

**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 15th 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 5th 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, 6th Floor, Las Vegas, Nevada 89101. No annual increases or CPI adjustments shall be made through the remaining initial term of the Lease Agreement.

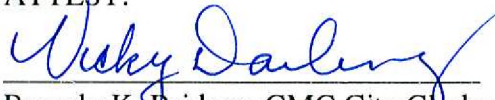
3. All other provisions of the Lease Agreement and Letter of Agreement dated October 13, 2004 that are not inconsistent herewith shall remain in full force and effect.

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

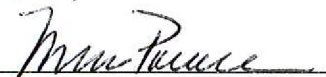
ATTEST:


~~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")

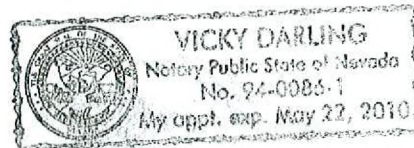
By: 
MICHAEL C. POWELL
President

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,
Michael Powell, who acknowledged that he/she executed the above instrument.

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

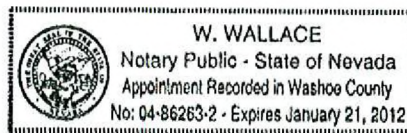
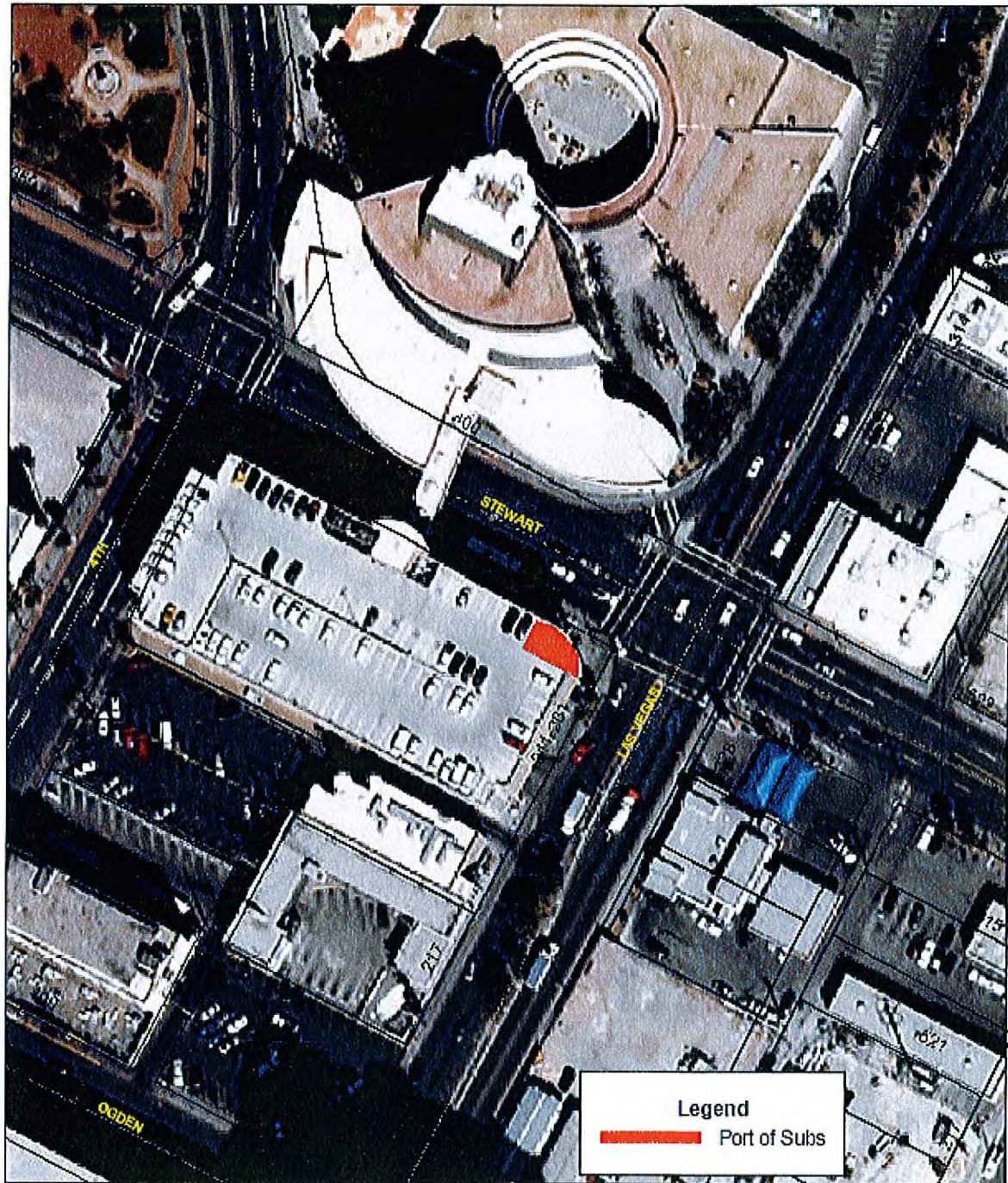


