



NATIONAL FOOTBALL LEAGUE

Integrity - Performance and Teamwork - Tradition and Innovation - Diversity - Learning

Dear NFL Colleague:

The National Football League is proud to be America's most popular and respected sports league. As stated in our Game Plan of Mission and Values, we must maintain an environment that inspires confidence and trust among our colleagues, Clubs, business partners, and the public. Teamwork requires complete attention to the best interests of the organization while not focusing on personal agendas. While our Mission requires that we embrace change and innovation, we must be thoughtful and consider the long-term consequences of each action that we undertake. Every colleague must follow business practices and procedures that comply with the law and reflect ethical decisions made with the highest level of integrity. Every colleague must recognize and avoid activities and relationships that may tarnish our reputation; for example, those that involve, or might appear to involve, conflicts of interest. Our Compliance Plan ensures that all employees are aware of their responsibilities to each other, and to those we represent and with whom we do business.

The Statement of Policy that follows this message sets forth the elements of the Compliance Plan, discusses the obligations of every employee, elaborates on specific areas of our business, and describes the procedures used by the NFL's Compliance Officers in administering the Plan. I ask that you give your full cooperation to the Compliance Officers appointed to administer the Plan. Each of us is required to certify annually that he or she has received, read, and will abide by the NFL Compliance Plan. From time to time, the Compliance Officers may ask us to attend specialized compliance training programs. Attendance is mandatory.

The NFL is committed to the highest level of integrity in business practices with individuals, organizations, and governments wherever we operate. The Compliance Officers should be advised promptly of any information concerning possible violations of the law or this Compliance Plan by any employee of the NFL. Violation of the Compliance Plan or the law, including failure to report observed or known instances of such activity, constitutes conduct detrimental to the NFL and is subject to disciplinary action, up to and including termination of employment. Retaliation in any form against a person who reports a violation will not be tolerated.

With your commitment to these principles and values, we can all be leaders and continue to put the NFL in the best position to successfully serve our fans, teams, and business partners and to maintain its reputation as one of its strongest assets. Thank you for your cooperation and for your continuing contributions to the success of the NFL.

A handwritten signature in black ink, reading "Roger Goodell". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

ROGER GOODELL
Commissioner

July 2014

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STATEMENT OF POLICY

I. INTRODUCTION

The National Football League^{*} is committed to comply with federal, state, and local law and regulation that applies to the operation of its business in the United States and other countries. This reaffirmation of the NFL's established principles and standards may impose requirements that are often more exacting than those mandated by law, but we believe that our conduct must reflect the highest level of integrity, especially in light of our high visibility and outstanding reputation. Compliance risks can arise under many circumstances, including when performing our daily and routine responsibilities with the NFL; for example, engaging in matters with the NFL's business partners, communicating with and managing other NFL employees, or maintaining NFL books and records.

No employee should involve the NFL in any situation in which the NFL could be deemed to have assisted or aided in the commission of a crime or violation of law. If any employee has information of suspected criminal or illegal activity by another employee or by a business partner, such information should be reported in accordance with the reporting provisions set forth in Section II of this Statement of Policy.

Furthermore, the NFL expects its employees to recognize and avoid activities and relationships such as those that involve, or might appear to involve, conflicts of interest. A conflict of interest exists whenever an employee's actions on behalf of the NFL might be, or could appear to be, affected by considerations other than the best interests of the NFL, even if such actions are lawful. Accepting significant gifts from business partners or providing services to another organization, including serving on certain advisory boards, could be considered a conflict of interest.

Specific guidelines concerning the avoidance of conflicts of interest are set forth in this Statement of Policy and should be strictly observed. We expect our business partners to adhere to the same standards in their dealings with us, as well as with others on our behalf, because some may seek to attribute the actions of our business partners to the NFL. For the purposes of this Statement of Policy, the term "business partners" refers to outside individuals and entities doing or seeking to do business with the NFL, or acting on the NFL's behalf.

What follows are brief descriptions of (1) procedures for reporting information about violations of this policy or suspected criminal activities; and (2) issues that we believe require particular attention.

^{*} The "National Football League," for the purposes of the Compliance Plan, refers to the League Office, Management Council, NFL Enterprises LLC, NFL Films LLC, NFL Network LLC, NFL Productions LLC, NFL Properties LLC, NFL International LLC, and any other affiliated entities that now exist or may subsequently be established.

II. REPORTING AND INVESTIGATING SUSPECTED VIOLATIONS

A. Obligation to Report

You are expected to comply at all times with the NFL Constitution and Bylaws, in their present form and as amended from time to time, the NFL Personal Conduct Policy, the NFL Employee Handbook, the NFL Information Technology Security Policies, all other NFL policies, rules, and regulations, and all applicable decisions of the Commissioner, including any of the above available on NFL Playbook. Seek advice from the NFL Legal Department or Compliance Officers when necessary.

TIME-OUT #1



Where on Playbook can I find these various policies? Employees can access the Compliance Plan and the NFL Policies Home Page through links on the Home Screen of Playbook.

Who are the NFL Compliance Officers? The NFL's Compliance Officers are employees designated to administer the Compliance Plan and address Compliance Plan inquiries and disclosures. E-mail and telephone contact information for the Compliance Officers can be found on Playbook.

