

ENGAGEMENT LETTER MODIFICATION NO. 1

PROFESSIONAL LEGAL SERVICES RELATING TO CITY OF LAS VEGAS REDEVELOPMENT AGENCY

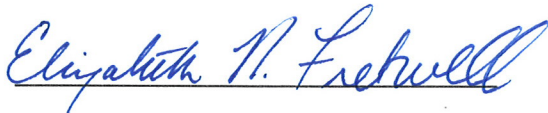
This Modification No. 1 is being entered into this day of 4th of August, 2010, by and between the Las Vegas Redevelopment agency ("RDA") having its principal office at 400 Stewart Avenue, Las Vegas, Nevada 89101 and Rosenfeld & Rinato (the "Firm") (formerly known as Rosenfeld & Roberson), having its principal office at 9029 South Pecos Road, Suite 2800, Henderson, Nevada 89074.

The engagement letter between the Firm and the RDA dated May 1, 2009 is hereby extended until June 30, 2011. RDA reserves the right to exercise five (5) one (1) year option periods beyond the agreement term and will affect such extensions by written notice. All other terms and conditions of the engagement letter remain the same.

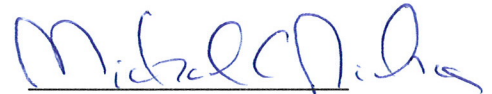
IN WITNESS WHEREOF, the parties have caused this Modification No. 1 to be executed as of the date first above written.

CITY OF LAS VEGAS REDEVELOPMENT AGENCY

ROSENFELD & RINATO



Elizabeth N. Fretwell, Executive Director



Michael C. Niarchos

Attest:


BEVERLY K. BRIDGES, MMC
SECRETARY

APPROVED AS TO FORM:

