

1 RUTAN & TUCKER, LLP  
MICHAEL RUBIN (State Bar No. 62588)  
2 TODD LITFIN (State Bar No. 181152)  
ANDREW AINSWORTH (State Bar No. 216044)  
3 611 Anton Boulevard, Fourteenth Floor  
Costa Mesa, California 92626-1931  
4 Telephone: 714-641-5100  
Facsimile: 714-546-9035

5 JACK L. WHITE (State Bar No. 46149)  
6 City Attorney, City of Anaheim  
200 S. Anaheim Boulevard, Suite 356  
7 Anaheim, CA 92805  
Telephone: 714-765-5169  
8 Facsimile: 714-765-5123

9 Attorneys for Plaintiff  
CITY OF ANAHEIM

10 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
11 FOR THE COUNTY OF ORANGE, CENTRAL JUSTICE CENTER  
12

13 CITY OF ANAHEIM, a charter city and  
14 municipal corporation,

15 Plaintiff,

16 vs.

17 ANGELS BASEBALL, L.P., a California  
limited partnership; and DOES 1 through 100,  
18 inclusive,

19 Defendants.  
20  
21

Case No.: 05CC01902

Judge: Hon. Peter J. Polos  
Dept.: C26

**DECLARATIONS OF:**

- (1) JAMES RUTH,
- (2) JAMES DOTI,
- (3) GREG SMITH,
- (4) DAVE MORGAN, AND
- (5) TOM DALY

**AND EXHIBITS IN SUPPORT OF  
PLAINTIFF'S EX PARTE APPLICATION  
FOR ORDER TO SHOW CAUSE AND  
TEMPORARY RESTRAINING ORDER**

Ex Parte Hearing

Date: Jan. 7, 2005  
Time: 9:00 a.m.  
Dept.: C26

Action Filed: Jan. 5, 2005  
Trial Date: None Set

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

Plaintiff City of Anaheim submits the attached declarations in support of its *Ex Parte*  
Application for Order to Show Cause and Temporary Restraining Order:

Declaration of James D. Ruth . . . . . Tab 1  
Declaration of James Doti . . . . . Tab 2  
Declaration of Greg Smith . . . . . Tab 3  
Declaration of Dave Morgan . . . . . Tab 4  
Declaration of Tom Daly . . . . . Tab 5  
Marty Sewell E-Mail re Name Change to "Los Angeles Angels of Anaheim" . . . Exhibit A  
Amended and Restated Lease Agreement of 5/15/96 . . . . . Exhibit B  
Dave Morgan Letter to Arte Moreno, 9/11/03 . . . . . Exhibit C  
Dave Morgan Letter to Dennis Kuhl re Request for Assurances, 11/16/04 . . . . . Exhibit D  
Dave Morgan Letter to Dennis Kuhl re Question about Name Use, 11/16/04 . . . . . Exhibit E  
Dave Morgan Letter to Dennis Kuhl re Elimination of Anaheim, 12/17/04 . . . . . Exhibit F

Dated: January 6, 2005

RUTAN & TUCKER, LLP  
MICHAEL RUBIN  
TODD LITFIN  
ANDREW AINSWORTH

By: Michael Rubin  
Michael Rubin  
Attorneys for Plaintiff  
CITY OF ANAHEIM



DECLARATION OF JAMES D. RUTH

I, James D. Ruth, declare as follows:

1. I was the City Manager of the City of Anaheim for 12 years from 1989 through December 2001 as part of my 23 years of public service as an employee of the City of Anaheim. As its City Manager, I was the principal negotiator for the City of Anaheim in negotiating what became the May 15, 1996 Lease Agreement between the City of Anaheim and what was then the California Angels L.P. (later changed to Anaheim Angels , LP). As such I have personal knowledge of the facts set forth in this declaration, and if called to testify, could competently testify to these facts.

2. One of the most significant benefits of the 1996 lease agreement for the City of Anaheim was the change in the name of the baseball team from the California Angels to the Anaheim Angels. This was done in implementation of § 11(f) of the Lease Agreement entitled "Team Name" which states: "Tenant will change the name of the Team to include the name 'Anaheim' therein, such change to be effective no later than the commencement of the 1997 Season."

3. The importance to the City of Anaheim of this change in the team name was discussed with the principal negotiators for the team, the representatives of Disney Baseball Enterprises, Inc. (an affiliate of the Walt Disney Company). Disney Baseball Enterprises Inc. ("Disney"), which later changed its name to Anaheim Angels Baseball Club, Inc., signed the lease on behalf of The California Angels, L.P. and was the managing partner of that entity. The principal negotiators for Disney were Tony Tavares, President of Disney Baseball Enterprises, Inc. and Sandy Litvak, Disney's legal counsel. The principal negotiators for the City of Anaheim were myself and the Mayor, Tom Daly. We discussed with these Disney representatives the fact that as a world wide tourism, convention, sports and entertainment center, it was extremely important for the City of Anaheim to achieve agreement to have Anaheim identified with the team and to have the world wide exposure that this identity would provide to the City. Disney was supportive of this objective of the City of Anaheim and even before the Lease Agreement was signed, announced publicly that the team name would be changed from the California Angels to the

1 Anaheim Angels.

2           4.       We discussed that the new name of the team would be used and given the type of  
3 exposure that the former California Angels name had been given. Tony Tavares, on a number of  
4 occasions, during the give and take of the negotiations, stated that the City would be receiving a  
5 very significant benefit through the exposure and identification with the team that would come  
6 with the name change. At some point in the negotiations, the City asked that the provision in the  
7 lease agreement simply read that the team name will be changed to Anaheim Angels beginning  
8 with the 1997 season. Tony Tavares indicated that the name would be changed to Anaheim  
9 Angels, however, a future owner may want to change the nickname to something other than the  
10 Angels and the current wording to include Anaheim in the team name would give flexibility to  
11 make such a change in the nickname. We never contemplated the possibility that the owner might  
12 call the team the Los Angeles Angels of Anaheim. Every major league baseball team has a City or  
13 State name as part of the team name before its nickname. There are no teams that have more than  
14 one such City or State designation as part of its team name. We never discussed or even  
15 contemplated having two geographic designations in the team name, as this would seem  
16 nonsensical to even discuss, and totally contrary to the intent of identifying Anaheim with the  
17 team. Even more nonsensical would have been discussion of putting in the team name the  
18 designation of a City in another County where the team was not located.

19           5.       The change in the name of the team from the California Angels to the Anaheim  
20 Angels was extremely important to the City Council and to the City staff because Anaheim is a  
21 world wide tourism, convention, sports and entertainment center and derives the greatest portion  
22 of its general funds from hotel occupancy taxes, funds that are driven by the tourism, convention,  
23 sports, and entertainment industries. Disneyland is, of course, located within the City of Anaheim.  
24 Anaheim owns and operates the Anaheim Convention Center, one of the largest convention  
25 centers in the United States. Anaheim is the home of the Mighty Ducks of Anaheim, a  
26 professional National Hockey League team, which plays its home games in an arena owned by the  
27 City of Anaheim, and which arena also hosts numerous other events, concerts, and entertainment  
28 activities. The success of these venues is, in part, dependent upon the national and international

1 reputation and name recognition of the City in the tourism, convention, sports and entertainment  
2 industry. During the time I was City Manager, I participated in the launching of the Anaheim  
3 Resort district, a \$510 million beautification and revitalization project to create a world class  
4 identity for Anaheim as a tourist destination center. The change of the name of the California  
5 Angels to the Anaheim Angels was part of the same concept for the branding of "Anaheim" as  
6 was the Anaheim Resort district, in our effort to maximize our exposure and identity on a national  
7 and international basis. We expected that the Anaheim Angels name would provide us the same  
8 kind of identification around the country as the New York Yankees provided New York and the  
9 Pittsburgh Pirates provided Pittsburgh and the St. Louis Cardinals provided St. Louis and the  
10 Boston Red Sox provided Boston, among many other cities whose names have become identified  
11 with major league baseball teams.

12         6. After the lease was signed, Disney implemented the agreement in conformity with  
13 the intent that was manifested during the negotiations to provide the City of Anaheim with the  
14 name recognition that was brought through the close identification of Anaheim with the Angels.  
15 At the press conference in mid-1996, announcing the deal between the City and Disney, it was  
16 publicly stated by the Mayor Tom Daly, with the Disney representatives on the podium with him  
17 at City Hall, that the team that was called California Angels for the last 30 years would from now  
18 on be called the Anaheim Angels. Disney's implementation of the intent of the parties was also  
19 accomplished by its publicizing the name Anaheim Angels prominently in its marketing of the  
20 team, its printing of the Anaheim Angels name on tickets, media guides, team photos,  
21 merchandise, public announcements, public broadcasting of games, team web site, and in 2002 it  
22 even went beyond the usage made of the California Angels name prior to 1997 by putting the  
23 Anaheim Angels name on the player's road uniforms.

