)		0

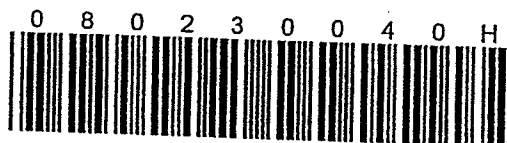
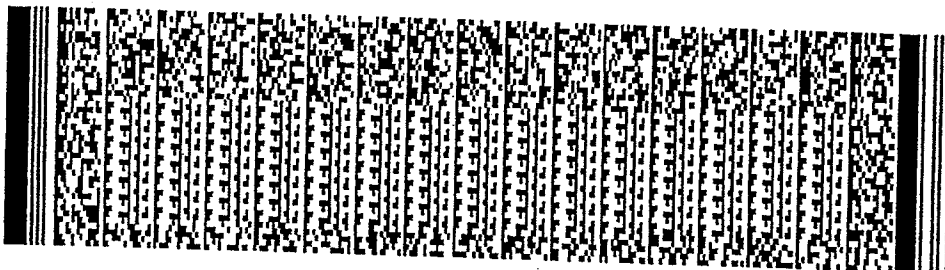
m (1) Waived funding deficiency		.l(5)	0
(2) Other credits		m(1)	0
n Total credits. Add lines 9h through 9k, 9l(4), 9l(5), 9m(1), and 9m(2)		m(2)	0
o Credit balance: If line 9n is greater than line 9g, enter the difference		.9n	99361590
p Funding deficiency: If line 9g is greater than line 9n, enter the difference		.9o	34955808
Reconciliation account:		9p	0

q Current year's accumulated reconciliation account:

(1) Due to additional funding charges as of the beginning of the plan year	q(1)	0	
(2) Due to additional interest charges as of the beginning of the plan year	q(2)	0	
(3) Due to waived funding deficiencies:			
(a) Reconciliation outstanding balance as of valuation date	q(3)(a)	0	
(b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a)	q(3)(b)	0	
(4) Total as of valuation date	q(4)		0

10 Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable **10** 0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions Yes No



Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule B Line 6b & 6g

- 6b: Exception: Age 55 for Players with no Credited Seasons before 1993
- 6g: Withdrawal rates are by service rather than by age. See attached summary of the actuarial assumptions.

Appendix 5

Actuarial Assumptions and Actuarial Cost Method

Mortality Rates: Group Annuity Mortality Table for 1983 without margins.

Disability Mortality Before Age 65: 1965 Railroad Retirement Board select and ultimate timetable.

Nonfootball Disability Rates Before Retirement:

<u>Age</u>	<u>Rate</u>
22	.04%
27	.04%
32	.04%
37	.05%
42	.09%
47	.18%
52	.41%

Football Disability Rates: .08% per year for active players and .06% per year for inactive players until age 45 after which it becomes zero. Active players are assumed to become inactive after one year of service or age 30, whichever comes later.

Withdrawal Rates:

<u>For Players With Service of</u>	<u>Rate</u>
1 year	29.1%
2 years	19.7%
3 years	17.0%

Election of Early Payment Benefit: 35% of all players out of football less than two years will elect the benefit two years after leaving football. Active players are assumed to leave football after one season or age 30, whichever is later. No assumption is made for players who have no Credited Seasons before 1993.

Appendix 5

Actuarial Assumptions and Actuarial Cost Method (continued)

Retirement Age: Age 47, except age 55 for players with no Credited Seasons before 1993.

Percent Married: Social Security Awards in 1972.

Age of Player's Wife: Three years younger than player.

Remarriage Rates: 1971 Railroad Retirement Board rates.

Net Investment Return: 7.25%.

Administrative Expenses: \$3,380,337. This amount was the actual administrative expenses during the preceding year.

Actuarial Value of Assets: The actuarial value of the assets is increased for new money (i.e., contributions plus dividends and interest income plus transfers for other plans, less benefit payments and expenses). This preliminary value is then adjusted by 20% of the difference between itself and the actual market value. An additional adjustment is made as necessary so that the final actuarial value is within 20% of market value.

Funding Method: Unit Credit Cost Method, except retrospective term cost based on actual experience during the year for line-of-duty disability benefits.

Amortization for Determining Negotiated Contribution Only: 20 years beginning April 1, 1993; 19 years as of April 1, 1994; etc. In years when there is a zero or a negative unfunded actuarial accrued liability, the negotiated contribution is the amount which is expected to produce a zero unfunded actuarial accrued liability at the end of the plan year.

Appendix 6

Summary of Plan Provisions
Including 2002 Extension Amendment

1. Normal Retirement Pension

(a) Age Requirement: 55

(b) Service Requirement: Three Credited Seasons for those active after 1992. (A player will, under certain circumstances, become vested even if he does not meet the preceding requirements if he has 10 years of service with Clubs in the NFL due to any employment, such as a coach.)

(c) Monthly Amount:

Credited Season	Benefit Credit
Before 1981	\$200
1982 to 1992	230
1993 and 1994	240
1995 and 1996	285
1997	330
1998 through the Plan Year that begins prior to the expiration of the Final League Year	425

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

2. Early Retirement Pension (Not applicable to players who do not have a Credited Season prior to 1993)
 - (a) Age Requirement: 45 through 54
 - (b) Service Requirement: Same as 1(b) above.
 - (c) Monthly Amount: Normal pension actuarially reduced to reflect earlier benefit payments.

3. Deferred Retirement Pension
 - (a) Age Requirement: Over age 55 to age 65
 - (b) Service Requirement: Same as 1(b) above.
 - (c) Monthly Amount: Normal pension actuarially increased to reflect delayed benefit payments.

4. Total and Permanent Disability
 - (a) Age Requirement: Under age 55 when disabled.
 - (b) Service Requirement: None if active, otherwise service required for vested status.
 - (c) Monthly Amount: Normal pension earned except that benefit will be no less than \$4,000 if disability is for active football, active nonfootball, or football degenerative and \$1,500 for inactive nonfootball. An additional \$100 per month will be paid for each dependent child.

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

5. Line-of-Duty Disability

- (a) Age Requirement: None
- (b) Service Requirement: None
- (c) Duration of Payments: 90 months
- (d) Nature of Disability: The disability must have arisen out of football activities and must be expected to persist for at least 12 months and result in player's retirement from professional football. The disability must be substantial in the sense that it results in a major bodily impairment with the percentage loss of function depending upon the particular part of the body involved.
- (e) Monthly Amount: Normal pension earned, but not less than \$1,000 per month.

6. Early Payment Benefit (Not applicable to players who do not have a Credited Season prior to 1993)

- (a) Age Requirement: None
- (b) Service Requirement: Vested and left football on or after March 1, 1977.
- (c) Amount: A lump sum equal to 25% of the actuarial present value of the player's benefit credits as of the date of payment. If the player makes application for this benefit after March 31, 1982, any and all future benefits payable (normal or early retirement, death or disability) will be reduced 25%. If application was made prior to April 1, 1982, only the normal or early retirement benefit will be reduced 25%.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule B Line 6

Appendix 6

**Summary of Plan Provisions
Including 2002 Extension Amendment
(continued)**

7. Preretirement Widow's and Surviving Children's Benefit

- (a) **Eligibility Requirement:** Active player or vested inactive player and survived by widow or dependent children.
- (b) **Monthly Amount:** 50% of the normal pension accrued, but not less than \$3,000 per month for the 48 months immediately following death and no less than \$1,200 per month thereafter. (For vested players not active in a season after 1976, the \$3,000 minimum benefit is not applicable. For vested players active in a season after 1976, but not after 1981, the \$3,000 minimum benefit is \$2,000.)
- (c) **Duration of Payment:** Benefits are paid to the widow until her death or remarriage. If there are surviving dependent children at the point that the widow's benefit ceases, payments will continue to the children until they reach age 19, or age 23 if in college. If any dependent child is mentally or physically incapacitated, benefits will continue for the child's lifetime.
- (d) In the event of the death of a vested player or vested inactive player who (1) had an Hour of Service on or after August 23, 1984, or (2) had an Hour of Service on or after April 1, 1976, who was living on August 23, 1984 and had 10 years of service under the plan, and who was not at the time of his death a retired player, his surviving spouse, if any, shall be eligible to receive a spouse's preretirement death benefit. The spouse's preretirement death benefit is the benefit which would have become payable to such surviving spouse upon the death of such player as if he had retired and died on the day following his annuity starting date and elected benefits in the form of a Joint and Survivor annuity. The benefit begins to be paid as of the first day of the month following the date of the death of the vested player or vested inactive player or, if later, the first day of the month following the month in which such player would have reached his early retirement date had he lived to that date. The monthly benefit payments continue for the life

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

of the surviving spouse. If a spouse is eligible to receive the benefit described in this section and the benefit described in (a), (b), and (c) above, she must elect which one of the two benefits she is to receive.

