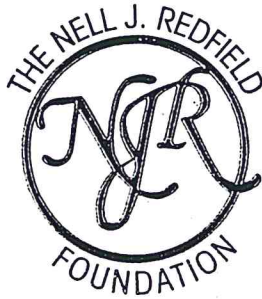


1755 E. PLUMB LANE, SUITE 212
RENO, NEVADA 89502
TELEPHONE



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GRANT AGREEMENT LETTER
December 6, 2012

Ms. Shauna Nelson
Recreation Supervisor
City of Sparks Parks & Recreation
98 Richards Way
Sparks, NV 89431

Re: The Nell J. Redfield Foundation

Dear Ms. Nelson:

In response to your November 19, 2012 grant application, the Directors of The Nell J. Redfield Foundation ("Redfield") have approved a grant in the amount of \$50,000.00 to the City of Sparks Parks & Recreation Department, ("Grant Recipient"), subject to our receipt of this signed Grant Agreement Letter.

CONDITIONS

The grant is to be used solely to assist in underwriting the cost for continuation of The Nell J. Redfield Foundation Free Neighborhood Playground Program and your Leisure Without Limits Program as detailed in your November 19, 2012 application.

1. Grant Recipient warrants and represents that its receipt of this grant will not adversely affect its status as a public charity under Section 509(a) of the Internal Revenue Code.
2. Grant Recipient will furnish Redfield any information concerning a change or proposed change in your tax exempt status.
3. If Grant Recipient's tax-exempt status changes, Redfield reserves the right to have all remaining grant funds immediately returned.
4. Any funds not used or committed for the specific purpose of the grant must be returned to Redfield unless otherwise authorized in writing.

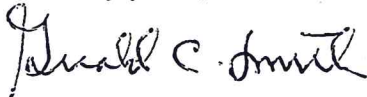
Page Two
December 6, 2012

5. Grant Recipient must provide a written report as soon as possible after close of the grant period describing conclusions, progress, and/or status of grant objectives including utilization of the grant funds to obtain the objective.

6. Grant Recipient must advise Redfield with respect to any changes that occur in its management structure including change in its Executive Director or other management position that might be significant to its operation.

Please signify your agreement to the foregoing terms and conditions by having a duly authorized officer sign and return a copy of this letter.

Sincerely yours,



Gerald C. Smith
Director
The Nell J. Redfield Foundation

GCS:ja

ACCEPTED:

By: Shauna Nelson
Shauna Nelson, Recreation Supervisor

Date: 12-13-12