

**CITY CLERK  
OFFICIAL COPY**

**SECOND AMENDMENT AND MODIFICATION AGREEMENT**

**THIS SECOND AMENDMENT AND MODIFICATION AGREEMENT** (this "Amendment") is made and entered into this 29<sup>th</sup> day of September, 2009, by and among the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado ("City"), **ST. CHARLES TOWN COMPANY THEATER LLC**, a Colorado limited liability company, ("Borrower" or "Contractor") whose address is 1515 Wazee Street, #300, Denver, Colorado 80202, and **CHARLES H. WOOLLEY** ("Guarantor"), whose address is 825 Vine Street, Denver, Colorado 80202 (together, the "Parties").

**WITNESSETH:**

**WHEREAS**, the Parties entered into that certain Loan Agreement dated April 18, 2006, as amended by that certain Amendment and Modification Agreement dated October 9, 2007, relating to a loan of Two Million Four Hundred Thousand Dollars (\$2,400,000) to a selected business entity within a designated target area (as amended, the "Loan Agreement"); and

**WHEREAS**, the following two deeds of trust (the "Deeds of Trust") for the benefit of the City were executed in order to secure this loan: (i) executed by St. Charles Town Company Theater LLC, a Colorado limited liability company, dated May 11, 2006, and recorded on May 18, 2006 at Reception No. 2006079150 of the records of the City and County of Denver, State of Colorado, and encumbering the property known and numbered as 2526 E. Colfax Avenue, Denver, Colorado and 1454, 1460 and 1480 Columbine Street, Denver, Colorado, more particularly described on **Exhibit A** attached hereto; and (ii) executed by St. Charles Town Company LLC, a Colorado limited liability company, as to an undivided 98% interest, and Transamerica Equity Corporation, a Nevada corporation, as to an undivided 1% interest, and Rocky Mountain Equity Corporation, a Colorado corporation, as to an undivided 1% interest, dated November 21, 2007, and recorded on November 21, 2007 at Reception No. 2007180181 of the records of the City and County of Denver, State of Colorado, and encumbering the property known and numbered as 730 17<sup>th</sup> Street, Unit 2D, Denver, Colorado, more particularly described on **Exhibit B** attached hereto; and

**WHEREAS**, the Deeds of Trust secure the repayment of the indebtedness evidenced by Borrower's promissory note dated May 11, 2006 (the "Note"); and

06-264-B

**WHEREAS**, the Parties wish to modify the terms and conditions of the Loan Agreement, Note, Deeds of Trust, and any other documents evidencing or securing the City's loan (together, the "Loan Documents"), to modify the repayment terms contained therein;

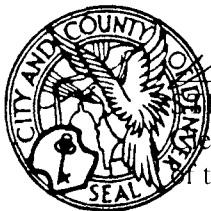
**NOW, THEREFORE**, in consideration of the premises herein contained and other good and valuable consideration, the adequacy of which is acknowledged, the Parties hereby modify the Loan Documents as follows:

1. The payment terms of the Note are hereby amended so that commencing on August 1, 2009, through and including January 1, 2011, monthly loan payments shall be reduced to interest only payments in the amount of Five Thousand Five Hundred Sixty and No/100 Dollars (\$5,560.00). Commencing on February 1, 2011, the original monthly principal and interest payments of Eighteen Thousand Five Hundred Ninety-Eight and 10/100 Dollars (\$18,598.10) shall resume and continue thereafter for the remaining term of the loan.
2. The Loan Documents are hereby modified to reflect the amended terms of the Note.
3. As modified herein, the Loan Documents remain unmodified and are hereby ratified and reaffirmed.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties have executed, through their lawfully empowered representatives, this Amendment as of the date above first written.

