

1 MANATT, PHELPS & PHILLIPS, LLP
 2 RONALD S. KATZ (Bar No. CA 085713)
 3 E-mail: rkatz@manatt.com
 4 RYAN S. HILBERT (California Bar No. 210549)
 5 E-mail: rhilbert@manatt.com
 6 NOEL S. COHEN (California Bar No. 219645)
 7 E-mail: ncohen@manatt.com
 8 1001 Page Mill Road, Building 2
 9 Palo Alto, CA 94304-1006
 10 Telephone: (650) 812-1300
 11 Facsimile: (650) 213-0260

12 McKOOL SMITH, P.C.
 13 LEWIS T. LECLAIR (Bar No. CA 077136)
 14 E-mail: lleclair@mckoolsmith.com
 15 JILL ADLER (Bar No. CA 150783)
 16 E-mail: jadler@mckoolsmith.com
 17 300 Crescent Court, Suite 1500
 18 Dallas, TX 75201
 19 Telephone: (214) 978-4000
 20 Facsimile: (214) 978-4044

Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

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

Plaintiffs

vs.

25 NATIONAL FOOTBALL LEAGUE
 26 PLAYERS ASSOCIATION, a Virginia
 27 corporation, and NATIONAL FOOTBALL
 28 LEAGUE PLAYERS INCORPORATED
 d/b/a PLAYERS INC, a Virginia
 corporation,

Defendants.

CIVIL ACTION NO. C07 0943 WHA

**DECLARATION OF NOEL S. COHEN IN
 SUPPORT OF PLAINTIFFS' OCTOBER 19
 LETTER BRIEF TO ADMIT STATEMENTS
 AND TESTIMONY OF MR. UPSHAW**

[Filed Concurrently with Plaintiffs' October 19 Letter Brief]

Judge: Honorable William H. Alsup
 Date: October 20, 2008

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

DECLARATION OF NOEL S. COHEN

I, Noel S. Cohen, declare as follows:

1. I am an associate at Manatt, Phelps & Phillips, LLP, counsel for Plaintiffs in this matter. I have sufficient knowledge of the facts stated herein to make this declaration and, if called upon to do so, I could and would testify competently thereto.

2. Attached hereto as Exhibit A is a true and correct copy of excerpts from the transcript of the deposition of Gene Upshaw.

I declare under penalty of perjury and the laws of the United States that the foregoing is true and correct and that this declaration was executed on October 19, 2008.

/s/ Noel S. Cohen

Noel S. Cohen

Filer's Attestation: Pursuant to General Order No. 45, Section X(B) regarding signatures, Ronald S. Katz hereby attests that concurrence in the filing of this document has been obtained.

41329604.1