

AGENDA ITEM # 28**JULY 20, 1999**

Consider receiving petition requesting creation of Williamson County Development District #2 (Avery Ranch Development) and setting time, date and place for a public hearing concerning matters related thereto and authorizing publication of notice of said hearing.

Moved: Commissioner Boatright

Seconded: Judge Doerfler

Motion: To receive petition requesting creation of Williamson County Development District #2 (Avery Ranch Development) and setting public hearing at 10 o'clock a.m. August 24, 1999, for the purpose of creating a county development district for reimbursement of cost of construction of the east west arterial road running from Brushy Creek Municipal Utility District to 183A and the hike and bike trail running along the tract at Brushy Creek.

Vote: Motion carried 3 - 0

< Clerk copy here >

THE STATE OF TEXAS

:

KNOW ALL MEN BY THESE PRESENTS

THE COUNTY OF WILLIAMSON

:

That on this, the 20th day of July, A.D. 1999, the Commissioners' Court of Williamson County, Texas, met in duly called Session at the Courthouse in Georgetown, Texas, with the following members present:

John C. Doerfler, County Judge,

Greg Boatright, Commissioner Precinct Two,

and

Frankie Limmer, Commissioner Precinct Four;

and at said meeting, among other business, the Court considered the following:

RESOLUTION

WHEREAS, the landowners of hereinafter described property have filed with the Commissioners' Court of Williamson County, Texas (the "County") a petition requesting creation of a Williamson County Development District No. 2 (Avery Ranch Development (the "District") under and pursuant to the provisions of Chapter 383, Local Government Code, as amended; and

WHEREAS, the petition requests the creation of the proposed District within the boundaries described in said petition; and

WHEREAS, the petition, attached hereto as Exhibit "A", contains the information required by Section 383.023, Local Government Code, as amended.

NOW THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS' COURT OF WILLIAMSON COUNTY, TEXAS,

Section 1. That the petition, attached hereto as Exhibit "A" filed with the Commissioners' Court is hereby formally received by the Commissioners' Court of the County.

Section 2. The Commissioners' Court hereby finds that it is advisable for the County to consider such petition after due notice and a public hearing as required by Chapter 383, Local Government Code, as amended. Attorneys for the County are hereby authorized to publish notice, in substantially the form attached hereto as Exhibit "B" of a public hearing to be held on the 24th of August, 1999 at 10:00 a.m. at the Williamson County Courthouse, Commissioners' Courtroom.

Section 3. The County Judge and County Clerk and their duly authorized representatives are hereby authorized to do all things necessary to carry out the intent and purposes of this Resolution. The foregoing Resolution was duly moved by Greg Boatright and seconded by Frankie Limmer, and was then adopted by a vote of three voting for and none voting against. County Judge John C. Doerfler was duly authorized to sign said Resolution as the act and deed of Commissioners' Court of Williamson County and of said County.

John C. Doerfler 7-20-99
JOHN C. DOERFLER, County Judge

ATTEST:

Nancy E. Rister
NANCY RISTER, County Clerk

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PETITION REQUESTING THE CREATION
OF WILLIAMSON COUNTY DEVELOPMENT DISTRICT NO. 2

THE STATE OF TEXAS :

THE COUNTY OF WILLIAMSON :

TO THE HONORABLE COMMISSIONERS COURT
OF WILLIAMSON COUNTY, TEXAS:

The undersigned ("Petitioners"), who intend to further the development of the land hereinafter described by metes and bounds, acting pursuant to the provisions of Chapter 383, Local Government Code, V.A.T.S., as amended, hereby respectfully petitions the Commissioners Court of Williamson County, Texas, requesting the creation of a County Development District ("District") and would show the following:

ARTICLE I

The name of the proposed District shall be WILLIAMSON COUNTY DEVELOPMENT DISTRICT NO. 2 - AVERY RANCH DEVELOPMENT.

ARTICLE II

The District shall be created and organized under the terms and provisions of Article XVI, Section 59, Article III, Section 52, and Article III, Section 52.a. of the Constitution of the State of Texas, and Chapter 383, Local Government Code, V.A.T.S., as amended.

ARTICLE III

The District shall contain an area of approximately 1700 acres, more or less, situated in Williamson County, Texas. All of the land proposed to be included may be properly included within the District. The boundaries of the proposed District are described by metes and bounds in Exhibit "A", attached hereto and incorporated herein.

ARTICLE IV

Attached to this petition are the sworn statements of the holders of fee simple title to all of the land to be included within the proposed District stating the owner's consent to the creation of the District as set forth in this petition.

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ARTICLE V

The general nature of the work proposed to be done is the construction of permanent improvements within the District, including, but not limited to, arterial roadways, sidewalks and related drainage, and a hike and bike trail and other such recreational facilities. The estimated cost of said improvements is \$17,000,000.

ARTICLE VI

The proposed district is feasible and necessary to construct the above-described improvements in an expedited fashion and to provide recreational facilities for residents of Williamson County. The proposed District will serve the public purpose of attracting visitors and tourists to Williamson County, Texas and diversifying the economy of the state.

ARTICLE VII

The following persons are at least twenty-one (21) years of age, residents of the State of Texas, qualified voters within Williamson County, Texas, willing and qualified to serve as temporary directors of the District:

Robert Azis
Tim Harris
Randall Jones
Richard Marek
Jim Shield

WHEREFORE, Petitioner prays that this petition be heard and that the Commissioners Court of Williamson County, Texas publish notice and conduct a hearing, make the findings, and enter an order creating Williamson County Development District No. 2 in the manner specified in Chapter 383, Local Government Code, V.A.T.S., as amended.

RESPECTFULLY SUBMITTED this _____ day of _____, 1999.

Pebble Creek Joint Venture
(a Texas joint venture partnership)

By: Rathgeber Investment Company, Ltd.
(a Texas limited partnership)
Managing Partner

By: Rathgeber Investment GP, Inc.
(a Texas corporation)
Its General Partner

By:


Edward R. Rathgeber, Jr.
President

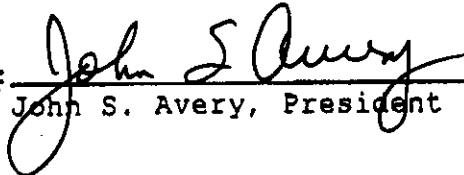
AVERY FAMILY:

Charles Needham Avery, III, Trustee of the
Exemption Equivalent Trust created under
the Will of Charles Needham Avery, Jr.,
Deceased

Avery Ranch Company, Ltd.
(a Texas limited partnership)

By: CJAC, Inc.
(a Texas corporation)
Its General Partner

By:


John S. Avery, President

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Pebble Creek Joint Venture
(a Texas joint venture partnership)

By: Rathgeber Investment Company, Ltd.
(a Texas limited partnership)
Managing Partner

By: Rathgeber Investment GP, Inc.
(a Texas corporation)
Its General Partner

By: _____
Edward R. Rathgeber, Jr.
President

AVERY FAMILY:

Charles N. Avery III, Trustee
Charles Needham Avery, III, Trustee of the
Exemption Equivalent Trust created under
the Will of Charles Needham Avery, Jr.,
Deceased

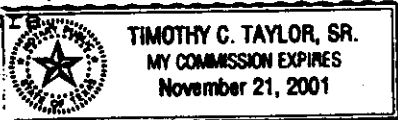
Avery Ranch Company, Ltd.
(a Texas limited partnership)

By: CJAC, Inc.
(a Texas corporation)
Its General Partner

By: _____
John S. Avery, President

STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was acknowledged before me this 19th day of July, 1999, by Edward R. Rathgeber, Jr., President of Rathgeber Investment GP, Inc., a Texas corporation, General Partner of Rathgeber Investment Company, Ltd., a Texas limited partnership, the Managing Partner of Pebble Creek Joint Venture, a Texas joint venture, on behalf of said corporation, partnership, and joint venture.



Timothy C Taylor, Sr.
Notary Public, State of Texas

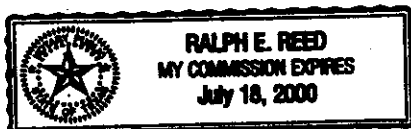
STATE OF TEXAS §
COUNTY OF _____ §

This instrument was acknowledged before me this _____ day of July, 1999, by Charles Needham Avery, III, Trustee for the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased.

