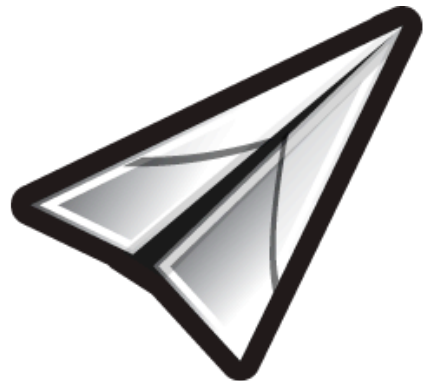




Dictator Wars™



GameLayers, inc.

Building Networked Games

Board Meeting

1 October 2009
@ GameLayers - 76 2nd Street



I October Agenda



GameLayers Update

Acquisition Developments

Dictator Wars

Super Cute Zoo

Board Business



Highlights

- Dictator Wars growth
- Super Cute Zoo progress
- Acquisition Interest
- Patent Filing



Lowlights

- Facebook requests allocation fewer daily invites per player

Acquisition



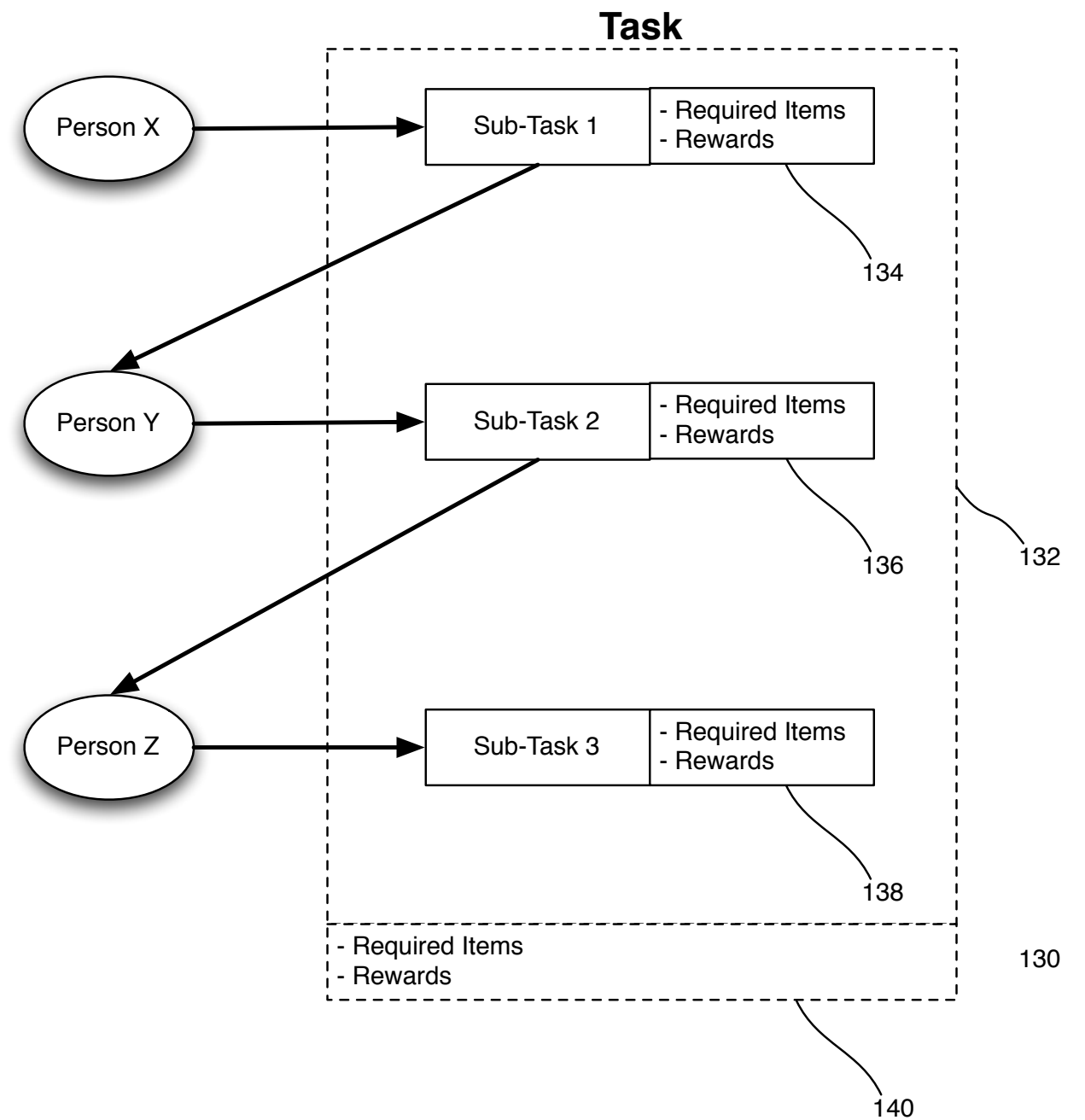
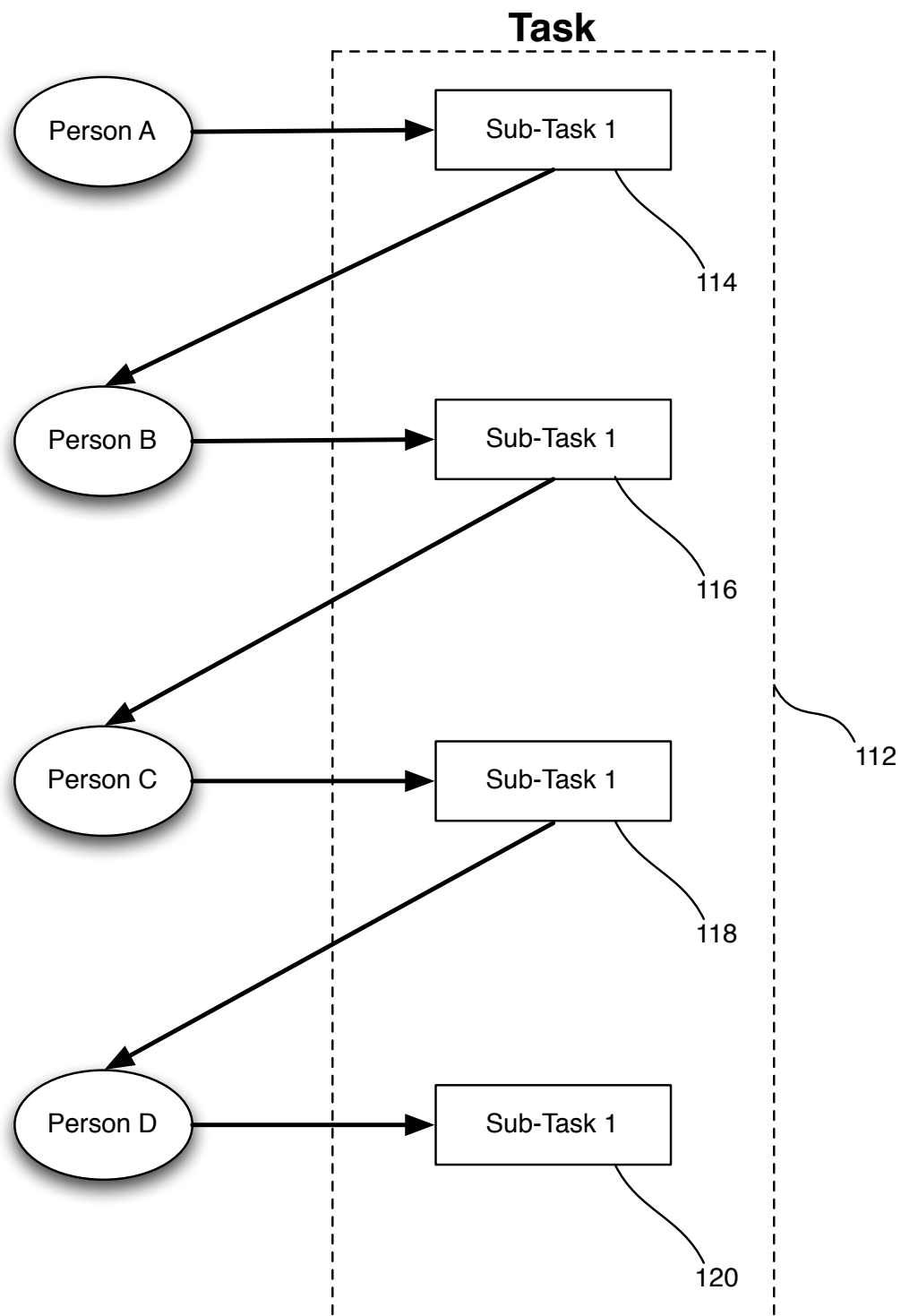
30 September meeting:

