

FORM OF MEMORANDUM OF IMPLEMENTATION AGREEMENT

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Attention: _____

(Space Above For Recorder's Use)

MEMORANDUM OF IMPLEMENTATION AGREEMENT

THIS MEMORANDUM OF IMPLEMENTATION AGREEMENT ("**Memorandum**") is made as of _____, 20__, by and between The City of Los Angeles, a municipal corporation ("**City**"), L.A. Arena Land Company, Inc., a Delaware corporation ("**ArenaLandCo**"), L.A. Convention Hall LLC, a Delaware limited liability company ("**HallCo**"), L.A. Event Center LLC, a Delaware limited liability company ("**EventCo**"), L.A. Parking Structures LLC ("**ParkingCo**", and together with ArenaLandCo, HallCo ad EventCo, the "**AEG Party**"). The City and the AEG Party have entered into that certain Implementation Agreement by and between dated _____, 20__ (the "**IA**"), and by recording this Memorandum desire to provide record notice of the IA. All capitalized terms used herein with definition shall have the meanings assigned thereto in the IA.

A. *Term.* The term of the IA ends coterminous with the expiration or early termination of the Event Center Ground Lease, the Bond Street Garage Ground Lease, the L.A. Live Way Garage Ground Lease, or the Arena Ground Lease, whichever is the last to terminate.

B. *Purpose of IA.* The purpose of the IA is to effectuate the development, construction and operation of (i) a new, state-of-the-art, exhibit hall, meeting rooms and ancillary and supporting spaces ("**New Hall**") to replace the spaces, functions, and facilities provided by the existing West Hall of the Los Angeles Convention Center ("**Convention Center**"), which is intended to be undertaken on behalf of the City by HallCo, an affiliate of Anschutz Entertainment Group, Inc., a Colorado corporation ("**AEG**"), and (ii) an event center, which will consist of a stadium sufficient to accommodate a National Football League ("**NFL**") team, concerts and other sports and entertainment uses, meeting and exhibit space ("**Event Center**"), which is intended to be undertaken by EventCo, an affiliate of AEG, two new parking structures ("**New Parking Structures**") which will provide parking for the Event Center, the Convention Center and the existing Arena (also known as the "**Staples Center**"), which are intended to be undertaken by ParkingCo, an affiliate of AEG. The construction of the New Hall is vital and in the best interests of the City to ensure the enhancement and success of the Convention Center. The development of the New Hall, Event Center and New Parking

Structures (collectively, the "Project") is intended to further the public purposes of the City by modernizing and enhancing the Convention Center, promoting development of jobs, increasing revenues to the City and securing additional entertainment, recreational and sporting facilities and opportunities within the City.

C. *Affected Parcels.* The IA affects the Event Center Site legally described on Exhibit A-1 attached hereto, the Bond Street Garage site legally described on Exhibit A-2 attached hereto, the L.A. Live Way Garage site legally described on Exhibit A-3 and the Arena Site legally described on Exhibit A-4.

D. *Termination of Existing Parking Agreement.* The IA includes the following provision, and the parties confirm their agreement to the following:

The City and ArenaLandCo entered into that certain Parking Lease (the "Existing Parking Lease") between the City, as landlord, and ArenaLandCo, as tenant, dated November 10, 2005. A Memorandum of Lease (the "Memorandum of the Existing Parking Lease") dated November 10, 2005 was recorded on November 21, 2005 as Instrument No. 05-2833324 in the Official Records of Los Angeles County, California, in order to provide record notice of the Existing Parking Lease. The City and ArenaLandCo each hereby acknowledge and agree that, effective as of the Closing, the Existing Parking Lease and the Memorandum of the Existing Parking Lease shall be deemed automatically terminated and shall have no further force or effect, without any further action or instrument required, and that by each of their respective signatures on this IA, the City and ArenaLandCo each confirms its agreement to the terms and provisions of this Section 1.7.

D. *Conflict.* In the event of any inconsistency between the terms of this Memorandum and the terms of the Lease, the Lease shall control.

[signatures on next page]

IN WITNESS WHEREOF, the parties have executed and acknowledged this Memorandum as of the day and year first above written.

