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Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

CIVIL ACTION NO. C07 0943 WHA

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

Plaintiffs

DECLARATION OF RYAN S.
 HILBERT IN SUPPORT OF
 PLAINTIFFS' OPPOSITION TO
 DEFENDANTS' MOTION FOR
 SUMMARY JUDGMENT

vs.

NATIONAL FOOTBALL LEAGUE
 PLAYERS ASSOCIATION, a Virginia
 corporation, and NATIONAL
 FOOTBALL LEAGUE PLAYERS
 INCORPORATED d/b/a PLAYERS
 INC, a Virginia corporation,

Defendants.

MCKOOL SMITH
 A PROFESSIONAL CORPORATION • ATTORNEYS
 DALLAS, TEXAS

1 I, Ryan S. Hilbert, declare as follows:

2 1. I am an attorney with Manatt., Phelps & Phillips, LLP, counsel of record for
3 Plaintiff Herbert Anthony Adderley and the GLA Class in this matter. The facts below are true
4 and correct and within my own personal knowledge. If called on to testify to them, I could and
5 would competently do so.

6 2. Attached hereto as **Exhibit A** is a true and correct copy of Charles Chandler's
7 June 24, 2008 *Charlotte Observer* article entitled, "Federal Papers Reveal Shredding."

8 3. Attached hereto as **Exhibit B** is a true and correct copy of Exhibit 23 to the
9 deposition of Doug Allen taken on September 7, 2007 in this matter. This exhibit is a 2003 letter
10 from Doug Allen to NFLPA members.

11 4. Attached hereto as **Exhibit C** is a true and correct copy of Exhibit 65 to the
12 deposition of Joel Linzner taken on February 8, 2008 in this matter. This exhibit is the 2004
13 License Agreement between Electronic Arts, Inc ("EA") and National Football League Players
14 Incorporated ("PLAYERS INC").

15 5. Attached hereto as **Exhibit D** is a true and correct copy of Exhibit 67 to the
16 deposition of Joel Linzner taken on February 8, 2008 in this matter. This exhibit is the 2005
17 License Agreement between EA and PLAYERS INC.

18 6. Attached hereto as **Exhibit E** is a true and correct copy of Exhibit 521 to the
19 deposition of Joe Nahra taken on April 16, 2008 in this matter. This exhibit is Clay Walker's
20 email to Joe Nahra dated February 20, 2007 produced by Defendants at Bates Nos. PI126892-
21 PI26894.

22 7. Attached hereto as **Exhibit F** is a true and correct copy of Exhibit 522 to the
23 deposition of Joe Nahra taken on April 16, 2008 in this matter. This exhibit is Andy Feffer's
24 email to Paul Cairns dated November 1, 2007.

1 8. Attached hereto as **Exhibit G** is a true and correct copy of an email dated
2 February 22, 2006 from Clay Walker to Paul Cairns produced by EA at Bates Nos. EA0000235-
3 EA0000237.

4 9. Attached hereto as **Exhibit H** are true and correct copies of Herbert Adderley's
5 Retired Player Group Licensing Authorization Forms dated November 22, 2002 and May 1,
6 2001 produced by Defendants at Bates Nos. PI000001 and PI000002.

7 10. Attached hereto as **Exhibit I** is a true and correct copy of pages 1, 35, 38, 40-41,
8 56-57, 86, 95-96, 98, and 112 of the deposition of Howard Skall taken on February 14, 2008 in
9 this matter.

10 11. Attached hereto as **Exhibit J** is a true and correct copy of pages 1, 108-111, 120-
11 124, 148-149, 165-166, 188, 205-209, 213, 214-215, 216-217, 274-275, 278 and 294 of the
12 deposition of Doug Allen taken on September 7, 2007 in this matter.

13 12. Attached hereto as **Exhibit K** is a true and correct copy of pages 1, 20-21, 23, 31-
14 32, 40, 48, 86-87, 94-96, 98-99 and 167 of the deposition of Gene Upshaw taken on February 13,
15 2008 in this matter.

16 13. Attached hereto as **Exhibit L** is a true and correct copy of pages 1, 46, 69, and
17 198 of the deposition of Glenn Eyrich taken on February 12, 2008 in this matter.

18 14. Attached hereto as **Exhibit M** is a true and correct copy of pages 1, 17, 69-72,
19 224, and 292 of the deposition of Joe Nahra taken on April 16, 2008 in this matter.

20 15. Attached hereto as **Exhibit N** is a true and correct copy of Ex. 49 to the
21 deposition of Doug Allen taken on September 7, 2007 in this matter. This exhibit is an email
22 from Veronica Jenkins to Pam Adolph, Gene Upshaw, Doug Allen and Patricia Allen with an
23 attached Canton PowerPoint Presentation produced by Defendants at Bates Nos. PI095177-
24 PI095188.

