

**FIRST AMENDMENT TO
SECOND AMENDED AND RESTATED LEASE AGREEMENT**

THIS FIRST AMENDMENT TO SECOND AMENDED AND RESTATED LEASE AGREEMENT (the "*Amendment*") is executed as of May 17, 2001 (the "*Effective Date*") by and between HARRIS COUNTY, TEXAS, a body corporate and politic under the laws of the State of Texas (the "*County*") and HARRIS COUNTY SPORTS & CONVENTION CORPORATION, a Texas public non-profit corporation organized pursuant to Subchapter D, Texas Transportation Corporation Act (the "*Corporation*").

- A. Pursuant to the terms of that certain Second Amended and Restated Lease Agreement ("*Lease*") dated as of April 7, 1999, between the County, as lessor, and the Corporation, as lessee, the County has leased certain real property, improvements and personal property more particularly described in the Lease as the "*Property*."
- B. The County has acquired or intends to acquire certain additional real property to be used in connection with the Property and facilities located thereon, and the parties hereto desire to amend the Lease to include such real property as part of the Property described in and covered by the Lease.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements of the parties hereto, and other valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Defined Terms. All capitalized terms used herein and not otherwise defined shall have the meaning given to that term in the Lease.

2. Amendment to Lease.

(a) The County has acquired certain real property more particularly described in Attachment A attached hereto ("*Additional Tracts*"). The parties hereto desire that the Additional Tracts be included in and be a part of the Property described in, and leased to the Corporation pursuant to, the Lease. Accordingly, Exhibit A to the Lease is hereby amended to include the Additional Tracts as part of the Property.

(b) The County also intends to acquire certain other tracts, either by purchase or eminent domain, located adjacent to or in the vicinity of the Kirby Drive Tract, and situated in the area bounded by U.S. Interstate 610, Fannin Street, Old Spanish Trail and Main Street in Houston, Texas ("*Area of Interest*"), including, but not limited to, the real property located within the Area of Interest more particularly described in Attachment B attached hereto ("*Future Tracts*"). The Corporation intends to finance the acquisition of Future Tracts and other real property located in the Area of Interest, for the benefit of the County, with the proceeds from the Loan (as that term is defined in that certain Letter Agreement - Additional Parking Facilities and Tenant's Practice Facilities and Tenant's Practice Facilities Land) ("*Parking Letter*") dated May 17, 2001 by and among the Corporation, Houston NFL Holdings, L.P., a Delaware limited partnership (the "*NFL Club*") and Houston Livestock Show and Rodeo, Inc., a Texas non-profit corporation (the "*Rodeo*") pursuant to the terms and conditions of the Parking Letter. The parties hereto desire that, to the extent any of the Future Tracts or any other real property located within the Area of Interest is acquired by the County, by the Corporation on behalf of the County or by a County Affiliate (as defined in the NFL Club Lease (as defined in paragraph 3 below)) on behalf of the County with the proceeds of the Loan to satisfy the requirements of the Parking Letter, such real property shall be

automatically included in and be a part of the Property described in the Lease. Accordingly, effective upon the acquisition of such property as described above, Exhibit A to the Lease will be automatically amended to include such real property as part of the Property, and leased to the Corporation pursuant to the Lease. The County and the Corporation agree to execute any additional or further amendments to the Lease and/or record an appropriate memorandum thereof in the Real Property Records of Harris County, Texas to evidence the addition of any such real property to the description of the Property. Additionally, the parties hereto agree that any real property that shall constitute Additional Parking Land (as such term is defined in the NFL Club Lease) shall be automatically included in and be a part of the Property described in the Lease and, effective upon the acquisition of such property, the Lease will be amended to include such real property as part of the Property and leased to the Corporation pursuant to the Lease. The County and the Corporation agree to execute any additional or further amendments to the Lease to evidence the foregoing.

3. Property Contracts. The parties hereto agree that the Principal Project Documents (as defined in that certain NFL Club Stadium Lease Agreement dated May 17, 2001 by and between the Corporation and the NFL Club (the "*NFL Club Lease*")) shall be "Property Contracts" under the Lease for purposes of Section 8.03 of the Lease.

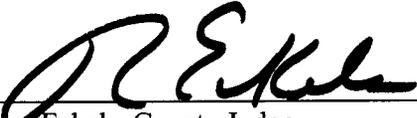
4. Use of Revenues. Section 6.06 of the Lease is amended and restated in its entirety to read as follows:

"6.06 Use of Revenues. The Corporation shall be entitled to retain all rents, revenues and other income derived from the Facilities, the Subleases or any agreements with respect to the Property or the Facilities, including, but not limited to, revenues and other income accruing to the Corporation from any Subleases or other Property Contracts or the NFL Agreement (or any subsequent leases and agreements executed in connection therewith) (together, "Revenues"); provided, however, that the County shall be entitled at any time, upon notice or request to the Corporation, to receive any Revenues to the extent not needed to pay the Corporation's expenses or obligations including, without limitation, any funds pledged by the Corporation. The Corporation shall use the Revenues first to pay all operating costs and expenses with respect to the Facilities that are designated herein as being the responsibility of the Corporation and all other expenses or obligations, of the Corporation, then, unless amounts are requested by the County, for the establishment of reasonable reserves for future operating deficits and Capital Repairs and Replacements, as approved from time to time by the Commissioners Court, and then for the further development, enhancement and redevelopment of the Property and the Facilities in accordance with the Master Plan or any other purpose approved by the Commissioners Court for the benefit of the County and the public. The Corporation shall segregate Revenues from Funded Amounts."

