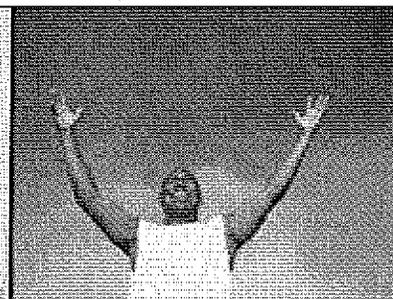


Exhibit F
To The
Second Amended Complaint For Breach Of Contract,
Unjust Enrichment, Breach of Fiduciary Duty,
Violation of California Business & Professions Code
§ 17200, And An Accounting



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MISSION STATEMENT

The mission of PLAYERS INC is to "take the helmets off" NFL players - past, present, and future - and to market them as personalities, as well as professional athletes. PLAYERS INC, the licensing and marketing subsidiary of the NFLPA, has three core objectives:

1. To help grow the game of football by bringing the fans closer to players by promoting the players in as many positive ways as possible through licensing and promotions, appearances, special events, community service and media;
2. To increase awareness and understanding of the PLAYERS INC brand through all segments of the company's business - PLAYERS INC means NFL Players;
3. To generate revenue for the players, the NFLPA, and PLAYERS INC.

WHAT IS PLAYERS INC?

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Which player were you rooting for most in Super Bowl XLI?

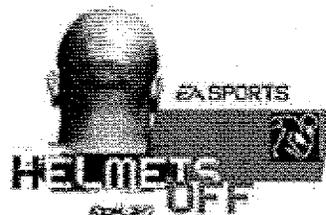
- Rex Grossman
- Marvin Harrison
- Peyton Manning
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PLAYERS INC.

WHAT IS PLAYERS INC?

National Football League Players Incorporated, officially known as PLAYERS INC, is the for-profit licensing and marketing subsidiary of the NFL Players Association. Formed in 1994, its mission is to "take the helmets off" the players and market them as personalities as well as professional athletes. PLAYERS INC, which represents more than 1,800 active players and over 3,000 retired players, has been aggressive in its efforts to expand player marketing opportunities.

Activities include retail licensing, special events, corporate sponsorship, radio and television projects, publishing, a website (nflplayers.com) and other promotional programs. PLAYERS INC has become a fully integrated marketing company for active and retired NFL players. These activities generate guaranteed royalties to PLAYERS INC and the players, in addition to providing financial support to the NFLPA. The organization is committed to meeting the needs of all NFL players in the National Football League by creating player marketing opportunities, increasing brand awareness and developing valuable business partnerships.

PLAYERS INC has positioned itself in the marketplace as a "brand" and has adopted the slogan "PLAYERS INC means NFL Players." The highly recognizable PLAYERS INC logo, which represents all players in the NFL, has become a valuable and recognizable icon that appears on all licensed products and is used in connection with all sponsorships, promotions and PLAYERS INC events and properties.

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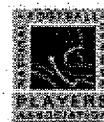
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FREQUENTLY ASKED QUESTIONS

- What is PLAYERS INC'S relationship to the NFLPA?
- What is PLAYERS INC'S relationship to the NFL?
- What is group licensing?
- What is the group licensing agreement?
- How does PLAYERS INC generate revenue?
- How is PLAYERS INC structured?

What is PLAYERS INC'S RELATIONSHIP TO THE NFLPA? (top)

PLAYERS INC is a subsidiary of the NFLPA for all NFL player group licensing and marketing activity. A portion of the revenue generated by PLAYERS INC funds the operation of the NFLPA.

What is PLAYERS INC'S RELATIONSHIP TO THE NFL? (top)

In August, 2000, PLAYERS INC and the NFL entered into a historic internet and sponsorship partnership. NFLPlayers.com became part of the NFL Internet Network and NFL players became available to NFL sponsors exclusively through PLAYERS INC. As part of this partnership, PLAYERS INC and the NFL manage the NFL Auction on eBay and PLAYERS INC licenses NFL.com's fantasy football game.

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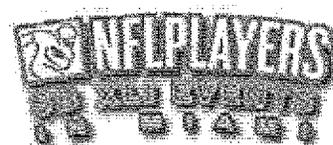
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Which player were you rooting for most in Super Bowl XLI?

- Rex Grossman
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- Mushin Muhammad

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EA SPORTS

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game.

What is GROUP LICENSING? (top)

Group licensing programs are defined as those programs in which a licensee utilizes a total of six (6) or more NFL players in conjunction with or on products that are sold at retail or used as promotional or premium items. The player's may be depicted individually on a product as a part of a series or collectively with other players.