8. Postretirement Death Benefit

- (a) **Eligibility Requirement:** Upon retirement, pensioners may elect to receive benefit payments in various alternative forms involving survivor benefit protection.
- (b) **Monthly Benefit Amount:** When a player elects a form of pension involving survivor benefit rights, the amount payable to him is actuarially reduced. Upon the player's death, the designated percentage of the pensioner's benefit is thereafter continued for the balance of the beneficiary's lifetime. Alternatively, the player may elect that his benefit payments will be made for at least 10 years. If he dies prior to that time, payments will be continued to the designated beneficiary for the remainder of the 10-year period.

Note:

This is intended to be a brief summary of the most pertinent plan provisions. There are benefits that apply before and after specified dates in the plan which have not been included.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule B Line 9c & 9j

APPENDIX 2

Funding Standard Account: Amortization Credits and Charges as of April 1, 2002

Type*	Date	Years	Original Amount	Annual Payment	As of 4/01/2002	
					Years	Outstanding Balance
Charges						
IL	3/31/1977	40	\$27,413,000	\$1,780,787	14.00	\$16,455,346
PA	11/01/1977	40	1,692,600	112,808	14.42	1,060,414
PA	2/01/1979	40	651,600	43,341	15.83	429,468
PA	1/01/1983	30	14,128,300	1,026,833	9.75	7,513,153
PA	3/31/1989	30	1,303,288	93,144	16.00	928,252
PA	3/31/1992	30	124,393,450	8,968,644	19.00	97,579,722
PA	4/01/1993	30	5,579,111	428,686	21.00	4,883,279
EL	4/01/1994	15	12,801,095	1,331,250	7.00	7,628,030
PA	4/01/1994	30	23,799,617	1,833,394	22.00	21,306,259
EL	4/01/1995	15	27,040,935	2,812,122	8.00	17,836,264
EL	4/01/1997	15	13,020,320	1,354,048	10.00	10,082,931
PA	4/01/1998	30	50,168,724	3,864,728	26.00	47,906,258
EL	4/01/1999	15	8,158,287	848,421	12.00	7,131,981
EL	4/01/2001	15	27,102,402	2,818,515	14.00	26,044,469
PA	4/01/2002	30	125,518,055	9,669,234	30.00	125,518,055
EL	4/01/2002	15	29,562,857	3,074,390	15.00	29,562,857
Total Amortization Charges:				\$40,060,345		\$421,866,738
Credits						
CA	3/31/1978	30	\$270,600	\$18,634	5.00	\$81,401
CA	3/31/1979	30	747,800	51,505	6.00	261,287
CF	3/31/1980	37	1,375,300	91,263	14.00	843,313
PA	3/31/1983	30	484,900	33,994	10.00	253,140
EG	3/31/1989	15	3,855,330	368,411	1.00	368,411
EG	3/31/1990	15	7,170,124	688,385	2.00	1,330,235
EG	3/31/1991	15	10,413,459	1,004,347	3.00	2,813,945
EG	3/31/1992	15	8,803,407	852,844	4.00	3,080,792
EG	3/31/1993	15	10,389,892	1,010,903	5.00	4,415,814
CF	4/01/1993	30	55,410,763	4,257,640	21.00	48,499,825
CA	4/01/1994	30	83,007,633	6,394,461	22.00	74,311,363
EG	4/01/1996	15	590,768	61,437	9.00	424,767
EG	4/01/1998	15	36,549,784	3,800,995	11.00	30,191,794
EG	4/01/2000	15	22,918,036	2,383,361	13.00	21,063,984
Total Amortization Credits:				\$21,018,180		\$187,940,071

* IL = Initial Liability; EL = Experience Loss; PA = Plan Amendment; CA = Changes in Actuarial Assumptions; EG = Experience Gain; CF = Change in Funding Method; FL = Current Liability Full Funding Limitation Base

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Pension and Welfare Benefits Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the
Employee Retirement Income Security Act of 1974.

▶ **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2002

**This Form is Open
to Public Inspection**

For calendar year 2002 or fiscal plan year beginning 04/01/2002 and ending 03/31/2003

A Name of plan
BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

B Three-digit plan number ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR

D Employer Identification Number
13-6043636

Part I Service Provider Information (see instructions)

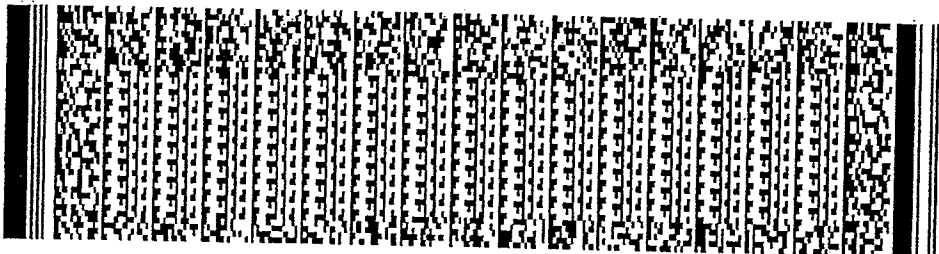
1 Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: 1 1079285

2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

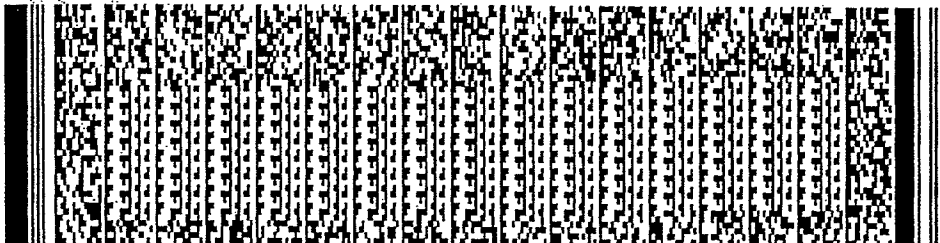
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
		CONTRACT ADMINISTRATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
			12	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
GROOM LAW GROUP	52-1219029	ATTORNEY		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		2312119	22	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v5.0 Schedule C (Form 5500) 2002



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
NEUMEIER INVESTMENT CO.	77-0217352	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		564155	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BRINSON PARTNERS	36-3718331	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		394963	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PACIFIC INVESTMENT	33-0629048	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		381410	21



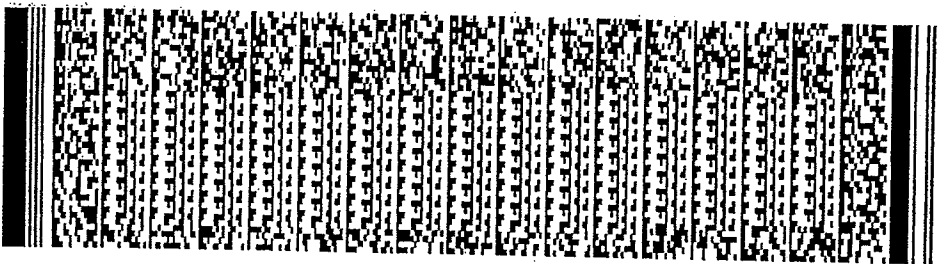
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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
AON/WTR CONSULTING GROUP	22-3339704	ACTUARY		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		359733	11	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
LEGG MASON	52-1268629	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		324448	21	