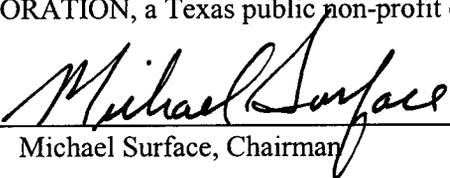
5. No Other Amendment. The Lease shall remain in full force and effect as written and as amended by this Amendment.

EXECUTED AT HOUSTON, HARRIS COUNTY, TEXAS, as of the Effective Date.

HARRIS COUNTY, TEXAS, a body corporate and politic
under the laws of the State of Texas

By: 
Robert Eckels, County Judge

HARRIS COUNTY SPORTS & CONVENTION
CORPORATION, a Texas public non-profit corporation

By: 
Michael Surface, Chairman

STATE OF TEXAS

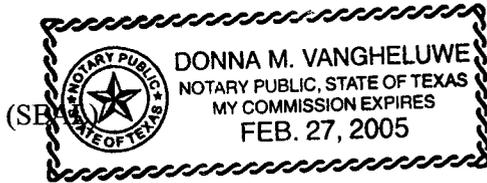
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COUNTY OF HARRIS

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This instrument was acknowledged before me on this 9 day of May, 2001, by Robert Eckels, County Judge of Harris County, Texas, on behalf of said county.



Donna M. Vangheluwe
 Notary Public in and for the State of Texas

STATE OF TEXAS

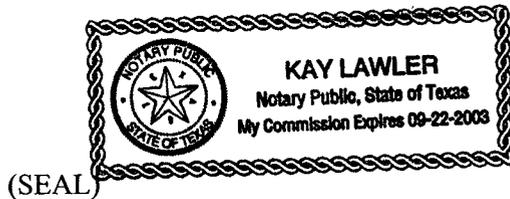
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COUNTY OF HARRIS

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This instrument was acknowledged before me on this 14th day of May, 2001, by Michael Surface, Chairman of the Harris County Sports and Convention Corporation, a Texas non-profit corporation, on behalf of said corporation.



Kay Lawler
 Notary Public in and for the State of Texas

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ATTACHMENT A

Description of Additional Tracts

Tract 1 (Astrodomain Proper)

Being a tract or parcel of land containing 262.5667 acres (11,437,405 square feet) situated in the J. Walters Survey, Abstract 874, and the P.W. Rose Survey, Abstract 645, City of Houston, Harris County, Texas, same being a portion of that certain land obtained by the County of Harris in deeds recorded in Volume 4541, Page 125 of the Harris County Deed Records (H.C.D.R.) Volume 5097, Page 190 H.C.D.R., Volume 4579, Page 411 H.C.D.R. and Volume 4669, Page 42 H.C.D.R., being more particularly described as follows with all bearings and coordinates referenced to the Texas Coordinate System, South Central Zone. All distances are surface and may be converted to grid by multiplying by the combined factor of 0.99988156:

COMMENCING at City of Houston Survey Marker No. 5354-0103 (X-3, 139,188.01; Y-688,207.06 located at the Southeast corner of the intersection of Kirby Dr. with the North feeder road for Interstate 610 from which City of Houston Survey Marker No. 5354-0303 bears North 83° 46' 20" East, 1535.63 feet;

THENCE, North 27° 18' 42" East, 61.45 feet to a 3/4 inch iron rod (X-3,139,216.20, Y-688,261.65 found for the most Easterly cutback corner at the intersection of the Easterly right of way (R.O.W.) line of Kirby Drive (varying width) for the POINT OF BEGINNING.

THENCE, along said cutback North 48° 27' 34" West, 34.89 feet to a 5/8 inch iron rod set for the most Northerly cutback corner in the Easterly R.O.W. line of said Kirby Drive;

THENCE, North 02° 27' 41" West, 221.33 feet to a found 3/4 inch iron rod;

THENCE, North 04° 59' 06" West, 229.96 feet to a found 3/4 inch rod;

THENCE, North 02° 27' 41" West, a distance of 1525.00 feet to a set 5/8 inch iron rod;

THENCE, North 03° 14' 11" West, 2169.69 feet to a 5/8 inch iron rod set for the Northwest corner of said 262.5667 acre tract same being the Southwest corner of Plaza Del Oro Section Two, per the map recorded in Volume 182, Page 70 of the Harris County Map Records (H.C.M.R.)

