

**FIRST AMENDMENT TO LEASE AGREEMENT  
BETWEEN  
CITY OF LAS VEGAS AND PORT OF SUBS, INC.**

THIS FIRST AMENDMENT TO LEASE AGREEMENT ("First Amendment"), entered into this 15<sup>TH</sup> day of OCTOBER, 2008, by and between the CITY OF LAS VEGAS, a municipal corporation of the State of Nevada, ("Lessor"), and PORT OF SUBS, INC., a Nevada Corporation ("Lessee").

RECITALS:

WHEREAS, the parties entered into a Lease Agreement on the 5<sup>th</sup> day of November, 2003, under which the Lessor leases certain real property located at 261 North Las Vegas Boulevard, Las Vegas, Nevada, commonly known and referred to as the "Stewart Avenue Garage Retail Space" whose location is shown on the Site Map, Exhibit "A" attached hereto, to the Lessee (the "Lease Agreement"); and

WHEREAS, the parties desire to amend the Lease Agreement to provide for the reduction of rent.

NOW, THEREFORE, the parties agree to amend the Lease Agreement as follows:


1. This First Amendment shall be effective upon the date of approval by the Las Vegas City Council.
2. Section 6, Subsection A, second sentence shall be deleted and replaced with the following:

Commencing on the first day September 2008, Lessee agrees to pay Lessor, as rent for the Premises and Storage Area, the total sum of One Thousand Six Hundred Fifty Two Dollars and 50/100 (\$1,652.50) per month, for approximately 1,172 square feet of net useable retail space and 150 square feet of storage area, without demand, offset or reduction, payable monthly in advance to Lessor at City of Las Vegas, Department of Finance and Business Services, 400 Stewart Avenue, 6<sup>th</sup> Floor, Las Vegas, Nevada 89101. No annual increases or CPI adjustments shall be made through the remaining initial term of the Lease Agreement.

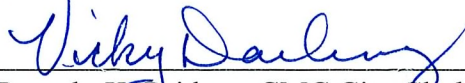
3. All other provisions of the Lease Agreement and Letter of Agreement dated October 13, 2004 that are not inconsistent herewith shall remain in full force and effect.

IN WITNESS WHEREOF, the parties, by their duly authorized representatives, have executed this First Amendment on the day and year first above written.

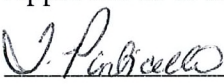
CITY OF LAS VEGAS  
("LESSOR")

By:   
OSCAR B. GOODMAN  
Mayor

ATTEST:

  
~~Beverly K. Bridges, CMC City Clerk~~  
Vicky Darling, CMC  
Acting City Clerk

Approved as to form:

 9/26/08  
Date

PORT OF SUBS, INC.  
("LESSEE")

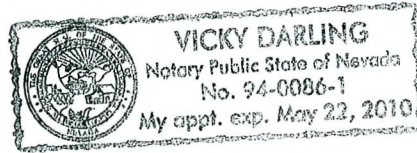
By:   
MICHAEL C. POWELL  
President

ACKNOWLEDGMENTS

STATE OF NEVADA )  
 ) ss.  
COUNTY OF CLARK )

On this 20th day of October, 2008, personally appeared before me, the undersigned, a Notary Public in and for the County of Clark, State of Nevada, OSCAR B. GOODMAN, who acknowledged that he executed the above instrument.

Vicky Darling  
NOTARY PUBLIC, in and for said  
County and State



STATE OF NEVADA )  
 ) ss.  
COUNTY OF WASHOE )

On this 29th day of September, 2008, personally appeared before me, the undersigned, a Notary Public in and for the County of Washoe, State of Nevada, Mike Powell, who acknowledged that he/she executed the above instrument.

