

THIS MODIFICATION AGREEMENT NO. 3 is entered into as of January 11, 2010 by and between Pueblo Springs Ranch, LLC ("Grantor") and Pueblo Springs Ranch II LLC ("Additional Grantor") 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 made and executed a Modification Agreement dated December 22, 2008 and recorded on January 14, 2009 at Reception No. 1792907 of the records of the Pueblo County Clerk and Recorder, and

WHEREAS, Additional Grantor has acquired an interest in Grantor's Property, and

WHEREAS, Grantor, Additional 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, Additional 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, 2011, or Grantee, on or before January 31, 2011, 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, Additional Grantor and Grantee.

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

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Gilbert Ortiz Clerk/Recorder, Pueblo County, Co



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

IN WITNESS WHEREOF, Grantor, Additional 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: Michael Hesser
Name: Michael Hesser
Title: Manager



STATE OF Nevada)
COUNTY OF Clark)
ss.

The foregoing instrument was acknowledged before me this 15th day of January, 2010 by Michael 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: 4/18/13

[SEAL]



ADDITIONAL GRANTOR
PUEBLO SPRINGS RANCH II, LLC

Colleen E. Jannotti
Notary Public

By _____

STATE OF _____)
COUNTY OF _____)
ss.

The foregoing instrument was acknowledged before me this _____ day of 2010 by _____, the _____ of Pueblo Springs Ranch II, LLC, a Colorado Limited Liability Company on behalf of the company.

Witness my hand and official seal.

My commission expires _____

[SEAL]

Notary Public

GRANTEE:
CITY OF PUEBLO,
A Municipal Corporation

By: _____
President of the City Council

Attest: _____
City Clerk



STATE OF Nevada)
COUNTY OF Clark) ss.

The foregoing instrument was acknowledged before me this 15th day of January, 2010 by Michael 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: 4/18/13

[SEAL]



ADDITIONAL GRANTOR
PUEBLO SPRINGS RANCH II, LLC

Colleen F. Jannotti
Notary Public

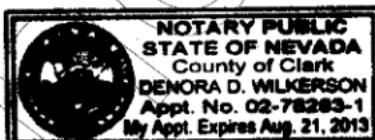
STATE OF Nevada)
COUNTY OF Clark) ss.

The foregoing instrument was acknowledged before me this 3rd day of February, 2010 by VICTOR MERRILL the MANAGER of Pueblo Springs Ranch II, LLC, a Colorado Limited Liability Company on behalf of the company.

Witness my hand and official seal.

My commission expires 8/21/13

[SEAL]



Denora D. Wilkerson
Notary Public

GRANTEE:
CITY OF PUEBLO,
A Municipal Corporation

By: _____
President of the City Council

Attest: _____
City Clerk

GRANTEE:
CITY OF PUEBLO,
A MUNICIPAL CORPORATION

By: Lawrence W. Atencio
President of the City Council

Attest: Gina Dutcher
City Clerk

STATE OF COLORADO)
) ss.
COUNTY OF PUEBLO)

The foregoing instrument was acknowledged before me this 11th day of January
2010 by Lawrence W. Atencio, President of the City Council of the City of Pueblo, a Municipal
Corporation and Gina Dutcher, City Clerk of the City of Pueblo, a Municipal Corporation.

Witness my hand and official seal.

My commission expires: 8/7/2011



Rebecca A. Dutcher
Notary Public

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