You are expected to bring to the attention of a Compliance Officer any information you have regarding a violation of the Compliance Plan and/or suspected criminal wrongdoing or violations of law by any employee or agent of the NFL. The NFL requires all employees to come forward with such information, without regard to the identity or position of the suspected offender. Because failure to report criminal activity can itself be understood to condone the crime, we emphasize the importance of reporting. Failure to report knowledge of illegal conduct and/or violations of this Compliance Plan may result in disciplinary action against those who fail to report. If you are more comfortable reporting to the head of your department, or anyone else in a position of responsibility, please feel free to do so. What is important is that you make the report.

B. Procedures for Reporting and Investigating Suspected Violations

- **Notification.** Information about known or suspected violations must be reported promptly. We ask that whenever practical you do so in writing and that you provide as much detail as possible concerning the matter.
- Employees may visit, call, or email a Compliance Officer directly. Employees may also file a report via the Employee Ethics and Fraud Hotline by phone (1-888-291-6472) or by visiting www.protecttheshield.com.

TIME-OUT #2



Can I report a Compliance Plan violation anonymously? Yes, employees can make certain reports anonymously through the Ethics and Fraud Hotline or www.protecttheshield.com. Harassment and discrimination claims may not be reported anonymously.

- **Investigation.** Reports of suspected violations will be investigated under the supervision of a Compliance Officer utilizing other NFL resources, including Human Resources or the Security Department, when necessary. Employees are expected to cooperate in the investigation of reported violations and to provide all information and materials as requested.
- **Confidentiality.** To the extent practical and appropriate under the circumstances, the NFL will protect the privacy of the individuals involved. However, employees should be aware that the Compliance Officers and those assisting them are obligated to act in the best interests of the League and that confidentiality cannot be guaranteed.
- **Protection Against Retaliation.** Retaliation in any form against an individual who reports a violation of this policy, or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Acts of retaliation should be reported immediately and will be disciplined appropriately.
- **NFL Response.** When a violation is established, the NFL will respond promptly and appropriately. The NFL's response may include, when necessary, making changes to this policy in order to better deter and detect the particular type of violation which has occurred.

III. DISCIPLINARY ACTION

All employees (regardless of full-time, part-time, seasonal, intern, or other status) are expected to adhere to this policy. If a Compliance Officer establishes, after appropriate investigation, that this policy has been violated—whether by unethical or unlawful actions, condoning or failing to report information as to inappropriate or illegal actions by others, retribution or retaliation against those who report suspected wrongdoing or otherwise—appropriate discipline may result, up to and including termination of employment. The NFL reserves the right to commence civil proceedings or initiate criminal proceedings if, in its sole discretion, it deems such action appropriate in light of the violation established. In considering what discipline or other measures are appropriate, the NFL will take into account and, if appropriate, treat with leniency employees who come forward to provide information regarding their own unethical decision-making or violations of law or policy.

IV. AREAS OF PARTICULAR INTEREST

We have identified the following areas that deserve particular note in the context of our business. In doing so, we do not mean to suggest that any wrongdoing has occurred. Rather, we call these areas to your attention so that each of you will be able to avoid problems in the future.

A. Honesty and Fairness

The NFL is engaged in worldwide and varied business relationships with other organizations and individuals, and is the seller and buyer of goods and services. Many of us are therefore called upon in the course of our duties to represent the NFL in dealings with third-party entities, organizations, and individuals in addition to our daily interactions with colleagues. Regardless of the identity of the individuals or organizations we deal with, we should always adhere to the following standards:

- Never make misrepresentations, dishonest statements, or statements that may mislead or misinform. If it appears that anything you have said or written has been misunderstood, correct it promptly.
- Never use the NFL's success or size in an effort to coerce or threaten another organization. Although you may cite legitimate advantages of doing business with the NFL, you must be careful not to engage in any activity that could be construed as coercive or threatening.
- Never disparage a competitor, its products, or its services. Rather, stress in a fair and accurate manner the advantages of the NFL's products and services.

B. Confidentiality

In the course of your association with the NFL, you may become aware of non-public information about the NFL, its clubs, football players, including former, current, and draft-eligible players, business partners such as licensees, sponsors and television networks, and other individuals or entities. "Non-public information" is generally defined as information obtained by virtue of your position with the NFL that is confidential or has not been disseminated to the public at large.

You should never disclose non-public information to anyone outside of the NFL or to anyone who is or could be adverse to or competitive with the NFL unless authorized to do so, even after you leave your employment with the NFL. Any inquiries from reporters or other members of the press should be referred to the Public Relations Department without further response, and any unauthorized disclosure of non-public information of which an employee becomes aware should be reported immediately.

C. Accurate and Complete Records

Accurate records play a vital role in assuring the maintenance of high ethical standards particularly as they reflect our various business transactions. Accordingly, all NFL transactions must be recorded accurately, completely, and in a timely manner. Never make false or artificial entries in the NFL's records. Never understate or overstate reports of sales or expenses, or alter any documents used to support those reports. All assets and liabilities must be recorded in the regular books of account. Use the best available information for any estimates and ensure that you are able to support any assumptions made.

D. Fraud

Each of us is expected to adhere to the highest ethical and professional standards in carrying out

our responsibilities as NFL employees. As such, fraud and any related misconduct will not be tolerated in any form and will result in termination of employment and possible criminal and civil liability. Fraud is defined as any knowing misconception, or misrepresentation, of the truth or concealment of a material fact to induce another to act in his or her detriment or to deceive a party, including the NFL. Employees are reminded of their affirmative obligation to report fraud, and that reports may be made to your department head, a member of the Internal Audit staff, or a Compliance Officer.