Notary Public, State of Texas

STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was acknowledged before me this 16 day of July, 1999, by John S. Avery, President of CJAC, Inc., a Texas corporation, general partner of Avery Ranch Company, Ltd., a Texas limited partnership, on behalf of said corporation and said partnership.



Ralph E Reed
Notary Public, State of Texas

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STATE OF TEXAS

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§
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COUNTY OF _____

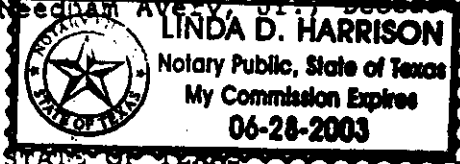
This instrument was acknowledged before me this ____ day of July, 1999, by Edward R. Rathgeber, Jr., President of Rathgeber Investment GP, Inc., a Texas corporation, General Partner of Rathgeber Investment Company, Ltd., a Texas limited partnership, the Managing Partner of Pebble Creek Joint Venture, a Texas joint venture, on behalf of said corporation, partnership, and joint venture.

Notary Public, State of Texas

STATE OF TEXAS

§
§
§COUNTY OF HARRIS

This instrument was acknowledged before me this 16TH day of July, 1999, by Charles Needham Avery, III, Trustee for the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., deceased.



Linda D. Harrison
Notary Public, State of Texas

STATE OF TEXAS

§
§
§

COUNTY OF _____

This instrument was acknowledged before me this ____ day of July, 1999, by John S. Avery, President of CJAC, Inc., a Texas corporation, general partner of Avery Ranch Company, Ltd., a Texas limited partnership, on behalf of said corporation and said partnership.

Notary Public, State of Texas

EXHIBIT "A"

**To Petition for Requesting the Creation of
Williamson County Development District No. 2
Avery Ranch Development**

1,502.425 acres of land, more or less, in Williamson County, Texas, owned by Pebble Creek Joint Venture, and being more particularly described on Exhibit One attached hereto and made a part hereof, and all accompanying exhibits thereto.

and

372.685 acres of land, more or less, in Williamson County, Texas, owned by Avery Ranch Company, Ltd. and Charles Needham Avery, III, Trustee of the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased, and being more particularly described on Exhibit Two attached hereto and made a part hereof, and all accompanying exhibits thereto.

EXHIBIT ONE**Avery Ranch Land owned by Pebble Creek Joint Venture****TRACT A**

Approximately 1,501.181 acres of land, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, the JOHN H. DILLARD SURVEY, ABSTRACT NO. 179, and the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, in Williamson County, Texas, being out of and a part of property commonly known as the "Avery Ranch", as more particularly described on Exhibit "A-1" attached to and incorporated herein by reference; **SAVE AND EXCEPT** a 0.3839 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, conveyed to Wilson Land and Cattle Company by deed dated February 9, 1999, and more particularly described by metes and bounds in Exhibit "A-2" attached hereto and made a part hereof; and **FURTHER SAVE AND EXCEPT** that certain 2.2644 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, deeded to Williamson County by Deed dated December 15, 1998, and recorded in the real property records of Williamson County, Texas and more particularly described by metes and bounds in Exhibit "A-3" attached hereto and made a part hereof; and **FURTHER SAVE AND EXCEPT** that certain 15.0 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, being more particularly described by metes and bounds in Exhibit "A-4" attached hereto and made a part hereof.

TRACT B

That certain tract or parcel of land being 1.244 acres of land, more or less, out of the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, in Williamson County, Texas, and being more particularly described by metes and bounds in Exhibit "A-5" attached hereto and made a part hereof.

EXHIBIT "A-1"**Avery Ranch Land owned by Pebble Creek Joint Venture****TRACT I**

Being all of that certain tract or parcel of land containing 1,304.520 acres, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, the JOHN H. DILLARD SURVEY, ABSTRACT NO. 179, and the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, Williamson County, Texas, and said tract being more particularly described by metes and bounds, shown on Exhibit "B" attached hereto and made a part hereof, **SAVE AND AS EXCEPT THEREFROM** all of that certain tract or parcel of land containing 16.800 acres, more or less, conveyed to the State of Texas by instrument recorded in Volume 1796, Page 508 of the Official Records of Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "C" attached hereto and made a part hereof, and **FURTHER SAVE AND AS EXCEPT THEREFROM** all of that certain tract or parcel of land containing 5.00 acres, more or less, conveyed to John E. Henry, et ux, Linda Henry, by instrument recorded in Volume 1980, Page 977, of the Official Records of Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "D" attached hereto and made a part hereof, and **SAVE AND EXCEPT THEREFROM** all of that certain 372.685 acre tract of land described by metes and bounds shown on Exhibit "E" attached to and made a part of the instrument to which this exhibit is attached, reference to which is hereby made for all purposes.

TRACT II:

Being all of that certain tract or parcel of land containing 591.146 acres, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "F" attached hereto and made a part hereof.

FIELD NOTES FOR 1394.520 ACRES

Field notes describing a 1394.520 acre tract in the J.H. Dillard Survey, Abstract No. 179, and the Rachel Saul Survey, Abstract No. 551, in Williamson County, Texas being all of a 344 acre tract of land conveyed to C.N. Avery et al by deed recorded in Volume 362 Page 447 of the Deed Records of Williamson County, Texas, all of a 531 acre tract conveyed to C.N. Avery Jr. et al by deed recorded in Volume 340 Page 440 of the said Deed Records, all of a 200 acre tract of land conveyed to C.N. Avery Jr. et al by deed recorded in Volume 344 Page 515 of the said Deed Records, all of a tract of land called 15 acres in a quitclaim deed to C.N. Avery Jr. et al recorded in Volume 500 Page 670 of the said Deed Records, all of a 9.06 acre tract, designated as the Third Tract, a part of a 116 acre tract of land, designated as Tract 2 in the Second Tract, a part of a 244 acre tract, designated as Tract 1 in the Second Tract, and a part of a 100 acre tract, designated as Tract 3 in the Second Tract, in a deed to C.N. Avery, Jr. et al recorded in Volume 305 Page 228 of the Deed Records of Williamson County, Texas and being more particularly described as follows:

BEGINNING at a 30" live oak tree found in the occupied Southwest corner of the J.H. Dillard Survey and the occupied Southeast corner of the S. Damon Survey, Abstract No. 170, for the Southeast corner of the above said 200 acre tract, from which tree an old rock mound found bears S 71° 35' 26" W 51.76 feet.

THENCE S 70° 41' 17" W 341.28 feet to a 60d nail found in a 11' elm tree for an angle point.

THENCE S 70° 30' 44" W 284.71 feet to a 60d nail found in a 13' live oak tree for an angle point.

THENCE S 71° 52' 58" W 247.20 feet to a 60d nail found in a 12' cedar tree for an angle point.

THENCE S 70° 27' 36" W 389.60 feet to a 60d nail found in an 8' elm tree for an angle point.

THENCE S 69° 29' 37" W 144.61 feet to a 60d nail found in a 13' cedar tree for an angle point.

THENCE S 68° 44' 26" W 81.38 feet to a 60d nail found in a 9' elm tree for an angle point.

THENCE S 69° 07' 04" W 220.43 feet to an iron pin found for an angle point.

THENCE S 70° 32' 38" W 1930.89 feet to an iron pin set at a fence corner post found for an angle point.

THENCE S 70° 14' 25" W 1175.70 feet to an iron pin set in the intersection of the occupied South line of the said Damon Survey and the East right-of-way line of the Southern Pacific Railroad Co. for the Southwest corner of this tract.

THENCE N 00° 31' 58" W with the East right-of-way line of the said Railroad 1880.03 feet to an iron pin set in the PC of a curve to the right said curve having a radius of 2815.32 feet and a central angle of 35° 01' 10".

THENCE with the arc of the said curve 1720.73 feet the long chord of which bears N 14° 58' 37" E 1694.07 feet to an iron pin set for the PT of the said curve.

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THENCE N 34° 29' 12" E 481.37 feet to an iron pin set in the PC of a curve to the left said curve having a radius of 1577.89 feet and a central angle of 27° 46' 00".

THENCE with the arc of the said curve 764.68 feet the long chord of which bears N 20° 36' 12" E 757.22 feet to an iron pin set for the PT of the said curve and the PC of a curve to the left said curve having a radius of 766.20 feet and a central angle of 48° 01' 00".