24         7. The approval of the 1996 Lease Agreement was not a foregone conclusion but was  
25 a highly controversial and debated issue at the City Council level. Ultimately the Lease  
26 Agreement was approved by the City Council by a 3-2 vote. It is highly unlikely that the Lease  
27 Agreement would have been approved without the commitment of the team to change its name to  
28 the Anaheim Angels.

1           8.       The 1996 Lease Agreement was a modification of the existing lease between the  
2 City of Anaheim and the baseball team. Under the existing lease, the baseball team had the right  
3 to terminate the lease at the end of 2001, though the lease term included options that ran through  
4 2031. The 1996 Lease Agreement runs through December 2029 subject to the team's right to  
5 terminate the lease in October 2016. The 1996 Lease Agreement provided for the existing stadium  
6 to be renovated at an estimated cost of \$100 million. Under the 1996 Lease Agreement, the City  
7 agreed to put up \$20 million of its own funds towards the stadium renovations as well as assign to  
8 the team the right to revenues from outdoor advertising signs owned by the City on the stadium  
9 premises, which was valued at \$10 million. The City, which previously operated the stadium and  
10 kept the revenues from all events other than baseball games, turned the year-round control and  
11 operation of the stadium over to the team and gave the team the revenues from all events held in  
12 the stadium. The City also agreed that it would be responsible for the existing debt of  
13 approximately \$9.3 million owed on the stadium. The City agreed that it would not share in ticket  
14 revenues from Anaheim Angel games at the Stadium, except for tickets sold in excess of 2.6  
15 million, a figure that had not been achieved during the prior five years to 1996. The City agreed to  
16 relinquish to the team nearly all of its share of parking revenues and all revenues from food and  
17 beverage sales and all revenues from stadium advertising. Beyond these revenues, no rent would  
18 be paid to the City by the team for the use of the stadium during the term of the Lease Agreement.

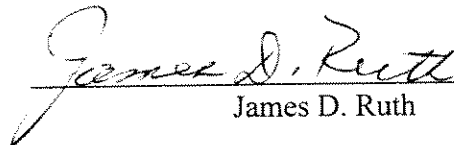
19           9.       What the City principally got in return for these substantial economic concessions,  
20 was the agreement that the team would play its home games at the stadium for the extended term  
21 of the Lease, the team's participation in the cost of the stadium renovations, and the prominence  
22 and identity that it would receive nationwide through the use of the name Anaheim Angels and the  
23 association of Anaheim with the major league baseball team.

24           10.       The economic harm that would result from a change in the name from Anaheim  
25 Angels to Los Angeles Angels of Anaheim would be extremely significant, beyond calculation.  
26 The value to the City of the exposure created by the Anaheim Angels name is much greater than  
27 the value companies receive as the sponsor of various athletes for which companies pay tens of  
28 millions of dollars. That type of sponsorship provides only a fraction of the exposure that

1 Anaheim receives from the use of the Anaheim Angels name. It was this value that the City felt  
2 was so important when it negotiated and approved the 1996 Lease Agreement. It would undercut  
3 the whole purpose of the name change if Los Angeles were the name identified with the team by  
4 calling the team the Los Angeles Angels of Anaheim. I would have never recommended approval  
5 of the 1996 Lease Agreement nor would the City Council ever have approved it, if the name were  
6 to be changed to the Los Angeles Angels of Anaheim.

7 Executed in Orange County, California on January 5, 2005.

8 I declare under penalty of perjury under the laws of the State of California that the  
9 foregoing is true and correct.

10  
11   
12 James D. Ruth

13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28



DECLARATION OF Dr. JAMES DOTI

I, Dr. James Doti, declare as follows:

1. I am the President of Chapman University as well as a Professor of Economics at the University. I have a Ph.D. in Economics from the University of Chicago. I was appointed Professor in 1974 and appointed President of Chapman University in 1991. I founded the Anderson Center for Economic Research at Chapman University and, before becoming President of Chapman University, I served as dean of the George L. Argyros School of Business & Economics. I hold the Donald Bren Distinguished Chair of Business and Economics. I have taught and written textbooks on business and economics. I have personal knowledge of the facts set forth in this declaration and if called to testify, would competently testify to these facts.

2. Each year I, and Esmael Adibi of Chapman University present the Chapman University Economic Forecast for the United States, California and Orange County economies. In 2004 the presentation of the forecast was attended by over 1,000 business leaders in Orange County. The forecast projects how the economy and various economic sectors will grow or diminish in the coming year, based upon our economic models and our understanding of the economy. This economic forecast is widely cited and relied upon by business and industry.

3. In 1996 I participated as a facilitator or mediator in negotiations for the May 15, 1996 Lease Agreement between the Disney Company (which had a contract to purchase a managing interest in the then California Angels from the Autrys) and the City of Anaheim. The 1996 Lease Agreement included an extension of the term of the existing lease between the baseball team and the City and an agreement to renovate and modernize the stadium, at an estimated cost of over \$100 million. Disney's contract to purchase the interest in the baseball team from the Autrys was conditioned upon reaching a satisfactory agreement with the City for the extension of the lease and the renovation of the stadium. I volunteered my services as mediator because the negotiations between the City and Disney had broken down and it appeared that the entire purchase by Disney would be abandoned due to the breakdown in negotiations with the City.

4. I invited the key negotiators for the parties to use the facilities at Chapman

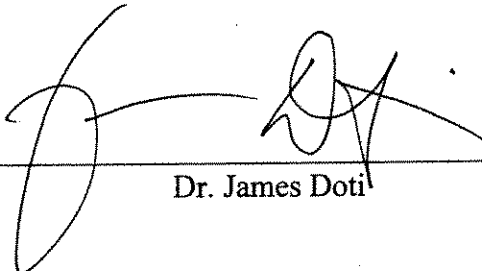
1 University to meet and make a renewed attempt to reach an agreement. A number of meetings  
2 took place on Campus over a two week period in the Moses Conference Room. The final meeting  
3 took place on Friday, March 29, 1996 and was attended by myself, as a facilitator, Jim Ruth and  
4 Tom Daly for the City of Anaheim and Tony Tavares and Sandy Litvak for the baseball team. An  
5 agreement on deal points was reached by the negotiators to recommend to the City Council at that  
6 meeting and, at the end of the meeting, the parties shook hands on what they had negotiated.

7 5. During this meeting, the benefits that each of the parties would receive and enjoy  
8 under the proposed agreement were summarized and stressed, with the object of bringing the  
9 parties to final agreement. One of the key benefits to the City of Anaheim that was stressed was  
10 the fact that the name of the team would be changed from the California Angels to the Anaheim  
11 Angels and that the City would have the benefit of the nationwide exposure and publicity this  
12 would bring to Anaheim, something that was particularly important given its position as a  
13 destination center for tourism, conventions, sports and entertainment. The City representatives  
14 made it clear that this identity of the City name with the team was an extremely important aspect  
15 of the deal.

16 6. As an economist, I am familiar with the benefits to Anaheim from the nationwide  
17 exposure of the Anaheim Angels name. It provides a powerful symbol throughout the nation of  
18 Anaheim's identity as a destination for tourism, conventions, sports and entertainment. While it  
19 would be extremely difficult to place a price tag on it, the value of this exposure and identity to  
20 Anaheim is highly significant.

21 Executed in Orange County, California on January 5, 2005

22 I declare under penalty of perjury under the laws of the State of California that the  
23 foregoing is true and correct.

24   
25 \_\_\_\_\_  
26 Dr. James Doti  
27  
28



DECLARATION OF GREG SMITH

I, Greg Smith, declare as follows:

1. I have been employed by the City of Anaheim since April 1972, and my current position is the Executive Director of the Convention Center, Sports & Entertainment Department, which position I have held since July 1995. From January 1988 to October 1996, I was also the General Manager of Anaheim Stadium. This position ended in 1996 when the operation of the Stadium was transferred to the Anaheim Angels pursuant to the provisions of the May 15, 1996, Lease Agreement between the City of Anaheim and the baseball team. I was part of the City's team for the negotiation of the 1996 Lease Agreement. I have personal knowledge of the facts set forth in this declaration, and if called to testify, could competently testify to these facts.

2. My current duties include serving at the City of Anaheim's contract administrator for Angels Stadium of Anaheim. My prior duties as General Manager of Anaheim Stadium included management oversight of all day-to-day operations of the stadium, including all staffing, marketing and booking, event coordination, and serving as the City's liaison between all tenants, including the Anaheim Angels baseball team. Based upon my ongoing involvement with the Anaheim Angels, I have a familiarity with the historical usage of the baseball team name over the years in the many different mediums utilized by the team. These mediums include, but are not limited to: season tickets, parking passes, game schedules, calendars, media guides, team website, billboards, press releases, newspaper, television and radio advertising, other forms of advertising and publicity, game broadcasting, souvenirs, merchandising, team stationery, printed checks, uniforms and other mediums.

