

**FIRST AMENDMENT TO PARKING AGREEMENT
BETWEEN THE
CITY OF AUSTIN AND UP SCHNIEDER, L.P.**

This "First Amendment to Parking Agreement between the City of Austin and UP Schneider, L.P." ("Amendment") is entered into by and between the City of Austin, a Texas home-rule municipal corporation situated in Hays, Travis and Williamson Counties acting by and through its duly authorized City Manager or his designee ("City"), and UP Schneider, L.P., a Texas limited partnership ("Schneider"). The "Effective Date" of this Amendment is January 1, 2011.

Previously the City and Schneider ("Parties") entered into a "Parking Agreement" ("Agreement") on or about December 19, 2005 which set out parking privileges in the City Hall parking garage on Block 3 for retail patrons and retail employees connected with the retail business in the historic Schneider Building on Block 2.

On December 16, 2010, the City Council authorized the negotiation and execution of an amendment to the Agreement with Schneider related to parking privileges for retail patrons, connected with the retail business in the historic Schneider building on Block 2. The Parties wish to extend the existing validation agreement for a single ninety (90) day period until the Parties finalize and execute the amendment.

AMENDMENT

The Parties are currently negotiating an amended validation agreement regarding the 2nd Street Retail District. Until that new amendment is finalized, the Parties replace the existing language in Section 2.1 (*Term of this Agreement*) of the Agreement with the following:

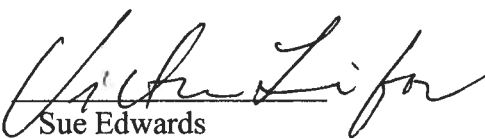
- 2.1 Term of this Amendment. The term of this Amendment extending the validation program set forth in Section 2.3(C) of the Agreement, shall be from January 1, 2011 through March 30, 2011.

ALL OTHER TERMS AND CONDITIONS IN THE AGREEMENT REMAIN IN FULL FORCE AND EFFECT.

Pursuant to Section 5.14 (*Counterparts and Facsimile Execution*) of the Agreement, this Amendment may be signed in multiple counterparts, both of which together shall constitute a single original.

The Parties have executed this Amendment on the dates indicated below, to be effective January 1, 2011.

CITY OF AUSTIN, a Texas
home-rule municipal corporation

By: 
Sue Edwards
Assistant City Manager

Date: Dec. 29, 2010

UP SCHNEIDER, LP, a
Texas limited partnership

By: Intown Austin, LLC,
a Texas limited liability company
its general partner

By: _____
Robert W. Bagwell
Manager

Date: _____, 2010

Pursuant to Section 5.14 (*Counterparts and Facsimile Execution*) of the Agreement, this Amendment may be signed in multiple counterparts, both of which together shall constitute a single original.

The Parties have executed this Amendment on the dates indicated below, to be effective January 1, 2011.

CITY OF AUSTIN, a Texas
home-rule municipal corporation

By: _____
Sue Edwards
Assistant City Manager

Date: _____, 2010

UP SCHNEIDER, LP, a
Texas limited partnership

By: Intown Austin, LLC,
a Texas limited liability company
its general partner

By: 
Robert W. Bagwell
Manager

Date: Dec 17, 2010