CITY:

CITY OF LOS ANGELES,
a municipal corporation of
the State of California

APPROVED AS TO FORM:
CARMEN A. TRUTANICH, City Attorney

By: _____
Name: _____
Title: _____

By: _____
Senior Assistant
City Attorney

DATE: _____

ATTEST:
June Lagmay, City Clerk

By: _____
Deputy

DATE: _____

[signatures continued on next page]

HALLCO:

L.A. CONVENTION HALL LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

EVENTCO:

L.A. EVENT CENTER LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

PARKINGCO:

L.A. PARKING STRUCTURES LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

ARENALANDCO:

L.A. ARENA LAND COMPANY, INC,
a Delaware corporation

By: _____
Name: _____
Title: _____

ACKNOWLEDEMENT

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } S.S.

On _____, before me, _____, a Notary Public in and for said County and State, personally appeared, _____ who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: _____

(Notary Seal)

EXHIBIT A-1

EVENT CENTER SITE
LEGAL DESCRIPTION

See attached.

LEGAL DESCRIPTION

EVENT CENTER

That portion of Lot 1 of Tract No. 28165, in the City of Los Angeles, County of Los Angeles, State of California as shown on the map filed in Map Book 814, Pages 66 through 69, inclusive, Records of said County, lying northerly and westerly of the following described line:

Beginning at a point on the northwesterly line of said Lot 1, distant thereon South 28°31'52" West 800.07 feet from the northeasterly terminus of said northwesterly line; thence South 61°21'58" East 777.22 feet; thence North 28°38'02" East 261.42 feet; thence North 61°21'58" West 7.10 feet; thence North 28°38'02" East 123.14 feet; thence South 61°21'58" East 15.97 feet; thence North 28°38'02" East 355.54 feet; thence North 61°27'12" West 73.04 feet; thence North 28°32'48" East 84.42 feet to the northeasterly line of said Lot 1.

This Legal Description is described on the accompanying exhibit "Exhibit Map Event Center", is made a part hereof for reference purposes and was prepared as a convenience and is not intended for the use in the division and/or conveyance of land in violation of the Subdivision Map Act of the State of California.