3. After Disney purchased the managing interest in the baseball team in 1996 and entered into the May 15, 1996, Lease Agreement with the City of Anaheim, it changed the name of the baseball team from the California Angels to the Anaheim Angels pursuant to the provision in Section 11(f) of the lease. Thereafter, Disney implemented the name change by using the Anaheim Angels name in much the same way as the California Angels name had previously been used by the team or by expanding that use. During Disney's ownership, the Anaheim Angels name was used by the team on season tickets, parking passes, game schedules, calendars, media

1 guides, the team website, billboards, press releases, newspaper, television and radio advertising,  
2 publicity, play-by-play broadcasting, souvenirs, merchandise, team stationery, printed checks and  
3 other mediums as a matter of routine. In 2002, the team even put the Anaheim Angels name on  
4 the player's road jerseys, something that had not been the practice prior to Disney's ownership.

5 4. I had a close working relationship with Kevin Uhlich, who was the Vice President  
6 of Baseball Operations for the baseball team both before Disney purchased the managing interest  
7 in the team and throughout Disney's ownership. As the Vice President of Baseball Operations,  
8 Kevin Uhlich was the principal liaison on behalf of the Anaheim Angels with the City on day-to-  
9 day operations. After Disney's purchase, Kevin Uhlich helped implement the name change to the  
10 Anaheim Angels through the usage of the Anaheim Angels name in various mediums. On a  
11 number of occasions, we discussed the importance to the City to have the Anaheim name closely  
12 identified with the Angels and to benefit from the nationwide publicity given to Anaheim through  
13 the usage of the Anaheim Angels name. Mr. Uhlich reflected his understanding of the importance  
14 of this to the City when he arranged for a special unveiling to the Anaheim City Manager, Jim  
15 Ruth, of the 2002 team road jerseys bearing the Anaheim Angels name.

16 5. Disney sold the baseball team to an entity principally owned by Mr. Arturo Moreno  
17 in 2003 during the course of the baseball season. Not long after the change in ownership, I had a  
18 discussion with Mr. Uhlich wherein he said that the new management was concerned about having  
19 Anaheim in the team name and what did I think about changing the name. I told him that this  
20 would never fly with the City. He did not bring up the subject again. Mr. Uhlich was terminated  
21 by the new ownership of the team in October of 2003. Mr. Uhlich has informed me that while he  
22 worked for the team, he received instructions from Mr. Moreno to eliminate the name Anaheim  
23 from everything bearing the Angels name in the future. Beginning with the 2004 baseball season,  
24 the baseball team did just that. Anaheim was systematically eliminated from the team name in  
25 virtually every medium where the team name is used. This included, among other things, the  
26 following:

- 27 (1) Team Website:  
28 (a) Under Disney, the team website referenced Anaheim Angels extensively.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

- (b) Now, "Anaheim Angels" is almost impossible to find on the team's website. Virtually every other team's website states the full team name on the top of each team web page, the Anaheim Angels website states: "The Official Site of the Angels."
- (2) Tickets (including season tickets packaging):
  - (a) Under Disney, tickets/ticket packaging read "Anaheim Angels."
  - (b) Now the tickets/ticket packaging state "Angels," "Angels Baseball" or "A" [for playoff tickets].
  - (c) The 2004 tickets to home games state that "The holder of this ticket ... is granted a revocable personal license by Angels Baseball, LP ('the Angels')" and makes no mention of "Anaheim Angels".
- (3) Checks:
  - (a) Under Disney, checks were issued to the City that showed the name of the company as "Anaheim Angels L.P."
  - (b) Checks from the baseball team to the City now show the name "Angels Baseball L.P."
- (4) Stationery:
  - (a) Under Disney, stationery was used that read: "Anaheim Angels," or "Anaheim Angels Baseball Club, Inc."
  - (b) Now the stationery reads: "Angels Baseball" or "A."
- (5) Team photographs:
  - (a) Under Disney, team photographs were typically entitled "Anaheim Angels."
  - (b) The 2004 team photograph is entitled "Angels Baseball."
- (6) Parking passes:
  - (a) Under Disney, parking passes read "Anaheim Angels."
  - (b) Now, parking passes read "A."
- (7) Invoices:
  - (a) Under Disney, invoices read "Anaheim Angels" or "Anaheim Angels Baseball Club, Inc."
  - (b) Now, invoices read "A."
- (8) Calendars (pocket and wall):
  - (a) Under Disney, calendars were issued that read "Anaheim Angels."
  - (b) Now, calendars read "Angels Baseball."
- (9) Media Guides:
  - (a) Under Disney, media guides referred to "Anaheim Angels."
  - (b) The team's 2004 regular season media guide reads "Angels Baseball," "A" and "The A Team!" on the cover and spine without reference to the Anaheim Angels.
- (10) Merchandise:
  - (a) Under Disney, it was typical for team merchandise sold in the stadium store to bear the "Anaheim Angels" name.
  - (b) Now, Anaheim has been eliminated from virtually all merchandise sold in the team store.
- (11) Public Address Announcements
  - (a) Under Disney, the introduction of the team was "Your Anaheim Angels." In 2004, the introduction of the team was "Your A Team."
- (12) Uniforms:
  - (a) The players' road jerseys, which Disney changed in 2002 to say "Anaheim Angels," were changed in 2004 by new ownership to say "Angels."

6. The identification of Anaheim with the Angels baseball team is of immense importance and value to the City of Anaheim because Anaheim is a world-wide tourism,

1 convention, sports and entertainment center. The City's principal source of general funds is from  
2 hotel occupancy taxes, amounting to approximately \$63.3 million in the City's 2004 budget. The  
3 Anaheim Convention Center is the tenth largest in the United States and over one million visitors  
4 attended events at the Anaheim Convention Center in 2004. The City of Anaheim has continually  
5 renovated, improved and expanded the Anaheim Convention Center over the years, with the most  
6 recent such renovation completed in January 2001 at a cost of \$177,000,000. The City of  
7 Anaheim is the home of both the original Disneyland and Disneyland's California Adventure,  
8 which was opened in February 2001. Anaheim owns and operates a world-class arena, which is  
9 the home of the Mighty Ducks of Anaheim, a professional National Hockey League team. In  
10 addition to the home hockey games, the arena hosted approximately 154 events in 2004 including  
11 concerts, Ringling Brothers Circus and other entertainment activities, serving over one million  
12 paid customers annually. The City of Anaheim's commitment to branding and identifying  
13 Anaheim as a destination center is exemplified by its expending approximately \$510 million  
14 authorized in 1997 on a beautification and revitalization project for the 1000 acres area including  
15 the Convention Center and Disneyland that it has denominated as the Anaheim Resort district.  
16 The City has similarly created a Sportstown district for the area that includes the Stadium and  
17 Arena. All of these initiatives and projects undertaken by the City of Anaheim underscore the  
18 City's commitment to establish and promote a world-class identity for Anaheim as a destination  
19 center serving tourism, conventions, sports and entertainment. The national and international  
20 publicity given to the City by the identification of the Anaheim name with the Angels major  
21 league baseball team was a strategic move by the City to gain increased exposure and prominence  
22 in these sectors.

23         7.         The marketing of Orange County generally, and Anaheim specifically, as a tourism  
24 and convention center is the principal purpose of the Anaheim/Orange County Visitors and  
25 Convention Bureau, a non-profit entity that was formed in approximately 1965 for this purpose.  
26 The Visitors and Convention Bureau consists of members that represent individual businesses that  
27 are intimately associated with the tourism and convention industry. I am a member of the  
28 Executive Board of the Visitors and Convention Bureau, which is officed at the Anaheim

1 Convention Center. The Bureau spends \$7.2 million annually to promote tourism and convention  
2 business in Orange County generally and Anaheim specifically. The City of Anaheim is  
3 contributing approximately \$5.4 million to the Visitors and Convention Bureau for fiscal 2004-  
4 2005. This commitment to promotion of conventions and tourism underscores the importance the  
5 Anaheim Angels name as a means of identifying and marketing the area as a tourism, convention,  
6 sports and entertainment center.

7         8.       The changing of the name of the baseball team from the California Angels to the  
8 Anaheim Angels was one of the principal benefits that the City obtained under the 1996 Lease  
9 Agreement. Other principal benefits included the commitment that the baseball team would play  
10 its home games at the Stadium for the extended term of the Lease and the team's participation in  
11 the cost of the stadium renovations. The 1996 Lease Agreement was a modification of the  
12 existing lease between the City of Anaheim and the baseball team. Under the existing lease, the  
13 baseball team had the right to terminate the lease at the end of 2001, though the lease term  
14 provided for team options that ran through 2031. The 1996 Lease Agreement runs through  
15 December 2029 subject to the team's right to terminate the lease in October 2016. The 1996  
16 Lease Agreement provided for the existing stadium to be renovated at an estimated cost of \$100  
17 million. Under the 1996 Lease Agreement, the City agreed to put up \$20 million of its own funds  
18 towards the stadium renovations as well as assign to the team the right to revenues from outdoor  
19 advertising signs owned by the City on the Stadium premises, which was valued at \$10 million.  
20 The team was responsible for the remainder of the renovation expenses.