Some PLAYERS INC group licensing programs utilize as few as 6 players and others as many as 1,800 league-wide. PLAYERS INC works with more than 60 licensees whose products include: Trading cards (500+ players), Videogames (1,500+ players), Apparel (1,000+ players), and Collectibles (75+ players).

What is THE GROUP LICENSING AGREEMENT? (top)

When a player signs an NFLPA Group Licensing Assignment (GLA) or assigns his group licensing rights to the NFLPA, he gives the NFLPA the exclusive right to use his name, number, likeness, voice, facsimile signature, photograph, picture and/or biographical information (collectively "image") in licensed programs involving six or more players. The NFLPA has assigned, and will continue to assign, those rights to PLAYERS INC.

It is not the intent of PLAYERS INC to interfere with or compete with a player's individual marketing opportunities. Players who sign the GLA have the opportunity to exclude themselves from a particular program if they notify the NFLPA or PLAYERS INC that they have an existing individual exclusive deal with a competing company for a program that includes five or fewer players.

HOW DOES PLAYERS INC GENERATE REVENUE? (top)

PLAYERS INC does business with more than 80 companies, including license agreements with more than 60 companies in categories such as trading cards and collectibles, videogames, fantasy football, apparel and novelties and other licensed products. Those companies pay royalties to PLAYERS INC on the sale of the licensed products. Royalties are paid to PLAYERS INC by licensed companies for the use of players' names and images. These fees are usually based on a percentage of sales revenue received by the licensed company for the first sale of the licensed products. PLAYERS INC also receives revenue on an annual basis from the NFL Internet and Sponsorship Agreements.

Any players who are singled out to promote licensed products are paid additional fees for being highlighted on product packaging, point of sale, print ads or other collateral material, for autographs, appearances, product endorsements and commercials.

PLAYERS INC also generates additional revenue from its licensees and sponsors to support sponsor programs such as the NFL Players Rookie Premiere, the NFL Players Grid Iron Gala


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NFL Players Rookie Premiere, the NFL Players Grid Iron Gala featuring the JB Awards, PLAYERS INC Live at the NFL Experience, NFL Players Week on Wheel of Fortune and other promotional opportunities.

HOW IS PLAYERS INC STRUCTURED? (top)

PLAYERS INC is the for-profit subsidiary of the NFLPA. It is governed by a Board of Directors and employs a staff of 35 professionals who provide management and administrative support for various PLAYERS INC departments. Those departments include trading cards and collectibles, multimedia and interactive, apparel, special events, corporate marketing, player marketing, internet and communications.

The Board of Directors includes Gene Upshaw, who serves as Chairman of PLAYERS INC, as well as Executive Director of the NFLPA, Doug Allen, who serves as President of PLAYERS INC and Assistant Executive Director of the NFLPA, Pat Allen, Executive Vice President and Chief Operating Officer of PLAYERS INC, Steve Saxon, attorney with Groom Group in Washington, D.C., who also serves as tax counsel to the NFLPA and PLAYERS INC, and Marvin Zimmerman, a Chicago businessman who has been involved with the NFLPA for over 30 years.

PLAYERS INC executive staff includes the following:

Gene Upshaw - Chairman
Andy Feffer - Executive Vice President and Chief Operating Officer
Dawn Ridley - Senior Vice President
Pam Adolph - Vice President, Apparel & Operations
Dexter Santos - Vice President, Player Marketing
Karen Bush - Assistant Vice President, Trading Cards & Collectibles
Felice Jones - Assistant Vice President, Special Events
Josh Goodstadt - Assistant Vice President, Multimedia
Angela Manolakas - Assistant Vice President, Player Marketing
Lara Potter - Assistant Vice President, Communications
Joe Nahra - Staff Counsel

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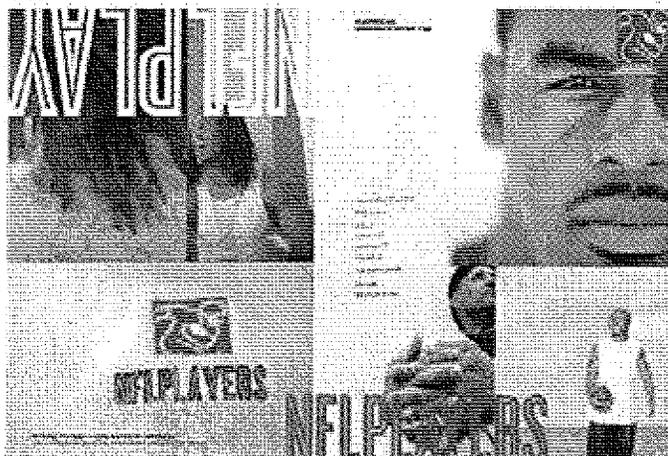


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HISTORY

May 1994 NFL Players Association (NFLPA) creates National Football League Players Incorporated (PLAYERS INC), the first for-profit licensing and marketing arm of a professional sports union. NFLPA names Pat Allen, the organization's Director of Licensing since 1885, as PLAYERS INC's Executive Vice President and Chief Operating Officer.