25 16. Attached hereto as **Exhibit O** is a true and correct copy of Ex. 114 to the
26 deposition of Gene Upshaw taken on February 13, 2008 in this matter. This exhibit is a monthly
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1 performance summary to Gene Upshaw from Pat Allen dated June 30, 2005 and entitled, "June
2 2005 PLAYERS INC Monthly Report."

3 17. Attached hereto as **Exhibit P** is a true and correct copy of Ex. 64 to the deposition
4 of Joel Linzner taken on February 8, 2008 in this matter. This exhibit is the 2004-2006 NFLPA
5 Retired Members Directory.

6 18. Attached hereto as **Exhibit Q** is a true and correct copy of Ex. 3 to the deposition
7 of Doug Allen taken on September 7, 2007 in this matter. This is a printout of a portion of the
8 PLAYERS INC website.

9 19. Attached hereto as **Exhibit R** is a true and correct copy of the Expert Report of
10 Daniel Rascher dated May 23, 2008 and prepared for this matter.

11 20. Attached hereto as **Exhibit S** is a true and correct copy of the Expert Report of
12 Phillip Rowley ("Rowley Report") and Ex. 7 to the Rowley Report. Rowley Report Ex. 7 is a
13 summary of the NFL Retired Players Group Licensing Agreements that were effective between
14 2002 and 2006.

15 21. Attached hereto as **Exhibit T** is a true and correct copy of Ex. 95 to the deposition
16 of Glenn Eyrich taken on February 12, 2008 in this matter. This is the 2000 NFLPA-PLAYERS
17 INC Agreement produced by Defendants at Bates Nos. PI000133-PI000144.

18 22. Attached hereto as **Exhibit U** is a true and correct copy of Ex. 36 to the
19 deposition of Doug Allen taken on September 7, 2007 in this matter. This is the 2004 Topps
20 License Agreement with the NFLPA produced by Defendants at Bates Nos. PI006231-PI006245.

21 23. Attached hereto as **Exhibit V** is a true and correct copy of Ex. 394 to the
22 deposition of Adam Zucker taken on April 4, 2008 in this matter. This is the 2007 Topps
23 License Agreement with the NFLPA produced by Defendants at Bates Nos. TOPPS003843-
24 TOPPS003857.

1 24. Attached hereto as **Exhibit W** is a true and correct copy of PLAYERS INC's
2 August 10, 2004 License Agreement and Addendum with Activa Consumer Promotions, Inc.
3 produced by Defendants at Bates Nos. PI007490-PI007503.

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

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

10 27. Attached hereto as **Exhibit Z** is a true and correct copy of PLAYERS INC's
11 January 23, 2004 License Agreement with Fanball Interactive, LLC d/b/a Fanball.com produced
12 by Defendants at Bates Nos. PI007823-PI007834.

13 28. Attached hereto as **Exhibit AA** is a true and correct copy of PLAYERS INC's
14 July 23, 2003 License Agreement with Flipp Sports produced by Defendants at Bates Nos.
15 PI007946-PI007958.

16 29. Attached hereto as **Exhibit BB** is a true and correct copy of PLAYERS INC's
17 October 9, 2004 License Agreement with Fox Interactive Media, LLC produced by Defendants
18 at Bates Nos. PI007996-PI008008.

19 30. Attached hereto as **Exhibit CC** is a true and correct copy of PLAYERS INC's
20 August 17, 2006 License Agreement with GameWear, Inc. produced by Defendants at Bates
21 Nos. PI008047-PI008059

22 31. Attached hereto as **Exhibit DD** is a true and correct copy of PLAYERS INC's
23 July 21, 2004 License Agreement with Jamdat Mobile Inc. produced by Defendants at Bates
24 Nos. PI008135-PI008147.

1 32. Attached hereto as **Exhibit EE** is a true and correct copy of PLAYERS INC's
2 August 10, 2004 License Agreement with K2 Licensing and Promotions produced by Defendants
3 at Bates Nos. PI008188-PI008200.

4 33. Attached hereto as **Exhibit FF** is a true and correct copy of PLAYERS INC's
5 August 31, 2006 License Agreement with Little Earth Productions, Inc. produced by Defendants
6 at Bates Nos. PI008201-PI008214.

7 34. Attached hereto as **Exhibit GG** is a true and correct copy of PLAYERS INC's
8 May 4, 2004 License Agreement with MBI, Inc. produced by Defendants at Bates Nos.
9 PI008242-PI008254.

