

TORONTO LYNX SOCCER CLUB

UNITED SOCCER LEAGUES



July 10th 2013,

City of Hamilton,
Hamilton City Hall,
71 Main Street West,
Hamilton, Ontario, L8P 4Y5.

Mayor and Members

On behalf of the ownership group of the Toronto Lynx Soccer Club, I am writing to request your consideration for our application, to relocate our Soccer franchise operations into the City of Hamilton, with an ambition of making the new Soccer Stadium our home base location. We are prepared to negotiate a fair market value long term lease which would include office space as early as 2014.

We understand that the Hamilton Tiger Cat organization will be a vital and key tenant and we would appreciate being considered for a similar opportunity, to work with all concerned parties to bring Professional Soccer back to the City of Hamilton in 2014. We also understand the potential situation of possibly having to use an alternate facility at the early part of our season and of course during the Pan Am games themselves in 2015.

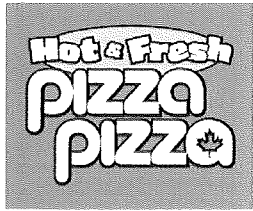
Our organization has been a member of the United Soccer Leagues (USL) since 1996 and has operated a professional team in the City of Toronto until 2008. We currently field teams in both PDL and W League, which is the very highest level of amateur soccer on the continent. We also operate one of the most respected senior Academy programs in North America. We have complete support from the USL and the Canadian Soccer Association to return to USLPRO, together with a ground breaking affiliation with Toronto FC and MLS, in very concerted and combined effort to develop our young Canadian potential, for Professional and National team opportunities. I have included documentation from all concerned, following extensive research and discussion between the groups, in an effort to make this a successful venture in what we all hope to be the perfect location, The City of Hamilton.

We have a very strong financial structure (as required by the USL) with significant investment from the ownership group. We have the knowledge and experience also, to be established and prepared in good time for the 2014 season. We are a very ambitious organization, confident and anxious to move forward and we are in the hope that City of Hamilton will embrace our proposed objectives and work with us regarding stadium usage and an active role in developing our great game.

Sincerely,

Alain Theroux,
President.

CC Duncan Wilde.



Toronto Lynx Soccer Club

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LETTER OF CONFIRMATION

DATE: July 27, 2013
TO: City of Hamilton
CC: USL Pro
RE: USL Pro Soccer Team of Hamilton

To whom it may concern,

I am happy to confirm that we are committing funds for the new USL Pro soccer team in Hamilton. We have put aside \$2,000,000.00 USD for the sole purpose of financing this new initiative led by Mr. Alain Theroux and Mr. Duncan Wilde. We believe that Hamilton Ontario is the perfect city to launch such a project.

We are ready to begin immediately. Please accept this letter as confirmation that we are financially committed to this initiative.

If a proof of funds letter is required, then it will be available upon written request. Thank you.

Sincerely yours,



Signature & Stamp

Date: July 27, 2013
Name: Dennis Kim
Title: CEO
Company: HUMANITERRA HLDG LTD





BY EMAIL

July 25, 2013

Earl Cochrane
Director, Team and Player Operations
Toronto FC

Dear Earl,

The Canadian Soccer Association supports an identified, coherent and sustainable pathway for Canada's youth talents to reach an elite level of soccer. A regional semi-professional development-focused team (division III level), operating in one of Canada's largest soccer markets, will provide players aged 18-23 a structured and meaningful competition environment.

The USL PRO franchise in Hamilton has the potential to be an important stepping-stone in the elite player pathway along which Canadians can rise to the top tier of professional football, and could be a vehicle to link and harmonize a national development structure, especially in consideration of its affiliation agreement with Toronto FC to become the MLS Team's development partner. With the plethora of talent in the region, this will provide an opportunity for athletes to play locally and will also enhance the sporting and sport promotion landscape in the City of Hamilton.

In addition, with the building of a new soccer stadium, the City of Hamilton has strategically positioned itself to take advantage of the tremendous opportunities available for the sport, namely the proposal put forth by Mr. Alain Theroux and Mr. Duncan Wild and their partners at United Soccer Leagues (USL) for a prospective USL PRO professional soccer franchise in Hamilton.

Notwithstanding the possible benefits a USL PRO Club could bring to the City of Hamilton and for soccer development in Canada, please note that prior to any sanctioning by the Canadian Soccer Association, the Club must meet the professional soccer standards and apply for Professional club membership within the Canadian Soccer Association for membership approval at the next Annual General Meeting.

Sincerely,

Peter Montopoli
General Secretary



July 11, 2013

City of Hamilton
Hamilton City Hall
71 Main St. West
Hamilton, ON L8P 4Y5

Mayor and Members:

The purpose of this letter is to provide background and express our support for a prospective USL PRO professional soccer franchise in Hamilton led by Alain Theroux and Duncan Wilde as part of Lynx Soccer Club.

