

EXHIBIT W

to the Declaration of Jill Adler Naylor
in Support of Plaintiffs' Motion for
Class Certification and Brief in Support
Thereof

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BODY:

Gene Upshaw earned induction into the Pro Football Hall of Fame by playing guard for the Oakland Raiders. Now he's at the center position of a rift in the sport's most prestigious fraternity.

Thirteen Hall of Famers interviewed by The Observer expressed concern that the NFL and the league players association, headed by Upshaw, don't do enough to help former players, especially pioneers of the game suffering crippling health and financial difficulties.

"It's the deep, dark secret nobody wants to talk about," said Howie Long, a former Raiders defensive lineman who's now a studio analyst for Fox Sports.

Long, Joe Montana, John Elway, Ronnie Lott, Marcus Allen, Joe DeLamielleure, Randy White and Deacon Jones were among the Hall of Famers who expressed varying degrees of dissatisfaction with the NFL's pension and healthcare benefits. They said they were speaking on behalf of all retirees, not just themselves.

"When I went to the Hall of Fame in 2000 and was inducted, it was a travesty the kind of carnage I saw out of these guys who were in their 50s and 60s, who had defined and in many ways laid the foundation for the NFL being what it is today," Long said.

"Many of them could barely rub two nickels together to get to Canton. Many of them couldn't afford to have their knee replaced or had fallen through whatever imaginary net there is from an economic standpoint. Not enough is being done."

Long said it's the dual responsibility of the league and the players association to fix the problem.

Other Hall of Famers say they feel neglected and abandoned by Upshaw.

"We figure all we have to do is go to my man," said former Baltimore Colts running back Lenny Moore. "He's the head of the NFL Players Association. He's the guy who ought to pry the door open for us."

Said ex-Houston Oilers defensive end Elvin Bethea: "The union doesn't care about us. You're a forgotten child."

Upshaw said he does care and is proud of pension improvements made under his leadership, such as more than tripling monthly pension payments to retirees who played before 1959. He also said those benefits are now protected by law, but previously were not.

"For these guys to say what they get is peanuts, they're being ungrateful," said Upshaw, noting that current players agreed to fund higher payments to their predecessors.

Upshaw and NFL spokesman Greg Aiello said the league pays out nearly \$5 million per month in retirement benefits, including \$1 million in disability.

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Upshaw, 60, who has been executive director of the NFLPA since 1987, said he stands by his record and rejects the suggestion he's supposed to be the retirees' representative.

"The bottom line is I don't work for them," he said. "They don't hire me and they can't fire me. They can complain about me all day long. They can have their opinion. But the active players have the vote. That's who pays my salary.

"They (retirees) say they don't have anybody in the (bargaining) room. Well, they don't and they never will. I'm the only one in that room. They're not in the bargaining unit. They don't even have a vote."

Montana, who quarterbacked the 49ers to four Super Bowl titles, said he has nothing against Upshaw personally, but believes the NFLPA needs new leadership.

"The NFL is the worst represented league, on the players' side, in pro sports," Montana said.

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Regret of taking early pension

The NFL is a gargantuan business and marketing success. It is estimated to make more than \$24 billion over the next eight years from its network, cable and satellite TV contracts.

The average NFL franchise is worth nearly \$819 million, according to a September report in Forbes magazine.

Team values are skyrocketing. The Carolina Panthers cost owner Jerry Richardson \$209 million when he was awarded an expansion franchise in 1993. Forbes estimated the team's current worth at \$878 million.

Long said it wouldn't take much out of the "big pie" to address retirees' financial needs, but he acknowledged getting the coffers open wouldn't be easy.

Said Elway, who led the Denver Broncos to two Super Bowl titles: "There is plenty of money. All of it should not go to the players of today. We need to take care of the pioneers who came before us and made it possible for us to make all the money we do today."

For former players like Joe Perry, 78, even a few extra dollars would help. Perry, who was the first running back in NFL history to rush for 1,000 yards in consecutive seasons, said his monthly pension payment is \$1,640 and that he and wife Donna need much of it to pay for health insurance.

