

MODIFICATION AGREEMENT NO. 6

THIS MODIFICATION AGREEMENT NO. 6 is entered into as of January 27, 2014 by and between Pueblo Springs Ranch, LLC, a Nevada Limited Liability Company ("Grantor") and Pueblo Springs, LLC, an Arizona Limited Liability Company; Pueblo Springs Ranch, LLC, a Delaware Limited Liability Company; and Pueblo Land Investors, LLC, a Delaware Limited Liability Company ("Additional Grantors") 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 (No. 1) 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 (No. 2) 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, Grantor and Grantee made and executed a Modification Agreement (No. 3) dated January 11, 2010 and recorded on February 17, 2010 at Reception No. 1833476 of the records of the Pueblo County Clerk and Recorder, and

WHEREAS, Grantor and Grantee made and executed a Modification Agreement (No. 4) dated January 24, 2011 and recorded on April 1, 2011 at Reception No. 1871515 of the records of the Pueblo County Clerk and Recorder, and

WHEREAS, Grantor and Grantee made and executed a Modification Agreement (No. 5) dated January 28, 2013 and recorded on May 16, 2013 at Reception No. 1943231 of the records of the Pueblo County Clerk and Recorder, and

WHEREAS, Additional Grantors have acquired a portion of Grantor's Property, and

WHEREAS, Grantor, Additional Grantors 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 Grantors 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, either in whole or in part, is not annexed to the city on or before January 31, 2008, the Grantor's or Additional Grantor's Property is not annexed to the City on or before January 31, 2017, or Grantee, on or before January 31, 2017, transfers, sells or conveys the Property or any portion thereof without

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Page: 1 of 6 R 36.00 D 0.00 T 36.00
Gilbert Ortiz Clerk/Recorder, Pueblo County, Co

Grantor's or Additional 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 Grantors and Grantee.

IN WITNESS WHEREOF, Grantor, Additional Grantors 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: [Signature]

Name: MICHAEL HESSER

Title: MANAGER

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

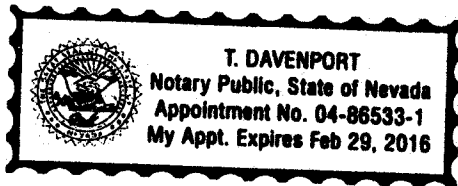
The foregoing instrument was acknowledged before me this 21st day of JANUARY, 2014, by Michael Hesser, the MANAGER of Pueblo Springs Ranch, LLC, a Nevada Limited Liability Company, on behalf of the company.

Witness my hand and official seal

My commission expires: Feb. 29, 2016

[SEAL]

[Signature]
Notary Public



ADDITIONAL GRANTOR:
PUEBLO SPRINGS, LLC.
An Arizona Limited Liability Company

By: Arcus Private Capital Solutions, LLC
An Arizona limited liability company,
Its, Manager

By: C. Dennis Barney
Name: C. Dennis Barney

Its: Manager

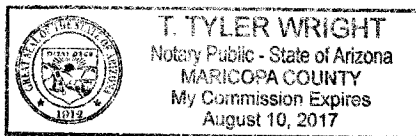
STATE OF ARIZONA)
COUNTY OF MARICOPA) ss.

The foregoing instrument was acknowledged before me this 21st day of JANUARY, 2014, by C. DENNIS BARNEY, the MANAGER of Pueblo Springs, LLC, an Arizona Limited Liability Company, on behalf of the company.

Witness my hand and official seal

My commission expires: 8-10-17

[SEAL]



T. Tyler Wright
Notary Public



ADDITIONAL GRANTOR:
PUEBLO SPRINGS RANCH, LLC.
A Delaware Limited Liability Company

By: [Signature]

Name: CHRISTOPHER HAMM

Title: MANAGING MEMBER

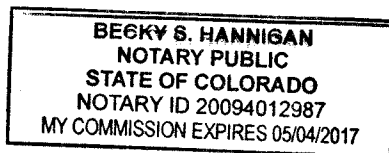
STATE OF Colorado)
COUNTY OF San Miguel) ss.

The foregoing instrument was acknowledged before me this 21 day of Jan, 2014, by Christopher Hamm, the Managing Member of Pueblo Springs Ranch, LLC, a Delaware Limited Liability Company, on behalf of the company.

Witness my hand and official seal

My commission expires: 5/4/2017

[SEAL]



[Signature]
Notary Public



ADDITIONAL GRANTOR:
PUEBLO LAND INVESTORS, LLC.
A Delaware Limited Liability Company

By: [Signature]
Name: Guy Inzalaco
Title: Manager

STATE OF ARIZONA)
COUNTY OF MARICOPA) ss.

The foregoing instrument was acknowledged before me this 21 day of January, 2014, by Guy Inzalaco, the Manager of Pueblo Land Investors, LLC, a Delaware Limited Liability Company, on behalf of the company.

Witness my hand and official seal

My commission expires: 05/15/2015

[SEAL]

[Signature]

Notary Public



MILENA CAPEZZUTO
Notary Public - Arizona
Maricopa County
Expires 05/15/2015



GRANTEE:
CITY OF PUEBLO,
A MUNICIPAL CORPORATION



By: Sandra K. Daff
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 27th day of January, 2014, by Sandra K. Daff, 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: March 29, 2017

[SEAL]

JEANETTE R. GONZALES
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134016224
MY COMMISSION EXPIRES MARCH 29, 2017

Jeanette R. Gonzales
Notary Public