E. Anti-Corruption

It is a violation of NFL policy to offer bribes and other improper advantages in connection with the activities of the NFL. The NFL is committed to complying with anti-bribery and anti-corruption laws, including the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act. Bribery, kickbacks, and other improper inducements to government officials, business partners, vendors, and suppliers are prohibited. No employee, agent, or representative worldwide may offer, promise, pay, or authorize any financial or other advantage or anything else of value to any person or organization with the intent to exert improper influence over the recipient, induce the recipient to violate his or her duties, or secure an improper advantage for the NFL or its member clubs. All employees are further prohibited from demanding, agreeing to receive, or accepting a bribe, kickback, or any other improper financial or other advantage.

The NFL engages in activities outside the United States. Under the Foreign Corrupt Practices Act, it is illegal for any NFL employee, agent, or consultant acting on the NFL's behalf to give anything of value, directly or indirectly, to a foreign official, a foreign political party, or a candidate for foreign political office, if doing so could be reasonably understood to be part of an effort to obtain or retain business for the NFL. No payment of any kind, whether it is in cash or other value provided, should be made to any foreign official or entities without consulting a Compliance Officer in order to determine whether the payment would be prohibited.

TIME-OUT #3



I work in the London office and am planning to invite two employees of Scotland Yard to a local dinner in appreciation for their assistance with certain security logistics at an International Series game. How do I know if this invitation violates the NFL's anti-corruption policies with regards to providing an item of value to a foreign government official? Contact a Compliance Officer who will answer questions concerning relevant portions of the Anti-Corruption Manual and Control Forms and discuss with you the circumstances surrounding your invitation.

The NFL has adopted the NFL Anti-Corruption Manual and related policy documents which set forth the NFL's further policies in this regard. The Anti-Corruption Manual can be found at [\[link\]](#) and the related documents, including relevant Control Forms, can be found at [\[link\]](#). The Anti-Corruption Manual and Control Forms can also be found on Playbook.

F. Conflicts of Interest

You should never engage in an activity that conflicts with the best interests of the NFL, or that gives the appearance of creating a conflict with the best interests of the NFL. A conflict of interest arises when you engage in outside or personal activities that could influence the decisions that you make for the NFL. For example, if your position requires you to determine which of two apparel companies should get an exclusive NFL license, the fact that you own stock in one of the companies may, or may appear to, significantly influence your decision. Under such circumstances it is possible that your personal interest will receive, or be perceived as receiving, a higher priority than the best interest of the NFL. Even if you are acting in the best interests of the NFL, the mere appearance of a conflict or other impropriety can be harmful to the NFL. Reasonable persons may not want to deal with the NFL if they question your ability to make impartial business decisions. The best interests of the NFL are always served by compliance with the law and this Compliance Plan.

TIME-OUT #4



I have been invited by a NFL business partner to attend a Yankees game with stadium suite access and lunch to be provided. I understand that the NFL is considering expanding its relationship with this business partner. If I accept, does that violate the NFL's Conflict of Interests policy? You should discuss this matter with a Compliance Officer. The invitation may be considered local and reasonable under the circumstances but should be discussed with a Compliance Officer. If approved, it will also need to be approved by your department head.

Generally speaking, a conflict of interest arises when an employee has a competing interest or loyalties that are, or could be, at odds with each other. These competing interests may occur as the result of engaging in outside or other personal activities, or due to personal relationships. Circumstances which may give rise to a conflict of interest include, but are not limited to:

- Hiring a family member's company to provide services to the NFL;
- An employee involved in a hiring decision does not disclose that he or she is related to one of the job candidates;
- Having an ownership interest in an entity retained as a vendor to the NFL;
- Having an ownership interest in an entity which produces products or supplies purchased by the NFL;
- Having an ownership interest in a company which is an NFL licensee or business partner;
- An employee serves on a board of directors or a company that competes with NFL business;
- Accepting a significant gift from a business partner or potential business partner (see Section G of this Statement of Policy);
- Accepting travel and entertainment provided by a business partner or potential business partner

In dealing with individuals and entities that are doing or seeking to do business with the NFL, or

that are acting on the NFL's behalf (referred to herein as "business partners"), you are expected to act in a manner that is in the best interests of the NFL. You are expected to select the NFL's sponsors, licensees, vendors, suppliers, contractors, consultants, agents, and other business partners solely on their merits and without regard to non-business-related considerations.

Please be advised that the NFL expects you to recognize and avoid activities and relationships that involve, or might appear to involve, conflicts of interest, as well as behavior that may cause embarrassment to the NFL. The following are some examples of prohibited conduct or relationships with respect to NFL business partners, but in no manner should be construed as an exhaustive list:

- Direct or indirect solicitation, receipt, or delivery of a bribe, kick-back, gratuity, or other payment from or to any business partner in consideration of doing business with that business partner;
- Direct or indirect solicitation, receipt or delivery from or to any business partners of payments, services, gifts, loans, special discounts, or other inducements not generally available to NFL employees or to the general public (see Section G of this Statement of Policy).

TIME-OUT #5



An NFL vendor has offered to pay for my travel-related expenses and attendance fees in connection with an industry event. All attendees will receive a new to market Android produced by this vendor. Would my attendance at this event under these circumstances be acceptable under the Compliance Plan? If I go, can I keep the Android? It depends on your role with the NFL and the NFL's relationship with this vendor. You should consult a Compliance Officer to determine whether attending this event and receiving the Android would place you in a conflict of interest situation or create the appearance of a conflict. If approved by a Compliance Officer, your department head would also need to approve your attendance and the receipt of the Android.

