



Perfect Game SEC: Alabama | Georgia | North Carolina | South Carolina | Tennessee | Virginia

March 21, 2025

Subject: Partnership Agreement - Southeastern Top Gun Softball, LLC

Dear Miss. Williams,

Perfect Game SEC, LLC submits this non-binding Letter of Intent (LOI) to express its intent to establish a partnership with Southeastern Top Gun Softball, LLC (STGS)."

Perfect Game SEC, LLC is a prominent tournament, scouting service and youth baseball/softball organization with a proven track record of:

1. Hosting numerous tournaments and showcases throughout the year, providing a platform for talented young players to showcase their skills in front of college coaches and professional scouts.
2. Collect extensive data on players and publish rankings, providing valuable information to coaches, scouts, and fans.
3. Producing live broadcasts and online content related to youth baseball & softball, increasing visibility for players and the sport.

We believe that the partnership of STGS presents a compelling strategic opportunity for Perfect Game LLC to expand its market share in softball.

STGS is a leading provider of tournaments in North Carolina with a strong market position in Greensboro and surrounding markets such as Western, North Carolina, the Triangle and Down East Market. We are particularly impressed with your strong brand recognition and longevity in the amateur sports business.

The structure of the partnership shall be:

1. **Baseline Salary:** Mary Williams of Southeastern Top Gun Softball, LLC shall maintain a baseline annual salary of \$500,000, payable in accordance with the company's standard payroll procedures.
2. **Net Profit Distribution:** In addition to the baseline salary, Mary Williams of Southeastern Top Gun Softball, LLC shall receive fifty percent (50%) of the net profits generated by the partnership exceeding \$500,000 annually. Payments shall be made quarterly.
3. **Signing Bonus:** Upon execution of the definitive partnership agreement, Southeastern Top Gun Softball, LLC shall receive a signing bonus of \$300,000. An additional \$100,000 will be paid at the conclusion of the 2025 fiscal year, resulting in a total payment of \$400,000.
4. **Expansion and Integration:** Mary Williams (Southeastern Top Gun Softball, LLC) and Perfect Game SEC, LLC will collaborate to expand the program through the recruitment of directors and the integration of acquired softball businesses. The compensation for Mary Williams' role in integration activities shall be determined by mutual agreement between the parties and documented in a separate agreement or addendum.
5. **Acquisition Distribution (Equity Stake):** In the event of an acquisition of the partnership, Southeastern Top Gun Softball, LLC shall receive a distribution equal to ten percent (10%) of the net proceeds remaining after all distributions have been made to the 50/50 partners as defined in the partnership agreement.

This LOI is subject to the execution of a mutually acceptable definitive agreement ("Definitive Agreement") that will contain customary representations, warranties, covenants, and conditions precedent, including but not limited to:

- **Due diligence:** The right of Perfect Game SEC, LLC to conduct due diligence of 's business, financial condition, and assets.
- **Financing:** The ability of Perfect Game SEC, LLC to obtain necessary financing for the transaction.
- **Regulatory approvals:** The receipt of all necessary regulatory approvals from private and local municipalities.
- **Other customary conditions:** Such other customary conditions as may be mutually agreed upon.

This LOI and all information exchanged between the parties pursuant to this LOI shall be treated as confidential and shall not be disclosed to any third party without the prior written consent of the disclosing party.

This LOI is non-binding and does not create any legal obligation or commitment on the part of either party.

Perfect Game SEC, LLC proposes to commence immediate discussions regarding the terms and conditions of a potential Definitive Agreement. We are available to meet at your earliest convenience to discuss this matter further.

Southeastern Top Gun Softball, LLC

By: Mary Williams

Miss. Mary Williams, Member

Title: Managing Partner (Softball)

Perfect Game SEC, LLC

By: Dominick Ferraro

Dominick Ferraro, Perfect Game SEC, LLC

Title: Managing Partner (Baseball)