July 1994 PLAYERS INC partners with Street & Smith's to produce a 24-page special section in the magazine, making it the "Official Football Annual of the NFL Players."

January 1995 Official public announcement of PLAYERS INC is made in New York City. USA TODAY carries the story on the front page of its business section.

April 1995 PLAYERS INC launches a Player Marketing department to generate marketing opportunities for NFL players and to support its licensing departments.

May 1995 PLAYERS INC names Sportsline as the "Official Online Service of the NFL Players." PLAYERS INC's first official website is made available through www.sportsline.com.

June 1995 PLAYERS INC secures ESPN and Sportsline as its first two online fantasy football licensees.

August 1995 PLAYERS INC launches the NFL Players Fantasy Football Show on Prime Sports now FOX SPORTS NET.

October 1995 PLAYERS INC announces it's first official company spokesmen, Kevin Green, Tim Brown, Herschel Walker, and Steve

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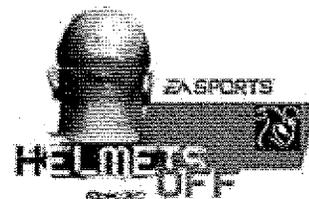
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spokesmen, Kevin Green, Tim Brown, Herschel Walker, and Steve Beuerlein, at a press conference in New York City's Madison Square Garden.

January 1996 www.nflplayers.com website is launched.

January 1996 50,000 fans attend the NFL Players Party during Super Bowl weekend in Phoenix.

May 1996 PLAYERS INC creates the NFL Players Rookie Premiere event and television special surrounding the annual gathering of top NFL draft picks. PLAYERS INC trading card licensees utilize the event as opportunity to capture photos of the draft picks in their uniforms for the first time.

May 1996 PLAYERS INC signs sponsorship deal with MCI, naming 1-800 COLLECT as the "Official Call of the NFL Players." MCI uses the sponsorship to create the "Dream Day Sweepstakes" with NFL players and a series of "Brady Bunch" television commercials with NFL players.

August 1996 PLAYERS INC Radio is launched nationally on the One-On-One Sports Radio Network. The original weekly show is co-hosted by Matt Millen and Dan Miller.

January 1997 The nationally syndicated Wheel of Fortune NFL Players Week is broadcast for the first time.

January 1997 PLAYERS INC names Majesty Cruise Lines as the "Official Cruise Line of the NFL Players."

June 1997 PLAYERS INC's branded clothing line is picked up by Foot Locker, Olympia Sports Centers, Scheels All Sports and JC Penney stores.

August 1997 The annual NFL Players Rookie Premiere television show begins airing nationally on FOX SPORTS NET.

December 1997 PLAYERS INC announces an integrated sponsorship and marketing partnership with Petty Enterprises, PE 2 and the Petty Driving Experience. The arrangement put the PLAYERS INC logo on the Petty cars and for a specially painted PLAYERS INC Hot Wheels diecast car.

May 1998 PLAYERS INC signs an integrated licensing and marketing deal that designates Spalding as the "Official Football of the NFL Players."

June 1998 PLAYERS INC opens the NFL Players Grill theme restaurant in Orlando, Florida.

June 1998 PLAYERS INC signs MBNA to a five year, multi-million dollar sponsorship agreement. PLAYERS INC names MBNA the "Official Credit Card of the NFL Players," and MBNA uses the sponsorship to include NFL player images on affinity credit cards.

September 1998 PLAYERS INC signs Snickers as a corporate sponsor. Snickers leverages NFL players in the sponsorship to create the "Snickers Shock Zone" promotional campaign. PLAYERS INC logo appears on more than 300 million Snickers candy bar wrappers.

candy bar wrappers.

January 1999 PLAYERS INC names Ballys Total Fitness as the "Official Training Facility of the NFL Players."

March 1999 PLAYERS INC enters into a new publishing partnership with Athlon Sports. Each of Athlon's annual football preview magazines will now contain a special PLAYERS INC editorial section.