- Robert Goldberg - SVP of Business Operations
- Hugh de Loayza - VP Business Development
- Bret Terrill - Director of Business Development
- Peter Grassi - Business Development / Hiring
- Bill Mooney - Studio VP / GM Mafia Wars

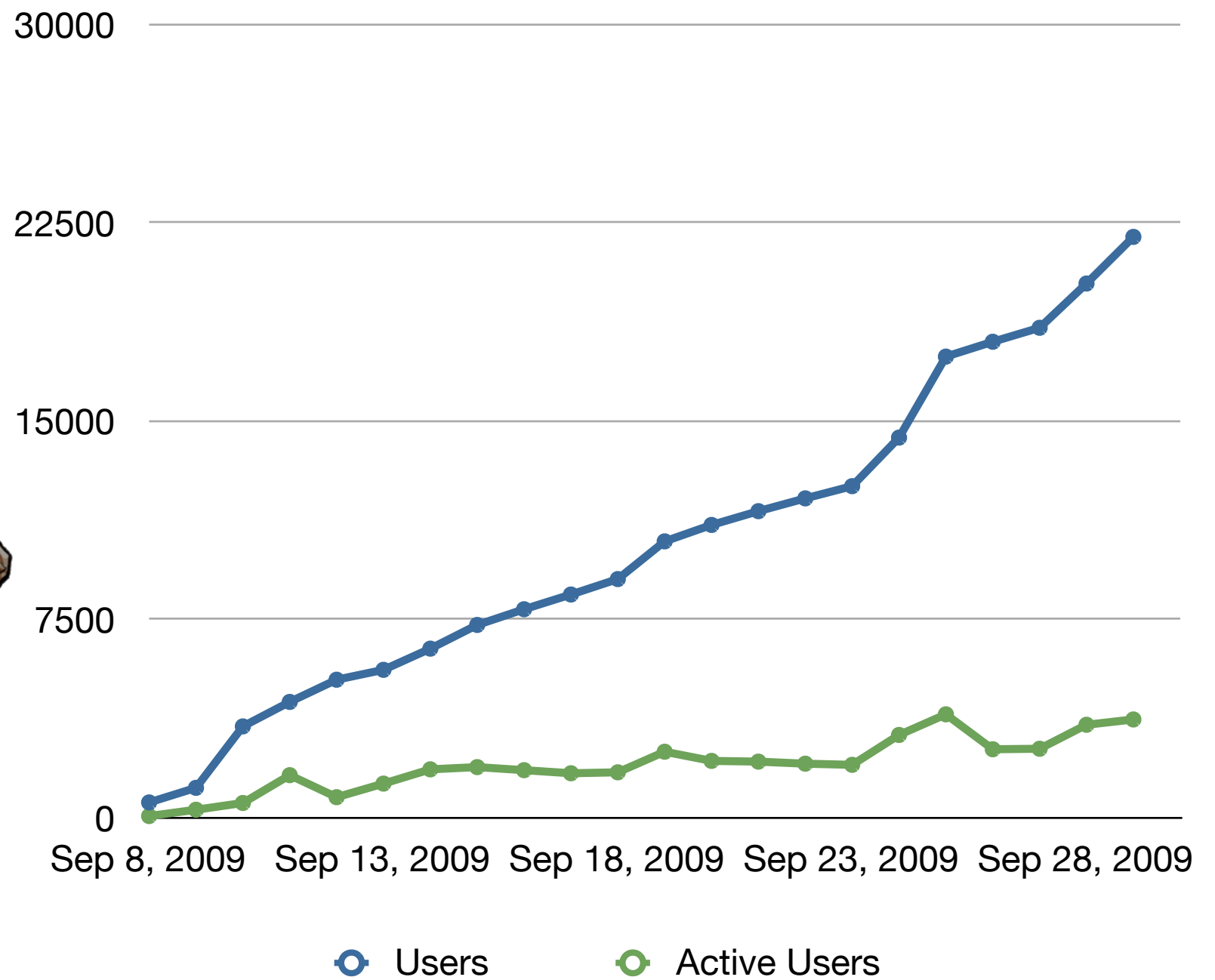
Next Step: Deep Dive Week of 5 October

Provisional Patent Application

“System for Sharing Tasks between Players of an Online Game”



