

**AMENDMENT TO DEPOSIT ONLY ACCOUNT AGREEMENT**

This AMENDMENT TO DEPOSIT ONLY ACCOUNT AGREEMENT (“Amendment”), dated as of October \_\_, 2014, is by and among COMERICA BANK, as depositary bank (the “Bank”), the TOWN OF PRESCOTT VALLEY, ARIZONA (the “Town”), PRESCOTT VALLEY EVENTS CENTER, LLC (the “Borrower”), as Borrower under that Loan Agreement (the “Loan Agreement”) dated as of November 1, 2005 between the Industrial Development Authority of the County of Yavapai (the “Issuer”) and the Borrower, and WELLS FARGO BANK, NATIONAL ASSOCIATION (the “Trustee”), as trustee under that Indenture of Trust (the “Indenture”), dated as of November 1, 2005, between the Issuer and the Trustee.

WHEREAS, the parties hereto entered into a Deposit Only Account Agreement dated as of November 1, 2005 in connection with the Prescott Valley Convention and Events Center project; and

WHEREAS, pursuant to a Settlement Agreement and Judgment entered on \_\_\_\_\_, 2014 in the matter of *In re Allstate*, Case No. 3:09-cv-08174-GMS, United States District Court for the District of Arizona, between Allstate Life Insurance Company, Wells Fargo Bank, N.A., as Indenture Trustee and on behalf of Party and Non-Party Bondholders identified therein, Fain Signature Group, LLC, Prescott Valley Signature Entertainment, LLC, the Town, Prescott Valley Events Center, LLC, Thomas L. Hocking, and T.L. Hocking & Associates, LLC (the “Settlement Agreement and Judgment”), the parties thereto agreed to amend the Indenture and the Deposit Only Account Agreement; and

WHEREAS, by Certified Resolution of the Issuer dated October \_\_, 2014 pursuant to Section 12.1(b) of the Indenture, the Issuer has amended the Indenture to delete section (a)(iv) from the definition of “TPT Revenues” in Article I of the Indenture, thereby deleting the “Town Annual Service Payments” from the definition of “TPT Revenues” in the Indenture;

**IT IS HEREBY AGREED BY THE PARTIES HERETO** that the Deposit Only Account Agreement is amended to omit references to the Town Annual Service Payments, by (i) deleting the first WHEREAS clause at the top of page 2, (ii) deleting references to the Town Annual Service Payments in the second and fifth WHEREAS clause on page 2, and (iii) deleting all references to the Town Annual Service Payments in paragraph 1 (“The Deposit Only Account”) and paragraph 4(a) & (b) (“Security Interest; Grant Coupled with Interest”).

**BANK:**

COMERICA BANK, as Bank

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

**TRUSTEE:**

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Trustee

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

**TOWN:**

TOWN OF PRESCOTT VALLEY, ARIZONA

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

**BORROWER:**

PRESCOTT VALLEY EVENTS CENTER, LLC

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_