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 14 UNITED STATES DISTRICT COURT
 15 NORTHERN DISTRICT OF CALIFORNIA
 16 SAN FRANCISCO DIVISION

18 BERNARD PAUL PARRISH, and
 19 HERBERT ANTHONY ADDERLEY, on
 behalf of themselves and all others
 20 similarly situated,

21 Plaintiffs

22 vs.

23 NATIONAL FOOTBALL LEAGUE
 PLAYERS ASSOCIATION, a Virginia
 24 corporation, and NATIONAL FOOTBALL
 LEAGUE PLAYERS INCORPORATED
 25 d/b/a PLAYERS INC, a Virginia
 corporation,

26 Defendants.

CIVIL ACTION NO. C07 0943 WHA

**[PROPOSED] ORDER GRANTING CLASS
 CERTIFICATION**

Date: April 24, 2008
 Time: 8:00 a.m.
 Place: Courtroom 9, 19th Floor
 Judge: Hon. William H. Alsup

1 Having considered Plaintiff Bernard Parrish and Herbert Adderley's Motion for Class
2 Certification Pursuant to Fed. R. Civ. P. 23 ("Plaintiffs' Motion"), Defendants' Opposition to
3 Plaintiffs' Motion, Plaintiffs' Reply, all other papers filed herein, the records of the case, and any
4 oral argument on the Motion, the Court hereby orders as follows:

5 IT IS HEREBY ORDERED that Plaintiffs' Motion is GRANTED; and it is further

6 ORDERED that this action shall proceed as a class action with a first class of members
7 hereby certified, which class shall consist of retired NFL players who paid dues during the statute
8 of limitations period to join the NFL Players Association as a retired member (the "Retired
9 Member Class"); and it is further

10 ORDERED that a second class of members is hereby certified, which class shall consist of
11 all retired NFL players who at any time executed a particular form of licensing agreement (a
12 sample of which is attached as Exhibit A hereto) in effect during the statute of limitations period
13 (the "GLA Class"); and it is further

14 ORDERED that Count IV (Breach of Fiduciary Duty) of the Third Amended Complaint is
15 hereby certified on behalf of the Retired Members Class; and it is further

16 ORDERED that Counts I (Breach of Contract), II (Breach of Fiduciary Duty), and III
17 (Accounting) of the Third Amended Complaint are hereby certified on behalf of the GLA Class;
18 and it is further

19 ORDERED that Bernard Parrish and Herbert Adderley may act as representatives of the
20 Retired Member Class and the GLA Class, respectively; and it is further

21 ORDERED that Plaintiffs' counsel of record may act as counsel for the two classes.
22
23

24 IT IS SO ORDERED.

25 Dated: _____, 2008

Honorable William H. Alsup
Judge, United States District Court