

MEMORANDUM OF AMENDMENT

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

THIS MEMORANDUM OF AMENDMENT (this "**Memorandum**") is made and entered into effective as of the 17th day of May, 2001, by and between **HARRIS COUNTY SPORTS & CONVENTION CORPORATION**, a local government corporation organized under the laws of the State of Texas ("**Landlord**") and **HOUSTON LIVESTOCK SHOW AND RODEO, INC.**, a Texas not-for-profit corporation ("**Tenant**").

RECITALS

A. Tenant has certain existing rights to the use and occupancy of the Astrodomain Complex (other than the Stadium) pursuant to the Original Rodeo Lease.

B. Pursuant to the Prime Lease and the Prime Assignment, Landlord has (i) leased the Astrodomain Complex and the Additional Parking Land, among other property, from the County subject to the rights of the Rodeo under the Original Rodeo Lease and (ii) assumed and agreed to perform all of the obligations of the landlord under the Original Rodeo Lease.

C. Landlord and Tenant have entered into that certain HLSR 2001 Amendment to Lease (the "**Amendment**") dated effective as of May 17, 2001 (the "**Effective Date**"), pursuant to which Landlord and Tenant amended the Original Rodeo Lease, including certain interests and rights in and to the land described on Exhibit "A" attached hereto and incorporated herein.

D. Landlord and Tenant desire to execute this Memorandum to provide notice of Tenant's rights, titles and interest under the Amendment in and to the Leased Premises.

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties agree as follows:

Section 1. **Definitions and Usage**. Unless the context shall otherwise require, capitalized terms used in this Memorandum shall have the meanings assigned to them in the Amendment, which also contains rules as to usage that shall be applicable herein.

Section 2. **Lease**. The Leased Premises has been leased to Tenant pursuant to the terms and conditions of the Amendment, which is incorporated by reference in its entirety in this Memorandum. In the event of any conflict or inconsistency between this Memorandum and the Amendment, the Amendment shall control.

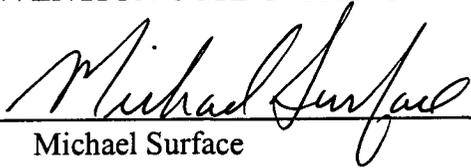
Section 3. Lease Term. Landlord has leased the Leased Premises to Tenant for a term commencing on the Effective Date and, unless (a) sooner terminated in accordance with the provisions of the Amendment or (b) extended due to a Stub Period as described in Section 3.1 of the Amendment, ending at 11:59 p.m. on the date that is the latter of (i) August 1, 2032 or (ii) the Stadium Lease Expiration Date.

Section 4. Successors and Assigns. This Memorandum and the Amendment shall bind and inure to the benefit of the Parties and their respective successors and assigns, subject however, to the provisions of the Amendment regarding assignment.

IN WITNESS WHEREOF, this Memorandum has been executed by Landlord and Tenant as of the date first above written.

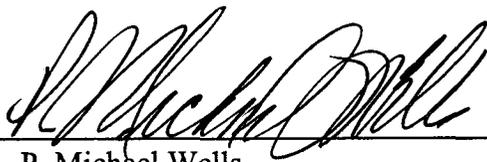
LANDLORD:

**HARRIS COUNTY SPORTS &
CONVENTION CORPORATION**

By: 
Michael Surface
Chairman

TENANT:

**HOUSTON LIVESTOCK SHOW
AND RODEO, INC.**

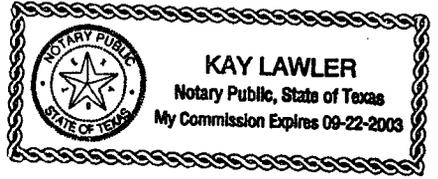
By: 
P. Michael Wells
President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on May 14, 2001 by Michael Surface, Chairman of Harris County Sports & Convention Corporation, a local government corporation organized under the laws of the State of Texas, on behalf of said corporation.

Kay Lawler
Printed Name: KAY LAWLER
Notary Public in and for the
State of Texas
My Commission Expires: 09-22-03

{SEAL}



STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on May 10, 2001 by P. Michael Wells, President of Houston Livestock Show and Rodeo, Inc., a Texas not-for-profit corporation, on behalf of said corporation.

Kay Lawler
Printed Name: KAY LAWLER
Notary Public in and for the
State of Texas
My Commission Expires: 09-22-03

{SEAL}

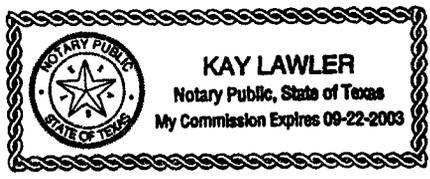


EXHIBIT "A" TO MEMORANDUM OF AMENDMENT

Property Description

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 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.

SAVE AND EXCEPT THE PRACTICE FACILITIES LAND (AS DEFINED IN THE NFL CLUB LEASE)

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 (Additional Parking Land)(TO BE ACQUIRED)

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 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.

Tract 7 (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.)