THENCE with the arc of the said curve 642.11 feet the long chord of which bears N 17° 17' 18" W 623.49 feet to an iron pin set for the PT of the said curve and the PC of a curve to the left said curve having a radius of 789.30 feet and a central angle of 16° 08' 10".

THENCE with the arc of the said curve 222.29 feet the sub-chord of which bears N 49° 21' 53" W 221.56 feet to an iron pin set in the West corner of the above mentioned 9.06 acre tract for the Northwest corner of this tract.

THENCE N 33° 43' 21" E 345.24 feet to an iron pin found for an angle point of this tract.

THENCE N 70° 53' 14" E 175.40 feet to an iron pin found on the South line of County Road #174 for an angle point.

THENCE with the South line of County Road #174 for the following six (6) courses:

- (1) S 85° 00' 15" E 233.48 feet to an iron pin set.
- (2) S 80° 05' 03" E 162.04 feet to an iron pin set.
- (3) S 50° 12' 48" E 464.35 feet to an iron pin set.
- (4) S 76° 21' 34" E 463.84 feet to an iron pin set.
- (5) N 77° 15' 21" E 371.18 feet to an iron pin set.
- (6) N 83° 19' 00" E 577.65 feet to an iron pin set at a fence corner post found in the intersection of the occupied South line of the said County Road #174 and the occupied East line of the above mentioned 100 acre tract for an angle point of this tract.

THENCE with the occupied East line of the said Damon Survey and the occupied West line of the said Dillard Survey, said line being the occupied East line of the said 100 acre tract and the occupied East line of the said 15 acre tract, for the following three (3) courses:

- (1) S 19° 59' 52" E 1082.71 feet to an iron pin set.
- (2) S 15° 08' 17" E 178.03 feet to an iron pin set.
- (3) S 20° 39' 48" E 900.38 feet to an iron pin set at a fence corner post found in the occupied Southeast corner of the said 15 acre tract and the occupied Northwest corner of the above mentioned 531 acre tract for an angle point of this tract.

THENCE N 58° 12' 16" E 1050.19 feet to an iron pin set at a fence post found for an angle point.

THENCE N 12° 37' 14" W 555.07 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of a tract of land conveyed to Will Wilson by deed recorded in Volume 406 Page 507 of the said Deed Records.

THENCE with the South line of the said Will Wilson tract for the following ten (10) courses:

- (1) N 88° 35' 14" E 358.33 feet to an iron pin set.
- (2) N 61° 05' 13" E 486.11 feet to an iron pin set.
- (3) N 65° 50' 13" E 680.55 feet to an iron pin set.
- (4) N 49° 45' 13" E 1150.00 feet to an iron pin set.
- (5) S 86° 54' 47" E 186.11 feet to an iron pin set.
- (6) N 69° 05' 13" E 404.17 feet to an iron pin set.
- (7) N 89° 35' 13" E 347.22 feet to an iron pin set.
- (8) S 16° 54' 47" E 195.83 feet to an iron pin set.
- (9) N 79° 05' 13" E 416.67 feet to an iron pin set.
- (10) N 88° 35' 13" E 355.33 feet to an iron pin set in the intersection of the occupied West line of the above said 344 acre tract and the approximate centerline of South Brushy Creek for the Northeast corner of the said 531 acre tract.

THENCE N 19° 12' 18" W 1378.13 to an iron pin set in the intersection of the occupied West line of the said 344 acre tract and the occupied South line of County Road #174.

THENCE with the South line of County Road #174, as fenced and occupied, for the following four (4) courses:

- (1) N 83° 02' 43" E 821.80 feet to an iron pin set.
- (2) N 74° 41' 45" E 152.48 feet to an iron pin set.
- (3) N 63° 12' 16" E 294.17 feet to an iron pin set.
- (4) N 55° 36' 32" E 837.77 feet to an iron pin found for an angle point.

THENCE S 38° 40' 29" E 82.88 feet to an iron pin found on the approximate centerline of South Brushy Creek for an angle point of this tract.

THENCE down the approximate centerline of South Brushy Creek for the following nine (9) courses:

- (1) N 40° 20' 05" E 107.41 feet to an iron pin found.
- (2) N 57° 59' 02" E 270.37 feet to an iron pin found.
- (3) N 73° 16' 25" E 155.30 feet to an iron pin found.
- (4) N 68° 49' 03" E 175.46 feet to an iron pin found.
- (5) N 61° 51' 38" E 155.97 feet to an iron pin found.
- (6) N 68° 14' 10" E 282.23 feet to an iron pin found.
- (7) N 56° 51' 25" E 793.41 feet to an iron pin found.
- (8) N 47° 40' 12" E 145.53 feet to an iron pin found.
- (9) N 59° 19' 11" E 114.08 feet to an iron pin found in the Northeast corner of the said 344 acre tract for the Northeast corner of this tract.

THENCE S 19° 14' 57" E 4244.41 feet to an iron pin found at a fence corner post, on the occupied South line of the said Dillard Survey, for the occupied Southeast corner of the said 344 acre tract and the Southeast corner of this tract.

THENCE S 69° 33' 04" W with the occupied South line of the said Dillard Survey and the occupied South line of the said 344 acre tract 773.74 feet to an iron pin found in the Northwest corner of Block C of the Meadows of Brushy Creek, a subdivision recorded in Cabinet F Slides 210 through 218 of the Plat Records of Williamson County, Texas.

THENCE S 70° 00' 00" W with the occupied South line of the said Dillard Survey 3477.17 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 344 acre tract and an exterior corner of the said 531 acre tract.

THENCE S 69° 07' 27" W 715.03 feet to an iron pin set at a fence post found for an angle point.

THENCE S 69° 13' 27" W 442.04 feet to an iron pin set at a fence corner post found in an interior corner of the said 531 acre tract for an angle point of this tract.

THENCE S 19° 19' 21" E 3128.69 feet to an iron pin set at a fence post found in the occupied Southeast corner of the said 531 acre tract.

THENCE S 70° 35' 04" W with the occupied South line of the said 531 acre tract 341.39 feet to an iron pin found at a fence corner post for an angle point.

THENCE S 70° 47' 06" W 708.01 feet to an iron pin found at a fence corner post for an angle point.

THENCE S 70° 41' 07" W 2066.35 feet to an iron pin found at a fence corner post in the occupied Southwest corner of the said 531 acre tract for a reentrant corner of this tract.

THENCE N 18° 17' 21" W with the occupied West line of the said 531 acre tract 459.42 feet to an iron pin found for an angle point.

THENCE N 18° 04' 08" W 1415.41 feet to an iron pin found for an angle point of this tract.

THENCE N 18° 12' 58" W 883.96 to an iron pin found for an angle point.

THENCE N 18° 07' 43" W 415.50 feet to an iron axle found on the occupied South line of the said Dillard Survey for an interior corner of the said 531 acre tract and an angle point of this tract.

THENCE S 70° 46' 13" W 1067.85 feet to the POINT OF BEGINNING containing 1304.520 acres of land more or less.

I, Timothy E. Haynie, A REGISTERED PUBLIC SURVEYOR, do hereby certify that these field notes accurately represent the results of an on-the-ground survey made under my direction and supervision on the 9th day of October, 1985. All corners located are as shown. The property described herein is correct and has no visible discrepancies, protrusions, encroachments, easements, conflicts in boundary, overlapping of improvements, roads in place, nor shortages in area except as shown. This tract has access to and from a dedicated roadway.

HAYNIE KALLMAN AND GRAY, INC.