10 35. Attached hereto as **Exhibit HH** is a true and correct copy of PLAYERS INC's
11 May 30, 2003 License Agreement with The Merrick Mint produced by Defendants at Bates Nos.
12 PI006036-PI006048.

13 36. Attached hereto as **Exhibit II** is a true and correct copy of PLAYERS INC's
14 November 18, 2004 License Agreement with Motion Imaging, Inc. produced by Defendants at
15 Bates Nos. PI006073-PI006086.

16 37. Attached hereto as **Exhibit JJ** is a true and correct copy of PLAYERS INC's June
17 21, 2007 License Agreement with MVP Pics USA, LLC. produced by Defendants at Bates Nos.
18 PI005972-PI005984.

19 38. Attached hereto as **Exhibit KK** is a true and correct copy of PLAYERS INC's
20 August 20, 2004 License Agreement with National Direct produced by Defendants at Bates Nos.
21 PI006087-PI006099.

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

1 40. Attached hereto as **Exhibit MM** is a true and correct copy of Ex. 32 of the
2 deposition of Doug Allen taken on September 7, 2007 in this matter. This is the 2004 License
3 Agreement between Upper Deck and PLAYERS INC..

4 41. Attached hereto as **Exhibit NN** is a true and correct copy of pages 1, 48 and 165
5 of the deposition of Richard Berthelsen taken on May 13, 2008 in this matter.

6 42. Attached hereto as **Exhibit OO** is a true and correct copy of Ex. 15 to the
7 deposition of Doug Allen taken on September 7, 2007. This is the February 28, 2006
8 Amendment to the 2000 NFLPA-PLAYERS INC Licensing Agreement produced by Defendants
9 at Bates Nos. PI000145-PI000146.

10 43. Attached hereto as **Exhibit PP** is a true and correct copy of Ex. 92 to the
11 deposition of Glenn Eyrich taken on February 12, 2008 in this matter. This is the 1994 NFLPA-
12 PLAYERS INC Agreement produced by Defendants at Bates Nos. PI131018-PI131034.

13 44. Attached hereto as **Exhibit QQ** is a true and correct copy of pages 1, 19-20, 34,
14 77 and 81 of the deposition of Warren Friss taken on April 4, 2008 in this matter.

15 45. Attached hereto as **Exhibit RR** is a true and correct copy of Ex. 99 to the
16 deposition of Glenn Eyrich taken on February 12, 2008 in this matter. This is the NFL
17 Sponsorship and Internet Agreement and the amendment thereto.

18 46. Attached hereto as **Exhibit TT** is a true and correct copy of Ex. 145 to the
19 deposition of Howard Skall taken on February 14, 2008 in this matter. This is the NFL and
20 Players Inc Information Worksheet dated August 19, 2004

21 47. Attached hereto as **Exhibit UU** is a true and correct copy of the 2006 CBA
22 produced by Plaintiffs at Bates Nos. CLASS000713-CLASS000916.

23 48. Attached hereto as **Exhibit VV** are true and correct copies of GLAs produced by
24 Defendants at Bates Nos. PI000150-PI000170.

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1 49. Attached hereto as **Exhibit WW** is a true and correct copy of the 2005 Players Inc
2 Annual Review dated March 12, 2005 produced by Defendants at Bates Nos. PI140504-
3 PI140568.

4 50. Attached hereto as **Exhibit XX** is a true and correct copy of the 2006 Players Inc
5 Annual Review dated March 12, 2006 produced by Defendants at Bates Nos. PI140583-
6 PI140684.

7 51. Attached hereto as **Exhibit YY** is true and correct copy of the Declaration of
8 Andrew Feffer dated October 9, 2007.

9 52. Attached hereto as **Exhibit ZZ** is a placeholder for true and correct copies of the
10 LM-2s submitted by the NFLPA for the years 2002-2007. These documents, the most recent
11 copies of which are in excess of several hundreds of pages each, were submitted to the
12 Department of Labor by the NFLPA. They are publicly available and can be found at the DOL's
13 website.

14 53. Attached hereto as **Exhibit AAA** is true and correct screen shot of a web page
15 from EA Sports.

16 54. Attached hereto as **Exhibit CCC** is true and correct copy of a STAT's webpage.

17 55. Attached hereto as **Exhibit DDD** is true and correct copy of a What If Sports
18 webpage.

19 56. Attached hereto as **Exhibit EEE** are true and correct copies of Player Inc
20 agreements with Antonio Freeman (PI004199), Kevin Greene (PI004201), Ray Childress
21 (PI004203), Bruce Matthews (PI004205). These agreements were produced by Defendants at
22 the above-referenced Bates Nos.

