

**THIRD AMENDMENT TO  
THE EXCLUSIVE NEGOTIATION AGREEMENT BETWEEN  
THE CITY OF LAS VEGAS AND FRANK WRIGHT PLAZA, LLC**

THIS THIRD AMENDMENT is made and entered into this 6<sup>TH</sup> day of December, 2006, by and between the City of Las Vegas, a Nevada municipal corporation (hereinafter "City") and Frank Wright Plaza, LLC, a Nevada limited liability company (hereinafter "Developer"), on the terms and provisions set forth below.

**RECITALS**

WHEREAS, on June 15, 2005, the City and The Henry Brent Company, LLC entered into the Exclusive Negotiation Agreement (the "ENA") to allow for negotiations of a Disposition and Development Agreement for the development of certain property located at 4<sup>th</sup> Street and Stewart Avenue; and

WHEREAS, on November 9, 2005, The Henry Brent Company, LLC, assigned all of its rights and obligations under the ENA to the Developer and Developer assumed all of said rights and obligations from The Henry Brent Company, LLC pursuant to the provisions of the Assignment and Assumption Agreement; and

WHEREAS, on December 7, 2005, the City Council consented to the Assignment and Assumption Agreement and authorized the Mayor to execute the Consent to Assignment and Assumption Agreement; and

WHEREAS, concurrently with the City Council consent to the Assignment and Assumption Agreement, the City and the Developer entered into the First Amendment to the Exclusive Negotiation Agreement; and

WHEREAS, on May 17, 2006, the City Council authorized the Mayor to enter into the Second Amendment to the Exclusive Negotiation Agreement; and

WHEREAS, the City and Developer mutually desire to extend the term of the ENA.

NOW, THEREFORE, said parties do hereby agree as follows:

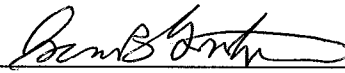
1. In Section I., B., the Negotiation Period shall be extended up to and including April 18, 2007.

2. Pursuant to Section IV., C., Full Disclosure of Principals, the Developer has submitted and disclosed on the form attached to this Third Amendment as Exhibit "A" all principals, including partners or members of Frank Wright Plaza, LLC, as well as all persons and entities holding more than 1% interest in said company or any principal, partner or member of the same.

3. No Other Amendments. Except as expressly set forth in this Third Amendment, all provisions of the ENA shall remain in full force and effect.


IN WITNESS WHEREOF, the parties hereto have caused this Third Amendment on the date set forth above.

City of Las Vegas


By   
Oscar B. Goodman, Mayor

“City”

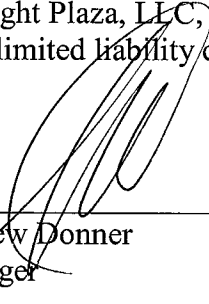
ATTEST:

  
Barbara Jo Ronemus, City Clerk

APPROVED AS TO FORM:

 11/14/06  
Date

Frank Wright Plaza, LLC,  
a Nevada limited liability company

By:   
Andrew Donner  
Its: Manager

“Developer”

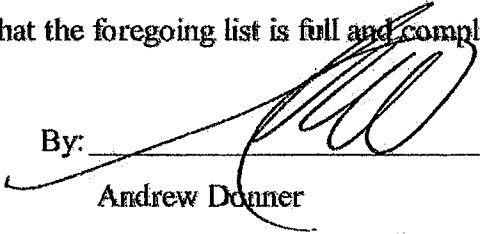
**DISCLOSURE OF PRINCIPALS**

The principals and partners of Frank Wright Plaza, LLC and all persons and entities holding more than 1% (one percent) interest in Frank Wright Plaza, LLC Or any principal of Frank Wright Plaza, LLC are the following:

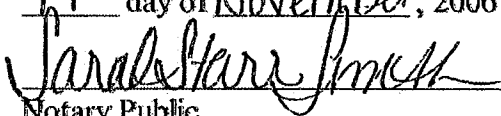
| <u>FULL NAME</u>  | <u>BUSINESS ADDRESS</u>                                     | <u>BUSINESS PHONE</u> |
|---|---|-----------------------|
| 1. <u>Donner Investment Trust/Andrew B. Donner</u>        | <u>206 North 3<sup>rd</sup> Street, Las Vegas 89101</u>     | <u>702-953-4320</u>   |
| 2. <u>Steven Mack Gaming Investment Trust/Steven Mack</u> | <u>8741 Lakeside Drive, Reno, NV 89511</u>                  | <u>702-769-5959</u>   |
| 3. <u>Robert H. O'Neil</u>                                | <u>206 North 3<sup>rd</sup> Street, Las Vegas, NV 89101</u> | <u>702-953-4320</u>   |
| 4. <u>Keith E. Grossman</u>                               | <u>206 North 3<sup>rd</sup> Street, Las Vegas, NV 89101</u> | <u>702-953-4320</u>   |

I hereby certify under penalty of perjury, that the foregoing list is full and complete.



By:   
Andrew Donner  
Its: Manager

Subscribed and sworn to before me this

14 day of November, 2006  
  
Notary Public