

**UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT**

OLIVER LUCK,	:	CASE NO. 3:20-cv-00516-VAB
	:	
Plaintiff,	:	
v.	:	
	:	
VINCENT K. MCMAHON and ALPHA	:	
ENTERTAINMENT LLC,	:	
	:	
Defendants.	:	DECEMBER 10, 2020

DEFENDANTS' MEMORANDUM FOR DISCOVERY CONFERENCE

Pursuant to the Court's Chambers Practices, Defendants Vincent K. McMahon ("McMahon") and Alpha Entertainment LLC ("Alpha") (collectively, "Defendants") submit this memorandum in advance of the Discovery Conference scheduled for December 17, 2020. For the reasons set forth below, the Court should compel Plaintiff Oliver Luck ("Luck") to provide the passcode for the iPhone owned by Alpha and issued to Luck solely for his business use as Commissioner and CEO of the XFL and order that the iPhone be provided to the expert retained by Defendants for forensic imaging and analysis. Despite Defendants' efforts to resolve this issue, Luck has repeatedly stated that he will not provide the passcode to Alpha's iPhone.

I. Luck Is Legally Obligated to Disclose the Passcode to Alpha's iPhone.

Under Connecticut law, which governs Luck's Employment Contract, Luck is *legally obligated* to disclose the passcode to *Alpha's* iPhone. *See* Conn. Gen. Stat. § 31-40x(c)(1) (requiring "an employee or applicant provide such employer with a user name and password, password or any other authentication means for accessing" any "electronic communications device supplied or paid for, in whole or in part, by such employer.").

II. The Passcode to Alpha's iPhone Is Necessary to Obtain Relevant Evidence.

Luck must provide the passcode for *Alpha's* iPhone because Defendants are entitled to have *Alpha's* iPhone forensically imaged and examined by their own expert and to examine the full contents of the iPhone. *See* Fed. R. Civ. P. 34(a)(1) (authorizing a party or its representative to "inspect, copy, test, or sample" any "electronically stored information" or "designated tangible things"). Defendants do not have to rely on the forensic image of *Alpha's* iPhone made by Luck's expert and are not limited to reviewing only the selective contents from *Alpha's* iPhone that Luck deems relevant enough to produce. The *full contents* of the iPhone are critically important to Luck's claims, Defendants' defenses, and Alpha's counterclaims in this case for several reasons.

First, the full contents of the iPhone are critical to establishing that Luck violated applicable XFL technology policies and therefore breached his Employment Contract with Alpha and was properly terminated for cause under that contract. Both the XFL Employee Handbook & Code of Conduct—a policy promulgated and signed by Luck himself and distributed to all employees—and the XFL Technology Acceptable Use Policy provided:

All XFL Technology is the property of the XFL. ***Use of such XFL Technology is to be used for XFL related business only; users must not store or transmit any non-business-related files, including but not limited to personal data*** such as documents, spreadsheets, reports, presentations, images, videos or music files, databases and application source code.

Ex. A at 15 (emphasis added); Ex. B at 1 (emphasis added). XFL Technology included the company-issued iPhone that Luck used to make phone calls, send text messages, and store and transmit emails and documents. Luck already has admitted using Alpha’s iPhone “for both business and personal purposes” but is attempting to conceal the full extent of his violations of the XFL’s technology policies. (ECF No. 71 at 5-6.) Indeed, Luck claims that he did not violate these policies because his use of the iPhone reflected an exercise of “good judgment” that was “in the best interests of the XFL.” (*Id.*) Defendants are entitled to test these assertions through a forensic examination and analysis of the iPhone conducted by their own expert.

Forensic examination and analysis of the full contents of Alpha’s iPhone by Defendants’ own expert is necessary for both qualitative and quantitative reasons.¹ Defendants are entitled to examine the full contents of the iPhone to show the range of non-XFL related matters for which Luck used the iPhone—including *transaction of business unrelated to the XFL*. Defendants also are entitled to review the full contents of the iPhone to show the *extent* to which Luck used it for non-XFL related matters as compared to XFL related matters. And Defendants are entitled to

¹ A forensic examination will reveal emails sent and received by Luck, text messages, call logs, and calendar entries.

examine the full contents of the iPhone to show the timing of Luck's activities—including whether his involvement in non-XFL related matters interfered with the conduct of XFL related business. The passcode to the iPhone is necessary to unlock this evidence and conduct such an analysis. Luck's refusal to provide it conceals the nature and full extent of his violations of XFL policies.

Second, the full contents of Alpha's iPhone are relevant to showing that Luck was properly terminated for cause under his Employment Contract because he grossly neglected his duties after March 13, 2020—when Luck effectively abandoned his responsibilities as XFL Commissioner and CEO and returned home to Indiana despite the existential threat to the league posed by the COVID-19 pandemic. Examination of the data on the iPhone will show Luck's activities during this critical time period when he was not in the office and demonstrate that he failed to “devote substantially all of his business time to the performance of his duties to the XFL” as required by his Employment Contract. (ECF No. 57, Ex. 1 at 1.)

Third, the full contents of Alpha's iPhone are relevant to showing that Luck was properly terminated for cause under his Employment Contract because he failed to comply with the XFL's player personnel policy and McMahon's directives. Examination of the data on the iPhone is relevant to establishing Luck's knowledge of the XFL's policy and his violations of that policy by hiring Antonio Callaway and failing to terminate him in accordance with McMahon's directives.

Fourth, forensic imaging and analysis of the iPhone by Defendants' expert is necessary to preserve its contents and determine whether Luck has deleted or altered relevant evidence. In its April 9, 2020 letter terminating Luck for cause, Alpha advised Luck that he was “in possession of a phone which is owned by Alpha which should be returned to the company.” (ECF No. 57, Ex. 2 at 2.) Rather than promptly complying with this directive, Luck's counsel contacted Alpha's bankruptcy counsel to ask whether XFL policies prohibited his personal use of the iPhone before

he returned it to Alpha. Ex. C. In addition to demonstrating Luck's ignorance of the very policies that he established and was responsible for enforcing, Luck's inquiry and his delay in returning the iPhone to Alpha calls into question whether he deleted or modified data to conceal the full extent of his violations. Defendants' counsel inquired whether Luck deleted or erased any information from the iPhone before providing it to his expert and returning it to Alpha, but received no response. Luck's refusal to answer these questions has only heightened concerns that data may have been deleted or wiped from the iPhone. Such concerns can only be investigated through a forensic analysis conducted by Defendants' own expert.²

III. Luck Has No Basis for Refusing to Provide the Passcode to Alpha's iPhone.

During meet and confer discussions, Luck offered no justification for his refusal to comply with Connecticut law and provide the passcode other than making vague claims that the iPhone contains unspecified "private and confidential" materials. (ECF No. 101 at 6.) That very argument establishes that Luck failed to follow the specific policy governing its use which he promulgated.

First, the iPhone is *owned by Alpha* and is *Alpha's property*—it is not Luck's phone.

Second, Connecticut law requires employees to provide passcodes for accessing employer-issued devices to employers such as Alpha. *See* Conn. Gen. Stat. § 31-40x(c)(1).

Third, the applicable XFL technology policies that Luck established and was responsible for enforcing make clear that Alpha could monitor the use of XFL devices and that employees had *no expectation of privacy* in the use of those devices:

All XFL Technology and the information, materials, and data produced, stored, transmitted or processed thereon are the property of the XFL. ***Employees should have no expectation of privacy in their use of these systems.***

² Prompt forensic imaging of the iPhone is also necessary to ensure that settings on the iPhone do not lead to the automatic deletion or modification of relevant data.

All users of XFL Technology which include all employees, temporary staffing, freelancers and consultants are subject to auditing and monitoring by authorized personnel. Monitoring of such services include, but is not limited to usage of computer, network and systems, Internet usage, email, instant messaging, voice and video services, data access, storage and transmission, databases, applications and 3rd party cloud service providers.

Ex. A at 15 (emphasis added); Ex. B at 3 (emphasis added). Luck therefore cannot claim any valid privilege or privacy interest in the contents of the iPhone owned and issued by Alpha. *See Teran v. Mut. Sec. Credit Union*, No. 3:16-CV-00466, 2017 WL 11477128, at *4 (D. Conn. Sept. 29, 2017) (Bryant, J.) (holding that employee emails on an employer’s computer were not protected because the employer’s policy “expressly stated that computer files and the email system furnished to employees were company property, and that computer usage and files were subject to monitoring without exception”); *see also Rissetto v. Clinton Essex Warren Washington Bd. of Coop. Ed. Servs.*, No. 8:15-CV-720, 2018 WL 3579862, at *6 (N.D.N.Y. Jul. 25, 2018) (“[T]he majority of courts have accorded great weight to the existence of an employer’s computer usage policy, regardless of whether the employer engages in actual monitoring.”) (collecting cases).

Although courts have sometimes limited forensic examinations of *personal* devices owned by individual employees to protect *irrelevant* personal information, such cases have no application here because (i) the iPhone is *not* Luck’s personal device—it is Alpha’s property and its use is subject to monitoring by Alpha, and (ii) any personal information on the iPhone is *not* irrelevant—it is critical to demonstrating the nature and extent of Luck’s violations of XFL policies and to refuting Luck’s own assertions in this case.

Accordingly, the Court should order Luck to disclose the passcode for the iPhone and order that the iPhone be provided to Defendants’ expert so that it can be forensically imaged and its full contents can be reviewed by Defendants.

DEFENDANTS VINCENT K. MCMAHON
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CERTIFICATION OF SERVICE

I hereby certify that, on December 10, 2020, a copy of the foregoing was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System.

/s/ Jeffrey P. Mueller
Jeffrey P. Mueller (ct27870)

EXHIBIT A



Employee Handbook &
Code of Business Conduct

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XFL OVERVIEW

DISCLOSURE - ALPHA ENTERTAINMENT LLC & XFL

Alpha Entertainment LLC has licensed and is doing business under the name of the XFL. For legal purposes, you are now an employee of Alpha Entertainment LLC, which will be reflected in your pay statements and annual W2's. However, from a day-to-day perspective and for the purposes of this document we will refer to the "XFL" or "Company" as the employer.

WELCOME TO THE XFL!

Dear Employee,

Congratulations on joining the new XFL! We are excited to partner with you in our mission to reimagine football for the 21st century.

We understand that our employees are critical to our success and so we strive to be an employer of choice. We take pride in hiring people who display top-notch skills, who are passionate about the game of football, and who know what it means to be part of a successful team.

The following handbook and code of conduct will provide you with information about our policies and philosophies related to our league and the collaborative culture we are building.

I am pleased to welcome you to the team and trust that you will find your experience with us to be both challenging and rewarding.

Sincerely,

Oliver Luck
CEO & Commissioner

XFL INTRODUCTION

Alpha Entertainment LLC was established in September 2017 to explore investment opportunities across the sports and entertainment landscapes, with a specific focus on professional football, the XFL.

The new XFL will reimagine football for the 21st century when it kicks off in early 2020.

Football is America's favorite sport boasting over 85 million fans, but the traditional season is just too short. Seeing a tremendous opportunity to fill the void, Vince McMahon, XFL Founder and Chairman announced on January 25, 2018, the launch of a new league, which he is personally funding. McMahon is building the XFL with the same commitment and resolve that he has demonstrated building WWE into a global media and sports entertainment powerhouse.

Delivering authentic, high energy football for the whole family at an affordable price, the XFL will offer fast-paced games with fewer play stoppages and simpler rules. The league will launch with eight teams, 50-man active rosters, and a 10-week regular season schedule, with a postseason consisting of two semifinal playoff games and a championship game. Each contest will be a high-profile event with tens of thousands of fans, featuring innovative elements that bring them closer to the players and the game they love. The XFL will also establish a health, wellness and safety program that meets the needs of today's athletes.

The XFL will embrace the latest on and off-field technology, providing live game coverage, content and real-time engagement across multiple platforms, giving fans greater access than ever before. We will build strong grassroots relationships with local organizations in our Host Cities through social responsibility partnerships, and the XFL will enjoy the support of WWE's many extraordinary resources and promotional capabilities.

Headquartered in Stamford CT, the XFL is actively working to assemble a diverse team of smart, tenacious and passionate individuals to launch a progressive, fan-first, technologically-advanced new league – the XFL.

ADDITIONAL RESOURCES

To Learn More: There are several online information sources to help employees learn more about our Company:

- <https://www.alphaentllc.com/> provides breaking news on XFL developments
- <https://www.xfl.com/> is a one-stop site for information on the business and news related to the XFL.
- <https://www.xflshop.com> is the official Shop to view and buy XFL merchandise.

HANDBOOK INTRODUCTION

Please read this handbook in its entirety and retain it for future reference.

To help employees get acclimated to our organization, and to answer questions employees may have regarding the XFL, we have prepared this Employee Handbook summarizing the privileges, benefits and responsibilities of employees of the XFL. Please read it in its entirety and retain it for future reference.

