

October 31, 2013

Via E-mail

Mr. Frank Poe
Executive Director
Georgia World Congress Center
285 Andrew Young International Blvd., NW
Atlanta, GA 30313-1591
E-mail: fpoe@gwcc.com

Re: Extension of Deadline for Initial Closing

Dear Frank:

Reference is made to the Memorandum of Understanding for a Successor Facility to the Georgia Dome, dated as of April 5, 2013 (the "MOU"), by and among Geo. L. Smith II Georgia World Congress Center Authority (the "GWCCA"), Atlanta Falcons Stadium Company, LLC ("StadCo"), and Atlanta Falcons Football, Club LLC. Capitalized terms used in this letter and not defined have the meanings given to such terms in the MOU.

The GWCCA and StadCo acknowledge and agree that they are continuing to use their good faith efforts to negotiate and execute the Transaction Agreement and finalize the Project Documents. Accordingly, the GWCCA and StadCo agree that the mutual termination right set forth in Section 14.1(c) of the MOU is hereby suspended until December 15, 2013.

[Signature Page Follows]

Please confirm your agreement with the foregoing by signing a duplicate copy of this letter where indicated below and returning the same to the undersigned.

Sincerely yours,

**ATLANTA FALCONS STADIUM COMPANY,
LLC**, a Georgia limited liability company

By: _____

Richard J. McKay, President and Chief Executive Officer

**ATLANTA FALCONS FOOTBALL CLUB,
LLC**, a Georgia limited liability company

By: _____

Richard J. McKay, President and Chief Executive Officer

Accepted and Agreed:

**GEO. L. SMITH II GEORGIA WORLD
CONGRESS CENTER AUTHORITY**, an
instrumentality of the State of Georgia and a public
corporation

By: _____

J. Frank Poe, Executive Director

cc: Office of Attorney General – dwhitingpack@law.ga.gov
Pargen Robertson – Robertson@OG-law.com
Denis Braham – dbraham@winstead.com
Ken Neighbors – neighborsk@gtlaw.com
Frank Jones – jonesf@gtlaw.com
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