

**CITY OF LEMOORE
AMENDMENT NO. 1
TO CONTRACT FOR CONVEYANCE AND DEVELOPMENT
(E STREET COMMERCIAL PROJECT)**

This Amendment No. 1 ("Amendment") is entered into as of February 20, 2007 (the "Effective Date"), by and between the CITY OF LEMOORE (the "City") and COKER ELLSWORTH DEVELOPMENT, LLC, A California Liability Company (the "Developer").

Recitals

A. The City and the Developer entered into a Contract for Conveyance and Development (E Street Commercial Project), dated September 9, 2005 (the "Contract") for development of a two-story building with space for a combination of restaurant, retail and office uses (the "Project").

B. The City and the Developer want to amend the Contract to modify the date for completion of the Project.

THEREFORE, the City and the Developer agree as follows:

Exhibit C, of the Contract for Conveyance and Development is amended to read as follows:

Escrow shall open not later than five days after execution and approval of this Contract. Escrow shall close 30 days after open of escrow. The Project shall be complete no later than March 9, 2008.

* * * * *

Each party represents that this Amendment has been executed as of the Effective Date by such party or its duly authorized representative(s), as appropriate.

CITY OF LEMOORE

DEVELOPER:

COKER ELLSWORTH DEVELOPMENT, LLC

By: _____
City Manager

By: _____
Coker Ellsworth, President

ATTEST:

By: _____
City Clerk

APPROVED AS TO FORM:

By: _____
Agency Legal Counsel