Timothy E. Haynie
Timothy E. Haynie,
Registered Public Surveyor No. 2380

100

11-25-85

Date
Job No. 817-521

RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

EXHIBIT "B"

EXHIBIT "C"

FIELD NOTES FOR 16.800 ACRES

FIELD NOTES describing a 16.800 acre tract or parcel of land, in the Samuel Daymon Survey, Abstract No. 170, situated in Williamson County, Texas, being a portion of those certain lands known as the Alda Avery Estate, as described in a deed recorded in Volume 303, Page 229 of the Deed Records of Williamson County, Texas, and being more particularly described by metes and bounds as follows:

BEGINNING at a point on the south line of said Avery Estate, being on the north line of the remainder of those certain lands conveyed to Nash Phillips/Copus, Inc., by deed recorded in Volume 317, Page 401 of said Deed Records, from which the northwest corner of said Nash Phillips/Copus, Inc. tract bears $S71^{\circ}08'57''W$, 33.72 feet; $S70^{\circ}27'36''W$, 389.60 feet; $S69^{\circ}13'20''W$, 223.99 feet and $S69^{\circ}07'04''W$, 220.43 feet, for southwest corner and POINT OF BEGINNING of the hereinafter described tract:

THENCE along the west line hereof, the following three (3) courses:
 1.) $N23^{\circ}06'18''W$, 893.16 feet to the PC of a curve to the right having a radius of 3919.72 feet and a central angle of $40^{\circ}15'37''$;
 2.) along the arc of said curve 2754.29 feet, the long chord of which bears $N02^{\circ}53'30''W$, 2697.38 feet to the PT of said curve;
 3.) $N17^{\circ}09'19''E$, 206.03 feet to a point on the west line of the remainder of that certain tract of land conveyed to Will Wilson by deed recorded in Volume 406, Page 507 of said Deed Records, for the most northerly corner hereof;

THENCE along the division line between said Avery Estate and said Wilson tract, for an east line hereof, the following five (5) courses:

1.) $S19^{\circ}54'09''E$, 5.00 feet to an angle point hereof;
 2.) $S18^{\circ}13'09''E$, 46.58 feet to an angle point hereof;
 3.) $S25^{\circ}40'39''E$, 18.03 feet to an angle point hereof;
 4.) $S26^{\circ}02'26''E$, 91.83 feet to an angle point hereof;
 5.) $S20^{\circ}02'06''E$, 169.89 feet to the PC of a curve to the left having a radius of 3719.72 feet and a central angle of $39^{\circ}22'20''$;

THENCE departing said division line, for an east line hereof, the following two (2) courses:

1.) along the arc of said curve 2556.10 feet, the sub-chord of which bears $S03^{\circ}25'08''E$, 2506.10 feet to the PT of said curve;
 2.) $S23^{\circ}06'18''E$, 908.04 feet to a point on the south line of said Avery Estate, for the southeast corner hereof;

THENCE along the south line of said Avery Estate, being the north line of said Nash Phillips/Copus, Inc. tract, for the south line hereof, $S71^{\circ}08'57''W$, 200.55 feet to the POINT OF BEGINNING of the herein described tract, containing 16.800 acres of land.

RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

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EXHIBIT "C"

EXHIBIT "D"

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5.00 ACRES

ALL THAT CERTAIN tract or parcel of land lying and being situated in Williamson County, Texas, a part of the John H. Dillard Survey, A-179, and being a part of a tract described as 531 acres in a deed to C. N. Avery, Jr. of record in Volume 340, Page 440 of the Deed Records of Williamson County, Texas, and being more fully described by metes and bounds as follows:

BEGINNING at a concrete nail set in a rock on the high bank of Brushy Creek for the Northeast corner of the herein described tract from which the Northeast corner of the said 531 acre tract bears North 79° 30' East 712.67 feet;

THENCE South 12° 04' West 640.94 feet to a $\frac{1}{4}$ inch steel pin set for the Southeast corner of the herein described tract;

THENCE North 65° 48' West 511.49 feet to a $\frac{1}{4}$ inch steel pin set on a ridge for the Southwest corner hereof;

THENCE along the said ridge North 49° 36' East 117.11 feet to a $\frac{1}{4}$ inch steel pin set for an angle point; North 38° 22' East 107.65 feet to a $\frac{1}{4}$ inch steel pin set for an angle point; North 13° 43' East 105.67 feet to a $\frac{1}{4}$ inch steel pin set for an angle point; and North 01° 20' East 132.80 feet to a concrete nail set in a rock on the high bank of Brushy Creek for the Northwest corner hereof;

THENCE along the high bank of Brushy Creek South 85° 55' East 184.20 feet to a $\frac{1}{4}$ inch steel pin set for an angle point and North 82° 20' East 234.54 feet to the POINT OF BEGINNING and containing 5.00 acres.

Access to the above described 5.00 acre tract is obtained by an easement thirty feet in width described as follows:

BEGINNING at a concrete nail set in a rock on the high bank of Brushy Creek for the Northwest corner of the said 5.00 acre tract and the Northeast corner of the herein described easement;

THENCE with the West line of the said 5.00 acre tract South 01° 20' West 30.26 feet to a point for the Southeast corner hereof;

THENCE South 83° 45' West 328.01 feet to an angle point on the dam of a Brushy Creek W. C. I. D. reservoir for an angle point and South 85° 10' West 558.33 feet to a point in the North or Northwest line of the said 531 acre tract for the Southwest corner hereof;

THENCE with the said property line North 49° 45' East 51.77 feet to a point for the Northwest corner hereof;

THENCE along the aforesaid dam North 85° 10' East 515.77 feet to an angle point;

THENCE North 83° 45' East 331.63 feet to the POINT OF BEGINNING.

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RECORDERS MEMORANDUM
All or parts of the text on this page was not
clearly legible for satisfactory recordation.

EXHIBIT "D"

AUSTIN SURVEYORS

P.O. BOX 198243
AUSTIN, TEXAS 78718

2105 JUSTIN LANE #103
(512) 454-6685

VOL 0105 PAGE 235

EXHIBIT "E"

FIELD NOTES FOR 372.685 ACRES

All that certain tract or parcel of land situated in the J.H. Dillard Survey, A-179, in Williamson County, Texas and being a part of a 344 acre tract of land conveyed to Chas. N. Avery, Jr., et al by deed recorded in Volume 362, Page 477 of the Deed Records of Williamson County, Texas and being also a part of a 531 acre tract of land conveyed to C.N. Avery, Jr., et al by deed recorded in Volume 640, Page 440 of the said Deed Records and being more particularly described by metes and bounds as follows:

BEGINNING at an iron pin found on the North line of Block C of The Meadows of Brushy Creek as recorded in Cabinet F, Slide 210 of the Plat Records of Williamson County, Texas, in the Southwest corner of a 215.608 acre tract of land conveyed to Scott Felder Ltd. Partnership, Inc by deed recorded in Volume 2361, Page 430 of the said Deed Records, for the Southeast corner of the above mentioned 344 acre tract and the Southeast corner of this tract.

THENCE S 69°33'04" W 773.74 feet to an iron pin found in the Northwest corner of the said Block C and the Northeast corner of a 390.22 acre tract of land conveyed to Claretta England et al by deed recorded in Volume 637, Page 535 of the said Deed Records for an angle point of this tract..

THENCE S 70°00'00" W with the North line of the said 390.22 acre tract 3477.17 feet to a 60d nail set in a fence corner post found in the occupied Southwest corner of the said 344 acre tract and the Southeast corner of the above mentioned 320 acre tract for an angle point of this tract.

THENCE S 69°07'27" W with the South line of the said 320 acre tract and the North line of the said 390.22 acre tract of land 715.03 feet to an iron pin set at a fence post for the Southwest corner of this tract.

THENCE N 14°45'21" W 179.49 feet to an iron pin set on the approximate centerline of a draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following four (4) courses:

- (1) N 08°10'24" W 282.31 feet to an iron pin set for an angle point.
- (2) N 03°15'27" E 200.51 feet to an iron pin set for an angle point.
- (3) N 20°42'12" W 82.19 feet to a hilti nail set for an angle point.
- (4) N 00°29'49" E 76.77 feet to a P-K nail set for an angle point.

THENCE N 63°25'11" W 222.44 feet to an iron pin set for an angle point of this tract.

THENCE N 11°53'41" W 109.84 feet to an iron pin set for an angle point of this tract.

THENCE N 68°41'52" E 230.20 feet to a hilti nail set on the approximate centerline of the above mentioned draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following six (6) courses:

- (1) N 02°22'46" W 132.28 feet to an iron pin set for an angle point.
- (2) N 08°55'39" E 98.85 feet to an iron pin set for an angle point.
- (3) N 12°06'30" W 161.10 feet to a cotton spindle set for an angle point.
- (4) N 07°28'43" W 267.11 feet to an iron pin set for an angle point.
- (5) N 24°08'23" E 183.37 feet to an iron pin set for an angle point.
- (6) N 20°16'17" W 386.52 feet to an iron pin set for an angle point.

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EXHIBIT "E"

THENCE N 01°24'47" W 355.71 feet to an iron pin set for the Northwest corner of this tract.

