

**FIRST AMENDMENT TO CERTIFICATE PURCHASE AND CONTINUING
COVENANTS AGREEMENT**

among

KEYSTONE WLFS, LLC,

THE CITY OF WEST LAFAYETTE REDEVELOPMENT COMMISSION

and

REGIONS BANK,

Dated as of June 1, 2015

relating to

\$2,500,000

**City of West Lafayette, Indiana, Redevelopment District
Certificates of Participation, Series 2011A**

FIRST AMENDMENT TO CERTIFICATE PURCHASE AND CONTINUING COVENANTS AGREEMENT

This First Amendment to Certificate Purchase and Continuing Covenants Agreement is made and dated as of June 1, 2015 (the “First Amendment”), among Keystone WLFS, LLC (the “Company”), the City of West Lafayette Redevelopment Commission, for an on behalf of the City of West Lafayette Redevelopment District (the “District”) and Regions Bank (the “Bank”), and supplements and amends the Certificate Purchase and Continuing Covenants Agreement dated as of November 1, 2011 (the “Original Agreement”), under the circumstances summarized in the following recitals. The capitalized terms not defined in the recitals and granting clauses being used herein are as defined in the Original Agreement.

WHEREAS, the Company, the District and the Bank entered into the Original Agreement in order to memorialize the Banks obligation to purchase the City of West Lafayette, Indiana Redevelopment District Certificates of Participation, Series 2011A (the “COPS”) and certain covenants of the Company and the District; and

WHEREAS, subsequent to the issuance and purchase of the COPS, the District and Bank have determined that the deposit balance requirement of the District contained in the Original Agreement is not necessary and the parties desire to remove that provision from the Original Agreement through execution and delivery of this First Amendment;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

- 1.) **Amendment to Section 3 of the Original Agreement.** Subsection 3(vii) of the Original Agreement is hereby deleted in its entirety from the Original Agreement.
- 2.) **Ratification of the Original Agreement.** This First Amendment shall form a part of the Original Agreement. In all respects not otherwise inconsistent with this First Amendment, the Original Agreement is hereby continued, ratified, approved and confirmed. To the extent any term or condition of this First Amendment shall conflict with the Original Agreement, this First Amendment shall control.
- 3.) **Counterparts.** This First Amendment may be simultaneously executed in several counterparts, each of which shall be an original, and all of which shall constitute but one and the same instrument.

(Remainder of page intentionally left blank)

*(Signature Page to First Amendment to
Certificate Purchase and Continuing Covenants Agreement)*

REGIONS BANK

By _____

Printed: _____

Title: _____

*(Signature Page to First Amendment to
Certificate Purchase and Continuing Covenants Agreement)*

KEYSTONE WLFS, LLC

By: Keystone Group LLC, Sole Member

By 

Printed: Denis Pommer

Title: Authorized Representative

*(Signature Page to First Amendment to
Certificate Purchase and Continuing Covenants Agreement)*

**CITY OF WEST LAFAYETTE
REDEVELOPMENT COMMISSION, for
and on behalf of the City of West Lafayette
Redevelopment District**

By _____

Printed: _____

Title: _____