



CITY OF ANAHEIM, CALIFORNIA

Office of the City Manager

October 29, 1999

Mr. Thomas C. Etter  
Senior Vice President  
Ogden Entertainment, Inc.  
Two Pennsylvania Plaza  
New York, New York 10121

Re: Declaration of Restrictions for Anaheim Stadium Property (the "Declaration") among The City of Anaheim (the "City"), Anaheim Angels L.P. and Ogden Entertainment, Inc. ("Ogden").

Dear Tom:

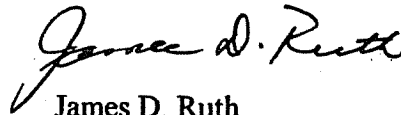
Ogden has asked for assurances from the City as to its ability to meet its obligations to Ogden under the Parking License Agreement entered into as of September 1, 1997 between Ogden and the City of Anaheim as supplemented by subsequent letter agreements (the "Side Letters") between the parties (collectively, the "Parking License Agreement") in light of certain proposed changes to the "Primary Parking Area" and "Parking Area" as reflected in the Declaration.

This confirms the understanding of Ogden and the City with respect to the continued effect of the Parking License Agreement. In connection with the execution of the Declaration, the City hereby confirms as follows (capitalized terms are defined in the Declaration):

- (a) The Parking License Agreement is in full force and effect, and by executing this letter agreement, the City and Ogden each reaffirms its respective rights and obligations under that Agreement;
- (b) The 550 spaces to be provided by the City to Ogden pursuant to the Parking License Agreement are not within the Parking Area, as defined in the Stadium Lease and the Declaration because (as to the period prior to designation of the "Primary Parking Area", as described in the Stadium Lease) the City has otherwise made available to the Team at the Real Property the 12,500 spaces required to be made available to the Team under the Stadium Lease; and

- (c) For the period following designation of the Primary Parking Area, as described in Stadium Lease Section 16(b), the 550 spaces to be provided by the City are on the Commercial Site lot rather than in the Primary Parking Area. While parking on the Commercial Site will be shared and may not be contained in segregated areas, the parking study accepted by the City for the "Sportstown" project concludes that adequate parking will be provided for all uses, including the 550 spaces to be provided pursuant to the Parking License Agreement (prior to execution of the Side Letters), 500 employee spaces (relocated from the Primary Parking Area, pursuant to the Stadium Lease) and the 1,000 last load area spaces. The City confirms that parking will be provided to Ogden on the Commercial Site as required under the Parking License Agreement (without regard to the Side Letters).

Very truly yours,



James D. Ruth  
City Manager

ACCEPTED AND AGREED:

OGDEN ENTERTAINMENT, INC.  
a Delaware corporation

By: 

Its: Senior Vice President