

MCKOOL SMITH  
A PROFESSIONAL CORPORATION - ATTORNEYS  
DALLAS, TEXAS

1 MANATT, PHELPS & PHILLIPS, LLP  
 RONALD S. KATZ (Bar No. CA 085713)  
 2 E-mail: rkatz@manatt.com  
 RYAN S. HILBERT (California Bar No. 210549)  
 3 E-mail: rhilbert@manatt.com  
 NOEL S. COHEN (California Bar No. 219645)  
 4 E-mail: ncohen@manatt.com  
 1001 Page Mill Road, Building 2  
 5 Palo Alto, CA 94304-1006  
 Telephone: (650) 812-1300  
 6 Facsimile: (650) 213-0260  
 7 McKOOL SMITH, P.C.  
 LEWIS T. LECLAIR (Bar No. CA 077136)  
 8 E-mail: lleclair@mckoolsmith  
 300 Crescent Court, Suite 1500  
 9 Dallas, TX 75201  
 Telephone: (214) 978-4000  
 10 Facsimile: (214) 978-4044

11 Attorneys for Plaintiffs

12 UNITED STATES DISTRICT COURT  
 13 NORTHERN DISTRICT OF CALIFORNIA  
 14 SAN FRANCISCO DIVISION

CIVIL ACTION NO. C07 0943 WHA

15 BERNARD PAUL PARRISH,  
 16 HERBERT ANTHONY ADDERLEY,  
 and WALTER ROBERTS, III on behalf  
 17 of themselves and all others similarly  
 situated,

18 Plaintiffs

DECLARATION OF JILL  
 ADLER NAYLOR IN SUPPORT  
 OF PLAINTIFFS' MOTION FOR  
 CLASS CERTIFICATION AND  
 BRIEF IN SUPPORT THEREOF

19 vs.

20 NATIONAL FOOTBALL LEAGUE  
 21 PLAYERS ASSOCIATION, a Virginia  
 corporation, and NATIONAL  
 22 FOOTBALL LEAGUE PLAYERS  
 INCORPORATED d/b/a PLAYERS  
 23 INC, a Virginia corporation,

24 Defendants.

**JURY TRIAL DEMANDED**

1 I, Jill Adler Naylor, declare as follows:

2 1. I am an attorney with McKool Smith, P.C., counsel of record for Plaintiffs  
3 Herbert Adderley and Bernard Parrish in this matter. I have personal knowledge of the matters  
4 stated herein.  
5

6 2. Attached hereto as **Exhibit A** is a true and correct copy of Herbert Adderley's  
7 Retired Player Group Licensing Authorization Form dated November 22, 2002 produced by  
8 Defendants at Bates No. PI000001.  
9

10 3. Attached hereto as **Exhibit B** is a true and correct copy of Herbert Adderley's  
11 Retired Player Group Licensing Authorization Form dated May 1, 2001 produced by Defendants  
12 at Bates No. PI000002.  
13

14 4. Attached hereto as **Exhibit D** is a true and correct copy of William Rhoden's  
15 article from the New York Times entitled "A Long Shot with the Gift for Resisting."  
16

17 5. Attached hereto as **Exhibit E** is a true and correct copy of Jeffrey Kessler's  
18 September 4, 2007 letter to Judge Alsup.  
19

20 6. Attached hereto as **Exhibit F** is a true and correct copy of a 2003 letter from  
21 Doug Allen to NFLPA members.  
22

23 7. Attached hereto as **Exhibit G** is a true and correct copy of pages 1, 20, 22, 24, 40,  
24 48, 57, 59, 63, 70-71, 93-95, and 167 of the deposition of Gene Upshaw in this matter.  
25

26 8. Attached hereto as **Exhibit H** is a true and correct copy of the NFLPA  
27 Constitution produced by Defendants at Bates Nos. PI027327-PI027346.  
28

1 9. Attached hereto as **Exhibit I** is a true and correct copy of pages 1, 49-50, 105-  
2 107, 112-116, 120-121, 123-124, 133-134, 148, 170, 205-206, 208, 209-210, 214-215, and 294  
3 of the deposition of Doug Allen in this matter.  
4

5 10. Attached hereto as **Exhibit J** is a true and correct copy of the 2004-2006 NFLPA  
6 Retired Members Directory.

