Exhibit 1

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I. Qualifications

I am the President of Resolution Economics LLC. My business address is 9777 Wilshire Boulevard, Suite 600, Beverly Hills, California. I have been with Resolution Economics since March 2008. Prior to joining Resolution Economics, I was a senior managing director at LECG, and before LECG, I was with Peterson Consulting, a unit of Navigant Consulting, Inc., and its predecessor entities since 1986.

I have provided expert witness testimony in federal and state courts. A copy of my curriculum vitae and a list of my past testimony both for trials and depositions are attached as Exhibit 1 to this report. I am being compensated at $395 per hour for my work on this matter.

II. Assignment

At the request of counsel for Herbert Anthony Adderley (a class of retired National Football League ("NFL") players), I have been asked to analyze and to reach opinions as to potential damages in this matter. I have been asked to assume that liability has been established and to estimate several measures of damages due eligible retired players. I understand the class period to be February 15, 2003 through February 14, 2007. This report is intended to apply both to Plaintiffs' claim for breach of contract and their claim for breach of fiduciary duty. In addition, I have reviewed Plaintiffs' Response to Defendants' Interrogatory No. 8.

For purposes of this report, the damages measures I have assessed are as follows:

1. Analyzing a subset of the annual gross licensing revenues ("GLR") collected by the NFL Players Association ("NFLPA") and the NFL Players Inc. ("NFLPI") (collectively "NFLPA/PI") from 2003 to 2007 based on license agreements which contain specific language pertaining to retired players.[1] Adjustments are then made to these revenues based on the standard distribution scheme used by the NFLPA/PI during the relevant period. The resulting player pools are then reallocated in an equal share to eligible active and retired players.

[1] My understanding is that in general, the specific language is included in sections 1(A) and 2(A) of the respective license agreements.

2. Analyzing a subset of the annual GLR based on license agreements which contain specific language pertaining to retired players, as described above in II.1, and also including revenues collected by the NFLPA/PI based on its agreement with the NFL for sponsorship and Internet royalties.[2] These funds are then reallocated in an equal share to eligible active and retired players.

3. Analyzing the GLR and associated player pools for 2003 to 2007 as calculated by the NFLPA/PI pursuant to its standard distribution scheme and then reallocating these funds so that retired players would have received an equal share with active players.

4. Calculating the amounts due to eligible active and retired players related to the $8 million adjustment in 2006 and 2007 which the NFLPA/PI reallocated for "changes in market conditions"[3] and then redistributing these amounts equally to the active and retired players. These amounts would be added back to the damages calculated in 1, 2 or 3 above.

5. Analyzing the GLR and utilizing a customary percentage - instead of the standard distribution scheme used by the NFLPA/PI – based in general on industry comparables, for the NFLPA/PI "share" of these revenues, redistributing a revised player pool equally to eligible active and retired players.

III. Opinions

I have reached the following opinions regarding these assignments:

- Calculating the player pools for 2003 to 2007, based on a subset of the GLR collected by the NFLPA/PI in this period, had the eligible retired players received an equal share of those pools, the total amount owed to eligible retired players is approximately $13.2 million.

- Including the amounts collected through the NFL Sponsorship and Internet agreement as well as the subset of GLR described above, had the eligible retired players received an equal share of those pools, the total amount owed to eligible retired players is approximately $26.2 million.

- Utilizing the player pools for 2003 to 2007, as calculated by the NFLPA/PI, had the eligible retired players received an equal share of those pools, the total amount owed to eligible retired players is approximately $42.5 million.

[2] PI090965 – PI091012.
[3] PI000145.

- Adding back the $8 million withheld by the NFLPA and NFLPI for "changed market conditions," had the eligible retired players received an equal share of these funds, the total amount owed to eligible retired players is approximately $2.3 million.

- If the NFLPA/PI were only to deduct a customary amount of 10 percent, 25 percent or 40 percent for its share of the GLR in calculating the player pools, and had the eligible retired players received an equal share of those pools, the total amount owed to eligible retired players for each of the four calculations outlined above is:

($Millions)	10%	25%	40%
Subset of Licensees	33.9	28.1	22.4
Subset + NFL Sponsorship/Internet	66.4	55.2	44.0
Original player pool	106.9	89.0	71.1
Changed market condition	5.6	4.7	3.8

Each of these damages amounts represents the aggregate of individual shares per eligible retired players per year. I have also added pre-judgment interest to these calculations.

In formulating these opinions, I have considered deposition testimony, certain reports and financial statements and documents supplied through discovery.[4] I have also reviewed the expert report of Dr. Daniel Rascher. I reserve the right to amend my opinions as new materials or information are made available, as additional research is completed, and as additional information related to an award of punitive damages is required.

IV. Analysis

As an overview for all calculations, I determined the licensing royalty pools associated with the GLR for each year that were or should have been available to eligible active and retired players.[5] Next, I reviewed the number of eligible active and retired players in each respective

[4] See Exhibit 2 for a complete list.

