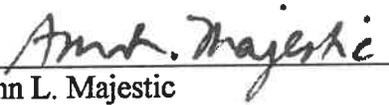


AMENDMENT TO RETAINER AGREEMENT

The Wake County Board of Education and Tharrington Smith, L.L.P., agree to modify their existing agreement for legal services as follows:

Additional legal services not covered by the retainer will be billed at the rate of \$155.00 per hour for partners and \$140.00 for associates beginning July 1, 2004.

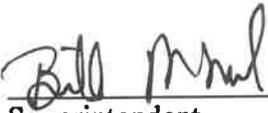
THARRINGTON SMITH, L.L.P.


Ann L. Majestic

Date: 5/14/04


Board Chairman

Date: 6/2/04


Superintendent

Date: 6/1/04