# EXHIBIT A TO THE OFFERING CIRCULAR

## FINANCIAL STATEMENTS

## OF

## i9 SPORTS CORPORATION

i9 Sports Corporation

Financial Statements

December 31, 2005 and 2004

Independent Auditors' Report

March 3, 2006

To the Shareholder
i9 Sports Corporation
Brandon, Florida

We have audited the accompanying balance sheets of i9 Sports Corporation as of December 31, 2005 and 2004 and the related statements of operations and accumulated deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of i9 Sports Corporation as of December 31, 2005 and 2004 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

CRONIN, JACKSON, NIXON & WILSON

i9 Sports Corporation
Balance Sheet
December 31,

| Assets | 2005 | 2004 |
|---|---|---|
| Current assets: | | |
| Cash | $ 27,460 | $ 165,618 |
| Accounts receivable | 113,494 | 1,128 |
| Inventory | 92,678 | 13,320 |
| | 233,632 | 180,066 |
| Property and equipment (Note 2) | 26,430 | 19,709 |
| Other assets: | | |
| Intangible assets (Note 3) | 87,609 | 64,058 |
| Deposits | 725 | 250 |
| | 88,334 | 64,308 |
| | $ 348,396 | $ 264,083 |

| Liabilities and Shareholder's Equity | 2005 | 2004 |
|---|---|---|
| Liabilities: | | |
| Accounts payable and accrued expenses | $ 127,525 | $ 7,707 |
| Payable to ABA Sports, Inc. a related company (Note 6) | 46,153 | 36,045 |
| Payable to shareholder (Note 5) | | 25,000 |
| Note payable to bank (Note 4) | 93,000 | 58,000 |
| Note payable to related company (Note 5) | 92,800 | 98,000 |
| | 359,478 | 224,752 |
| Shareholder's equity: | | |
| Common stock, no par value, 1,500 shares authorized, issued and outstanding | 100,100 | 100,100 |
| Paid in capital | 254,110 | 254,110 |
| Accumulated deficit | (365,292) | (314,879) |
| | (11,082) | 39,331 |
| | $ 348,396 | $ 264,083 |

The accompanying notes are an integral part of these financial statements

i9 Sports Corporation
Statement of Operations and Accumulated Deficit
For the Year Ended December 31,

| | 2005 | 2004 |
|---|---|---|
| Sales | | |
| Retail | | |
| Cost of Sales | $ 94,471 | $ 13,102 |
| Gross Profit | 71,540 | 9,058 |
| | 22,931 | 4,044 |
| Franchise | | |
| Registration fees | 856,082 | 326,445 |
| | 127,712 | 60,956 |
| | 1,006,725 | 391,445 |
| Expenses | | |
| Advertising and promotion | | |
| Amortization | 83,131 | 69,522 |
| Bank fees | 37,633 | 37,930 |
| Depreciation | 790 | 5,167 |
| Donations | 9,137 | 5,223 |
| Dues and subscriptions | 3,136 | 375 |
| Franchise start up costs | 4,106 | 3,313 |
| Insurance | 33,993 | |
| Interest | 33,355 | 22,871 |
| Internet charges | 17,426 | |
| Meals and entertainment | 9,534 | 6,726 |
| Office expense | 17,761 | 16,881 |
| Other taxes | 75,840 | 52,571 |
| Outside labor | 376 | 323 |
| Payroll taxes | 21,135 | 48,661 |
| Professional fees | 33,571 | 19,819 |
| Rent | 113,073 | 42,612 |
| Repairs and maintenance | 45,174 | 24,253 |
| Telephone | 499 | 518 |
| Trade shows | 13,324 | 16,548 |
| Training | | 4,378 |
| Travel | 10,913 | |
| Utilities | 25,752 | 16,740 |
| Vehicle expense | 4,511 | 1,871 |
| Wages | 19,786 | 20,560 |
| | 427,373 | 233,442 |
| | 1,041,329 | 650,304 |
| Net loss | (34,604) | (258,859) |
| Accumulated deficit, beginning of year | (314,879) | (33,979) |
| Distribution to shareholder | (15,809) | (22,041) |
| Accumulated deficit, end of year | $ (365,292) | $ (314,879) |

