

THIRD AMENDATORY AGREEMENT

THIS THIRD AMENDATORY AGREEMENT is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the "City") and **LIVE NATION WORLDWIDE, INC.**, a Delaware corporation, whose address is 2399 Blake Street, Suite 120, Denver, CO 80205 ("Contractor" and, together with the City, the "Parties").

RECITALS

A. The City and Contractor entered into an Agreement dated January 13, 2014, as amended by an Amendatory Agreement dated January 27, 2015 and a Second Amendatory Agreement dated March 24, 2016 (collectively, the "Agreement") relating to incentives for promoting shows at City venues.

B. The City and Contractor wish to amend the Agreement to extend the term and increase the maximum compensation.

NOW, THEREFORE, the Parties hereby agree as follows:

1. Section 4 of the Agreement, entitled "TERM," is hereby amended to read as follows:

TERM: The term of this Agreement shall commence on January 1, 2014 and end at midnight on December 31, 2017."

2. The term extension is intended to provide Contractor with the opportunity to earn an incentive payment on account of shows promoted in 2017, not to permit an incentive payment based on shows promoted over the combined 4-year period. To that end, references in Section 1 of the Agreement to 2014, 2015 and 2016 are hereby amended to include 2017, to permit a commission payment on account of shows promoted in 2017 on the same terms and conditions as the 2014, 2015 and 2016 commission program.

3. The first sentence of Section 5 of the Agreement, entitled "FUNDING," is hereby amended to read as follows:

"Payments to Live Nation hereunder shall be made only after revenue from Qualifying Events is received as provided in section 1 above, and shall not in any event exceed Two Million Two Hundred Thirty Thousand and No/100 Dollars (\$2,230,000.00), unless this Agreement is modified to increase said amount by a duly authorized and written amendment to this Agreement executed by the parties in the same manner as this Agreement."

4. Except as amended in this Third Amendatory Agreement, the Agreement is revived, affirmed, and ratified in each and every particular.

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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 _____

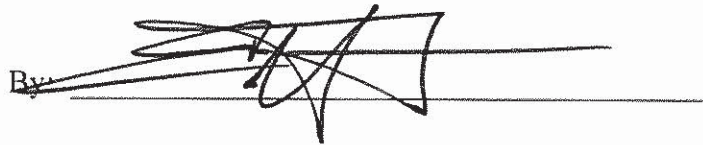
By _____

By _____



Contract Control Number: THTRS-201313558-03

Contractor Name: LIVE NATION WORLDWIDE INC

By: 

Name: ERIC PIRRI
(please print)

Title: PRESIDENT -
LIVE NATION COLORADO
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