June 1999 PLAYERS INC signs Coors Brewing Company to a three year, multi-million dollar sponsorship agreement. Coors leverages the sponsorship by creating the "Coors Light NFL Players Starting Lineup" fantasy football promotion on its 12-packs in the fall.

January 2000 MBNA introduces the PLAYERS INC Platinum Plus Visa credit card - the first credit card to feature the PLAYERS INC logo.

May 2000 PLAYERS INC partners with Pepperidge Farms' Goldfish brand for a national promotion called Team Goldfish. PLAYERS INC brand appears on more than 12 million packages of Goldfish Brand cracker products.

August 2000 PLAYERS INC and the NFL enter into a historic internet and sponsorship partnership. NFLPlayers.com becomes part of the NFL Internet Network and NFL players are now made available to NFL sponsors exclusively through PLAYERS INC. As part of the partnership, PLAYERS INC and the NFL manage the NFL Auction on eBay and PLAYERS INC licenses NFL.com's fantasy football game.

July 2001 PLAYERS INC licenses Reebok exclusively to produce authentic and replica NFL player jerseys. Reebok breaks all previous PLAYERS INC licensed jersey sales records.

August 2001 The NFL Players Unsung Heroes Awards Show airs on FOX SPORTS NET. Awards honor NFL players for their courage, dedication and commitment both on and off the field.

December 2001 PLAYERS INC's Player Marketing department helps facilitate more than 1 million NFL player autographs in licensed trading card packs.

January 2002 Hip hop/rap artist Snoop Dogg and R&B recording artist Faith Evans appear at the NFL Players Party at the House of Blues in New Orleans.

April 2002 PLAYERS INC acquires the NFL Quarterback Club.

January 2003 Busta Rhymes and Ashanti perform at the NFL Players Party in San Diego.

February 2003 More than 5 million PLAYERS INC-licensed videogames are sold during the 2002 NFL season.

March 2003 Annual retail sales of PLAYERS INC licensed products reaches \$700 million.

August 2003 PLAYERS INC launches its own fantasy football game, NFL Players Fantasy Football, on NFLPLAYERS.COM.

game, NFL Players Fantasy Football, on NFLPLAYERS.COM.

September 2003 PLAYERS INC Radio moves to FOX SPORTS Radio for its seventh season. Former Dallas Cowboys player, Daryl Johnston, is named as co-host with Dan Miller.

January 2004 50 Cent performs at the NFL Players Party in Houston.

April 2004 PLAYERS INC teams up with James Brown and changes the Unsung Hero awards to the NFL Players Gridiron Gala featuring the JB Awards to honor the commitment of NFL players to family and community.

August 2004 PLAYERS INC creates and produces the hit TV series "Helmets Off," a show that airs on FSN nationally, giving fans unique "behind-the-scenes" access to NFL players.

November 2004 PLAYERS INC signs a five year exclusive videogame license with Electronic Arts (EA), the world's largest videogame software manufacturer.

February 2005 Ludacris performs at the NFL Players Party in Jacksonville.

March 2005 Annual retail sales of PLAYERS INC licensed products reaches \$750 million.

June 2005 Coors Brewing Company, together with PLAYERS INC and Search Institute launched the MVPParents.com initiative, a national, multi-faceted program providing parents with tools and information to support them in being the "most valuable players" in their children's lives, so their children can thrive and make healthy choices such as not consuming alcohol.

August 2005 PLAYERS INC creates and produces six more episodes for the second year of the hit TV series "Helmets Off," a show that airs on FSN nationally, giving fans a behind-the-scenes look at life as an NFL player.

August 2005 Beat The NFL Players Fantasy Football is available only at NFLPLAYERS.COM giving fans the chance to test their skills against former NFL greats Ron Jaworski, Daryl Johnston, Ed McCaffrey, Fran Tarkenton, Thurman Thomas and Jack Youngblood.

September 2005 PLAYERS INC currently licenses more than 65 companies for retail and licensed products and does business with 21 NFL sponsors.

September 2005 PLAYERS INC partners with Visa on its "Practical Money Skills for Life" educational program and negotiates and manages more than 15 player appearances in schools throughout the country, including Jerome Bettis, Warrick Dunn, Derrick Brooks, Jake Delhomme, Jake Plummer, John Lynch, and Eric Johnson.

December 2005 Wheel of Fortune NFL Players week tapes for the 10th season at the Broward County Convention Center in Fort Lauderdale, FL.

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