W Wallace  
NOTARY PUBLIC, in and for said  
County and State

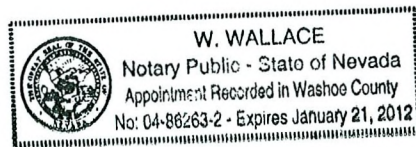
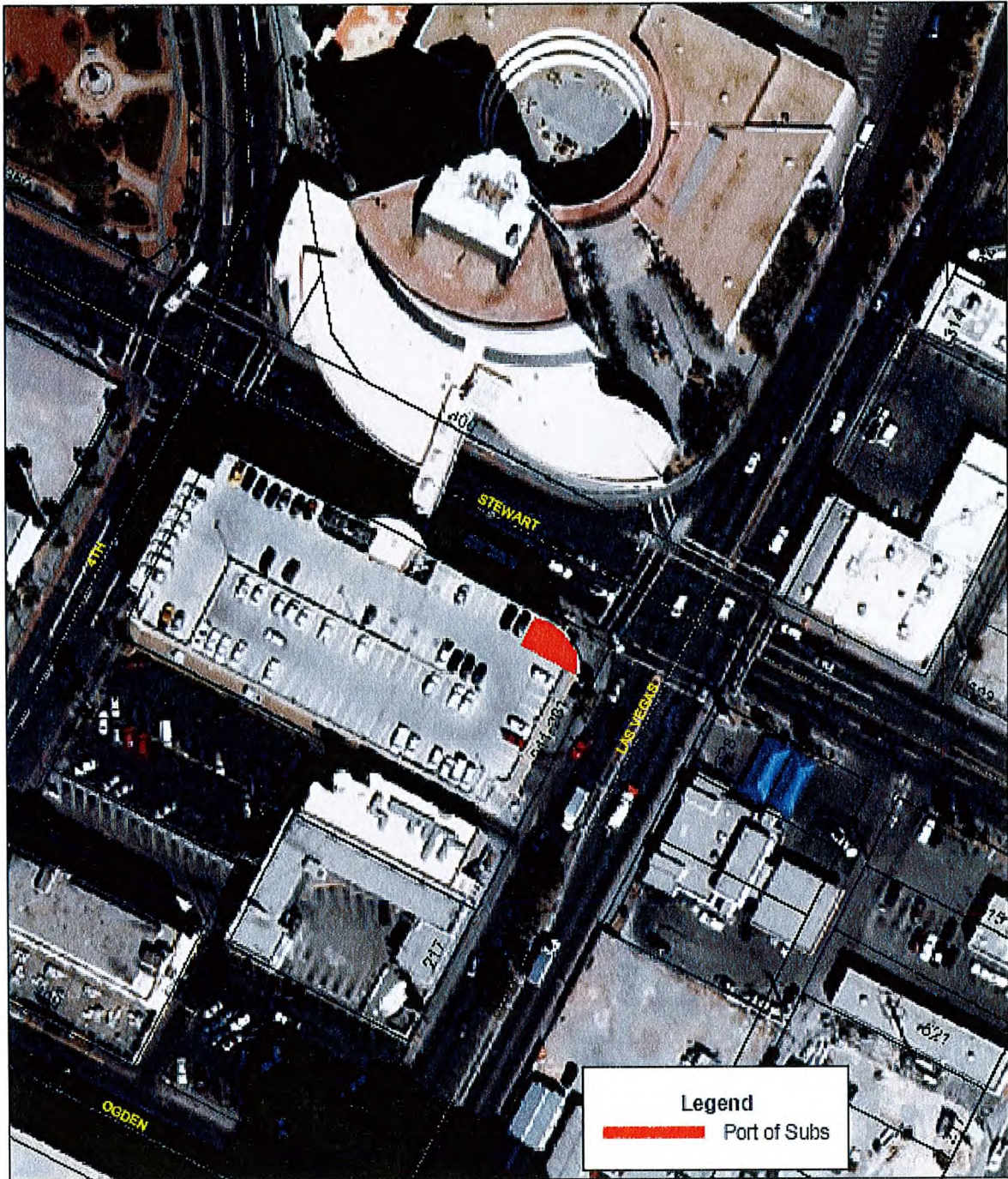


Exhibit A



0 50 100 200 Feet

9/03/2008