In order to maintain the flexibility necessary to administer the employee handbook, the XFL reserves the right, at its sole discretion, to delete, revise, supplement or eliminate any or all of the information contained in this handbook without advance notice. From time to time, employees may receive updated information concerning changes in policy in the event changes are made. Should employees have questions regarding the information contained in this handbook, they should ask their supervisor or any member of the People Team for assistance.

This handbook contains guidelines only, and thus, should not be construed as, nor is it, a contract of employment. While it is hoped that all employment relationships with us will be mutually rewarding and long-term, employees are, at all times, employed-at-will. This means that either the employee or the XFL may terminate employment at any time, for any or no reason, with or without notice. It should also be understood that no manager, supervisor, or representative of the XFL, other than an authorized XFL officer, has the authority to enter into any agreement with employees for employment for any specified period of time or to make any promise or commitment changing the status as an employee-at-will. Also, no employment agreement entered into will be valid or enforceable unless it is in writing and signed by an authorized XFL officer.

We hope employees find this manual helpful. Once again, employees should not hesitate to ask their supervisor or a member of the People Team if they have any questions about this handbook's content.

Welcome to the XFL!

LEGALESE

EMPLOYEE CONDUCT

Employees should read the following carefully and be sure to check with the People Team if they have any questions. The policies in this book are not meant to be all inclusive, and in many cases, employees will be required to sign additional acknowledgement forms stating that employees have read and understand various policies. Examples include Conflict of Interest and Code of Conduct Agreement, Confidentiality/Non-Solicitation Agreement, Intellectual Property Release and Waiver/Filming of Employees, Work for Hire/Assignment and Prohibition against Insider Trading.

EMPLOYMENT AT WILL

As an employee of the XFL, employees should understand that this Handbook should not be construed as, nor is it, a contract of employment. While it is hoped that all employment relationship with us will be mutually rewarding and long-term, employees are employee-at-will. This means that either the employee or the XFL may terminate employment at any time, for any or no reason, with or without notice.

It should also be understood that no manager, supervisor, or representative of the XFL other than an authorized XFL officer has the authority to enter into any agreement with employees for employment for any specified period of time or to make any promise or commitment changing one's status as an employee-at-will. Also, no employment agreement entered into altering any other terms or conditions of employment, will be valid or enforceable unless it is in writing and signed by the head of the People Team.

EQUAL OPPORTUNITY EMPLOYMENT AND NON-HARASSMENT

Equal Employment Opportunity has been and continues to be both policy and practice at the XFL. The XFL prohibits discrimination and harassment on the basis of any protected category under federal, state and local laws. Our policy of Equal Employment Opportunity is to:

1. Recruit, hire, train and promote persons in all job classifications without regard to race, color, religion, national origin, gender, sexual orientation, age, disabilities, veteran, gender identity or expression, transgender status, genetic characteristics, or any other protected status under federal, state or local laws.
2. Base decisions on employment so as to further the principles of Equal Employment Opportunity.
3. Ensure that promotion decisions are in accord with principles of Equal Employment Opportunity.
4. Ensure that all employee actions such as compensation, benefits, transfers, layoffs, return from layoff, and any social or recreational programs, will be administered in accordance with the principles of Equal Employment Opportunity.

It is also the XFL's policy that any form of harassment on the basis of any of the above-stated categories, as well as sexual harassment, is strictly prohibited. Employees should be particularly mindful of the XFL's prohibition of any form of sexual harassment in the workplace, and for this reason, it is clarified below.

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal, visual or physical conduct of a sexual nature. No supervisor or other employee shall threaten or insinuate, either explicitly or implicitly that another employee's or applicant's refusal to submit to sexual advances will adversely affect that person's employment, work status evaluation, wages, advancement, assigned duties, shifts, or any other condition of employment or career development. Similarly, no employee shall promise, imply or grant any preferential treatment in connection with another employee or applicant engaging in sexual conduct.

Sexual harassment also includes unwelcome sexual flirtations, advances or propositions, verbal abuse of a sexual nature, subtle pressure or requests for sexual activities, unnecessary touching of an individual, graphic or verbal commentaries about an individual's body, sexually degrading words used to describe an individual, a display in the workplace of sexually suggestive objectives or pictures, sexually explicit or offensive jokes, or physical assault.

COMPLAINT PROCEDURE

In the event any employee believes that he/she is subjected to any form of discrimination or harassment on any of the bases described above, including sexual harassment, the following steps should be followed:

1. Immediately report the incident to your supervisor and/or the head of the People Team, or any other member of management.
2. Employees will not be retaliated against for raising a sexual harassment claim or concern.
3. The supervisor, or other members of management, must then report the incident to the head of People Team.
4. The People Team will promptly and discretely investigate the situation.

Any employee who is determined, after an investigation, to have engaged in any conduct which violates this policy, or which otherwise is deemed to be inappropriate, prompt, remedial action shall be taken. The XFL prohibits any form of retaliation against an employee for filing a bona fide Complaint pursuant to this policy, or for providing assistance in the investigation of a Complaint.

IMMIGRATION LAW COMPLIANCE

To be in compliance with the Immigration Reform and Control Act of 1986, the XFL is committed to employing only individuals permitted or authorized to work in the United States, and the XFL will not unlawfully discriminate on the basis of citizenship or national origin.

Each new employee, as a condition of employment, must present the XFL with original documentation establishing his or her identity and eligibility to work in the United States, as well as provide the XFL with a photocopy of, or the opportunity for the XFL to photocopy, this original documentation. In addition, each new employee must complete the Employment Eligibility Verification Form I-9. Former employees who are rehired must also complete the form if they have not completed an I-9 with the XFL within three years, or if their previous I-9 is no longer retained or valid.

Employees with questions or seeking more information on immigration law issues are encouraged to contact any member of the People Team.

PROHIBITION AGAINST INSIDER TRADING

The term "insider trading" refers to the practice of trading in securities while in possession of material non-public information, a practice which is prohibited under federal law. Any person trading (or providing the information to another who trades) on the basis of significant information which he or she has reason to believe is not publicly available is acting contrary to XFL policy and may be held liable for insider trading.

Information will be deemed "material" if it would be likely to influence a reasonable investor's decision to buy, sell or hold XFL securities and/or the securities of XFL's affiliate World Wrestling Entertainment, Inc. ("WWE"). Any information about the advances, set-backs or over-all business plan of XFL and/or WWE should be considered material. "Non-public" information includes any information that has not been made available to the public through a press release or a filing with the Securities and Exchange Commission. Individuals with information about XFL and/or WWE should consider the information "non-public" until the second full trading day following XFL's or WWE's wide-spread disclosure of that information.

While not exhaustive, the following list includes specific examples of material information:

- Information about XFL's and/or WWE's earnings, changes in or projections with respect to XFL's and/or WWE's financial performance or any other information, positive or negative, about the financial condition of XFL and/or WWE;

- Information regarding XFL's and/or WWE's business plan, including plans regarding potential mergers and acquisitions;
- Information about significant new contracts, financing arrangements or developments;
- Information about loss of significant contracts;
- Information regarding changes or potential changes in XFL's and/or WWE's equity structure or dividend policies; and
- Information regarding any aspect of existing, pending or threatened litigation by or against XFL and/or WWE.

If you have access to non-public material information, you are strictly prohibited from engaging in the following activities:

- Buying XFL and/or WWE securities (other than normal purchases under an Employee Stock Purchase Plan ("ESPP"), but including changing participation rates in the ESPP);
- Selling XFL and/or WWE securities, including stock acquired in connection with the ESPP, unless subject to a so-called 10b 5-1 plan established through the Business & Legal Affairs Department;
- Causing others to trade in XFL and/or WWE securities, or recommending that others, buy, sell or hold XFL and/or WWE securities; and
- Disclosing the non-public information to any outside party for any reason other than as needed for the Company's normal business practices to another party who is a signatory to XFL's and/or WWE's non-disclosure agreement.

You are also prohibited from trading in the securities of any other company if you have learned material non-public information about that company during your work for XFL.

Executive officers of the Company are subject to additional restrictions on trading in XFL and/or WWE stock. No executive officer may trade in XFL and/or WWE stock (other than normal acquisitions through an ESPP but including changing participation rates or selling from the ESPP) without clearance in advance from the Chief Executive Officer. All other employees are strongly urged to pre-clear their trades with their Department Head as well.

COMPLIANCE WITH LAWS AND COMPLIANCE POLICY

As a condition of employment with the XFL, each employee must comply with all applicable laws, as well as with all XFL policies, whether or not required by law. Violations of applicable law or XFL policies will be grounds for immediate termination. Violations will be grounds for termination. When in doubt, XFL employees have the responsibility of seeking clarification from their supervisors or, if necessary, the People Team.

Any violations of law or any of XFL's policies regarding insider trading, fraud and similar policies must be reported, and it is a violation of Company policy not to make such reports. Reports may be written or oral; they should be clear and concise, but as detailed as is helpful to understand the issues. Reports may be made anonymously, if necessary. However, please bear in mind that anonymous reports are often more difficult to verify, and therefore may be less useful to the Company.

Reports of violations may be made (i) to the employee's direct or any other supervisor; (ii) to any officer(s) of the XFL; or (iii) the head of the People Team. If specifically requested, disclosure will be kept confidential to the full extent allowed by law.

Subject to any lawful condition of anonymity requested by the discloser, (x) any supervisor receiving a report pursuant to clause (i) above should notify an appropriate officer of the XFL who is not a subject of the disclosure; and (y) if any such policy violation constitutes or could result in a violation of law, the Chief Executive Officer should be notified immediately. Any complaints regarding accounting, internal accounting controls or auditing matters should be immediately referred to the Vice President of Strategy and Operations.

Please note that no disciplinary action will be taken by the XFL against any XFL employees based solely upon such XFL employee's reporting violations of laws or XFL policies in good faith. This shield, however, does not protect any XFL employees (including any reporting employee) who has violated the law or XFL's policies. The XFL also prohibits discrimination, harassment and/or retaliation against any XFL employee who provides information or otherwise assists in an investigation or

proceeding regarding any conduct which he or she believes in good faith to be in violation of laws or XFL policies. It is a violation of XFL policy for any XFL employee to misuse this compliance program by knowingly or recklessly making a false report. The XFL will attempt to maintain the confidentiality of any report to the extent consistent with XFL's continuing obligation to report violations of law to the appropriate authorities and to ensure that such noncompliance does not continue.

CONFLICT OF INTEREST

XFL employees understand, acknowledge and agree that in consideration and a condition of their employment and continued employment, during their employment, they may not engage in any activities or have any personal or financial interests which impair, or appear to impair, their independence or judgment or otherwise conflict, or appear to conflict, with their responsibilities to the XFL. Such activities include, but are not limited to:

- Accepting fees, commissions, compensation or property in connection with any transaction on behalf of Alpha Entertainment;
- Accepting entertainment or gifts of more than a nominal value;
- Accepting or offering unauthorized or illegal payments;
- Having a financial interest in customers, suppliers, promoters/co-promoters, or any enterprise which has a business relationship with the XFL except where their financial interest is limited to a nominal investment in a publicly-held company;
- Borrowing from or lending to customers, suppliers, promoters/co-promoters except for normal banking transactions with financial institutions;
- Disclosing confidential information which they may create, produce or obtain in the course of their employment to outsiders or using information or their position directly or indirectly for personal or financial gain;
- Personally taking advantage of business opportunities which might be of interest to the XFL;
- Engaging in business with, or as, a competitor, customer, promoter/co-promoter, or supplier of the XFL without the prior approval of your Department Head;
- Serving as an officer, director, employee, consultant or promoter of for-profit organizations without the XFL's prior approval.

You understand that this does not alter your at-will employment status. At all times, either you or the XFL may terminate your employment with or without cause or reason, and with or without any particular advance notice.

CONFIDENTIALITY/NON-SOLICITATION

Confidentiality

As a condition of, and in consideration of Employee's employment and continued employment, Employee shall not, at any time (whether during Employee's employment with the XFL or at any time thereafter) disclose directly or indirectly in any manner to any person or organization, or publication, or utilize for the benefit or profit of Employee or for any other person or organization, any sensitive, private or otherwise confidential information, idea, proposal, secret, or information obtained while employed by the XFL concerning, regarding or referring to the XFL or its subsidiaries and affiliates, and its and their respective employees, agents, stockholders, principals, officers, directors, independent contractors, customers, subscribers and end-users of any kind, and the McMahon family (hereinafter collectively referred to as "Protected Parties"). Included in the foregoing, by way of illustration only and not limitation, are such items as reports, business and/or development plans; potential acquisitions; pending business partnerships; marketing and public relations methods, strategies and plans; financial or accounting information; cost or pricing information; lists of suppliers, customers, licensees or fans; players; players' agreements; playbooks; game play, development or strategies; pending projects or proposals; team development or strategy; ideas; designs; player information or development; behind-the-scenes/locker room information and/or anecdotes; any information regarding the intellectual property of the Protected Parties whether or not subject to legal protection; information regarding any contractual relationships maintained by the Protected Parties and/or the terms thereof; any and all information regarding talent engaged by the Protected Parties; any and all business and/or personal and/or private information regarding, provided by or referring or relating to any of the Protected Parties; and all other information, writings or materials of a confidential, private, privileged, proprietary, and/or trade secret nature (collectively, "Confidential Information").