Exhibit A



0 50 100 200 Feet

9/03/2008

CERTIFICATE DISCLOSURE OF OWNERSHIP/PRINCIPALS

1. Definitions

"City" means the City of Las Vegas.

"City Council" means the governing body of the City of Las Vegas.

"Contracting Entity" means the individual, partnership, or corporation seeking to enter into a contract or agreement with the City of Las Vegas.

"Principal" means, for each type of business organization, the following: (a) sole proprietorship – the owner of the business; (b) corporation – the directors and officers of the corporation; but not any branch managers of offices which are a part of the corporation; (c) partnership – the general partner and limited partners; (d) limited liability company – the managing member as well as all the other members.

2. Policy

In accordance with Resolution 79-99 and 105-99 adopted by the City Council, Contracting Entities seeking to enter into certain contracts or agreements with the City of Las Vegas must disclose information regarding ownership interests and principals. Such disclosure generally is required in conjunction with a Request for Proposals (RFP). In other cases, such disclosure must be made prior to the execution of a contract or agreement.

3. Instructions

The disclosure required by the Resolutions referenced above shall be made through the completion and execution of this Certificate. The Contracting Entity shall complete Block 1, Block 2, and Block 3. The Contracting Entity shall complete either Block 4 or its alternate in Block 5. Specific information, which must be provided, is highlighted. An Officer or other official authorized to contractually bind the Contracting Entity shall sign and date the Certificate, and such signing shall be notarized.

4. Incorporation

This Certificate shall be incorporated into the resulting contract or agreement, if any, between the City and the Contracting Entity. Upon execution of such contract or agreement, the Contracting Entity is under a continuing obligation to notify the City in writing of any material changes to the information in this Certificate. This notification shall be made within fifteen (15) days of the change. Failure to notify the City of any material change may result, at the option of the City, in a default termination (in whole or in part) of the contract or agreement, and/or a withholding of payments due the Contracting Entity.

**CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS
(CONTINUED)**

Block 1	<u>Contracting Entity</u>
Port of Subs, Inc.	
Name Michael C. Powell	
Address 5365 Mae Anne Avenue Suite A-29 Reno, Nevada 89523	
Telephone (775) 747-0555	
EIN or DUNS	

Block 2	Description
First Amendment to Lease Agreement:	
RFP #:	N/A

Block 3	Type of Business
☐ Individual ☐ Partnership ☐ Limited Liability Company ☒ Corporation	

Block 4	<u>Disclosure of Ownership and Principals</u>		
In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.			
	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1.	John R. Larsen	5365 Mae Anne Avenue Suite A-29 Reno, Nevada 89523	(775) 747-0555
2.	Patricia Larsen	5365 Mae Anne Avenue Suite A-29 Reno, Nevada 89523	(775) 747-0555
3.	Lisa Moore	5365 Mae Anne Avenue Suite A-29 Reno, Nevada 89523	(775) 747-0555
4.	Michael C. Powell	5365 Mae Anne Avenue Suite A-29 Reno, Nevada 89523	(775) 747-0555
5.			
6.			
7.			
8.			

The Contracting Entity shall continue the above list on a sheet of paper entitled "Disclosure of Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: _____

Block 5 **Disclosure of Ownership and Principals - Alternate**

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: N/A

Date of Attached Document: _____ Number of Pages: _____

I certify, under penalty of perjury, that all the information provided in this Certificate is current, complete, and accurate.

Travis Furr

Name

9/29/08

Date

Subscribed and sworn to before me this 29th
day of

September, 2008.

W. Wallace

Notary Public