- Personal financial involvement or ownership of an interest in a business partner (that is not disclosed and authorized or approved in accordance with this Statement of Policy);
- Providing independent consulting, employment, or other personal services to, or personally investing with, any business partner, or any player, agent, club executive, game official, or any individual who owns or operates an NFL Club;
- Participating in a business or investment opportunity made available to you by virtue of your position at the NFL and not available to others inside or outside the NFL (e.g., accepting the opportunity to purchase shares on a preferred basis in an initial public offering of a current or potential NFL business partner);

- Employing or influencing any business partner or another NFL employee to employ a member of your family or close acquaintance. If a family member is or is about to become so employed, you should advise a Compliance Officer of that fact so that appropriate measures can be taken to avoid a conflict of interest or the appearance of one. Please consult a Compliance Officer if you are uncertain about the definition of “family member” or “close acquaintance”—for example, if a situation involves a distant relative or a roommate;

TIME-OUT #6



I work in Sponsorship and my NFL job responsibilities include managing the accounting for the NFL’s relationship with XYZ Company, a NFL Sponsor. My spouse is applying for a job as senior sales rep for XYZ Company. Do I need to disclose this situation to a Compliance Officer? Yes, in order to avoid a conflict of interest situation or one in which it may appear that NFL confidential information could be shared with XYZ Company as your spouse’s employer.

- Soliciting donations for charitable or civic organizations from business partners, or spending or authorizing the spending of NFL funds for such purposes, in circumstances where you gain significant personal benefit from such activity. This policy is not intended to prevent employees from supporting charitable organizations as a matter of civic or social responsibility, either financially or through personal service or encouraging partners to support NFL charitable interests either financially or through personal service;
- Engaging in outside activity of any type which is so substantial as to call into question the employee’s ability to devote appropriate time and attention to his or her job responsibilities with the NFL

Anything that would constitute a conflict of interest on the part of an employee is also unacceptable if engaged in through, or in benefit of, a third party, such as a spouse, family member, close friend, or any other person or entity with whom the employee is closely identified or in which he or she has any significant ownership or financial interest. If you have any doubt as to whether your situation involves a conflict of interest or an appearance of impropriety, consult with a Compliance Officer before proceeding. If you learn after the fact that a conflict exists, or if you previously were or currently are involved in a conflict-of-interest situation, you should promptly disclose it to a Compliance Officer so that it may be resolved appropriately.

G. Gifts, Entertainment, and Other Business Hospitality Between NFL Employees and Business Partners

Under no circumstances should you solicit a gift, regardless of value, from business partners. Further, it is a violation of the Compliance Plan for you to **accept** a **significant gift** from business partners or for you to **give** a significant gift to business partners unless first cleared with a Compliance Officer and then approved by your department head as set forth below. A **significant gift** is one valued in excess of \$250, or a series of gifts received over the course of a twelve-month period from a single business partner that have a cumulative fair market value in excess of \$250.

Finally, no one may offer any gifts or gratuities to any federal, state, or local government official. The following are procedures that employees must follow when giving gifts to business partners or receiving gifts from business partners:

- Any significant gift must be reported to a Compliance Officer either directly by email or through the gift form that is on the Compliance site on NFL Playbook;
- It is the employee's responsibility to track the value of gifts received or given for purposes of determining whether gifts given or received over the course of a twelve-month period constitute a significant gift. Accordingly, it is suggested that employees create and maintain a gift-log that tracks the date of the gift, the approximate value of the gift, and the business partner associated with the gift;
- If a business partner gives you gifts that individually or cumulatively are valued in excess of \$250, you should explain our policies and request approval from a Compliance Officer before you accept them. Such approval request should be sent in writing. If advance approval is not possible, you must request approval within seven days of receipt of the gift. If approval is not granted, you should decline the gift or return it;
- If declining or returning a prohibited gift is not practicable, an alternative solution will be arranged by a Compliance Officer. Examples of such solutions are donating the gift to charity, distributing a food basket or similar gift among members of your department, holding a lottery for the gift among employees, or having the employee pay fair market value to the business partner for the prohibited gift;
- If the person offering you a gift urges that you not disclose the gift, you should report those statements promptly, and either decline the gift or turn it over to a Compliance Officer;
- If you anticipate possibly receiving a significant gift (for example, if doing business in certain countries where such gift-giving is customary or if you are aware that a business partner has provided such gifts in the context of its other business relationships), you should review the matter in advance with your department head or a Compliance Officer;
- If you contemplate giving significant gifts (for example, if doing business in certain countries where such gift-giving is customary), you should review the matter in advance with your department head or a Compliance Officer.
- No payment of any kind, whether it is in cash or other value provided, should be made to any government official or entities without consulting a Compliance Officer in order to determine whether the payment would be prohibited. Individually and legally made campaign contributions are not considered gifts subject to this rule.
- Receipt of any fees or significant gifts for speaking at an engagement or event because of your role with the NFL or because you are an employee of the NFL is not permitted.

Exceptions to the above restrictions on receiving and giving significant gifts may be allowed in special circumstances, and require disclosure to and approval by a Compliance Officer and your

department head. Such disclosure and approval should come in advance of receipt of such gift, if possible. If you are in doubt as to whether to give or accept a gift, consult your department head or a Compliance Officer. Such exceptions may include, but are not limited to the following:

- You may be permitted to receive a significant gift if you can demonstrate that you have a separate relationship outside of your NFL employment with an individual from whom you receive the gift and such gift was provided in a manner that would not otherwise be deemed to gain business favor for future NFL business or to thank you for past NFL business awarded;
- You may be permitted to receive a significant gift if the business partner has a legitimate business reason to provide the gift (for example a licensee providing licensed products to individuals for use at a NFL event) and the gift is the type of product the business partner normally offers consumers in the course of its business;

TIME-OUT #7



I have been asked by a business partner to test out a new earphone product exceeding \$250 in value which would be used by NFL coaches beginning next season. Am I allowed to keep the earphones after testing? You should discuss this matter with a Compliance Officer to determine whether keeping the earphones, which constitute a ‘significant’ gift, otherwise meets an exception to the policy. If not, the policy requires that you return them to the provider.