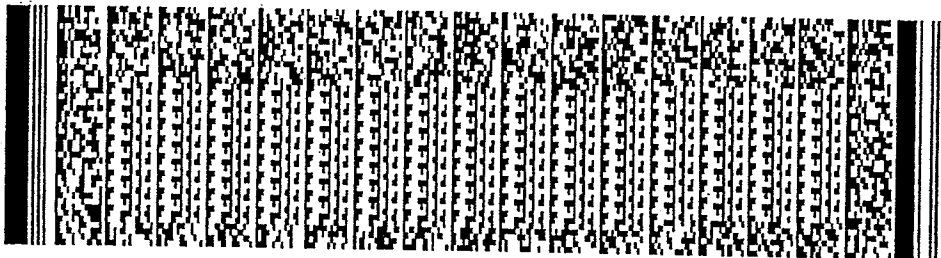
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CHARTWELL INVESTMENT PARTNERS	23-2891243	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		279667	21	



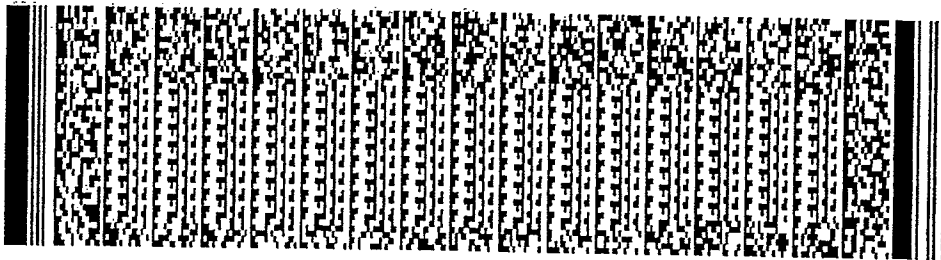
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
BRANDYWINE ASSET	51-0294065	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		244953	21	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CALLAN ASSOCIATES	94-2192581	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		198201	22	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
MELLON BANK	25-0659306	TRUSTEE		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		175100	26	



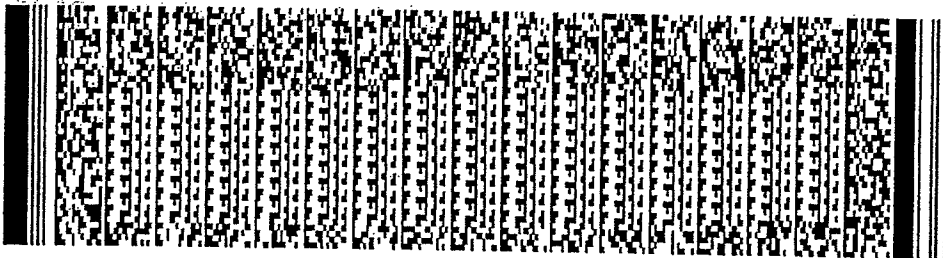
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CHASE MANHATTAN BANK	13-2633612	TRUSTEE		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		173897	26	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
PEACHTREE ASSET	06-1274088	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		167879	21	
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
ADVANCED COMPUTER SOLUTIONS	21-3483157	CONSULTANT		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		158139	17	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
PROVIDENT INVESTMENT COUNSEL	95-4504381	INVESTMENT MANAGER		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		149532	21	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
SARAH E. GAUNT	13-6043636	PLAN DIRECTOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	126869		13	

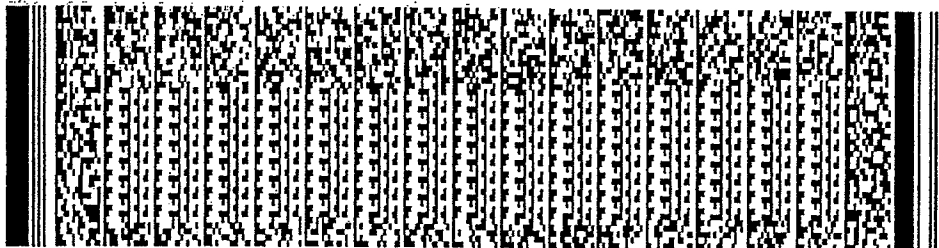
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
FRANK NOBLEZA	13-6043636	COMPUTER PROGRAMMING		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	55675		13	



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
GAY LYNN HECTOR	13-6043636	ASST. PLAN DIRECTOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	51829		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
ROSE MARY EVES	13-6043636	ADMIN. ASSISTANT	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	45362		13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
AKIN, GUMP, STRAUSS, HAUER & FELD	75-1338644	ATTORNEY	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		41213	22



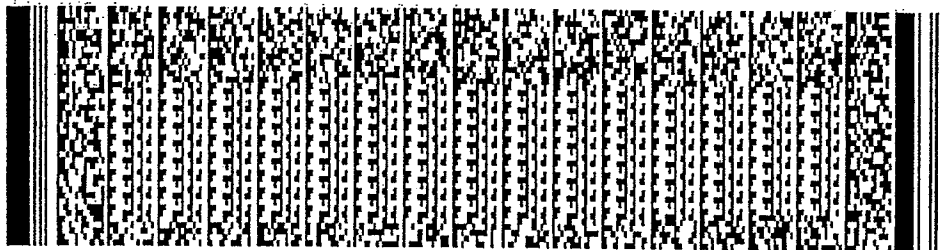
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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CYNTHIA TIMPSON	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	36918		13	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
CHARISSE CALDWELL	13-6043636	BENEFIT COORDINATOR		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE	36231		13	

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position		
THOMAS A. KEATING	33-4327061	CONSULTANT		
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)	
NONE		14436	17	



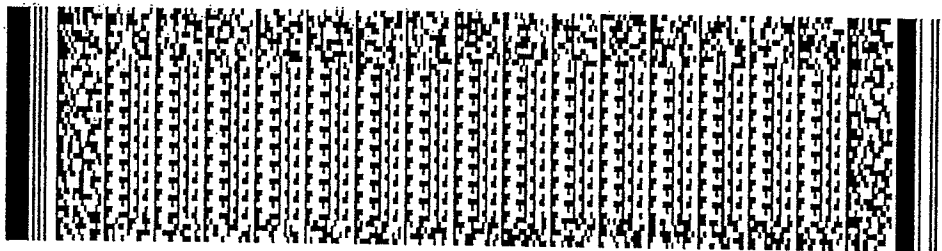
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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
ABRAMS, FOSTER, NOLE & WILLIAMS	52-1854049	AUDITOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		14060	10

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)



Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

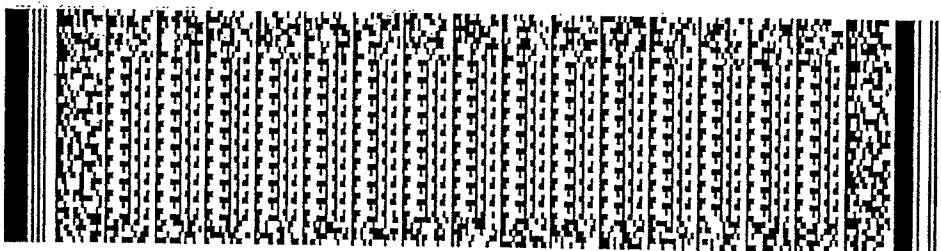
(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



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**SCHEDULE D
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Pension and Welfare Benefits Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2002

**This Form is Open to
Public Inspection**

For calendar plan year 2002 or fiscal plan year beginning 04/01/2002 and ending 03/31/2003

A Name of plan or DFE BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number ▶ <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR	D Employer Identification Number <u>13-6043636</u>

Part 1 Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12IE EB TEMPORARY INVESTMENT FUND

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 62949166

(a) Name of MTIA, CCT, PSA, or 103-12IE BSDT-LATE MONEY DEPOSIT ACCOUNT

(b) Name of sponsor of entity listed in (a) MELLON BANK, N.A.