Dictator Wars



Active - 7 Day Avg 18%

Stats for



Dictator Wars™



\$25,552,290

GOLD



100/100

HEALTH



36/168

ENERGY



13/13

STAMINA



6457/6642



LEVEL 32

Base Allies **Missions** Foreign Affairs Fight Inventory Illuminati

Growth from Invites - 7 Days Avg

22%

Players Inviting - 7 Day Avg

11%

Avg # of Invites per Inviter

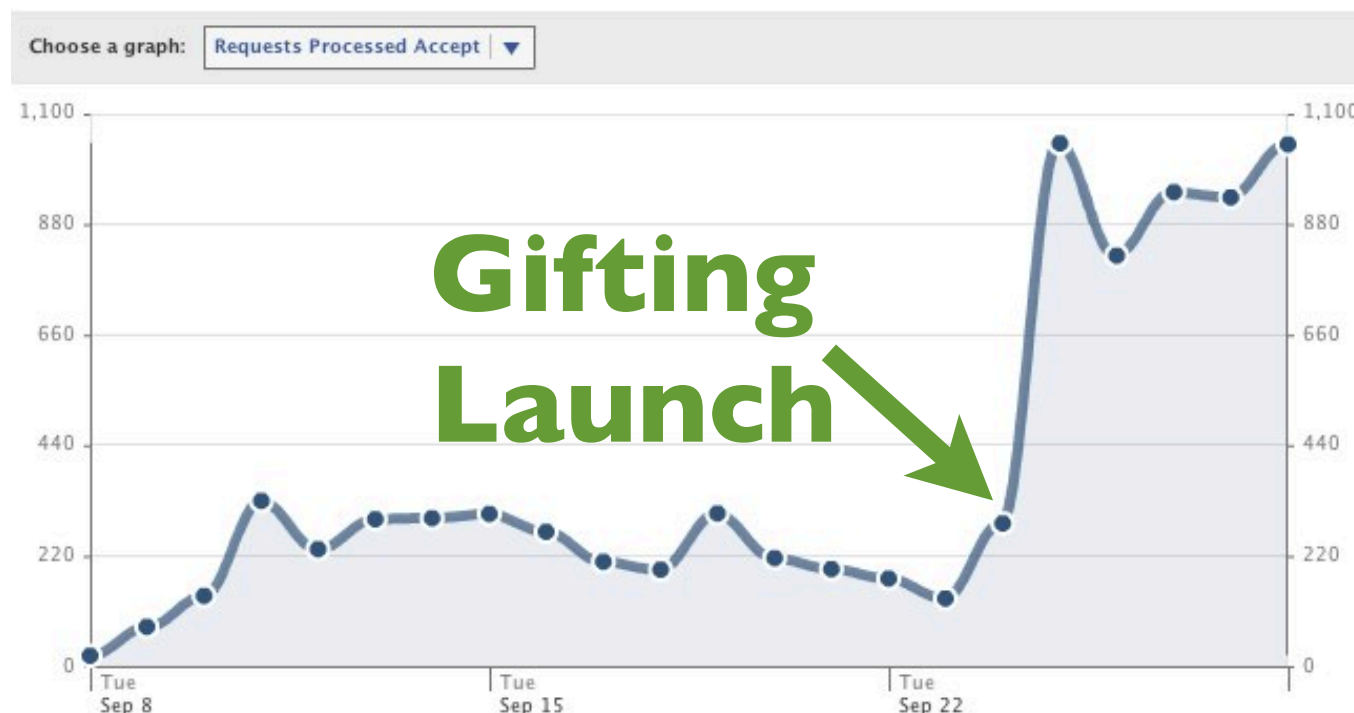
3.5

← **Too Low!**

| Invite Type | Content | Label | Response Rate | Total | Outstanding |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------|-------|-------------|
| Dictator Wars | USER_NAME wants you to join their Axis of allies in Dictator Wars. What kind of Great Leader will you be? Click accept now to help USER_NAME and begin your takeover. | Join CHARACTER_NAME in Dictator Wars | 10.46 | 889 | 796 |
| Dictator Wars | CHARACTER_NAME wants you to join their Axis of allies in Dictator Wars. What kind of Great Leader will you be? Click accept now to help CHARACTER_NAME and begin your takeover. | Join USER_NAME in Dictator Wars | 11.37 | 800 | 709 |
| Dictator Wars | USER_NAME wants you to join their Axis of allies in Dictator Wars. Develop your national empire, crush your foes, and ride around on an aircraft carrier. What kind of Great Leader will you be? Click accept now to help USER_NAME and begin your takeover. | Join CHARACTER_NAME in Dictator Wars | 10.7 | 990 | 884 |
| Dictator Wars | USER_NAME wants you to join their Axis of allies in Dictator Wars. What kind of Great Leader will you be? Click accept now to help USER_NAME and begin your takeover. | Join USER_NAME in Dictator Wars | 10.15 | 926 | 832 |
| Dictator Wars | CHARACTER_NAME wants you to join their Axis of allies in Dictator Wars. What kind of Great Leader will you be? Click accept now to help CHARACTER_NAME and begin your takeover. | Join CHARACTER_NAME in Dictator Wars | 9.82 | 957 | 863 |
| Dictator Wars | CHARACTER_NAME wants you to join their Axis of allies in Dictator Wars. Develop your national empire, crush your foes, and ride around on an aircraft carrier. What kind of Great Leader will you be? Click accept now to help CHARACTER_NAME and begin your takeover. | Join USER_NAME in Dictator Wars | 9.62 | 810 | 732 |
| Dictator Wars | USER_NAME wants you to join their Axis of allies in Dictator Wars. Develop your national empire, crush your foes, and ride around on an aircraft carrier. What kind of Great Leader will you be? Click accept now to help USER_NAME and begin your takeover. | Join USER_NAME in Dictator Wars | 11.96 | 894 | 787 |
| Dictator Wars | CHARACTER_NAME wants you to join their Axis of allies in Dictator Wars. Develop your national empire, crush your foes, and ride around on an aircraft carrier. What kind of Great Leader will you be? Click accept now to help | Join CHARACTER_NAME in Dictator Wars | 9.87 | 871 | 785 |

Gifting

17% of Active Players Gifting / Day



135 requests accepted / day



1039 requests accepted / day



Revenue since 8 September

| | |
|--------------|--------|
| Total: | \$2136 |
| Avg. Per Day | \$92 |
| Avg. Per DAU | 3¢ |