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Information”). Confidential Information includes, without limitation, Confidential Information in the form of hard-copy or faxed letters, notes or other documents of any type, computer-stored or generated information, email and/or oral information; and including all drafts and/or final versions. Notwithstanding the foregoing, Employee’s obligation of confidentiality shall not include information which (i) at the time of disclosure was in the public domain; (ii) becomes generally available to the public other than through any act or omission by Employee; or (iii) is required to be disclosed by any court of competent jurisdiction, provided that prior written notice of such disclosure is furnished to the Protected Parties in a timely manner in order to afford the Protected Parties an opportunity to seek a protective order against such disclosure

Nothing in the Confidentiality Policy as set forth in this Employee Handbook is intended to nor should it be interpreted as restricting or prohibiting Employee’s rights to discuss wages, compensation or general terms or conditions of employment, or other concerted/protected activities. This policy is designed to protect and safeguard confidential and/or propriety business information of the Protected Parties.

Non-Solicitation/Non-Interference

Furthermore, as a condition of, and in consideration of Employee’s employment and continued employment, during Employee’s employment with the XFL, and for a period of six (6) months after termination of employment for any reason, and whether voluntary or involuntary, Employee will not, directly or indirectly, on his/her own behalf or on behalf of any third party, solicit, influence, induce, recruit or cause any employee, contractor, vendor, intern or any other Protected Party to terminate its, his or her relationship with the XFL or with any other Protected Party, or otherwise interfere with that relationship. Subject to applicable law, as part of this obligation, Employee shall not directly or indirectly issue, encourage, or cause any other individual or entity to make any communication verbally or in writing which defames the XFL or any of the Protected Parties with the purpose or effect of damaging or otherwise interfering with any of the XFL’s internal or external relationships. Here again, nothing in this Non-Solicitation/Non-Interference provision is intended to nor should be interpreted as restricting or prohibiting Employee’s rights to discuss wages, compensation, or general terms of conditions of employment, or other concerted/protected activities.

SOCIAL MEDIA & BLOGGING POLICY

In general, XFL respects the right of employees to engage in social media, including but not limited to, creating personal websites, weblogs, podcasts, using online forums and content-sharing websites (“Social Media”), and it takes no position on an employee’s decision to engage in these activities. However, if an employee engages in Social Media the guidelines in this Policy shall apply, and in consideration and as a condition of Employee’s employment and continued employment, Employee agrees to abide by the provisions of this Policy.

1. Employees involved in personal Social Media activity which involve XFL and/or work-related topics may never represent themselves as spokespersons for XFL, nor make any statement that suggests that they are speaking on behalf or at the request of XFL. In addition, in such cases, the employee must clearly disclose that he/she is an employee of XFL, as well as a statement that the views expressed do not represent those of XFL. Likewise, employees may not include a link from their blog, podcast, website, or other Social Media to an XFL website without identifying him/herself as an employee of XFL.
2. Employees must also maintain the confidentiality of XFL’s proprietary business information and trade secrets such as, for example, intellectual property information; players’ agreements; playbooks; game development or strategies; team development or strategy; talent lists; story lines; scripts; story boards or ideas; plot plans; designs; character information or development; “backstage” information and/or anecdotes; proprietary financial information, such as revenues, expenses, and the like; technology; research; financial projections; content of advice by legal, financial, or other advisors; business development and marketing activities and strategies; and information regarding business relationships. Employees must not disclose any nonpublic information relating to XFL or any other company that investors would consider material to an understanding of an investment in XFL or such other company.

3. Employees may not use XFL trademarks or reproduce XFL material on the employee's or any Social Media without explicit authorization from XFL.
4. An employee must never knowingly communicate information that is deceptive.
5. An employee may be held personally liable for any commentary deemed to be discriminatory, defamatory, obscene, proprietary, or libelous. Therefore, an employee should exercise caution with regard to gratuitous exaggeration, obscenity, and copyrighted materials.
6. Employees are prohibited from disparaging or defaming fans. Posting video or photographs of other fans, or other individuals associated with XFL without their express, advanced permission is strictly prohibited.
7. All other XFL policies, including, but not limited to, terms of use for XFL websites, the XFL Online Social Media Guidelines, code of conduct, including the Company's insider trading policy, disciplinary and IT policies, apply to any Social Media activity. The nature of any posting will be a factor in determining what (or whether) any discipline will be imposed, but the employee may be subject to discipline up to and including termination if a post violates this or any other XFL policy. The XFL does not prohibit and will not discipline an employee for postings that constitute "protected activity" under state or federal law, which includes postings concerning wages or other terms of conditions of employment.
8. Unless specifically authorized to do so, an employee must not engage in personal Social Media activity while on XFL time or during work hours and may not use Alpha Entertainment equipment or services for such activity.
9. If a member of the media contacts an employee about an XFL-related posting or requests XFL information of any kind, the employee must immediately contact the Communications department.
10. The XFL may request that an employee temporarily confine all online commentary to topics unrelated to XFL or that an employee temporarily suspend such activity altogether if it believes this is necessary or advisable to ensure compliance with any applicable laws or regulations or to protect proprietary or confidential XFL information.
11. This policy applies to all forms of Social Media and Internet communications, including, but not limited to, Wiki, Twitter, Facebook, Instagram and video postings.
12. Websites, weblogs, and other Social Media activity that does not identify the blogger as an XFL employee, does not discuss XFL in any manner, and is purely about personal matters and does not otherwise violate the provisions of this policy with respect to other employees, fall outside the parameters of this policy. If an employee has any questions about whether this policy applies to a particular website, weblog, etc., the employee should consult his/her manager.
13. In the event an employee wishes to report any violations of this policy, he/she should contact his/her supervisor or an HR representative. The XFL will not tolerate retaliation of any kind against an employee who reports a suspected violation of this policy. All good faith allegations of violations of this policy will be fully investigated and remain as confidential as possible. Employees are required to cooperate with any investigation of alleged policy violations.
14. Nothing in this policy or in any confidentiality agreement should be interpreted as restricting or prohibiting XFL Personnel's rights to discuss wages, compensation or general terms or conditions of employment or other concerted activities. This policy is designed to protect and safeguard confidential and/or propriety business information of the Protected Parties and the legal rights of employees and third parties.

RECORD KEEPING

Improper or fraudulent accounting documentation or financial reporting are contrary to XFL policy and may also be in violation of applicable laws. Intentional accounting misclassifications (e.g., capitalizing something that should be expensed) and improperly accelerating or deferring expenses or revenues are unacceptable reporting practices and could result in criminal and civil sanctions.

Employees should record and report all information accurately and honestly. No undisclosed or unrecorded fund or asset of the XFL shall be established for any purpose. No false or artificial entries shall be made in the XFL books and records for any reason, and no employee shall engage in any arrangement that results in such prohibited act. Every employee records information of some kind and submits it to the XFL. An example is expense accounts. Employees are entitled to

reimbursement for reasonable expenses to the extent provided by XFL policy – but only if those expenses are actually incurred. To submit an expense account for meals not eaten, miles not driven, airline tickets not used, or for any other expense not incurred is dishonest reporting and is prohibited.

Dishonest reporting of information to organizations and people outside the XFL also is strictly prohibited. It could lead to civil or criminal liability for employees and the XFL.

BRIBES AND IMPROPER INFLUENCE

Employees may not give money or any gift to any official or employee of any governmental organization if doing so could reasonably be construed as having any connection with the Company's business. In addition, U.S. law prohibits the offering or acceptance of "kickbacks," that is, anything of value offered or accepted for the purpose of obtaining favorable treatment in connection with a government contract. What is acceptable practice in the commercial business environment, described below, may be entirely unacceptable, and may even violate certain Federal, State, Local or foreign laws and regulations (most notably, the U.S. Foreign Corrupt Practices Act and the UK Bribery Act of 2010), in dealings with government employees or those who act on the government's behalf. Therefore, although the XFL generally does not do business with governmental agencies, in those circumstances where employees are dealing with a Federal, State, Local or foreign government, including any lobbying efforts, employees must be aware of and adhere to all applicable laws and regulations.

As a general guideline, employees should not try to improperly influence the decisions of, or obtain restricted information from, government officials, including those who act on the government's behalf. Specifically, employees should not undertake directly or indirectly any of the following activities:

- Make, offer to make, promise to make or authorize any improper payments or provide anything of value to any individual for the purpose of influencing, inducing or rewarding any act, omission or decision to secure an improper business advantage, or obtain or retain business. In essence, the XFL prohibits "quid pro quos" where anything of value is given with the expectation of receiving in return an improper benefit or advantage;
- Discuss or offer employment or business opportunities that could personally benefit governmental officials;
- Offer or provide bribes, gifts, gratuities, political contributions or similar payments or items of value directly or through third parties such as agents; and/or
- Solicit or obtain proprietary or source selection information.

In dealing with its customers and suppliers, XFL does not seek to gain any unfair advantage through the improper use of business courtesies or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effect on the reputation of the Company. Gifts, favors and entertainment may be given only if they:

- are consistent with customary business practices;
- are not excessive in value and cannot be construed as a bribe or payoff;
- do not violate applicable law or ethical standards; and
- will not embarrass the Company or the employee if publicly disclosed.

FRAUD AND FALSE STATEMENTS

In the course of conducting business on the XFL's behalf, employees shall not make any false or misleading statement that employees know to be false or misleading or that with reasonable diligence employees should have known to be false or misleading. If employees find that any statement they made was unintentionally false or misleading or if they believe any misunderstanding has occurred, they should promptly correct any such Statement or misunderstanding. The resulting trustworthiness is essential to good business relationships. Not doing so may also subject the XFL and the employee to civil and/or criminal consequences.

ELECTRONIC SYSTEMS USAGE

The XFL provides a variety of computer and network resources to its employees, allowing them to perform their duties efficiently and effectively. These resources are administered by the Information Technology Department (IT) and are subject to usage policies outlined as follows:

The purpose of this policy is to establish acceptable and unacceptable use of electronic devices and network resources at the XFL in conjunction with its established culture of ethical and lawful behavior, openness, trust, and integrity. The XFL provides hardware and software technology and information resources, including without limitation, computer devices, networks, collaboration tools, communication tools, storage media, and other electronic information systems (collectively the "XFL Technology") to meet missions, goals, and initiatives and must manage them responsibly to maintain the confidentiality, integrity, and availability of its information assets. As such, XFL employees, temporary staff, freelancers and consultants are required to use XFL Technology appropriately and in accordance with this Technology Acceptable Use Policy.

Any exceptions to this policy can only be made with advanced, written approval by your manager.

General Requirements

- You are responsible for exercising good judgment regarding appropriate use of XFL Technology in accordance with the XFL policies, standards, and guidelines. XFL Technology may not be used for any unlawful or prohibited purpose.
- All XFL Technology is the property of the XFL. Use of such XFL Technology is to be used for XFL related business only; users must not store or transmit any non-business-related files, including but not limited to personal data such as documents, spreadsheets, reports, presentations, images, videos or music files, databases and application source code.

Enterprise Applications

- The XFL provides suites of enterprise applications that offer collaboration, productivity, digital and creative, learning and development tools. These are approved applications for your use and a list of available applications can be located through the IT Department.
- Downloading and/or installing software applications not provided within the enterprise suites requires review and approval from the through the IT Department. Request for such applications can be sent to the IT Department.

System Accounts and Data

- You are responsible for the security of data, accounts, and systems under your control. Keep passwords secure and do not share account or password information with anyone, including other personnel, family, or friends. Providing access to another individual, either deliberately or through failure to secure its access, is a violation of this policy.

Password requirements, guidelines and best practices can be through the IT Department.

- You must ensure through legal or technical means that proprietary information remains within the control of the XFL at all times. Conducting XFL business that results in the storage of proprietary information on personal or non-XFL controlled environments, including devices maintained by a third party with whom the XFL does not have a contractual agreement, is prohibited. This specifically prohibits the use of an e-mail account, storage device, cloud storage or computers or mobile devices that are not provided by the XFL for company business.
- The XFL provides a suite of enterprise data storage and file collaboration tools. These are approved solutions for your use when transferring and storing data.
- Use of any data storage or file collaboration applications not provided within the enterprise suite requires review and approval from the IT Department. Request for such applications can be sent to the IT Department.

Hardware Use

- Users must not engage in any activities that would damage and/or physically alter company owned computer hardware, mobile devices or network attached devices.

- Users must not connect any devices that are not provided by The XFL to the XFL's network or use any devices that are not provided by the XFL for any XFL business purpose. If such devices are required for business purposes; user must obtain written consent from the IT Department. Request for such devices can be sent to the IT Department.