THENCE, North 87° 19' 09" East (called North 87° 22' 06" East) along the line common to the Northerly line of said 262.5667 acre tract, the Southerly line of said Plaza Del Oro Section Two, the Southerly R.O.W. Line of North Stadium Drive, per the deed recorded in Volume 4581, Page 359 H.C.D.R., the Southerly line of Plaza Del Oro Section One, per the map recorded in Volume 175, Page 117 E.C.M.R. and the Southerly R.O.W. line of Old Main Street (65 feet wide), at 1425.37 feet pass the most Westerly Southeast corner common to said Plaza Del Oro Section Two and said North

Stadium Drive, at 1510.37 feet pass the most Easterly Southwest corner common to said North Stadium Drive and said Plaza Del Oro Section One, at 2420.96 feet pass a 5/8 inch rod found for the corner common to said Plaza Del Oro Section One and said Old Main Street, in all a total distance of 2518.74 feet to a 5/8 inch iron rod set in the Southeasterly R.O.W. line of said Old Main Street;

THENCE, North 45° 39' 11" East, along the line common to a Northwesterly line of said 262.5667 acre tract, and the Southeasterly R.O.W. line of said Old Main St. a distance of 95.33 feet to a point for corner, at the Northwest corner of a proposed 1.4953 acre landscape area;

THENCE, South 46° 12' 35" East along said West line of the proposed landscape area a distance of 181.14 feet to a point for an angle to the right;

THENCE, South 03° 00' 15" East, a distance of 286.00 feet to a point for corner;

THENCE, North 87° 59' 45" East, a distance of 102.52 feet to a point for corner in the West right of way line of Fannin Street;

THENCE, South 02° 27' 41" East, 49.51 feet to a found 3/4 inch iron rod;

THENCE, South 04° 13' 34" East, a distance of 478.96 feet to a found 3/4 inch iron rod;

THENCE, South 02° 27' 41" East, a distance of 2317.60 feet to a set five-eighths inch iron rod;

THENCE, South 00° 30' 34" West, 354.52 feet to a set 5/8 inch iron rod;

THENCE, South 02° 27' 41" East, 56.25 feet to a set 5/8 inch iron rod;

THENCE, South 03° 14' 17" West, 100.50 feet to a found 1/2 inch iron rod;

THENCE, South 02° 27' 41" East, 120.00 feet to a fence post;

THENCE, South 15° 29' 25" West, 38.55 feet to a found 1/2 inch iron rod;

THENCE, South 44° 29' 20" West, 34.51 feet to a 1/2 inch iron rod found in the Northerly R.O.W. line of said South Loop;

THENCE, South 74° 40' 30" West along said R.O.W. line, 531.03 feet to a 5/8 inch iron rod set for the beginning of a tangent curve to the right;

THENCE, 1078.44 feet Southwesterly along the arc of said curve to the right (Radius-5554.58 feet, Central Angle = 11° 07' 27"), Chord = South 80° 14' 13" West, 1076.74 feet to a 5/8 inch iron rod found for the point of tangency;

THENCE, South 85° 47' 57" West, a distance of 1119.70 feet to the POINT OF BEGINNING and containing 262.5667 acres of land.

Tract 2 (Landlord's Practice Facilities Land and Landlord's Land)

Being 17.091 acres of land in the P. W. Rose Survey, A-645 and the J. Hamilton Survey, A-887, Harris County, Texas and being the same land described as Tract B in that Special Warranty Deed from Elizabeth Kirby Cohn to RES Astrodome Properties Limited, dated August 1, 1990 and recorded in Harris County Clerk's File No. N210953; said 17.091 acres being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod set for the intersection of the south right-of-way line of McNee Road and the west right-of-way line of Kirby Drive;

THENCE, S 03° 43' 37" E, along said west right-of-way line, a distance of 894.04 feet to a 5/8 inch iron rod found for the northerly corner of the northwest cut-back corner at the intersection of said Kirby Drive and Murworth Street;

THENCE, S 43° 56' 44" W, a distance of 13.89 feet to a point on the north right-of-way line of said Murworth Street for the west corner of said cut-back corner, an "X" in concrete was found S 75° 32' 01" W, a distance of 0.96 feet;

THENCE, Westerly, along said north right-of-way line and a curve to the right with a radius of 1877.36 feet, a central angle of 10° 30' 23", a chord which bears N 87° 22' 33" W - 343.77 feet, for an arc length of 344.25 feet to the point of tangency on said north right-of-way line, a 5/8 inch iron rod was found S 15° 37' 40" E, a distance of 0.74 feet;

THENCE, N 82° 09' 02" W, continuing along said north right-of-way line, a distance of 167.60 feet to the point of curvature of a curve to the left, a 5/8 inch iron rod was found N 86° 56' 35" E, a distance of 0.10 feet;

THENCE, Westerly, continuing along said north right-of-way line along said curve to the left with a radius of 2324.33 feet, a central angle of 08° 42' 40", a chord which bears N 86° 27' 08" W - 353.05 feet, for an arc length of 353.39 feet to a 5/8 inch iron rod set for the point of compound curvature;

THENCE, Westerly, continuing along said north right-of-way line with a curve to the left having a radius of 5827.08 feet, a central angle of 00° 16' 41", a chord which bears S 88° 59' 41" W - 28.28 feet, for an arc length of 28.28 feet to a 5/8 inch iron rod set on said north right-of-way line for the east corner of the northeast cut-back corner at the intersection of said Murworth Street and Lantern Point Drive;

THENCE, N 51° 30' 54" W, a distance of 15.84 feet to a 5/8 inch iron rod set on the east right-of-way line of said Lantern Point Drive for the north corner of said cut-back corner;

THENCE, N 02° 48' 22" W, along said east right-of-way line, a distance of 37.83 feet to the point of curvature of a curve to the left, a 5/8 inch iron rod was found N 18° 44' 17" W, a distance of 0.38 feet;

