

EXHIBIT FFF

to the Declaration of Ryan Hilbert
in Support of Plaintiffs' Opposition to
Defendants' Motion for Summary Judgment

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Charlotte Observer (North Carolina)

January 15, 2006 Sunday ONE-THREE EDITION

SECTION: SPORTS: Pg. 1C

LENGTH: 2433 words

HEADLINE: EX-PLAYERS SAY NFL NEGLECTS RETIREES;
HALL OF FAMERS: LEAGUE, UNION LEADER FALL SHORT IN PROVIDING BENEFITS

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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 DeAmiellure, 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.

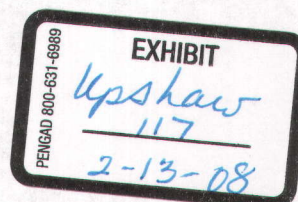
"We figure all we have to do is go to my man," said former Baltimore Colts running back Lenny Moore. "He's the head of the NFL Players Association. He's the guy who ought to pry the door open for us."

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."