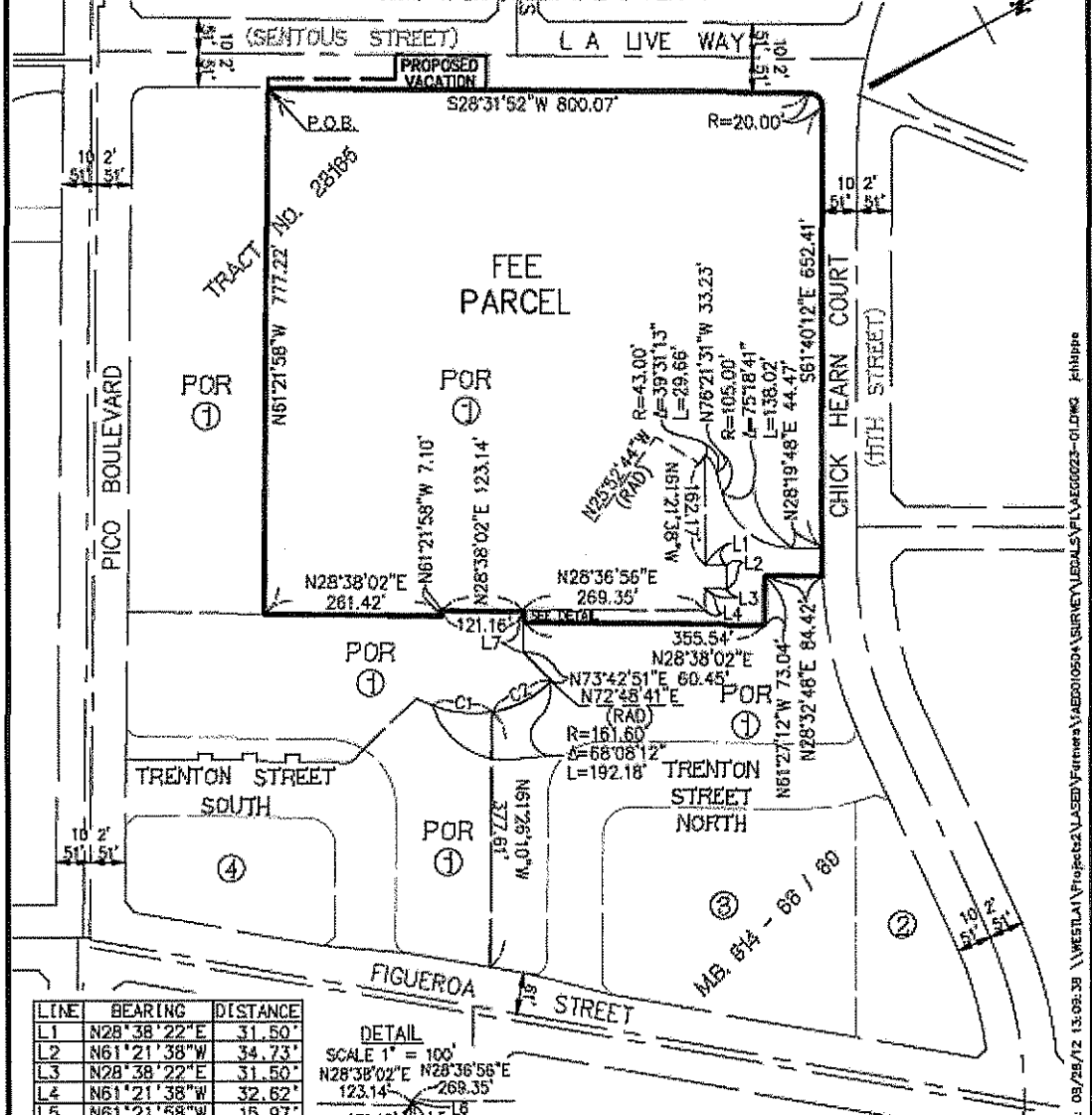
[Handwritten Signature]

John Chiappe Jr., PLS 7230
PSOMAS

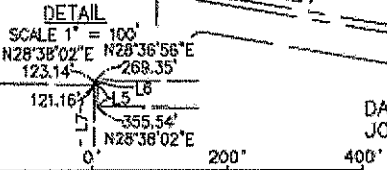
Date: 8/28/2012

EXHIBIT MAP EVENT CENTER

IN THE CITY OF LOS ANGELES
COUNTY OF LOS ANGELES, STATE OF CALIFORNIA



| LINE | BEARING | DISTANCE |
|------|-------------|----------|
| L1 | N28°38'22"E | 31.50' |
| L2 | N61°21'38"W | 34.73' |
| L3 | N28°38'22"E | 31.50' |
| L4 | N61°21'38"W | 32.62' |
| L5 | N61°21'58"W | 15.97' |
| L6 | N61°37'17"W | 3.24' |
| L7 | N61°37'17"W | 60.13' |



DATE: 08/28/12 REVISED ON:
JOB No: 1AEG010804 TASK 103

**Convention &
Event Center Project**

GRAPHIC SCALE
1" = 200'

AEG0023-01

PSOMAS
555 South Flower Street, Suite 4400
Los Angeles, CA 90071
(213)223-1460 (213)223-1444 (FAX)

Plotted: 08/28/12 13:05:39 \\WESTLAW\Projects\1AEG010804\AEG010804\AEG0023-01.DWG jhhippe

EXHIBIT A-2

BOND STREET GARAGE SITE
LEGAL DESCRIPTION

See attached.

LEGAL DESCRIPTION

BOND STREET GARAGE

Parcel 2 of Official Map No. 2, in the City of Los Angeles, County of Los Angeles, State of California as per map recorded in Book 5, Pages 38, 39 and 40, of Official Maps, Records of said County and recorded as Instrument No. 89-958587, Official Records of said County.

This Legal Description is described on the accompanying exhibit "Exhibit Map Bond Street Garage", is made a part hereof for reference purposes and was prepared as a convenience and is not intended for the use in the division and/or conveyance of land in violation of the Subdivision Map Act of the State of California.