THENCE N 88°35'13" E 101.66 feet to an iron pin set on the East line of the said 320 acre tract and the West line of the said 344 acre tract for an angle point of this tract.

THENCE S 87°04'20" E 154.38 feet to an iron pin set for an angle point of this tract.

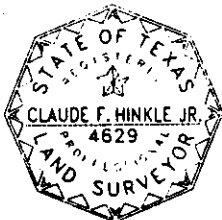
THENCE N 34°22'01" E 2411.06 feet to a point in the approximate centerline of South Brushy Creek for an angle point of this tract.

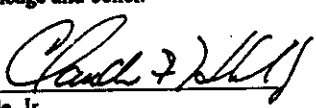
THENCE down the approximate centerline of the said Creek for the following nine (9) courses:

- (1) N 40°20'05" E 107.41 feet to an angle point.
- (2) N 57°59'02" E 270.37 feet to an angle point.
- (3) N 73°16'25" E 155.30 feet to an angle point.
- (4) N 68°49'03" E 175.46 feet to an angle point.
- (5) N 61°51'38" E 155.97 feet to an angle point.
- (6) N 68°14'10" E 282.23 feet to an angle point.
- (7) N 56°51'25" E 793.41 feet to an angle point.
- (8) N 47°40'12" E 145.53 feet to an angle point.
- (9) N 59°19'11" E 114.08 feet to a P-K nail found in the Northeast corner of the said 344 acre tract and the Northwest corner of the above mentioned 215.608 acre tract for the Northeast corner of this tract.

THENCE S 19°14'57" E 4244.41 feet to the POINT OF BEGINNING containing 372.685 acres of land, more or less.

I, Claude F. Hinkle, Jr., a Registered Professional Land Surveyor, do hereby certify that these field notes were prepared from an on-the-ground survey made under my supervision during December of 1997 and are correct to the best of my knowledge and belief.




Claude F. Hinkle, Jr.
R.P.L.S. No. 4629

Date 6-01-98 836.DOC

EXHIBIT "F"

VOL 0105 PAGE 237

PAGE 1 OF 3

FIELD NOTES FOR 591.146 ACRES

Field notes describing a 591.146 acre tract in the Samuel Damon Survey, Abstract No. Abstract No. 170, being all of a 75 acre tract of land, designated as Tract 1 in the First Tract, all of a 5 acre tract, designated as Tract 2 in the First Tract, all of a 150 acre tract, designated as Tract 3 in the First Tract, a part of a 116 acre tract of land, designated as Tract 2 in the Second Tract, and a part of a 244 acre tract, designated as Tract 1 in the Second Tract, in a deed to C.N. Avery, Jr. et al recorded in Volume 305 Page 228 of the Deed Records of Williamson County, Texas and being more particularly described as follows:

BEGINNING at an iron pin set in the intersection of the West line of the Southern Pacific Railroad and the occupied South line of the above mentioned Damon Survey for the Southeast corner of this tract.

THENCE S 71° 17' 55" W with the occupied South line of the said Damon Survey 2097.40 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 244 acre tract and the occupied Southeast corner of the said 150 acre tract for an angle point of this tract.

THENCE S 29° 43' 36" W 11.19 feet to an iron pin set at a fence post found for an angle point.

THENCE S 54° 39' 55" W 65.28 feet to an iron pin set at a fence post found for an angle point.

THENCE S 70° 57' 55" W 1298.04 feet to an iron pin set at a fence corner post found for an angle point of this tract.

THENCE S 71° 22' 31" W 939.49 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 150 acre tract for the Southwest corner of this tract.

THENCE N 19° 32' 10" W with the occupied West line of the said 150 acre tract 2496.88 feet to an iron pin set at a fence post found for an angle point.

THENCE N 15° 49' 54" W 317.98 feet to an iron pin set at a fence post found for an angle point.

THENCE N 49° 19' 01" W 94.93 feet to an iron pin set at a fence post found for an angle point.

THENCE N 15° 24' 57" W 181.53 feet to an iron pin set on the approximate centerline of South Brushy Creek for the Northwest corner of the said 150 acre tract and a reentrant corner of this tract.

THENCE N 63° 51' 07" E with the approximate centerline of South Brushy Creek 558.62 feet to an iron pin set for the Southwest corner of the above mentioned 75 acre tract.

THENCE N 20° 04' 33" W with the occupied West line of the said 75 acre tract 146.04 feet to an iron pin found at a fence corner post for an angle point.

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RECORDERS MEMORANDUM
All or parts of the text on this page was not
clearly legible for satisfactory recordation.

EXHIBIT "F"

PAGE 2 OF 3

THENCE N 20° 04' 33" W with the occupied West line of the said 75 acre tract 385.44 feet to an iron pin found at a 10" pecan tree for an angle point.

THENCE N 19° 55' 08" W with the occupied West line of the said 75 acre tract 796.83 feet to an iron pin found in a 30" hackberry tree for an angle point.

THENCE N 19° 42' 14" W with the occupied West line of the said 75 acre tract and the occupied West line of the above mentioned 5 acre tract 830.87 feet to an iron pin set on the curving South line of the Southern Pacific Railroad for the Northwest corner of the said 5 acre tract and the Northwest corner of this tract.

THENCE with the arc of the curving South line of the said Railroad 994.39 feet said curve having a radius of 1432.63 feet, a central angle of 39° 46' 09" and a sub-chord which bears N 70° 12' 17" E 974.55 feet to an iron pin set for the PT of the said curve.

THENCE N 50° 19' 12" E 874.60 feet to an iron pin set in the PC of a curve to the right said curve having a radius of 1859.86 feet and a central angle of 01° 04' 54".

THENCE with the arc of the said curve 35.11 feet the sub-chord of which bears N 50° 51' 39" E 35.11 feet to an iron pin set in the Northeast corner of the said 75 acre tract for a reentrant corner of this tract.

THENCE with the occupied East line of the said 75 acre tract for the following five (5) courses:

- (1) S 20° 36' 46" E 1469.77 feet to an iron pin set at a fence corner post found for an angle point.
- (2) S 24° 09' 33" E 207.93 feet to an iron pin set for an angle point.
- (3) S 08° 40' 19" W 34.77 feet to an iron pin set for an angle point.
- (4) S 08° 42' 22" E 64.52 feet to an iron pin set for an angle point.
- (5) S 37° 22' 01" E 63.63 feet to an iron pin set on the approximate centerline of South Brushy Creek for the Southeast corner of the said 75 acre tract and the Northwest corner of the above mentioned 116 acre tract.

THENCE down the approximate centerline of South Brushy Creek and the North line of the said 116 acre tract for the following twenty (20) courses:

- (1) N 25° 21' 39" E 1030.02 feet
- (2) N 48° 29' 05" E 250.38 feet
- (3) N 83° 59' 46" E 51.93 feet
- (4) N 55° 45' 41" E 311.12 feet
- (5) N 64° 49' 56" E 158.24 feet
- (6) N 81° 47' 46" E 54.93 feet

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RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

EXHIBIT "F"

EXHIBIT "F"

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PAGE 3 OF 3

- (7) N 59° 12' 03" E 149.76 feet
- (8) N 51° 14' 42" E 556.45 feet
- (9) N 68° 43' 38" E 468.01 feet
- (10) N 78° 08' 21" E 344.07 feet
- (11) S 76° 35' 07" E 273.98 feet
- (12) S 58° 09' 24" E 117.39 feet
- (13) S 51° 36' 08" E 150.27 feet
- (14) N 79° 39' 17" E 75.56 feet
- (15) S 80° 47' 50" E 130.01 feet
- (16) S 78° 36' 53" E 84.00 feet
- (17) S 55° 24' 20" E 39.87 feet
- (18) S 71° 06' 56" E 380.66 feet
- (19) S 64° 23' 15" E 210.30 feet
- (20) S 73° 47' 07" E 321.51 feet to an iron pin set in the intersection of the approximate centerline of South Brushy Creek and the curving West line of the Southern Pacific Railroad for the Northeast corner of this tract.

THENCE with the arc of the curving West line of the said Railroad 432.11 feet said curve having a radius of 1477.89 feet, a central angle of 16° 45' 08" and a sub-chord of which bears S 26° 06' 38" W 430.57 feet to an iron pin set for the PT of the said curve.

THENCE S 34° 29' 12" W 481.37 feet to an iron pin set in the PC of a curve to the left said curve having a radius of 2915.32 feet and a central angle of 35° 01' 10".

THENCE with the arc of the said curve 1781.85 feet the long chord of which bears S 16° 58' 37" W 1754.25 feet to an iron pin set for the PT of the said curve.

THENCE S 00° 31' 58" E 1913.43 feet to the POINT OF BEGINNING containing 591.146 acres of land more or less.

I, Timothy E. Haynie, A REGISTERED PUBLIC SURVEYOR, do hereby certify that these field notes accurately represent the results of an on-the-ground survey made under my direction and supervision on the 9th day of October, 1985. All corners located are as shown. The property described herein is correct and has no visible discrepancies, protrusions, encroachments, easements, conflicts in boundary, overlapping of improvements, roads in place, nor shortages in area except as shown. This tract has access to and from a dedicated roadway.

HAYNIE KALLMAN AND GRAY, INC.



Timothy E. Haynie
Timothy E. Haynie
Registered Public Surveyor No. 2380

11-25-85

Date
Job No. 917-886

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RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

EXHIBIT "F"

0.3839 Acres
County Road No. 174
Avery Out-Parcel
Page 1

Samuel Damon Survey Abstract No. 170
97546.11
November 16, 1998

EXHIBIT "A-2"

VOL 0105
PAGE 240

STATE OF TEXAS

COUNTY OF WILLIAMSON

FIELDNOTE DESCRIPTION of 0.3839 of an acre of land in the Samuel Damon Survey, Abstract No. 170, Williamson County, Texas and being a part of that 1304.520 acre tract of land (Parcel One-Tract 1) conveyed to Pebble Creek Joint Venture and Neal A. Watt by partition deed recorded as Document No. 9843836 in the Official Public Records of Williamson County, Texas; said 0.3839 acre of land is more particularly described by metes and bounds as follows:

COMMENCING at a $\frac{1}{2}$ " iron rod found on the southerly existing right-of-way line of Brushy Creek Road (C. R. 174) for the northwesterly corner of the aforesaid 1304.520 acre tract and being the northeast corner of that 24.67 acre tract (Tract One) conveyed to Edward H. Ball, Jr., M. I. Summerlin, Ben Ryon, J. E. Spring and William S. McIlvain by trustee's deed recorded in Volume 1680, Page 690 of the Deed Records of Williamson County, Texas;

THENCE, S86°42'52"E, with the common southerly, existing right-of-way line of Brushy Creek Road (C. R. 174) and the northerly line of said 1304.520 acre tract, a distance of 15.29 feet to a $\frac{1}{2}$ " iron rod set for the POINT OF BEGINNING of the herein described tract;

THENCE, continuing with the common southerly, existing right-of-way line of Brushy Creek Road and northerly line of said 1304.520 acre tract, the following three (3) courses;

- 1) S86°42'52"E, a distance of 217.81 feet to a fence post for an angle point;
- 2) S81°50'49"E, a distance of 162.36 feet to a 60d nail found at a fence post for an angle point;
- 3) S51°57'17"E, a distance of 148.43 feet to a $\frac{1}{2}$ " iron rod set on the proposed northerly right-of-way line of Brushy Creek Road (C.R.-174) and being the easterly corner of the herein described tract;

THENCE, N75°36'50"W, with the proposed northerly right-of-way line of Brushy Creek Road (proposed 90.0 feet wide right-of-way), across said 1304.520 acre tract, a distance of 511.08 feet to the POINT OF BEGINNING, CONTAINING within these metes and bounds 0.3839 of an acre of land area.

I, George E. Hopkins, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 16 day of NOVEMBER, 1998.



GEORGE E. HOPKINS
Registered Professional Land Surveyor
No. 4685 - State of Texas

108

EXHIBIT "A-2"

2.2644 Acres
County Road No. 174
Parcel No. 7
Page 1

EXHIBIT "A-3"

Samuel Damon Survey Abstract No. 170
97546.11
August 18, 1998

VOL 0105
PAGE 241

STATE OF TEXAS

§
§
§

COUNTY OF WILLIAMSON

FIELDNOTE DESCRIPTION of 2.2644 acres of land in the Samuel Damon Survey, Abstract No. 170, Williamson County, Texas and being a part of that 1304.520 acre tract of land (Parcel One-Tract 1) conveyed to Pebble Creek Joint Venture and Neal A. Watt by partition deed recorded as Document No. 9843836 in the Official Public Records of Williamson County, Texas; said 2.2644 acres of land are more particularly described by metes and bounds, in two parcels, as follows:

Parcel 7-A

BEGINNING at an iron rod found on the southerly right-of-way line of Brushy Creek Road (C. R. 174) for the northwesterly corner of the aforesaid 1304.520 acre tract and being the northeast corner of that 24.67 acre tract (Tract One) conveyed to Edward H. Ball, Jr., M. L. Summerlin, Ben Ryon, J. E. Spring and William S. Melvain by trustee's deed recorded in Volume 1680, Page 690 of the Deed Records of Williamson County, Texas;

THENCE, S86°42'52"E, with the common southerly right-of-way line of Brushy Creek Road (C. R. 174) and the northerly line of said 1304.520 acre tract, a distance of 15.29 feet to a 1/2" iron rod set for corner;

THENCE, S75°36'50"E, leaving the common northerly line of said 1304.520 acre tract and fenced, southerly right-of-way line of Brushy Creek Road (C. R. 174), crossing the 1304.520 acre tract, a distance of 511.08 feet to a 1/2" iron rod set on the common northerly line of said 1304.520 acre tract and southerly fenced right-of-way line of Brushy Creek Road;

THENCE, S51°57'17"E, with the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, a distance of 224.27 feet to a 1/2" iron rod set for corner;

THENCE, N75°36'50"W leaving the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, crossing the 1304.520 acre tract, a distance of 854.73 feet to a 1/2" iron rod set on the common westerly line of said 1304.520 acre tract and easterly line of the aforesaid 24.67 acre tract, from which a 1/2" iron rod found for the southeast corner of the 24.67 acre tract bears S69°08'39"W, 24.78 feet and S31°59'02"W, 392.37 feet;

THENCE, N69°08'39"E, with the common easterly line of said 24.67 acre tract and westerly line of said 1304.520 acre tract, a distance of 150.87 feet to the POINT OF BEGINNING, CONTAINING within these metes and bounds 1.4218 acres of land area.

Parcel 7-B

BEGINNING at a 60d nail found at a fence corner on the southerly fenced right-of-way line of Brushy Creek Road (C. R. No. 174), being the northeast corner of the aforesaid 1304.520 acre tract and also being the northwest corner of the remainder of that 201.5 acre tract conveyed to Will Wilson by deed recorded in Volume 406, Page 504 of the Deed Records of Williamson County, Texas;

THENCE, S22°09'45"E, with the common easterly line of said 1304.520 acre tract and westerly line of the remainder of said 201.5 acre tract, a distance of 29.54 feet to a 1/2" iron rod set for corner;

THENCE, leaving said common line across the 1304.520 acre tract, the following three (3) courses:

- 1) Southwesterly with a curve to the right (non-tangent to the previous course) having a radius of 1545.00 feet and a central angle of 09°40'23" (chord bears S76°39'17"W, 260.53 feet) for an arc distance of 260.84 feet to a 1/2" iron rod set for a point of tangency;
- 2) S81°29'28"W, a distance of 376.85 feet to a 1/2" iron rod set for the point of curvature of a curve to the right.

EXHIBIT "A-3"

2.2644 Acres
County Road No. 174
Parcel No. 7
Page 2

EXHIBIT "A-3"

Samuel Damon Survey Abstract No. 170
97546.11
August 18, 1998

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PAGE 242

- 3) Southwesterly with said curve to the right having a radius of 1200.00 feet and a central angle of $11^{\circ}04'28''$ (chord bears $S87^{\circ}01'43''W$, 231.58 feet) for an arc distance of 231.95 feet to a $\frac{1}{4}$ " iron rod set on the common northerly line of said 1304.520 acre tract and southerly right-of-way of Brushy Creek Road.

THENCE, with the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, the following two (2) courses:

- 1) $N75^{\circ}32'24''E$, a distance of 283.88 feet to an angle point;
- 2) $N81^{\circ}36'03''E$, a distance of 577.63 feet to the POINT OF BEGINNING, CONTAINING within these metes and bounds 0.8426 acres of land, for a total land area of 2.2644 acres in Parcel 7A and 7B combined.

