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and National Football League Players Incorporated d/b/a Players Inc
18

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

21 BERNARD PAUL PARRISH, HERBERT
ANTHONY ADDERLEY, WALTER
22 ROBERTS III,

23 Plaintiffs,

24 v.

25 NATIONAL FOOTBALL LEAGUE
PLAYERS ASSOCIATION and NATIONAL
26 FOOTBALL LEAGUE PLAYERS
INCORPORATED d/b/a/ PLAYERS INC,

27 Defendants.
28

Case No. C 07 0943 WHA

**DECLARATION OF DAVID
GREENSPAN IN SUPPORT OF
DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT**

DECLARATION OF DAVID GREENSPAN

I, David Greenspan, hereby declare as follows:

1. I am an attorney with Dewey & LeBoeuf LLP, attorneys for Defendants National Football League Players Association (“NFLPA”) and National Football League Players Incorporated d/b/a Players Inc (“Players Inc”) in this action. I am a member of the bar of the State of New York and my pro hac vice application in this matter was granted by the Court on August 3, 2007. I make this Declaration in support of Defendants’ Opposition to Plaintiffs’ Motion for Class Certification. I have personal knowledge of each of the facts stated herein, and if called to testify, could and would testify completely hereto.

2. Attached hereto as Exhibit 1 is a true and correct copy of the Third Amended Complaint (including only Exhibit L) in this action, dated November 15, 2007.

3. Attached hereto as Exhibit 2 is a true and correct copy of excerpts of the transcript of the Rule 30(b)(6) deposition of Joel Linzner, dated February 8, 2008.

4. Attached hereto as Exhibit 3 is a true and correct copy of excerpts of the transcript of the Rule 30(b)(6) deposition of Warren Friss, dated April 4, 2008.

5. Attached hereto as Exhibit 4 is a true and correct copy of excerpts of the transcript of the deposition of Herbert Adderley, dated February 20, 2008.

6. Attached hereto as Exhibit 5 are true and correct copies of Group Licensing Authorizations executed by Herbert Adderley, dated November 22, 2002 and May 1, 2001, respectively, which were produced by Defendants in this action.

7. Attached hereto as Exhibit 6 is a true and correct copy of excerpts of the transcript of the Rule 30(b)(6) and individual deposition of NFLPA Staff Counsel Joseph H. Nahra, dated April 16, 2008.

8. Attached hereto as Exhibit 7 is a true and correct copy of excerpts of the transcript of the deposition of former Chief Operating Officer of Players Inc Patricia Allen, dated February 28, 2008.

1 9. Attached hereto as Exhibit 8 is a true and correct copy of excerpts of the
2 transcript of the deposition of former President of Players Inc and Assistant Executive Director
3 of the NFLPA Doug Allen, dated September 7, 2007.

4 10. Attached hereto as Exhibit 9 is a true and correct copy of excerpts of the
5 transcript of the deposition of former Vice President, Player Marketing of Players Inc, Howard
6 Jay Skall, dated February 14, 2008.

7 11. Attached hereto as Exhibit 10 is a true and correct copy of excerpts of the
8 transcript of the deposition of Chairman of Players Inc and Executive Director of the NFLPA
9 Gene Upshaw, dated February 13, 2008.

10 12. Attached hereto as Exhibit 11 is a true and correct copy of the Declaration of
11 Linda Castillon, Vice President of Licensing of Fathead LLC, dated June 7, 2008.

12 13. Attached hereto as Exhibit 12 is a true and correct copy of the Declaration of
13 Professor Roger Noll, dated June 12, 2008.

14 14. Attached hereto as Exhibit 13 is a true and correct copy of excerpts of the
15 transcript of proceedings before the Court on Plaintiffs' Motion for Class Certification, dated
16 April 24, 2008.

17 15. Attached hereto as Exhibit 14 is a true and correct copy of excerpts of the
18 transcript of a hearing before the Court on May 31, 2007.

19 16. Attached hereto as Exhibit 15 is a true and correct copy of the Declaration of
20 Executive Vice President and Chief Operating Officer of Players Inc Andrew Feffer (without
21 exhibits), dated October 9, 2007.

22 17. Attached hereto as Exhibit 16 is a true and correct copy of excerpts of the
23 Expert Report of Daniel A. Rascher, dated May 23, 2008.

24 18. Attached hereto as Exhibit 17 are true and correct copies of "ad hoc"
25 agreements for 30 players, including Herbert Adderley and Joe Montana, in connection with a
26 group licensing program with Upper Deck, dated on or about March 2005, produced by
27 Defendants in this action.
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1 19. Attached hereto as Exhibit 18 is a true and correct copy of the Expert Report
2 of Roger G. Noll (without exhibits), dated June 12, 2008.

3 20. Attached hereto as Exhibit 19 are true and correct copies of excerpts of Player
4 Marketing Reports produced by Defendants in this action.

5 21. Attached hereto as Exhibit 20 is a true and correct copy of excerpts of the
6 Report of Philip Y. Rowley, dated May 23, 2008.

7 22. Attached hereto as Exhibit 21 is a true and correct copy of the Declaration of
8 Joel Linzner, dated October 5, 2007.

