

DATE: April 27, 2012

SUBMITTED TO: City of El Paso ("CITY")
c/o City Manager, Ms Joyce Miller

SUBMITTED BY: Top Rank, Inc. ("TOP RANK")
Las Vegas, Nevada
Mr. Bob Arum

Please allow this to serve as a Sponsorship Proposal for the City of El Paso as it pertains to the HBO World Championship Boxing event, July 16, 2012, featuring Julio Cesar Chavez, Jr. vs Andy Lee ("EVENT").

TOP RANK TO PROVIDE CITY OF EL PASO

- Top Rank agrees to place the EVENT in El Paso, Texas at the Sun Bowl
- Grant CITY exclusive LOCAL SPONSORSHIP Rights of the Live Gate event to the City of El Paso. Such rights shall be totally retained by the CITY or may be transferable to third party sponsors, so long as such sponsors do not conflict with current national sponsors -- Tecate Beer or AT&T. All sponsors appearing on camera would have to be approved by Top Rank, who's approval shall not be reasonably withheld.

LOCAL SPONSORSHIP rights shall include:

- Logo ID within the ring, including advertising on two corner pads, the ring mat and overhead lighting truss. Such identification will be highly visible throughout the world-wide television broadcast, which shall include live on HBO domestically in the United States, live in Mexico and live or delayed in other foreign countries.
 - Banner identification throughout the Sun Bowl during the EVENT, as permitted by UTEP Officials, so long as it does not cover signage of national sponsors.
 - Live mentions by Ring Announcer during the introduction of each bout on the EVENT, noting "Live from El Paso, Texas," with a 5 second tag line to follow, which can be changed up for each bout. For example, "Live from El Paso, Texas, home of the University of Texas El Paso," or "Live from El Paso, Texas, All American City, voted the safest City in the United States."
 - Top Rank to make best efforts to have HBO showcase El Paso by showing video beauty shots within the broadcast. CITY may provide such DAY & NIGHT TIME beauty shots to HBO. It will be up to the digression of HBO producers as to which footage to use, if any. It may also be that they shoot additional footage for use.
- EVENT Entertainment
 - Opportunity to use Sun Bowl field space (as approved by UTEP) to host VIP Reception during EVENT (beginning with public doors opening). Additionally, use of Captains Club (capacity 300) at the Sun Bowl on the Press Box side of Stadium, for Reception use. Any cost for decorating, security, catering shall be CITY expense.

- Twenty Five Thousand Dollars (\$25,000) value in tickets to the event for use in Sponsor packages, or for CITY use as they choose.

CITY OF EL PASO TO PROVIDE TOP RANK

- Financial assistance of \$150,000 towards TOP RANK expenses of the live gate EVENT
- Sponsorship Fee of \$350,000, as the exclusive sponsor of the live gate EVENT
- Best efforts to assist in the marketing of the event, but with no financial commitment for such marketing.

FINANCIAL CONSIDERATION FOR CITY OF EL PASO

- Once event net ticket sales (gross sales, less 3% state tax) have reached \$2 million, CITY shall receive the next \$150,000 of tickets sales, providing an opportunity to recover their \$150,000 payment to Top Rank towards expenses.
- Opportunity to recover sponsorship fee through sub-licensing of local sponsorships.