THENCE, Northerly, continuing along said east right-of-way line and said curve to the left with a radius of 439.13 feet, a central angle of 19° 08' 41", a chord which bears N 12° 22' 43" W - 146.05 feet, for an arc distance of 146.73 feet to the point of tangency, a 5/8 inch iron rod was found N 07° 30' 24" E, a distance of 0.24 feet;

THENCE, N 21° 47' 44" W, continuing along said east right-of-way line, a distance of 272.63 feet to the point of curvature of a curve to the right, a 5/8 inch iron rod was found S 18° 16' 13" E, a distance of 0.81 feet;

THENCE, Northerly, continuing along said east right-of-way line and with said curve to the right with a radius of 385.00 feet, a central angle of 54° 25' 46", a chord which bears N 05° 15' 50" E - 352.14 feet, for an arc length of 365.74 feet to a 5/8 inch iron rod found on said east right-of-way line and in the southwest line of a called 10.73 acre tract described in that certain Special Warranty Deed dated May 23, 1988 from Comvest Corporation, Trustee to McNee Investment Corporation and recorded under Harris County Clerk's File No. L710425;

THENCE, S 57° 29' 29" E, along said southwest line, a distance of 498.60 feet to a 5/8 inch iron rod found for the southwest corner of said called 10.73 acre tract;

THENCE, N 87° 01' 09" E, along the south line of said called 10.73 acre tract, a distance of 55.06 feet to a 5/8 inch iron rod set for the southeast corner of said called 10.73 acre tract;

THENCE, N 15° 11' 13" E, a distance of 358.54 feet to a 5/8 inch iron rod found on the south right-of-way line of said McNee Road;

THENCE, Easterly, along said south right-of-way line and a non-tangent curve to the left having a radius of 1081.74 feet, a central angle of 18° 44' 43", a chord which bears S 84° 16' 36" E - 352.34 feet, for an arc length of 353.91 feet to a 5/8 inch iron rod found for the point of tangency;

THENCE, N 86° 21' 02" E, continuing along said south right-of-way line, a distance of 36.20 feet to the POINT OF BEGINNING and containing 744,467 square feet or 17.091 acres of land.

Tract 3 (Landlord's Land)

Being 20.611 acres of land in the P. W. Rose Survey, A-645, and the James Hamilton Survey, A-887, Harris County, Texas and being the same land as described as Tract C in that Special Warranty Deed from Elizabeth Kirby Cohn to RES Astrodome Properties Limited dated August 01, 1990 and recorded in Harris County Clerk's File Number N-210953, said property being bounded by Kirby

Drive, Murworth Street, Westridge Street and Lantern Point Drive; said 20.611 acres being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod found on the west right-of-way line of said Kirby Drive at the south end of a cut-back at the southwest corner of the intersection of said Murworth Street and said Kirby Drive;

THENCE, S 03° 13' 28" E, along said west right-of-way line, a distance of 930.58 feet to a concrete nail found for the north end of a cut-back at the northwest corner of the intersection of said Kirby Drive and said Westridge Street;

THENCE, S 43° 27' 36" W, a distance of 13.76 feet to a 5/8 inch iron rod found for the south end of said cut-back on the north right-of-way line of said Westridge Street;

THENCE, S 89° 09' 01" W, along said north right-of-way line, a distance of 895.44 feet to a 5/8 inch iron rod found on said north right-of-way line for the south end of a cut-back at the northeast corner of the intersection of said Westridge Street and said Lantern Point Drive;

THENCE, N 46° 40' 57" W, a distance of 14.33 feet to a 5/8 inch iron rod found for the north end of said cut-back on the east right-of-way line of said Lantern Point Drive;

THENCE, N 02° 48' 22" W, along said east right-of-way line, a distance of 1003.14 feet to a 5/8 inch iron rod found on said east right-of-way line for the south end of a cut-back at the southeast corner of the intersection of said Lantern Point Drive and said Murworth Street;

THENCE, N 43° 24' 48" E, a distance of 13.87 feet to a 5/8 inch iron rod found for the north end of said cut-back on the south right-of-way line of said Murworth Street;

THENCE, Easterly, along said south right-of-way line on a curve to the right with a radius of 5762.08 feet, a central angle of 00° 16' 41", a chord which bears N 88° 59' 41" E - 27.96 feet, for an arc distance of 27.96 feet to a 5/8 inch iron rod found for a point on a non-tangent curve to the right;

THENCE, Easterly, continuing along said south right-of-way line on a curve to the right with a radius of 2259.33 feet, a central angle of 08° 42' 34", a chord which bears S 86° 27' 05" E - 343.11 feet, for an arc distance of 343.44 feet to a 5/8 inch iron rod found for a point of non-tangency;

THENCE, S 82° 09' 02" E, continuing along said south right-of-way line, at 152.15 feet pass a 5/8 inch iron rod found on line, in all a distance of 167.63 feet to a point on said south right-of-way line for a point of non-tangent curve to the left;

THENCE, Easterly, along said south right-of-way line on a curve to the left with a radius of 1942.36 feet, a central angle of 10° 30' 23", a chord which bears S 87° 22' 33" E - 355.67 feet, for an arc distance of 356.17 feet to a 5/8 inch iron rod found for a point on said south right-of-way line for the north end of said cut-back at the intersection of said Murworth Street and said Kirby Drive;

THENCE, S 48° 16' 21" E, a distance of 14.34 feet to the POINT OF BEGINNING and containing 20.611 acres of land.

