

Dover Motorsports

INCORPORATED

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September 9, 2009

Via Email and Regular Mail

Mario D. Cibelli
Managing Member
Marathon Partners L.P.
52 Vanderbilt Avenue, 4th Floor
New York, New York 10017-3808

Dear Mr. Cibelli:

I have a copy of your latest rather bizarre communication to our Chairman. You are, of course, free to put up billboards if you so choose. You are also free to continue your almost daily barrage of letters, emails, faxes, chat room posts, and phone calls to officers, directors, trustees, stockholders, lenders, competitors . . . the list just keeps growing.

Have you ever paused long enough to consider why no one will take your calls, whether anyone is still listening to you, whether people value your opinions and analyses, or why they should? Perhaps more importantly, do you consider whether all your efforts are helping you to achieve your objectives?

From day one, your tactics have struck me as nothing short of peculiar. You kept seeking access to inside information yet, in one of our early conversations in 2007, when I asked if you really wanted to be privy to inside information and become an insider – and become subject to federal securities laws restrictions on trading – you implored me not to make you an insider. You were not merely interested in protecting an existing investment, you were interested in taking a large position in our common stock.

Your first letter to our Board of Directors was dated May 1, 2007. It was delivered to me May 2, 2007 by overnight mail and also faxed to our Chairman on the morning of May 2, 2007. The timing of that letter was certainly odd. My written response to your initial May and June letters was as follows:

“. . . Had you wished to have a constructive dialogue with us, you might have considered a more courteous means of communicating with our Board members – many of whom first read your initial May 1, 2007 letter online after you posted it on the Internet, but before even receiving the original from you.

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We do not intend, at this time, to publicize or to discuss with you the deliberations of our Board relative to the matters raised in your letters . . .”¹

What I did not mention in my letter is something I suspect you already knew about:

On May 2, 2007, Henry Tippie and I, together with other Dover Motorsports’ executives, met with Bruton Smith, Lesa Kennedy and various other people at an airplane hangar in Dallas, Texas. The purpose of the meeting was to entertain an offer to acquire Dover Motorsports from an alliance that had been formed by Speedway Motorsports, Inc and International Speedway Corporation. Early that morning, as we were boarding the plane on our way to the meeting, we first received a copy of your May 1, 2007 letter. You released the letter to the wire services before our directors had even received it let alone a chance to read it. Why were you in such a hurry to go public with that letter?

Bruton Smith led the negotiations for the alliance. He knew about the letter that you had sent that morning. He stated as follows at the meeting: *“You know that there are only two buyers for your company and that they’re both sitting at this table. You have to do something. And you don’t have a choice but to sell to us.”*

Mr. Smith proceeded to offer to buy the company at market value with no premium. After about an hour of discussions, he offered an additional nickel per share. Why he chose to be so insulting is anyone’s guess, but the meeting adjourned shortly after this.

But for your May 1, 2007 letter, we might have been able to negotiate a sale two years ago.

Mr. Smith would occasionally call right after you would send another letter or fax. The timing of those calls was also somewhat odd, since not all of your letters or faxes were publicly disclosed. We assumed that you had copied him on your letters and faxes. Perhaps you even purchased additional shares knowing that we were having discussions.

If we take an historical view of your fund’s holdings in Dover Motorsports, we see that you have increased your holdings roughly six-fold since that May 1, 2007 letter. Your 13F filings reveal that your holdings increased exponentially:

Common Stock	Filing Date
530,588	3/31/2007
937,888	6/30/2007
1,821,349	9/30/2007
2,592,467	12/31/2007
2,653,107	3/31/2008
2,653,107	6/30/2008
2,792,391	9/30/2008
2,957,705	12/31/2008

¹ *excerpted from my June 11, 2007 letter*

During this time, you did your best to publicize deeply critical remarks and wholly unsupported innuendo concerning the company, its management and its directors. So, why would you continue to accumulate shares? As the total value of your fund, as evidenced by your filings, continued to decline, why would you invest such a disproportionate amount of your fund in the common stock of a single, thinly traded, controlled corporation that you were so critical of?