"We pay something like \$300 to \$350 a month just for pills," Donna Perry said.

Perry was one of the pre-1959 players whose pension benefits increased dramatically over the past 13 years. However, he's not impressed.

"They do absolutely zero as far as I'm concerned," he said.

Former Cleveland Browns running back Leroy Kelly said he is suffering the consequences of taking his pension early at age 45 instead of waiting until 55.

Kelly, now 63, said he was receiving about \$800 a month for his 10 seasons in the league, but that his benefit fell to \$112 when he started drawing Social Security payments.

"There are about 40 of the (Hall of Fame) guys, maybe more, who signed up for the early pension," Kelly said. "It's really terrible."

Upshaw said former players used to have an option to get a higher initial sum in exchange for the Social Security offset, but that it has been closed for their protection.

Ex-Bills and Browns guard Joe DeLamielleure, 54, took his pension early because of a family financial crisis. He said he receives \$992 per month as a 13-year veteran, but would have gotten \$2,200 monthly if he had waited until next year.

"Some guys can't afford to wait until they're 55," said DeLamielleure, who lives in Charlotte. "I really want this point to be made: If this were a struggling league, we shouldn't be compensated, but it's not a struggling league.

"Football is a great game, but it's a bad business for former players."

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A comparison of what today's new retirees receive shows Major League Baseball players can earn more than three times as much pension as NFL players, though Upshaw said football players' retirement benefits can't be gauged by pension alone.

According to baseball players association spokesman Greg Bouras, a player retiring now with 10 years experience would be eligible for an annual pension of \$175,000 per year starting at age 62. Bouras said many players who retired from previous decades receive the same amount.

NFL players can receive full benefits starting at age 55. According to the NFLPA Web site, a 10-year veteran retiring after 1998 would get \$51,000 a year.

Bouras said a 10-year baseball vet could opt to take his benefits 17 years early, at age 45, and receive about \$55,000 annually, still more than the NFL player who waits until age 55.

NFL spokesman Aiello said the economics of the sports aren't directly comparable because a pro football team has more than twice as many players as a pro baseball team.

Upshaw said NFL players can more than make up the difference in severance pay, an annuity plan and 401K benefits.

Still, convincing even more recent players of that can be tough.

Hall of Famer Marcus Allen, a former Raiders and Kansas City Chiefs running back, said he's trying to make the most of his post-football career in broadcasting because he can't rely on much help from his pension.

"It's something guys usually don't like to talk about because it's embarrassing," he said. "I'm embarrassed about it, too."

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Expensive medical insurance

The NFL provides medical care insurance for players for five years after they retire. Baseball ends paid coverage when players leave the game.

Football is the more dangerous and physically demanding sport. Players, past and present, have accepted that risk, and profited from it. But studies have shown NFL retirees can suffer serious physical and mental health problems.

DeLamielleure said the five years of post-career coverage is nice, but most former players don't need it until they're in their 40s or 50s.

Upshaw, whose annual salary is about \$3 million, said current players, like retirees, would like to have lifetime health insurance benefits, but that it's not feasible.

He said insurance companies don't want to take the risk and that it's also cost-prohibitive. He said the NFLPA estimated it would cost between \$5 billion and \$9 billion just to insure current players for life - if an insurance company would do it.

Getting coverage can be difficult and expensive for former NFL players if they don't work for companies that automatically provide a medical care plan.

Montana said he needed health insurance several years after his football career ended, and the lowest estimate he got was \$106,000 per year because he was considered in such a high-risk group.

"And that excluded most of the (football-related) injuries I'd had," said Montana, who's covered now under an employees' group plan.

Montana said he has numerous health problems related to his playing days. He recently had his neck fused and might soon need a knee replacement. He said his back also began aching recently.

Even if lifetime health insurance is too expensive or risky for insurers, DeLamielleure said a higher pension would make insurance more affordable.

Former Dallas Cowboys defensive tackle Randy White and Deacon Jones say the players association and league need to continue trying find a way to provide ex-players lifetime health insurance.

