

AMENDATORY AGREEMENT

THIS AMENDATORY AGREEMENT, is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado, hereinafter referred to as the "City", **ALL AMERICAN INVESTMENT GROUP, LLC**, doing business at 730 17th Street, Suite 830, Denver Colorado 80202 and **SUNTRUST EQUIPMENT FINANCE & LEASING CORP.**, whose mailing address is P.O. Box 79194, Baltimore, Maryland 21279-0194 (the "Lessor") collectively (the "Parties").

W I T N E S S E T H:

WHEREAS, the City entered in to an Equipment Lease Purchase Agreement ("Lease") dated August 13, 2012 with All American Investment Group, LLC as the Lessor to provide equipment to the City as set forth therein (the "Lease");

WHEREAS, All American Investment Group, LLC determined to assign the Lease to the Lessor; and

WHEREAS, the Parties desire to amend the Agreement to reflect the appropriate Lessor as SunTrust Equipment Finance and Leasing Corp.; and

WHEREAS, the Parties desire to amend exhibit C to correct a typographic error in the dates set forth for the third Renewal Term on Exhibit C.

NOW, THEREFORE, in consideration of the mutual agreements hereinafter contained, and subject to the terms and conditions hereinafter stated, it is hereby understood and agreed by the parties hereto as follows:

1. That "SunTrust Equipment Finance and Leasing Corp." shall replace "All American Leasing LLC" in the Lease and the address of P.O. Box 79194, Baltimore, Maryland 21279-0194, shall be the address for both notice and for payment.

2. The amended Lease Term and Rental Payments/Purchase Price Schedule attached hereto and incorporated herein as Exhibit C-1 and all references to "Exhibit C" are hereby amended to read "**Exhibit C-1**".

3. As herein amended, the Lease is affirmed and ratified in each and every particular.

[SIGNATURE PAGE FOLLOWS]

Contract Control Number:

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at
Denver, Colorado as of

SEAL

CITY AND COUNTY OF DENVER

ATTEST:

By_____

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

By_____

By_____

By_____



Contract Control Number: FINAN-201206714-01

Contractor Name: ALL AMERICAN INVESTMENT GROUP LLC

By: Cheri A. Catton

Name: Cheri A. Catton
(please print)

Title: COO
(please print)

ATTEST: [if required]

By: Anne C Terrell

Name: Anne C Terrell
(please print)

Title: First Vice President
(please print)



Contract Control Number: FINAN-201206714-01

Contractor Name: SUNTRUST EQUIPMENT FINANCE AND
LEASING CORP.

By: [Signature]

Name: Gregory Faherty
(please print)

Title: Vice President
(please print)

ATTEST: [if required]

By: [Signature]

Name: Nancy K. Hepner
(please print)

Title: Officer
(please print)



EXHIBIT C-1

LEASE TERM AND RENTAL PAYMENTS/PURCHASE PRICE SCHEDULE

Lease Term

The term of this Lease shall begin on the Commencement Date and shall expire on December 31, 2012, subject to the unilateral option of the City to renew for up to four (4) additional one year terms. The first Renewal Term shall be from January 1, 2013, to December 31, 2013; the second Renewal Term shall be from January 1, 2014, to December 31, 2014; the third Renewal Term shall be from January 1, 2015, to December 31, 2015; and the fourth Renewal Term shall be from January 1, 2016, to October 15, 2016. Such options shall be exercised by the action of the City Council in effecting Appropriations of funds for the Rental Payments due in the Original Term and subsequently, each Renewal Term. If such Appropriation of funds for any Renewal Term is not made for a future Fiscal Year, the City will be deemed to have thereby failed to exercise its option to renew this Lease for such Fiscal Year, and the Lessor's sole remedy shall be the return of the Equipment to the Lessor at the expiration of the then current term.

Rental Payments/Purchase Price Schedule*

**The Purchase Price is in addition to all Rental Payments (including the Rental Payment shown on the same line as the Balance on any particular Payment Date) due on the related Payment Date.*

Rental Payments/Purchase Price Schedule*

Date	Principal	Interest Rate	Interest	Closing Costs and Fees	Total Lease Payment
8/30/2012				\$6,000.00	\$6,000.00
10/15/2012	\$439,447.41	1.80%	\$6,436.58		\$445,883.99
10/15/2013	\$415,174.59	1.80%	\$30,709.40		\$445,883.99
10/15/2014	\$422,647.73	1.80%	\$23,236.26		\$445,883.99
10/15/2015	\$430,255.39	1.80%	\$15,628.60		\$445,883.99
10/15/2016	\$437,999.99	1.80%	\$7,884.00		\$445,883.99
Total	2,145,525.12		\$83,894.83	6,000.00	\$2,235,419.95