(c) EIN-PN 25-0659306-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 200029

(a) Name of MTIA, CCT, PSA, or 103-12IE INDEX PLUS SECURITIES LENDING FUND

(b) Name of sponsor of entity listed in (a) STATE STREET BANK & TRUST COMPANY

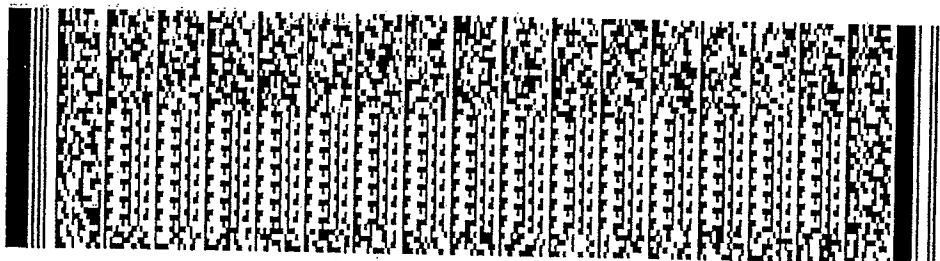
(c) EIN-PN 04-0025081-014 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 43303395

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v5.0 Schedule D (Form 5500) 2002



(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

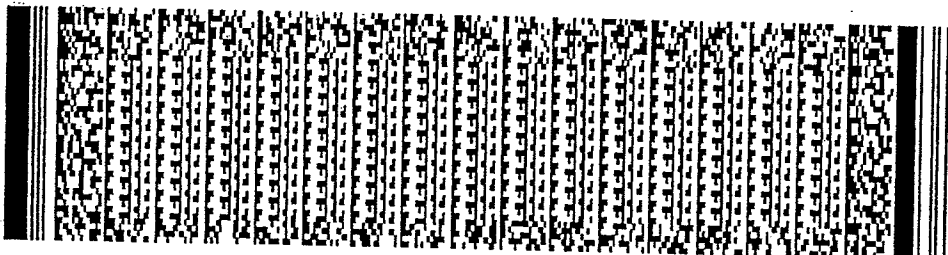
(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____



Part I Information on Participating Plans (to be completed by DFEs)

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

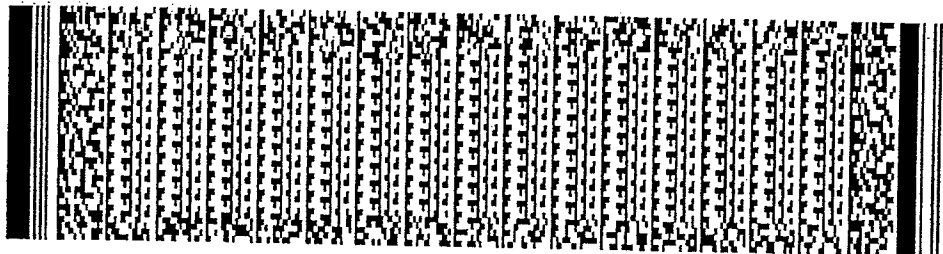
(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____



1 2 0 2 3 0 0 3 0 B



**SCHEDULE H
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Pension and Welfare Benefits
Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2002

This Form is Open to
Public Inspection.

For calendar year 2002 or fiscal plan year beginning 04/01/2002 and ending 03/31/2003

A Name of plan
BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN

B Three-digit plan number 001

C Plan sponsor's name as shown on line 2a of Form 5500
RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR

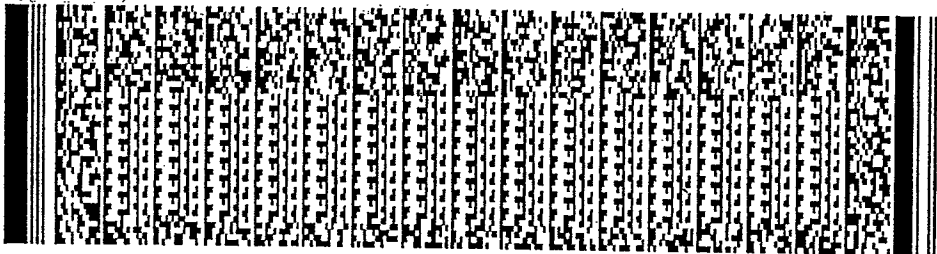
D Employer Identification Number
13-6043636

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. DFEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, 1i, and, except for master trust investment accounts, also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	b(1)		
(2) Participant contributions	b(2)		
(3) Other	b(3)	53566651	38742863
c General investments:			
(1) Interest-bearing cash (incl. money market accounts and certificates of deposit)	c(1)	2261928	26620
(2) U.S. Government securities	c(2)	57175480	40029720
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	c(3)(A)		
(B) All other	c(3)(B)	28516021	51361173
(4) Corporate stocks (other than employer securities):			
(A) Preferred	c(4)(A)	23901584	2316481
(B) Common	c(4)(B)	472755928	328178798
(5) Partnership/joint venture interests	c(5)		
(6) Real estate (other than employer real property)	c(6)		
(7) Loans (other than to participants)	c(7)		
(8) Participant loans	c(8)		
(9) Value of interest in common/collective trusts	c(9)	81511297	106452590
(10) Value of interest in pooled separate accounts	c(10)		
(11) Value of interest in master trust investment accounts	c(11)		
(12) Value of interest in 103-12 investment entities	c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	c(13)	26507231	66086184
(14) Value of funds held in insurance co. general account (unallocated contracts)	c(14)		
(15) Other	c(15)	93643	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v5.0 Schedule H (Form 5500) 2002



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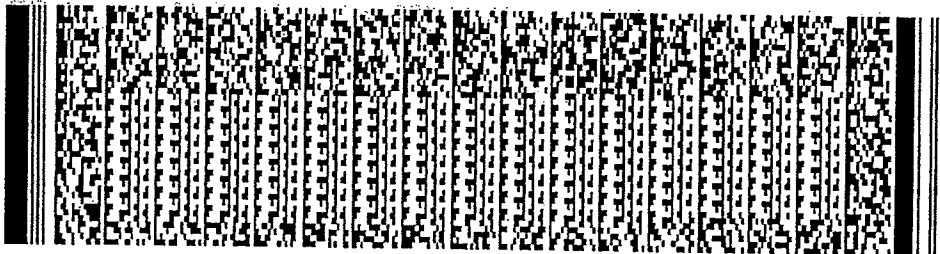


		(a) Beginning of Year	(b) End of Year
d	Employer-related investments:		
(1)	Employer securities		
(2)	Employer real property		
e	Buildings and other property used in plan operation		
f	Total assets (add all amounts in lines 1a through 1e)	746289763	633194429
Liabilities			
g	Benefit claims payable		
h	Operating payables	1799873	1396997
i	Acquisition indebtedness		
j	Other liabilities	53379240	37789474
k	Total liabilities (add all amounts in lines 1g through 1j)	55179113	39186471
Net Assets			
l	Net assets (subtract line 1k from line 1f)	691110650	594007958

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
Income			
a	Contributions:		
(1)	Received or receivable in cash from:		
(A)	Employers	49599601	
(B)	Participants		
(C)	Others (including rollovers)		
(2)	Noncash contributions		
(3)	Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)		49599601
b	Earnings on investments:		
(1)	Interest:		
(A)	Interest-bearing cash (including money market accounts and certificates of deposit)	1418	
(B)	U.S. Government securities	2066901	
(C)	Corporate debt instruments:		
(D)	Loans (other than to participants)		
(E)	Participant loans		
(F)	Other	2651713	
(G)	Total interest. Add lines 2b(1)(A) through (F)		4720032
(2)	Dividends:		
(A)	Preferred stock	374841	
(B)	Common stock	8302023	
(C)	Total dividends. Add lines 2b(2)(A) and (B)		8676864
(3)	Rents		
(4)	Net gain (loss) on sale of assets:		
(A)	Aggregate proceeds	413538627	
(B)	Aggregate carrying amount (see instructions)	451091477	
(C)	Subtract line 2b(4)(B) from line 2b(4)(A) and enter result		-37552850



