

EXHIBIT F



*State of North Carolina
Department of the Secretary of State*

ELAINE F. MARSHALL
SECRETARY OF STATE

July 29, 2011

National Collegiate Athletic Association
Office of Legal Affairs
Attention: Naima Stevenson
700 West Washington Street
Indianapolis, IN 46204

**Re: Athlete Agent Investigation
North Carolina Department of the Secretary of State File No. 10 SEC 179**

Dear Ms. Stevenson:

The North Carolina Department of the Secretary of State (the "Department") is in receipt of your correspondence dated July 28, 2011. The Department serves as a regulatory agency, empowered by law to determine whether violations of the Uniform Athlete Agents Act, North Carolina General Statutes Chapter 78C, Article 9, have occurred. While the Department understands the benefit of the NCAA policies and procedures, an unincorporated association's policies and procedures do not override state law.

The Department has conducted a vigorous investigation. In the course of this investigation, the Department has refrained from interfering with the NCAA's investigation to the extent interference was foreseeable to the Department. Circumstances are such now that the Department can no longer defer. Please be mindful that the Department has maintained the confidentiality of the records, documents, and information received from the NCAA (see N.C.G.S. § 132.1, *et seq.*). The Department appreciates your assistance and prompt attention to the enclosed Subpoena Duces Tecum.

Sincerely,

Tasha W. Sheehy
Enforcement Attorney

cc Dr. Mark A. Emmert, President, National Collegiate Athletic Association
Dr. Nathan O. Hatch, Member, NCAA Division I Board of Directors

enclosure



State of North Carolina
Department of the Secretary of State

ELAINE F. MARSHALL
SECRETARY OF STATE

RODNEY S. MADDOX
CHIEF DEPUTY SECRETARY OF STATE

SUBPOENA DUCES TECUM

TO: National Collegiate Athletic Association
Naima Stevenson, Office of Legal Affairs
National Collegiate Athletic Association
700 West Washington Street
Indianapolis, IN 46204

✓ Dr. Mark A. Emmert, President
National Collegiate Athletic Association
700 West Washington Street
Indianapolis, IN 46204

Dr. Nathan O. Hatch, Member, NCAA Division I Board of Directors
c/o Wake Forest University
211 Reynolda Hall
Winston-Salem, NC 27109

RE: Subpoena Duces Tecum relating to Athlete Agent Investigation

North Carolina Department of the Secretary of State File No: 10 SEC 179

GREETINGS:

You are hereby **COMMANDED AND DIRECTED**, laying all other business aside, to appear at the North Carolina Department of the Secretary of State, Securities Division, located at 4701 Atlantic Avenue, Suite 116, Raleigh, North Carolina, 27604 at 9:30 a.m. on the 15th day of August, 2011, then and there to produce the following:

1. Produce a true, accurate, complete, and unredacted copy of the Notice of Allegations (Case No. M357) that the National Collegiate Athletic Association (hereinafter, the "NCAA") provided to the University of North Carolina at Chapel Hill (hereinafter, the "University") on or about June 21, 2011 (hereinafter, the "Notice of Allegations");

2. Produce to the Department a record of any and all statements made by, or interviews of, University student-athletes, former University student-athletes, University coaches, and University employees since January 1, 2010 relating to the NCAA's investigation of the University, including but not limited to any transcription, writing, or audio recording;
3. Produce to the Department a record of any and all statements made by, or interviews of, Todd Stewart since January 1, 2010 relating to the NCAA's investigation of the University, including but not limited to any transcription, writing, or audio recording;
4. Produce to the Department a record of any and all statements made by, or interviews of, John Blake since January 1, 2010 relating to the NCAA's investigation of the University, including but not limited to any transcription, writing, or audio recording;
5. Produce to the Department any and all statements made by, or interviews of, Marvin Sanders since January 1, 2010 relating to John Blake's contact with Ndamukong Suh, including but not limited to any transcription, writing, or audio recording; and
6. Produce a copy of John Blake's July 6, 2010 credit report, referenced in Paragraph 8, subpart (b) of the Notice of Allegations.

IN LIEU of actual production of original records, you may comply with this subpoena in one of the following ways, which appear in the order in which production is preferred by the North Carolina Department of the Secretary of State (the "NC SOS").

