

AMENDMENT TO ASSIGNMENT AGREEMENT

WHEREAS Midland Rushmore, LLC, has executed an agreement assigning to BANKWEST of Rapid City all rights, titles and interest in Midland's right to receive tax increment payments from Tax Increment District 56 located in Pennington County, South Dakota; and

WHEREAS the City of Rapid City entered into a Contract for Private Development with MAP Rushmore, L.L.C. and not Midland; and

WHEREAS BANKWEST has, together with a participating bank, agreed to lend money to Midland for the purpose of developing certain real property located in Pennington County, South Dakota and, as collateral, has secured the right to payments due Midland and/or MAP from TID 56, the parties agree as follows:

1. That it was the intent of all parties hereto that the loan from BANKWEST to Midland be secured by the proceeds of Tax Increment District 56.
2. That MAP and the City of Rapid City both agree and acknowledge the security interest of BANKWEST in such proceeds notwithstanding the fact that the Contract for Private Development lists as the developer MAP.
3. The parties specifically acknowledge, assign and consent to the fact that all tax increment payments due to either Midland or MAP from Tax Increment District 56 be assigned to BANKWEST pursuant to the Assignment Agreement dated January 2, 2007, and all parties hereto agree that such payments shall flow to BANKWEST as though said Assignment Agreement was executed between MAP and BANKWEST.

The parties further agree and acknowledge that the Contract for Private Development further contains provisions concerning the use and disposition of excess funds potentially placed into the Tax Increment Fund through the sale of excess real property and acknowledge that any such proceeds deposited into the Tax Increment District 56 Fund shall be distributed to BANKWEST in accordance with the terms and conditions of the Private Development Contract and subject to the limitations set forth in the Assignment Agreement.

Dated this 17th day of January, 2007.

MAP RUSHMORE, LLC

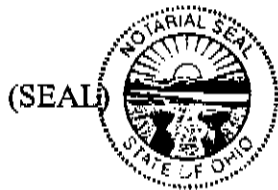
By: _____

Its: Executive Manager

State of Ohio)
County of Hamilton)ss:

On this 19 day of January, 2007, before me, the undersigned notary public, personally appeared John I. Silverman known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



JENNIFER GIBBS
Notary Public, State of Ohio
My Commission Expires 04-17-11

[Signature]
Notary Public
My Commission Expires:

Dated this 19 day of January, 2007.

MIDLAND RUSHMORE, LLC

By: [Signature]

Its: Executive Manager

State of Ohio)
County of Hamilton)ss:

On this 19 day of January, 2007, before me, the undersigned notary public, personally appeared John I. Silverman known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



JENNIFER GIBBS
Notary Public, State of Ohio
My Commission Expires 04-17-11

[Signature]
Notary Public
My Commission Expires:

THE CITY OF RAPID CITY

By: Jim Shaw
James Shaw
Its: MAYOR

ATTEST:

James Preston
Finance Officer

STATE OF SOUTH DAKOTA)
)ss.
COUNTY OF PENNINGTON)

On this 11th day of January, 2007, before me, the undersigned officer, personally appeared Jim Shaw and Jim Preston, who acknowledged themselves to be the Mayor and Finance Officer, respectively, of the City of Rapid City and that they, as such Mayor and Finance Officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing as such Mayor and Finance Officer of the City of Rapid City.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Jacqueline M. Perry
Notary Public, State of South Dakota
My Commission Expires: 7-15-2012

[SEAL]

BANKWEST

By: Jack E. Lyness
Jack E. Lyness
Its: Regional President

State of South Dakota)

County of Pennington)

On this 19th day of January, 2007, before me, the undersigned notary public, personally appeared Jack Lyness known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

SEAL CAROL CAMPBELL **SEAL**
NOTARY PUBLIC
State of South Dakota

(SEAL)

10/28/09

Carol Campbell
Notary Public
My Commission Expires: