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 3/30/2000
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 24th day of December, 1999.

SELLER:
KFP LITTLEFIELD, L.P.
By: KFP GP Littlefield, Inc., General Partner

Name: Jaffer Khunji
Title: Vice President
545 E. John Carpenter Freeway, Suite 1400
Irving, Texas 75062
CONSENTED AND AGREED TO:

CITY OF AUSTIN

By: Harry O'Neal
Name: Manager, Real Estate Services
Title: Department of Public Works and Transportation

APPROVED AS TO FORM:

By: Assistant City Attorney

THE STATE OF TEXAS
COUNTY OF Travis

This instrument was acknowledged before me on the ______ day of December, 1999, by Dangler Khimji, the __________________ of KFP Littlefield GP, Inc., the General Partner of KFP Littlefield, L.P., a Texas limited partnership, on behalf of such entity.

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.

KIM L. LAWRENCE
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

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