The accompanying notes are an integral part of these financial statements

i9 Sports Corporation
Statement of Cash Flows
For the Year Ended December 31,

| | 2005 | 2004 |
|---|---|---|
| Cash flows from operating activities: | | |
| Cash received from customers | $ 965,899 | $ 399,375 |
| Cash paid to suppliers and employees | (1,008,688) | (691,306) |
| Cash paid for interest | (7,318) | |
| Net cash used in operating activities | (50,107) | (291,931) |
| Cash flows from investing activities: | | |
| Purchase of equipment | (15,858) | (17,816) |
| Purchase of intangible assets | (61,184) | (59,170) |
| Net cash used in investing activities | (77,042) | (76,986) |
| Cash flows from financing activities: | | |
| Cash paid (to) from shareholder | (40,809) | 357,069 |
| Cash received from new debt | 29,800 | 156,000 |
| Net cash (used in) provided by financing activities | (11,009) | 513,069 |
| Net (decrease) increase in cash | (138,158) | 144,152 |
| Cash at beginning of year | 165,618 | 21,466 |
| Cash at end of year | $ 27,460 | $ 165,618 |
| Reconciliation of net loss to net cash provided by operating activities: | | |
| Net loss | $ (34,604) | $ (258,859) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Amortization | 37,633 | 37,930 |
| Depreciation | 9,137 | 5,223 |
| Changes in assets and liabilities: | | |
| Increase in accounts receivable | (112,366) | (1,128) |
| (Increase) decrease in prepaid expenses and deposits | (475) | 27,582 |
| Increase in inventory | (79,358) | (13,320) |
| Increase (decrease) in accounts payable and accrued expenses | 129,926 | (89,359) |
| | (15,503) | (33,072) |
| Net cash used in operating activities | $ (50,107) | $ (291,931) |

The accompanying notes are an integral part of these financial statements

i9 Sports Corporation
Notes to Financial Statements
December 31, 2005

## Note 1 - Summary of significant accounting policies:

This summary of significant accounting policies of i9 Sports Corporation (the Company) is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for the integrity and objectivity of the financial statements. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of these financial statements.

### Nature of Operations

The Company was incorporated in the State of Florida on July 29, 2002. The Company is an amateur sports franchiser for youth and adult athletes. The Company offers franchise opportunities for individuals to own and operate local amateur sports leagues, tournaments, camps, clinics, special events, and corporate outings in over a dozen sports for people of all ages.

### Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

### Inventory

Inventory is presented at cost and consists of promotional items for sale to franchisees.

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

### Income taxes

The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under these provisions, the Company does not pay federal corporate income taxes on its taxable income, and is not allowed a net operating loss carryover or carryback as a deduction. Instead, the shareholder is liable for individual federal income taxes on the Company's taxable income and will include this income in his individual income tax return.

### Intangible assets

Franchise fees have an estimated useful life of 5 years and amortization began in 2004. The Company also has intangible assets relating to its website. These costs are amortized over 3 years.

Note 1 - Summary of significant accounting policies (continued):

Reclassification

Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

Property and equipment

Property and equipment are stated at cost. Depreciation is provided using accelerated methods over the estimated useful lives of the assets, which range from 5 to 39 years. Upon sale or retirement, the asset cost and related accumulated depreciation are removed from the accounts and any related gain or loss is recognized.

Note 2 - Property and equipment:

Property and equipment consist of the following at December 31,:

| | 2005 | 2004 |
|---|---|---|
| Furniture, fixtures, and equipment | $ 22,425 | $ 15,088 |
| Computer equipment | 28,971 | 20,578 |
| | 51,396 | 35,666 |
| Less: Accumulated depreciation | (24,966) | (15,957) |
| | $ 26,430 | $ 19,709 |

Note 3 - Intangible assets:

Intangible assets consist of the following at December 31,:

| | 2005 | 2004 |
|---|---|---|
| Franchise costs | $ 42,817 | $ 42,817 |
| Website costs | 160,430 | 99,246 |
| | 203,247 | 142,063 |
| Less: Accumulated amortization of website costs | (115,638) | (78,005) |
| | $ 87,609 | $ 64,058 |

## Note 4 - Note payable to bank:

Note payable to bank consists of the following at December 31,:

| | 2005 | 2004 |
|---|---|---|
| Note payable to AmSouth Bank, unsecured, interest at the Prime Rate plus 1.5%, which was 8.5% and 7% at December 31, 2005, and 2004, respectively, guaranteed by the shareholder. | $ 93,000 | $ 58,000 |

## Note 5 - Note payable to related parties:

Note payable to related parties consists of the following at December 31,:

| | 2005 | 2004 |
|---|---|---|
| Note payable to related company - ABA Sports, Inc., interest at 7%, due on demand, uncollateralized. | $ 92,800 | $ 98,000 |
| Note payable to shareholder, interest at 5%, due on demand, uncollateralized. | | 25,000 |
| | $ 92,800 | $ 123,000 |

## Note 6 - Related party transactions:

During 2004 the Company acquired office furniture, computer equipment, and capitalized website costs from ABA Sports, Inc. for a cost of $36,045 which was an amount equal to the seller's book value of these assets. This amount remains unpaid at December 31, 2005. The Company also has not paid $10,108 in interest on their note payable at December 31, 2005.