[5] Defendants provided two sets of Excel files as part of the discovery process. One set of files included what is believed to be the NFLPA/PI calculations of the gross licensing revenues for the years 2003 through 2007. (See for example, GLR FY03 Calculation.xls.) A summary of the calculations is attached as Exhibit 4. Exhibit 5 is a summary of the payments that were made by individual licensees. A second set of files identified the names of the active players and how much each received in royalty payments for the relevant years. (See for example royaltyeligibility2002qualified FY03 Pool.xls.) Detailed annual lists as well as a summary of the count of active players are attached as Exhibit 6.

year.[6] I then calculated the share owed to individual retired players who signed Group Licensing Authorization ("GLA") forms for the years 2003 through 2007.

To this end, I have initially relied upon the GLR calculations made by the NFLPA/PI as well as the NFLPA/PI financial statements[7] to determine the royalty pools. I have also relied on the royalty eligibility documents for the years 2003 to 2007 to determine the number of active players in each year.[8] I reviewed retired player GLA forms produced by the NFLPA/PI to ascertain the number of retired players who had signed GLAs during the relevant time period. I then divided the player royalty pools by the total combined number of eligible active and retired players in the years 2003 to 2007 to calculate individual player shares.[9] By multiplying the individual player share amounts by the total number of retired players for each respective year, I then am able to calculate total damages for 2003 to 2007. This is the underlying model for all damages measures.

A. Subset of Player Pool

The first measure analyzed assumed that eligible retired players were only entitled to royalties from a subset of license payments included in the total GLR. This subset is comprised of licensees who signed License Agreements that had specific language in their contracts including, among other language, the phrase, "including but not limited to retired players."[10] Contracts with this language in the relevant time period were located and a database was created of licensee names ("Subset of licensees") for the periods covered.[11] Using this information, I extracted from the complete list of royalty payments those amounts associated with the Subset of licensees. I then used the same allocation of funds to the

[6] Available retired player GLAs were identified in the documents provided by NFLPA/PI. A database with the name, sign date and expiration date of each GLA was then created. From this, a count of retired players who had signed GLAs as of December 31 in the years 2002 through 2006 was determined. For purposes of this calculation, I assumed that, if a retired player had a signed GLA as of the end of one calendar year, they would be eligible for the player pool for that fiscal year. The NFLPA/PI fiscal year ends on the last day of February. Therefore, if a retired player had a GLA effective through December 31, 2005, I assumed that they were eligible for the pool that would be paid in 2006, through the NFLPA/PI fiscal year ended February 28, 2006. A summary of the retired player GLAs is attached as Exhibit 7.

[7] Financial Statements for the years 2003 through 2007 begin PI096215, PI096151, PI096088, PI096027 and PI095967 respectively.

[8] PI095951, PI095962, PI095964-66.

[9] Active players who received a share of the GLR include certain players who only played on practice squads. These players did not receive an equal share; rather, under royalty eligibility criteria, they received $1,000. This is accounted for in my calculations.

[10] See for example, PI0000072.

[11] See Exhibit 8 for a list of the Subset of licensees.

NFLPA and NFLPI that NFLPA/PI had done for its own calculations, resulting in NFLPA receiving approximately 40 percent of this subset GLR and NFLPI receiving approximately 24 percent. The remaining approximately 36 percent of the subset becomes the player pools.[12]

I then divided the player royalty pools by the total combined number of eligible active and retired players in the years 2003 to 2007 to calculate individual player shares. The retired player damages is the equal share amount times the number of eligible retired players in that time period. By multiplying the individual player share amounts by the total number of retired players for each respective year, I calculated the total damages for 2003 to 2007 to be $13.2 million.

This analysis is summarized in Exhibit 3.A.

B. Subset of Player Pool with Sponsorship and Internet

Included in the NFLPA/PI calculation of the GLR is an amount collected by the NFLPA/PI from the NFL based on an Internet and NFL Sponsorship.[13] If the trier of fact determines that these funds should have been part of the equal share royalties in which the retired players should have participated, I have combined these funds with the subset of GLR described above. I have then distributed the funds equally to individual eligible active and retired players. In doing so, I incorporated the same adjustments to the GLR that were made by the NFLPA/PI to determine player pools. Then by multiplying the individual player share amounts by the total number of eligible retired players for each respective year, I calculated the total damages for 2003 to 2007 to be $26.2 million.

This analysis is summarized in Exhibit 3.B.

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[12] The NFLPA receives a sliding scale percentage of the GLR: 40 percent of the first $35 million of GLR; 35 percent of the next $5 million and 30 percent of any GLR amounts over $40 million. The NFLPI retains a "kept portion" of the GLR equal to 5 to 10 percent of portions of the total GLR. The players' pool is calculated after deducting the NFLPA share and the NFLPI kept portion. The players' pool is approximately 60 percent of the remaining amount, or roughly 36 percent of the original GLR. The NFLPI then reduces the player pool by its own 40 percent (or roughly 24 percent of original GLR), in addition to their 'kept portion.' On average, prior to the adjustment for changed market conditions in 2006 and 2007, the NFLPA, the players and NFLPI get approximately 40, 36 and 24 percent respectively.

