

**EXHIBIT F**

**MONITOR AGREEMENT BETWEEN DEFENDANTS AND RICHARD SHERMER  
DATED NOVEMBER 2, 2001**

MONITOR AGREEMENT

This Monitor Agreement ("Monitor Agreement") is made this 1st day of January, 1997, between the undersigned parties.

are controlling, and nothing herein modifies Hearst's obligations: 1. Hearst's

11. The Monitor's maximum liability to Hearst relating to services rendered in

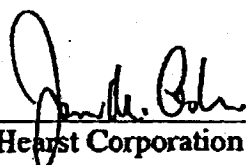
information used or relied upon by Monitor in the performance of its services hereunder and any summaries, analyses, notes, or extracts prepared by Monitor that are based on or contain portions of the confidential information evidencing its services for Hearst as required by law, regulation,

17. Annotations

minutes of meetings, letters or notices (whether oral or written) between the Parties and/or their respective affiliates with respect to the subject matter.

If you agree with the provisions set forth above, please execute this Agreement in the space

Sincerely,

  
\_\_\_\_\_  
The Hearst Corporation