## Note 7 - Commitments:

The Company entered into a vehicle lease in 2004 which expires in 2007. The following is a schedule of future minimum lease payments required under the above lease at December 31, 2005:

| Year Ending | Amount |
|---|---|
| 2006 | $ 6,649 |
| 2007 | 3,324 |

i9 Sports Corporation

Financial Statements

December 31, 2004

# Cronin, Jackson, Nixon & Wilson
## CERTIFIED PUBLIC ACCOUNTANTS, P.A.

JAMES L. CARLSTEDT, C.P.A.
JOHN H. CRONIN, JR., C.P.A.
PAUL E. DECHARIO, C.P.A.
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Independent Auditors' Report

March 10, 2005

To the Shareholder
i9 Sports Corporation
Brandon, Florida

We have audited the accompanying balance sheets of i9 Sports Corporation as of December 31, 2004 and 2003 and the related statements of operations and accumulated deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of i9 Sports Corporation as of December 31, 2004 and 2003 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Cronin, Jackson, Nixon & Wilson
CRONIN, JACKSON, NIXON & WILSON

i9 Sports Corporation
Balance Sheet
December 31,

| | 2004 | 2003 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash | $ 165,618 | $ 21,466 |
| Accounts receivable | 1,128 | |
| Prepaid costs | | 27,832 |
| Inventory | 13,320 | |
| Receivable from shareholder | | 100,000 |
| | 180,066 | 149,298 |
| Property and equipment (Note 2) | 19,709 | 7,116 |
| Other assets: | | |
| Intangible assets (Note 3) | 64,058 | 42,817 |
| Deposits | 250 | |
| | 64,308 | 42,817 |
| | $ 264,083 | $ 199,231 |
| **Liabilities and Shareholder's Equity** | | |
| Liabilities: | | |
| Accounts payable | $ 7,707 | $ 16,642 |
| Payable to ABA Sports, Inc. a related company (Note 6) | 36,045 | 116,468 |
| Payable to shareholder (Note 5) | 25,000 | |
| Note payable to bank (Note 4) | 58,000 | |
| Note payable to related company (Note 5) | 98,000 | |
| | 224,752 | 133,110 |
| Shareholder's equity: | | |
| Common stock, no par value, 1,500 shares authorized, issued and outstanding | 100,100 | 100,100 |
| Paid in capital | 254,110 | |
| Accumulated deficit | (314,879) | (33,979) |
| | 39,331 | 66,121 |
| | $ 264,083 | $ 199,231 |

The accompanying notes are an integral part of these financial statements

## i9 Sports Corporation
## Statement of Operations and Accumulated Deficit
## For the Year Ended December 31,

| | 2004 | 2003 |
|---|---|---|
| **Sales** | | |
| Franchise | $ 326,445 | $ 41,864 |
| Registration fees | 60,956 | 16,079 |
| Retail | 13,102 | |
| | 400,503 | 57,943 |
| Cost of retail sales | 9,058 | |
| Gross profit | 391,445 | 57,943 |
| **Expenses** | | |
| Advertising and promotion | 69,522 | 35,854 |
| Amortization | 37,930 | |
| Bank fees | 5,167 | 16,002 |
| Depreciation | 5,223 | 128 |
| Donations | 375 | |
| Dues and subscriptions | 3,313 | 1,650 |
| Franchise filing fees | | 925 |
| Insurance | 22,871 | |
| Internet charges | 6,726 | |
| Meals and entertainment | 16,881 | 1,258 |
| Office expense | 52,571 | 13,824 |
| Other taxes | 323 | |
| Outside labor | 48,661 | |
| Payroll taxes | 19,819 | |
| Professional fees | 42,612 | 20,748 |
| Rent | 24,253 | |
| Repairs and maintenance | 518 | |
| Telephone | 16,548 | |
| Trade shows | 4,378 | |
| Travel | 16,740 | |
| Utilities | 1,871 | |
| Vehicle expense | 20,560 | |
| Wages | 233,442 | |
| | 650,304 | 90,389 |
| Net loss | (258,859) | (32,446) |
| Accumulated deficit, beginning of year | (33,979) | (1,533) |
| Distribution to shareholder | (22,041) | |
| Accumulated deficit, end of year | $ (314,879) | $ (33,979) |