USL PRO is the strongest, best operated and most experienced North American men's professional soccer league below Major League Soccer (MLS), both on and off the field. Focused on franchise stability and longevity, USL PRO features 13 teams participating in the 2013 season, with expansion teams for 2014 already announced for in Sacramento and Oklahoma City. In 2013 USL PRO launched a groundbreaking, multi-year partnership with MLS that will enhance the development of professional players in North America, strengthen the competition in both leagues, and establish a solid foundation for future collaboration. The league is focused on aggressive but deliberate growth by adding teams located in markets that further promote regional league play. In addition to league play, USL PRO teams compete in domestic tournaments and international exhibitions against top-flight opponents. Now in its third decade, USL PRO is the longest-standing pro league affiliate member of US Soccer.

Lynx Soccer Club (currently based in the Toronto market) have been a high-performing member of the USL system at the senior men's, women's and youth levels for the past 17 years with a reputation across the US & Canada for their successful player development model. The club has developed numerous players for not only MLS and major European teams, but also the Canadian National Team program. The next phase of the club's growth involves the establishment of a USL PRO team to serve as the apex of its soccer pyramid and a formal affiliation with a MLS team as permitted by our league's affiliation partnership. In order for this team to develop the strong identity, fan base, and corporate support necessary to achieve success, we strongly share its leadership's belief that the City of Hamilton is the ideal home for its professional soccer team. Clearly, there are exciting developments ongoing in Hamilton from a facilities standpoint and the market is ripe to embrace USL PRO professional soccer.

We appreciate your willingness to consider the plans being put forth by Mr. Theroux and the Lynx, who bring decades of proven business and soccer success respectively. We are confident that you will share our impressions that their initiative would benefit the City of Hamilton and complement its already strong sporting culture.

Please do not hesitate to contact me should you have any questions or desire further information about USL PRO.

Sincerely,

Tim Holt
President

CC Alain Theroux
Duncan Wilde





*****CONFIDENTIAL*****

11 July 2013

City of Hamilton
Hamilton City Hall
71 Main St. West
Hamilton, ON
L8P 4Y5

To Whom It May Concern,

This letter is a confirmation that Toronto FC and Major League Soccer (MLS) have been in discussions with Mr. Alain Theroux and Mr. Duncan Wilde and their partners at United Soccer League (USL) for the past several months regarding an affiliation agreement that would see the Hamilton group become vital development partners with Toronto FC/ Maple Leaf Sports and Entertainment. The plan would have the Hamilton franchise play in the USL PRO division and become the developmental team for Toronto FC's MLS team – with significant technical, marketing, sponsorship and financial assistance from Toronto FC.

In early 2013, MLS and USL PRO announced an unprecedented partnership agreement that was aimed toward enhancing the development of professional players in North America. At present there exists a delta in the development path of the North American elite player and this partnership was designed specifically to address that while at the same time, strengthen the competition in both leagues, and establish a solid foundation for future collaboration.

Toronto FC was and remains a strong advocate for this relationship and structure but also believes that for it to work for us, a Canadian solution needs to be established and we immediately began discussions with USL, Alain, and Duncan to find a solution – and Hamilton became the ideal situation.

Hamilton's rich sporting history, the support it has shown professional soccer in the past and the infrastructure being developed in the City in our minds make Hamilton the ideal partner. We are confident you will share our belief that this initiative set forth by Mr. Theroux and Mr. Wilde will greatly enhance the sporting landscape in Hamilton and soccer not just in the region, but nationally.

If there are any questions, please feel free to contact me at any time.

Sincerely,

Earl Cochrane
Director, Team and Player Operations
Toronto FC

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July 26, 2013

Toronto Lynx
2040 Marine Drive
Suite 14
Oakville, ON
L6L 1B4

Attention: Alain Theroux, President

Dear Mr. Theroux,

On behalf of The Ontario Soccer Association, we support the Toronto Lynx's application for a United States League ("USL") Division 2 Pro team for 2014. This initiative will provide opportunities for our athletes, coaches and referees in their development and growth in this great game. As Hamilton builds a new world class soccer specific stadium in preparation for the Pan Am games, this will ensure that your franchise has the infrastructure required to enter the USL.

We look forward to the opportunity to working with the Toronto Lynx as you embark on this initiative. We thank you for your dedication, commitment and leadership in the growth of soccer in Ontario and across the country.

Yours in soccer,

A handwritten signature in cursive script, appearing to read "Ron Smale".

Ron Smale
President



***THE HAMILTON & DISTRICT
SOCCER ASSOCIATION***

662 FENNELL AVE. E., SUITE 4
HAMILTON, ON L8V 1V1
PHONE: (905) 383-0286 FAX: (905) 383-0425

July 25, 2013

Toronto Lynx
2040 Marine Drive, Suite 14
Oakville, ON L6L 1B4
Attn: Alain Theroux - President

Dear Alain:

On behalf of The Hamilton and District Soccer Association, I would like to congratulate you for championing the cause of bringing professional soccer to our city.

Participation in the USL league will provide an incredible and exciting opportunity to the young men who excel at our wonderful sport of soccer. Your club will bring excitement to our city and entertainment to our soccer fans. More importantly, you will show casing and developing young Canadian soccer players which will contribute to our National team goals. Participation in this league will without a doubt bring admiration and respect to The City of Hamilton provincially, nationally and internationally.

As the President of The Hamilton and District Soccer Association, I fully support this initiative and I am totally confident I share this support with our 23,000 members. We wish you total success and our unwavering support.

Respectfully yours,

John Gibson
President