

Become a Starlord,
Rebuild the Empire . . .

This Time On Your Terms!



Play the archetypal characters from the science fiction classics-
The Deadly Terminator Robot, The Acquisitive Star Baron,
The Ferocious Warlord, The Mysterious Houri Alien, The Piratical Raider,
The Spiritual Philosopher, or the Wide Ranging Trader

★★★★★ 5 Star Rating

"I signed on to test a new strategy game and also found I was falling into the best role playing adventure I've experienced. This is something new. I feel like I'm immersed in an alternate universe."

Eric Luke, Executive Producer, Writer, Xyber 9, Fox TV
Director, Not Quite Human II,III, Walt Disney Productions
Veteran game player, beta tester

IMPERIAL WARS



intelligent life games

Computer/video Games A \$20-Billion Industry



“Video and computer game sales in the United States total nearly \$8.5 billion, rivaling box-office receipts. Worldwide, the industry generates \$20 billion in annual revenue.”

“...Microsoft, Nintendo and Sony Corp. plan to spend \$1 billion over the next few months just marketing their game machines to consumers hungry for stay-at-home entertainment...”

Alex Pham
L.A. Times
November 20, 2001

“In the century to come, the medium producing the most dynamic, vital and exciting new art will be... Video games. Games will be more entertaining than movies, more profitable than movies, and yes more moving than movies. For where the moving image was cinema’s bold new advantage over previous media, video games boast interactivity, an even better way to engage the emotions of the audience.”

Seth Stevenson
Newsweek
January, 2000

“There are several contributing aspects of modern life that are creating a trend toward home-based activities and entertainment.”

Nathan Weinberg
Professor of Sociology
California State University, Northridge

If you are interested in working with Intelligent Life Games as an investment or strategic partner, contact Larry Dunlap at:

larry@intelgames.com, or call (818) 723-4774

**At-home Games
is the Fastest
Growing Market
in the
Entertainment
Industry**



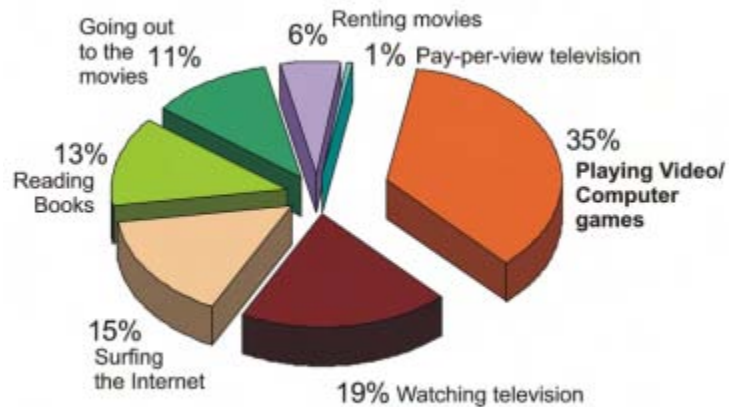
Carl D. Howe, an analyst with the consulting firm Forrester Research, projects that online game revenues will more than double each year from now to 2005, when the market will reach total sales of \$4.3 billion (New York Times, December 31, 2001).

At home Games is the fastest growing market in the entertainment industry. Online games are the open-ended future for recreational games, whether played from the computer or the console.

The Intelligent Life Games business model is one of the breakthrough concepts that experts are referring to when they predict online game revenues will exceed \$5 billion by the end of 2002.

This new business model more than quadruples the revenue stream for an online electronic game product while cutting expenses by more than 50%

35% say playing video/computer games is their favorite entertainment activity



Source: Interactive Digital Software Association survey 2000 -2001
www.idsa.com



**ILG Designs, Develops,
and then Publishes Games
Directly to its Customers
at Less than Half the Cost
of Competitive Products**



Intelligent Life Games brings the business experience, the innovative concepts, creative skills, passion for games, and a clear vision of the future to meet the challenge of a rare opportunity in the entertainment business. We have developed a unique game experience that will be available to the millions of Internet users around the world. We call this new and exciting concept in online games the Episodic Persistent Meta-Game.