[13] NFL Sponsorship Agreement: PI090965. See also notes to financial statements, *"Players Inc Internet and NFL Sponsorship Agreement,"* (for ex. PI095983).

C. Original GLR Distribution Reallocated to Include Retired Players

The NFLPA/PI provided its own calculation of the equal share royalties, which were allocated to eligible active players in the relevant years. All payments from licensees as well as the payments associated with the NFL sponsorship and Internet agreements are included in this calculation. By utilizing the NFLPA/PI's own distribution scheme, but then reallocating the player pool to include both eligible active and retired players, I determined an equal share per eligible active and retired player. Then, by multiplying the individual player share amounts by the total number of eligible retired players for each respective year, I calculated the total damages for 2003 to 2007 to be $42.5 million.

This analysis is summarized in Exhibit 3.C.

D. Amounts withheld for Changed Market Conditions

For purposes of this analysis, I have reviewed the adjustment that the NFLPA/PI made to licensing royalties. This adjustment is associated with an $8 million reduction which is taken in both 2006 and 2007 related to "changed market conditions" for the value of the NFL brand.[14] It is my understanding that little to no independent documentation has been produced pertaining to this $8 million valuation.[15] Furthermore, at this point in time, I have no way to determine why the valuation "changed" in 2006 over prior years, or was repeated in 2007. By adding back to the available player pool an assumed 36 percent share of these $8 million adjustments in 2006 and 2007, the individual players' shares increase by $766 and $808 in 2006 and 2007 respectively. Total damages due eligible retired players for 2006 and 2007 are $2.3 million.

This analysis is summarized in Exhibit 3.D.

[14] PI095983

[15] In the deposition of Mr. Glenn Eyrich, it was discussed that no formal evaluation was performed, and that for the informal analysis that was performed, the NFLPA says it is privileged and thus not available. See Deposition Transcript of Glenn Eyrich, pp. 94-96.

E. Adjusted player pool – Royalty Distribution

I have also reviewed the expert report that has been submitted by Daniel Rascher. In it, Dr. Rascher discusses customary amounts of licensing royalties that are retained by professional sports entities and associations. He has found that, on average, a customary fee that would be retained would range from 10 percent to 40 percent of licensing royalties before payments are made to players, with amounts close to 25 percent being the most common.[16] Applying these percentages to the NFL royalty pool, I have recalculated all the analyses in sections IV.A through IV.D above.

- Subset of License Payments – Using the GLR as calculated for the subset of license payments and applying the 10, 25 and 40 percent share to the NFLPA/PI, then allocating the remaining 90, 75 or 60 percent in an equal share to eligible active and retired players, the damage amounts range from $22.4 million to $33.9 million.

- Subset of License Payments with NFL Sponsorship and Internet – Using the GLR as calculated for the subset of license payments and adding back monies collected under the NFL Internet and Sponsorship deal, and applying the 10, 25 and 40 percent share to the NFLPA/PI, then allocating the remaining 90, 75 or 60 percent in an equal share to eligible active and retired players, the damage amounts range from $44.0 million to $66.4 million.

- Original GLR Reallocated – Using the original GLR amounts as calculated by NFLPA/PI for the years 2003 to 2007 and applying the 10, 25 and 40 percent share to the NFLPA/PI, then allocating the remaining 90, 75 and 60 percent in an equal share to eligible active and retired players, the damage amounts range from $71.1 million to $106.9 million.

- .Changed Market Conditions – Taking the $8 million related to changed market conditions and applying the 10, 25 and 40 percent share to the NFLPA/PI, then allocating the remaining 90, 75 and 60 percent in an equal share to eligible active and retired players, the damage amount is $3.8 million to $5.6 million.

This analysis is summarized in Exhibit 3.E.

[16] See conclusions contained in the Expert Report of Dr. Daniel A. Rascher, submitted in this matter.

V. Conclusion

Based on the analyses described above, potential damages owed to retired players range from approximately $13.2 million to $106.9 million, including interest. If requested by the court, I could allocate these monies specifically to the eligible individual retired players.

Philip Y. Rowley
May 23, 2008

PROOF OF SERVICE

I, Donna Wishon, declare:

I am a resident of the State of California and over the age of eighteen years, and not a party to the within action; my business address is 1001 Page Mill Road, Building 2, Palo Alto, CA 94304. On May 23, 2008, I served the foregoing document by the method(s) indicated below.

- ☐ By placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail, addressed as set forth below.
- ☐ By transmitting via facsimile the document listed above to the fax number(s) set forth below on this date before 5:00 p.m.
- ☒ By placing the document(s) listed above in a sealed Federal Express envelope and affixing a pre-paid air bill, and causing the envelope to be delivered to a Federal Express agent for delivery.
- ☒ By electronic mail to the below email addresses:

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I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on May 23, 2008, at Palo Alto, California.

Donna Wishon

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