FIRST, IN LIEU of actual production of original records, you may comply with this subpoena by furnishing complete and accurate electronic copies of the records specified herein on or before the day and time for production by collecting and producing the requested information in electronic Native File Format in a manner that preserves the integrity of the files, including, but not limited to, the contents of the files, the Meta-Data related to the files, and the files' creation date and time. It is further requested that the NCAA preserve the data integrity of the files following one of the following procedures: (a) duplication of responsive files in the file system (i.e., creating a forensic copy, including a bit image copy, of the file system or pertinent portion), (b) performing a routine copy of the files while preserving Meta-Data (including, but not limited to, creation date and time), and/or (c) using reasonable measures to prevent a file from being, or indicate that a file has been modified, either intentionally or unintentionally, since the collection or production date of the files. If the contents of the files on a CD or DVD exist in a proprietary meta-data environment and export to a format loadable in Concordance 2007, version 9.58 is not possible, then it is required that a working licensed copy of an image viewer that is able to display on a computer screen, images of the proprietary meta-data and display the text content of the files on the CD or DVD, together with any user manuals or help files and the search engine used to search for and retrieve the data, must be provided on each CD or DVD. All electronic productions are to be organized by custodian and furnished to the NC SOS along with a summary. The summary must contain sufficient detail to permit the NC SOS to verify that

the production is complete. Any electronic production must be delivered to the NC SOS on a CD or DVD.

SECOND, IN LIEU of actual production of original records, you may comply with this subpoena by furnishing complete and accurate electronic copies of the records specified herein on or before the day and time for production by collecting and producing the requested information in single-page Tagged Imaged File Format (TIFF). The NC SOS requires that the production must contain four components: 1) an image file; 2) delimited text file; 3) optical character recognition text; and 4) IPRO cross-reference file. Any electronic production must be compatible with Concordance 2007, version 9.58 ("Concordance"), IPRO 8.6 and can be delivered to the NC SOS on a CD or DVD. Each CD or DVD must be self contained with images and corresponding Concordance DAT load file and an IPRO loadable .lfp file with appropriate document boundaries, and OCR text either in separate files or contained within the Concordance DAT load file. All electronic productions are to be organized by custodian and furnished to the NC SOS along with a summary. The summary shall describe the number of records, images, e-mails and attachments in the production. In addition, the description must contain sufficient detail to permit the NC SOS to verify that the production is complete. If the images on a CD or DVD exist in proprietary meta-data environment and export to a Concordance loadable format is not possible, then it is required that a working licensed copy of an image viewer that is able to display on a computer screen, images of the proprietary meta-data and display the images on the CD or DVD, together with any user manuals or help files and the search engine used to search for and retrieve the data, must be provided on each CD or DVD.

THIRD, IN LIEU of producing said documents for inspection, you may comply with this subpoena by providing full, complete, and accurate paper copies of the documents described herein not later than the date shown above.

This subpoena seeks material that is relevant to the administration of the Uniform Athlete Agents Act by the Department of the Secretary of State of North Carolina, under and by virtue of N.C.G.S. §§ 78C-27 and 78C-87 and such statutes are hereby incorporated herein by reference as if set out in full. In case of refusal by any person to obey a subpoena issued under the North Carolina General Statute 78C-1, *et seq.* to any person, a court of competent jurisdiction, upon application by the Deputy Securities Administrator, may issue to such person an order requiring him to appear before the Deputy Securities Administrator, there to produce documentary evidence and, if so ordered, to give evidence touching the matter in question. Failure to obey the order of the court may be punished by the court as a contempt of court.

Rule 45 of the North Carolina Rules of Civil Procedure, N.C.G.S. § 1A-1, Rule 45, provides the following protection of persons subject to subpoena and duties in responding to subpoena:

N.C.G.S. § 1A-1, Rule 45

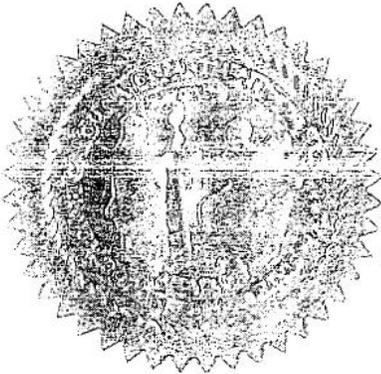
(c) Protection of Persons Subject to Subpoena. –