21         9.       In addition to the \$30 million commitment towards the stadium renovations, the  
22 City made numerous other economic concessions to the baseball team under the 1996 Lease  
23 Agreement. The City, which previously operated the Stadium and kept 100% of the revenues  
24 from all events other than baseball games, turned the year-round control and operation of the  
25 stadium over to the team and gave the team the revenues from all events held in the stadium. The  
26 City also agreed that it would remain responsible for the existing \$9.3 million debt owed on the  
27 stadium. The City agreed that it would not share in ticket revenues from Anaheim Angel games at  
28 the Stadium, except for tickets sold in excess of 2.6 million, a figure that had not been achieved

1 during the prior five years to 1996. The City agreed to relinquish to the baseball team nearly all of  
2 its share of parking revenues and all revenues from food and beverage sales and all revenues from  
3 in stadium advertising. Aside from this, the City agreed that the baseball team would have the use  
4 of the stadium, rent free for the term of the lease. Because of the substantial economic  
5 concessions required under the 1996 Lease Agreement, and the transfer to the team of revenues  
6 that the City previously enjoyed, two of the five council members voted to reject the lease, and the  
7 lease was approved by a narrow 3-2 vote.

8       10.     The City of Anaheim will lose the national and international exposure and  
9 prominence it bargained for under the 1996 Lease Agreement if the team name is allowed to be  
10 changed to the Los Angeles Angels of Anaheim. I am familiar with the practice of the media in  
11 the use of team names and the custom and practice of the media would be to shorten the name to  
12 the Los Angeles Angels. Since the new ownership implemented a program to systematically  
13 eliminate Anaheim from use in the team name for the 2004 baseball season, it can be assumed that  
14 little effort will be made to protect the tail of the name where "of Anaheim" has been consigned,  
15 overshadowed by the City of Los Angeles which has been placed front and center.

16       The dropping "of Anaheim" from usage in the new name, Los Angeles Angels of Anaheim  
17 has already been implemented by team management. Attached as Exhibit "A" is a true and correct  
18 copy of an electronic mail transmission that emanated from Marty Sewell, the Media Relations  
19 Representative for the baseball team. The e-mail was sent to representatives of major league  
20 baseball teams throughout the country on January 3, 2005, and advises them as follows:

21       "Pleased be advised that our name has now been changed from Anaheim Angels  
22 to Los Angeles Angels of Anaheim, effective today. When scheduling, please use  
23 LA in place of ANA, and if you should play against both us and the Dodgers, we  
24 would [be] characterized by LAA."

25       Accordingly, the designation for the location of the team's home games on schedules  
26 throughout the country will no longer refer to ANA (for Anaheim) but will refer to LA (Los  
27 Angeles). This means in television newscasts, for example, all line scores will be reported as LA  
28 (Los Angeles) instead of as ANA (Anaheim). It also means that scoreboards in other major

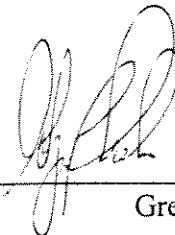
1 league stadiums throughout the country will list the scores of Angel games as LA instead of ANA.

2 11. The City of Anaheim first received notice that the baseball team had changed its  
3 name to the Los Angeles Angels of Anaheim when it received a copy of the press release issued  
4 by the baseball team to that effect on January 3, 2005. Up until that time, representatives of the  
5 baseball team had consistently taken the position that no decision had been made to change the  
6 name of the team, that the team had done nothing other than explore hypothetical marketing  
7 strategies.

8 12. As the City of Anaheim's principal liaison with the operational personnel of the  
9 baseball team, I have become generally familiar with the timing requirements relating to printing  
10 of season tickets, schedules, promotional materials and ordering of merchandise for seasonal sales.  
11 The baseball season begins in April and these types of items must be ordered well before the  
12 baseball season begins in order to have them ready and distributed for the beginning of the  
13 baseball season. If a restraining order is not issued quickly to prevent the baseball team from  
14 implementing its announced name change to the Los Angeles Angels of Anaheim, then it will  
15 soon be too late to stop the printing of season tickets, schedules, promotional materials and  
16 merchandise that bear the Los Angeles Angels name instead of the Anaheim Angels name.

17 Executed in Orange County, California on January 5, 2005.

18 I declare under penalty of perjury under the laws of the State of California that the  
19 foregoing is true and correct.



20  
21  
22 Greg Smith  
23  
24  
25  
26  
27  
28



1                   DECLARATION OF ANAHEIM CITY MANAGER DAVID M. MORGAN

2           I, David M. Morgan, declare as follows:

3           1.       I am the City Manager of the City of Anaheim and have served in that position at  
4 all times since December 1, 2001. From January 1992 to December 1, 2001, I was the Assistant  
5 City Manager of the City of Anaheim under then current City Manager, Jim Ruth. I have personal  
6 knowledge of the facts set forth in this declaration and, if called to testify, could competently  
7 testify to these facts.

8           2.       I participated as part of the City's team for the negotiation with the Disney  
9 Company of the May 15, 1996 Lease Agreement. Attached hereto as Exhibit "B" is a true and  
10 correct copy of the May 15, 1996 Lease Agreement. One of the most significant benefits of the  
11 1996 Lease Agreement for the City of Anaheim was the change in the name of the baseball team  
12 from the California Angels to the Anaheim Angels. This was done in implementation of Section  
13 11(f) of the Lease Agreement entitled "Team Name" which states: "Tenant will change the name  
14 of the Team to include the name 'Anaheim' therein, such change to be effective no later than the  
15 commencement of the 1997 Season."

16           3.       The identification of Anaheim with the Angels baseball team is of extreme  
17 importance and value to the City of Anaheim because Anaheim is a world-wide tourism,  
18 convention, sports and entertainment center. The City's principal source of general funds is from  
19 hotel occupancy taxes, amounting to approximately \$63.3 million in the City's 2004 budget. The  
20 Anaheim Convention Center is the tenth largest in the United States and 1,000,000 visitors  
21 attended events at the Anaheim Convention Center in 2004. The City of Anaheim has continually  
22 renovated, improved and expanded the Anaheim Convention Center over the years, with the most  
23 recent such renovation completed in January 2001 at a cost of \$177,000,000. The City of  
24 Anaheim is the home of both the original Disneyland and Disneyland's California Adventure,  
25 which was opened in February 2001. Anaheim owns and operates a world-class arena, which is  
26 the home of the Mighty Ducks of Anaheim, a professional National Hockey League team. In  
27 addition to the home hockey games, the arena hosted approximately 154 events in 2004 including  
28 concerts and other entertainment activities, serving over one million paid customers annually. The

1 City of Anaheim's commitment to branding and identifying Anaheim as a destination center is  
2 exemplified by its expending approximately \$510 million (authorized in 1997) on a beautification  
3 and revitalization project for the 1000 acres area including the Convention Center and Disneyland  
4 that it has denominated as the "Anaheim Resort" district. The City has similarly created a  
5 Sportstown district for the area that includes the stadium and arena. All of these initiatives and  
6 projects undertaken by the City of Anaheim underscore the City's commitment to establish and  
7 promote a world-class identity for Anaheim as a destination center serving tourism, conventions,  
8 sports and entertainment. The national and international publicity given to the City by the  
9 identification of the Anaheim name with the Angels major league baseball team was a strategic  
10 move by the City to gain increased exposure and prominence in these sectors.

11 4. If the Anaheim Angels baseball team is permitted to implement the change in the  
12 team name to the Los Angeles Angels of Anaheim, the City of Anaheim will lose a benefit of  
13 incalculable value, in terms of the publicity and positive exposure provided to Anaheim.  
14 Companies pay tens of millions of dollars to be a name sponsor of an arena (e.g., Staples Arena,  
15 Petco Park) or the sponsor of a bowl game (e.g., The FedEx Orange Bowl, The Tostitos Fiesta  
16 Bowl), which provide only a fraction of the nationwide exposure that Anaheim receives through  
17 the Anaheim Angels name. The right to this exposure and publicity, for a City committed to  
18 promotion of its tourism, conventions, entertainment and sports enterprises, through the remaining  
19 25 year term of the 1996 Lease Agreement, can not be adequately compensated in mere dollars.