Tract 4 (Additional Parking Land)

Being 12.833 acres in the P.W. Rose Survey, A-645 and the J. Hamilton Survey, A-887, Harris County, Texas and being the same land described as Tract A in that Special Warranty Deed from Elizabeth Kirby Cohn to RES Astrodome Properties Limited, dated August 1, 1990 and recorded in Harris County Clerk's File No. N210953; said 12.833 acres being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod found on the southeast right-of-way line of Main Street, said iron rod being N 32° 12' 08" E - 394.04 feet from a 3/8 inch iron rod found at the northeast corner of the intersection of said Main Street and Murworth Street;

THENCE, N 32° 26' 14" E, along said southeast right-of-way line, a distance of 123.07 feet to a 5/8 inch iron rod set in said southeast right-of-way line for the southwest corner of a called 5.4187 acre tract described in that certain Warranty Deed with Vendor's Lien dated August 29, 1981 from South Main Lodge Company to Affiliated Motel Investors and recorded under Harris County Clerk's File No. H125544;

THENCE, N 86° 58' 25" E, along the south line of said called 5.4187 acre tract, a distance of 999.14 feet to a 1/2 inch iron pipe found for the southeast corner of said called 5.4187 acre tract;

THENCE, N 57° 45' 19" W, along the northeast line of said called 5.4187 acre tract, a distance of 413.54 feet to a 5/8 inch iron rod set in said northeast line for the south corner of a tract of land described in that certain Warranty Deed dated June 11, 1984 from Chin-Chia Lin, Trustee to Kenneth Wu, Trustee and recorded under Harris County Clerk's File No. J604990;

THENCE, N 32° 14' 41" E, along the southeast line of said Kenneth Wu tract, a distance of 202.15 feet to a 5/8 inch iron rod set for the east corner of said Kenneth Wu tract;

THENCE, N 57° 45' 19" W, along the northeast line of said Kenneth Wu tract, a distance of 399.57 feet to a 1/2 inch iron rod found on said southeast right-of-way line for the north corner of said Kenneth Wu tract;

THENCE, N 32° 35' 59" E, along said southeast right-of-way line, a distance of 189.75 feet to a 1/2 inch iron pipe found for the west corner of a called 0.3587 acre tract described in that certain Warranty Deed with Vendor's Lien dated July 22, 1992 from R S Properties, Inc. to Pacific Financial, Inc. and recorded under Harris County Clerk's File No. N836602;

THENCE, S 57° 32' 27" E, along the southwest line of said called 0.3587 acre tract, a distance of 124.88 feet to a 1/2 inch iron rod found for the south corner of said called 0.3587 acre tract;

THENCE, N 32°11' 03" E, along the southeast line of said called 0.3587 acre tract, a distance of 125.36 feet to a 5/8 inch iron rod found on the southwest line of a called 10.730 acre tract described in that certain Special Warranty Deed dated May 23, 1988 from Comvest Corporation to McNee Investment Corporation, Trustee and recorded under Harris County Clerk's File No. L710425 for the east corner of said called 0.3587 acre tract;

THENCE, S 57° 35' 43" E, along the southwest line of said called 10.730 acre tract, a distance of 831.00 feet to a point on said southwest line and the west right-of-way line of Lantern Point Drive for the point of curvature of a curve to the left, a 5/8 inch iron rod was found S 27° 00' 10" E, a distance of 0.36 feet;

THENCE, Southerly, along said west right-of-way line and said curve to the left with a radius of 465.00 feet, a central angle of 54° 25' 46", a chord which bears S 05° 15' 50" W - 425.31 feet, for an arc distance of 441.74 feet to the point of tangency on said west right-of-way line, a 5/8 inch iron rod was found S 21° 45' 06" E, a distance of 1.70 feet;

THENCE, S 21° 47' 44" E, along said west right-of-way line, a distance of 272.63 feet to the point of curvature of a curve to the right, a bent 5/8 inch iron rod was found N 36° 56' 36" E, a distance of 0.50 feet;

THENCE, Southerly, along said west right-of-way line and said curve to the right with a radius of 359.13 feet, a central angle of 19° 08' 41", a chord which bears S 12° 22' 43" E - 119.44 feet, for an arc distance of 120.00 feet to a 5/8 inch iron rod set for the point of tangency;

THENCE, S 02° 48' 22" E, along said west right-of-way line, a distance of 46.34 feet to a point on an existing water valve for the intersection of said west right-of-way line and the north right-of-way line of said Murworth Street;

THENCE, Westerly, along a non-tangent curve to the left with a radius of 5827.08 feet, a central angle of 00° 00' 35", a chord which bears S 87° 56' 49" W - 1.00 feet, for an arc distance of 1.00 feet to a 5/8 inch iron rod set in said north right-of-way line;

THENCE, N 02° 48' 22" W, parallel with the west right-of-way line of said Lantern Point Drive, a distance of 46.33 feet to a 5/8 inch iron rod set for the point of curvature of a curve to the left;

THENCE, Northwesterly, along said curve to the left with a radius of 358.25 feet, a central angle of 90° 13' 13", a chord which bears N 47° 54' 59" W - 507.61 feet, for an arc distance of 564.11 feet to the point of tangency, a 5/8 inch iron rod was found S 86° 58' 25" W, a distance of 0.31 feet;

THENCE, S 86° 58' 25" W, parallel with the south line of said 5.4187 acre tract, a distance of 1171.60 feet to the POINT OF BEGINNING and containing 558,988 square feet or 12.833 acres of land.