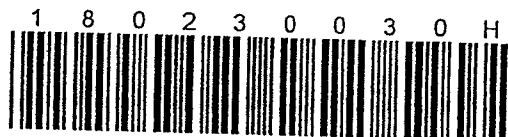
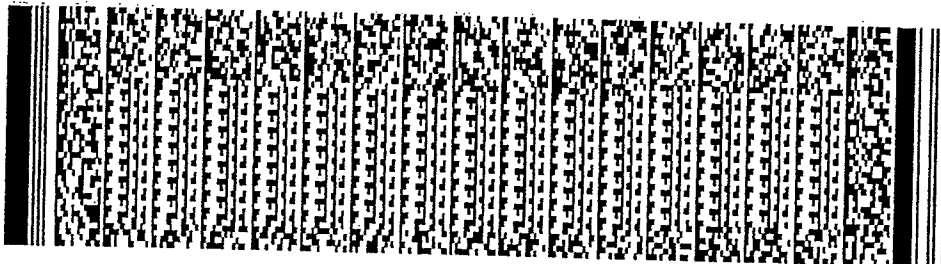
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	(a) Amount	(b) Total
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	b(5)(A)	
(B) Other	b(5)(B)	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	0
(6) Net investment gain (loss) from common/collective trusts	b(6)	-52717745
(7) Net investment gain (loss) from pooled separate accounts	b(7)	
(8) Net investment gain (loss) from master trust investment accounts	b(8)	
(9) Net investment gain (loss) from 103-12 investment entities	b(9)	
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	b(10)	-15800249
c Other income	c	
d Total income. Add all income amounts in column (b) and enter total	d	-43074347
Expenses		
e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	e(1)	46642271
(2) To insurance carriers for the provision of benefits	e(2)	
(3) Other	e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	e(4)	46642271
f Corrective distributions (see instructions)	f	
g Certain deemed distributions of participant loans (see instructions)	g	
h Interest expense	h	
i Administrative expenses: (1) Professional fees	i(1)	2752658
(2) Contract administrator fees	i(2)	
(3) Investment advisory and management fees	i(3)	3012844
(4) Other	i(4)	1620572
(5) Total administrative expenses. Add lines 2i(1) through (4)	i(5)	7386074
j Total expenses. Add all expense amounts in column (b) and enter total	j	54028345
Net Income and Reconciliation		
k Net income (loss) (subtract line 2j from line 2d)	k	-97102692
l Transfers of assets		
(1) To this plan	l(1)	
(2) From this plan	l(2)	

Part III Accountant's Opinion

- 3 The opinion of an independent qualified public accountant for this plan is (see instructions):
- a Attached to this Form 5500 and the opinion is: (1) Unqualified (2) Qualified (3) Disclaimer (4) Adverse
- b Not attached because: (1) the Form 5500 is filed for a CCT, PSA or MTIA.
 (2) the opinion will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.
- c Also check this box if the accountant performed a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 2520.103-12(d)
- d If an accountant's opinion is attached, enter the name and EIN of the accountant (or accounting firm)
 ABRAMS, FOSTER, NOLE & WILLIAMS 52-1854049



Part IV Transactions During Plan Year

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:

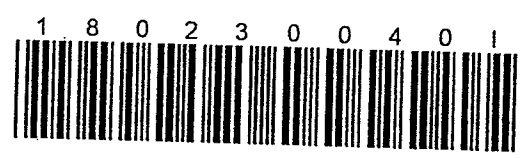
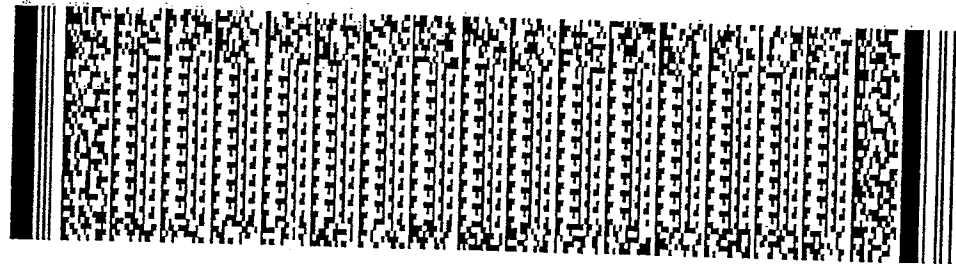
- a** Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (see instructions and DOL's Voluntary Fiduciary Correction Program)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)
- c** Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)
- d** Did the plan engage in any nonexempt transaction with any party-in-interest? (Attach Schedule G (Form 5500) Part III if "Yes" is checked)
- e** Was this plan covered by a fidelity bond?
- f** Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?
- g** Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?
- h** Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?
- i** Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)
- j** Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements)
- k** Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan or brought under the control of the PBGC?

	Yes	No	Amount
a		X	
b		X	
c		X	
d		X	
e	X		2000000
f		X	
g		X	
h		X	
i	X		
j	X		
k		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year Yes No Amount _____

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)



SCHEDULE P
(FORM 5500)

Annual Return of Fiduciary
of Employee Benefit Trust

This schedule may be filed to satisfy the requirements under section 6033(a) for an annual information return from every section 401(a) organization exempt from tax under section 501(a).

Filing this form will start the running of the statute of limitations under section 6501(a) for any trust described in section 401(a) that is exempt from tax under section 501(a).

File as an attachment to Form 5500 or 5500-EZ.

Department of the Treasury
Internal Revenue Service

Official Use Only

OMB No. 1210-0110

2002

This Form is Open to
Public Inspection.

For trust calendar year 2002 or fiscal year beginning 04/01/2002 and ending 03/31/2003

1a Name of trustee or custodian

MELLON BANK, N.A.

b Number, street, and room or suite no. (If a P.O. box, see the instructions for Form 5500 or 5500-EZ.)

ONE MELLON BANK CENTER

c City or town, state, and ZIP code

PITTSBURGH PA 15258-0001

2a Name of trust

BERT BELL NFL PLAYER RETIREMENT PLAN

b Trust's employer identification number 13-6043636

3 Name of plan if different from name of trust

BERT BELL NFL PLAYER RETIREMENT PLAN

4 Have you furnished the participating employee benefit plan(s) with the trust financial information required to be reported by the plan(s)?

Yes No

5 Enter the plan sponsor's employer identification number as shown on Form 5500 or 5500-EZ

Under penalties of perjury, I declare that I have examined this schedule, and to the best of my knowledge and belief it is true, correct, and complete.

SIGN
HERE

Signature of
fiduciary

[Handwritten Signature]

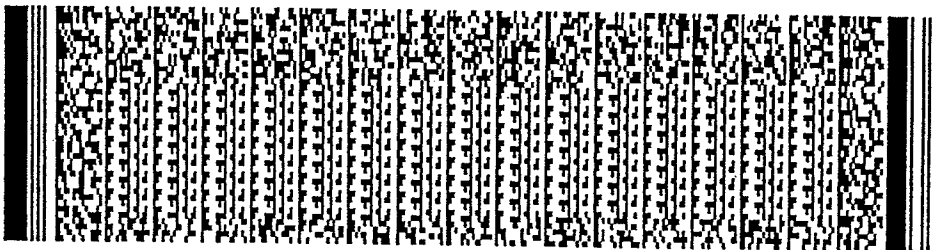
Date

7/7/03

For the Paperwork Reduction Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-EZ.

v5.0

Schedule P (Form 5500) 2002



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**SCHEDULE R
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Pension and Welfare Benefits
Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

File as an Attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2002

This Form is Open to
Public Inspection.

For calendar year 2002 or fiscal plan year beginning 04/01/2002 and ending 03/31/2003

A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR	D Employer Identification Number 13-6043636

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** \$

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits).
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? Yes No N/A
If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver. Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.

6a Enter the minimum required contribution for this plan year **6a** \$

b Enter the amount contributed by the employer to the plan for this plan year **6b** \$

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c** \$

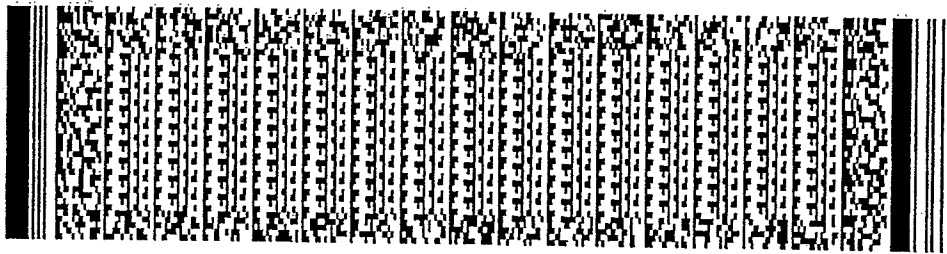
If you completed line 6c, do not complete the remainder of this schedule.

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III Amendments

8 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased the value of benefits? (see instructions) Yes No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v5.0 Schedule R (Form 5500) 2002



**SCHEDULE T
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Qualified Pension Plan Coverage Information

This form is required to be filed under section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2002

**This Form is Open to
Public Inspection.**

For calendar year 2002 or fiscal plan year beginning <u>04/01/2002</u> and ending <u>03/31/2003</u>	
A Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIR	D Employer Identification Number <u>13-6043636</u>

Note: If the plan is maintained by:

- More than one employer and benefits employees who are not collectively-bargained employees, a separate Schedule T may be required for each employer (see the instruction for line 1).
- An employer that operates qualified separate lines of business (QSLOBs) under Code section 414(r), a separate Schedule T may be required for each QSLOB (see the instruction for line 2).

