



May 31, 2012

VIA OVERNIGHT DELIVERY ON MAY 31, 2012

Mr. Kevin Demoff
Chief Operating Officer
St. Louis Rams
One Rams Way
Earth City, MO 63045

Dear Kevin,

We have received your letter and proposal dated April 30, 2012 regarding the Rams 2012 Plans to Meet First-Tier Standard (the "Rams Proposal") submitted to the St. Louis Convention & Visitors Commission (CVC) pursuant to Section 1.3.5 of Annex 1 of the Amended and Restated St. Louis NFL Lease ("Amended Lease"). CVC rejects the Rams Proposal because it is not consistent with the parties' agreement in the Amended Lease. The Rams proposal guts and demolishes most of the current facility, eliminates significant improvements made with public money, and proposes virtually a new facility.

The Rams Proposal contemplates retaining only portions of the facades of the existing Dome. The entire east side of the facility and the seating bowl around the facility would be demolished, as would the existing concourses in all but the southwest corner. The playing field would be moved 51 feet, and the entire roof would be removed. The Rams Proposal demolishes 4/5 of the existing facility and replaces it with a new facility. The demolition and construction could take 28-36 months and would render the facility unusable during that time. The Rams Proposal not only far exceeds the scope of improvements necessary to meet the First-Tier standard in the Amended Lease it violates the letter and spirit of that lease agreement.

The Dome is a shared facility, used by both the Rams and CVC for their respective purposes. The construction proposed by the Rams would require the Rams to play their home games at another location for at least two seasons. And it would preclude CVC's use of the Dome for convention purposes and seriously hamper CVC's ability to attract and retain convention business in the adjacent convention center. This proposal, therefore, violates lease provisions that both require the Rams to play all of their home games at the Dome and prohibit the Rams from unreasonably interfering with CVC's use of the Dome for convention purposes. The proposed construction would have significant detrimental ramifications for all the St. Louis businesses that rely upon the convention industry in St. Louis.

On the other hand, CVC's proposed improvements to the Dome incorporate valuable upgrades made over the past five years, with the RAMS' input and consent, and propose further significant improvements that will upgrade the facility to the First-Tier standard set forth in the Amended Lease. Those improvements include a state of the art center hung scoreboard, natural lighting through a glass clerestory at the top of the facility, additional club seats and related amenities, upgrades to suites and club lounges, improvements to the lighting and sound systems throughout the facility, and energized public concourses with upgraded concession stands, graphics and a way finding system.

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The St. Louis Rams are very important to St. Louis. And St. Louis has a loyal and patient fan base that has embraced the Rams, in good seasons and in bad. We believe that it is in the best interest of the community and the Rams to engage in meaningful dialogue over the next two weeks. That dialogue should focus on how best to improve the current facility commensurate with the many positive changes that the Rams have made in both the team management and on the playing field. We prefer to keep the community excited about Rams football, rather than distracted by a lengthy and expensive arbitration process over competing facility plans. We strongly urge you to again review the plan that CVC submitted to you on February 1 as the framework for our discussion. Please let us know when representatives of the Rams are available to meet to work toward a practical plan that meets the needs of the Rams and the St. Louis region. We will clear our calendars to make it happen.

Sincerely,



Kathleen M. Ratcliffe
President

KMR/b

cc: James A. Klenk
Gregory R. Smith