Purchasing in



Dictator Wars™



\$25,552,290

GOLD



100/100

HEALTH



36/168

ENERGY



13/13

STAMINA



6457/6642



LEVEL 32

Base

Allies

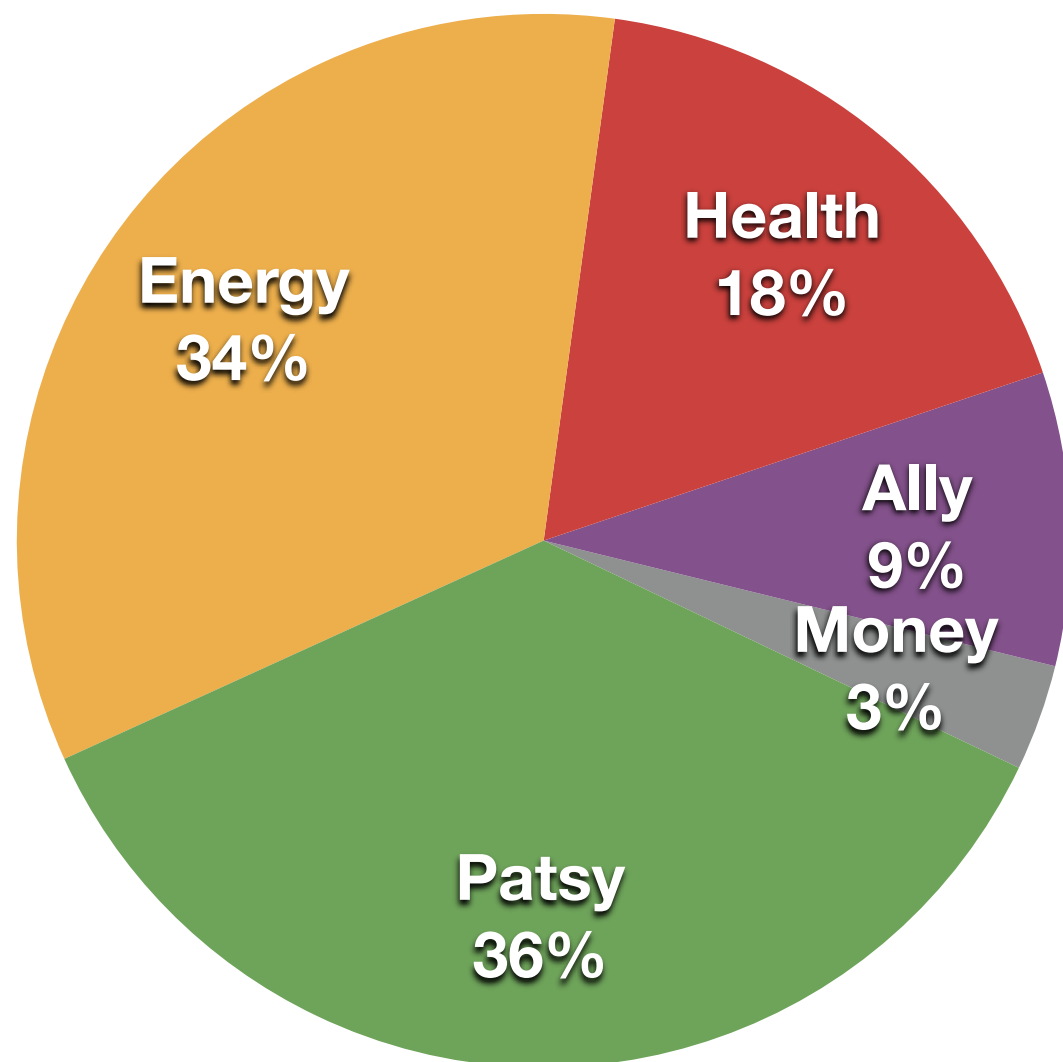
Missions

Foreign Affairs

Fight

Inventory

Illuminati



| | |
|---------|------|
| Patsy | 1724 |
| Energy | 1622 |
| Health | 844 |
| Ally | 430 |
| Money | 156 |
| Stamina | 21 |

International Revenue

| | |
|-----------|--------|
| US | \$1233 |
| Japan | \$607 |
| UK | \$286 |
| Finland | \$78 |
| Canada | \$46 |
| Italy | \$38 |
| Hong Kong | \$36 |
| German | \$28 |
| Denmark | \$24 |
| Chile | \$18 |
| Greece | \$11 |

as of 25 September 2009

Facebook Advertising

| | |
|----------------|-----------|
| Spend | \$4047.81 |
| Impressions | 8,914,844 |
| Clicks | 10,484 |
| Cost per Click | 39¢ |

Be a Dictator



Amass a fortune in gold and powerful weapons. Invade properties, command and conquer with your Allies. Play Dictator Wars.

You Are a Great Leader



Now Prove it. Amass a fortune in gold and powerful weapons. Invade properties, command your Allies into battle. Play Dictator Wars.

3 Reasons For You



Three reasons for you to play Dictator Wars: 1. you should run a country not a mob 2. you can get nukes 3. you can take over the world.

Throw Away Your Mafia



Play Dictator Wars now. Dictators have more fun: aircraft carriers, nukes, luxury goods. Get out of the hood, take over the world.