1 If this schedule is being filed to provide coverage information regarding the noncollectively bargained employees of an employer participating in a plan maintained by more than one employer, enter the name and EIN of the participating employer:

1a Name of participating employer	1b Employer identification number
--	--

2 If the employer maintaining the plan operates QSLOBs, enter the following information:

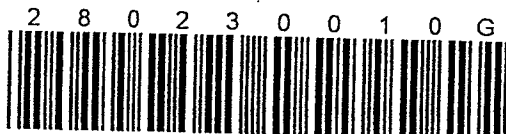
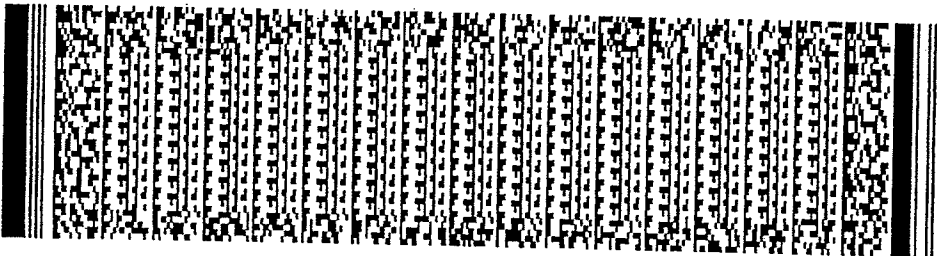
- a** The number of QSLOBs that the employer operates is _____.
- b** The number of such QSLOBs that have employees benefiting under this plan is _____.
- c** Does the employer apply the minimum coverage requirements to this plan on an employer-wide rather than a QSLOB basis? ... Yes No
- d** If the entry on line 2b is two or more and line 2c is "No," identify the QSLOB to which the coverage information given on line 3 or 4 relates.
▶

3 Exceptions -- Check the box before each statement that describes the plan or the employer. Also see instructions.

If you check any box, do not complete the rest of this Schedule.

- a** The employer employs only highly compensated employees (HCEs).
- b** No HCEs benefited under the plan at anytime during the plan year.
- c** The plan benefits only collectively-bargained employees.
- d** The plan benefits all nonexcludable nonhighly compensated employees of the employer (as defined in Code sections 414(b), (c), and (m)), including leased employees and self-employed individuals.
- e** The plan is treated as satisfying the minimum coverage requirements under Code section 410(b)(6)(C).

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v5.0 Schedule T (Form 5500) 2002



- 4 Enter the date the plan year began for which coverage data is being submitted. Month ____ Day ____ Year ____
- a Did any leased employees perform services for the employer at any time during the plan year? Yes No
- b In testing whether the plan satisfies the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4), does the employer aggregate plans? Yes No
- c Complete the following:

- (1) Total number of employees of the employer (as defined in Code section 414(b), (c), and (m)), including leased employees and self-employed individuals
- (2) Number of excludable employees as defined in IRS regulations (see instructions)
- (3) Number of nonexcludable employees. (Subtract line 4c(2) from line 4c(1))
- (4) Number of nonexcludable employees (line 4c(3)) who are HCEs
- (5) Number of nonexcludable employees (line 4c(3)) who benefit under the plan
- (6) Number of benefiting nonexcludable employees (line 4c(5)) who are HCEs

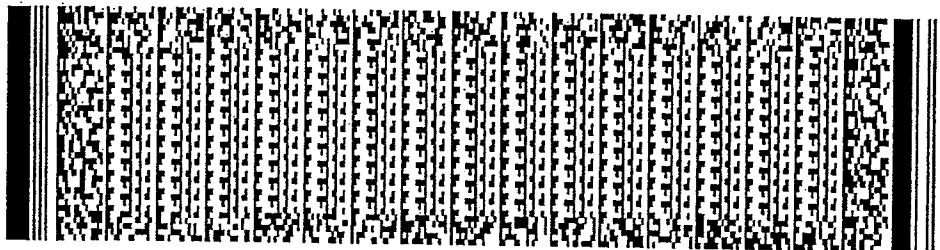
c(1)	_____
c(2)	_____
c(3)	_____
c(4)	_____
c(5)	_____
c(6)	_____
d	_____ %

d Enter the plan's ratio percentage and, if applicable, identify the disaggregated part of the plan to which the information on lines 4c and 4d pertains (see instructions) ▶ _____

e Identify any disaggregated part of the plan and enter the ratio percentage or exception (see instructions).

Disaggregated part:	Ratio Percentage:	Exception:
(1) _____	_____	_____
(2) _____	_____	_____
(3) _____	_____	_____

f This plan satisfies the coverage requirements on the basis of (check one): (1) the ratio percentage test (2) average benefit test



Application for Extension of Time To File Certain Employee Plan Returns

OMB No. 1545-0212

File With IRS Only

▶ For Paperwork Reduction Act Notice, see instructions.

File before the normal due date of the Form 5500, 5500-EZ, or 5330 (see instructions)	Name of filer, plan administrator, or plan sponsor (see instructions) BERT BELL/PETE ROZELLE NFL RETIREMENT BOARD	Filer's Identifying Number — Check applicable box and enter number (see instructions). <input checked="" type="checkbox"/> Employer identification number (EIN). Filers checking box 1a must enter an EIN. All other filers, see Specific Instructions. ▶ 13-6043636 OR <input type="checkbox"/> Social security number (see Specific Instructions)
	Number, street, and room or suite no. (If a P.O. box, see instructions.) 200 ST. PAUL PLACE SUITE 2420	
	City or town, state, and ZIP code BALTIMORE, MD 21212	

1 I request an extension of time until 01/15/04 to file (check appropriate box(es)).
month day year

a Form 5500 or 5500-EZ (no more than 2½ months).

The application is automatically approved to the date shown on line 1 (above) if: (1) box 1a is checked, (2) the Form 5558 is signed and filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and (3) the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed below.

b Form 5330 (no more than 6 months). Payment amount attached is \$ _____ (see instructions)

2 Complete the following for the plan(s) covered by this application (see How To File):

Plan name/filer	Type of plan (check)			Plan number	Plan year ending		
	Pension	Welfare	Fringe		Month	Day	Year
BERT/BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	X			001	03	31	03

3 State in detail why you need the extension (if line 1b is checked) **NEED ADDITONAL TIME TO ALLOW THIRD PARTIES TO FINALIZE INFORMATION TO BE SUBMITTED WITH FORM 5500 AS ATTACHMENTS.**

Under penalties of perjury, I declare that to the best of my knowledge and belief the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ▶ *Derek Adams CPA* Date ▶ 7/22/03

Notice to Applicant

To Be Completed by the IRS if Line 1b is Checked

To Be Completed by the IRS if line 1b is checked ▼

This application for extension to file Form 5330 IS approved to the date shown on line 1, if line 1b is checked. (You must attach an approved copy of this form to each Form 5330 that was granted an extension.)

The date entered on line 1 is more than the 6-month maximum time allowed for Form 5330. This application is approved to _____ (You must attach an approved copy of this form to each Form 5330 that was granted an extension.)

The application for an extension for Form 5330 is not approved, because it was filed after the normal due date of the return. (A 10-day grace period is not granted.)

This application for an extension for Form 5330 is not approved, because

- The application was not signed.
- No reason was given on this application or the reason was not acceptable.
- No payment was attached for the tax due on Form 5330.
- Other ▶ _____

A 10-day grace period is granted from the date shown below or the due date of the return, whichever is later. (You must attach a copy of this form to each return you file that is granted a grace period.)

(Date) _____ (Director) _____ By: _____

Applicants for extension of Form 5330: Complete if you want this Form 5558 returned to an address other than the address shown above.

Please Print or Type	Name ABRAMS, FOSTER, NOLE & WILLIAMS, P.A.	
	Number, street, and room or suite no. (If a P.O. box, see instructions.) 2 HAMILL ROAD, N. QUADRANGLE, SUITE 272	
	City or town, state, and ZIP code BALTIMORE, MD 21210-1816	

Annual Return/Report of Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ Complete all entries in accordance with the instructions to the Form 5500.

