

CONTRACTS AND AGREEMENTS  
SCAN PREP FORM

Contract #: 653-8205

Title (entire name of first contractor listed on the contract, or the "Licensee"):

Merit Littlefield L.P.  
\_\_\_\_\_  
\_\_\_\_\_

Document Date: 12/14/99

Contract Type (Heading at top of contract):

- Contract
- License Agreement
- Covenant running with the land
- Other: Assignment and Assumption Agreement

Record type: CONTRACT

Volume \_\_\_\_\_ of \_\_\_\_\_

Part \_\_\_\_\_ of \_\_\_\_\_

Prepared by (initials) RL

Date 5/30/2000

653-8205

**ASSIGNMENT AND ASSUMPTION AGREEMENT**

**WHEREAS**, the City of Austin ("City") and the predecessor in interest to KFP LITTLEFIELD, L.P. (the "Seller") entered into a certain City of Austin License Agreement dated September 20, 1982, recorded in Volume 7860, Page 467 of the Real Property Records of Travis County, Texas, and affecting the real property therein described ("Agreement"); and

**WHEREAS**, the Seller has entered into an agreement to sell the above-referenced property to MERIT LITTLEFIELD, L.P. (the "Purchaser"), and has requested the City of Austin to consent to the assignment of its interest in the Agreement to the purchase; and

**WHEREAS**, the Purchaser wishes to assume the obligations of the Seller under the Agreement;

**NOW, THEREFORE**, in consideration of Ten and No/100 Dollars, the Benefit to be derived herefrom by the parties hereto, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and in order to induce the City to consent to the assignment, the parties agree as follows:

1. Seller hereby assigns all of its rights and interests as licensee in and to the License Agreement to the Purchaser.
2. The Purchaser hereby assumes and agrees to perform in accordance with their terms, all of the obligations of Licensee under the Agreement.

**EXECUTED TO BE EFFECTIVE** as of the 14<sup>th</sup> day of December, 1999.

**SELLER:**

KFP LITTLEFIELD, L.P.

By: KFP GP Littlefield, Inc., General Partner

Name: Jaffer Khimji

Title: Vice President

545 E. John Carpenter Freeway, Suite 1400  
Irving, Texas 75062

PURCHASER:  
MERIT LITTLEFIELD L.P.  
By: Merit Littlefield GP, LLC

David R. Roelke  
Name: David R. Roelke  
Title: CFO

**CONSENTED AND AGREED TO:**

**CITY OF AUSTIN**

By: [Signature]  
Name: HARRY O'NEAL  
Title: MANAGER, Real Estate Services  
Department of Public Works  
and Transportation

**APPROVED AS TO FORM:**

By: Pat Helmet  
Assistant City Attorney

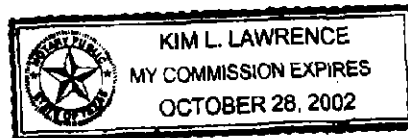
**THE STATE OF TEXAS**  
**COUNTY OF Dallas**

[Signature]  
Vice President  
KFP

This instrument was acknowledged before me on this the 7<sup>th</sup> day of December, 1999,  
by Jaffer Khimji, the Secretary of KFP Littlefield GP, Inc.,  
the General Partner of KFP Littlefield, L.P., a Texas limited partnership, on behalf of such  
entity.

Karen E. Phillpott  
Notary Public, State of Texas





THE STATE OF TEXAS  
COUNTY OF DALLAS

This instrument was acknowledged before me on this the 6th day of December, 1999, by David R. Poelke, the CEO of Merit Littlefield GP, LLC, the General Partner of Merit Littlefield L.P., a Texas limited partnership, on behalf of such entity.

①

Kim L. Lawrence

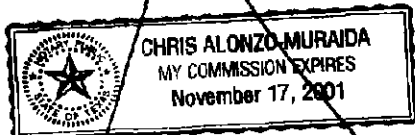
Notary Public, State of Texas

THE STATE OF TEXAS  
COUNTY OF TRAVIS

This instrument was acknowledged before me on this the 12th day of December, 1999, by Larry O'Neal, Manager, Real Estate Services, Department of Public Works and Transportation of the City of Austin, Texas, a municipal corporation, on behalf of said corporation.

Chris Alonzo-Muraida

Notary Public, State of Texas

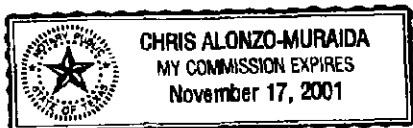


THE STATE OF TEXAS  
COUNTY OF TRAVIS

This instrument was acknowledged before me on this the 14th day of December, 1999, by Larry O'Neal, Manager, Real Estate Services, Department of Public Works and Transportation of the City of Austin, Texas, a municipal corporation, on behalf of said corporation.

Chris Alonzo-Muraida

Notary Public, State of Texas



**AFTER RECORDING RETURN TO:**

City of Austin  
Dept. of Public Works & Transportation  
Real Estate Services Division  
P.O. Box 1088  
Austin, TX 78767-8839  
Attn: Mary Reza

F# 653-8205

**FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS**

*Dana DeBeauvoir*

12-20-1999 03:09 PM 1999157751  
OJEDAB \$15.00  
DANA DEBEAUVOIR, COUNTY CLERK  
TRAVIS COUNTY, TEXAS

**RECEIVED**  
JAN 04 2000  
BY: \_\_\_\_\_