

FIRST AMENDMENT TO
RESTRICTIVE COVENANT

OWNERS AND ADDRESSES: CHAMPION ASSETS LIMITED, C/O JOSIE CHAMPION
6700 Lakewood Drive, Austin, Texas 78731

CHAMPION-MEIER ASSETS, LTD. C/O JUANITA MEIER
405 Almarion, Austin, Texas 78746

MARY MARGARET ROBERSON, C/O Champion Legacy Partners, L.P.
3312 Southwestern, Dallas, Texas 75225

CONSIDERATION: Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by the City of Austin to the Owner, the receipt and sufficiency of which is acknowledge.

PROPERTY: Tract 1, comprising 0.942 acre of land, and Tract 2, comprising 8.259 acre tract of land, out of the T.J. Chambers Grant, being more particularly described by metes and bounds in Restrictive Covenant recorded in Volume 11688, Page 797, Real Property Records of Travis County, Texas (the "Restrictive Covenant").

WHEREAS, the Owners of the Property and the City of Austin entered into the Restrictive Covenant, and now have agreed to certain amendments as set forth herein;

NOW THEREFORE, the City of Austin and the Owners hereby amend the Restrictive Covenant as follows:

1. Paragraph 1 of the Restrictive Covenant is amended to read as follows:

There shall be no more than one driveway approach from (i) R.M. 2222, and no more than one driveway approach from (ii) Loop 360 (Capital of Texas Highway) to the Property. The driveway to R.M. 2222 shall be constructed to align with a channelized median break approved by the Texas Department of Transportation and shall be designed to prohibit left turns out of the site onto RM 2222 westbound. The driveway to Loop 360 shall be constructed to allow right turns in and right turns out only.

2. Paragraph 2 of the Restrictive Covenant is amended to read as follows:

No certificate of occupancy shall be issued by the City until the roadway improvements associated with the extension of the median and the median break along R.M.2222 are completed by the Texas Department of Transportation.

- 3, continued. Except as amended hereby, the Restrictive Covenant is hereby ratified and

Champion Assets, Ltd.

By: The Champion Management Trust,
Its General Partner

Josie Ellen Champion, Trustee

STATE OF TEXAS §

COUNTY OF _____ §

This instrument was acknowledged before me on _____, 2010, by
Josie Ellen Champion, the Trustee of Champion Management Trust, general partner of
Champion Assets, Ltd., a Texas limited partnership, on behalf of said trust and partnership.

Notary Public in and for
the State of Texas

Champion-Meier Assets, Ltd.

By: Champion Meier Management Trust,
Its General Partner

Alma Juanita Champion Meier, Trustee

STATE OF TEXAS §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on _____, 2010, by Alma Juanita Champion-Meier, the Trustee of The Champion-Meier Management Trust, general partner of Champion-Meier Assets, Ltd., a Texas limited partnership, on behalf of said trust and partnership.

Notary Public in and for
the State of Texas

City of Austin

By: _____
Name: _____
Title: _____

THE STATE OF TEXAS §
 §
COUNTY OF §

This instrument was acknowledged before me on _____, 2010, by
_____, _____ of the City of Austin, a
municipal corporation, on behalf of said municipal corporation.

NOTARY PUBLIC, State of Texas