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Attorneys for Defendant
NATIONAL FOOTBALL LEAGUE PLAYERS INCORPORATED
d/b/a PLAYERS INC, a Virginia corporation.

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

BERNARD PAUL PARRISH, HERBERT)	Civil Action No. C07 0943 WHA
ANTHONY ADDERLEY, and WALTER)	
ROBERTS III on behalf of themselves and all)	Honorable William H. Alsup
others similarly situated,)	
Plaintiffs,)	DECLARATION OF GENE
)	UPSHAW IN SUPPORT OF
v.)	DEFENDANT'S MOTION TO
NATIONAL FOOTBALL LEAGUE)	TRANSFER VENUE
PLAYERS INCORPORATED d/b/a PLAYERS)	
INC, a Virginia corporation,)	
Defendant.)	

DECLARATION OF GENE UPSHAW

Gene Upshaw, hereby declares, under penalty of perjury, as follows:

1. I make this declaration in support of the motion to transfer venue of Defendant National Football League Players Incorporated d/b/a Players Inc ("Players Inc"). I am over twenty-one years of age, and I have personal knowledge of each of the facts stated herein. If called upon to testify, I could and would testify completely thereto.

2. I am Chairman of Players Inc, the Defendant in the above captioned action.

3. Players Inc is a Virginia corporation with its principal place of business in Washington, D.C.

4. The vast majority of Players Inc's staff and those responsible for its core functions are located in the Washington, D.C. area. Virtually all the documents and files relevant to Players Inc's licensing programs are located in this area as well.

5. The licensing and accounting activities of Players Inc take place in large part at or near its offices in Washington, D.C.

6. Players Inc does not have any office or employees in the Northern District of California.

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

Dated: April 3, 2007



Gene Upshaw