Network Use

You are responsible for the security and appropriate use of the XFL network resources under your control. Using XFL Technology for the following is strictly prohibited:

- Causing a security breach to either the XFL or other network resources, including, but not limited to, accessing data, servers, or accounts to which you are not authorized or circumventing user authentication on any device.
- Connecting to non-sanctioned networking systems, including without limitation, wireless access points, network storage systems and wireless devices.
- Downloading and/or installing software not licensed by the XFL, or that may violate the terms of the applicable software licensing agreements, or compromise computer, network or data security or circumvent established security protocols. This includes but is not limited to any peer-to-peer applications, torrent clients, web applications, browser plugins and TOR browsers.
- Exporting or importing software, technical information, encryption software, or technology in violation of international or regional export control laws.
- Intentionally introducing malicious code, including, but not limited to, viruses, worms, Trojan horses, e-mail bombs, spyware, and adware, or causing a disruption of service to either the XFL or other network resources.
- Saving third party copyright-protected information/content on XFL Technology without such third-party permission.

Electronic Communications

Users of XFL Technology for electronic communications including to transmit, retrieve, or store any communications, or other content must adhere to the People Team's policies and the XFL's Code of Conduct. The following are strictly prohibited:

- Inappropriate use of communication vehicles and equipment, including, but not limited to, supporting illegal activities, and procuring or transmitting material that violates the XFL policies against discrimination or harassment or the safeguarding of confidential or proprietary information.
- Using the XFL Technology to transmit communication (text, pictures or files) which is: (i) defamatory, discriminatory or harassing in nature; (ii) pornographic or sexually explicit in nature; (iii) derogatory or inflammatory including that which relates to an individual's or group's race, age, disability, religion, national origin, physical attributes or sexual preference or on any other basis protected by law; or (iv) disparaging, abusive, profane or offensive.
- Sending Spam via e-mail, text messages, instant messages, voice mail, or other forms of electronic communication.
- Forging, misrepresenting, obscuring, suppressing, or replacing a user identity on any electronic communication to mislead the recipient about the sender.
- Use of an XFL e-mail or IP address to engage in conduct that violates the XFL policies or guidelines. Posting to a public newsgroup, bulletin board, or listserv with an XFL e-mail or IP address represents the XFL to the public; therefore, you must exercise good judgment to avoid misrepresenting or exceeding your authority in representing the opinion of the company.
- Transmitting materials that: (i) might reflect adversely or negatively on the XFL or be contrary to its legitimate business interests; (ii) support illegal activities, including but not limited to piracy, cracking, extortion, blackmail, and copyright infringement; (iii) are copyrighted materials belonging to entities other than the XFL without permission of the copyright holder.
- Users must respect all copyrights and may not copy, retrieve, modify or forward copyrighted materials, except with permission or as a single copy for reference only is strictly prohibited.

Right to Audit, Monitor and Report Misuse

All XFL Technology and the information, materials and data produced, stored, transmitted or processed thereon are the property of Alpha Entertainment. Employees have should have no expectation of privacy in their use of these systems.

All users of XFL Technology which include all employees, temporary staffing, freelancers and consultants are subject to auditing and monitoring by authorized personnel. Monitoring of such services include, but is not limited to usage of computer, network and systems, Internet usage, email, instant messaging, voice and video services, data access, storage and transmission, databases, applications and 3rd party cloud service providers.

Devices that interfere with other devices or users on the Alpha Entertainment network may be disconnected. Information Security prohibits actively blocking authorized audit scans. Firewalls and other blocking technologies must permit access to the scan sources.

Enforcement

- Individuals found to have violated this policy and/or any other corporate policy may be denied future access to such services, and if appropriate may be subject to disciplinary action up to and including termination of employment or assignment (as applicable). In addition, this policy supplements the Employee Handbook policies regarding use of company owned email and equipment.

GUIDELINES

The XFL prohibits the use of computers for any non-business-related reason, and in any manner prohibited by law or disallowed by licenses, contracts or IT guidelines. All users are accountable for the information they publish across these system resources and they must be aware of the XFL policies regarding confidential information, harassment, and use of computer systems. In making acceptable use of resources, users must:

Use resources only for authorized purposes

- Protect login ID and computer from unauthorized use
- Assign an obscure account password and change it regularly
- Access only files and data that are their own, are publicly available, or to which they have been given authorized access
- Be considerate in use of shared resources by refraining from monopolizing systems, overloading networks with excessive data, or wasting disk space, printer paper, manuals, or other resources
- Delete unnecessary files from one's account on shared computing resources, unless instructed to the contrary
- Refrain from use of sounds and visuals which might be disruptive to others
- Return all computer equipment if employment at the XFL ends

In making acceptable use of resources, users must NOT:

- Provide login ID and system access for the purpose of using resources in violation of this policy, or in violation of Federal, State and/or Local law
- Use copyrighted images, text, media, or software without permission or in violation of the copyright laws of the United States, or violate terms of applicable software licensing agreements
- Use resources to violate XFL codes of conduct or engage in any illegal activity
- Use resources for other commercial ventures, religious or political causes, or other non-business matters
- Use resources to intimidate or single out individuals or groups for degradation or harassment in violation of Federal, State and/or Local law and/or other XFL policies
- Use resources to provide materials whose nature or volume compromise the ability of the Server to serve other users' documents

- Use a computer account for which authorization has not been granted, use the network to gain unauthorized access to any computer system, attempt to circumvent data protection schemes or uncover security loopholes, or mask the identity of an account or machine
- Attempt to damage computer hardware or software, or alter the systems so that functionality is impacted
- Knowingly perform an act that will interfere with the normal operation of computers, terminals, peripherals or networks, including (but not limited to) knowingly running or installing on any computer or network, or giving to another user, a program intended to damage, place excessive load or compromise the security on a computer system or network. This includes programs known as computer viruses, Trojan horses, worms and applications that allow sharing of files between the internal network and the Internet.
- Install devices or applications that circumvent the network security (e.g. desktop modems, Peer- to-Peer applications, etc.)
- Download any software or install additional hardware without written authorization from the XFL's IT department
- Connect any computer or network equipment to the network without prior approval
- Share, upload, copy, email, or transfer any data or software to a portable medium (e.g. USB drives, CD, etc.) or to an external source (e.g. personal email account, ftp account, etc.) without proper authorization
- Use network resources for non-business-related audio/video streams, online chat, games, music, and/or software pirating
- Remove any computer equipment without written authorization
- Use Email to send chain letters, unauthorized mass mailings, pictures, jokes, etc.

CLASSIFICATIONS OF EMPLOYMENT

For purposes of salary administration, overtime eligibility, and employee benefits, the XFL classifies employees as follows:

- Full-Time Regular Employees: Employees hired to regularly work for the XFL for a minimum of forty (40) hours per week. Such employees may be further classified as either "exempt" or "non- exempt" for purposes of overtime eligibility and computation, as more fully defined below. Employees in this classification are eligible for employee benefits.
- Part-Time Regular Employees: Employees hired to regularly work for the XFL less than forty (40) hours per week. Such employees may be further classified as either "exempt" or "non-exempt" for purposes of overtime eligibility and computation, as more fully defined below. Only employees in this classification who work a minimum of thirty (30) hours are eligible employee benefits.
- Temporary Employees: Employees, including interns, who are hired to work for the XFL on either a full or part time basis, for a specified duration of time or for a specific assignment. Temporary Employees are not eligible to receive employee benefits.
- Exempt Employees: Salaried employees who are not required to be paid overtime, in accordance with applicable State and Federal wage and hour laws. Executives, professional employees, and certain employees in administrative positions are typically exempt.
- Non-Exempt Employees: Employees who are required to be paid overtime when they work in excess of 40 hours per week (unless otherwise required by applicable state or local law). Overtime is paid at the rate of one and one-half times their regular rate of pay, in accordance with applicable State and Federal wage and hour laws.

Employees will be informed of their initial employment classification and of their status as an exempt or non-exempt employee at the commencement of their employment. Additionally, if employees change positions during their employment as a result of promotion, transfer, or otherwise, they will be informed by the People Team of any change in their exemption status, if applicable.

HOURS OF OPERATION

In most cases, our standard business hours are 9:00 a.m.–6:00 p.m., Monday through Friday. Business hours may vary by department, depending upon the needs of each group.

In addition, our workweek for all employees may vary depending on the needs of each particular department, but for full time employees is generally forty (40) hours per week.

DRUG AND ALCOHOL POLICY

It is the XFL's desire to provide a healthy, drug-free, and safe workplace. While on XFL premises and while conducting business-related activities off the premises, no employee may use, possess, distribute, sell, or be under the influence of alcohol or illegal drugs. The legal use of prescribed drugs is permitted on the job only if it does not impair an employee's ability to perform the essential functions of the job and in a safe manner that does not endanger other individuals in the workplace.

Violations of this policy may lead to disciplinary action, up to and including immediate termination of employment.

In all cases, employees who have questions on this policy or issues related to drug or alcohol use in the workplace should raise their concerns to Management, the People Team or to the without fear of retribution or reprisal

SMOKING POLICY

In the interest of providing a safe and healthy work environment and complying with applicable laws, smoking is prohibited throughout the XFL workplace. Smoking is permitted, however, outside the premises in designated areas. Be advised, employees who smoke in non-smoking areas may be subject to disciplinary action.

EMPLOYEE CONDUCT

In an effort to further explain what is expected of an XFL employee, we have provided below a list of sample behaviors that are prohibited. While many of these items are listed, it is not possible for us to list all forms of behavior that are considered unacceptable in the workplace. Therefore, below are some examples that may be violations of this Code of Conduct and would result in disciplinary action, up to and including termination:

- Theft or inappropriate use, removal, possession, or misuse of XFL property
- Unauthorized use of XFL identification cards, discounts, credit cards, computer passwords, or permitting their use to unauthorized users
- Tampering with your own or another employee's time records
- Attempting to enter or assisting any person in entering the facility or restricted areas without proper authorization
- Possession of dangerous or unauthorized materials in the workplace (i.e. explosives or firearms)
- Fighting or threatening violence in the workplace
- Insubordination or other disrespectful conduct
- Excessive absenteeism, tardiness, or any absences without proper notice
- Working under the influence of alcohol or illegal drugs or possessing/engaging in the sale, distribution, or transportation of illegal drugs
- Falsification of records, including pre-employment records
- Unauthorized use or disclosure of confidential business information and unauthorized solicitation on XFL premises
- Spreading malicious gossip or making false accusations regarding fellow employees or the XFL or which in any way hinder the operation
- Offering or accepting bribes
- Violation of the anti-harassment/discrimination policies; and
- Failure to perform to the satisfaction of management, to be determined within management's sole discretion.

While the XFL encourages management discussion about performance issues, any disciplinary action will depend on the particular circumstances of any given situation and always within the sole discretion of management.

Employees with questions on this policy or issues related to employee conduct in the workplace should raise their concerns with their managers or the People Team Resources.

ABSENTEEISM AND TARDINESS

To maintain a productive work environment, the XFL expects employees to be reliable in reporting for scheduled work. An unreliable employee can place a burden on other employees and on the XFL. In any instance when an employee cannot avoid

being late to work or is unable to work as scheduled, that employee should notify his or her supervisor or manager as soon as possible in advance of the anticipated tardiness or absence.

PERSONAL APPEARANCE AND DEMEANOR

At the XFL, we have a casual dress code, so we can all relax and enjoy our workday. Employees are still expected to present a neat and professional appearance.

OPEN DOOR POLICY

Misunderstandings or conflicts can arise in any organization. To work together effectively, it is important to resolve such matters before serious problems develop. If a situation persists which an employee believes to be detrimental to them or the XFL, a candid discussion with one's supervisor or manager is encouraged.

If the situation is not resolved with one's supervisor or manager in a manner satisfactory to the employee, or if the employee believes a discussion with their supervisor or manager would not be appropriate, they should speak with a member of the People Team.

USE OF XFL PROPERTY

Employees are expected to exercise proper care when using all XFL property, including following operating instructions/safety standards and administering required maintenance, when applicable. If any XFL property, equipment, furniture, machines, tools, or vehicles appear to be damaged, defective, or in need of repair, employees should notify their manager. Prompt reporting of damages, defects and the need for repairs could prevent deterioration of equipment and possible injury to employees or others. The improper, careless, negligent, destructive, or unsafe use or operation of XFL property, equipment or vehicles, can result in disciplinary action, up to and including termination of employment.

USE OF PHONE AND MAIL SYSTEMS

Personal use of XFL telephones is discouraged. Employees should practice discretion in using XFL telephones when making personal calls and may be required to reimburse the XFL for charges resulting from their personal use of the telephone.

The use of any of the XFL's mail systems at the expense of the XFL for personal correspondence is not permitted. Also, delivery to the XFL of personal mail or packages is discouraged.

INTELLECTUAL PROPERTY/FILMING OF EMPLOYEES

As an employee of the XFL, employees may be asked to appear on film, in photographs or videos, or in other forms of media. Accordingly, each employee will be required to sign a release and authorization reflecting this consent, known as the Intellectual Property Release and Waiver.

MEDIA INQUIRIES

Occasionally, employees may receive an inquiry from a media representative requesting information or comment on some aspect of the XFL's affairs. Such questions must be referred to Corporate Communications.

