



130 S. McKinley Avenue
Fort Lupton, CO 80621

Phone: 303.857.6694

Fax: 303.857.0351

www.fortlupton.org

COME PAINT YOUR FUTURE WITH US

**THIRD SUPPLEMENT TO THE OFFER TO PURCHASE
DATED DECEMBER 19, 2014**

**CITY OF FORT LUPTON, COLORADO
acting by and through its
GOLF COURSE ENTERPRISE**

**Fixed Price Offer to Purchase for Cash
Any and All of the Outstanding**

**Golf Course Revenue Anticipation Warrants, Senior Series 1996A;
Golf Course Revenue Anticipation Warrants, Subordinate Series 1996A1;
“B” Interest Registered Coupons of the Subordinate Series 1996A1 Warrants; and
Golf Course Revenue Anticipation Warrants, Subordinate Series 1996B
of the**

City of Fort Lupton, Colorado acting by and through its Golf Course Enterprise

Date of Third Supplement. The date of this “Third Supplement to the Offer to Purchase Dated December 19, 2014” for the above-captioned warrants (the “Warrants”) is January 27, 2015 (this “Supplement”). The Offer to Purchase dated December 19, 2014, as previously modified by the Supplement thereto dated December 24, 2014 and as further modified by the Second Supplement thereto dated December 31, 2014 (as so supplemented, the “Offer to Purchase”), used in connection with the fixed price offer to purchase for cash any and all of the outstanding Warrants, is hereby modified by this Supplement as set forth herein. Capitalized terms used and not otherwise defined in this Supplement shall have the respective meanings set forth in the Offer to Purchase.

Purpose of Third Supplement. The purpose of this Supplement is to extend the Expiration Time prior to which tenders of Warrants must be completed.

Extension of Expiration Time. The Expiration Time is hereby extended from 5:00 p.m., Eastern Time January 30, 2015 to 5:00 P.M., EASTERN TIME, ON MARCH 31, 2015, unless further extended (such date and time, as extended, is the “EXPIRATION TIME”). Tenders not completed prior to the Expiration Time will not be accepted.

Additional Settlement Date. Holders of Warrants tendered after 5:00 p.m., Eastern Time on January 30, 2015 and completed prior to the Expiration Time (as modified by this Supplement) will be paid their respective Warrants Consideration two business days after the Expiration Time, on Tuesday, April 2, 2015 (the “Additional Settlement Date” and a “Settlement Date” within the meaning of the Offer to Purchase).

[End of Supplement]