Official Use Only
OMB Nos. 1210-0110
1210-0089

2003

This Form is Open to
Public Inspection.

Part I Annual Report Identification Information

For the calendar plan year 2003 or fiscal plan year beginning 04/01/2003 and ending 03/31/2004

A This return/report is for: (1) a multiemployer plan; (2) a single-employer plan (other than a multiple-employer plan); (3) a multiple-employer plan; or (4) a DFE (specify) _____

B This return/report is: (1) the first return/report filed for the plan; (2) an amended return/report; (3) the final return/report filed for the plan; (4) a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here _____
D If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions)

Part II Basic Plan Information -- enter all requested information.

1a Name of plan BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN.		1b Three-digit plan number (PN) ▶	001
		1c Effective date of plan (mo., day, yr.)	09/09/1962
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN 200 ST. PAUL PLACE, SUITE 2420 BALTIMORE MD 21202-2040		2b Employer Identification Number (EIN)	13-6043636
		2c Sponsor's telephone number	800-638-3186
		2d Business code (see instructions)	711210

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

SIGN HERE JEFFREY A. VAN NOTE
Jeffrey A. Van Note 1/13/05
 Signature of plan administrator Date

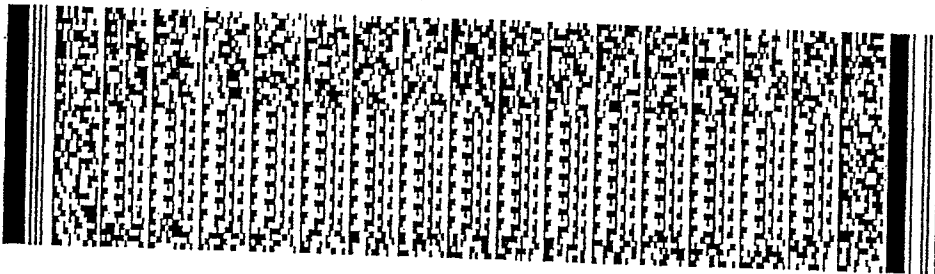
WILLIAM V. BIDWILL/
 Type or print name of individual signing as plan administrator

SIGN HERE
 Signature of employer/plan sponsor/DFE Date
 Type or print name of individual signing as employer, plan sponsor or DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

v6.1

Form 5500 (2003)



3a Plan administrator's name and address (If same as plan sponsor, enter "Same")
SAME

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:

a Sponsor's name

b EIN

c PN

5 Preparer information (optional) a Name (including firm name, if applicable) and address

b EIN

c Telephone number

6	Total number of participants at the beginning of the plan year	6	9144
7	Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)		
a	Active participants	7a	2030
b	Retired or separated participants receiving benefits	7b	2283
c	Other retired or separated participants entitled to future benefits	7c	4717
d	Subtotal. Add lines 7a, 7b, and 7c	7d	9030
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	7e	331
f	Total. Add lines 7d and 7e	7f	9361
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	7g	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	7h	
i	If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	7i	239

8 Benefits provided under the plan (complete 8a and 8b as applicable)

- a Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 1B 1G [] [] [] [] [] [] [] [] [] []
- b Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions): 4H 4L [] [] [] [] [] [] [] [] [] []

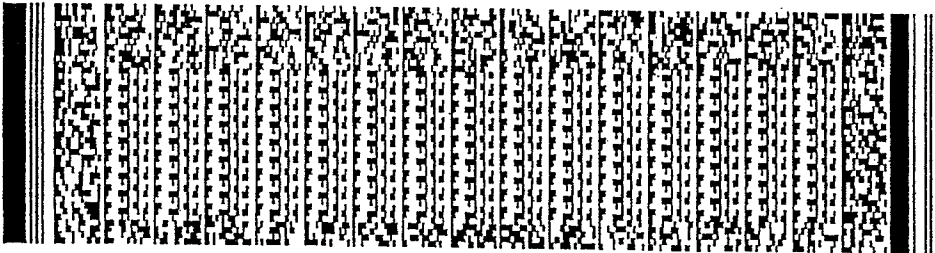
9a Plan funding arrangement (check all that apply)

- (1) Insurance
- (2) Code section 412(i) insurance contracts
- (3) Trust
- (4) General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) Insurance
- (2) Code section 412(i) insurance contracts
- (3) Trust
- (4) General assets of the sponsor

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10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

- (1) R (Retirement Plan Information)
- (2) 1 T (Qualified Pension Plan Coverage Information)

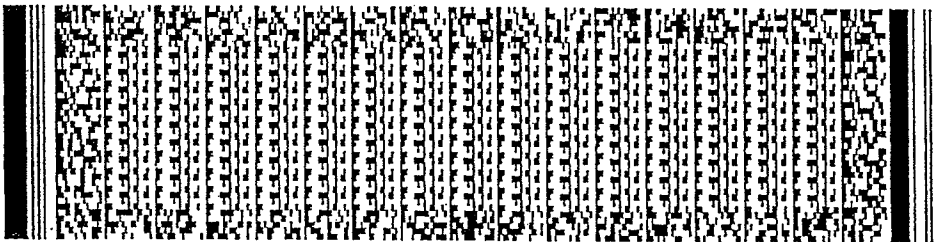
If a Schedule T is not attached because the plan is relying on coverage testing information for a prior year, enter the year ▶ _____

- (3) B (Actuarial Information)
- (4) E (ESOP Annual Information)
- (5) SSA (Separated Vested Participant Information)

b Financial Schedules

- (1) H (Financial Information)
- (2) I (Financial Information -- Small Plan)
- (3) A (Insurance Information)
- (4) C (Service Provider Information)
- (5) D (DFE/Participating Plan Information)
- (6) G (Financial Transaction Schedules)
- (7) 1 P (Trust Fiduciary Information)

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0 2 0 3 6 5 0 3 0 J



**SCHEDULE B
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

- ▶ Attach to Form 5500 or 5500-EZ if applicable.
- ▶ See separate instructions.

Official Use Only

OMB No. 1210-0110

2003

This Form is Open to Public Inspection (except when attached to Form 5500-EZ).

For calendar plan year 2003 or fiscal plan year beginning 04/01/2003 and ending 03/31/2004

▶ Round off amounts to nearest dollar.

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT P		B Three-digit plan number ... ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ RETIREMENT BOARD OF THE BERT BELL / PETE ROZELLE		D Employer Identification Number 13-6043636	
E Type of plan: (1) <input type="checkbox"/> Single-employer (2) <input checked="" type="checkbox"/> Multiemployer (3) <input type="checkbox"/> Multiple-employer		F <input type="checkbox"/> 100 or fewer participants in prior plan year	

Part I Basic Information (To be completed by all plans)

1a Enter the actuarial valuation date: Month 04 Day 01 Year 2003

b Assets:

(1) Current value of assets	b(1)	594007956
(2) Actuarial value of assets for funding standard account	b(2)	638653402
c (1) Accrued liability for plans using immediate gain methods	c(1)	894555962
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).