IDEAS FROM FANS/INTERACTION WITH FANS

While we strive to embrace our fans and listen to their attitudes, beliefs and options, it is the policy of the XFL not to accept suggestions or solicitations from fans. We greatly appreciate the courtesy of people who suggest material, including scripts, screenplays, storylines, ideas, and songs for our use. However, we receive many suggestions that duplicate those previously made either by members of our own staff or by others. It has, therefore, become necessary for us to adopt the policy of refusing to consider or examine any materials. For example, anything having to do with player promotion, marketing campaigns and so on, is handled exclusively by our Marketing Department. Rules of the game are handled by our Football department. We do not solicit or use outside people in these areas.

When interacting with fans, employees should use their judgment and be cautious about giving away any confidential information regarding, but not limited to: creative ideas, financial information, marketing strategies, potential acquisitions, pending projects and proposals or pending business partnerships. This would be in direct violation of the XFL Confidentiality/Non-Solicitation Agreement.

ACCESS TO PERSONNEL FILES

The XFL maintains a personnel file on each employee. Personnel files include such information as an employee's job application, resume, records of training, documentation of performance appraisals and salary increases, and other employment records. Personnel files are the property of the XFL, and access to the information they contain is restricted.

Employees who wish to review their own file should provide a request in writing to the People Team. Unless otherwise provided by applicable law, employees may review their own personnel files in the People Team offices upon reasonable, advance notice.

EMPLOYMENT APPLICATIONS

The XFL relies upon the accuracy of information contained in the employment application, as well as the accuracy of other data presented throughout the hiring process and during employment. Any misrepresentations, falsifications, or material omissions in any of this information or data may result in The XFL's exclusion of the individual from further consideration for employment or, if the person has been hired, immediate termination of employment.

PERSONAL DATA CHANGES

It is the responsibility of each employee utilize the HR system for any and all changes in personal mailing addresses, telephone numbers, number of and names of dependents, changes in marital status, name changes, names of individuals to be contacted in the event of an emergency, educational accomplishments, and other such status, within 30 days of the change. Employees should please help us keep the information they provide accurate and current at all times.

XFL BRANDING AND PROGRAM VIEWING

All employees of the XFL are encouraged to be knowledgeable of our business activities. In this way, each of us can contribute to the strength and awareness of the XFL brand through interaction with colleagues, business partners and potential customers and fans. Therefore, it is important that XFL employees spend time each week watching games (when in season), regularly viewing press releases, website updates and other business services updates.

SECURITY/VISITORS IN THE WORKPLACE

To provide for the safety and security of our employees and facilities at the XFL, buildings remain locked at all times. Employees are permitted access by key card only. Lost key cards must be reported immediately to the People Team for replacement. Visitors must be cleared through building reception be escorted to their destination. Restricting unauthorized visitors helps maintain safety standards, protects against theft, ensures security of equipment, protects confidential information, safeguards employee welfare, and avoids potential distractions and disturbances. XFL employees are responsible for the conduct and safety of their visitors.

If an unauthorized individual is observed on the XFL premises, employees should immediately notify their Manager.

OCCUPATIONAL SAFETY AND HEALTH

The XFL is committed to providing a safe and healthy working environment. The XFL makes every effort to comply with relevant Federal and State occupational health and safety laws and to develop the best feasible operations, procedures, technologies, and programs conducive to such an environment.

The XFL's policy is aimed at minimizing the exposure of our employees, fans, customers, and other visitors to our facilities to health or safety risks. To accomplish this objective, all employees are expected to work diligently to maintain safe and

healthful working conditions and to adhere to proper operating practices and procedures designed to prevent injuries and illnesses.

The responsibilities of all employees of the XFL in this regard include:

- Exercising maximum care and good judgment at all times to prevent accidents and injuries;
- Immediately reporting any problems to supervisors and the People Team and seeking first aid for all injuries, regardless of how minor;
- Reporting unsafe conditions, equipment, or practices to supervisory or management personnel, or any member of the Facilities department;
- Using safety equipment provided by the XFL at all times;
- Observing conscientiously all safety rules and regulations at all times.

TIME AND MONEY

As with all of the XFL's policies, the following policies are subject to change from time to time, with or without advance notice, to accommodate the business needs of each department and/or the XFL in general. If employees have any questions as to the applicability of these policies, they should check with their supervisor or with their People team representative.

ATTENDANCE AND HOURS OF WORK

The workweek for all full-time regular employees may vary depending on the needs of each particular department, as well as applicable laws, but is generally forty (40) hours per week, with employees generally scheduled to work eight (8) hours per day, Monday through Friday, with a one (1) hour break each day.

For many employees, daily and weekly work schedules may be changed from time to time at the discretion of the XFL to meet the varying conditions of our business.

The XFL complies with applicable laws requiring that accurate records be kept of hours worked by certain employees. All non-exempt employees must record their hours worked during each pay period in the HR system for this purpose unless some other written method is required in an individual department. Accurate recording of attendance is essential to ensure that employees are paid properly and in a timely manner. Any employee who falsifies a time record is subject to disciplinary action, up to and including termination.

HOLIDAYS

The XFL normally observes certain days each year as holidays for which regular full-time, and regular part-time employees will be paid. These holidays typically include:

- New Year's Day
- Martin Luther King Day
- Presidents' Day
- Memorial Day
- Independence Day
- Labor Day
- Thanksgiving Day
- Friday following Thanksgiving
- Christmas Eve
- Christmas Day

The XFL may add or delete certain days on this list from year to year as it deems appropriate. A schedule listing the dates on which these holidays will be observed will be published and distributed by the XFL prior to the beginning of each calendar year. Unless otherwise required by applicable laws, paid time off for holidays shall not be counted as hours worked for

purposes of computing overtime. Managers may grant a comp day to an exempt employee required to work a full XFL company holiday and a non-exempt who works two (2) full XFL company holidays in a manner allowed by law. Comp days should be scheduled and approved in advance by your Manager / Department Head.

VACATION

The XFL grants paid vacation days to regular full-time and part-time employees. The amount of vacation to which an employee is entitled is based upon date of hire, scheduled hours per week and job level. Vacation days must be scheduled and approved in advance by your manager/department head, using the Workday system.

The annual allotment of vacation days, as indicated in the chart below, is effective January 1st of each calendar year. The XFL encourages employees to take all of their accrued vacation each year to rest and recharge. The XFL will not pay current employees for accrued but unused vacation time. Where an employee is not approved to take vacation during the calendar year due to business needs, they may carry-over up to 5 unused vacation days to the following calendar year. Carried over vacation that is not taken by the end of the rolled into year will be forfeited. Carry-over days must be taken before any newly accrued days. A maximum of 5 vacation days can be rolled into any new year.

If an employee voluntarily or involuntarily terminates, accrued and carried over unused vacation will be paid out on a pro-rated basis.

Managers and below receive 2 weeks of vacation the first full year of employment, 3 weeks vacation the 2nd full year of employment and 4 weeks vacation starting the calendar year of the 5th year of employment, detailed in the following schedules. There is a separate schedule for Directors and above.

Full Time Regular Employees Up To and Including Manager/Equivalent Level Hired Between:

January & June	2 weeks in the calendar year hired 3 weeks the following calendar year 4 weeks in the fifth calendar year
July & September	1 week in the calendar year hired 2 weeks in the next calendar year 3 weeks in the third calendar year 4 weeks in the fifth calendar year
October & December	0 weeks in the calendar year hired 2 weeks in the next calendar year 3 weeks in the third calendar year 4 weeks in the fifth calendar year

Part time regular employees receive a percentage of the full time schedule based on scheduled hours per week

Full Time Regular Employees Director/Equivalent Level & Above Hired Between:

January & March	3 weeks in the calendar year hired 3 weeks the following calendar year
April & June	2 weeks in the calendar year hired 3 weeks in the next calendar year 4 weeks in the fifth calendar year
July & September	1 week in the calendar year hired 3 weeks in the next calendar year 4 weeks in the fifth calendar year
October & December	0 weeks in the calendar year hired 3 weeks in the next calendar year 4 weeks in the fifth calendar year

Part time regular employees receive a percentage of the full time schedule based on scheduled hours per week

PERSONAL DAYS

The personal day benefit provides three personal days per calendar year. Similar to vacation days, personal days must be scheduled and approved in advance by your manager/department head, using the HR system

Personal days are accrued as follows during an employee's first calendar year of employment:

If an employee is hired between:

January & April	3 Personal Days
May & August	2 Personal Days
September & December	1 Personal Day

Personal days may be used either in full or half day increments. Personal days may not be carried over to the next calendar year. Any accrued but unused personal days will be forfeited. Accrued and unused personal days will not be paid out upon termination.

SNOW DAYS

The Snow Day benefit provides two snow days per calendar year, however, the XFL generally does not close for inclement weather (please see Inclement Weather policy information below for further details). If an employee believes weather conditions are too dangerous for them to attempt to come to work, they may call their manager prior to the start of the workday and request the use of a snow day. If a closing has not been announced, and an employee feels the need to leave early due to weather conditions, they must coordinate with their manager/department head to account for this time off.

Note: Snow days may be used either in full-day or half-day increments; and snow days can only be taken in the case of bad weather. As with personal days, snow days may not be carried over to the next calendar year, and thus any accrued but unused snow days will be forfeited and shall not be paid. Terminated employees shall not be paid for any accrued, unused snow days.

INCLEMENT WEATHER / EMERGENCY CLOSINGS

As noted above, the offices at the XFL generally do not close for inclement weather. If weather conditions become severe and road conditions threaten to become hazardous during the workday, management may decide on an early closing. In those cases, an announcement will be made and employees will be free to leave at a specified time. Under hazardous circumstances, the decision may be made to suspend operations completely and employees will be required to leave work at a designated time.

If an Employee believes weather conditions are too dangerous for them to attempt to come to work, and the XFL has not announced an office closure, they will be required to utilize a snow day (please see Snow Day Policy for further details).

SICK DAYS

The XFL provides all regular full-time and part-time employees with a maximum of 10 Sick days per year. Sick days are for employee illness only (not a family member) and can be taken on an as needed basis. Unused Sick days do not roll over and are not paid out at the end of the year or upon termination.

Note: The XFL also maintains Short Term Disability (STD) insurance which provides employees who are ill for more than 5 contiguous work days with STD benefits at full pay. If an employee is ill for more than five consecutive workdays, they will be put on XFL STD, at which point a doctor's note will be required. Short Term Disability covers an employee from day 6 of illness to day 90 at full pay.

CONNECTICUT (CT) PAID SICK LEAVE LAW

As a result of legislation passed in 2012, the State of Connecticut provides for sick time for employees to care for an ill child, spouse or their own health condition. Although the law was written to support non-exempt employees, the XFL has extended this benefit for all full time exempt and non-exempt employees.

Eligible employees can earn up to 40 hours in a year to use towards their own care, as well as the care and treatment for a spouse or child or for medical care or counseling for an employee who is a victim of family violence or sexual assault. This includes taking a spouse or child to the doctor for preventive care visits, as well as for the diagnosis, care or treatment of an illness or injury.

Employees will accrue one (1) hour for every forty (4) hours worked, to a maximum of forty (40) hours or five (5) days in a calendar year. Employees must have completed 680 hours worked in order to use this benefit. Employees must submit a request with their line manager and submit their time accordingly in the HR System to be approved to take this time off. Eligible employees can accrue as many as 40 hours, which can be carried over from year to year, but cannot extend beyond 40 hours in any one calendar year. There is no payment for accrued but unused days.

BEREAVEMENT

The XFL provides all regular full-time and part-time employees with up to five (5) days of time off with full pay in the event of the death of an immediate family member. Immediate family includes: spouse (or live-in companion), child, parent, sibling, grandparent, grandchild, mother- or father-in-law. Employees should let their supervisor or someone on the People Team know of an anticipated time away from work if they have experienced a loss.

JURY DUTY

The XFL will grant time off to all employees called for jury duty. All employees shall be compensated at their regular rate of pay for the entire authorized jury duty leave period.

Employees who are summoned to jury service should present their supervisor or manager with the summons as soon as it is received so that arrangements can be made to accommodate the employee's absence. In addition, employees are required to submit proof of their participation in jury duty to their supervisor or manager upon completion of service and return to work.

MILITARY LEAVE

The Family and Medical Leave Act provides for leave as follows: (1) up to 12 weeks of leave for employees who have a family member called up to or engaged in active military duty; and (2) up to 26 weeks of leave for employees who are serving as a caregiver to a family member who was injured or became ill while on active military duty. If an employee believes they qualify for leave under these circumstances, they should contact the People Team for additional information.

Furthermore, it is the policy of the XFL to grant leaves of absence without pay to all employees, excluding temporary employees, who are drafted or are recalled to active service in the armed forces of the United States in accordance with applicable Federal and State laws. Military reservists and members of the National Guard will also be permitted time off without pay as necessary to satisfy their required training and other programs. Employees should advise their managers as far in advance of their anticipated military leave date as possible and provide their managers with copies of appropriate military orders.

Vacation benefits will not be interrupted during the military leave. Employees on two-week active duty training assignments or inactive duty training drills are required to return to work for the first regularly scheduled shift after the end of training, allowing reasonable travel time. Employees on longer military leave must apply for reinstatement in accordance with all applicable Federal and State laws. Every reasonable effort will be made to return eligible employees to their previous-held or comparable positions.

