

**FIRST AMENDMENT TO THE AGREEMENT BETWEEN THE
CITY OF RAPID CITY
AND
NINE LIENS PARTNERSHIP FOR THE TRANSFER OF TITLE FOR
A PORTION OF COWBOY HILL**

The parties to this **First Amendment** ("Amendment") are Nine Liens Partnership, a South Dakota Partnership, of P.O. Box 440, Rapid City, SD 57709 ("9Liens") and the City of Rapid City, a South Dakota Municipal Corporation (the "City")

~Recitals~

A. The purpose of this Amendment is for the parties to amend the Agreement Between the City of Rapid City and Nine Liens Partnership for the Transfer of Title for a Portion of Cowboy Hill executed on October 20, 2006.

Now Therefore, in consideration of the foregoing and the mutual covenants contained in this Amendment and for other valuable consideration 9Liens and the City agree upon the following terms and conditions:

~Article I – Amendments~

1.1 The parties acknowledge and agree that Section 1 of the Agreement Between the City of Rapid City and Nine Liens Partnership for the Transfer of Title for a Portion of Cowboy Hill referencing "Forty acres" is hereby deleted, in its entirety, and the following is inserted therefore:

"Thirty-Six and Nine Hundred Three One-Thousandths (36.903) acres"

1.2 The parties acknowledge and agree that Section 2 of the Agreement Between the City of Rapid City and Nine Liens Partnership for the Transfer of Title for a Portion of Cowboy Hill is hereby deleted, in its entirety, and the following is inserted therefore:

"The 9Liens agree to donate approximately 18.4515 acres of Tract E/9 to the City. As consideration for the remaining 18.4515 acres of Tract E/9, the City agrees to pay 9Liens the total sum of One Hundred Forty-Seven Thousand Six Hundred Twelve Dollars (\$147,612.00). This amount is equal to Eight Thousand Dollars (\$8,000.00) per acre."

~Article II – Remaining Terms~

2.1 This Amendment shall take effect upon execution hereof. Except as specifically amended herein, the Agreement Between the City of Rapid City and Nine Liens Partnership for the Transfer of Title for a Portion of Cowboy Hill shall continue in full force and effect in accordance with its original terms and conditions. Reference to

this Amendment need not be made in the Agreement Between the City of Rapid City and Nine Liens Partnership for the Transfer of Title for a Portion of Cowboy Hill or any other instrument or document executed in connection therewith, any reference in any such items to the Agreement Between the City of Rapid City and Nine Liens Partnership for the Transfer of Title for a Portion of Cowboy Hill shall be sufficient to refer to the Agreement Between the City of Rapid City and Nine Liens Partnership for the Transfer of Title for a Portion of Cowboy Hill and all amendments thereto.

~Article IV – Miscellaneous~

4.1 The terms and conditions contained in this Amendment shall apply to and bind the heirs, legal representatives, successors and assigns of the parties. This Amendment may not be modified except by an instrument in writing, signed by the parties hereto, their legal representatives, successor or assigns.

Dated this 7th day of November 2006.

9Liens:

Nine Liens Partnership

By:


Suzanne Gabrielson

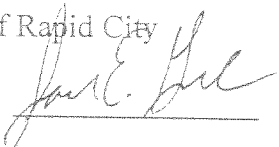
Its:

Managing Partner

City:

City of Rapid City

By:



Its:

CITY ATTORNEY