



May 18, 2012

Eric Satz
Tennessee Community Ventures Fund, LLC
616 Enquirer Avenue
Nashville, TN 37205

Dear Mr. Satz,

Pursuant to (i) the Series B Preferred Stock Purchase Agreement, entered into as of June 4, 2010, by and among ProPlayerConnect.com, Inc., a Delaware corporation with its principal place of business in Tennessee ("ProPlayerConnect") and Tennessee Community Ventures Fund, LLC ("TNCV"), and (ii) the Agreement for Additional Closing Pursuant to Series B Preferred Stock Purchase Agreement and Note Purchase Agreement, entered into as of May 26, 2011, between ProPlayerConnect and TNCV, TNCV purchased (a) 4,506 shares of Series B Preferred Stock of ProPlayerConnect for \$1,500,227.64 and (b) a convertible promissory note with a maximum principal amount of \$250,000 (only \$100,000.00 of principal was outstanding on such note).

Thank you,

A handwritten signature in blue ink, appearing to read 'Eric Satz', is written over the typed name.

President and COO



May 17, 2012

Eric Satz
Tennessee Community Ventures Fund, LLC
616 Enquirer Avenue
Nashville, TN 37205

Dear Mr. Satz,

Pursuant to the Series A-2 Preferred Stock Purchase Agreement, entered into as of May 4, 2012 by and among ProPlayerConnect.com, Inc., a Delaware corporation with its principal place of business in Tennessee ("ProPlayerConnect") and certain investors, Tennessee Community Ventures has purchased (i) 24,169 shares of Series A-2 Preferred Stock of ProPlayerConnect pursuant to a new cash investment of \$550,151.72 (a portion of this new cash went toward one of the shares described in clause (ii) below) and (ii) an additional 4,536 shares of Series A-2 Preferred Stock of ProPlayerConnect pursuant to the conversion of \$103,245.84 which was outstanding under a convertible promissory note issued previously by ProPlayerConnect to Tennessee Community Ventures.

Thank you,

A handwritten signature in black ink, appearing to read 'Eric Satz', is written over the printed name.

President and COO