FAMILY AND MEDICAL LEAVE ACT (“FMLA”)

Under the Federal Medical Leave Act (“FMLA”), an eligible employee may take up to 12 weeks of unpaid Leave within a 12-month period. To be eligible for this benefit, the employee must require leave for the following reasons:

- For disability due to pregnancy, prenatal medical care or child birth;
- To care for the employee’s child after birth, or placement for adoption of foster care (must be taken within (12) months after birth of the child);
- To care for the employee’s spouse, son or daughter, or parent who has a serious health condition; or
- For a serious health condition that makes the employee unable to perform the employee’s job.

Under Connecticut Law (the “CFMLA”), an eligible employee may take up to 16 weeks of unpaid Leave within a two-year period. To be eligible for this benefit, the employee must require leave for the following reasons:

- For the birth of a child and to care for a newborn child (must be taken within (12) months after the birth of the child);
- For the placement of a child for adoption or foster care and in order to care for the newly placed child (must be taken within (12) months after the placement of the child);
- To care for a covered relative, within includes your spouse (including civil union partner), child, parent, or, parent-in-law due to his or her serious health condition; or
- For your own serious health condition.

FMLA and CFMLA also include a special leave entitlement that permits eligible employees to take up to (26) weeks of leave to care for a covered service member during a single (12) month period. A covered service member is a current member of the Armed Forces, including a member of the National Guard or Reserves, who has a serious injury or illness incurred in the line of duty on active duty that may render the service member medically unfit to perform his or her duties for which the service member is undergoing medical treatment, recuperation, or therapy; or is in outpatient status; or is on the temporary disability retired list.

The one or two-year period, as the case may be, begins with the first day of Leave of Absences. Our policy is to provide the amount of Leave that satisfies the law(s) governing the Leave. Both Leaves will run concurrently.

Eligible Employees for an FMLA Leave, the employee must have worked for the company for at least 12 months, and for at least 1,250 hours during the preceding 12-month period. For a CMFLA Leave, the employee must have worked for the Home for at least 12 months and worked for at least 1,000 hours during the preceding 12-month period.

Military Family Leave Under (FMLA)

Eligible employees with a spouse, son, daughter, or parent on covered active duty or call to covered active duty status in the Reserve component of the Armed Forces for deployment to a foreign country in support of a contingency operation or Regular Armed Forces for deployment to a foreign country may use their (12) week leave entitlement to address certain qualifying exigencies. Qualifying exigencies may include attending certain military events, arranging for alternative childcare, addressing certain financial and legal arrangements, attending certain counseling sessions, caring for the parents of the military member on covered active duty and attending post-deployment reintegration briefings.

FMLA also includes a special leave entitlement that permits eligible employees to take up to (26) weeks of leave to care for a covered service member during a single (12) month period. A “covered service member” is a current of the Armed Forces, including a member of the National Guard or Reserves, who is undergoing medical treatment, recuperation, or therapy, is otherwise in outpatient status, or is on the temporary retired list, for a serious injury or illness. These individuals are referred to in this policy as “current members of the Armed Forces.” Covered service members also include a veteran who was discharged or released from military service under condition other than dishonorable at any time during the five (5) year period prior to the first date the eligible employee takes FMLA leave to care for the covered veteran, and who is undergoing

medical treatment, recuperation or therapy for a serious injury or illness. These individuals are referred to in this policy as “covered veterans.”

The FMLA definitions of a “serious injury or illness” for current Armed Forces members and covered veterans are distinct from the FMLA definition of a “serious health condition” applicable to FMLA leave to care for a covered family member.

Benefits and Protections Under (FMLA)

During FMLA leave, the employer must maintain the employee’s health coverage under any “group health plan” on the same terms as if the employee had continued to work.

Upon return from FMLA leave, most employees must be restored to their original or equivalent positions with equivalent pay, benefits, and other employment terms. Upon return from CFMLA leave, an employee is entitled to be returned to the original position the employee held when leave commenced unless the original position is not available. If this occurs, and employee is entitled to be returned to an equivalent position with equivalent benefits, pay and other employment terms.

Use of FMLA and/or CFMLA leave cannot result in the loss of any employment benefit that accrued prior to the start of an employee’s leave.

Definition of Serious Health Condition

A serious health condition is an illness, injury, impairment, or physical or mental condition that involves either an overnight stay in a medical care facility, or continuing treatment by a health care provider for a condition that either prevents the employee from performing the functions of the employee’s job, or prevents the qualified family member from participating in school or other daily activities.

Subject to certain conditions, the continuing treatment requirement may be met by a period of incapacity of more than (3) consecutive calendar days combined with at least two visits to a health care provider or one visit and a regimen of continuing treatment, or incapacity due to pregnancy, or incapacity due to a chronic condition. Other conditions may meet the definition of continuing treatment.

Substitution of Paid Leave for Unpaid Leave

Employees may choose, or employers may require, use of vacation and sick time while taking FMLA and/or CFMLA leave. In order to use paid leave for FMLA and/or CFMLA leave, employee must comply with employer’s normal paid leave policies. The XFL requires employees to concurrently exhaust all other paid and unpaid leave entitlements, subject to applicable law.

Employee Responsibilities Under FMLA

Employees must provide thirty (30) days advanced notice of the need to take FMLA and/or CFMLA leave when the need is foreseeable. When a thirty (30) day notice is not possible, the employee must provide notice as soon as practicable and generally must comply with an employer’s normal call-in procedures.

Employees must provide sufficient information for the employer to determine if the leave may qualify for FMLA and/or CFMLA protection and the anticipated timing and duration of the leave. Sufficient information may include that the employee is unable to perform job functions’, the family member is unable to perform daily activities, the need for hospitalization or continuing treatment by a health care provider, or circumstances supporting the need for military family leave. Employees also must inform the employer if the requested leave is for a reason for which FMLA and/or CFMLA leave was previously taken or certified. Employees also may be required to provide a certification and periodic recertification supporting the need of leave, subject to applicable law.

Employer’s Responsibilities Under FMLA

Covered employers must inform employees requesting leave whether they are eligible under FMLA and/or CFMLA. If they are, the notice must specify, and additional information required as well as the employees’ rights and responsibilities. If they are not eligible, the employer must provide a reason for ineligibility.

Covered employers must inform employees if leave will be designated as FMLA and/or CFMLA- protected and the amount of leave counted against the employee's leave entitlement. If the employer determines that the leave is not FMLA and/or CFMLA-protected, the employer must notify the employee.

Availability of Intermittent Leave

Leave taken because of the employee's or family member's serious health condition may be taken on an intermittent or reduced schedule basis when medically necessary. Alpha Entertainment will follow applicable Federal, State and Local laws in reviewing such leave requests. If an employee seeks leave on an intermittent or reduced schedule basis, the employee must advise Alpha Entertainment of the reasons why the intermittent or reduced schedule leave is necessary and of the treatment schedule (if applicable), in addition to providing other notices required for leave under this policy. As with other leaves, intermittent or reduced schedule leave must be supported by medical certification. Alpha Entertainment may require an employee taking this type of leave to transfer temporarily to an alternative job, for which the employee is qualified, or to modify the employee's existing job, with an equivalent pay rate and benefits, to better accommodate the employee's recurring periods of leave.

Status of Employee Benefits

During the employee's unpaid family or medical leave of absence, XFL will continue to provide health and life insurance coverage for the employee.

In addition, as previously stated, unpaid FMLA leave will run concurrently with any paid time-off taken for that leave. Therefore, the maximum amount of unpaid leave time will be offset by all paid leave.

Return from Leave

At the conclusion of the family or medical leave period, the employee will be returned to the same or an equivalent position with equivalent benefits, pay and other terms of employment. Employees who do not return to work at the end of their authorized leaves may be terminated.

Employees Ineligible for Family Leave

Employees ineligible for FMLA or State leave because of the length of service, or who have not completed a minimum number of hours of service during the twelve (12) month period prior to the requested commencement of their leave, may request leaves of absence for the reasons set forth above. Request approval is within the sole and joint discretion of the manager or supervisor and the People Team. All such requests must be submitted in writing.

MATERNITY / PARENTAL LEAVE

Primary Caregiver Leave

Subject to applicable law, the XFL provides employees who give birth and the primary caregiver for adopted children twelve weeks paid maternity time-off. All other leave will be determined as applicable under the XFL's other leave policies. Employees entitled to qualified FMLA leave, as with all other accrued leave entitlement, shall exhaust this maternity leave entitlement concurrently with her FMLA leave entitlement. Company-paid holidays are considered other paid time off entitlements and as such run concurrently with maternity and FMLA leave entitlements (i.e. – not in addition to).

Secondary Caregiver Leave

The XFL provides non-birth mothers, fathers and adoptive parents with four weeks paid time-off and must be taken within the first six months of birth or adoption date. All other leave will be determined as applicable under the XFL's other leave policies. Eligible employees who are also entitled to qualified FMLA leave, as with all other accrued leave entitlement, shall exhaust this parental leave entitlement concurrently with FMLA leave entitlement. Company-paid holidays are considered other paid time-off entitlements and as such run concurrently with parental and FMLA leave entitlements.

FAMILY VIOLENCE LEAVE

The purpose of this policy is to provide employees with a leave of absence to address personal issues related to family violence.

Under certain circumstances employees who are victims of family violence are allowed up to twelve (12) days of unpaid leave per calendar year. "Family violence" includes incidents resulting in physical harm, bodily injury, assault, or an act of threatened violence between family or household members. Leave is available to enable an employee to:

- Seek medical care or counseling for the employee's injury or disability resulting from family violence;
- Obtain services from a victim services organization;
- Relocate due to such family violence; or
- Participate in any civil or criminal proceeding related to or resulting from such family violence.

Employees must exhaust unused vacation and personal time before, NDHR will provide the twelve (12) days of unpaid leave.

The XFL asks that employees provide a written statement signed by the employee certifying that the leave is due to an incident of family violence, as well as one of the following documents in support of the leave:

- A police or court record related to the incident of family violence, or
- A signed, written statement confirming that the employee is a victim of family violence from an employee of a victim services organization, an employee of the Office of Victim Services or Office of the Victim Advocate, or a medical professional.

The XFL will make every attempt to ensure documents provided in support of a family leave request under this policy remain confidential and protected from disclosure, unless disclosure is required by law or is necessary to protect the employee's safety in the workplace. Employees will be given prior notice of any disclosures the XFL makes. The XFL will not discharge, penalize, threaten, or coerce employees who take leave pursuant to this policy of State or Federal law.

PAYROLL PROCEDURES

XFL employees are paid bi-weekly on every other Friday by check or direct deposit. Each paycheck will include salary for all work performed through the end of the prior week, less applicable deductions.

Subject to applicable law, due to the bi-weekly pay schedule, new hires beginning work during a pay week will not be paid until the following payday for their initial work pay period.

OVERTIME POLICY

All non-exempt employees (i.e., employees covered by the overtime provisions of applicable wage and hour laws) will be compensated by the XFL for overtime work in accordance with the following guidelines:

- Approval of overtime work must be given by an employee's supervisor or manager prior to the performance of the work. Employees working unauthorized overtime will be paid for the hours worked in accordance with applicable law, but may be subject to discipline, including immediate termination.
- Eligible employees (non-exempt) will be paid at one and one half (1 ½) times their regular rate of pay for all hours actually worked in excess of forty (40) hours in any given work week (44 in Canada). Additionally, overtime shall be compensated in accordance with any other applicable State wage and hour laws.

Absence from work for illness, vacation, holidays, or other types of leave will not be treated as working time for purposes of computing overtime compensation.

All time worked should be entered into the employee's timesheets within HR System.

We recognize the value of employee's time. Therefore, supervisors and managers will attempt to give reasonable notice of the need for overtime work in order to minimize the disruption of personal plans and schedules of their staff. Employees must understand, however, that advanced notice may not always be possible.

PERFORMANCE REVIEWS

To ensure that employees perform their jobs to the best of their abilities, it is important that they are recognized for good performance and that they receive appropriate feedback and suggestions for improvement when necessary. Consistent with this goal, an employee's performance will be evaluated on an ongoing and regular basis by his or her supervisor or manager. Management will endeavor to provide employees with annual written evaluations of their performance. Any exceptions to this schedule will be addressed with individual employees, and a more frequent schedule of reviews may be implemented within the sole discretion of management.

All written performance reviews will be based on overall performance in relation to an employee's job responsibilities and will also take into account the employee's conduct, demeanor, and record of attendance and tardiness.

In addition to the regular performance evaluations described above, the employee's supervisor or manager may conduct special verbal or written performance evaluations at any time to advise the employee of the existence of performance or disciplinary problems.

TRAVEL & BUSINESS-RELATED EXPENSES

Business Travel

All business travel arrangements for XFL employees must be booked as directed by an administrative team member in order to be eligible for reimbursement. All travel requests should be submitted with as much notice as possible prior to departure and must be approved by one's Department Head.