- Receipt of an item that is part of a standard gift package provided by the business partner to all NFL employees at NFL events is not considered acceptance of a significant gift;
- It is not considered to be acceptance of a significant gift if you are entertained by a business associate as long as the entertainment is reasonable (e.g., dinner, sports events) and either (i) does not involve travel occurring outside of the local area, or (ii) if occurring outside of the local area, it involves travel that has been paid for by you personally or by the NFL;
- Entertaining a business associate does not constitute the offering of a significant gift as long as the entertainment is reasonable and (i) does not involve travel occurring outside of the local area, or (ii) if occurring outside the local area involves travel that has been paid for by the business associate;
- Distribution of standard NFL gift packages, by you or your department, to business partners at NFL events (e.g., the Super Bowl) does not constitute the offering of a significant gift;
- Gifts that may fall within an exception as described above may not count against the \$250 calculation that employees must track for purposes of determining whether gifts given or received over the course of a twelve-month period constitute a significant gift, but they still must be reported.

Please note that all significant gifts—whether accepted or declined—must be reported to the Compliance Officers who will provide a summary of such significant gifts to NFL executive management in a quarterly report.

TIME-OUT #8



I received an Apple iPad for appearing at a speaking engagement at an event promoting player safety. Can I keep the iPad or would that violate the Gift policy? You should discuss this matter with a Compliance Officer to determine whether the gift, considered ‘significant’ under this policy, should be returned.

H. Ownership and Trading of Securities

To (i) ensure the integrity of our decision-making processes, (ii) avoid any appearance of impropriety or conflict of interest, and (iii) avoid concerns about the possibility of insider trading, NFL employees may not own any interest, direct or indirect, in any public or private enterprise or any parent, subsidiary, or affiliate of such enterprise, with which the NFL does business or that an NFL employee should reasonably know that an NFL Club or an owner of an NFL Club has a relationship, including but not limited to, NFL sponsors, licensees, marketing partners, vendors and other business partners. This does not prohibit such ownership (a) through a blind trust or mutual fund-type arrangement or (b) if the company is sufficiently large (public companies with market capitalization in excess of \$1 billion) that the employee’s business transactions are unlikely to have a material effect on the partner’s financial condition.

Under no circumstances may an NFL employee invest or divest shares in a company if the NFL employee is aware of material, non-public, and confidential information about the company unless and until (a) the NFL employee discloses such information to a Compliance Officer and receives approval from a Compliance Officer; and (b) such information is made public.

Under no circumstances may an NFL employee invest in a company where such investment reflects negatively upon the NFL.

For purposes of the foregoing rules, (1) any reference to “employee” includes members of an employee’s family and household, and (2) any reference to “ownership” includes ownership in the employee’s name or the name of a broker, bank, or other nominee or agent. Any employee whose current ownership in a company is prohibited by reason of the foregoing policy should contact a Compliance Officer to discuss the matter.

NFL employees are required to conduct due diligence, including, but not limited to reviewing public records to determine if investment in a particular company is permissible under these rules.

There may be instances in which an NFL employee’s ownership of an interest in a business partner may not, in the judgment of a Compliance Officer, implicate the policies underlying the above restrictions. If an employee wishes to own an interest in an NFL business partner that is not in compliance with these provisions, prior approval must be obtained from a Compliance Officer.

It is against NFL policy (and the law) for any employee to engage in “Insider Trading” (which commonly refers to the use of material non-public information in connection with the purchase or sale of a publicly traded security). It is also illegal to trade on material non-public information obtained as a result of your NFL employment in a way which attempts to hide or mislead others regarding the true identity of the trader.

I. Service on Corporate or Charitable Boards of Directors

From time to time, employees may be asked to serve on a board of directors of a corporation, charity, or other organization. The League respects these commitments and encourages all employees to be involved in civic or charitable activities of their choice. However, certain procedures should be followed to avoid conflicts of interest or the appearance of impropriety.

- Unless you will be offering unpaid voluntary service to an educational, charitable, residential, and/or religious organization that is entirely unrelated to sports, media, entertainment, or gambling, you must obtain advance approval of board service from a Compliance Officer and your department head;
- Board service must be strictly in your personal capacity and not as a representative of the NFL;
- Board service must not detract from or conflict with your ability to fully and faithfully to perform your NFL duties. You may be requested to document the amount of time spent on your outside commitment to ensure that it does not interfere with your NFL duties;
- You should not use NFL personnel or office resources to perform services in connection with outside commitments, unless you obtain advance approval from your department head and the NFL is reimbursed a fair amount;
- It is highly advisable for you to ensure that the organization you serve maintains adequate insurance coverage for directors and officers. If the organization does not carry such insurance, you should consult your own agent or broker to determine whether you already have, or should separately purchase, such coverage.

TIME-OUT #9



I work at NFL Network and serve on the board of directors of a film production company that does not provide services to the NFL. Do I need to discuss this situation with a Compliance Officer? It is likely that your board service must be reported and pre-approved because there is the potential for a conflict of interest. Contact a Compliance Officer to discuss your service.

