

INVX TUS

January 4, 2010

Delivered: Via Hand Delivery and E-Mail

John McDonald
Managing Partner
Angeles Partners, LLC
5933 West Century Boulevard
Suite 614
Los Angeles, California 90045

Re: Angeles Fields

Dear John:

Thank you very much for the opportunity to meet over these last several weeks to discuss your vision and our potential participation in Angeles Fields. I especially want to thank you, Brian and Keith for your willingness to travel down to Orange County while I've been immobilized because of my back problems.

Thank you also for your desire to have David, Craig and I involved in such a grand vision that has so much potential to help so many at a critical time when they need hope more than ever before. It is a noble endeavor that is fraught with challenges that will test the passion of the purest heart and demand all the skill of the most experienced and seasoned leader.

My most fundamental business principles clearly dictate that tying our efforts, at this time, to a single site is probably the wrong thing to do. But, I am so impressed by your passion and vision that I believe if this "long-shot" is ever going to cross the finish line, that it will be because of a leader like you.

You have provided us with significant incentive to be involved should the project be successful. It is important to emphasize, however, that the reason I, with the support of my partners, might abandon better business principles and practices is our collective gut instinct that you have the vision, passion and expertise to make this happen where others, who might seem more powerful, famous or better capitalized could not. If we do this, it is because we believe in **YOU!**

Enclosed herewith please find my attempt at a first draft of the Memorandum of Understanding setting forth the opportunity you have afforded us. I have not attempted to "negotiate" any of the terms but

only to set forth the deal that has evolved through our multiple discussions. Where there were areas that I was unsure of I attempted to set forth my best understanding. Please help me clarify any matter that may be contrary to your understanding. Hopefully, this MOU will serve as a very positive starting place as we discuss the Venture more and such potential issues as density, including an arena, the possibility of having two teams, potential office space, the sale of materials and other issues.

I have also taken the liberty of including professional resumes and background information on myself, David and Craig. In particular I have enclosed articles that may be of interest to you from *Sports Illustrated*, *the Wall Street Journal*, *Time Magazine*, *the New York Times*, *The Sports Business Journal* and other respected publications.

We understand that if you can accomplish all the things you believe you can, that this will be a great deal – for all of us. I also know you understand that, if getting an NFL team back in Southern California was easy, a premium market like Los Angeles would not have gone without one for *nearly two decades* now. A key issue is “time”! Time is of the essence. We will need to make enormous progress politically and financially in 2010. Presently, I believe the optimum time for buying an NFL team will be the third and fourth quarters of 2010. We will do everything we can to support you, and, if you accomplish what you believe you can, I am confident that we are in as good a position or better than anyone else to make it happen!

If we are privileged and are afforded the honor to compete beside you, please be confident that we compete to “win”!

I am a big fan of Teddy Roosevelt’s quote...

“It is not the critic who counts; not the man who points out how the strong man stumbles, or where the doer of deeds could have done them better. The credit belongs to the man who is actually in the arena, whose face is marred by dust and sweat and blood; who strives valiantly; who errs, who comes up short again and again, because there is no effort without error and shortcoming; but who does actually strive to do the deeds; who knows great enthusiasms, the great devotions; who spends himself in a worthy cause; who at the best knows in the end the triumph of high achievement, and who at the worst, if he fails, at least fails while daring greatly, so that his place shall never be with those cold and timid souls who neither know victory nor defeat.”

Thank you John for being that “man in the arena”. Thank you for “daring greatly”. Thank you for inviting us along for such a great adventure – win or lose!

With Great Respect,



David Baker

For INVXTUS Sports, LLC