9 23. Attached hereto as Exhibit 22 is a true and correct copy of a license agreement
10 among Electronic Arts, the Pro Football Hall of Fame, and Players Inc, dated April 25, 2002,
11 which was produced by Defendants in this action.

12 24. Attached hereto as Exhibit 23 are true and correct copies of documents
13 evidencing the “pass through” from Electronic Arts to Players Inc to the Pro Football Hall of
14 Fame, which were produced by Defendants in this action.

15 25. Attached hereto as Exhibit 24 are true and correct copies of Letter Agreements
16 between certain GLA Class members (including Joe Greene and Randall Cunningham) and
17 Players Inc, and corresponding Letter Agreements between Players Inc and Electronic Arts,
18 which were produced by Defendants and Electronic Arts in this action.

19 26. Attached hereto as Exhibit 25 is a true and correct copy of a Touchback
20 newsletter dated June 2004, which was produced by Defendants in this action.

21 27. Attached hereto as Exhibit 26 is a true and correct copy of the Declaration of
22 Warren Friss (without attachments), dated October 10, 2007.

23 28. Attached hereto as Exhibit 27 is a true and correct copy of excerpts of the
24 transcript of the Rule 30(b)(6) deposition of Adam Zucker, dated April 4, 2008.

25 29. Attached hereto as Exhibit 28 is a true and correct copy of the Declaration of
26 Adam Sullins, Vice President and General Counsel of The Upper Deck Company LLC, dated
27 June 12, 2008.

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1 30. Attached hereto as Exhibit 29 is a true and correct copy of the Declaration of
2 Jason Brenner, Program Manager at MBI, Inc., dated June 10, 2008.

3 31. Attached hereto as Exhibit 30 is a true and correct copy of the Declaration of
4 Christine Finch, President of the Entertainment & Licensing Division of TMP International, Inc.,
5 dated June 6, 2008.

6 32. Attached hereto as Exhibit 31 is a true and correct copy of the Declaration of
7 Steve Byrd, Vice President of Sales & Marketing of STATS LLC, dated June 6, 2008.

8 33. Attached hereto as Exhibit 32 is a true and correct copy of an agreement
9 between the NFLPA and Players Inc, dated March 1, 2000, which was produced by Defendants
10 in this action.

11 34. Attached hereto as Exhibit 33 are true and correct copies of documents
12 entitled "Equal Share Licensing Distribution Criteria," individually dated from 2002 to 2006, and
13 which were produced by Defendants in this action.

14 35. Attached hereto as Exhibit 34 is a true and correct copy of excerpts from the
15 transcript of the Rule 30(b)(6) deposition of Glenn Eyrich, dated February 12, 2008.

16 36. Attached hereto as Exhibit 35 is a true and correct copy of an agreement
17 between the NFLPA and Players Inc, dated May 9, 1994, which was produced by Defendants in
18 this action.

19 37. Attached hereto as Exhibit 36 is a true and correct copy of an amendment to
20 Exhibit 32, dated February 28, 2006, which was produced by Defendants in this action.

21 38. Attached hereto as Exhibit 37 is a true and correct copy of excerpts of the
22 transcript of the deposition of NFLPA General Counsel Richard A. Berthelsen, dated May 13,
23 2008.

24 39. Attached hereto as Exhibit 38 is a true and correct copy of a report from Duff
25 & Phelps Capital Markets Co., dated January 13, 1995, which was produced by Defendants in
26 this action.

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1 40. Attached hereto as Exhibit 39 is a true and correct copy of an excerpt of the
2 NFLPA's Fiscal Year 2007 Annual Financial Report, which was produced by Defendants in this
3 action.

4 41. Attached hereto as Exhibit 40 is a true and correct copy of a license agreement
5 between Players Inc and Electronic Arts, dated December 8, 2004, which was produced by
6 Defendants in this action.

7 42. Attached hereto as Exhibit 41 is a true and correct copy of a license agreement
8 between the NFLPA and Upper Deck (including Attachment B), which was executed on or about
9 November 7, 2002, and which was produced by Defendants in this action.

10 43. Attached hereto as Exhibit 42 is a true and correct copy of Plaintiffs'
11 Responses and Objections to Defendants' Third Set of Interrogatories, dated May 19, 2008.

12 44. Attached hereto as Exhibit 43 are true and correct copies of excerpts of license
13 agreements between Players Inc and various fantasy sports licensees, which were produced by
14 Defendants in this action.

15 45. Attached hereto as Exhibit 44 are true and correct copies of license
16 agreements between Players Inc and RC2 Brands, dated August 10, 2004 and April 14, 2006,
17 respectively, which were produced by Defendants in this action.

18 46. Attached hereto as Exhibit 45 is a true and correct copy of Plaintiffs'
19 Responses and Objections to Defendants' First Set of Interrogatories, dated February 4, 2007.

20 47. Attached hereto as Exhibit 46 is a true and correct copy of Players Inc's
21 Responses and Objections to Plaintiffs' Third Set of Interrogatories, dated January 22, 2007.

22 48. Attached hereto as Exhibit 47 is a true and correct copy of Plaintiffs'
23 Opposition to Defendants' Petition for Permission to Appeal, dated May 21, 2008.

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

Dated: June 13, 2008

/s/
David Greenspan

Dewey & LeBoeuf LLP
One Embarcadero Center, Suite 400
San Francisco, CA 94111