J. Business Development Opportunities

The NFL is constantly exploring business development opportunities, including ways to grow its existing businesses and to develop new sources of revenue. You are expected to immediately

notify the NFL regarding business opportunities that you reasonably should know the NFL is or might be interested in pursuing, and to avoid personal involvement in business opportunities that might conflict with the NFL's interests. The following are examples of prohibited conflicts:

- Competing with the NFL, directly or indirectly, in the development or implementation of a business opportunity;
- Personal financial involvement in or the provision of consulting, employment, or other services to any business program or venture which competes or potentially competes with the NFL;
- Personal financial involvement in or the provision of consulting, employment, or other services to any business program or venture in which the NFL is a participant or is likely to be a participant;
- Using NFL assets, facilities, or services for the personal benefit of you or someone else;
- Ownership of property affected by the NFL's actions, or acquired as a result of NFL-related non-public or confidential information;
- Spending time setting up or consulting other businesses or seeking clients for a new a venture in expectation of leaving the NFL, during regular NFL business hours, while still employed by the NFL

K. Gambling

All NFL employees are reminded that gambling and gambling-related activities can pose a serious threat to the integrity of professional football and public confidence in the NFL. League policy strictly prohibits NFL employees from participating in or facilitating any form of illegal gambling.

In addition, NFL employees are **prohibited** from engaging in any of the following gambling-related activities, regardless of whether such activities are legal:

- Accepting a bribe or agreeing to throw or fix a game or illegally influence its outcome, statistics, or score;
- Failing to promptly report any bribe offer or any attempt to throw or fix a game or to illegally influence its outcome, statistics, or score;
- Betting on any NFL game or practice, or any other professional (e.g., NBA, MLB, NHL, PGA, USTA), college (e.g., NCAA basketball), or Olympic sport, including but not limited to wagers related to game outcome, statistics, score, or performance of any individual participant;
- Sharing confidential information regarding any game or any participating individual's status or performance in any game without authorization or for the purpose of enabling or facilitating gambling;

- Participating in or condoning any form of gambling while in any Club or League setting including, without limitation, locker rooms, practice or office facilities, or while traveling on Club or League business; or
- Entering into, utilizing, or otherwise visiting a “sports book” at any time during the NFL playing season.

TIME-OUT #10



I am going with my family on a vacation to Las Vegas during the Thanksgiving holiday. My spouse and I plan to gamble on casino games, including Blackjack and Roulette. Is this permitted? Yes, so long as you are at the casino on your personal time and not on League business, you can gamble on casino games.

The hotel where we will be staying has a sports book. Can I also place bets at the sports book while I’m on my vacation? No, the Gambling policy prohibits employees from entering into or placing bets in a sports book during the playing season.

Attending legally-operated casinos and horse or dog racing tracks and wagering on casino games or races on personal time is not prohibited by this policy. In addition, fantasy football games and League or Club-sponsored skills competitions (e.g., racquetball tournaments, “Club Olympics” events) for prizes generally are not considered to be gambling or a gambling-related activity, provided that there is no wagering on the outcome. NFL employees may not, however, accept prizes with a value in excess of Two Hundred Fifty Dollars (\$250) in any fantasy football game. This prohibition is intended to avoid any appearance of impropriety which may result from participation in fantasy football games by individuals perceived to have an unfair advantage due to their preferential access to information.

NFL employees shall not work for, own or operate, in whole or in part, directly or indirectly, individually or through any business organization, any casino (whether or not such casino operates a “sports book” or otherwise accepts wagering on sports), or other gambling-related enterprise, including, without limitation, any “on-line,” computer-based, telephone, or Internet gambling service, card rooms, lotteries, slot machine operations, horse or dog racing tracks, off-track betting services, as well as advisory services such as publications, “tout services,” and the like, whether or not such services address professional football or any other team sport.

In the case of privately held enterprises conducting multiple lines of business, an enterprise shall be considered a “gambling-related enterprise” for purposes of this policy if any of its businesses are gambling-related. A publicly traded enterprise shall be considered a “gambling-related enterprise” for purposes of this policy if one-third or more of the enterprise’s gross revenues or operating profit in any of the last three years is attributable to gambling-related operations.

NFL employees may own interests in publicly-traded enterprises where less than one-third of the enterprise’s gross revenues or operating profit in any of the last three years is attributable to gambling-related operations, so long as the NFL employee does not own more than 5 percent of

the company's stock and does not serve as an officer or director of the company.

The complete Gambling Policy is available on NFL Playbook or can be obtained from a Compliance Officer.

TIME-OUT #11



My friend asked me to enter a NCAA March Madness tournament bracket. I am not required to pay an entry fee but a \$100 cash prize will be awarded to the winner. Can I enter the bracket? No, the potential for receiving a prize for college sports betting makes this opportunity prohibited.

L. Game and Event Tickets

NFL Event Tickets (“NFL-Issued”): With no exceptions, employees may not profit from the re-sale of a ticket to a League or Club sponsored event, including but not limited to tickets to a NFL game, if the ticket was obtained from the League, a Club, or a business partner. Accordingly, if you obtain such tickets on a complimentary basis, you may not sell the tickets for any price or trade them for personal gain or to benefit family or friends. If you pay face value for the tickets, you may not sell them at prices greater than face value. If you pay an amount less than face value for the tickets, you may not sell them for more than you paid to obtain them.