Tract 5 (Additional Parking Land)

Being 0.024 acre of land in the J. Hamilton Survey, A-887, Harris County, Texas and being the same land described as Tract D in that Special Warranty Deed from Elizabeth Kirby Cohn to RES Astrodome Properties Limited, dated August 1, 1990 and recorded in Harris County Clerk's File No. N210953; said 0.024 acres being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod set for the intersection of the south right-of-way line of Murworth Street and the west right-of-way line of Lantern Point Drive;

THENCE, S 02° 48' 22" E, along said west right-of-way line, a distance of 1021.90 feet to a 5/8 inch iron rod set for the intersection of said west right-of-way line and the north right-of-way line of Westridge Street;

THENCE, S 89° 09' 01" W, along said north right-of-way line, a distance of 1.00 feet to a 5/8 inch iron rod set for the southeast corner of a called 0.970 acre tract described in that certain Deed and Conveyance dated September 12, 1984 from Castle of Houston Partnership, Ltd. to St. Catherine's Montessori, Inc. and recorded under Harris County Clerk's File No. J704308;

THENCE, N 02° 48' 22" W, parallel with said west right-of-way line, a distance of 1021.88 feet to a 5/8 inch iron rod set on the south right-of-way line of said Murworth Street for the northeast corner of a called 0.9733 acre tract described as Tract II in that certain Substitute Trustee's Deed from Albert L. Bacarisse, Substitute Trustee to Downey Savings and Loan Association as recorded under Harris County Clerk's File No. P436291;

THENCE, Easterly, along said south right-of-way line with a non-tangent curve to the right having a radius of 5762.08 feet, a central angle of 00° 00' 36", a chord which bears N 87° 57' 20" E - 1.00 feet, for an arc distance of 1.00 feet to the POINT OF BEGINNING and containing 1022 square feet or 0.024 acre of land.

Tract 6 (Rodeo Land)

A tract or parcel of land containing 7.366 acres out of the Prentice W. Rose Survey, Abstract No. 645, Harris County, also being a portion of the 13.0367 acre Estate of Arnett C. Smith, et al tract, as recorded in Volume 5006, Page 469 and Volume 1394, Page 118 of the Harris County Deed Records (H.C.D.R.), said 7.366 acre tract being more particularly described by metes and bounds as follows: (The basis of bearing for this description is the call SOUTH 57 degrees 07 minutes 28 seconds EAST for the southerly line of the Main/OST, Ltd. Parcel, as recorded under Clerk's File No. L293449 of the Official Public Record of Real Property of Harris County (O.P.R.R.P.H.C.))

BEGINNING at a 5/8-inch iron rod found at the intersection of the west right-of-way line of Kirby Drive, (100 feet wide), recorded under Clerk's File No. B445532 of the O.P.R.R.P.H.C. and the northerly right-of-line of McNee Street (80 feet wide) as recorded in Volume 4607, Page 339 of the H.C.D.R., being the southeast corner of the herein described tract;

THENCE SOUTH 86 degrees 48 minutes 40 seconds WEST, 36.07 feet along said northerly line of McNee Street to a 5/8-inch iron rod found at a point of curvature and a southerly corner of the herein described tract;

THENCE WESTERLY along a curve to the right and said northerly line of McNee Street through a central angle of 36 degrees 05 minutes 00 seconds to an axle found at a southerly corner of the herein described tract, said curve having a radius of 1,001.00 feet, an arc length of 630.40 feet, and a long chord bearing NORTH 75 degrees 08 minutes 50 seconds WEST, 620.04 feet;

THENCE NORTH 57 degrees 06 minutes 20 seconds WEST, 444.87 feet along said northerly line of McNee Street to a 5/8-inch iron rod found at the southwesterly corner of the herein described tract;

THENCE NORTH 32 degrees 51 minutes 01 seconds EAST, 348.43 feet along the easterly line of the 2.94610 acre Ernest A. Mitschke tract, as recorded under Clerk's File No. G357660 of the O.P.R.R.P.H.C. to the northwest corner of the herein described tract;

THENCE SOUTH 57 degrees 07 minutes 28 seconds EAST, 965.11 feet along the southerly line of the Main/OST, Ltd. Parcel, being the residue of the 13.0367 acre tract, as recorded under Clerk's File No. L293449 of the O.P.R.R.P.H.C., to the northeasterly corner of the herein described tract;

THENCE SOUTH 03 degrees 11 minutes 20 seconds EAST, 106.10 feet along said west line of Kirby Drive to an easterly corner of the herein described tract;

THENCE WEST, 58.67 feet to an easterly interior corner of the herein described tract;

THENCE SOUTH, 20.00 feet to an easterly interior corner of the herein described tract;

THENCE EAST, 59.79 feet to an easterly interior corner of the herein described tract;

THENCE SOUTH 03 degrees 11 minutes 20 seconds EAST, 41.51 feet along said west line of Kirby Drive to the POINT OF BEGINNING, containing 7.366 acres of land. (Reference is made to the above description on Drawing C-632 in the office of S & V Surveying, Inc.)