Business-Related Expenses

Business-related expenses are reimbursed by submitting an Expense Report to the Finance Department. All business expenses must be approved by one's Department Head and will be reimbursed according to the guidelines in the complete Corporate Travel and Expense Policy.

EMPLOYEE BENEFITS

The XFL is proud of the comprehensive benefits package we provide to our employees. These programs are offered to enhance an employee's experience with us and have been designed to help employees balance their professional and personal lives. The information that follows is a general overview of our benefit programs and should be used as a guideline. Benefits may be changed or deleted at any time, within the sole discretion of the XFL, with or without advance notice. More specific details on all of our benefit programs can be found in the Benefits Guide. If employees have any questions, they should contact the People Team representative

Eligible employees of the XFL are provided a wide range of benefits, including group medical and dental insurance, a vision plan, short and long-term disability coverage, life and accident insurance, 401(K) plan, to name a few. The following are some highlights of these plans; more details of the terms of these benefits should be obtained from any member of the People Team.

It is important that employees keep in mind that all employee benefits are subject to change or could be eliminated at any time, with or without notice.

MEDICAL AND DENTAL BENEFITS

The XFL's medical and dental insurance plans provide employees and their eligible dependents access to physicians, hospitals, prescription drugs, and other medical and dental benefits. When designing these plans, the XFL considered the needs and

demographic of our employees to present the most suitable coverage. Employees are only required to pay a portion of the medical and dental premium to participate in our plans.

VISION PLAN

Like the medical and dental plans, our vision plan is a low-cost benefit available to our employees. The coverage includes preventive care, as well as reimbursements for hardware such as eyeglass frames and lenses, and contact lenses. In addition, the plan provides for discounts on certain vision procedures.

FLEXIBLE SPENDING ACCOUNT

A Flexible Spending Account (“FSA”) enable employees to set aside a predetermined dollar amount in an account to cover eligible out-of-pocket health care or dependent day care expenses throughout the year. This is done through payroll deduction on a pre-tax basis, therefore reducing employee’s taxable income. Funds can be withdrawn to reimburse employees for eligible out-of-pocket health care expenses (i.e., co-payments, deductibles) or day care reimbursement.

COMMUTER REIMBURSEMENT PLAN

The XFL sponsors a Commuter Reimbursement Account (CRA) program, administered by Trion, which allows you to put aside the maximum IRS pre-tax and supplemental post-tax contributions into your own reimbursement account. You use these funds at any time during the plan year as reimbursement for those everyday commuter expenses. For details and more information please refer to the CRA benefits brochure.

DISABILITY COVERAGE

The XFL provides Short-Term Disability (“STD”) coverage to an employee who is absent for more than five consecutive workdays due to disability or illness. Employees must provide a note from their physician substantiating the illness after their fifth consecutive sick day and another note allowing them to return to work at the end of the disability. Employees on STD are paid at 100% of their base salary up to their 90th consecutive day absent from work. Please note, STD coverage runs concurrent with FMLA and state mandated leave.

When approved by our insurance, the XFL Long-Term Disability (“LTD”) will be effective the first day following one’s 90th consecutive day on disability. While out on LTD, one will receive the benefit of 60% of their average base salary and such benefits may continue up to Social Security Normal Retirement Age. This benefit is capped at a maximum benefit of \$7,500 per month. Our LTD coverage is offered at no cost to our eligible employees.

LIFE AND ACCIDENT INSURANCE

The XFL provides its employees with basic life and accident insurance at no cost to its employees. The basic life insurance coverage is equal to an employee’s annual salary, rounded up to the next \$1,000. The life insurance has a guaranteed issue of \$50,000 with a maximum benefit of \$200,000. Our Accidental Death & Dismemberment (“AD&D”) coverage provides the same level of benefit as the basic life insurance.

401(K) RETIREMENT PLAN

Our employees are eligible to participate in the XFL sponsored 401(k) retirement plans at the onset of their employment with the XFL. To help you build a financially secure future, you will be automatically enrolled in our 401k plan at 3%. Should you elect to opt out of the 401k auto-enrollment, please contact Fidelity after you receive their confirmation letter. In our plan, employees may contribute a percentage of pre-tax earnings to a maximum amount stated annually by the IRS. For more information on this plan and its investment options, please contact the People Team.

MISCELLANEOUS BENEFITS

The XFL has established a variety of other employee services, such as discounts on merchandise and free event tickets. Some details on these programs follow. However, more complete information about the specific services provided by the XFL is available by contacting any member of the People Team.

These services, as with all employee benefits, are subject to change or cancellation at any time, at the XFL's discretion.

EMPLOYEE REFERRALS

The XFL will pay employees \$1,000 for each referral that is hired as a full-time employee below VP level or \$2,500 for each referral who is hired as a full-time employee at VP level and above. The newly hired referral must be employed at least three (3) months before the referral award is payable to the referring employee.

Employees should instruct the referred candidate to create an online profile for the posted position in the applicant tracking system. The candidate's online profile is required in order to be considered for the open position. The hiring manager and employees in the People Team are excluded from the employee referral program.

XFL SHOP

XFL Employees are eligible to receive a 25% discount on most official XF Shop merchandise. Visit www.xflshop.com to see all of our current offerings and you will be provided further instructions on how to order your merchandise with the employee discount.

IF AN EMPLOYEE LEAVES

Unfortunately, in the natural course of business, employees sometimes find the need to move on from XFL employment. As part of the exit process, there are certain procedures that need to be followed when an employee leaves XFL. These policies are covered in this section. As always, employees should contact the People Team if they have any questions.

EMPLOYMENT RESIGNATION/TERMINATION

Employees desiring to terminate their employment relationship with the XFL are encouraged to notify their supervisor in writing, with a copy to the head of the People Team, at least two (2) weeks in advance of their intended resignation. Management and officers of the XFL are requested to give at least four (4) weeks written notice of their intended resignation. The XFL reserves the right to determine whether the resigning employee will be allowed to work through the notice period, or whether he or she will be paid in lieu of notice, and/or released immediately.

As mentioned elsewhere in this handbook, all employment relationships with the XFL are on an at-will basis. Thus, although the XFL hopes that employee relationships are long-term and mutually rewarding, the XFL reserves the right to terminate the employment relationship at any time with or without notice.

At the time of termination, the People Team will discuss with the employee any accrued but unused vacation pay and the option of group health coverage continuation as discussed below.

GROUP HEALTH COVERAGE CONTINUATION (COBRA)

If an employee's employment with the XFL terminates for any reason, or if an employee's hours of work are reduced to a level that makes the employee no longer eligible for coverage under the group health plan, they may still have the right to choose "continuation coverage" – a temporary extension of health plan participation. The rules concerning this coverage are complex. More information on continuation of coverage can be obtained through the People Team.

Our partner My Benefits Service Center will, in any event, contact employees concerning these options at the time termination or in the event that a reduction in hours occurs. Additionally, the COBRA Call Center can be reached at 1-800-580-6854.

RETURN OF PROPERTY

Employees are responsible for all the XFL property, materials, or written information issued to them or in their possession or control. Employees must return all XFL property immediately upon request or upon termination of employment.

SOME FINAL THOUGHTS...

It is important that we remind employees that all of the programs and policies covered in this handbook are subject to change or elimination, with or without prior notice. While that is the case, employees should know that we are constantly reviewing our benefits package with the goal of providing employees with all the programs, tools and support to make employment with the XFL as rewarding as possible. Once again, if any employee has questions related to anything covered in this employee handbook, or anything else related to their work experience at the XFL, they should either speak with their Manager or a People Team representative.

EMPLOYEE ACKNOWLEDGMENT FORM

By signing below, the undersigned acknowledges the following:

I have received and read a copy of the XFL Employee Handbook & Code of Business Conduct that includes its policies relating to Equal Employment Opportunity and Non-Harassment. I understand that information contained herein represents guidelines only and the XFL reserves the right at any time to modify all of the information contained in its Employee Handbook, as well as amend or terminate any policies, procedures, or employee benefit programs.

I also understand that this handbook is not a contract of employment, express or implied, between me and the XFL. Further, I understand that either the XFL or I may terminate my employment at any time, for any or no reason, with or without notice.

Finally, I understand that this handbook is the property of the XFL and in the event of my separation from the XFL, is to be returned to my supervisor or the head of the People Team. Further, information contained in this handbook supersedes any prior version of the handbook.

_____ PRINT EMPLOYEE NAME

_____ DATE

_____ EMPLOYEE SIGNATURE

EXHIBIT B



XFL TECHNOLOGY ACCEPTABLE USE POLICY **(Employee)**

Alpha Entertainment LLC has licensed and is doing business under the name of the XFL. For the purposes of this document we will refer to the "XFL" as the employer.

The XFL provides a variety of computer and network resources to its employees, allowing them to perform their duties efficiently and effectively. These resources are administered by the Information Technology Department (IT) and are subject to usage policies outlined as follows:

The purpose of this policy is to establish acceptable and unacceptable use of electronic devices and network resources at the XFL in conjunction with its established culture of ethical and lawful behavior, openness, trust, and integrity. The XFL provides hardware and software technology and information resources, including without limitation, computer devices, networks, collaboration tools, communication tools, storage media, and other electronic information systems (collectively the "XFL Technology") to meet missions, goals, and initiatives and must manage them responsibly to maintain the confidentiality, integrity, and availability of its information assets. As such, XFL employees, temporary staff, freelancers and consultants are required to use XFL Technology appropriately and in accordance with this Technology Acceptable Use Policy.

Any exceptions to this policy can only be made with advanced, written approval by your manager.

General Requirements

- You are responsible for exercising good judgment regarding appropriate use of XFL Technology in accordance with XFL policies, standards, and guidelines. XFL Technology may not be used for any unlawful or prohibited purpose.
- All XFL Technology is the property of the XFL. Use of such XFL Technology is to be used for XFL related business only; users must not store or transmit any non-business-related files, including but not limited to personal data such as documents, spreadsheets, reports, presentations, images, videos or music files, databases and application source code.

Enterprise Applications

- The XFL provides suites of enterprise applications that offer collaboration, productivity, digital and creative, learning and development tools. These are approved applications for your use and a list of available applications can be located through the IT Department.
- Downloading and/or installing software applications not provided within the enterprise suites requires review and approval from the through the IT Department. Request for such applications can be sent to the IT Department.

System Accounts and Data

- You are responsible for the security of data, accounts, and systems under your control. Keep passwords secure and do not share account or password information with anyone, including other personnel, family, or friends. Providing access to another individual, either deliberately or through failure to secure its access, is a violation of this policy.

Password requirements, guidelines and best practices can be through the IT Department.

- You must ensure through legal or technical means that proprietary information remains within the control of the XFL at all times. Conducting XFL business that results in the storage of proprietary information on personal or non-XFL controlled environments, including devices maintained by a third party with whom the XFL does not have a contractual agreement, is prohibited. This specifically prohibits the use of an e-mail account, storage device, cloud storage or computers or mobile devices that are not provided by the XFL for company business.
- The XFL provides a suite of enterprise data storage and file collaboration tools. These are approved solutions for your use when transferring and storing data.
- Use of any data storage or file collaboration applications not provided within the enterprise suite requires review and approval from the IT Department. Request for such applications can be sent to the IT Department.

Hardware Use

- Users must not engage in any activities that would damage and/or physically alter company owned computer hardware, mobile devices or network attached devices.
- Users must not connect any devices that are not provided by the XFL to the XFL's network or use any devices that are not provided by the XFL for any XFL business purpose. If such devices are required for business purposes; user must obtain written consent from the IT Department. Request for such devices can be sent to the IT Department.

Network Use

You are responsible for the security and appropriate use of the XFL network resources under your control. Using XFL Technology for the following is strictly prohibited:

- Causing a security breach to either The XFL or other network resources, including, but not limited to, accessing data, servers, or accounts to which you are not authorized or circumventing user authentication on any device.
- Connecting to non-sanctioned networking systems, including without limitation, wireless access points, network storage systems and wireless devices.
- Downloading and/or installing software not licensed by the XFL, or that may violate the terms of the applicable software licensing agreements, or compromise computer, network or data security or circumvent established security protocols. This includes, but is not limited to any peer-to-peer applications, torrent clients, web applications, browser plugins and TOR browsers.
- Exporting or importing software, technical information, encryption software, or technology in violation of international or regional export control laws.
- Intentionally introducing malicious code, including, but not limited to, viruses, worms, Trojan horses, e-mail bombs, spyware, and adware, or causing a disruption of service to either the XFL or other network resources.
- Saving third party copyright-protected information/content on XFL Technology without such third-party permission.