A handwritten signature in black ink, appearing to read "John Chiappe, Jr.", written over a horizontal line.

John Chiappe, Jr., PLS 7230
PSOMAS

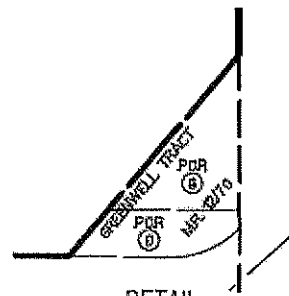
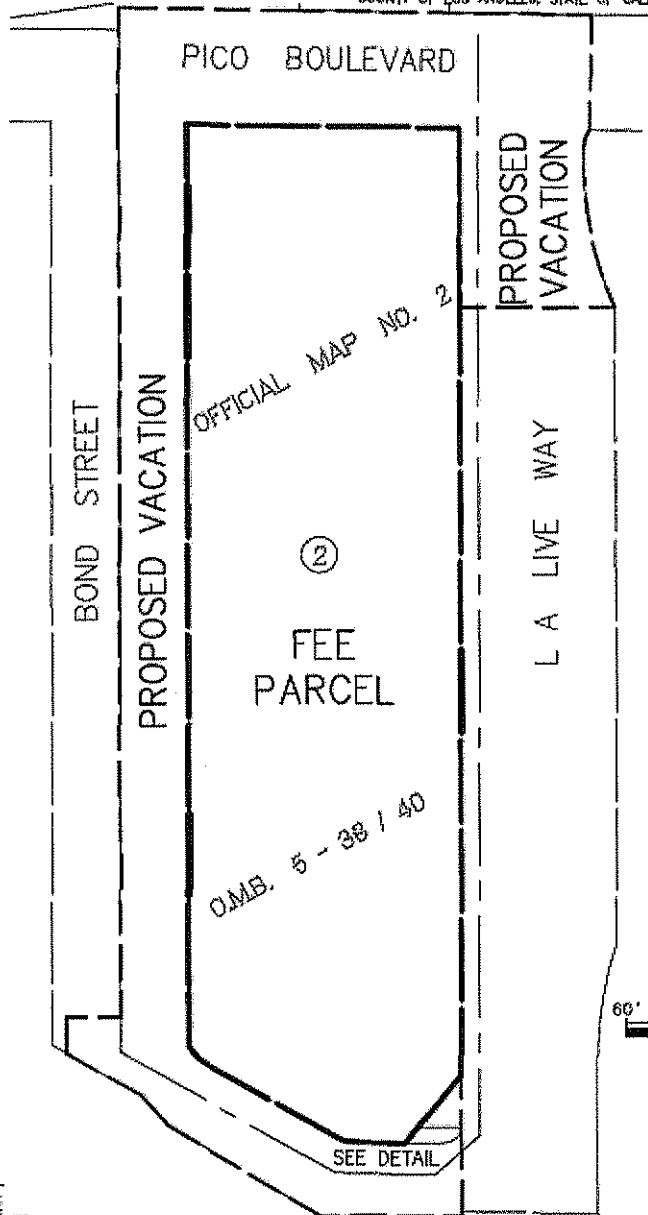
Date: 8/29/2012

SCALE: 1" = 60'

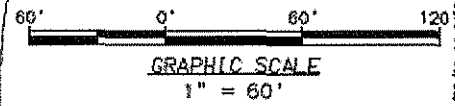
SHEET 1 OF 1 SHEET

EXHIBIT MAP BOND STREET GARAGE

IN THE CITY OF LOS ANGELES
COUNTY OF LOS ANGELES, STATE OF CALIFORNIA



DETAIL
SCALE 1" = 20'



DATE: 08/29/12 REVISED ON:
JOB No: 1AEG010604 TASK 103

**Convention & Event
Center Project**

AEG0023-05

PSOMAS
555 South Flower Street, Suite 4400
Los Angeles, CA 90071
(213)223-1400 (213)223-1444 (FAX)

Plotfile: 08/29/12 08:24:24 \\WESTLAW\Projects\AEG\Projects\AEG010604\SURVEY\LEGAL\SVL\AEG0023-05.DWG jshipp