

Exhibit Q
to the
Third Amended Complaint for Breach of
Contract, Breach of Fiduciary Duty, an
Accounting and Violation of California Business
& Professions Code § 17200

MEMORANDUM

To: NFLPA Retired Player Members
From: Gene Upshaw
Date: January 20, 2006
RE: The Truth About Retiree Benefits

Much has been made of my recent comments to the Charlotte Observer. These comments were made in response to several retired players' criticism of me and the NFLPA. While my response was not meant to be offensive, I stand by what I said.

Like any other labor union, we represent only active players. As a retired player, you are not a union member and we do not have a legal obligation to represent you. However, it is important to communicate the significant progress we have made on your behalf over the last twenty years. We made this progress because we, the union and the active players who are our members, wanted to do so.

The attached illustration offers a detailed explanation of both pension and disability benefit improvements since 1982. The following bulletpoints represent mere highlights of what the NFLPA has accomplished on your behalf:

- **Guaranteed pensions**, including for pre-59ers. One of the most impressive improvements came in 2002, when active players voted to give up \$110 million in current compensation in order to increase pension benefits for others, essentially doubling the pension benefits for many players. The plan is now paying out close to \$5 million a month to retirees and their beneficiaries.
- **Disability**, including inactive and degenerative. There have been dramatic increases in such payments. For example, the annual payout for a total & permanent degenerative disability went from only \$9000 per annum in 1992 to its current level of \$110,000 per annum.
- **Players Assistance Trust**, funded by active players. In 2005 alone, we have paid out \$1.2 million in funds to former players in need (i.e. medical care, medication, relocation, mortgage costs, burial expenses). Over the life of this fund the PAT has paid out almost \$4 million in response to retired players' requests for help.
- **Severance**. Players are now eligible to receive severance after only two credited seasons. An especially lucrative benefit, over \$18 million is now paid out in severance payments to players each year.
- **Extended health care benefits**. Vested players now have continuing medical and dental coverage for up to five years after they leave the playing field.
- **Retired Players Department**. With five full-time staff members, this department serves as an invaluable resource to retired players.

Since I have been the Executive Director of the NFLPA, this union has shown a continued and passionate concern for the well-being of our retired player members. To question my commitment to the retired players is simply unfair and more importantly, unfounded.