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**Confidential**

**Date:** March 20, 2025

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

**Subject:** Proposed Partnership Agreement

**Position:** Managing Partner, PG SEC Softball (North Carolina and surrounding states)

**Introduction:** The following outlines the terms of a proposed partnership between Southeastern Top Gun Softball, LLC and Perfect Game SEC, LLC, with the objective of achieving a highly successful and profitable collaboration through the integration of our respective expertise and resources.

**Partnership Structure and Compensation:**

* **Baseline:** Mary Williams of Southeastern Top Gun Softball, LLC will retain her current baseline salary of $500,000 each year.
* **50/50 Net Profit Split**: Mary Williams of Southeastern Top Gun Softball, LLC, will receive 50% of the net profits generated above the company's $500,000 baseline, in addition to her baseline salary.
* **Signing Bonus:** Upon execution of this partnership agreement, Southeastern Top Gun Softball LLC will receive a signing bonus of $300,000, with a payment of $100,000 to be made at the conclusion of the 2025 fiscal year, resulting in a cumulative total of $400,000.
* **Acquisition of Additional Territories:** Mary Williams (Southeastern Top Gun Softball, LLC) and Perfect Game SEC, LLC will jointly expand the program by recruiting directors and integrating acquired softball businesses. Compensation for integration will be mutually agreed upon.
* **Equity Stake:** Southeastern Top Gun Softball, LLC receives a 10% acquisition distribution after a standard 50/50 partner payouts and per the partnership agreement.

**Terms:**

* This partnership is established with the intention of lasting indefinitely.
* Provisions for the first right of refusal, including buy-out options, will be comprehensively outlined in the formal partnership agreement.
* Southeastern Top Gun Softball will receive quarterly financial reports.
* Southeastern Top Gun Softball will host a range of showcase & All-State softball events throughout the Carolinas.

**Confidentiality:** Both parties agree to maintain the confidentiality of all sensitive information related to this proposal.

**Director Protection Clause:** Southeastern Top Gun Softball, LLC shall maintain exclusive ownership and operational control of its fields. Transfer or encumbrance to any party, excluding Perfect Game SEC, LLC, requires the joint written consent of both parties.

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**Dominick J. Ferraro**

**Perfect Game SEC, Managing Partner**

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**Confidential**

**Date:** March 20, 2025

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

**Subject:** Fees and Prizes Package Comparison Breakdown

This comparison chart is based on data provided by the company and is believed to have a high probability of accuracy.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Category** | **TopGun** | **Perfect Game** | **Savings** | **Notes** |
| **1. Tournament Fees** | **-** | **-** | **-** | **-** |
| a. Zone Qualifiers | $75 \*($50 x 149) ($7,450) | $0 | $7,450 | Additional $25 - line (d) |
| b. National Championship | $100 \*(25) | $0 | $0 | Nash County Deal |
| c. World Series | $100 \*(25) | $0 | $0 | Nash County Deal |
| d. Per Team Fee | $25 x 2932 teams ($73,300) | $0 | $73,300 | 2,932 teams in 2024 |
| **2. Weekly Award Package** | **-** | **-** | **-** | **-** |
| a. Team Awards (800 Sets) | $219 x 800 ($175,200) | $90.10 x 800 ($72,080) | $103,120 | Plaques/Banners tec |
| b. Rings - Per Team (1538) | \*$39,936 ($7.68 per) | PG: Awards Included | $39,936 | Paid $6.03 more per ring |
| c. Rings - Per Team - (Triad) | $0 | PG: Awards Included | $0 | 1394 teams / $99 - No fee |
| d. Homerun Trophy - $3 | $0 | PG: Awards Included | $0 | PG: 2 MVP Plates/Awards |
| e. Homerun Medal - $2 | $2 x 4,000 ($8,000) | PG: Awards Included | $8,000 | 4000 ordered in 2024 |
| **3. National Awards Package** | **-** | **-** | **-** | **-** |
| a. World Series | \*$289 (N/A) | $0 | $0 | N/A |
| b. National Championships | \*$289 (N/A) | $0 | $0 | N/A |
| **4. Softballs** | **-** | **-** | **-** | **-** |
| a. Softballs Ordered | $650 / Case ($31,200) | $288 / Case ($13,824) | $17,376 | 48 Cases in 2024 |
|  |  |  |  |  |
| **Total Costs** | **$335,086 (Paid to TopGun)** | **$85,904 (Paid to PG)** |  |  |
|  |  |  | **$249,182** | **Additional Net Profit** |

\* **1. (a, b, c) Tournament Fees:** Zone qualifiers are $75 total ($50 promotional, $25 team). Note: the $25 team fee is already included in item (d) ‘Per Team Fee’. World Series/Halloween events are $25 per team, with Nash County covering prizes, fields, and umpire accommodations.

\* **2. (b) Rings - Per Team:** Reflects the minimum ring costs for Southeastern Top Gun Softball, LLC to TopGun Sports USA.

\* **3. (a, b) National Awards Package:** Due to Southeastern Top Gun Softball, LLC agreement with Nash County, they didn't pay for national award packages. They only paid the $25 per team fee, already included in the 'Per Team Fee' section.

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