20 5. Disney sold the baseball team to an entity that was principally owned by Arturo  
21 Moreno, or an affiliated company of his, during the 2003 baseball season. I was first made aware  
22 of rumors that Mr. Moreno might be considering a change in the team name in or around  
23 September 2003. As a result, on or about September 11, 2003, I wrote and transmitted to Mr.  
24 Moreno a letter, a true and correct copy of which is attached hereto as Exhibit "C." In that letter I  
25 described the negotiation of the 1996 Lease Agreement and underscored that the "the City did not  
26 waiver in requiring the Team to be named for this City. This was and is a critical point for the  
27 City..." I never received a response to this letter.

28 6. In late 2004 the rumors that Mr. Moreno was going to change the name of the team

1 to the Los Angeles Angels increased. On November 16, 2004, in response to these rumors, I sent  
2 two letters to Dennis Kuhl, the President of the baseball team. True and correct copies of these  
3 two letters are attached hereto as Exhibits "D" and "E". One of these letters (Ex. D) specifically  
4 requested assurances that the team would honor the 1996 Lease Agreement and not undertake to  
5 change the name of the Anaheim Angels. In the penultimate paragraph of that letter, I notified Mr.  
6 Kuhl: "Be officially advised that the City Council has directed City staff to use all legal means  
7 necessary to ensure compliance with the terms of the lease." (Ex. D, page 2, penultimate  
8 paragraph.) I received no response to this letter. The other letter set forth questions regarding the  
9 team's discontinued use of Anaheim in the Anaheim Angels name in various mediums, such as the  
10 team's official website, stationery, press releases, team schedules, media guides, merchandise,  
11 road jerseys, etc. I noted that it was intended and expected under the 1996 Lease Agreement that  
12 the Anaheim Angels name would be used in much the same way that California Angels name had  
13 previously been used and that this, in fact, was exactly how Disney had implemented the Lease  
14 Agreement while it owned the team. (Ex. E. page 1, 3rd paragraph.) I asked a series of questions  
15 concerning the team's actions in connection with usage of the Anaheim Angels name and  
16 concerning the intentions for the future. (Ex. E, page 2.) I never received a response to this letter.

17       7. Having received no responses to my letters, I set up a meeting with Mr. Kuhl for  
18 December 17, 2004. On the morning of December 17, 2004, I was informed that Mr. Kuhl had  
19 cancelled the meeting, and there were no instructions for rescheduling the meeting. After being so  
20 informed, on December 17, 2004, I transmitted to Mr. Kuhl a letter, a true and correct copy of  
21 which is attached hereto as Exhibit "F." In this letter I reminded Mr. Kuhl that I had never  
22 received responses to my September 11, 2003 letter to Mr. Moreno or my two November 16, 2004  
23 letters to him. I also detailed the results of the City's investigation into the team's discontinued  
24 use of Anaheim in mediums where the Anaheim Angels name had previously been used. I  
25 indicated: "The conclusion is clear – your organization has already breached the 1996 Lease  
26 Agreement through its conscious, systematic and pervasive elimination of 'Anaheim' from the  
27 team name in almost every medium in which the team name is used." (Ex. F, page 1, 3<sup>rd</sup>  
28 paragraph.)

1 I laid out the information that the City had uncovered concerning the two-phased  
2 marketing and branding plan that Mr. Moreno formulated and implemented shortly after he  
3 purchased the team. Phase one “was to eliminate references to Anaheim in the team name so as to  
4 disassociate Anaheim from the Angels brand. Phase two, for the future, was to change the name  
5 of the team to the Los Angeles Angels. The overall plan was to create a brand to be identified  
6 with the Los Angeles community, rather than Anaheim or Orange County.” (Ex. F, page 2,  
7 paragraph immediately under Roman Numeral II.)

8 In the last paragraph of page 4 of the December 17, 2004 letter to Mr. Kuhl I provided to  
9 the baseball organization notice of the fact that the City would seek a restraining order against  
10 them if the organization continued to implement its plan to eliminate Anaheim from the team  
11 brand, as follows:

12 “If, notwithstanding this notice, your organization proceeds to continue to  
13 implement its mast plan to eliminate Anaheim from the team brand, then your  
14 organization will risk suffering the consequences of a court order restraining the  
15 organization from selling or distributing tickets, materials, merchandise, and  
16 publicity in breach of the agreement between the City and the Anaheim Angels.  
17 You should be aware that the 1996 Lease Agreement expressly provides for  
18 injunctive relief and specific performance as an appropriate remedy to enforce the  
19 performance of the agreement (Page 7, § 35.)”

20 8. I informed Mr. Kuhl, in the December 17, 2004 letter that the letter was sent “to  
21 exhaust every means to resolve this critical matter without having to draw the parties into divisive  
22 litigation” and that the letter was to put his organization on notice of the urgent need to resolve  
23 this matter without further delay. I never received a response to this December 17, 2004 letter.  
24 No one from the Anaheim Angels denied the facts set forth in the letter or denied that the team had  
25 already implemented phase one of its marketing plan, i.e., the elimination of references in the team  
26 name to Anaheim so as to disassociate Anaheim from the Angels brand. I later learned from Mr.  
27 Kuhl’s staff that Mr. Kuhl had no intention of rescheduling the December 17<sup>th</sup> meeting that had  
28 been set up between us and which he cancelled on the morning of the meeting.





DECLARATION OF TOM DALY

I, Tom Daly, declare as follows:

1. I am the current Clerk-Recorder of the County of Orange and have served in that position since December 2002. I served on the City Council of the City of Anaheim from November 1988 to November 1992 and I served as the Mayor of the City of Anaheim from November 1992 to November 2002. As Mayor of the City of Anaheim, I, along with our City Manager, Jim Ruth, was one of the principal negotiators for the City in negotiating the May 15, 1996 Lease Agreement between the City and what was then the California Angels L.P. (later changed to Anaheim Angels, LP). As such I have personal knowledge of the facts set forth in this declaration and if called to testify, could competently testify to these facts.

2. The change in the name of the baseball team from the California Angels to the Anaheim Angels was a principal deal point for the City of Anaheim in the negotiations for the 1996 Lease Agreement, and we made this very clear to the representatives of Disney Baseball Enterprises, Inc. who negotiated the agreement with us, including Tony Tavares and Sandy Litvak. Disney Baseball Enterprises, Inc. ("Disney") was the entity formed by the Walt Disney Company to be the managing partner of the lessee to the 1996 Lease Agreement, The California Angels L.P. (later changed to The Anaheim Angels, LP). The negotiations began in approximately January of 1996 and culminated in May 1996 with the signing of the May 15, 1996 Lease Agreement.

3. The agreement to change the team name was incorporated into the 1996 Lease agreement in § 11(f) of the Lease Agreement which states: "Tenant will change the name of the Team to include the name 'Anaheim' therein, such change to be effective no later than the commencement of the 1997 Season." Before the lease was signed, Disney agreed and publicly announced that the new name would be the "Anaheim Angels."

4. As the Mayor of Anaheim for years while the team was named the California Angels, I felt in 1996 that it was essential to change the name to the Anaheim Angels, and I made this point to Tony Tavares early on in the negotiations, and I repeated this frequently to Tony Tavares, Sandy Litvak and other Disney representatives throughout the period of the negotiations. Among the reasons I gave to them was that Anaheim had grown dramatically since 1966 when the

1 team moved to the City under the California Angels name, and that Anaheim had earned and was  
2 entitled to the economic return that would be generated by the identification of Anaheim with the  
3 team. As additional reasons, I emphasized that Anaheim had become a prominent, nationally  
4 recognized tourism, convention, sports and entertainment center and the publicizing of the  
5 Anaheim Angels would underscore the City's reputation and prominence in these areas.  
6 Moreover, I made it clear that the name was important as a matter of community pride.

7 5. During the lease negotiations, the Disney representatives committed to calling the  
8 team Anaheim Angels and indicated that they understood the importance of identifying Anaheim  
9 with the team and during the negotiations cited this as an important benefit the City would receive  
10 in return for various concessions on the City's part.

11 6. There was never any discussion of including some other city's name in the team  
12 name. Doing so would have been inconsistent with the reasons we discussed for identifying the  
13 Angels with Anaheim. We expected that the Anaheim Angels name would be used like the  
14 California Angels name had previously been used, and Disney fulfilled this expectation through  
15 its implementation of the Lease Agreement by giving prominent publicity and exposure to the  
16 Anaheim Angels name throughout Disney's ownership, in its team publicity, advertising, media  
17 guides, game schedules/calendars, merchandising, souvenirs, website and other mediums where  
18 the team name was used and publicized. We anticipated and received the same type of name  
19 identification with the baseball team that other cities, such as the Los Angeles Dodgers, San  
20 Francisco Giants, San Diego Padres, and Oakland A's enjoy. At the press conference in mid-1996  
21 announcing the deal between the City and Disney, I publicly stated, with the Disney  
22 representatives with me on the podium at City Hall, that the team that was called California  
23 Angels for the last 30 years would from now on be called the Anaheim Angels.

