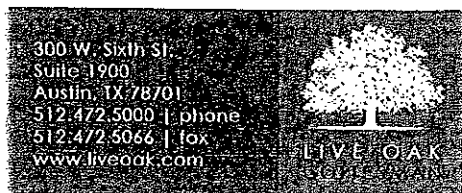


Late Backup #12



August 26, 2009

Ms. Rebecca Campbell
Executive Director
The Austin Film Society
1901 East 51st Street
Austin, Texas 78723

RE: Sublease Agreement between the Austin Film Society, Inc. as Sub-Landlord and Soundcheck Austin, LLC as Sub-Tenant

Dear Ms. Campbell:

I have had the opportunity over the last ten years of my career in the Austin commercial real-estate industry to lease office, warehouse, and flex/R&D space. After touring Building 4 this afternoon, I am convinced that the former "Airplane Hangar" should be classified as a warehouse building, and you have over-valued the building in your comments to the Austin American Statesman.

According to NAI Austin's "The Source -- Mid-Year 2009" report, market rent for this type of product is \$0.25 to \$0.60 per square foot per month. This report is regarded as extremely accurate. It is my opinion that due to the construction, vintage, and other characteristics of this building, that market rent for your building would fall in the lower half of this spectrum.

The Austin Warehouse Market currently consists of just less than 25 million square feet and is 23% vacant. That is over 5.6 million square feet of vacant product that would compete with this building! This is over a five year supply of space if the market were to immediately hit record absorption levels. At this point, I don't think we are going to hit those absorption levels soon.

The current market conditions for space superior to yours dictate several months of free rent, comparable Tenant Finish Allowances, and comparable rate. Somehow, you have managed to avoid giving free rent to your sub-tenant. This doesn't take into account the fact that comparable space has the likelihood of sitting vacant for lengthy portion of time.

Even if Soundcheck Austin benefits from not having to pay the ad-valorem taxes, that does not take this deal below market.

You also have the ability to have this lease in place for 15 years. Although the rental increases in the renewal options aren't as high as conceivably possible, you have mitigated that with the certainty of having a long term Tenant while providing no free rent. I want to congratulate you on this achievement. This is a lease that we would love to have in one of our buildings.

Sincerely,

A handwritten signature in black ink, appearing to read "Brian Liverman".

Brian Liverman
Vice President, Asset Services
Director of Leasing