



July 3, 2013

Mr. Kevin Demoff
Executive Vice President of Football Operations/
Chief Operating Officer
St. Louis Rams
One Rams Way
Earth City, MO 63045-1523

Re: Notice Under Section 5.1 of Annex 1 as Amended by the Second Amendment to Annex 1 of the Amended and Restated St. Louis NFL Lease ("Lease")

Dear Kevin:

I am in receipt of your letter dated May 6, 2013 regarding the above-described matter. As you know, the St. Louis Convention & Visitors Commission ("CVC") operates the Facilities under an Operating Lease with its owners, the City of St. Louis, the County of St. Louis and the State of Missouri (the "Sponsors") through the Regional Convention & Sports Complex Authority, a public body corporate and politic of the State of Missouri.

As the CVC is not the owner of the Facilities, the Sponsors have the ultimate financial responsibility for any improvements. It is my understanding that Mr. James R. Shrewsbury, Chairperson of the Regional Convention and Sports Complex Authority, by letter dated July 3, 2013, has informed you that the Sponsors have concluded "it would not be prudent to implement the Edward Jones Dome improvements suggested in the arbitrators' March 20, 2013, Final Award." Consequently, the CVC is not in a position to commit to the St. Louis Rams, LLC regarding the financing or as to otherwise implementing such improvements. (Capitalized terms not otherwise defined shall have the meanings in the Lease and Annexes, as amended.)

As also indicated by Mr. Shrewsbury's letter, the Sponsors continue to be open to dialogue and we hope you entertain this request. We remain committed to working with you as set forth in the terms of our Lease.

Sincerely,

Kathleen M. Ratcliffe
President

KMR/b

cc: James Klenk
Robert E. Wallace
James Shrewsbury
Douglas Nelson
Hon. Francis Slay
Patricia Redington
Robert O'Loughlin

St. Louis Convention & Visitors Commission

The Official Destination Marketing Organization for St. Louis City and St. Louis County

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