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"We broke our bodies up on their behalf and a lot of times it was (BS)," Jones said. "They pumped us full of that stuff about teamwork, hard work, sacrifice. Now they don't want to buy you a new knee that can make you walk better. They don't want to buy you a new hip that can make you feel better."

The league and union provide assistance, both formally and informally, to ex-players frequently, said Upshaw. He said the union has paid for funerals and recently helped an ailing retiree who lost his home because of Hurricane Katrina.

Ronnie Lott, a former San Francisco 49ers and Raiders safety, suggested the NFL provide doctors to give physicals to retired players who attend the Hall of Fame induction, team reunions and other special events.

"I'd like to think that the league and the union will say these are our treasures, the people we need to figure out how to not put them in difficult positions where they can't take care of themselves," Lott said.

"Instead of just bringing them in to showcase as alumni, maybe it's also a chance to showcase that you care."

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Former inductees pay expenses

Pro Football Hall of Famers who aren't new inductees or celebrating their 10th, 20th or 30th anniversary as members have to pay for transportation and accommodations to Canton to attend annual induction ceremonies.

It's a practice Hall of Fame vice president for communications Joe Horrigan acknowledges needs changing if the money can be found.

Upshaw said he doesn't consider it his responsibility to be involved.

Deacon Jones has decided to skip the ceremonies until a solution is found. He said he can afford the trip, but that it's a matter of principle, especially for older players who are already struggling to pay medical bills.

Jones said he would never want to say or do anything to discredit the Hall of Fame, but was compelled to take a stand.

"All I'm saying is this (the NFL) is a big machine that makes money and used me to make that money," Jones said. "Don't ask me to pay my own expenses. They ought to be ashamed about it. It ticks me off. Don't use my love for the Hall against me."

Jones said he's especially concerned for Hall of Famers who can't afford the trip.

"Everybody who's involved in this thing has to understand that these are the same guys who are not getting the health insurance," Jones said. "These are the same guys who are not part of the major profit-sharing in this business. And you're asking them to pay for their own trip back to the shrine, back to be honored. It makes no sense."

The halls of fame for baseball (Cooperstown, N.Y.) and basketball (Springfield, Mass.) pay for travel and accommodation expenses for members, according to their spokespeople. The Hockey Hall of Fame (Toronto) pays for hotel rooms for members and adds other travel expenses as an honorarium for those providing a service during activities surrounding the induction, according to its spokesperson.

The Pro Football Hall of Fame, with help from the NFL, got sponsors to cover expenses for all members when special reunions were held in 2000 and 2003, said Hall vice president of communications Joe Horrigan.

The football hall of fame years ago arranged for players to earn \$1,000 for working at a card autograph show while they were in Canton, but Horrigan said the fee is no longer sufficient. He said the hall also covers expenses for new inductees and members in their 10th, 20th and 30th anniversary years.

Horrigan said the hall has two committees trying to find ways to get all members' costs covered.

"We'll look at all opportunities," he said. "We want our players to be here as often as they can and we want it to be as (little) a burden as possible."

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Upset with Upshaw

DeLamielleure said the goal of every former player should be to "get rid of Upshaw."

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He said many Hall of Famers are bitter because they don't know where to turn for advocacy.

"Where there are three or more gathered in Gene's name, they're (fussing)," he said. "I don't think he gets it. I don't think he understands how (ticked) off everybody is. If he does, he's got thick skin, man."

Upshaw considers the criticism unfounded.

"These guys are so misinformed about what has been done and what can be done," he said. "When I hear these guys make these broad statements without actually looking at the facts, I have a difficult time with it."

"We in the union and the NFL have fought for retired players and have delivered on that promise."

If former players are misinformed, Upshaw was asked, does that mean the NFLPA hasn't communicated well enough with them?

"If you can go to the Web site and see it, if you can find the newsletters and see it, they can, too," he said. "They get statements on benefits from the plan office. If you're not informed, maybe you don't want to be informed."

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NOTES: Graphic "All-time great players speak out" not in database; please see microfilm. ; Observer Exclusive

GRAPHIC: PHOTO:6;

1. Upshaw; 2. Long; 3. Elway; 4. Montana; 5. Allen; 6. DeLamielleure

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