

CITY PARKWAY IV A, INC.

RESOLUTION ACCEPTING THE QUITCLAIM DEED OF THE TRANSFER OF APPROXIMATELY 5,258 SQUARE FEET OF REAL PROPERTY LOCATED AT SYMPHONY PARK FROM OFFICE DISTRICT PARKING I, INC., APPROVING AND ACCEPTING THE ASSIGNMENT AND ASSUMPTION OF ALL RELATED CONTRACTS AND OBLIGATIONS AND PROVIDING FOR ALL OTHER MATTERS PROPERLY RELATED THERETO

WHEREAS, Symphony Park is a master plan development community which includes office, retail residential, medical, civic and gaming uses in downtown Las Vegas; and

WHEREAS, in 2008 approximately 5.53 acres were deeded to Office District Parking I, Inc. as non-gaming property; and

WHEREAS, approximately 5,258 square feet of real property (the "Site") is contained within the legal description of Parcel P in Symphony Park; and

WHEREAS, City Parkway IV A, Inc. owns the remaining portion of Parcel P; and

WHEREAS Office District Parking I, Inc. and City Parkway IV A, Inc., as joint owners of Parcel P, have been negotiating an agreement for the development of the entire Parcel P; and

WHEREAS, it is in the best interests of all parties to transfer ownership of the Site to City Parkway IV A, Inc. for the purpose of having fee ownership of Parcel P under one owner; and

WHEREAS, City Parkway IV A, Inc. is desirous of accepting the transfer of the Site which will facilitate the development Parcel P in Symphony Park in downtown Las Vegas.

NOW, THEREFORE, BE IT RESOLVED that City Parkway IV A, Inc. does hereby accept the Quitclaim Deed which transfers the Site, as more specifically described in the Quitclaim Deed, attached hereto as Exhibit "A" and incorporated herein, from Office District Parking I, Inc.; and

RESOLVED FURTHER, that the officers of City Parkway IV A, Inc. are authorized to execute and record the appropriate documents to effectuate the transfer; and

RESOLVED FURTHER, that City Parkway IV A, Inc. does hereby accept as assignee the assignment and assumption of all related contracts and obligations of Office District Parking I, Inc. to City Parkway IV A, Inc. as it relates to the Site and authorizes the officers of City Parkway IV A, Inc. to execute any instruments and documents to effectuate the assignment and assumption.

This Resolution was approved and adopted by the Board of Directors of City Parkway IV A, Inc. at a duly held meeting held on October 13, 2009.

CITY PARKWAY IV A, INC.

By: Elizabeth N. Fretwell
Elizabeth N. Fretwell, President

ATTEST


Scott D. Adams, Secretary-Treasurer

APPROVED AS TO FORM:

V. Pambicello 10/13/09
Date

APN: 139-34-110-002

Recorded at the Request of:
Office District Parking I Inc.
400 Stewart Ave
Las Vegas, NV 89101

QUITCLAIM DEED

THIS INDENTURE WITNESSETH: That OFFICE DISTRICT PARKING I INC., a Nevada non-profit corporation, for and in consideration of \$1.00, the receipt of which is hereby acknowledged, do hereby remise, release and forever quitclaim to CITY PARKWAY IV A INC., a Nevada non-profit corporation, all that real property situate in the City of Las Vegas, County of Clark, State of Nevada bounded and described as follows:

For complete legal description, see Exhibit "A" attached hereto
and by this reference made a part hereof

Together with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining.

Witness by my hand on this _____ day of _____, 2009

Office District Parking I Inc.,

BY _____
ELIZABETH N. FRETWELL
PRESIDENT

Approved as to form:

Date:

DUE TO CLARK COUNTY RECORDING
STANDARDS, PLEASE DO NOT WRITE,
TYPE AND/OR STAMP WITHIN THE
1" BORDER OF THIS DOCUMENT

APN: 139-34-110-002

OWNER: Office District Parking I Inc.

TYPE DOC: Quitclaim

LOCATION: Portion of parcel 139-34-110-002 located north of Bonneville, west of
U.P.R.R.

