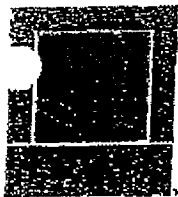


Exhibit D
To
First Amended Complaint For Breach Of
Fiduciary Duty, Unjust Enrichment And An
Accounting

EXHIBIT D



Dear NFLPA Member:

In 1994 the NFLPA created a separate marketing and licensing subsidiary, Players Inc. Since then, Players Inc has marketed NFL players, active and retired, in a variety of ways: licensed products such as trading cards and videogames, television and radio programming, personal appearances, autograph signings, an all-player internet site (nflplayers.com) and at events such as the NFL Kick-Off and the Super Bowl.

NFL Players Assoc
2021 L Street, NW
Suite 800
Washington, DC 200
202-463-7000
Fax 202-77-0350

Hundreds of retired NFL players have received payments from Players Inc for these activities but every retired NFL player has benefited from Players Inc's creation. How? Because 40% of Players Inc's operating revenue is paid to the NFLPA as a royalty for the active player name and image rights secured by the NFLPA and licensed to Players Inc. This allows the NFLPA to provide extensive services and benefits to retired players in return for modest retired player dues of \$50 per year. For example, the NFLPA Retired Players Department and Benefits Department serves almost 4000 NFLPA retired player members at an annual cost to the NFLPA of \$1.5 million. Retired player dues offset less than \$200,000 of that amount. The \$1.3 million difference in the cost of retired player representation by the PA is paid for by active player licensing. Retired players deserve this kind of support from active players because you built the game and the union. We live every day by the NFLPA's motto: "Past, Present and Future."

We have the participation of almost every active NFL player in group licensing. And we need your support for the licensing program as well. You have signed the NFLPA Group Licensing Assignment ("GLA") in the past but your GLA is about to expire. Please sign the enclosed GLA and return it today. This agreement is non-exclusive and will not interfere with any other licensing or endorsement opportunities you may have.

Join the thousands of retired NFL players who have provided their name and image rights to the NFLPA and Players Inc. You may get the opportunity to receive royalty payments or appearance fees. And, as explained above, Players Inc funds the NFLPA, giving the NFLPA the financial and staff resources to:

- negotiate better pension and disability benefits
- publicize a network of medical facilities that treat retired players without insurance
- organize 32 NFLPA local chapters
- hold a retired players convention
- endow the Players Assistance Trust for retired players in need

Help us market retired NFL players and show your support for the NFLPA and Players Inc by signing and returning the enclosed GLA today!

If you have any questions about the GLA or retired player licensing, please call Beverly Halton at the NFLPA Retired Players Department (202-463-2213 or 800-372-2000).

Thanks for your prompt attention and for your help. Enjoy the rest of the 2003 NFL season!

Happy Holidays,

Douglas F. Allen
Assistant Executive Director