ATTACHMENT B

Description of Future Tracts

Tract 1 (Tenant's Practice Facilities Land)

Being a tract or parcel containing 3.8604 acres (168,161 square feet) of land situated in the P.W. Rose Survey, Abstract Number 645, Harris County, Texas, and being out of and a portion of the aforesaid 10.730 acre tract, and being out of and a portion of the 0.4277 acre tract as described in the deed to Comvest Corporation, Trustee, recorded under Harris County Clerk's File Number K787409 and being all of the 0.2191 acre tract as described in the deed to Comvest Corporation, Trustee, recorded under Harris County Clerk's File Number L274573; said 3.8604 acre tract being more particularly described by metes and bounds as follows:

COMMENCING at the intersection of the southeast right-of-way line of U.S. Highway 90A (South Main Street) (width varies) as described in the deed recorded in Volume 1177, Page 507, of the Harris County Deed Records and the southwest right-of-way line of McNee Street (80 feet wide) as described in the deeds recorded in Volume 1185, Page 62 of the Harris County Deed Records and under Harris County Clerk's File Numbers K787409 and L274573;

THENCE, South 57°07'00" East, along said southwest right-of-way line, a distance of 1,046.30 feet to a 5/8-inch iron rod found marking the east corner of the southeast right-of-way cutback line at the aforesaid intersection of McNee Street and Lantern Point Drive common with the PLACE OF BEGINNING of the herein described tract;

THENCE, South 57°07'00" East, continuing along said southwest right-of-way line, a distance of 104.40 feet to a 1-inch iron pipe found marking a point on a curve to the left, from which a found 5/8-inch iron rod bears North 27°13' East, 0.08 feet and a found 5/8-inch iron rod bears North 37°50' East, 0.35 feet;

THENCE, in a southeasterly direction, an arc distance of 327.40 feet, continuing along said southwest right-of-way line and said curve to the left, having a central angle of 17°18'31", a radius of 1,083.77 feet and a chord which bears South 65°48'13" East, 326.15 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" set marking the east corner of the herein described tract, from which a found 5/8-inch iron rod bears South 15°33'42" West, 0.54 feet;

THENCE, South 15°33'42" West, along a northwesterly line of the 17.091 acre tract as described in the deed recorded under Harris County Clerk's File Number R028450, a distance of 359.03 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" set in an interior line of the aforesaid 10.730 acre tract marking the southeast corner of the herein described tract common with an angle corner of the aforesaid 17.091 acre tract;

THENCE, South 87°23'00" West, along said interior line, a distance of 54.27 feet to a 3/4-inch iron pipe found marking the southwest corner of said 10.730 acre tract common with an interior corner of said 17.091 acre tract and the southwest corner of the herein described tract, from

which a found 5/8-inch iron rod bears South 70°56" East, 0.59 feet, and a found 5/8-inch iron rod bears North 85°04' West, 1.28 feet;

THENCE, North 57°07'00" West, along a northeasterly line of said 17.091 acre tract, a distance of 499.52 feet to a 5/8-inch iron rod found in the southeast right-of-way line of said Lantern Point Drive marking the north corner of said 17.091 acre tract common with the west corner of the herein described tract;

THENCE, North 32°53'00" East, along said southeast right-of-way line, a distance of 315.00 feet to a 5/8-inch iron rod found marking the west corner of said southeast right-of-way cutback line;

THENCE, North 77°53'00" East, along said southeast right-of-way cutback line, a distance of 14.14 feet to the PLACE OF BEGINNING and containing 3.8604 acres (168,161 square feet) of land.

Tract One and Tract Two comprise an aggregate area of 10.5637 acres (460,158 square feet) of land. This description is based on the plat of the Land Title Survey prepared by Terra Surveying Company, Inc., dated May 25, 2000, TSC Project Number 0578-0001-S.

Tract 2 (Additional Parking Land)

Being a tract or parcel containing 6.7033 acres (291,997 square feet) of land situated in the P.W. Rose Survey, Abstract Number 645, Harris County, Texas, and being out of and a portion of the aforesaid 10.730 acre tract and being more particularly described by metes and bounds as follows:

COMMENCING at the intersection of the southeast right-of-way line of U.S. Highway 90A (South Main Street) (width varies) as described in the deed recorded in Volume 1177, Page 507, of the Harris County Deed Records and the southwest right-of-way line of McNee Street (80 feet wide) as described in the deeds recorded in Volume 1185, Page 62 of the Harris County Deed Records and under Harris County Clerk's File Numbers K787409 and L274573;

THENCE, South 57°07'00" East, along said southwest right-of-way line, a distance of 150.00 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" set marking the northeast corner and PLACE OF BEGINNING of the herein described tract from which a found 5/8-inch iron rod bears North 31°59" East, 0.34 feet;

THENCE, South 57°07'00" East, continuing along said southwest right-of-way line, at a distance of 76.99 feet pass a found 5/8-inch iron rod, at a distance of 476.36 feet pass a found 5/8-inch iron rod and continuing along said southwest right-of-way line for a total distance of 796.30 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" set marking an angle point of the herein described tract common with the north corner of the southwest right-of-way cutback line at the intersection of said McNee Street and Lantern Point Drive (80 feet wide) as described in the deed recorded under Harris County Clerk's File Number K785287;

THENCE, South 12°07'00" East, along said southwest right-of-way cutback line, a distance of 14.14 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" set marking

an angle point of the herein described tract common with the south corner of said cutback line from which a found 5/8-inch iron rod bears South 86°59' East 0.72 feet;

