

AGREEMENT TO AMEND PARTS OF THE INTER-CREDITOR AGREEMENT

WHEREAS, on the 2nd day of October, 2000, the parties entered into an Inter-Creditor Agreement (hereinafter “Agreement”), which provided, *inter alia*, that the Commitments of all Banks which were a part to the Agreement would automatically terminate, if not previously terminated, on the fifth anniversary of the Agreement, and

WHEREAS, on the 22nd day of August, 2005, the parties agreed to extend the term of the Agreement for an additional five (5) year term and that Agreement would automatically terminate, if not previously terminated, on the fifth anniversary of the extended Agreement, and

WHEREAS, on the 14th day of September, 2010, the parties agreed to amend parts of and extend the term of the Agreement for an additional five (5) year term and that Agreement would automatically terminate, if not previously terminated, on the fifth anniversary of the extended Agreement, and

WHEREAS, all of the parties have agreed to include Rocky Mountain Bank as a party to this agreement and, as such, amend Exhibit A to include Rocky Mountain Bank and revise the COMMITMENTS OF THE BANKS, and

WHEREAS, all of the parties have agreed to allow Yellowstone Bank a party to this agreement and, as such, amend Exhibit A to include an increase of the Yellowstone Bank’s percentage of participation and thus revise the COMMITMENTS OF THE BANKS, and

WHEREAS, the parties wish to amend the Agreement to reflect certain changes that have developed over time:

NOW, THEREFORE, in consideration of the premises and the mutual promises of the parties hereto, the aforesaid Agreement is hereby amended. In all other respects the Agreement, as previously amended and as amended by this instrument is hereby reaffirmed by the parties hereto.

1. Amendments to Agreement:

- a. Amend the 1st paragraph of the 2, October, 2000 agreement to:

THIS INTER-CREDITOR AGREEMENT (this “Agreement”) is made to reaffirm the Agreement first made as of the second day of October, 2000, and is thus amended by and among Yellowstone Bank, Western Security Bank, First Interstate Bank, Wells Fargo Bank Montana, N.A., U. S. Bank National Association MT, Stockman Bank and Rocky Mountain Bank (together, the “Banks”) and the City of Billings, Montana, a municipal corporation (the “Borrower” or “City”).

b. Amend EXHIBIT A to:

COMMITMENTS OF THE BANKS

<u>BANK</u>	<u>Current</u>	<u>New</u>	<u>Fund Commitment</u>
Yellowstone Bank	3.4%	14.28571%	\$457,142.86
Western Security Bank	19.3%	14.28571%	\$457,142.86
First Interstate Bank	19.3%	14.28571%	\$457,142.86
Wells Fargo Bank	19.3%	14.28571%	\$457,142.86
U. S. Bank	19.3%	14.28571%	\$457,142.86
Stockman Bank	19.3%	14.28571%	\$457,142.86
<u>Rocky Mountain Bank</u>	<u>0%</u>	<u>14.28571%</u>	<u>\$457,142.86</u>
Aggregate Commitment	100%	100%	\$3,200,000

All of the other terms and conditions of the aforesaid Agreement first made on the second day of October, 2000, as amended on the 19th day of November, 2003 and the 26th day of October, 2007, and as renewed on the 22nd day of August, 2005 and amended and renewed on the 14th day of September, 2010, are specifically reaffirmed by the parties hereto, and shall remain in full force and effect as if set forth hereinbelow in their entirety.

IN WITNESS WHEREOF, the Borrower and the Banks have caused this Agreement to be duly executed and sealed by their duly authorized officers, all as of this _____ day of November, 2012.

The City of Billings

Attest:

By: Cari Martin, City Clerk
P.O. Box 1178
Billings, MT 59103

By: Thomas W. Hanel, Mayor
P.O. Box 1178
Billings, MT 59103

(SEAL)

Banks

Yellowstone Bank

By: x _____
(Signature)
Name: _____
(Printed)
Title: _____
Address _____

Stockman Bank

By: x _____
(Signature)
Name: _____
(Printed)
Title: _____
Address _____

Western Security Bank

By: x _____
(Signature)
Name: _____
(Printed)
Title: _____
Address _____

First Interstate Bank

By: x _____
(Signature)
Name: _____
(Printed)
Title: _____
Address _____

Wells Fargo Bank National Association.

By: x _____
(Signature)
Name: _____
(Printed)
Title: _____
Address _____

U.S. Bank N.A.

By: x _____
(Signature)
Name: _____
(Printed)
Title: _____
Address _____

Rocky Mountain Bank

By: x _____
(Signature)
Name: _____
(Printed)
Title: _____
Address _____