7 11. Attached hereto as **Exhibit K** is a true and correct copy of the March 1, 2000  
8 Agreement between the National Football League Players Association (the "NFLPA") and  
9 National Football League Players Incorporated ("PLAYERS INC") (the "NFLPA-PLAYERS  
10 INC Agreement") produced by Defendants at Bates Nos. PI000133-PPI000144.  
11

12 12. Attached hereto as **Exhibit L** is a true and correct copy of PLAYERS INC's  
13 Responses and Objections to Plaintiffs' First Set of Requests for Admissions.  
14

15 13. Attached hereto as **Exhibit M** is a true and correct copy of PLAYERS INC's May  
16 5, 2005 License Agreement with the Upper Deck Company produced by Defendants at Bates  
17 Nos. PI007063-PI007076.

18 14. Attached hereto as **Exhibit N** is a true and correct copy of PLAYERS INC's  
19 License Agreement with the TOPPS Company, Inc. produced by Defendants at Bates Nos.  
20 PI006231-PI006245.  
21

22 15. Attached hereto as **Exhibit O** is a true and correct copy of the December 8, 2004  
23 License Agreement between Electronic Arts, Inc. and PLAYERS INC produced by Defendants  
24 at Bates Nos. PI000055-PI000071.  
25  
26  
27

1           16. Attached hereto as **Exhibit P** is a true and correct copy of the January 31, 2005  
2 License Agreement between Electronic Arts, Inc. and PLAYERS INC produced by Defendants  
3 at Bates Nos. PI000072-PI000086.

4  
5           17. Attached hereto as **Exhibit Q** is a true and correct copy of the Defendants  
6 production at Bates Nos. PI090966-PI090973.

7           18. Attached hereto as **Exhibit R** is a true and correct copy of the October 9, 2007  
8 Declaration of Andrew Feffer.

9  
10          19. Attached hereto as **Exhibit S** is a true and correct copy of a Retired Players Group  
11 Licensing Authorization Form dated April 12, 2006 produced by Defendants at Bates No.  
12 PI027393.

13          20. Attached hereto as **Exhibit T** is a true and correct copy of pages 1, 11, 49-51, 71,  
14 94, 100-101, 104, 114-115, 141-142, 150-151, and 198 of the deposition of Glenn Eyrich in this  
15 matter.

16  
17          21. Attached hereto as **Exhibit U** is a true and correct copy of the May 9, 1994  
18 Agreement between the NFLPA and PLAYERS INC produced by Defendants at Bates Nos.  
19 PI131018-PI131034.

20  
21          22. Attached hereto as **Exhibit V** is a true and correct copy of the February 28, 2006  
22 Amendment to the NFLPA-PLAYERS INC Agreement produced by Defendants at Bates Nos.  
23 PI000145-PI000146.

24  
25          23. Attached hereto as **Exhibit W** is a true and correct copy of a January 15, 2006  
26 article from the Charlotte Observer entitled "Ex-Players Say NFL Neglects Retirees; Hall of  
27 Famers: League, Union Leader Fall Short In Providing Benefits."

28  
DECLARATION OF JILL ADLER NAYLOR IN SUPPORT OF PLAINTIFFS' MOTION  
FOR CLASS CERTIFICATION AND BRIEF IN SUPPORT THEREOF -- Page 4  
Civil Action No. C07 0943 WHA

1           24. Attached hereto as **Exhibit X** is a true and correct copy of Ex. 119 to the  
2 deposition of Gene Upshaw in this matter. Exhibit 119 is a January 20, 2006 memo from Gene  
3 Upshaw to the NFLPA Retired Player Members regarding "The Truth About Retiree Benefits."  
4

5           25. Attached hereto as **Exhibit Z** is NFLPA's Response to Plaintiffs Interrogatory  
6 No. 1, as well as a list compiled from NFLPA's Response to Plaintiffs Interrogatory No. 1.  
7

8           26. Attached hereto as **Exhibit AA** is a true and correct copy of Exhibit 1 to  
9 Defendants Supplemental Responses and Objections to Plaintiffs' Amended Interrogatories.  
10

11           27. Attached hereto as **Exhibit BB** is a true and correct copy of pages 1, 28, 100-101,  
12 136, 180-182, 195-196, 229-230, and 320 of the deposition of Herbert Adderley in this matter.  
13

14           28. Attached hereto as **Exhibit CC** is a true and correct copy of PLAYERS INC's  
15 August 10, 2004 License Agreement and Addendum with Activa Consumer Promotions, Inc.  
16 produced by Defendants at Bates Nos. PI007490-PI007503.  
17

18           29. Attached hereto as **Exhibit DD** is a true and correct copy of PLAYERS INC's  
19 November 7, 2006 License Agreement with Activa Consumer Promotions produced by  
20 Defendants at Bates Nos. PI007461-PI007474.  
21

22           30. Attached hereto as **Exhibit EE** is a true and correct copy of PLAYERS INC's  
23 August 30, 2006 License Agreement with Airplay produced by Defendants at Bates Nos.  
24 PI007514-PI007526.  
25

26           31. Attached hereto as **Exhibit FF** is a true and correct copy of PLAYERS INC's  
27 December 31, 2003 License Agreement with Atari, Inc. produced by Defendants at Bates Nos.  
28 PI007590-PI007602.