NFL Game Tickets (“NFL-Issued”): With respect to NFL Game Tickets obtained from the League, a Club, or a business partner, employees will be held accountable for the actions of any third party to whom they either directly or indirectly sell or give NFL game tickets. Accordingly, if you donate a ticket that was obtained from the League, a Club, or a business partner to a charity for inclusion in a raffle prize or auction donation, you must report the transaction to a Compliance Officer at the time of the transaction using the NFL Ticket Raffle/Auction Donation Form available on Playbook. If you sell or give such tickets to a friend or acquaintance, you must explain to that person that the ticket cannot be transferred or re-sold in violation of this policy, and if that person ignores your advice, you will be held responsible as if you yourself engaged in the transaction. Under no circumstances may an employee sell a game ticket that was obtained from the League, a Club, or a business partner for more than face value.

NFL Game Tickets (“Personal”): Employees are only permitted to re-sell personal NFL Game Tickets (i.e., those that were not obtained from the League, a Club, or a business partner) at greater than face value if they use the NFL Ticket Exchange. Employees who use the NFL Ticket Exchange must retain records of the transaction and produce such records upon the request of a Compliance Officer. Please contact a Compliance Officer if you have questions about accessing the NFL Ticket Exchange.

Employees are responsible for reviewing and understanding this Compliance Plan “Use of Tickets” Policy, the NFL Game Ticket Policy available on Playbook, and all other existing League policies with regards to this subject matter, including those pertaining specifically to Super Bowl tickets. Employees determined to have violated this policy will, at minimum, lose their right to obtain future tickets from the NFL.

TIME-OUT #12



Your boss bought Eagles tickets from the NFL and sold them to you for half-price when she learned she couldn't attend. You now have a conflict as well. Can you sell them to your neighbor for face value?

No; the Compliance Plan prohibits the re-sale of NFL-issued tickets at a profit, even if you are re-selling the ticket at face value.

M. Compliance with Antitrust Laws

The United States, most individual state governments, the European Economic Community, and many foreign governments have enacted antitrust or similar laws designed to ensure that markets for goods and services operate competitively and efficiently. Violations of the antitrust laws can lead to substantial civil liability, and may even be deemed criminal acts that can result in felony convictions.

The antitrust laws are complex and their application may vary in different circumstances. If you have questions or concerns related to issues of economic competition, please bring them promptly to the Legal Department for more refined analysis. It would be impossible to set forth here all conduct that might raise issues under the antitrust laws, but you should remember in particular that, to the extent that you have occasion to speak with any actual or potential economic competitors of the NFL (including, without limitation, other sports leagues; other providers of television programming; other providers of cultural and entertainment events; other licensors of apparel, merchandise and trading cards), be certain never to discuss with those economic competitors the NFL's prices or royalties, its marketing strategy, or those of its licensees.

Participation in trade associations, as well as informal contact with the NFL's economic competitors, may serve useful, legitimate, and procompetitive purposes. To the extent that you have occasion to speak with representatives of economic competitors in any area of the NFL's business, however, you must be certain never to discuss matters such as the NFL's, or any economic competitor's, prices or other terms of sale, costs, inventories, product plans, or marketing strategies. If an economic competitor begins to talk about any of these matters, you must object and not participate. If the discussion continues, you must remove yourself from the conversation. Be aware that the United States antitrust laws may be applied abroad, and that there may be applicable laws of other countries that impose different requirements. Please contact the Legal Department whenever you have a question relating to the laws governing competition or concerns about the possible anti-competitive effect of particular transactions.

N. Contract Policy

The NFL Contract Policy, as available on Playbook, sets forth the procedures covering the stages of the contracting process, including:

- Selecting business partners, customers, and vendors; ensuring that proper due diligence and background checks have been performed on the partner and its employee; drafting of agreements; administering the rights and obligations created under the contract;

- The retention of independent contractors (see also the Independent Contractor Guidelines as found on Playbook);
- Procurement guidelines with respect to ensuring a fair and competitive vendor selection process (e.g., the requisite number of bids that must be obtained based upon estimated annual spending); and
- The roles which Legal and Finance should play in negotiating, drafting, and finalizing contracts.

Note that the Contract Policy also provides that only NFL employees with the title of Vice President or higher have the authority to sign contracts. Further, all executed contracts are kept on file through submission to Executed.Contracts@NFL.com.

Government contracting, whether federal, state or local, or international, requires special attention. No phase of contracting—selection, negotiating, drafting, or otherwise—should occur with respect to any governmental organization or authority without pre-notification to the Legal Department.

O. Intellectual Property

Intellectual property is a term used to describe intangible assets such as copyrights, trademarks, trade secrets, and patents. A substantial part of the business of the NFL involves licensing and other uses of NFL trademarks and copyrights. In addition, many licensees and sponsors of the NFL use their own trademarks and copyrighted designs in conjunction with NFL trademarks and copyrights. All employees should make every effort to ensure that the intellectual property rights of the NFL and its licensees, sponsors, and others are not infringed.

To copy or reproduce without permission a copyrighted work, or to make unauthorized use of another's trademark, may constitute an infringement of the copyright or the trademark that could subject the NFL to civil liability and, in extreme cases, criminal punishment. No employee should make use of any trademark or copyrighted materials not belonging to the NFL without first determining whether permission has been granted for that use. Questions about use of trademarks and copyrighted materials should be directed to the Legal Department.

P. Use of Social Media

The growth of social media platforms such as Twitter and Facebook has created important new ways for the NFL to communicate and connect with fans. We define social media as a means of public communications with other people via the Internet. The NFL has been at the forefront of the use of new media and will continue to emphasize innovative and appropriate use of these new forms of communication.