Episodes are created when players respond simultaneously to game conditions with a series of moves within the game universe. Game Persistence refers to the real-time game space where players compete to control their turn-based empires. Meta-gaming is a process of players interacting outside the game structure, using built-in communication tools like e-mail, instant messaging, wireless notification and other cutting edge communication applications.

This unique type of online game recreates the social experience of board and tabletop games, a style of game with appeal to general Internet users in addition to the current group of hardcore online game players. While ILG games compete and contrast with the highly successful Massively Multi-player Games (MMPOGs) such as Everquest, Ultima Online, Asheron's Call and the upcoming StarWars Galaxies and Sims Online, they offer the same immersive and addictive qualities. But unlike the massive investment in servers and programming required by these game products, ILG's games are significantly less expensive to produce and maintain. ILG's innovative business model creates a direct connection with no middlemen between the game company and its customer base. ILG is a one-stop game service that can design, develop, license, and publish games in a one-to-one relationship with its game-playing customers.

ILG Announces the Public Beta Test of Imperial Wars

After years of development Intelligent Life Games' new interactive online game, Imperial Wars, was successfully played by an international group of play testers in a closed beta test in the fall of 2001. The game is now entering final development to prepare for public beta test and international release.

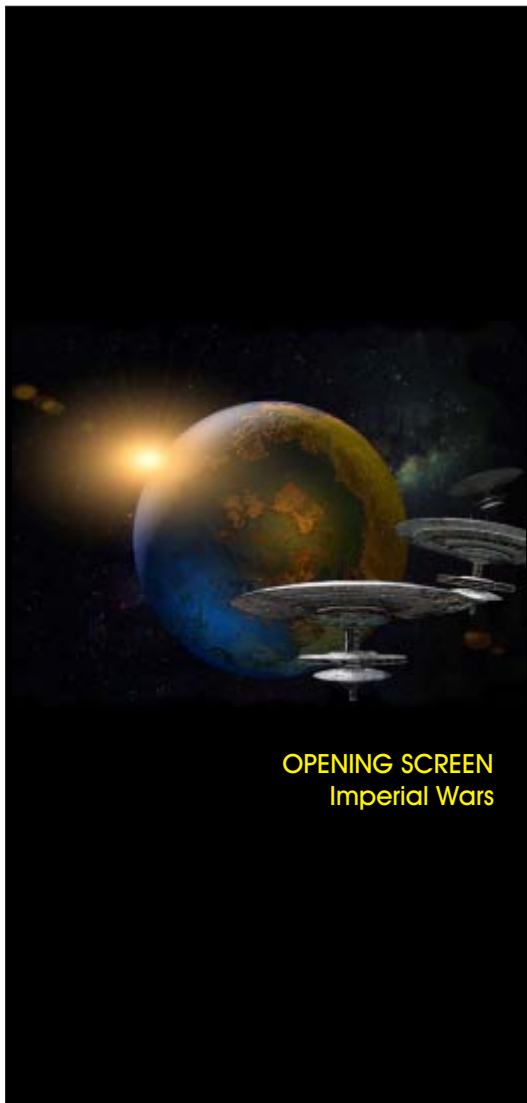
Imperial Wars is more than a computer game and far more than a strategy game. It challenges players to create and manage empires, develop characters, and exercise diplomacy. Players explore an ever expanding and beautiful universe, discover powerful ancient artifacts, and meet and communicate with seven different Starlord classes. The universe can be contentious and suspenseful. The developing story can evoke honor, courage, fear, passion, defiance, and even long lasting friendships. This is a game that will be replayed again and again. Each game has a life of its own, the tension mounts as the endgame approaches...

Don't just watch a story. Live it.



**IMPERIAL
WARS**

Starlords of the Second Empire



At ILG, the Responsibility to Our Players Doesn't End When The Game is Sold . . .