23 57. Attached hereto as **Exhibit FFF** is a true and correct copy of Exhibit 117 to the
24 deposition of Gene Upshaw taken on February 13, 2008 in this matter. This is Charles
25 Chandler's January 15, 2006 *Charlotte Observer* article entitled, "Ex-Players Say NFL Neglects
26 Retirees; Hall of Famers: League Union Leader Fall Short in Providing Benefits."

1 58. Attached hereto as **Exhibit GGG** is a true and correct copy of Exhibit 5 to the
2 deposition of Doug Allen taken on September 7, 2007 in this matter. This is a Players Inc
3 webpage.

4 59. Attached hereto as **Exhibit HHH** is a true and correct copy of pages 1, 14, 16, 66-
5 69, 71-73, 96 and 109 of the deposition of Adam Zucker taken on April 4, 2008 in this matter.

6 60. Attached hereto as **Exhibit III** is a true and correct copy of Defendants'
7 Supplemental Responses and Objections to Plaintiffs' Amended Interrogatories dated February
8 27, 2008.

9 61. Attached hereto as **Exhibit JJJ** is a true and correct copy of Exhibit 89 to the
10 deposition of Glenn Eyrich taken on February 12, 2008 in this matter. This is a February 8, 2008
11 letter from David Greenspan to Ryan Hilbert.

12 62. Attached hereto as **Exhibit KKK** is a true and correct copy of Exhibit 75 to the
13 deposition of Joel Linzner taken on February 8, 2008 in this matter. This exhibit is the 2006
14 License Agreement between EA, the Pro Football Hall of Fame and PLAYERS INC.

15 63. Attached hereto as **Exhibit LLL** is a true and correct copy of the National
16 Football League Players Association's Responses and Objections to Plaintiffs' First Set of
17 Requests for Admissions date August 16, 2007.

18 64. Attached hereto as **Exhibit MMM** are true and correct screen shots from the
19 Madden 2007 video game for the PC along with various corresponding printouts from the
20 Internet.

21 65. Attached hereto as **Exhibit NNN** is a true and correct copy of the Expert Reply
22 Report of Daniel Rascher dated June 26, 2008 and prepared for this matter.

23 66. Attached collectively hereto as **Exhibit OOO** is a true and correct copy of Players
24 Inc's Responses and Objections to Plaintiffs' Second Request for Production of Documents,
25 which have not been amended by Defendants, and communications exchanged by the parties on
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1 issues therein. The Document Request relating to the NFL Sponsorship and Internet Agreement,
2 which is the document request at issue, is Document Request No. 31.

3 67. Attached collectively hereto as **Exhibit PPP** is a true and correct copy of the
4 National Football League Players Association's and Players Inc's Responses and Objections to
5 Plaintiffs' Third Set of Requests for Admissions dated May 23, 2008.

6 68. Attached hereto as **Exhibit QQQ** are true and correct excerpts of the deposition
7 of Joel Linzner of Electronic Arts taken on February 8, 2008, in this matter.

8 69. According to a review by Plaintiffs' counsel and their staff, among the seven
9 players who appear to have received \$750 in connection with the agreement with EA, but for
10 whom Defendants have not produced signed GLAs, are Rodney Hamilton, Marion Motley and
11 Pat Swillig. Moreover, among the players whom Defendants claim to have paid in connection
12 with an agreement with Photo File, but for whom Defendants have not produced signed GLAs,
13 are John Elway, Reggie White and Steve Young. With respect to Footlocker and Exclusive Pro
14 Sports, most of the individuals Defendants have identified as receiving monies in connection
15 with these agreements did *not* have GLAs in effect.

16 70. From the time this lawsuit was initiated in February 2007 until May 2008,
17 Plaintiff Herb Adderley was not permitted to see any documents or materials designated by
18 Defendants as "Confidential" or "Highly Confidential – Attorneys' Eyes Only." In May 2008,
19 Defendants finally acceded to Plaintiffs' numerous requests that Mr. Adderley be shown certain
20 "Confidential" or "Highly Confidential – Attorneys' Eyes Only" materials.

21 71. I have reviewed the 2007 and 2008 LM-2 reports submitted by the NFLPA to the
22 Department of Labor. I did not see any evidence that any player received a \$1,000 "Royalty"
23 payment.

1 I declare under penalty of perjury and the laws of the United States that the foregoing is true and
2 correct and that this declaration was executed on July 1, 2008, in Palo Alto, California.

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4 /s/Ryan S. Hilbert

5 Ryan S. Hilbert
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28 **DECLARATION OF RYAN S. HILBERT IN SUPPORT OF OPPOSITION
TO DEFENDANTS' MOTION FOR SUMMARY JUDGMENT
Civil Action No. C07 0943 WHA**