24 7. The 1996 Lease Agreement was ultimately approved by a 3-2 vote. Without  
25 Disney's commitment and promise to change the team name to Anaheim Angels early on, the  
26 Lease Agreement would not have been approved, at least not in a form that bore any resemblance  
27 to what was ultimately the 1996 Lease Agreement.

28 Executed in Orange County, California on January 4, 2005.

1 I declare under penalty of perjury under the laws of the State of California that the  
2 foregoing is true and correct.

3  
4   
5 Tom Daly

6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28



From: Sewell, Marty [mailto:marty.sewell@angelsbb.com]

Sent: Monday, January 03, 2005 11:37 AM

To: Adam Liberman (Atlanta); Witter, Billy [Colorado Rockies]; Rhodes, Blake [San Francisco Giants]; Brad Hainje (Atlanta); McNicholas, Brendan [Colorado Rockies]; Brian Bartow (St. Louis); Wilcox, Casey [Arizona Diamondbacks]; Tuttle, David; Pape, David [Arizona Diamondbacks]; Elias Makos (Montreal); Alves, Jay [Colorado Rockies]; Horwitz, Jay [NY Mets]; Jay Lucas (Houston); Moorehead, Jim [San Francisco Giants]; Trdinich, Jim [Pittsburgh Pirates]; Stanton, Jimmy [Houston Astros]; John Dever (Montreal); Olguin, John; Greenberg, Jon [Milwaukee Brewers]; Rawitch, Josh; Shenk, Larry [Philadelphia Phillies]; Tobin, Leigh [Philadelphia Phillies]; Ramsperger, Lisa [Houston Astros]; Luis Garcia (Padres); Michael Vassallo (Cincinnati); Swanson, Mike [Arizona Diamondbacks]; Mike Uhlenkamp (San Diego); Nicole Saunches; Butcher, Rob [Cincinnati Reds]; Samantha Newby (Cubs); Dalton, Shannon [NY Mets]; Sharon Pannozzo (Cubs); Copses, Steve [Florida Marlins]; Hoem, Steve [San Diego Padres]; Webner, Susan [Arizona Diamondbacks]; Babcock, Aaron [Kansas City Royals]; Bart Swain (Cleveland); Tuliebitz, Ben [NY Yankees]; Bill Stetka (Baltimore); Beghtol, Bob [Chicago White Sox]; Ruitter, Brad [Minnesota Twins]; Brian Britten (Detroit); Chris Costello (Tampa Bay); Stathos, Chris [Kansas City Royals]; Cliff Russell (Detroit); Curtis Danburg (Cleveland); Gallas, Debbie [Oakland Athletics]; Glenn Geffner (Boston); Gregg Elkin (Texas); Jason Latimer (Tampa Bay); Zillo, Jason [NY Yankees]; Jay Stenhouse (Toronto); Jeff Sibel (Cleveland); Young, Jim [Oakland Athletics]; Kevin Behan (Baltimore); Kristy Fick (Oakland); Grosshans, Lora [Kansas City Royals]; Roebuck, Matt [Seattle Mariners]; Meghan McClure (Boston); Michael Shaw (Toronto); Herman, Mike [Minnesota Twins]; Selleck, Mike [Oakland Athletics]; Molly Light (Detroit); Monica Pence (Baltimore); Pat O'Connell (White Sox); Chase, Peter [Boston Red Sox]; Rich Rice (Texas); Cerrone, Rick [NY Yankees]; Rick Thompson (Detroit); Rick Vaughn (Tampa Bay); Reifert, Scott [Chicago White Sox]; Harlin, Sean [Minnesota Twins]; Hevly, Tim [Seattle Mariners]; Will Hill (Toronto)

Subject: Change for Angels Media Guide Page

Please be advised that our name has now been changed from Anaheim Angels to Los Angeles Angels of Anaheim, effective today. When scheduling, please use LA in place of any ANA, and if you should play against the both us and the Dodgers, we would be characterized by LAA. There will be no uniform or logo changes coinciding with this change. If there is any confusion, please do as the rest of our angry Orange County fans and give us a call.

Thanks.

Marty Sewell  
Anaheim Angels  
Media Relations Representative  
2000 Gene Autry Way  
Anaheim, CA 92806  
Phone: 714.940.2176  
Fax: 714.940.2205

**EXHIBIT B**

**AMENDED AND RESTATED LEASE AGREEMENT**

**by and between**

**THE CALIFORNIA ANGELS L.P.**

**and**

**CITY OF ANAHEIM**

**Dated as of May 15<sup>TH</sup>, 1996**

**LEASE NOT INCLUDED IN .PDF DUE TO BULK**

**EXHIBIT C**



## CITY OF ANAHEIM, CALIFORNIA

Office of the City Manager

September 11, 2003

Mr. Arte Moreno  
Anaheim Angels  
Edison International Field of Anaheim  
2000 Gene Autry Way  
Anaheim, CA 92806

Dear Arte:

Thank you for taking the time to meet with us last Friday. We endorse your efforts to broaden support for the Team, and look forward to working with you in the seasons ahead.

While marketing and branding on a regional basis has merit, I wanted to address a concern. Some staff members have interpreted your comments to suggest that you may be considering a change in the Team name. As you know, the Lease Agreement for the Stadium, entered into in 1996 between the City and the then owner of the team, California Angels, LP (a limited partnership controlled by Disney Baseball Enterprises, Inc.), specifically addressed the issue of the Team's name. (At that time, of course, the Team was known as the "California Angels".)

For many years, the City of Anaheim has recognized the importance of promoting the City as a tourist and convention destination. The City's development and redevelopment efforts in the "Anaheim Resort" and "Anaheim Sportstown" districts, our continued expansion, renovation, and improvement of the Convention Center, and our commitment to our sports facilities, Edison International Field of Anaheim and the Arrowhead Pond of Anaheim, all underscore the importance to the City of maintaining this name recognition.

In negotiations prior to construction of the Arrowhead Pond of Anaheim in the early 90's, the City required both the venue and the teams to include "Anaheim" in their names. In negotiating the Angels Lease in 1996, the City insisted on the same requirement (see Lease Sections 11(d) and 11(f)).

As you can appreciate, the Angels Lease was thoughtfully and comprehensively negotiated, and while the City made many concessions in the course of the negotiations in the interest of achieving a transaction which would benefit all parties - including our agreement to contribute \$20,000,000 to the Stadium renovation - the City did not waiver in requiring the Team to be named for this City. This was, and is, a critical point for the City, and a very material element in the City's decision to provide financial support for the Stadium remodeling and renovation efforts.

Arte Moreno  
September 11, 2003  
Page 2

The City is immensely proud of our Anaheim Angels. Of course, we are always willing to discuss any Lease amendment which you believe is critical to achieving your vision for the Team, and we welcome the opportunity to discuss with you any plans or goals which would affect this issue. In closing, let me reiterate the City's desire to work with you to maximize both of our interests in the years ahead.

Sincerely,



David M. Morgan  
City Manager

DMM:lmh

**EXHIBIT D**

City of Anaheim  
**OFFICE OF THE CITY MANAGER**

November 16, 2004

Mr. Dennis Kuhl  
President, Anaheim Angels Baseball Club  
2000 Gene Autry Way  
Anaheim, CA 92806

**SUBJECT:** Request for Assurances Concerning Anaheim Angels Name

Dear Dennis:

This letter is in follow up of our meeting on Friday, November 12 concerning your organization's continued use of the name "Anaheim Angels" as the name of the baseball team. My office asked that the meeting be held because of the many reports in the media and elsewhere, that your organization was seriously considering changing the name of the baseball team from the Anaheim Angels to the Los Angeles Angels. These reports had not been denied by management of your organization. The City was similarly concerned over what appears to be the discontinued or de-emphasized use of the Anaheim Angels name by your organization. It appears that Anaheim has been removed from Anaheim Angels on the team's road jerseys, official website, stationery, press releases, schedules, media guides, merchandise, and other official team communications and items. All of this causes deep concern to the City of Anaheim as to whether your organization intends to live up to the letter and spirit of its obligations under its May 15, 1996 lease with the City of Anaheim, whereby the official name of the baseball team was changed to the "Anaheim Angels."

At our meeting on Friday, we asked that your organization join with the City of Anaheim in a press release announcing that both entities agree that the lease will be honored and that the Angels have no plans to seek a name change for the team. Your organization determined not to join in the proposed press release, but instead issued its own press release stating that the Angels are "exploring concepts" and "are continuing to explore opportunities to expand our reach in the No. 2 media market in the country, as well as other revenue objectives."

Given the continued uncertainty relating to your organization's intentions, the importance of this matter to the City, the community, and Anaheim Angel fans everywhere, and the unfortunate negative atmosphere that has resulted from the speculation concerning your organization's intentions, the City Council requests that you provide the City with the following assurance:

***The baseball team fully intends to honor the lease and will not undertake to change the name of the Anaheim Angels.***

Your failure to provide this assurance given all the current speculation can only be viewed as evidence of your ongoing intentions to proceed towards a name change for the team.