THENCE, South 32°53'00" West, along the northwest right-of-way line of said Lantern Point Drive, a distance of 315.00 feet to a 5/8-inch iron rod found marking the east corner of the 12.833 acre tract as described in the deed recorded under Harris County Clerk's File Number R028450 common with the south corner of the herein described tract;

THENCE, North 57°7'00" West, along the northeast line of said 12.833 acre tract and then along the northeast line of the 0.3587 acre tract as described in the deed recorded under Harris County Clerk's File Number N836802, a distance of 956.30 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" set in the aforesaid southeast right-of-way line of U.S. Highway 90A marking the west corner of the herein described tract;

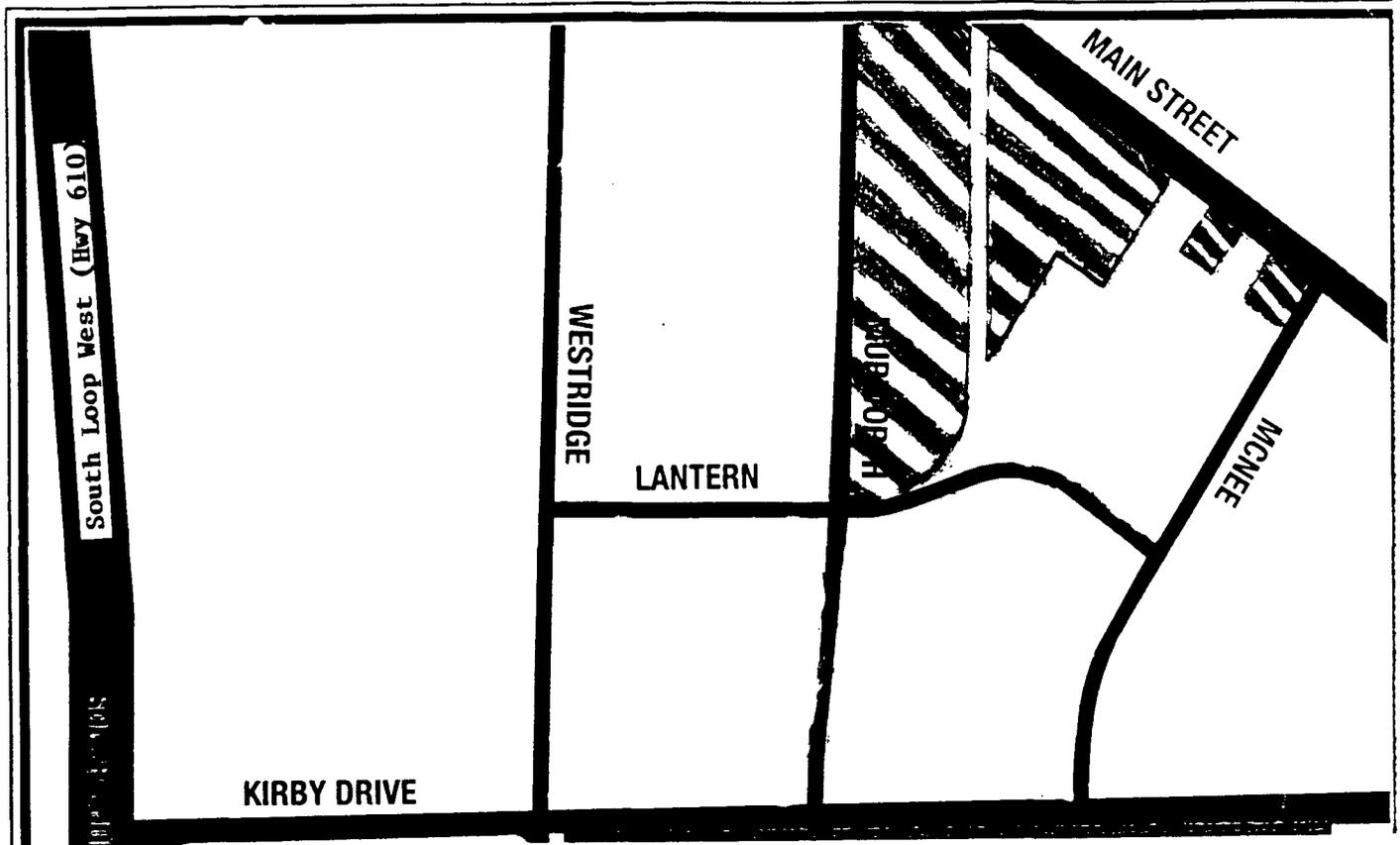
THENCE, North 32°53'00" East, along said southeast right-of-way line, a distance of 200.00 feet to an axle found marking the west corner of the 18,760 square foot tract as described in the deed recorded under Harris County Clerk's File Number M741010 common with the northwest corner of the herein described tract;

THENCE, South 57°07'00" East, along the southwest line of said 18,760 square foot tract, a distance of 150.00 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" set marking an interior corner of the herein described tract, from which a found 1-inch iron pipe bears South 67°15' East, 0.72 feet;

THENCE, North 32°53'00" East, along the southeast line of said 18,760 square foot tract, a distance of 125.00 feet to the PLACE BEGINNING and containing 6.7033 acres, (291,997 square feet) of land.

Additional Parking Land

See attached map.



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