RockYou Test

**Get out of the hood.
Run a nation.**



24 September 2009

| | |
|----------------|------------|
| Spend | \$1,162.80 |
| Impressions | 6,960,208 |
| Clicks | 12,264 |
| Installs | 2,584 |
| Cost / Install | 45¢ |

Current Ad Spending

- RockYou: \$500 / day - this week
- Facebook: \$90 / day - ongoing
- Installs: ~1100 = 66% of new users

Total Ad Spending

- RockYou: \$3500
- Facebook: \$4047
- Total: \$7600

Dictator Wars

Expansions:

Pirates versus Ninjas



Attack Animals



Levels 100+





Children's Zoo(1-4)

North America (5-8)

South America (9-13)



★ **LEVEL** 132
12300
of 14450

🐾 23:50
\$45,871,987
COINS

💖 5:00
100/100
ENERGY

🌈 3:50
100/100
POWER

🦋 10:00
100/100
JOY

☐ **Help is OFF**

Super Cute Zoo

DEMO!

Super Cute Zoo Marketing!



SCZ Facebook Event Feed Images



Board Business

- Prior Meeting Minutes



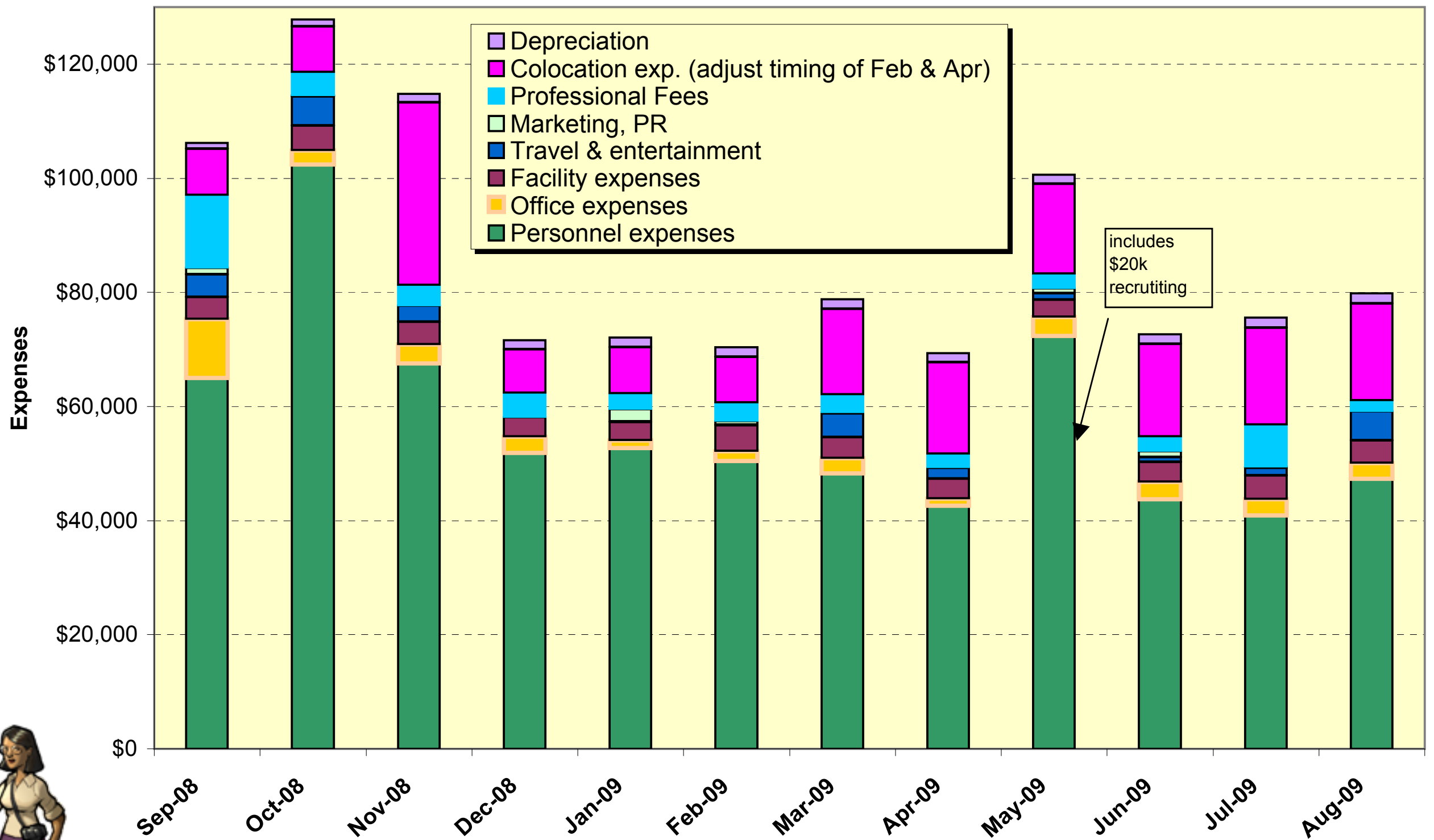


Financials

- August 2009 Burn: \$79k
- September 30 Cash on Hand: \$224k

GameLayers, Inc.

