

MODIFICATION AGREEMENT

(Deed Recorded November 8, 2007, Reception No. 1748310,  
Pueblo County Clerk and Recorder Records)  
(Deed Re-recorded January 9, 2008, Reception 1754110)

THIS MODIFICATION AGREEMENT is entered into as of December 31, 2007 by and between Pueblo Springs Ranch, LLC ("Grantor") and the City of Pueblo ("Grantee").

WHEREAS, Grantor and Grantee made and executed Warranty Deed and Right of Reversion dated October 22, 2007 and recorded on November 8, 2007 as Reception No. 1748310 of the records of the Pueblo County Clerk and Recorder ("Deed"), and

WHEREAS, Grantor and Grantee desire to modify and amend the term "Triggering Event" as defined in the Deed.

NOW, THEREFORE, in consideration of the foregoing and mutual covenants contained herein, Grantor and Grantee agree as follows:

1. The term "Triggering Event" set forth in Paragraph 3 of the Deed is hereby modified and amended to read as follows:

As used in the Deed, "Triggering Event" means the occurrence of any of the following: the Property is not annexed to the City on or before January 31, 2008, the Grantor's Property is not annexed to the City on or before January 31, 2009, or Grantee, on or before January 31, 2009, transfers, sells or conveys the Property or any portion thereof without Grantor's prior written consent, which consent may not be unreasonably withheld or a conditioned.

2. The Deed as amended and modified herein shall remain in full force and effect, binding upon, and inuring to the benefit of Grantor and Grantee.

IN WITNESS WHEREOF, Grantor and Grantee have caused this Modification Agreement to be executed on the day and year first above written.

GRANTOR:  
PUEBLO SPRINGS RANCH, LLC,  
a Nevada limited liability company

By

Name: Vince Hesse

Title: Managing member

orig

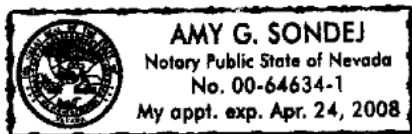
STATE OF <sup>Nevada</sup> COLORADO )  
COUNTY OF <sup>Clark</sup> PUEBLO ) ss.

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of December, 2007 by Vincent Hesser, the manager of Pueblo Springs ranch, LLC, a Nevada limited liability company, on behalf of the company.

Witness my hand and official seal.

My commission expires: 4-24-08.

[SEAL]



Amy G. Sondej  
Notary Public

GRANTEE:  
CITY OF PUEBLO,  
a Municipal Corporation

By [Signature]  
President of the City Council

Attest: [Signature]  
City Clerk

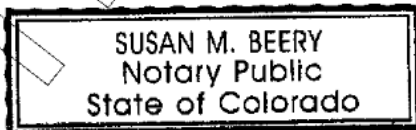
STATE OF COLORADO )  
COUNTY OF PUEBLO ) ss.

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of January, 2008 by Barbara Vidmar, the President of the City Council of the City of Pueblo, a municipal corporation.

Witness my hand and official seal.

My commission expires: 11-12-08.

[SEAL]



Susan M. Beery  
Notary Public