1 32. Attached hereto as **Exhibit GG** is a true and correct copy of PLAYERS INC's  
2 January 23, 2004 License Agreement with Fanball Interactive, LLC d/b/a Fanball.com produced  
3 by Defendants at Bates Nos. PI007823-PI007834.  
4

5 33. Attached hereto as **Exhibit HH** is a true and correct copy of PLAYERS INC's  
6 July 23, 2003 License Agreement with Flipp Sports produced by Defendants at Bates Nos.  
7 PI007946-PI007958.  
8

9 34. Attached hereto as **Exhibit II** is a true and correct copy of PLAYERS INC's  
10 October 9, 2004 License Agreement with Fox Interactive Media, LLC produced by Defendants  
11 at Bates Nos. PI007996-PI008008.  
12

13 35. Attached hereto as **Exhibit JJ** is a true and correct copy of PLAYERS INC's  
14 August 17, 2006 License Agreement with GameWear, Inc. produced by Defendants at Bates  
15 Nos. PI008047-PI008059.  
16

17 36. Attached hereto as **Exhibit KK** is a true and correct copy of PLAYERS INC's  
18 July 21, 2004 License Agreement with Jamdat Mobile Inc. produced by Defendants at Bates  
19 Nos. PI008135-PI008147.  
20

21 37. Attached hereto as **Exhibit LL** is a true and correct copy of PLAYERS INC's  
22 August 10, 2004 License Agreement with K2 Licensing & Promotions produced by Defendants  
23 at Bates Nos. PI008188-PI008200.  
24

25 38. Attached hereto as **Exhibit MM** is a true and correct copy of PLAYERS INC's  
26 August 31, 2006 License Agreement with Little Earth Productions, Inc. produced by Defendants  
27 at Bates Nos. PI008201-PI008214.  
28

1 39. Attached hereto as **Exhibit NN** is a true and correct copy of PLAYERS INC's  
2 May 4, 2004 License Agreement with MBI, Inc. produced by Defendants at Bates Nos.  
3 PI008242-PI008254.

4  
5 40. Attached hereto as **Exhibit OO** is a true and correct copy of PLAYERS INC's  
6 May 30, 2003 License Agreement with The Merrick Mint produced by Defendants at Bates Nos.  
7 PI006036-PI006048.

8  
9 41. Attached hereto as **Exhibit PP** is a true and correct copy of PLAYERS INC's  
10 November 18, 2004 License Agreement with Motion Imaging, Inc. produced by Defendants at  
11 Bates Nos. PI006073-PI006086.

12 42. Attached hereto as **Exhibit QQ** is a true and correct copy of PLAYERS INC's  
13 June 21, 2007 License Agreement with MVP Pics USA, LLC. produced by Defendants at Bates  
14 Nos. PI005972-PI005984.

15  
16 43. Attached hereto as **Exhibit RR** is a true and correct copy of PLAYERS INC's  
17 August 20, 2004 License Agreement with National Direct produced by Defendants at Bates Nos.  
18 PI006087-PI006099.

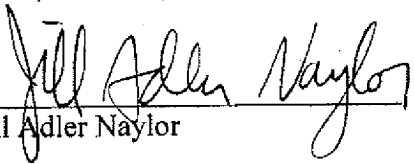
19  
20 44. Attached hereto as **Exhibit SS** is a true and correct copy of PLAYERS INC's  
21 June 21, 2005 License Agreement with USAOPOLY, Inc. produced by Defendants at Bates Nos.  
22 PI007174-PI007186.

23 45. Attached hereto as **Exhibit TT** is a true and correct copy of PLAYERS INC's  
24 September 14, 2003 License Agreement with USAOPOLY, Inc. produced by Defendants at  
25 Bates Nos. PI007187-PI007199.  
26  
27

1           46. Attached hereto as **Exhibit UU** is a true and correct printout from the website of  
2 the NFLPA.

3  
4           47. Attached hereto as **Exhibit VV** is a true and correct printout from the website of  
5 Electronic Arts, Inc.

6  
7 I declare under penalty of perjury and the laws of the United States that the foregoing is true and  
8 correct and that this declaration was executed on March 13, 2008, in Dallas, Texas.

9  
10   
11 Jill Adler Naylor