IT BEGINS



"Imperial Wars is highly addicting! It combines realtime role-playing with the flexibility and convenience of turn-based games. Those who play fantasy sports will be especially comfortable with the way the game is played, but Imperial Wars is much deeper in strategy and diplomacy. A unique and very entertaining game."

Colin Murcray
Editor and Independent RPG Game Designer
Beta Tester

"Imperial Wars is that online game all true war gamers have been looking for. As a Starlord you will find yourself plotting and re-plotting your moves, strategies and diplomatic entreaties, offline as well as on. I've played them all, Ultima Online, Everquest, Aces High, Dark Age of Camelot, Air Warrior, World War II Online, and more . . . Yet Imperial Wars is the game I find myself enjoying the most. A must play for the serious gamer."

Jay Justin
Veteran beta tester

"As a visual artist I really appreciate the effort that has gone into the look of the characters and the game overall. With a game played across the country (or the world), where you can't see the faces of the other players, the game's visuals really matter. I think one of the coolest aspects of Imperial Wars is the associated e-mail. It's great (and absolutely essential) to be able to communicate with players you meet without breaking character. I only hope my next game will be populated with as imaginative people as this test is."

Susan Miller
Graphic Artist, beta tester

"Imperial Wars is the best mix of strategy and diplomacy there is around. Each starlord having his or her own goal makes cooperation a must, adding a lot of value to the diplomatic process. This game is great!"

Thierry Carle
Lead Programmer, Insane Logics
beta tester

"As the former Director of marketing of Alaska's largest Internet provider, I'd say this game has something for every type of gamer - the graphics are beautiful and the interplay is intense."

V. Janene Sikkink
Owner, Alaskan Webpages, beta tester

Financial Requirements



Intelligent Life Games is offering an investment partner up to one third of its equity in return for \$ **PROPRIETARY**. This money will be used in the final development, testing and launch of its first Internet game product, Imperial Wars, as well as ongoing funding for marketing, operations and developing other similar games.

FIRST PHASE FUNDING

The company is looking immediately for **PROPRIETARY** in funding or resources, over 10 months to finalize its development, begin its open beta test, and launch its first commercial game product, Imperial Wars. The following is a brief outline of the use of this funding.

- **PROPRIETARY** for prepaid and deferred expenses and compensation paid or promised over the past 3 years to bring Imperial Wars to its present state.
- **PROPRIETARY** for a 3 month period to review private beta results and to finalize current development, prepare game for public beta and to short-term contract additional technical, programming and artistic personnel.
- **PROPRIETARY** to conduct a public beta test over a 4 month period, to lightly staff Intelligent Life and to initiate marketing plans for the launch of Imperial Wars;
- **PROPRIETARY** over the following 2 months to review results of the public beta test, and make such development and logistical changes as are necessary to prepare for the commercial launch of imperial Wars.

This funding does NOT cover anything but minimal overhead for Imperial Wars development, nor does it pay for the startup costs necessary to begin operations. The goal of this funding is to continue ILG's current operation in order to launch the first game as soon as possible, with no loss of momentum.

SECOND PHASE FUNDING

To complete funding for Intelligent Life Games, the company is seeking a total of **PROPRIETARY** in funding or resources, including Phase 1 funding above, broken out as follows:

Phase 1 Funding (Iwars Development)	PROPRIETARY
1. IW Marketing & Promotion	
2. Intelligent Life Games Startup costs	
3. Operational Negative Cash Flow	
4. Contingency Reserve	
5. New Game Development	
Total Investment	

1. IMPERIAL WARS MARKETING & PROMOTION

The Marketing Plan calls for \$**PROPRIETARY** over 18 months of marketing beginning during the public beta test and spent in the following categories:

Media Promotion (print)	PROPRIETARY
Media Promotion (other)	PROPRIETARY
Web Promotion	PROPRIETARY
Travel & Entertainment	PROPRIETARY
Public & Media Relations	PROPRIETARY
Advertising Agency	PROPRIETARY
CD Production	PROPRIETARY
Design & Packaging	PROPRIETARY
Total	PROPRIETARY