Expenses by Type by Month



| | Dec-08 | Jan-09 | Feb-09 | Mar-09 | Apr-09 | May-09 | Jun-09 | Jul-09 | Aug-09 | Sep-09 | Oct-09 | Nov-09 | Dec-09 |
|----------------------------------|--------|--------|--------|--------|--------|---------|--------|---------|--------|--------|--------|--------|--------|
| <u>Operating Expenses</u> | | | | | | | | | | | | | |
| December 2008 | \$71.6 | \$78.6 | \$74.8 | \$68.1 | \$66.6 | \$69.6 | \$68.1 | \$65.3 | \$68.3 | \$66.8 | \$65.3 | \$68.3 | \$66.8 |
| January 2009 | | \$72.1 | \$74.8 | \$78.1 | \$66.6 | \$69.6 | \$68.1 | \$65.3 | \$68.3 | \$66.8 | \$65.3 | \$68.3 | \$66.8 |
| February 2009 | | | \$78.4 | \$80.6 | \$80.6 | \$83.7 | \$92.0 | \$82.1 | \$85.1 | \$83.6 | \$82.1 | \$85.1 | \$83.7 |
| March 2009 | | | | \$78.8 | \$72.6 | \$105.5 | \$76.5 | \$74.1 | \$77.1 | \$75.6 | \$74.1 | \$77.1 | \$75.7 |
| as of May 11, 2009 | | | | | \$61.4 | \$105.5 | \$76.5 | \$74.1 | \$77.1 | \$75.6 | \$74.1 | \$77.1 | \$75.7 |
| as of June 11, 2009 | | | | | | \$100.6 | \$72.1 | \$100.5 | \$76.9 | \$76.9 | \$76.9 | \$76.9 | \$76.9 |
| as of July 20, 2009 | | | | | | | \$72.7 | \$70.0 | \$99.9 | \$77.9 | \$77.9 | \$77.9 | \$77.9 |
| as of August 24, 2009 | | | | | | | | \$75.6 | \$74.3 | \$78.1 | \$78.1 | \$68.1 | \$68.1 |
| as of September 18, 2009 | | | | | | | | | \$79.8 | \$79.6 | \$79.6 | \$68.0 | \$68.0 |

| | | | | | | | | | | | | | |
|------------------------------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|----------|----------|
| <u>Cash Balance</u> | | | | | | | | | | | | | |
| 2009 forecast as of 12/10/08 | \$859.2 | \$781.8 | \$708.2 | \$639.6 | \$573.6 | \$506.0 | \$441.5 | \$376.1 | \$309.0 | \$245.6 | \$180.7 | \$114.2 | \$50.7 |
| December 2008 | \$914.7 | \$781.8 | \$708.2 | \$639.6 | \$573.6 | \$506.0 | \$441.5 | \$376.1 | \$309.0 | \$245.6 | \$180.7 | \$114.2 | \$50.7 |
| January 2009 | | \$820.9 | \$708.2 | \$639.6 | \$573.6 | \$506.0 | \$441.5 | \$376.1 | \$309.0 | \$245.6 | \$180.7 | \$114.2 | \$50.7 |
| February 2009 | | | \$746.2 | \$647.7 | \$567.5 | \$485.9 | \$400.1 | \$313.0 | \$229.1 | \$149.0 | \$67.4 | (\$15.8) | (\$96.0) |
| March 2009 | | | | \$690.7 | \$577.5 | \$476.8 | \$398.7 | \$324.8 | \$248.9 | \$176.8 | \$103.1 | \$28.0 | (\$44.2) |
| as of May 11, 2009 | | | | | \$621.6 | \$476.8 | \$398.7 | \$324.8 | \$248.9 | \$176.8 | \$103.1 | \$27.9 | (\$44.3) |
| as of June 11, 2009 | | | | | | \$512.3 | \$435.9 | \$339.2 | \$260.3 | \$185.5 | \$110.7 | \$35.9 | (\$39.0) |
| as of July 20, 2009 | | | | | | | \$413.6 | \$343.0 | \$247.1 | \$169.5 | \$93.7 | \$17.8 | (\$58.1) |
| as of August 24, 2009 | | | | | | | | \$333.1 | \$259.5 | \$183.5 | \$107.4 | \$41.3 | (\$24.8) |
| as of September 18, 2009 | | | | | | | | | \$282.7 | \$183.5 | \$105.9 | \$39.9 | (\$26.1) |