The accompanying notes are an integral part of these financial statements

i9 Sports Corporation
Statement of Cash Flows
For the Year Ended December 31, 2004

| | 2004 | 2003 |
|---|---|---|
| Cash flows from operating activities: | | |
| Cash received from customers | $ 399,375 | $ 57,943 |
| Cash paid to suppliers and employees | (691,306) | (30,335) |
| Net cash used in operating activities | (291,931) | 27,608 |
| Cash flows from investing activities: | | |
| Purchase of equipment | (17,816) | (7,244) |
| Purchase of intangible assets | (59,170) | |
| Net cash used in investing activities | (76,986) | (7,244) |
| Cash flows from financing activities: | | |
| Cash received from shareholder | 357,069 | |
| Cash received from new debt | 156,000 | |
| Net cash provided by financing activities | 513,069 | |
| Net increase in cash | 144,152 | 20,364 |
| Cash at beginning of year | 21,466 | 1,102 |
| Cash at end of year | $ 165,618 | $ 21,466 |
| Reconciliation of net loss to net cash provided by operating activities: | | |
| Net loss | $ (258,859) | $ (32,446) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Amortization | 37,930 | 128 |
| Depreciation | 5,223 | |
| Changes in assets and liabilities: | | |
| Increase in accounts receivable | (1,128) | |
| Decrease (increase) in prepaid expenses and deposits | 27,582 | (4,378) |
| Increase in inventory | (13,320) | |
| Decrease (increase) in accounts payable and accrued expenses | (89,359) | 47,444 |
| Decrease in franchise costs | | 16,860 |
| | (33,072) | 60,054 |
| Net cash used in operating activities | $ (291,931) | $ 27,608 |

The accompanying notes are an integral part of these financial statements

## Note 1 - Summary of significant accounting policies:

This summary of significant accounting policies of i9 Sports Corporation (the Company) is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for the integrity and objectivity of the financial statements. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of these financial statements.

### Nature of Operations

The Company was incorporated in the State of Florida on July 29, 2002. The Company is an amateur sports franchisor for youth and adult athletes. The Company offers franchise opportunities for individuals to own and operate local amateur sports leagues, tournaments, camps, clinics, special events, and corporate outings in over a dozen sports for people of all ages.

### Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

### Inventory

Inventory is presented at cost and consists of promotional items for sale to franchisees.

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

### Income taxes

The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under these provisions, the Company does not pay federal corporate income taxes on its taxable income, and is not allowed a net operating loss carryover or carryback as a deduction. Instead, the shareholder is liable for individual federal income taxes on the Company's taxable income and will include this income in his individual income tax return.

### Intangible assets

Franchise fees have an estimated useful life of 5 years and amortization began in 2004. The Company also has intangible assets relating to its website. These costs are amortized over 3 years.

## Note 1 - Summary of significant accounting policies (continued):

### Reclassification

Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

### Property and equipment

Property and equipment are stated at cost. Depreciation is provided using accelerated methods over the estimated useful lives of the assets, which range from 5 to 39 years. Upon sale or retirement, the asset cost and related accumulated depreciation are removed from the accounts and any related gain or loss is recognized.

## Note 2 - Property and equipment:

Property and equipment consists of the following at December 31,:

| | 2004 | 2003 |
|---|---|---|
| Furniture, fixtures, and equipment | $ 15,088 | $ 7,244 |
| Computer equipment | 20,578 | |
| | 35,666 | 7,244 |
| Less: Accumulated depreciation | (15,957) | (128) |
| | $ 19,709 | $ 7,116 |

## Note 3 - Intangible assets:

Intangible assets consists of the following at December 31,:

| | 2004 | 2003 |
|---|---|---|
| Franchise costs | $ 42,817 | $ 42,817 |
| Website costs | 99,246 | |
| | 142,063 | 42,817 |
| Less: Accumulated amortization of website costs | (78,005) | |
| | $ 64,058 | $ 42,817 |

Note 4 - Note payable to bank:

Note payable to bank consists of the following at December 31,:

| | 2004 |
|---|---|
| Note payable to AmSouth Bank, unsecured, interest at the Prime Rate plus 1.5%, which was 7% at December 31, 2004, guaranteed by the shareholder. | $ 58,000 |

Note 5 - Note payable to related parties:

| | |
|---|---|
| Note payable to related company - ABA Sports, Inc., interest at 7%, due on demand, uncollateralized. | $ 98,000 |
| Note payable to shareholder, interest at 5%, due on demand, uncollateralized. | 25,000 |
| | $ 123,000 |

Note 6 - Related party transactions:

During 2004 the Company acquired office furniture, computer equipment, and capitalized website costs from ABA Sports, Inc. for a cost of $36,045 which was an amount equal to the seller's book value of these assets. In 2003, the Company owed league fees to ABA Sports, Inc. in the amount of $116,468.

Note 7 - Commitments:

The Company entered into a vehicle lease in 2004 which expires in 2007. The following is a schedule of future minimum lease payments required under the above lease at December 31, 2004:

| Year Ending | Amount |
|---|---|
| 2005 | $ 6,649 |
| 2006 | 6,649 |
| 2007 | 3,324 |