That I, George E. Hopkins, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 18 day of AUGUST, 1998.



George E. Hopkins
GEORGE E. HOPKINS
Registered Professional Land Surveyor
No. 4685 - State of Texas

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EXHIBIT "A-3"

FIELD NOTES
FOR

EXHIBIT "A-4"

15.00 ACRES OF LAND

ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF THE SAMUEL DAMON SURVEY, ABSTRACT NO. 170 IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN TRACT OF LAND CONVEYED TO PEBBLE CREEK JOINT VENTURE BY INSTRUMENTS RECORDED IN DOC. NO. 9828294, DOC. NO. 9843833, DOC. NO. 9843836 AND DOC. NO. 9844081 OF THE OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, THE HEREIN DESCRIBED TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2 inch iron pin found at the intersection of the South line of said Pebble Creek Joint Venture Tract and the West r.o.w. line of Farmer Lane, for the Southeast corner and PLACE OF BEGINNING hereof:

THENCE along the South line of said Pebble Creek Joint Venture Tract for the following courses:

S 70°04'54" W for a distance of 33.89 feet to a 60-d nail found in a tree

S 70°27'39" W for a distance of 359.54 feet to a 60-d nail found in a tree

S 69°30'13" W for a distance of 144.59 feet to a 60-d nail found in a tree

S 68°42'13" W for a distance of 81.33 feet to a 60-d nail found in a tree

S 69°06'21" W for a distance of 220.47 feet to a 1/2 inch iron pin found

S 70°32'24" W for a distance of 82.93 feet to a 1/2 inch iron pin set for the Southwest corner hereof:

THENCE along the West line of the herein described tract, N 19°27'36" W for a distance of 704.41 feet to a 1/2 inch iron pin set for the Northwest corner hereof:

THENCE along the North line of the herein described tract, N 69°51'51" E for a distance of 907.86 feet to a 1/2 inch iron pin set in the West r.o.w. line of Farmer Lane, for the Northeast corner hereof:

RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

EXHIBIT "A-4"

FIELD NOTES
FOR

15.00 ACRES OF LAND - Page Two

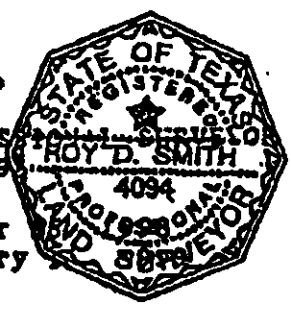
THENCE along the West r.o.w. line of Parmer Lane, S 23°06'18" E for a distance of 705.00 feet to the PLACE OF BEGINNING and containing 15.00 acres of land, more or less.

SURVEYED BY:
ROY D. SMITH SURVEYORS. P.C.

Roy D. Smith
ROY D. SMITH

REGISTERED PROFESSIONAL SURVEYOR NO. 4094
September 15, 1994

Revised: October
February



RECORDERS MEMORANDUM
All or parts of the text on this page was not
clearly legible for satisfactory recordation.

EXHIBIT "A-4"

Standard Pacific of Texas, Inc.
Fee Strip
1.244 Acres

EXHIBIT "A-5"

F.N. 1283(BDN)
December 03, 1998
SAM, Inc. Job No. 98287-01

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DESCRIPTION OF 1.244 ACRES OF LAND LOCATED IN THE RACHAEL SAUL SURVEY, ABSTRACT NO. 551 IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF THE REMAINDER OF THAT TRACT OF LAND DESCRIBED AS PARCEL 2 IN THE DEED TO STANDARD PACIFIC OF TEXAS, INC. RECORDED IN VOLUME 2224, PAGE 533, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, AND A PORTION OF THE REMAINDER OF THAT CERTAIN 26.40 ACRE TRACT OF LAND DESCRIBED AS TRACT 2 IN THE DEED TO STANDARD PACIFIC OF TEXAS, INC. RECORDED IN DOCUMENT No. 9623940, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 1.244 ACRES, AS SHOWN ON SAM, INC. DRAWING No. 98287-01, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½-inch iron rod found on the east right-of-way line of Parmer Lane West (F.M. 734 - 200' wide) as dedicated by Volume 1796, Page 485, Deed Records of Williamson County, Texas, being the northwest corner of said 66.26 acre tract, said point being on the south line of that called 1304.520 acre tract described in the deed to Pebble Creek Joint Venture, recorded in Document No. 9844081, Official Records of Williamson County, Texas;

THENCE with the common line of said 66.26 acre tract and said 1304.520 acre tract, the following four (4) courses and distances:

1. N 70° 03' 49" E, a distance of 13.05 feet to a 60d nail found in a live oak tree,
2. N 68° 47' 57" E, a distance of 284.47 feet to a 60d nail found in a live oak tree,
3. N 69° 22' 20" E, a distance of 340.34 feet to a 60d nail found in a an elm tree, and
4. N 68° 55' 09" E, passing at a distance of 394.66 feet, a ½-inch iron rod found for the northeast corner of said 66.26 acre tract, being the northwest corner of said 26.20 acre tract, and continuing in all, a distance of 574.45 feet to a ½-inch iron rod set for the northeast corner of the tract described herein, being the northwest corner of that 0.451 acre Wastewater Easement described in the deed to the City of Austin, recorded in Document No. 9606122, Official Records of Williamson County, Texas, and from which point, an axle found for the northeast corner of said 26.20 acre tract, being an interior ell corner of said 1304.520 acre tract bears, N 68° 55' 09" E, a distance of 494.11 feet;

THENCE S 19° 51' 53" E, leaving said common line and crossing said 26.20 acre tract, a distance of 44.78 feet to a ½-inch iron rod set on the north line of that 0.226 acre Drainage Easement described in the deed to the City of Austin, recorded in Document No. 9606118, Official Records of Williamson County, Texas, being the southeast corner of the tract described herein, being the most western southwest corner of said 0.451 acre tract, also being the northwest corner of that 1.245 acre Drainage and public Utility Easement described in the deed to the City of Austin, recorded in Document No. 9606120, Official records of Williamson County, Texas;

THENCE S 69° 00' 42" W, with the north line of said 0.226 acre tract, passing at a distance of 203.37 feet, the northwest corner of said 0.226 acre tract, being the northeast corner of that 1.110 acre Drainage Easement described in the deed to the City of Austin, recorded in Document No. 9606121, Official Records of Williamson County, Texas; said point being on the common line of said 26.20 acre tract and said 66.26 acre tract, and continuing in all, with the north line of said 1.110 acre tract, an overall distance of 1208.40 feet to a ½-inch iron rod set on the east right-of-way line of said Parmer Lane West, being the west line of said 66.26 acre tract, for the southwest corner of the tract described herein, and from which point, a Texas Department of Transportation Type I monument found for the north end of the curving east right-of-way line of said Parmer Lane West bears, S 24° 49' 08" E, a distance of 84.55 feet;

RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

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EXHIBIT "A-5"

Standard Pacific of Texas, Inc.
Fee Strip
1.244 Acres

EXHIBIT "A-5"

F.N. 1293(BDN)
December 03, 1998
SAM, Inc. Job No. 98287-01

THENCE N 24° 49' 08" W, with the east line of said Parmer Lane West, being the west line of said 56.26 acre tract, a distance of 45.28 feet to the POINT OF BEGINNING and containing 1.244 acres of land, more or less.

STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS:

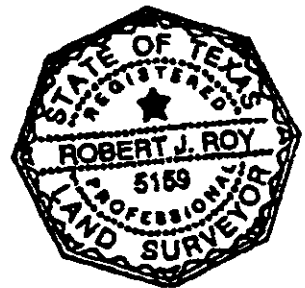
COUNTY OF WILLIAMSON

That I, Robert J. Roy, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 3rd day of December, 1998, A.D.

