

Exhibit 2
to the
Declaration of Ryan S. Hilbert in Support of
Plaintiffs' Consolidated Opposition to Defendants'
Motions to Dismiss

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INCORPORATED d/b/a PLAYERS INC, a Virginia corporation.

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

BERNARD PAUL PARRISH, HERBERT)
ANTHONY ADDERLEY, and WALTER) Civil Action No. C07 0943 WHA
ROBERTS III, on behalf of themselves and all)
others similarly situated,) Honorable William H. Alsup

Plaintiffs,)
v.) **DECLARATION OF GENE UPSHAW**
) **IN SUPPORT OF DEFENDANT'S**
) **MOTION FOR SANCTIONS**

NATIONAL FOOTBALL LEAGUE PLAYERS)
INCORPORATED d/b/a PLAYERS INC, a)
Virginia corporation,)
Defendant.)

DECLARATION OF GENE UPSHAW

Gene Upshaw, hereby declares, under penalty of perjury, as follows:

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3 1. I make this declaration in support of the motion for sanctions of Defendant
4 National Football League Players Incorporated d/b/a Players Inc ("Players Inc"). I am over
5 twenty-one years of age, and I have personal knowledge of each of the facts stated herein. If
6 called upon to testify, I could and would testify completely thereto.
7

8 2. I am the Chairman of Players Inc, the Defendant in the above captioned
9 action.

10 3. Players Inc is incorporated in Virginia. It is a for-profit licensing,
11 sponsorship, marketing, and content development company affiliated with and primarily owned
12 by the National Football League Players Association ("NFLPA"), the union representing athletes
13 who play in the NFL.
14

15 4. Players Inc is not a union and does not represent retired players (or any
16 other players) in collective bargaining.

17 5. The NFLPA's practice has been to sign current and former NFL players to
18 group licensing agreements ("GLAs"), whereby a player agrees to assign rights to his name,
19 image, and other attributes to the NFLPA for licensing in groups of six or more players to
20 entities such as video game companies, trading card companies, and sports merchandise
21 companies. The NFLPA, in turn, assigns the GLAs to Players Inc for group licensing activities.
22

23 6. Individual retired players may also enter into ad hoc licensing agreements
24 with Players Inc from time to time, whereby a player licenses rights to his name or image to
25 Players Inc for use in a specific group licensing program.
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1 7. If a retired player did not sign a GLA or ad hoc licensing agreement,
2 Players Inc did not license the retired player's name or image and did not include the retired
3 player in its group licensing program.

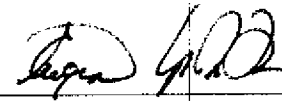
4 8. Plaintiff Bernard Parrish ("Parrish") has never signed a GLA and did not
5 participate in any Players Inc programs despite the fact that he, like all retired NFL players, was
6 eligible to do so.

7 9. Plaintiff Walter Roberts III ("Roberts") has never signed a GLA and did
8 not participate in any Players Inc programs despite the fact that he was eligible to do so.

9 10. In contrast to Parrish and Roberts, Plaintiff Herbert Adderley ("Adderley")
10 has signed GLAs and has participated in certain Players Inc licensing programs for which he has
11 received more than \$13,000 in payments. Adderley's last GLA expired at the end of 2005.

12 I declare under penalty of perjury under the laws of the United States of America
13 that the foregoing is true and correct.

14 Dated: April 3, 2007

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17 

18 Gene Upshaw