200 S. Anaheim Boulevard, #733  
Anaheim, California 92805

TEL (714) 765-5162

FAX (714) 765-5164  
Correspondence: Dennis Kuhl Letter 1.DOC

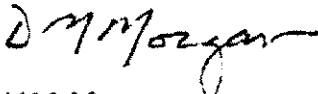


Mr. Dennis Kuhl  
November 16, 2004  
Page 2

Be officially advised that the City Council has directed City staff to use all legal means necessary to ensure compliance with the terms of the lease.

Given the seriousness of the matter to the City of Anaheim and to the community, we would appreciate your responses as quickly as possible.

Sincerely,



David M. Morgan  
City Manager

c: Mayor and City Council  
Bud Selig, MLB  
Jack White, City Attorney  
Mike Rubin, Esq.



City of Anaheim  
**OFFICE OF THE CITY MANAGER**



November 16, 2004

Mr. Dennis Kuhl  
President, Anaheim Angels Baseball Club  
2000 Gene Autry Way  
Anaheim, CA 92806

**SUBJECT:** Questions Concerning Discontinued or De-emphasized use of  
Anaheim Angels Name

Dear Dennis:

As we discussed in our meeting on Friday, November 12, the City is deeply concerned over what appears to be the discontinued or de-emphasized use of the Anaheim Angels name by your organization. It appears that "Anaheim" has been removed from "Anaheim Angels" on the team's road jerseys, official website, stationery, press releases, schedules, media guides, merchandise, and other official team communications and items. The City is greatly troubled as to whether your organization intends to live up to the letter and spirit of its obligations under its May 15, 1996 lease with the City of Anaheim, whereby the official name of the baseball team was changed to the "Anaheim Angels".

It is clear that the intent and spirit of the May 15, 1996 lease provision concerning the name change to the Anaheim Angels was to identify the City of Anaheim with the baseball team in all traditional ways in which a baseball team is identified with the City or other geographic area that is incorporated into the team name. The City of Anaheim made substantial economic concessions to the baseball team under the 1996 lease and a key item of consideration in return was the change in the name of the team from the California Angels to the Anaheim Angels. It was not the intent or expectation of any of the parties that this change in name would amount to no more than a name change filed in some governmental registry.

It was intended and expected that the Anaheim Angels name would be used in much the same way as the California Angels name had previously been used. In fact, this was exactly how the Disney organization implemented the agreement, putting the Anaheim Angels name on the team jerseys, the team website, press releases, media guides, stationery, schedules and merchandise. The implementation reflected the agreement and understanding of the parties that the City of Anaheim was to receive the bargained for benefit of the close identification of the team with the City.

Recently, your organization appears to have implemented a plan to disassociate the team from the City name. Your organization has not denied reports that it is seriously contemplating an official change of the team name to the Los Angeles Angels. Meanwhile, the team's actions have been tantamount to a virtual elimination of Anaheim from the team name.

200 S. Anaheim Boulevard, #733  
Anaheim, California 92805

TEL (714) 765-5182  
FAX (714) 765-5182  
Correspondence: Dennis Kuhl Letter 2.DOC

Mr. Dennis Kuhl  
November 16, 2004  
Page 2

Actions by the team to deprive Anaheim from the bargained for benefits of the change in the team name under the May 1996 lease would violate the covenant of good faith and fair dealing that is implied in every agreement in California. With this in mind, the City of Anaheim would appreciate your responses to the following questions:

1. What actions have been taken by your organization during the past two years to discontinue or de-emphasize the use of the name Anaheim from the team name or from places where Anaheim Angels had previously been in use?
2. What instructions have been given to team officials, agents, employees, contractors and/or representatives concerning the use of the name Anaheim in connection with the team name or in connection with situations where Anaheim Angels had previously been in use?
3. What are the reasons for the actions referred to above?
4. What additional actions are being contemplated concerning the use of the name Anaheim in connection with the team name or in connection with situations where Anaheim Angels had previously been in use?

In addition to providing responses to these questions, the City requests that your organization take all steps to preserve any documents, correspondence, memoranda, or evidence relating to its actions or activities in discontinuing or de-emphasizing (or considering the discontinuing or de-emphasizing) the use of the name Anaheim from the team name or from places where Anaheim Angels had previously been in use. Any destruction or loss of such documents, correspondence, memoranda, or evidence will be viewed to be a destruction or spoliation of material evidence.

Given the seriousness of the matter to the City of Anaheim and to the community, we would appreciate your responses as quickly as possible.

Sincerely,



David M. Morgan  
City Manager

c: Mayor and City Council  
Bud Selig, MLB  
Jack White, City Attorney  
Mike Rubin, Esq.



Cell



City of Anaheim  
**OFFICE OF THE CITY MANAGER**

December 17, 2004

Mr. Dennis Kuhl  
President, Anaheim Angels Baseball Club  
2000 Gene Autry Way  
Anaheim, CA 92806

**SUBJECT:** Elimination of the "Anaheim Angels" name from team usage,  
marketing and branding.

Dear Dennis:

I have previously sent you and Arte Moreno three letters relating to the City's concern over the Anaheim Angels' intentions concerning continued use of the Anaheim Angels name and its rumored intention to change the team name to the "Los Angeles Angels" or the "Los Angeles Angels of Anaheim". The letters were:

1. My September 11, 2003 letter to Arte Moreno concerning comments that suggested the organization may be considering a change in the team name.
2. My November 16, 2004 letter to you requesting assurances concerning the Anaheim Angels name.
3. My November 16, 2004 letter to you asking questions concerning the discontinued or de-emphasized use of the Anaheim Angels name.

I have not received responses to any of these letters. Your organization has not provided the assurance requested in my November 16, 2004 letter that it would not change the team name. Your organization has not answered any of the 4 questions set forth in my November 16, 2004 letter concerning the discontinued or de-emphasized use of the Anaheim Angels name. While your organization publicly has stated that it has not done anything relating to a name change, the lack of response to my very direct letters, underscores the basis for the City's concern and can only be interpreted as foreboding.

Since my November 16, 2004 letters, the City has undertaken an investigation of your organization's actions and conduct in connection with the usage of the Anaheim Angels name since the purchase of the team from Disney in 2003. The conclusion is clear - your organization has already breached the 1996 Lease Agreement through its conscious, systematic and pervasive elimination of "Anaheim" from the team name in almost every medium in which the team name is used.

Given the importance the City places on its relationship with the Anaheim Angels organization and its responsibility to the public to exhaust every means to resolve this critical matter without having to draw the parties into divisive litigation, I am sending you this letter that documents and puts your organization on notice of the breach that has already occurred, and that puts your organization on notice of the urgent need to resolve this matter without further delay.

200 S. Anaheim Boulevard, #733  
Anaheim, California 92805  
TEL (714) 765-5162  
FAX (714) 765-5164

### **I. Intent of the Parties to the 1996 Lease Agreement Concerning the Usage of the Anaheim Angels Team Name.**

It is clear that the intent and spirit of the May 15, 1996 Lease Agreement provision concerning the name change to the Anaheim Angels was to identify the City of Anaheim with the baseball team in all traditional ways in which a baseball team is identified with the city or other geographic area that is incorporated into the team name. The City of Anaheim made substantial economic concessions to the baseball team under the 1996 Lease Agreement and a key item of consideration in return was the change in the name of the team from the California Angels to the Anaheim Angels. It was not the intent or expectation of any of the parties that this change in name would amount to no more than a name change filed in some governmental registry.

It was intended and expected that the use of the Anaheim Angels name would not only not be diminished from the usage made of the predecessor California Angels name, but that the Anaheim Angels name would be integral to the marketing and branding of the team. It was understood that Anaheim bargained for the Anaheim Angels name not only as a matter of community pride but because the usage would further Anaheim's reputation and identity as a center for tourism, entertainment and conventions. The City contributed \$20 million in cash, \$10 million in advertising revenues, and additionally made significant lease concessions as part of the 1996 Lease Agreement and a significant part of this was financed by hotel occupancy taxes, the City's single greatest source of revenues. The favorable exposure of the City of Anaheim through the extensive public usage of the Anaheim Angels name was akin to the purchase of sponsorship and naming rights for which commercial companies pay tens of millions of dollars to prominent athletes.

There is irrefutable proof that the intent of the parties was to continue and expand the usage of the Anaheim Angels name from the manner in which the California Angels name was marketed and branded. A principal means of discerning the intent of parties to an agreement is to look to their conduct in actually implementing the agreement. Courts have stated: "This rule of practical construction is predicated on the common sense concept that 'actions speak louder than words.'" *Crestview Cemetery Assn. v Dieden* (1960) 54 Cal 2d 744. The Disney organization demonstrated the intent of the parties by using the Anaheim Angels name throughout its marketing and branding of the team. The Anaheim Angels was prominently placed on the team website, publicity, photos, press releases, media guides, stationery, schedules and merchandise. Disney even expanded the use of the Anaheim Angels name beyond the past use of the California Angels name by placing Anaheim on the team's road jerseys in 2002. The implementation reflected the agreement and understanding of the parties that the City of Anaheim was to receive the bargained for benefit of the close identification of the team with the City.