- (1) Avoid undue burden or expense. – A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing an undue burden or expense on a person subject to the subpoena. The court shall enforce this subdivision and impose upon the party or attorney in violation of this requirement an appropriate sanction that may include compensating the person unduly burdened for lost earnings and for reasonable attorney's fees.
- (2) For production of public records or hospital medical records. – Where the subpoena commands any custodian of public records or any custodian of hospital medical records, as defined in G.S. 8-44.1, to appear for the sole purpose of producing certain records in the custodian's custody, the custodian subpoenaed may, in lieu of personal appearance, tender to the court in which the action is pending by registered or certified mail or by personal delivery, on or before the time specified in the subpoena, certified copies of the records requested together with a copy of the subpoena and an affidavit by the custodian testifying that the copies are true and correct copies and that the records were made and kept in the regular course of business, or if no such records are in the custodian's custody, an affidavit to that effect. When the copies of records are personally delivered under this subdivision, a receipt shall be obtained from the person receiving the records. Any original or certified copy of records or an affidavit delivered according to the provisions of this subdivision, unless otherwise objectionable, shall be admissible in any action or proceeding without further certification or authentication. Copies of hospital medical records tendered under this subdivision shall not be open to inspection or copied by any person, except to the parties to the case or proceedings and their attorneys in depositions, until ordered published by the judge at the time of the hearing or trial. Nothing contained herein shall be construed to waive the physician-patient privilege or to require any privileged communication under law to be disclosed.
- (3) Written objection to subpoenas. – Subject to subsection (d) of this rule, a person commanded to appear at a deposition or to produce and permit the inspection and copying of records may, within 10 days after service of the subpoena or before the time specified for compliance if the time is less than 10 days after service, serve upon the party or the attorney designated in the subpoena written objection to the subpoena, setting forth the specific grounds for the objection. The written objection shall comply with the requirements of Rule 11. Each of the following grounds may be sufficient for objecting to a subpoena:
 - a. The subpoena fails to allow reasonable time for compliance.
 - b. The subpoena requires disclosure of privileged or other protected matter and no exception or waiver applies to the privilege or protection.
 - c. The subpoena subjects a person to an undue burden.
 - d. The subpoena is otherwise unreasonable or oppressive.
 - e. The subpoena is procedurally defective.

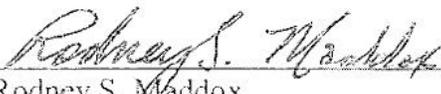
- (4) Order of court required to override objection. – If objection is made under subdivision (3) of this subsection, the party serving the subpoena shall not be entitled to compel the subpoenaed person's appearance at a deposition or to inspect and copy materials to which an objection has been made except pursuant to an order of the court. If objection is made, the party serving the subpoena may, upon notice to the subpoenaed person, move at any time for an order to compel the subpoenaed person's appearance at the deposition or the production of the materials designated in the subpoena. The motion shall be filed in the court in the county in which the deposition or production of materials is to occur.
 - (5) Motion to quash or modify subpoena. – A person commanded to appear at a trial, hearing, deposition, or to produce and permit the inspection and copying of records, books, papers, documents, or other tangible things, within 10 days after service of the subpoena or before the time specified for compliance if the time is less than 10 days after service, may file a motion to quash or modify the subpoena. The court shall quash or modify the subpoena if the subpoenaed person demonstrates the existence of any of the reasons set forth in subdivision (3) of this subsection. The motion shall be filed in the court in the county in which the trial, hearing, deposition, or production of materials is to occur.
 - (6) Order to compel; expenses to comply with subpoena. – When a court enters an order compelling a deposition or the production of records, books, papers, documents, or other tangible things, the order shall protect any person who is not a party or an agent of a party from significant expense resulting from complying with the subpoena. The court may order that the person to whom the subpoena is addressed will be reasonably compensated for the cost of producing the records, books, papers, documents, or tangible things specified in the subpoena.
 - (7) Trade secrets; confidential information. – When a subpoena requires disclosure of a trade secret or other confidential research, development, or commercial information, a court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena, or when the party on whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot otherwise be met without undue hardship, the court may order a person to make an appearance or produce the materials only on specified conditions stated in the order.
 - (8) Order to quash; expenses. – When a court enters an order quashing or modifying the subpoena, the court may order the party on whose behalf the subpoena is issued to pay all or part of the subpoenaed person's reasonable expenses including attorney's fees.
- (d) Duties in Responding to Subpoenas. –
- (1) Form of response. – A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label the documents to correspond with the categories in the request.

- (2) Specificity of objection. – When information subject to a subpoena is withheld on the objection that it is subject to protection as trial preparation materials, or that it is otherwise privileged, the objection shall be made with specificity and shall be supported by a description of the nature of the communications, records, books, papers, documents, or other tangible things not produced, sufficient for the requesting party to contest the objection.

Issued this the 29 day of July, 2011.



ELAINE F. MARSHALL
SECRETARY OF STATE and
Securities Administrator of the
State of North Carolina



Rodney S. Maddox
Chief Deputy Secretary of State