STATE OF NEVADA)

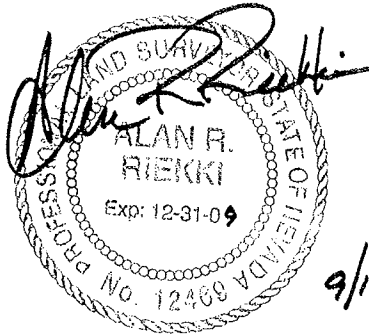
) ss.

COUNTY OF CLARK)

On this ____ day of _____, 2009, personally appeared before me, a Notary Public in and for said County and State, Elizabeth N. Fretwell, known to me to be the President of Office District Parking I Inc., and she acknowledged to me that she executed the same for and on behalf of Office District Parking I Inc., and that she executed the said instrument freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal

NOTARY PUBLIC in and for
said County and State



SEPTEMBER 17, 2009
BY: ARR
P.R. BY: HJB
(PAGE 1 OF 2)

EXPLANATION:

THIS LEGAL DESCRIPTION DESCRIBES A PARCEL OF LAND GENERALLY LOCATED NORTH OF BONNEVILLE AVENUE AND WEST OF THE UNION PACIFIC RAILROAD RIGHT-OF-WAY FOR DEED PURPOSES.

LEGAL DESCRIPTION

BEING A PORTION OF THAT PARCEL OF LAND CONVEYED TO "OFFICE DISTRICT PARKING I, INC." PER DOCUMENT: 20080501 INSTRUMENT: 02090, ALSO BEING A PORTION OF LOT 5 OF THAT COMMERCIAL SUBDIVISION KNOWN AS "PARKWAY CENTER" ON FILE IN THE OFFICE OF THE COUNTY RECORDER IN BOOK 53 OF PLATS, AT PAGE 61, LOCATED WITHIN THE NORTHWEST QUARTER (NW 1/4) OF SECTION 34, TOWNSHIP 20 SOUTH, RANGE 61 EAST, M.D.M., CITY OF LAS VEGAS, CLARK COUNTY, NEVADA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST NORTHERLY CORNER OF THAT PARCEL OF LAND CONVEYED TO "OFFICE DISTRICT PARKING I, INC." PER DOCUMENT: 20080501 INSTRUMENT: 02090, BEING ON THE NORTHWESTERLY RIGHT-OF-WAY LINE OF THE UNION PACIFIC RAILROAD, SAID POINT BEING MARKED BY A 5/8 INCH REBAR AND ALUMINUM CAP STAMPED "PLS 5094"; THENCE SOUTH 27°55'16" WEST ALONG SAID RAILROAD RIGHT-OF-WAY, 140.08 FEET ; THENCE NORTH 62°07'30" WEST, DEPARTING SAID RAILROAD RIGHT-OF-WAY, 72.00 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 1510.00 FEET, A RADIAL LINE TO THIS POINT BEARS NORTH 37°52'25" WEST, SAME POINT BEING THE MOST SOUTHERLY CORNER OF PARCEL "P/Q" AS CONVEYED BY DOCUMENT: 20080501, INSTRUMENT: 02091; THENCE NORTHEASTERLY, ALONG THE BOUNDARY LINE OF SAID PARCEL "P/Q" AND ALONG SAID CURVE 157.61 FEET THROUGH A CENTRAL ANGLE OF 05°58'50" TO THE **POINT OF BEGINNING**.

CONTAINING 5,258 SQUARE FEET, MORE OR LESS, AS DETERMINED BY COMPUTER METHODS.

LEGAL DESCRIPTION CONTINUED
(PAGE 2 OF 2)

BASIS OF BEARINGS:

SOUTH 27°55'16" WEST, BEING THE EAST LINE OF LOT 5 OF THAT COMMERCIAL SUBDIVISION KNOWN AS "PARKWAY CENTER" ON FILE IN THE OFFICE OF THE COUNTY RECORDER, CLARK COUNTY, NEVADA IN BOOK 53 OF PLATS, AT PAGE 61.

END OF DESCRIPTION.