While these new platforms present opportunities, we must also be mindful of longstanding policies that serve to protect the League's core values, the integrity of our game, and long-term business interests. Accordingly, all employees are expected to adhere to the following principles:

- All communications and statements made through these sites should be professional,

accurate, and consistent with the NFL's values;

- The very public and immediate nature of these sites makes any post or comment on the record available to the media, public, and NFL business partners and these posts or comments are subject to discovery in litigation matters. Making confidential or privileged information public is subject to discipline regardless of the communication vehicle used;
- All employees should note that any comment made on a social media site that violates League policies is prohibited and subject to discipline;
- All employees who believe they have a business purpose that necessitates the use of social media platforms for official communications must contact the NFL Public Relations Department for approval;
- Employees who have personal social networking accounts, such as Facebook pages, may not use them to communicate NFL business. They should not present themselves on such accounts as representatives of the NFL and may not disparage or use the logos and trademarks of the NFL or clubs;
- Employees in the Officiating Department are prohibited from commenting on NFL matters on any social media site at any time, including on game day;
- The NFL reserves the right to require that employees withdraw certain posts, avoid discussing certain subjects, and remove inappropriate comments as the NFL sees fit.

Q. Information Technology Security Policies

All employees are expected to abide by the IT Security Policies which may be found at [\[link\]](#).

R. Expectation of Privacy

All communications and information transmitted by, received from, or stored in the NFL's Systems (referring to the NFL's computer system, including electronic mail ("e-mail"), instant messaging, and internet capability) are the property of the NFL. Furthermore, during the course of carrying out their responsibilities, supervisors, managers, and other authorized representatives of the NFL may access or monitor the NFL's Systems. As such, employees should have no expectation of privacy when utilizing the NFL's Systems.

As a condition to using a NFL-owned handheld mobile device or employee-owned handheld mobile device with NFL e-mail (both types now referred to here as NFL Mobile Device), the NFL may require the return of the NFL Mobile Device at any time and for any reason. The NFL has the right to enable GPS tracking/location-based services on NFL Mobile Devices and may delete all data and apps from the NFL Mobile Device at any time. Also, the NFL will install Mobile Device Management software.

V. POLICIES RELATED TO HUMAN RESOURCES AND SECURITY

Concerns or violations related to the NFL policies for Equal Employment Opportunity and Harassment, Labor and Employee Relations Matters, Drug Abuse, Guns, Weapons and Violent or Threatening Conduct in the Workplace as described below, should be reported to Human Resources or the Security Department, and will be handled by such departments, provided that such matters do not directly involve members of these respective departments. In cases where matters involve members of those respective departments, you should report these matters to a Compliance Officer.

A. NFL Policy on Equal Employment Opportunity and Harassment (Human Resources)

The NFL is committed to providing equal employment opportunities and a work environment in which all individuals are treated with respect and dignity. Each person has the right to work in a professional atmosphere free from harassment, including racial and sexual harassment. The NFL finds unacceptable and will not tolerate any form of discrimination or harassment, whether based on race, color, religion, sex, national origin, age, disability, sexual orientation, or other status protected by law. This policy extends to the workplace, all work-related settings and NFL-sponsored events. Employees should refer to their copy of the NFL Equal Employment Opportunity/Non-Harassment Policy and Complaint Procedure in the NFL Employee Handbook for a complete statement of the NFL's policy on this subject and the procedures that are in place for raising complaints involving equal employment opportunity or harassment.

B. Labor and Employee Relations Matters (Human Resources)

It is the NFL's policy to comply fully with all applicable anti-discrimination laws, wage and hour laws, and other statutes regulating the employer-employee relationship and the workplace environment. In addition, the NFL deals with labor organizations such as the NFL Players Association and NFL Referees Association. Under United States law it is illegal for the NFL or an NFL employee to pay to or receive from any labor organization that represents NFL or club employees, or any official of such labor organization, any money or other thing of value.

No NFL employee may interfere with or retaliate against another employee who seeks to invoke his or her rights under those laws. If you have any questions about the laws governing labor and employee relations, please contact Human Resources or the Legal Department.

C. Drug Abuse (Security)

The NFL promotes a drug-free workplace for all NFL employees and considers drug abuse to be a potential safety and security problem. The unlawful manufacture, distribution, possession, or use of a controlled substance or an illegal drug at an NFL facility or while conducting NFL business is prohibited. Violations of this policy will result in disciplinary action, up to and including termination of employment, and may have legal consequences.

D. Guns, Weapons, and Violent or Threatening Conduct in the Workplace (Security)

You must not bring guns or other weapons, even if legally in your possession, into the workplace or work-related settings. Violent or threatening conduct in the workplace or work-related settings

is likewise prohibited. This includes any location in which you are performing any service for the NFL or traveling on NFL-related business, and includes the premises of a stadium, facility or any other venue, owned, operated or being used by the NFL or a club, or for an NFL event. Employees should refer to their copy of the NFL Personal Conduct Policy and Guns & Weapons Policy for a complete statement of the NFL's policies on this subject.

If you legally possess a weapon, you must understand the local, state and federal laws that apply. You should be aware that if you take a weapon from one place to another—for example, across state lines—a different set of laws may apply in the new place.

E. Personal Conduct Policy

All NFL employees are subject to the Personal Conduct Policy which may be found on Playbook or via this [\[link\]](#). Among other requirements, the Personal Conduct Policy mandates that if you are subject to an arrest for any reason, you must report this arrest to NFL Security.