ATTEST:



Stephanie Y. O'Malley  
STEPHANIE Y. O'MALLEY  
Clerk and Recorder, Ex-Officio Clerk  
of the City and County of Denver

APPROVED AS TO FORM:  
DAVID R. FINE, City Attorney  
for the City & County of Denver

By: [Signature]  
Assistant City Attorney

CITY AND COUNTY OF DENVER

By: [Signature]  
Mayor

RECOMMENDED AND APPROVED:

By: [Signature]  
Deputy Director, Office of Economic  
Development

REGISTERED AND COUNTERSIGNED:

By: [Signature]  
Manager of Finance  
Contract Control No. GE6A010(2)

By: [Signature]  
Auditor

"CITY"

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**ST. CHARLES TOWN COMPANY  
THEATER LLC,**  
a Colorado limited liability company  
I.R.S. No. 84-1227302

By: 

Title: Manager

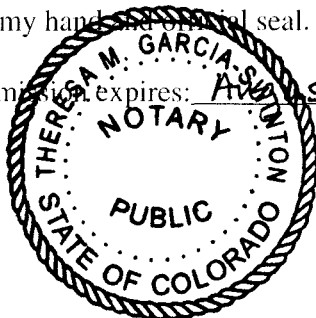
**“BORROWER”**

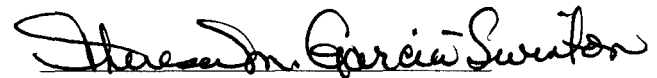
STATE OF COLORADO                    )  
  ) ss.  
CITY & COUNTY OF DENVER    )


Acknowledged before me this 24<sup>th</sup> day of July, 2009, by  
Charles H. Woolley II as Manager of **ST. CHARLES  
TOWN COMPANY THEATER LLC**, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: August 3, 2010



  
Notary Public

  
**CHARLES H. WOOLLEY**

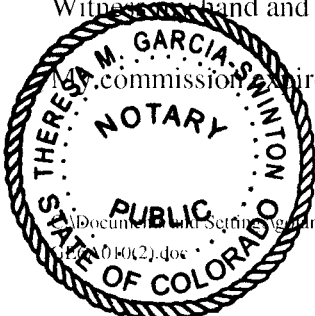
**“GUARANTOR”**


STATE OF COLORADO                    )  
  ) ss.  
CITY & COUNTY OF DENVER    )

Acknowledged before me this 24<sup>th</sup> day of July, 2009, by **CHARLES H.  
WOOLLEY.**

Witness my hand and official seal.

My commission expires: August 3, 2010



  
Notary Public

## EXHIBIT A

The following real estate located in the City and County of Denver, Colorado:

Parcel 1:

LOTS 1 THROUGH 8, INCLUSIVE, BLOCK 3, ROHLFING'S  
SUBDIVISION, AND A STRIP OF LAND 70 FEET WIDE NORTH  
AND SOUTH AND 125 FEET LONG EAST AND WEST LYING  
IMMEDIATELY NORTH OF AND ADJOINING SAID LOT 1,  
BLOCK 3,  
ROHLFING'S SUBDIVISION,  
CITY AND COUNTY OF DENVER,  
STATE OF COLORADO.

Purported address (for information purposes only): 2526 E. Colfax Avenue, Denver, Colorado

Parcel 2:

THE NORTH HALF OF LOT 33, AND LOTS 34 THROUGH 40,  
INCLUSIVE, ALL IN BLOCK 3, ROHLFING'S SUBDIVISION,  
AND A STRIP OF LAND 70 FEET WIDE NORTH AND SOUTH  
AND 125 FEET LONG EAST AND WEST LYING  
IMMEDIATELY NORTH OF SAID LOT 40, BLOCK 3,  
ROHLFING'S SUBDIVISION,  
CITY AND COUNTY OF DENVER,  
STATE OF COLORADO.

Purported address (for information purposes only): 1454, 1460 and 1480 Columbine Street, Denver,  
Colorado

## **EXHIBIT B**

The following real estate located in the City and County of Denver, Colorado:

Parcel 3:

Condominium Unit 2D, Equitable Building Condominiums, according to the Condominium Map thereof recorded August 9, 2001 under Reception No. 2001132744, and as amended in Instrument recorded July 24, 2002 under Reception No. 2002129880, and as defined and described in the Equitable Building Condominiums Condominium Declaration recorded August 9, 2001 under Reception No. 2001132745, and as amended in Instrument recorded July 24, 2002 under Reception No. 2002129881, City and County of Denver, State of Colorado,

Purported address (for information only): 730 17<sup>th</sup> Street, Unit 2D, Denver, Colorado.