| | | | | | | | | | | | | | |
|-----------------------------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| <u>Number of Employees</u> | | | | | | | | | | | | | |
| 2009 forecast as of 12/10/08 | 7.3 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 |
| December 2008 | 7.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 |
| January 2009 | | 6.9 | 7.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 |
| February 2009 | | | 6.9 | 7.0 | 7.0 | 8.0 | 8.0 | 7.0 | 7.0 | 7.0 | 7.0 | 7.0 | 7.0 |
| March 2009 | | | | 6.9 | 7.0 | 8.0 | 7.0 | 7.0 | 7.0 | 7.0 | 7.0 | 7.0 | 7.0 |
| as of May 11, 2009 | | | | | 6.9 | 8.0 | 7.0 | 7.0 | 7.0 | 7.0 | 7.0 | 7.0 | 7.0 |
| as of June 11, 2009 | | | | | | 5.9 | 6.0 | 7.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 |
| as of July 20, 2009 | | | | | | | 5.9 | 5.0 | 6.0 | 6.0 | 6.0 | 6.0 | 6.0 |
| as of August 24, 2009 | | | | | | | | 5.0 | 5.0 | 5.0 | 5.0 | 5.0 | 5.0 |
| as of September 18, 2009 | | | | | | | | | 5.0 | 5.0 | 5.0 | 5.0 | 5.0 |

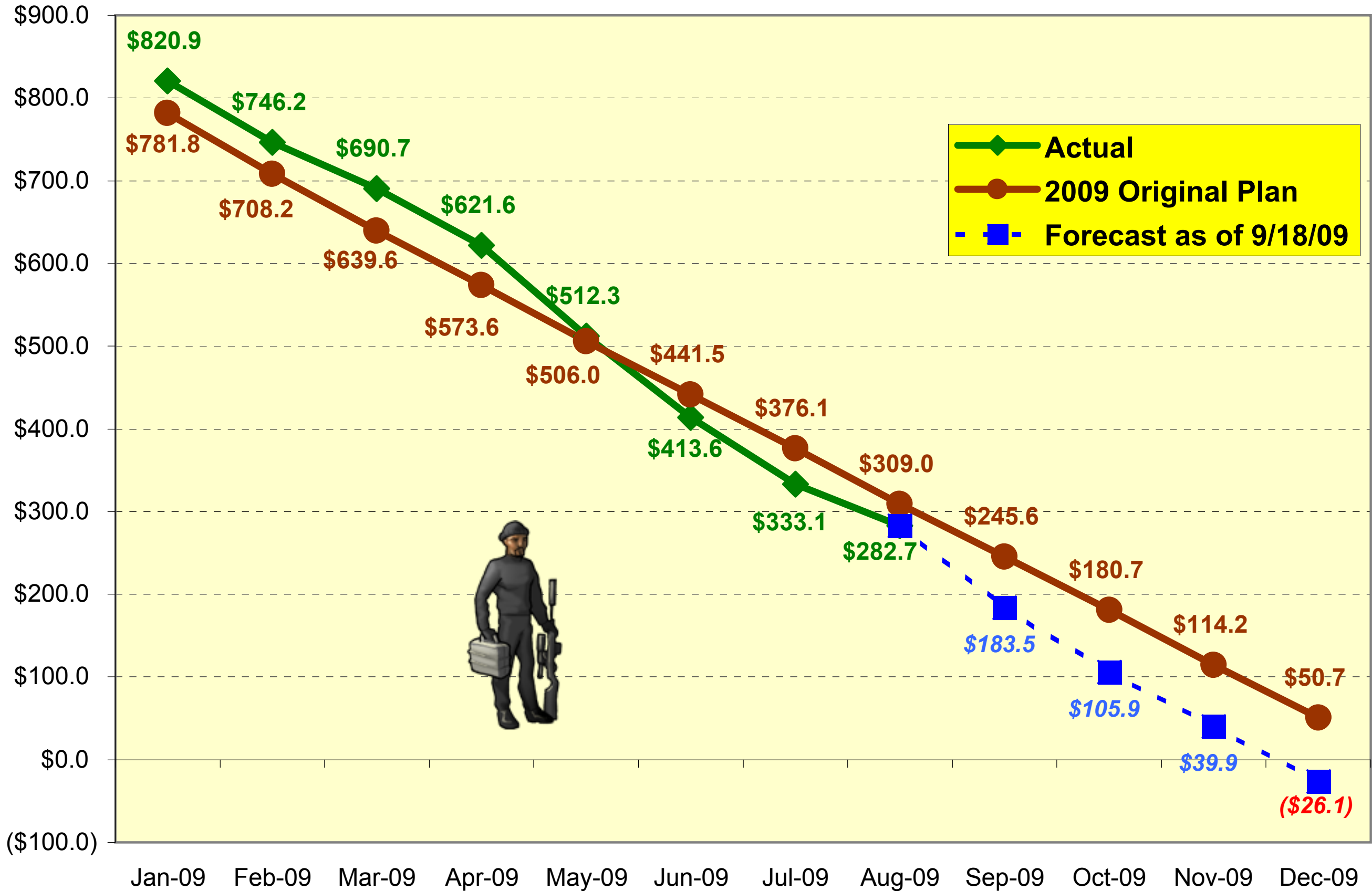
| | |
|-------------------|----------|
| <u>Key</u> | |
| | Actual |
| | Forecast |



GameLayers, Inc.

Cash Balance

(end of month)



Wrap Up

Next meeting Thursday, 29 October at 3pm