SIGN HERE Bruce Gould 11/30/2004

Signature of actuary

Date

BRUCE GOULD

G 02-02767

Type or print name of actuary

Most recent enrollment number
410-547-2962

AON CONSULTING

Firm name

Telephone number (including area code)

111 MARKET PLACE
BALTIMORE

MD 21202

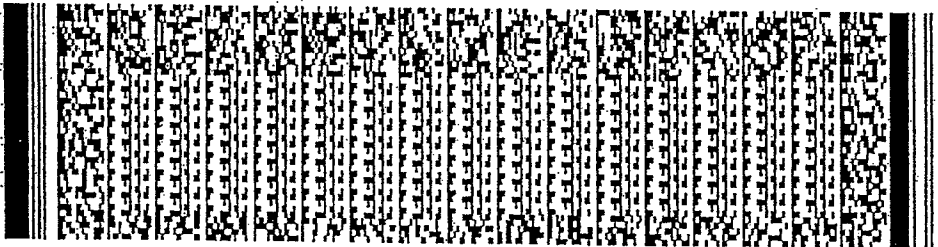
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500 or 5500-EZ

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Schedule B (Form 5500) 2003



- 5 Actuarial cost method used as the basis for this plan year's funding standard account computation:
- a Attained age normal
 - b Entry age normal
 - c Accrued benefit (unit credit)
 - d Aggregate
 - e Frozen initial liability
 - f Individual level premium
 - g Individual aggregate
 - h Other (specify) _____
- i Has a change been made in funding method for this plan year? Yes No

j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? Yes No

k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method _____ Month _____ Day _____ Year

6 Checklist of certain actuarial assumptions:

a Interest rates for:					
(1) "RPA '94" current liability	a(1)	6.00	%	<input type="checkbox"/> N/A	
(2) "OBRA '87" current liability	a(2)	6.00	%	<input type="checkbox"/> N/A	
b Weighted average retirement age	6b	47		<input type="checkbox"/> N/A	
c Rates specified in insurance or annuity contracts	6c			<input type="checkbox"/> N/A	
d Mortality table code for valuation purposes:					
(1) Males	d(1)	6			
(2) Females	d(2)	6			
e Valuation liability interest rate	6e	7.25	%	<input type="checkbox"/> N/A	
f Expense loading	6f	20.8	%	<input type="checkbox"/> N/A	
g Annual withdrawal rates:					
(1) Age 25	g(1)		%	<input type="checkbox"/> N/A	
(2) Age 40	g(2)		%	<input type="checkbox"/> N/A	
(3) Age 55	g(3)		%	<input type="checkbox"/> N/A	
h Salary scale	6h			<input checked="" type="checkbox"/> N/A	
i Estimated investment return on actuarial value of assets for the year ending on the valuation date	6i	-1.7	%	<input checked="" type="checkbox"/> N/A	

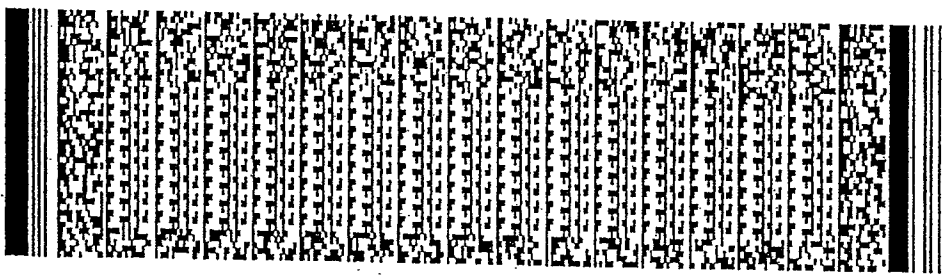
7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit
1	60394203	6280696

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval _____ Month _____ Day _____ Year

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8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule Yes No

9 Funding standard account statement for this plan year:

Charges to funding standard account:

Table with columns for line number (9a-9i), description, and amount. Includes rows for prior year funding deficiency, employer's normal cost, amortization charges, interest, and total charges.

Credits to funding standard account:

Table with columns for line number (9h-9k), description, and amount. Includes rows for prior year credit balance, employer contributions, and amortization credits.

Full funding limitation (FFL) and credits

Table with columns for line number (l(1)-l(5)), description, and amount. Includes rows for ERISA FFL, OBRA '87 FFL, RPA '94 override, and FFL credit before reflecting OBRA '87 FFL.

Table with columns for line number (m(1)-m(2), 9n-9p), description, and amount. Includes rows for waived funding deficiency, total credits, credit balance, and funding deficiency.

Reconciliation account:

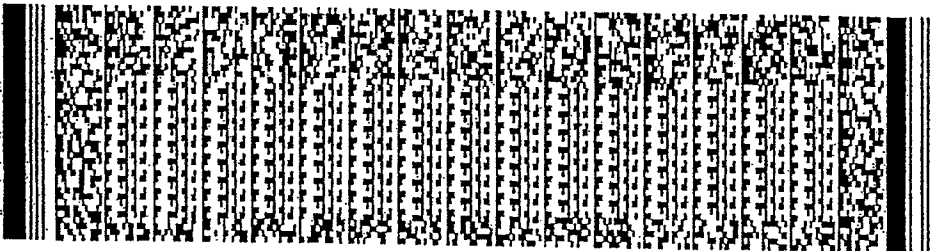
q Current year's accumulated reconciliation account:

Table with columns for line number (q(1)-q(4)), description, and amount. Includes rows for due to additional funding charges, interest charges, and reconciliation outstanding balance.

10 Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions Yes No

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Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule B Line 6b & 6g

- 6b: Exception: Age 55 for Players with no Credited Seasons before 1993
- 6g: Withdrawal rates are by service rather than by age. See attached summary of the actuarial assumptions.

Appendix 5

Actuarial Assumptions and Actuarial Cost Method

Mortality Rates: Group Annuity Mortality Table for 1983 without margins.

Disability Mortality Before Age 65: 1965 Railroad Retirement Board select and ultimate timetable.

Nonfootball Disability Rates Before Retirement:

<u>Age</u>	<u>Rate</u>
22	.04%
27	.04%
32	.04%
37	.05%
42	.09%
47	.18%
52	.41%

Football Disability Rates: .08% per year for active players and .06% per year for inactive players until age 45 after which it becomes zero. Active players are assumed to become inactive after one year of service or age 30, whichever comes later.

Withdrawal Rates:

<u>For Players With Service of</u>	<u>Rate</u>
1 year	29.1%
2 years	19.7%
3 years	17.0%

Election of Early Payment Benefit: 35% of all players out of football less than two years will elect the benefit two years after leaving football. Active players are assumed to leave football after one season or age 30, whichever is later. No assumption is made for players who have no Credited Seasons before 1993.

Appendix 5

Actuarial Assumptions and Actuarial Cost Method (continued)

Retirement Age: Age 47, except age 55 for players with no Credited Seasons before 1993.

Percent Married: Social Security Awards in 1972.

Age of Player's Wife: Three years younger than player.

Remarriage Rates: 1971 Railroad Retirement Board rates.

Net Investment Return: 7.25%.

Administrative Expenses: \$4,373,230. This amount was the actual administrative expenses during the preceding year.

Actuarial Value of Assets: The actuarial value of the assets is increased for new money (i.e., contributions plus dividends and interest income plus transfers for other plans, less benefit payments and expenses). This preliminary value is then adjusted by 20% of the difference between itself and the actual market value. An additional adjustment is made as necessary so that the final actuarial value is within 20% of market value.

Funding Method: Unit Credit Cost Method, except retrospective term cost based on actual experience during the year for line-of-duty disability benefits.

Amortization for Determining Negotiated Contribution Only: 20 years beginning April 1, 1993; 19 years as of April 1, 1994; etc. In years when there is a zero or a negative unfunded actuarial accrued liability, the negotiated contribution is the amount which is expected to produce a zero unfunded actuarial accrued liability at the end of the plan year.

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment

1. Normal Retirement Pension

- (a) Age Requirement: 55
- (b) Service Requirement: Three Credited Seasons for those active after 1992. (A player will, under certain circumstances, become vested even if he does not meet the preceding requirements if he has 10 years of service with Clubs in the NFL due to any employment, such as a coach.)
- (c) Monthly Amount:

Credited Season	Benefit Credit
Before 1981	\$200
1982 to 1992	230
1993 and 1994	240
1995 and 1996	285
1997	330
1998 through the Plan Year that begins prior to the expiration of the Final League Year	425

Appendix 6

Summary of Plan Provisions Including 2002 Extension Amendment (continued)

2. Early Retirement Pension (Not applicable to players who do not have a Credited Season prior to 1993)
 - (a) Age Requirement: 45 through 54
 - (b) Service Requirement: Same as 1(b) above.
 - (c) Monthly Amount: Normal pension actuarially reduced to reflect earlier benefit payments.
3. Deferred Retirement Pension
 - (a) Age Requirement: Over age 55 to age 65
 - (b) Service Requirement: Same as 1(b) above.
 - (c) Monthly Amount: Normal pension actuarially increased to reflect delayed benefit payments.
4. Total and Permanent Disability
 - (a) Age Requirement: Under age 55 when disabled.
 - (b) Service Requirement: None if active, otherwise service required for vested status.
 - (c) Monthly Amount: Normal pension earned except that benefit will be no less than \$4,000 if disability is for active football, active nonfootball, or football degenerative and \$1,500 for inactive nonfootball. An additional \$100 per month will be paid for each dependent child.