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*Attorneys for Plaintiffs*

12  
13 UNITED STATES DISTRICT COURT  
14 NORTHERN DISTRICT  
15 SAN FRANCISCO DIVISION  
16

17 HERBERT ANTHONY ADDERLEY, on  
18 behalf of himself and all others similarly  
19 situated,

20 Plaintiffs,

21 vs.

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

25 Defendants.  
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CIVIL ACTION NO. C07 0943 WHA

**DECLARATION OF HERBERT  
ANTHONY ADDERLEY IN SUPPORT OF  
CLASS COUNSELS' APPLICATION FOR  
FEES, EXPENSES, AND AN INCENTIVE  
PAYMENT FOR CLASS  
REPRESENTATIVE, HERBERT  
ADDERLEY**

1 I, Herbert Anthony Adderley, declare as follows:

2 1. I am a party to this lawsuit. I am submitting this Declaration in support of Class  
3 Counsels' application for an award of attorneys' fees in connection with services rendered in this  
4 action. The following declaration is based upon my personal knowledge. If called as a witness I  
5 could and would competently testify to the facts set forth herein.

6 2. I am a retired professional football player who played for more than 10 years in the  
7 National Football League ("NFL") for the Green Bay Packers and the Dallas Cowboys. I was  
8 elected to be a member of the professional football Hall of Fame in 1980.

9 3. I did not keep a contemporaneous record of the time I spent working on this case.  
10 However, based on my knowledge of the tasks I performed in connection with this case from  
11 February 2007 to the present, I believe that I spent over 550 hours assisting Plaintiffs' counsel in  
12 the prosecution of this case. This is a conservative estimate.

13 4. I spent approximately 10 hours assisting Plaintiffs' counsel on each of the three  
14 complaints that were filed in this action, for a total of 30 hours.

15 5. I also spent approximately 10 hours searching for and collecting documents in  
16 response to discovery requests sent by Defendants' counsel, and in specifically addressing  
17 Defendants' subsequent criticism of the scope of my document production, for which I eventually  
18 provided a signed declaration. In addition, I spent approximately 20 hours assisting Plaintiffs'  
19 counsel in responding to other discovery requests, including Plaintiffs' responses to Defendants'  
20 interrogatory requests, for which I provided a signed verification.

21 6. I spent approximately 30 hours reviewing correspondence from February 2007 to  
22 the present. This includes correspondence sent to and received by Plaintiffs' counsel by and from  
23 Defendants' counsel, as well as e-mails sent to me by Plaintiffs' counsel.

24 7. I spent approximately 8 hours a day for 4 days – for a total of 32 hours – in  
25 connection with my deposition. This includes time I spent preparing for and attending my  
26 deposition. This also includes time I spent subsequently reviewing the transcript of my  
27 deposition and working with Plaintiffs' counsel to correct errors in the transcript.

28 8. Over the last 20 months, I spent approximately 5 hours a day for 5 days – for a

1 total of 25 hours – meeting with counsel in connection with this case.

2 9. Even though I was precluded from seeing any of Defendants’ confidential  
3 documents and information until May 2008, once I was allowed access to such documents, I spent  
4 approximately 180 hours reviewing them.

5 10. I spent approximately 10 hours a day for 24 days – for a total of 240 hours – in  
6 connection with the trial in this matter. This includes the time I spent attending every single day  
7 of trial (which began at 7:30 a.m.) despite my physical discomfort resulting from a back surgery,  
8 and the time I spent traveling from my home near Philadelphia to the location of the trial in San  
9 Francisco. It also includes the time I spent working with Plaintiffs’ counsel to prepare for my  
10 role as a witness.

11 11. There were many retired players who supported me in this lawsuit. Attached as  
12 Exhibit A is an article referring to the type of support I received from retired players during trial.  
13 Many retired players also congratulated me upon hearing of the verdict. However, I am aware of  
14 the tension between retired players and the National Football League Players Association  
15 (“NFLPA”), as well as the tension that existed between retired players and Gene Upshaw who, up  
16 until August 2008, was the head of both the NFLPA and Players Inc.

17 12. I had a legitimate concern that Defendants would retaliate against me because of  
18 my participation in this lawsuit. For example, I am aware that Gene Upshaw told the press in  
19 June 2007 (4 months after this lawsuit was filed) that he would break the neck of Hall of Fame  
20 guard Joe DeLamielleure, a leading advocate of retired NFL players, for questioning the modest  
21 benefits retired players receive from their union. Attached as Exhibit B is an article discussing  
22 Mr. Upshaw’s comment. In addition, I have witnessed firsthand Defendants’ aggressive behavior  
23 in response to this lawsuit, including Defendants’ counsel’s aggressive (and oppressive) behavior  
24 towards me at my deposition and the demeaning statements they made about me when opposing  
25 Plaintiffs’ motion for class certification. This behavior, combined with statements such as the  
26 one made about Mr. DeLamielleure by Mr. Upshaw, further confirmed my fear of retaliation.

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I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration was executed on November 25 2008.

Herbert A. Adderley  
Herbert Anthony Adderley