2. INTELLIGENT LIFE GAMES STARTUP COSTS

As Intelligent Life Games goes into operation, \$500,000 for startup costs will be needed with the following breakout:

ILG Housing, deposits, TI's, Furniture & Fixt, network wiring, communications, etc.	PROPRIETARY
Startup expenses directly related to IWars operations	PROPRIETARY
IWars computer hardware dev components (incl servers)	PROPRIETARY
Iwars software components	PROPRIETARY
ILG hardware	PROPRIETARY
ILG software	PROPRIETARY
Total	

3. OPERATIONAL NEGATIVE CASH FLOW

Intelligent Life projects a maximum negative cash flow of approximately \$ **PROPRIETARY**

Based on projections, Intelligent Life estimates its break-even point into positive cash flow near month 16 of operations.

4. CONTINGENCY RESERVE

Intelligent Life Games would like to set aside \$**PROPRIETARY** (10% of the investment) as a contingency reserve against unforeseen events.



5. NEW GAME DEVELOPMENT

In the next 3 years, Intelligent Life Games intends to develop 2 more Episodic Persistent Meta-games. The pre-production and early development cost of these games is estimated to be \$ **PROPRIETARY**. Rollout funding will be obtained on a project by project basis.

Note that due to the number of variables involved, no projection has been included for revenues derived from new game development in the pro forma below.

PRO FORMA*

Based on the following assumptions and the investment described above, Intelligent Life Games makes the following 3 year pro forma projection, 000's excluded:

	Year 1	Year 2	Year 3
Revenues			
COS			
Net Sales			
Staff & Consulting			
Operations & Overhead			
Ongoing Production			
Pre tax Profit			

PROPRIETARY

Results from other online games show a plateau after 3 years. At that point expansion continues in proportion with the growth of the Internet. The longest running online game Ultima Online is approaching 5 years and has seen no drop in sales.

Assumptions:

- Intelligent Life Games distributes Imperial Wars free, charging only for the monthly subscription.
- Each Imperial Wars game will have 16 to 12 players at \$10 per month.
- Games last approximately 3 months.
- ILG projects approximately 4,600 games starting in year one, 20,500 in year two and 30,000 in year three.
- ILG projects approximately 65,000 players in year one, 280,000 in year two and 400,000 in year three.

*Detailed projections are available for review.



STARGATE
Imperial Wars



Key Staff

Larry Dunlap - Executive Designer, Chairman

Larry founded, and served as Chief Executive Officer and President of The Games Network, Inc., an OTC traded NASDAQ company. He is a founding member of the current IGDA, Independent Game Developers Association. Larry is the author of Imperial Wars and brings the unique vision and business model for Intelligent Life Games as an online game publisher/producer. He will oversee production and development as Executive Designer and Producer and will oversee company planning and monitor executive performance as Chairman of the Board.

Arthur Schimmel - Senior Vice President, Business Affairs (CEO, Protem)

Arthur was VP/GM of ABC Pictures Intl during his 18 year executive tenure at ABC. He was also CEO of Jeito Concepts, a record and video company, and currently runs a consulting company representing clients in the entertainment industry. An attorney, member of the bars of New Jersey and New York, he will be responsible for arranging and negotiating funding, strategic alliance relationships and licensing and rights agreements.