### **II. Evidence of Conscious, Systematic and Pervasive Elimination of Anaheim from the Team Name Since the Purchase from Disney**

The City has learned that shortly after Mr. Moreno purchased the team from Disney, he formulated and gave instructions to implement a two-phased marketing and branding plan. Phase one, which was implemented immediately, was to eliminate references to Anaheim in the team name so as to disassociate Anaheim from the Angels brand. Phase two, for the future, was to change the name of the team to the Los Angeles Angels. The overall plan was to create a brand to be identified with the Los Angeles community, rather than Anaheim or Orange County.

The first step in the implementation of phase one was to eliminate "Anaheim" from the team's road jerseys. This required the approval of Major League Baseball and was rushed through despite the fact

that the deadline had already passed for submittal of such changes to MLB. Similarly, instructions were given to the operator of the team store at the Stadium, FMI, not to design or order any more merchandise with Anaheim in the name so that all such merchandise was eliminated before the 2004 season.

What followed can only be described as a conscious, systematic and pervasive elimination of Anaheim from references with the team name in virtually every medium where the team name is used. Examples are the following:

- (1) The name of the operating company has changed to eliminate reference to Anaheim:
  - (a) Under Disney, the names of companies operating the team were "Anaheim Angels Baseball Club, Inc." and "Anaheim Angels, LP."
  - (b) Mr. Moreno registered with the State of California on Nov 25, 2003 a change in the name of the entity that operates the baseball team from Anaheim Angels, LP to "Angels Baseball, LP". A copy of the California Secretary of State's "Certificate of Status of Name Change" is attached to this letter.
  - (c) Official changes in the name from Anaheim Angels to Angels Baseball have already been filed with the corporate registries of states throughout the country.
- (2) Team Website:
  - (a) Under Disney, the team website referenced Anaheim Angels extensively.
  - (b) Now, "Anaheim Angels" is almost impossible to find on the team's website. Whereas virtually every other team's website states the full team name on the top of each team web page, the Anaheim Angels website states: "The Official Site of the Angels."
- (3) Checks:
  - (a) Under Disney, the checks stated "Anaheim Angels L.P."
  - (b) Checks now state "Angels Baseball L.P."
- (4) Stationery:
  - (a) Under Disney, stationery read: "Anaheim Angels", or "Anaheim Angels Baseball Club, Inc."
  - (b) Now the stationery reads: "Angels Baseball" or "A".
- (5) Team photographs:
  - (a) Under Disney, team photographs were typically entitled "Anaheim Angels."
  - (b) The 2004 team photograph is entitled "Angels Baseball."
- (6) Tickets (including season tickets packaging):
  - (a) Under Disney, tickets/ticket packaging read "Anaheim Angels."
  - (b) Now the tickets/ticket packaging state "Angels", "Angels Baseball" or "A" [playoff ticket].
- (7) Parking passes:
  - (a) Under Disney, parking passes read "Anaheim Angels."
  - (b) Now, parking passes read "A."
- (8) Invoices:
  - (a) Under Disney, invoices read "Anaheim Angels" or "Anaheim Angels Baseball Club, Inc."
  - (b) Now, invoices read "A."
- (9) Calendars (pocket and wall):
  - (a) Under Disney, calendars read "Anaheim Angels."

- (10) (b) Now, calendars read "Angels Baseball."  
Media Guides:
  - (a) Under Disney, media guides read "Anaheim Angels."
  - (b) Now, media guides read "Angels Baseball".
- (11) Various Merchandise:
  - (a) Under Disney, much of the team merchandise sold in the stadium store (e.g. DVDs, pens, pins, etc.) had on them "Anaheim Angels."
  - (b) Now, Anaheim has been eliminated from virtually all merchandise sold in the team store (e.g. DVD now reads "Angels Baseball.")
- (12) Public Address Announcements:
  - (a) Under Disney, the introduction of the team was "Your Anaheim Angels."
  - (b) Now, the introduction of the team is "Your A Team."
- (13) Uniforms:
  - (a) Under Disney, road jerseys changed in 2002 to "Anaheim."
  - (b) Now, the road jerseys say "Angels."

As is obvious, the evidence of a conscious, systematic design to eliminate Anaheim from the team brand is staggering. Recently, you were interviewed on a prominent radio show and the interviewer asked you, what is the name of the team? Your response was, "Just call us the Angels".

Actions by the team to deprive Anaheim from the bargained for benefits of the change in the team name under the May 1996 Lease Agreement violate the covenant of good faith and fair dealing that is implied in every agreement in California. As stated by numerous California cases, "There is implied in every contract a covenant by each party not to do anything which will deprive the other parties thereto of the benefits of the contract..." *Harm v Frasher* (1960) 181 Cal. App. 2d 405, 417. Stripping Anaheim from the team brand and virtually eliminating usage of Anaheim in connection with "Angels" is a classic example of a violation of the covenant of good faith and fair dealing.

The City is mindful that the team will be going to print shortly on numerous items for the 2005 season and that a decision will be required whether to continue the eradication of Anaheim from the team name on printed materials, merchandise and marketing. I asked four questions in my November 16, 2004 letter to you concerning discontinued or de-emphasized use of the Anaheim Angels name. While I would still appreciate answers to those questions, I now add the following questions:

1. Does your organization intend to continue the eradication of Anaheim from the team name on tickets, printed materials, merchandise and marketing for the 2005 season?
2. What items are still being put out by your organization that include the name "Anaheim Angels"?

In the spirit of fairness, by this letter, the City puts the Anaheim Angels organization on notice of the nature of the organization's breach of agreement before the printing and marketing deadlines have come and gone for the 2005 season. If, notwithstanding this notice, your organization proceeds to continue to implement its master plan to eliminate Anaheim from the team brand, then your organization will risk suffering the consequences of a court order restraining the organization from selling or distributing tickets, materials, merchandise and publicity in breach of the agreement between the City and the Anaheim Angels. You should be aware that the 1996 Lease Agreement expressly provides for injunctive relief and specific performance as an appropriate remedy to enforce the performance of the agreement (Page 7, § 35.) If litigation is necessary, the City reserves its right not only to seek such injunctive relief,

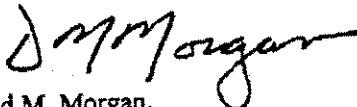
but also reserves its right to seek damages for the economic consequences of the breach, as well as attorneys fees and litigation expenses (Page 71, § 36(a)).

To date, the Anaheim Angels organization has been ignoring the City on issues relating to the name of the team, not even showing the City the respect to respond to my letters. I cannot stress enough the need for the Anaheim Angels to change its direction and work with the City to resolve this critical matter. I hope it is abundantly clear that the Anaheim Angels are already in breach of the agreement and the focus must now be to mitigate damages and take immediate action to achieve a prompt and reasonable resolution.

In my November 16, 2004 letter to you, I noted that the City requests that your organization take all steps to preserve any documents, correspondence, memoranda, or evidence relating to its actions or activities in discontinuing or de-emphasizing (or considering the discontinuing or de-emphasizing) the use of the name Anaheim from the team name or from places where Anaheim Angels had previously been in use. I reiterate this request. This, of course, applies to electronic mediums as well as any other mediums. Any destruction or loss of such documents, correspondence, memoranda, or evidence will be viewed to be a destruction or spoliation of material evidence.

Given the printing and marketing deadlines that are imminent, it is imperative that principals from the Anaheim Angels sit down with us without further delay to attempt to work out a resolution. The City is hopeful of working with the Anaheim Angels organization to resolve this matter, but it cannot, and will not, allow the conscious breach of its rights to persist.

Very Truly Yours,



David M. Morgan,  
Anaheim City Manager

c: Commissioner Bud Selig  
Mayor and City Council  
Mike Rubin, Esq.  
Jack White, City Attorney



# State of California

SECRETARY OF STATE

## CERTIFICATE OF STATUS OF NAME CHANGE

I, **KEVIN SHELLEY**, Secretary of State of the State of California, hereby certify:

That on the 15th day of May, 1996, **ANAHEIM ANGELS L.P.** became recognized under the laws of the State of California by filing its Certificate of Limited Partnership in this office; and,

That on the 25th day of November, 2003, there was filed in this office, a Certificate of Amendment to the Certificate of Limited Partnership changing its name to:

**ANGELS BASEBALL LP**

That according to the records of this office, the said Limited Partnership is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California.

I WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this  
11th day of December, 2004.



  
KEVIN SHELLEY  
Secretary of State