

MODIFICATION AGREEMENT NO. 2

THIS MODIFICATION AGREEMENT NO. 2 is entered into as of December 22, 2008 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, 2008 as Reception No. 1748310 of the records of the Pueblo County Clerk and Recorder ("Deed"), and

WHEREAS, Grantor and Grantee made and executed a Modification Agreement dated December 31, 2007 and recorded on January 23, 2008 at Reception No. 1755620 of the records of the Pueblo County Clerk and Recorder, 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, 2010, or Grantee, on or before January 31, 2010, transfers, sells or conveys the Property or any portion thereof without Grantor's prior consent, which consent may not be unreasonably withheld or 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: Vincent Hesser, Pws-

Title: Manager

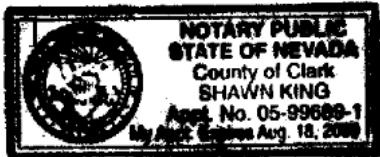
STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

The foregoing instrument was acknowledged before me this 5th day of JANUARY, 2009 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: 8-16-2009.

[SEA



Notary Public

GRANTEE:
CITY OF PUEBLO,
A Municipal Corporation

By: Shawn Hesser
President of the City Council

Attest: Shawn Hesser
City Clerk

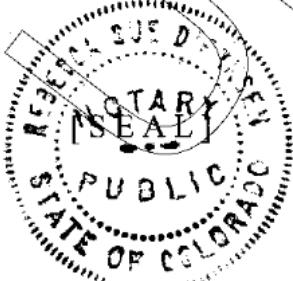


STATE OF COLORADO)
) ss.
COUNTY OF PUEBLO)

The foregoing instrument was acknowledged before me this 22nd day of December, 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: 8/11/2011.



Barbara A. Deirksen
Notary Public