Bruce Dean - Executive, Artistic Design

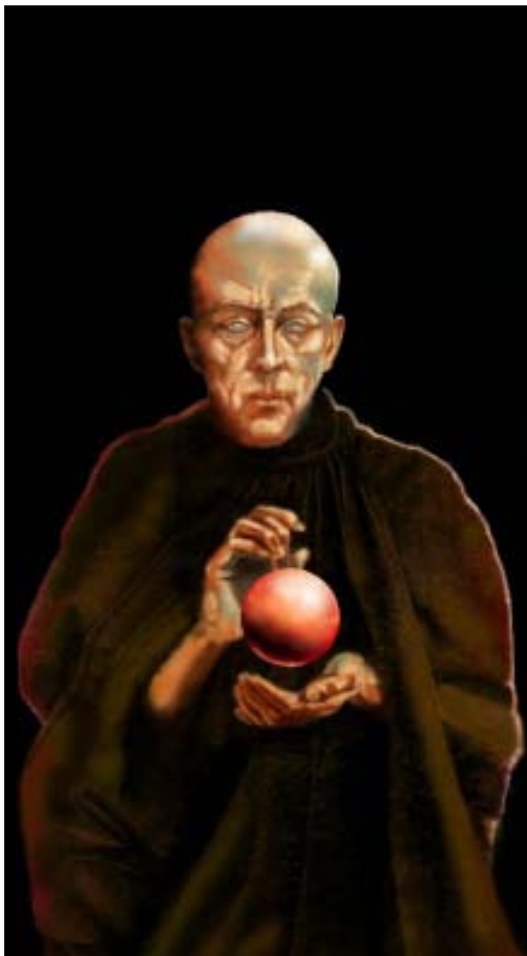
Bruce received his M.F.A. Degree from Otis Art Institute and has won numerous awards for illustration. Bruce's long list of clients includes Wells Fargo Bank, Bank of America, The Rose Bowl, The National Football League, The Franklin Library, and AT&T. His Fine Art is represented in major collections around the world and his posters are best sellers worldwide. Bruce's art and design provide the foundation for the "look and feel" of Intelligent Life Games, the Imperial Wars universe and other game products as developed.

Mike Kienenberger - Lead Programmer

After completing graduate work in computer programming at the University of Alaska, Mike worked at NeXT Computer, the Arctic Region Supercomputing Center and at GVEA, interior Alaska's electrical utility company. Mike has developed his own multiplayer space games along with several innovative direct connection network technologies. His broad understanding of the Internet and games technology provides the technical leadership for Intelligent Life's game products and delivery.



Key Staff



PHILOSOPHER
Imperial Wars Starlord

Jan Gildersleeve - Marketing Officer

Jan is the former Senior Vice President of Marketing for Ronco and Popeil Industries; former President of Western Marketing, Beverly Hills; and former Marketing VP of The Games Network. She brings award-winning exhibition design, corporate management, consumer marketing, television production and media management to the Intelligent Life Games Team.

Nicholas Palmer - Composer

Nick Palmer received his BA in music and MA in composition at the University of Chicago. Nick is becoming widely known as a recording artist and composer for independent film, video and computer games. His specialty is dramatic orchestral music in the style of John Williams and James Horner. He provides the soundtrack to the Imperial Wars game experience and will create compositions for all Intelligent Life game products.

Consultants

Legal Affairs

Shelley E. Reid, partner, Katten, Muchin & Zavis is a leading representative of major game developers and designers. She is a member of the Computer Game Developers Association and is a featured speaker at many industry events.

Computer Graphic Design

Josh White, President of Vector Graphics, one of the most important independent consultants in the computer game industry will provide consulting in staffing, art design, and development. He will be working with Bruce Dean in implementing artistic game design and supervising the elements of the art department.

Sound Design

Scott Martin Gershin, Executive Vice President and Creative Director of Sound Delux has created sound designs for more than 60 motion pictures and 40 computer games.

Entertainment Industry Advisor

Margot Winchester, both a television executive and producer for the past 25 years, has produced movies for CBS and ABC and has produced and directed made for television movies, documentaries and syndicated television programs. She was Vice President of Development for Hemisphere owned by ABC. She is currently Chair of the Women in Film Foundation. She will hold an advisory position on the Board of Directors.

A Breakthrough Business Model for Innovative Games



Designers, Developers, Producers and Publishers of
Interactive Online Games



- Licensing-Themes, Characters, Games
- Character Development and Copyrights
- Original Game Artwork
- Original Game Music
- Books based on Game Environments
- Story Rights Developed from Games
- Action Figures and Models
- Film and Video Rights

Please contact us to explore a financial or strategic relationship with IntelligentLife Games.

Contact us at:

Larry Dunlap,
Creative Director
Chairman of the Board
larry@intelgames.com,
or call (818) 723-4774

visit <http://www.intelgames.com>