

EXHIBIT A

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Gene Upshaw, N.F.L. Union Chief, Dies at 63

By **JUDY BATTISTA**

They called Gene Upshaw the Governor because he carried himself like a leader from the time he arrived in the N.F.L. from the tiny Texas College of Arts and Industries.

For 15 years, he was such a bedrock of the Oakland Raiders' offensive line that he became the first player used exclusively at guard to be voted into the Pro Football Hall of Fame. And in an extraordinary second act, for 25 sometimes contentious years, he led the players union through the tumult of a strike, the gambit of decertification, the victory of free agency, an explosion in player salaries and the debate over provisions for retired players.

Late Wednesday night, with his union preparing for another contract negotiation with owners, Upshaw died at age 63 of pancreatic cancer. The union confirmed his death Thursday. His death stunned the N.F.L. because almost nobody knew he had been ill. Upshaw had appeared so gaunt at the recent Hall of Fame induction ceremony that some of those who saw him worried about his health. Upshaw was found to have cancer only last Sunday, when his wife took him to the hospital while the family was on vacation.

His death was so unexpected that earlier this week, the union had scheduled a news conference for him on Sept. 4 to discuss labor issues. Upshaw died with his wife and three sons beside him at his home in the Lake Tahoe region of California. At Giants practice Thursday, the team had a moment of silence in his honor before practice began.

"It's devastating," said Jeffrey Kessler, the union's outside counsel.

On Thursday, the union's executive committee voted unanimously to appoint Richard Berthelsen the interim executive director. Berthelsen is the union's longtime general counsel and was a member of the negotiating committee for 37 years, during which he grew close to Upshaw. He will probably remain in the position until the union's annual meeting in March and perhaps longer, until a new contract is negotiated. Among the former players who could seek the job are Trace Armstrong and Troy Vincent, both of whom have been active in union issues.

The negotiations are expected to be difficult. In May, team owners opted out of the current collective bargaining agreement, forcing negotiations to avoid playing the 2010 season without a salary cap and having a work stoppage in 2011.

"Losing him is like losing a chunk of myself," Berthelsen said by telephone. "The game is better off for him having played it, and it's better off for him having led the union than it would have been with any other single individual."

Born in 1945 in Robstown, Tex., Upshaw picked cotton as a child, and he played just a year of high school football. But he earned N.A.I.A. All-American honors and was the Raiders' first-round pick in the 1967 draft. He became a dominating guard when Oakland was at its zenith and is the only player to appear in three Super Bowls in three different decades for the same team. He played in 217 games and in many of them he anchored the left side of the Raiders' offensive line with the Hall of Fame tackle Art Shell and the Hall of Fame tight end Dave Casper.

"They basically ran to the left, if they ran 30 running plays, 28 of them were going to be that way," said Indianapolis Colts Coach Tony Dungy, who was a member of the Pittsburgh Steelers at the time. "I don't know if you can put three better players together, ever, than those three guys."

The former Raiders coach Tom Flores said the qualities Upshaw displayed in the locker room — confidence, intelligence and an outgoing, upbeat personality — made his ascension to union chief predictable. "He became a politician in the classroom," Flores said in a telephone interview.

In 1980, Upshaw was part of a core of veterans that Flores turned to in order to bring the team together. After missing the playoffs a year earlier in Flores's first season as coach, the Raiders were 2-3 heading into a game against the San Diego Chargers, whom they trailed by two games.

"I said, 'You have to take care of the locker room for me,' " Flores said. " 'I need your help.' "

The Raiders won that game, 38-24, and went on to win that season's Super Bowl.

But Upshaw's power as the first African-American head of a major players union ultimately eclipsed his playing career. Drawn to politics early in his career, he became the head of the players association in 1983 at a time when the union was in dire financial straits.

"He built that organization from the ground up, and he fought fights all the way," Armstrong said.

In 1987, the players struck, which led to games with replacement players. By 1993, Upshaw and the former N.F.L. commissioner Paul Tagliabue had negotiated a deal that gave players the right to free agency in exchange for a salary cap.

It was a landmark decision for the N.F.L., assuring a measure of competitive balance, starting a period of sustained labor peace and helping to send revenues and player salaries soaring. The salary cap is \$116 million per team this season and, according to owners' figures, players will be paid a total of \$4.5 billion this season. Upshaw recently said that if the league ever played a year without the cap, he would not sell it to the players again.

But his greatest achievement as a labor boss was the establishment of free agency, which granted football players the same freedom of movement that players in other sports already had.

For years, Upshaw had been accused of being too close to Tagliabue, although Upshaw's history as a player increased his currency with active players when he explained details of new deals. But before the last contract extension was approved in March 2006, Tagliabue had to ask Upshaw for a postponement to the start of that

season's free agency period to buy more time after negotiations broke down. Upshaw gave the owners 72 hours. Just after the clock expired, owners approved a deal that gave players 60 percent of revenues. Owners found the deal so favorable to players that it became untenable for them just two years later.

"If that's what happens when you're too close, I recommend everybody be too close," said Robert K. Kraft, the owner of the New England Patriots. "If anybody got an edge in that deal, he got it. It's the reason we had to opt out of the arrangement. It just goes to show you people can be nice and cooperative, but that doesn't mean you're co-opted."

Tagliabue said in a statement: "In both careers, if you hit him in the head, he could hit you back twice as hard — but he didn't always do so. He was very tough but also a good listener. He never lost sight of the interests of the game and the big picture."

In recent years, Upshaw came under withering criticism from a vocal band of retired players who believed he had not done enough to protect their interests, particularly those of players with health problems. Berthelsen said he believed Upshaw was hurt by the criticism, and Upshaw sometimes seemed frustrated as he tried to make the case that he had secured more assistance and benefits for retirees than anyone else had.

Upshaw's public responses were often impolitic: he sometimes told reporters that he did not work for the retired players, and he once famously said of the Hall of Fame guard Joe DeLamielleure, one of Upshaw's most consistent critics, "I'd like to break his neck."

"Upshaw carried that Oakland Raider intimidation all the way to being the union leader he became," said Sam Huff, a Hall of Fame linebacker. "That's unfortunate, because he left a lot of guys out. He didn't take care of the old guys. You want to feel sorrier than you do. It's a mixed feeling that I have today."

In April, Baltimore Ravens kicker Matt Stover e-mailed a plan to other union members to identify a successor to Upshaw and to potentially force Upshaw out by next spring, a year before his contract was to expire. Stover later said he was trying to get the union to prepare for the future, and other active players criticized Stover.

Upshaw's response was typical for him: proud, stubborn and unmistakably blunt. He vowed that he would never leave his post until the next labor deal was done. It was months before Upshaw would learn he was dying. And as union leaders struggled with their grief Thursday, they began to prepare for the first round of talks without him.

Billy Witz contributed reporting from Long Beach, Calif., Mike Ogle from East Rutherford, N.J., and Alan Schwarz from New York.

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