

# EXHIBIT B

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## Hall of Famer Upshaw loses battle with pancreatic cancer

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NEW YORK -- Gene Upshaw, the Hall of Fame guard who during a quarter century as union head helped get NFL players free agency and the riches that came with it, has died. He was 63.

Upshaw died Wednesday night at his home near California's Lake Tahoe of pancreatic cancer, which was diagnosed only last Sunday, the NFL Players Association said Thursday. His wife, Terri, and sons Eugene Jr., Justin and Daniel were by his side.

Upshaw had not been feeling well for about a week; his wife noticed his breathing had become somewhat labored, sources told ESPN's Chris Mortensen. She convinced her husband to go to the emergency room Sunday, and it was then that he received a cancer diagnosis.

Dr. Thom Mayer, the medical director for the NFLPA, told Mortensen that after Upshaw's wife had called him Saturday, it took the two a day to convince him to get to a hospital.

Though the news devastated Upshaw, he was wide awake on Sunday, Monday and Tuesday, but his health deteriorated the following day, Mayer said. Mayer said it was sometime after 10 p.m. ET Wednesday when he received a call from Upshaw's family about his death. Mayer then notified NFL commissioner Roger Goodell.

Upshaw had had some back problems that led him to pull out of the Legends Reno-Tahoe Open golf tournament earlier this month, and at that time Mayer had encouraged him to seek a medical exam to determine the cause of the pain.

The executive committee of the NFLPA and Goodell were scheduled to have a conference call Thursday afternoon to discuss how they will honor Upshaw's memory this season.

Upshaw's family will hold a private service. There will be a more public memorial service sometime in September, most likely in the Washington, D.C., area, where the players' association is headquartered.

"Few people in the history of the National Football League have played the game as well as Gene and then had another career in football with so much positive impact on the structure and competitiveness of the entire league as Gene," former NFL commissioner Paul Tagliabue said.

Goodell offered similar praise.

"Gene Upshaw did everything with great dignity, pride and conviction," Goodell said. "He was the rare individual who earned his place in the Pro Football Hall of Fame both for his accomplishments on the field and for his leadership of the players off the field. He fought hard for the players and always kept his focus on what was best for the game. His leadership played a crucial role in taking the NFL and its players to new heights."

News of Upshaw's death first came through a Clear Channel Online report that appeared on several radio Web sites.

Upshaw died only two days after the union announced he would hold a briefing on labor negotiations before the Sept. 4 season opener between the Washington Redskins and the New York Giants. The NFLPA's executive committee appointed longtime general counsel Richard Berthelsen as the union's acting executive director

Thursday afternoon.

Upshaw's outstanding 15-season playing career from 1967 to '81 was entirely with the Oakland Raiders. It included two Super Bowl wins and seven Pro Bowl appearances.

"He was and will remain a part of the fabric of our lives and of the Raider mystique and legacy," Raiders owner Al Davis said. "We loved him and he loved us. We will miss him."

John Madden, who coached Upshaw when he guided the Raiders for much of the 1970s, called his former player one of the most influential people in league history.

"He did so much, not only for the players, but also for the owners, the teams, and the game of pro football. In that, he is obviously going to be missed," Madden said in a statement issued by NBC. "He was respected by everyone, because as a player he was a tough guy, and as the union head he was a tough guy. But he was also smart, and he could compromise, and he could make things happen."

In 1983, Upshaw became executive director of the players' association and guided it through the 1987 strike that led to replacement football. By 1989, while the union was pressing in court for a settlement, the league implemented a limited form of freedom called Plan B. In 1993, when a new contract was finally hammered out, free agency and a salary cap were instituted.

Since then, the players have prospered so much that NFL owners recently opted out of the latest labor contract, which was negotiated two years ago by Upshaw and Tagliabue.

Upshaw was criticized by some for not being tough enough in talks with Tagliabue, a close friend. He also was blamed by many older veterans for not dealing sufficiently with their health concerns.

He never took criticism lightly and often said what he thought -- without weighing the consequences from a public relations standpoint. Once, when he came under fire for the problems of retired players from Joe DeLamielleure, also a Hall of Fame guard, Upshaw retorted: "I'd like to break his neck."

DeLamielleure was one of the first to respond to Upshaw's death.

"The reality of life for all the guys who played in the NFL, including Gene, is that we have a short life span. It's just the way it is," he said. "I have sympathy for his family. I have sympathy for his wife and children."

Upshaw's friends also recognized the strike-back part of his nature.

"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," Tagliabue said. "He was very tough but also a good listener. He never lost sight of the interests of the game and the big picture."

Doug Allen, former NFLPA assistant executive director under Upshaw and currently executive director of the Screen Actors Guild, called Upshaw an effective champion for players. "I can't imagine a world without Gene's larger-than-life presence," he said.

Despite the criticism that came Upshaw's way, players prospered under his leadership.

The salary cap for this season is \$116 million and the players are making close to 60 percent of the 32 teams' total revenues, as specified in the 2006 agreement. In all, the players will be paid \$4.5 billion this year, according to owners.

Upshaw recently became more aggressive in his dealings with the

owners and Goodell. Owners opted out of the collective bargaining agreement, which means a season without a salary cap in 2010. Upshaw declared the cap would disappear for good should there be no new deal by March 2010.

"I'm not going to sell the players on a cap again," Upshaw said. "Once we go through the cap, why should we agree to it again?"

That was one of the reasons the owners wanted out, claiming players are getting a disproportionate amount of the revenue. Upshaw's supporters said that management's viewpoint indicates he did his job well.

The most influential owners respected him.

"Gene and I developed a close friendship that remained strong through the good times and some of the NFL's most difficult challenges," said Pittsburgh Steelers chairman Dan Rooney. "We worked very closely on key issues that allowed the NFL to maintain unprecedented labor peace. His biggest asset was his understanding of the business of the game, and you always knew that his concern for the game's best interests guided his actions."

The labor peace that came with the breakthrough, seven-year contract in 1993 certainly helped players. It included free agency and a salary cap and player salaries have spiraled up since, along with revenue from television and marketing deals made by the league.

The NFLPA also has its own marketing arm, Players Inc., established in 1994, that has grown into a multimillion dollar operation.

Upshaw faced controversy in 2006 when some 325 retired players from the AFL and NFL came forward with accounts of being given minimal disability benefits.

Baltimore Ravens kicker Matt Stover had been leading an effort to oust Upshaw as the NFLPA executive director. In April, he e-mailed a plan to fellow player representatives to have a new union boss in place by March 2009.

Upshaw responded, speaking of the looming labor confrontation with owners when the current contract expires, by saying: "I would never leave until this deal is done."

Frequently listed as one of the most powerful men in U.S. sports, Upshaw was drafted in the first round by Oakland in 1967 out of Texas A&I -- hardly a football factory. He was an NAIA All-American at center, tackle and end, but was switched to left guard by the Raiders.

That's where he stayed through a magnificent career that included 10 conference championship games as well as the Super Bowl victories.

His playing career was summed up Thursday by his close friend Art Shell, who played next to him on Oakland's offensive line, and in 1989 became the first black coach of the modern era when he took over the Raiders.

"Gene was a true pioneer as one of the few African-American leaders of a major union," Shell said. "He was the equal of owners in negotiations and made the league a better place for all players. Playing alongside of Gene was an honor and a privilege. He was a pillar of strength and leadership for our great Raider teams."

*Information from ESPN's Chris Mortensen and The Associated Press was used in this report.*



Gene Upshaw, a Pro Football Hall of Fame guard, was the lead voice for NFL players for the better part of the past two decades.

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