



WORLD
MARKET
CENTER
LAS VEGAS

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www.LasVegasMarket.com

April 28, 2011

City of Las Vegas Redevelopment Agency
Attn: Mr. Bill Arent
Business Development Director
400 Stewart Ave.
Las Vegas, NV 89101

**Re: First Amended and Restated Owner Participation Agreement Dated
July 7, 2004**

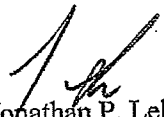
Notice of Change of Majority Ownership

Dear Mr. Arent:

Pursuant to §107 of the First Amended and Restated Owner Participation Agreement dated July 7, 2004 ("OPA"), this correspondence shall constitute Developers' notice of change of majority ownership. Capitalized terms not defined herein shall have the meanings ascribed to them in the OPA.

Please be advised that as of Friday April 29, 2011 majority ownership of Developer will change from its current structure to International Market Centers, LP, as detailed in the organizational chart attached hereto.

Contact information for the majority owner is included on the organizational chart attached hereto. Please let me know if you have any questions or concerns.


Jonathan P. Leleu
In-House Counsel for
World Market Center Las Vegas



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We ask that the Agency acknowledge and consent to the change of majority ownership by executing this correspondence where indicated and returning it to Jonathan P. Leleu, 495 S. Grand Central Pkwy., Suite 2203, Las Vegas, Nevada, 89106, as soon as possible.

DEVELOPERS

By: _____
Name: _____

AGENCY

By: Elizabeth N. Fretwell
Name: Elizabeth N. Fretwell

By: _____
Name: _____

Approved as to form

John S. Ridilla 4/28/11
John S. Ridilla Date
Deputy City Attorney