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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

BERNARD PAUL PARRISH, HERBERT)
ANTHONY ADDERLEY, and WALTER)
ROBERTS, III on behalf of themselves and all)
others similarly situated,)

Plaintiffs,

v.

Case No. C 07-00943 WHA

NATIONAL FOOTBALL LEAGUE)
PLAYERS INCORPORATED, et al.,)

Defendants

ORDER PRELIMINARILY APPROVING PROPOSED SETTLEMENT

Upon review and consideration of the Settlement Agreement dated as of June 5, 2009, and the Amendment to the Settlement Agreement dated August 4, 2009, executed on behalf of Plaintiffs and the Class (as defined) by Class Counsel, and on behalf of Defendants The National Football League Players Association (“NFLPA”) and The National Football League Players, Inc. (“Players, Inc.”) (collectively “the Defendants”) by their counsel, and the exhibits attached thereto (the “Settlement Agreement”), it is hereby **ORDERED** as follows:

PRELIMINARY APPROVAL OF SETTLEMENT

1. The terms of the Settlement Agreement are hereby preliminarily approved, subject to further consideration thereof at the Settlement Hearing provided for below. The Court finds that said settlement is sufficiently within the range of reasonableness so that notice of the proposed settlement should be given as provided in Paragraphs 2 and 3 of this Order.

1 2. Within 20 days after the date of the entry of this Order, Class Counsel shall cause
2 copies of the Notice of Proposed Settlement and Settlement Hearing, substantially in the form
3 attached as Exhibit 3 to the Notice of Motion and Motion for Preliminary Approval of
4 Settlement, to be distributed to all Class Members.

5 3. Defendants' Counsel shall cause to be published a notice on a link located in a
6 noticeable position on the front page of their website as a way of dissemination of the Notice of
7 Settlement. These publications will be carried out as soon after the date of this Order as is
8 reasonably practicable, and in all events, within 20 days of the date of this Order.

9 4. Prior to the Settlement Hearing, Class Counsel and Defendants' Counsel shall
10 serve and file a sworn statement attesting to compliance with the provisions of paragraphs 2 and
11 3 of this Order.

12 5. The actions set forth in paragraphs 2 and 3 of this Order are hereby found to be
13 reasonably calculated to provide direct notice to all Class Members and, when completed, shall
14 constitute due and sufficient notice of the proposed settlement and the Settlement Hearing to all
15 persons affected by and/or entitled to participate in the settlement, in full compliance with the
16 notice requirements of Fed. R. Civ. P. 23 and due process.

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18 **FEE AND EXPENSE PETITION AND MOTIONS FOR FINAL**
19 **APPROVAL AND APPROVAL OF PROPOSED PLAN OF ALLOCATION**

20 6. No later than thirty-five (35) days before the Settlement Hearing, Class Counsel
21 shall file a motion for final approval of the Settlement, a motion for approval of their proposed
22 plan of allocation of net settlement proceeds to the Class ("Distribution Plan"), and their final
23 application for attorneys' fees and expenses (the "Fee and Expense Petition").
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THE SETTLEMENT HEARING

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3 7. A hearing on final settlement approval (the “Settlement Hearing”) is hereby
4 scheduled to be held before the undersigned on November 19, 2009 at 2 [a.m. /
5 p.m.] in Courtroom 9, 19th Floor, United States District Court for the Northern District of
6 California, 450 Golden Gate Avenue, San Francisco 94102, to consider: (a) the fairness,
7 reasonableness and adequacy of the proposed settlement; (b) the dismissal of the Actions with
8 prejudice as to Defendants and the entry of final Judgment in the Actions; (c) whether the
9 Distribution Plan should be approved; and (d) whether an award of attorneys’ fees, costs and
10 expenses should be made to Class Counsel.
11

12 8. Any Class Member may appear at the Settlement Hearing in person or by counsel
13 and may be heard, to the extent allowed by the Court, either in support of or in opposition to the
14 fairness, reasonableness and adequacy of the proposed settlement, the dismissal of the Actions
15 with prejudice as to Defendants and the entry of Judgment, and the requested award of attorneys
16 fees and expenses; provided, however, that no person shall be heard in opposition to such
17 settlement, dismissal and/or entry of Judgment, and no papers or briefs submitted by or on behalf
18 of any such person shall be accepted or considered by the Court, unless on or before
19 October 29, 2009 [21 days prior to the Settlement Hearing], such person: (a) files with the Clerk
20 of the Court a notice of such person’s intention to appear as well as a statement that indicates the
21 basis for such person’s opposition to the proposed settlement, the dismissal of claims and/or the
22 entry of Judgment and any documentation in support of such opposition, and (b) serves copies of
23 such notice, statement and documentation, as well as any other papers or briefs that such person
24 files with the Court, either in person or by mail, upon the following counsel:
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Ronald S. Katz
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Palo Alto, CA 94304-1006
Class Counsel

David A. Barrett
Latham & Watkins LLP
555 Eleventh Street, N.W., Ste. 1000
Washington, D.C. 20004
Counsel for the Defendants

9. Responses to any objection or opposition to the proposed settlement, or other matters to be considered at the hearing, shall be filed no later than 14 days prior to the Settlement Hearing.

10. The timetable for approval of the proposed settlement is as follows:

DATE	EVENT OR ACTION REQUIRED RE SETTLEMENT
August 18, 2009 [Date of Preliminary Approval]	Court issues Order of Preliminary Approval of Settlement
September 8, 2009 [20 Days after Preliminary Approval]	Class Notice Distributed to Class Members
October 15, 2009 [35 Days before Settlement Hearing]	Class Counsel file Motion for Final Approval of the Settlement, Approval of the Distribution Plan, and Amended and Final Application for Attorneys Fees and Expenses
October 29, 2009 [21 Days before Settlement Hearing]	Class Members must File Notice of Intention to Appear at Settlement Hearing and a Statement of their Basis for any Objection to the Settlement or Distribution Plan
November 5, 2009 [14 Days before Settlement Hearing]	Responses to any Objections filed to the Settlement, Distribution Plan, or Other matters set for approval at the Settlement Hearing
November 19, 2009 [Date of Settlement Hearing]	Final Settlement Hearing will take place at 450 Golden Gate Ave., 19 th floor, before the Honorable William H. Alsup.

1 11. The date and time of the Settlement Hearing shall be set forth in the Notice but
2 shall be subject to adjournment by the Court without further notice to the Class Members other
3 than that which may be posted at the Court or on the Court's website at www.cand.uscourts.gov/.

4 **OTHER PROVISIONS**

5 12. Terms used in this Order that are defined in the Settlement Agreement are, unless
6 otherwise defined herein, used in this Order as defined in the Settlement Agreement.

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8 13. The Court approves the establishment of the Escrow Account under the
9 Settlement Agreement and retains continuing jurisdiction as to any issue that may arise in
10 connection with the formation and/or administration of the Escrow Account.

11 14. In the event that the Settlement is terminated in accordance with the provisions of
12 the Settlement Agreement, the settlement and all proceedings had in connection therewith shall
13 be null and void, except insofar as expressly provided to the contrary in the Settlement
14 Agreement, and without prejudice to the status quo ante rights of the Defendants and the Class
15 Members.
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17 15. All proceedings in the Class Action are hereby stayed until such time as the Court
18 renders a final decision regarding the approval of the Settlement and, if it approves the
19 Settlement, enters Judgment as provided in the Settlement Agreement.
20

21 **SO ORDERED:**

22 Dated: August 18 _____, 2009

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