During this time, short interest in our common stock also reached levels that we had never approached previously.

We have not engaged you in discussions publicly or privately for some time now. Perhaps this is something that puzzles some of our stockholders. However, they do not have the complete picture. Here's an assorted list of some of the things you have been up to.

You have written multiple letters to our full Board of Directors, written multiple letters to individual directors, sent faxes to various officers and directors, attended stockholder meetings, disrupted analyst calls, filed a multitude of SEC forms in order to publicize selected letters, and left numerous voice mails in Wilmington, Dover, Atlanta and Austin (many of which were after midnight). Many of these contain inaccurate and misleading statements.

You have communicated with our stockholders, with our competitors, with our lenders, and with the press.

You have started a website entitled "sellthecompany.com."

You have made various posts on the Yahoo Finance message board, many of them less than professional.²

You have made an entirely futile gesture at a stockholder proposal relative to our poison pill.

You have tried to persuade competitors to buy us.

And you have done a few particularly distasteful things, such as writing to Michele Rollins purporting to give her advice under the terms of her late husband's Last Will and Testament relative to selling Dover Motorsports and writing to the trustees of the RMT Trust suggesting that they have a fiduciary duty to meet with you.

You have even written to the Dean and Associate Deans of the Henry B. Tippie School of Business about a case study you say you will write on Dover Motorsports – all in a transparent effort to harass, demean and cause embarrassment to our Chairman. Does your arrogance know no bounds? If you believe that you can pressure someone of Henry Tippie's stature into holding a public auction for Dover Motorsports simply by threatening to distribute a case study to the students at the University that bears his name, then you are undeniably

² My apologies if these were not all actually your posts or messages that you asked others to post. Whoever posted them did so anonymously - but posts from "sellthecompany_com" certainly look like they are yours.

clueless.

Why you think that Speedway Motorsports, Inc. or International Speedway Corporation would need your advice relative to evaluating an investment in our company escapes me. Why you think that Michele Rollins, Randall Rollins, Jeff Rollins or Dean Hunter is interested in hearing from you is equally mystifying to me.

As we noted in our conference call announcing the agreement of sale for our Memphis facility, we began those negotiations several years ago – before your initial May 1, 2007 letter surfaced. We had to routinely state both to our employees and to prospective buyers that we were not under any pressure to sell. Your constant negative publicity almost prevented the deal from getting signed.

In short, your meddling and grandstanding hasn't accomplished anything other than the discontinuance of Q&A on our conference calls – and that was only due to the total lack of civility you and associates of yours have displayed. What have you accomplished other than to undermine various efforts that we already had underway – efforts that might have benefited you and all Dover stockholders? It would seem that you have become your own worst enemy.

Please understand that you have not offered us a single useful idea or unique insight in any of your letters. Your suggestion that we sue NASCAR – our business partner for over 40 years – was about as thoughtful as your suggestion that we announce a public auction of the company. Some of your most recent letters strike me as nothing short of defamatory.

We are continuing to run Dover's business and doing our best to get to the other side of what is a very difficult economic cycle. The liquidity needs of your fund do not enter into our decision making process. Selling at the absolute bottom of the market might be something you'd like to see us do, but we are not under any pressure to sell. We will continue to evaluate any acquisition offers that may be made from time to time. But you will not hear about any of them from us until we are in a position to make an announcement to all of our stockholders, not just to the loudest and most obnoxious ones.

I would have communicated this to you in a phone call, but I prefer to avoid the risk of being misquoted. Of course, you are free to quote from this letter in your next SEC filing if you like, but I would ask that you not pull anything out of context and just include the letter in its entirety.

Thank you.

Sincerely yours,



Klaus M. Belohoubek
Senior Vice President – General Counsel