Electronic Communications

Users of XFL Technology for electronic communications including to transmit, retrieve, or store any communications, or other content must adhere to Human Resources' policies and the XFL's Code of Conduct. The following are strictly prohibited:

- Inappropriate use of communication vehicles and equipment, including, but not limited to, supporting illegal activities, and procuring or transmitting material that violates the XFL's policies against discrimination or harassment or the safeguarding of confidential or proprietary information.
- Using the XFL Technology to transmit communication (text, pictures or files) which is: (i) defamatory, discriminatory or harassing in nature; (ii) pornographic or sexually explicit in nature; (iii) derogatory or inflammatory including that which relates to an individual's or group's race, age, disability, religion, national origin, physical attributes or sexual preference or on any other basis protected by law; or (iv) disparaging, abusive, profane or offensive.
- Sending Spam via e-mail, text messages, instant messages, voice mail, or other forms of electronic communication.
- Forging, misrepresenting, obscuring, suppressing, or replacing a user identity on any electronic communication to mislead the recipient about the sender.
- Use of an the XFL's e-mail or IP address to engage in conduct that violates the XFL's policies or guidelines. Posting to a public newsgroup, bulletin board, or listserv with a XFL e-mail or IP address represents the XFL to the public; therefore, you must exercise good judgment to avoid misrepresenting or exceeding your authority in representing the opinion of the company.
- Transmitting materials that: (i) might reflect adversely or negatively on the XFL or be contrary to its legitimate business interests; (ii) support illegal activities, including but not limited to piracy, cracking, extortion, blackmail, and copyright infringement; (iii) are copyrighted materials belonging to entities other than the XFL without permission of the copyright holder.
- Users must respect all copyrights and may not copy, retrieve, modify or forward copyrighted materials, except with permission or as a single copy for reference only is strictly prohibited.

Right to Audit, Monitor and Report Misuse

All XFL Technology and the information, materials and data produced, stored, transmitted or processed thereon are the property of the XFL. Employees have should have no expectation of privacy in their use of these systems.

All users of XFL Technology which include all employees, temporary staffing, freelancers and consultants are subject to auditing and monitoring by authorized personnel. Monitoring of such services include, but is not limited to usage of computer, network and systems, Internet usage, email, instant messaging, voice and video services, data access, storage and transmission, databases, applications and 3rd party cloud service providers.

Devices that interfere with other devices or users on the XFL network may be disconnected. Information Security prohibits actively blocking authorized audit scans. Firewalls and other blocking technologies must permit access to the scan sources.

Enforcement

Individuals found to have violated this policy and/or any other corporate policy may be denied future access to such services, and if appropriate may be subject to disciplinary action up to and including termination of employment or assignment (as applicable). In addition, this policy supplements the Employee Handbook policies regarding use of company owned email and equipment.

THE XFL EMPLOYEE TECHNOLOGY ACCEPTABLE USE POLICY

I hereby acknowledge that I received this separate copy of the XFL's Employee Technology Acceptable Use Policy and that I have reviewed, understand and agree to comply with this Policy as well as all other XFL policies. I understand if I violate this Policy, I may face disciplinary action, and depending on the circumstances and applicable law, legal action as well.

(Signature)

Date: _____

(Print Name)

EXHIBIT C

From: Paul Dobrowski <pjd@doblaw.com>
Sent: Monday, May 04, 2020 4:13 PM
To: Lunn, Matthew <mlunn@ycst.com>
Subject: RE: Oliver Luck

Matt

I'm without a secretary today, so it will be tomorrow.

thx

From: Lunn, Matthew <mlunn@ycst.com>
Sent: Monday, May 04, 2020 3:10 PM
To: Paul Dobrowski <pjd@doblaw.com>
Subject: RE: Oliver Luck

Paul,

Cindy Wagner and/or Ginaleigh Porreca will handle the inventorying/packing of the items.

The definition of XFL Technology is below:

The purpose of this policy is to establish acceptable and unacceptable use of electronic devices and network resources at the XFL in conjunction with its established culture of ethical and lawful behavior, openness, trust, and integrity. The XFL provides hardware and software technology and information resources, including without limitation, computer devices, networks, collaboration tools, communication tools, storage media, and other electronic information systems (collectively the "XFL Technology") to meet missions, goals, and initiatives and must manage them responsibly to maintain the confidentiality, integrity, and availability of its information assets. As such, XFL employees, temporary staff, freelancers and consultants are required to use XFL Technology appropriately and in accordance with this Technology Acceptable Use Policy.

I haven't done the research regarding the privacy issue so I can't / won't comment on your belief. I can confirm that upon receipt of Oliver's phone that the information contained will be maintained and not destroyed. Information that is on the phone will not be provided to a third party without providing you notice. Let me know when the phone will be sent.

Best,
Matt



Matthew Lunn, Partner

Young Conaway Stargatt & Taylor, LLP
Rodney Square, 1000 North King Street
Wilmington, DE 19801
P: 302.571.6646 | F: 302.576.3312
mlunn@ycst.com | www.youngconaway.com | [vCard](#)

From: Paul Dobrowski <pjd@doblaw.com>
Sent: Monday, May 04, 2020 2:40 PM
To: Lunn, Matthew <mlunn@ycst.com>
Subject: RE: Oliver Luck

Thanks Matt. Per our discussion on Friday, who is the individual that will do the packing.

Regarding the Oliver's iPhone, is there a definition of "XFL Technology"? Also please confirm that Alpha will, upon receipt of Oliver's phone, maintain the information therein and not destroy it or disclose it to any third party without first providing us notice. I still believe that, based on the case law I've read, Oliver had an expectation of privacy even with the policy set forth below.

Best

From: Lunn, Matthew <mlunn@ycst.com>
Sent: Monday, May 04, 2020 1:31 PM
To: Paul Dobrowski <pjd@doblaw.com>
Subject: FW: Oliver Luck

Paul,

Following up on our call on Friday, the company can pack/box Oliver's personal items in his office at XFL headquarters and will send an inventory. Let me know if that is how Oliver wishes to proceed.

As for the technology policy in place at the company, below is the relevant provision:

General Requirements

- You are responsible for exercising good judgment regarding appropriate use of XFL Technology in accordance with XFL policies, standards, and guidelines. XFL Technology may not be used for any unlawful or prohibited purpose.
- All XFL Technology is the property of the XFL. Use of such XFL Technology is to be used for XFL related business only; users must not store or transmit any non-business-related files, including but not limited to personal data such as documents, spreadsheets, reports, presentations, images, videos or music files, databases and application source code.

Please confirm that you will be sending me Oliver's phone that you have in your possession in an unaltered state. The phone can be sent to my office at the address below and please send me the FedEx or other tracking number so that I know when it arrives at the firm.

Best,
Matt



Matthew Lunn, Partner

Young Conaway Stargatt & Taylor, LLP
Rodney Square, 1000 North King Street
Wilmington, DE 19801

P: 302.571.6646 | F: 302.576.3312

mlunn@ycst.com | www.youngconaway.com | [vCard](#)

From: Lunn, Matthew

Sent: Wednesday, April 29, 2020 10:47 AM

To: 'Paul Dobrowski' <pjd@doblaw.com>; Nestor, Michael <mnestor@ycst.com>; Enos, Kenneth <kenos@ycst.com>; Buchanan, Travis <TBuchanan@ycst.com>; Reil, Shane <SReil@ycst.com>; Milana, Matthew P. <MMilana@ycst.com>

Cc: Andrew Zeitlin <azeitlin@goodwin.com>; Vanessa Lee Pierce <vpierce@doblaw.com>; Joette Katz (<jkatz@goodwin.com>) <jkatz@goodwin.com>; Sarah E. Gleason <SeGleason@goodwin.com>

Subject: RE: Oliver Luck

2:00 works. What number can I reach you at?

From: Paul Dobrowski <pjd@doblaw.com>

Sent: Wednesday, April 29, 2020 10:20 AM

To: Lunn, Matthew <mlunn@ycst.com>; Nestor, Michael <mnestor@ycst.com>; Enos, Kenneth <kenos@ycst.com>; Buchanan, Travis <TBuchanan@ycst.com>; Reil, Shane <SReil@ycst.com>; Milana, Matthew P. <MMilana@ycst.com>

Cc: Andrew Zeitlin <azeitlin@goodwin.com>; Vanessa Lee Pierce <vpierce@doblaw.com>; Joette Katz (<jkatz@goodwin.com>) <jkatz@goodwin.com>; Sarah E. Gleason <SeGleason@goodwin.com>

Subject: RE: Oliver Luck

Is 2 pm ET ok? If not, I can make 1:30 ET work.

From: Lunn, Matthew <mlunn@ycst.com>

Sent: Wednesday, April 29, 2020 9:17 AM

To: Paul Dobrowski <pjd@doblaw.com>; Nestor, Michael <mnestor@ycst.com>; Enos, Kenneth <kenos@ycst.com>; Buchanan, Travis <TBuchanan@ycst.com>; Reil, Shane <SReil@ycst.com>; Milana, Matthew P. <MMilana@ycst.com>
Cc: Andrew Zeitlin <azeitlin@goodwin.com>; Vanessa Lee Pierce <vpierce@doblaw.com>; Joette Katz <jkatz@goodwin.com> <jkatz@goodwin.com>; Sarah E. Gleason <SeGleason@goodwin.com>
Subject: RE: Oliver Luck

Paul,

How about Friday at 1:30 (ET)?

Best,
Matt

From: Paul Dobrowski <pjd@doblaw.com>
Sent: Wednesday, April 29, 2020 10:00 AM
To: Lunn, Matthew <mlunn@ycst.com>; Nestor, Michael <mnestor@ycst.com>; Enos, Kenneth <kenos@ycst.com>; Buchanan, Travis <TBuchanan@ycst.com>; Reil, Shane <SReil@ycst.com>; Milana, Matthew P. <MMilana@ycst.com>
Cc: Andrew Zeitlin <azeitlin@goodwin.com>; Vanessa Lee Pierce <vpierce@doblaw.com>; Joette Katz <jkatz@goodwin.com> <jkatz@goodwin.com>; Sarah E. Gleason <SeGleason@goodwin.com>
Subject: RE: Oliver Luck

Matt

Today is not good for me and I'm taking a depo all day tomorrow. How does Friday look for you and what time is best?

From: Lunn, Matthew <mlunn@ycst.com>
Sent: Tuesday, April 28, 2020 9:26 PM
To: Paul Dobrowski <pjd@doblaw.com>; Nestor, Michael <mnestor@ycst.com>; Enos, Kenneth <kenos@ycst.com>; Buchanan, Travis <TBuchanan@ycst.com>; Reil, Shane <SReil@ycst.com>; Milana, Matthew P. <MMilana@ycst.com>
Cc: Andrew Zeitlin <azeitlin@goodwin.com>; Vanessa Lee Pierce <vpierce@doblaw.com>; Joette Katz <jkatz@goodwin.com> <jkatz@goodwin.com>; Sarah E. Gleason <SeGleason@goodwin.com>
Subject: RE: Oliver Luck

Paul,

Let me know if you have time tomorrow to discuss the return of Mr. Luck's cell phone. Afternoon is best for me.

Best,
Matt



Matthew Lunn, Partner
Young Conaway Stargatt & Taylor, LLP
Rodney Square, 1000 North King Street
Wilmington, DE 19801

P: 302.571.6646 | F: 302.576.3312
mlunn@ycst.com | www.youngconaway.com | [vCard](#)

From: Paul Dobrowski <pjd@doblaw.com>
Sent: Monday, April 27, 2020 10:48 AM
To: Nestor, Michael <mnestor@ycst.com>; Lunn, Matthew <mlunn@ycst.com>; Enos, Kenneth <kenos@ycst.com>; Buchanan, Travis <TBuchanan@ycst.com>; Reil, Shane <SReil@ycst.com>; Milana, Matthew P. <MMilana@ycst.com>
Cc: Andrew Zeitlin <azeitlin@goodwin.com>; Vanessa Lee Pierce <vpierce@doblaw.com>; Joette Katz (jkatz@goodwin.com) <jkatz@goodwin.com>; Sarah E. Gleason <SeGleason@goodwin.com>
Subject: Oliver Luck

Gentlemen

It is our understanding that you represent the bankruptcy estate of Alpha Entertainment. This law firm and the law firm of Shipman Goodwin represent Mr. Luck. I am in possession of his cell phone. If you wish to discuss the return of Mr. Luck's cell phone to Alpha, please let us know when would be a convenient date and time for you. I look forward to your prompt response.

Thanks

Paul J. Dobrowski



4601 Washington Avenue, Suite 300 | Houston, TX 77007
main: 713.659.2900 | fax: 713.659.2908 | dobrowski.com

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**UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT**

OLIVER LUCK,	:	CASE NO. 3:20-cv-00516-VAB
	:	
Plaintiff,	:	
v.	:	
	:	
VINCENT K. MCMAHON and ALPHA	:	
ENTERTAINMENT LLC,	:	
	:	
Defendants.	:	

[PROPOSED] ORDER

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED as follows:

1. Plaintiff Oliver Luck shall disclose to Defendants the passcode for the iPhone issued to Luck by Alpha Entertainment LLC (the “iPhone”) within two days of the entry of this Order.

2. The iPhone currently in the possession of Alpha Entertainment LLC’s bankruptcy counsel, Attorney Matthew Lunn, shall delivered to the expert retained by Defendants so that it can be forensically imaged and its full contents can be reviewed by Defendants.

IT IS SO ORDERED.

Dated this ____ day of _____, at Bridgeport, Connecticut.

The Honorable Victor A. Bolden
United States District Judge