SURVEYING AND MAPPING, INC.
4029 Capital of Texas Hwy., So., Suite 125
Austin, Texas 78704

Robert J. Roy
Robert J. Roy
Registered Professional Land Surveyor
No. 5159 - State of Texas



RECORDERS MEMORANDUM

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EXHIBIT "A-5"

AUSTIN SURVEYORS

P.O. BOX 198243
AUSTIN, TEXAS 78718

2105 JUSTIN LANE #103
(512) 454-6685

EXHIBIT TWO

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FIELD NOTES FOR 372.685 ACRES

All that certain tract or parcel of land situated in the J.H. Dillard Survey, A-179, in Williamson County, Texas and being a part of a 344 acre tract of land conveyed to Chas. N. Avery, Jr., et al by deed recorded in Volume 362, Page 477 of the Deed Records of Williamson County, Texas and being also a part of a 531 acre tract of land conveyed to C.N. Avery, Jr., et al by deed recorded in Volume 640, Page 440 of the said Deed Records and being more particularly described by metes and bounds as follows:

BEGINNING at an iron pin found on the North line of Block C of The Meadows of Brushy Creek as recorded in Cabinet F, Slide 210 of the Plat Records of Williamson County, Texas, in the Southwest corner of a 215.608 acre tract of land conveyed to Scott Felder Ltd. Partnership, Inc by deed recorded in Volume 2361, Page 430 of the said Deed Records, for the Southeast corner of the above mentioned 344 acre tract and the Southeast corner of this tract.

THENCE S 69°33'04" W 773.74 feet to an iron pin found in the Northwest corner of the said Block C and the Northeast corner of a 390.22 acre tract of land conveyed to Claretta England et al by deed recorded in Volume 637, Page 535 of the said Deed Records for an angle point of this tract..

THENCE S 70°00'00" W with the North line of the said 390.22 acre tract 3477.17 feet to a 60d nail set in a fence corner post found in the occupied Southwest corner of the said 344 acre tract and the Southeast corner of the above mentioned 320 acre tract for an angle point of this tract.

THENCE S 69°07'27" W with the South line of the said 320 acre tract and the North line of the said 390.22 acre tract of land 715.03 feet to an iron pin set at a fence post for the Southwest corner of this tract.

THENCE N 14°45'21" W 179.49 feet to an iron pin set on the approximate centerline of a draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following four (4) courses:

- (1) N 08°10'24" W 282.31 feet to an iron pin set for an angle point.
- (2) N 03°15'27" E 200.51 feet to an iron pin set for an angle point.
- (3) N 20°42'12" W 82.19 feet to a hilti nail set for an angle point.
- (4) N 00°29'49" E 76.77 feet to a P-K nail set for an angle point.

THENCE N 63°25'11" W 222.44 feet to an iron pin set for an angle point of this tract.

THENCE N 11°53'41" W 109.84 feet to an iron pin set for an angle point of this tract.

THENCE N 68°41'52" E 230.20 feet to a hilti nail set on the approximate centerline of the above mentioned draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following six (6) courses:

- (1) N 02°22'46" W 132.28 feet to an iron pin set for an angle point.
- (2) N 08°55'39" E 98.85 feet to an iron pin set for an angle point.
- (3) N 12°06'30" W 161.10 feet to a cotton spindle set for an angle point.
- (4) N 07°28'43" W 267.11 feet to an iron pin set for an angle point.
- (5) N 24°08'23" E 183.37 feet to an iron pin set for an angle point.
- (6) N 20°16'17" W 386.52 feet to an iron pin set for an angle point.

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EXHIBIT TWO

372.685 acres

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EXHIBIT TWO
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THENCE N 01°24'47" W 355.71 feet to an iron pin set for the Northwest corner of this tract.

THENCE N 88°35'13" E 101.66 feet to an iron pin set on the East line of the said 320 acre tract and the West line of the said 344 acre tract for an angle point of this tract.

THENCE S 87°04'20" E 154.38 feet to an iron pin set for an angle point of this tract.

THENCE N 34°22'01" E 2411.06 feet to a point in the approximate centerline of South Brushy Creek for an angle point of this tract.

THENCE down the approximate centerline of the said Creek for the following nine (9) courses:

- (1) N 40°20'05" E 107.41 feet to an angle point.
- (2) N 57°59'02" E 270.37 feet to an angle point.
- (3) N 73°16'25" E 155.30 feet to an angle point.
- (4) N 68°49'03" E 175.46 feet to an angle point.
- (5) N 61°51'38" E 155.97 feet to an angle point.
- (6) N 68°14'10" E 282.23 feet to an angle point.
- (7) N 56°51'25" E 793.41 feet to an angle point.
- (8) N 47°40'12" E 145.53 feet to an angle point.
- (9) N 59°19'11" E 114.08 feet to a P-K nail found in the Northeast corner of the said 344 acre tract and the Northwest corner of the above mentioned 215.608 acre tract for the Northeast corner of this tract.

THENCE S 19°14'57" E 4244.41 feet to the POINT OF BEGINNING containing 372.685 acres of land, more or less.

I, Claude F. Hinkle, Jr., a Registered Professional Land Surveyor, do hereby certify that these field notes were prepared from an on-the-ground survey made under my supervision during December of 1997 and are correct to the best of my knowledge and belief.




Claude F. Hinkle, Jr.
R.P.L.S. No. 4629

Date 4-01-98
836.DOC

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EXHIBIT TWO

AFFIDAVIT

The undersigned, **Edward R. Rathgeber, Jr.**, President of Rathgeber Investment GP, Inc., the General Partner of Rathgeber Investment Company, Ltd., the Managing Partner of **Pebble Creek Joint Venture**, a Texas joint venture partnership, hereby swears and affirms as follows:

1. I represent **Pebble Creek Joint Venture**, a Texas joint venture partnership. Pebble Creek Joint Venture is the owner of the following real property:

Approximately 1,502.425 acres of land, more or less, in Williamson County, Texas, and being more particularly described by metes and bounds in Exhibit "A" attached to and incorporated in this Affidavit by reference.

2. The fee simple title to all of the property described in the attached Exhibit "A" is held by Pebble Creek Joint Venture, a Texas joint venture partnership.

3. Pebble Creek Joint Venture hereby consents to the creation of Williamson County Development District No. 2 (Avery Ranch Development), and the inclusion of said property in the District.

FURTHER AFFIANT SAITH NOT.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

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EXECUTED this 19th day of July, 1999.

AFFIANT:

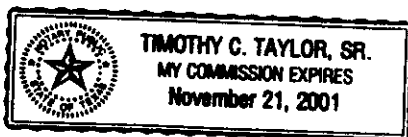
Pebble Creek Joint Venture
(a Texas joint venture partnership)

By: Rathgeber Investment Company, Ltd.
(a Texas limited partnership)
Managing Partner

By: Rathgeber Investment GP, Inc.
(a Texas corporation)
Its General Partner

By: Edward R. Rathgeber, Jr.
Edward R. Rathgeber, Jr.
President

SUBSCRIBED TO AND SWORN before me, the undersigned authority, this 19th day of July, 1999, by Edward R. Rathgeber, Jr., President of Rathgeber Investment GP, Inc., a Texas corporation, general partner of Rathgeber Investment Company, Ltd., a Texas limited partnership, the Managing Partner of Pebble Creek Joint Venture, on behalf of said corporation, limited partnership, and joint venture partnership.



Timothy C. Taylor, Sr.
Notary Public - State of Texas

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STATE OF TEXAS

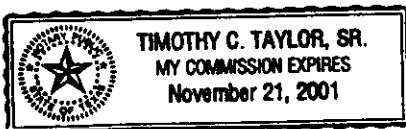
§

§

COUNTY OF TRAVIS

§

This instrument was acknowledged before me this 19th day of July, 1999, by Edward R. Rathgeber, Jr., President of Rathgeber Investment GP, Inc., a Texas corporation, General Partner of Rathgeber Investment Company, Ltd., a Texas limited partnership, the Managing Partner of Pebble Creek Joint Venture, a Texas joint venture, on behalf of said corporation, partnership, and joint venture.



Timothy C. Taylor, Sr.
Notary Public, State of Texas
Name: TIMOTHY C. TAYLOR, SR.
My Commission Expires: NOV. 21, 2001

EXHIBIT "A"**Avery Ranch Land owned by Pebble Creek Joint Venture****TRACT A**

Approximately 1,501.181 acres of land, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, the JOHN H. DILLARD SURVEY, ABSTRACT NO. 179, and the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, in Williamson County, Texas, being out of and a part of property commonly known as the "Avery Ranch", as more particularly described on Exhibit "A-1" attached to and incorporated herein by reference; **SAVE AND EXCEPT** a 0.3839 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, conveyed to Wilson Land and Cattle Company by deed dated February 9, 1999, and more particularly described by metes and bounds in Exhibit "A-2" attached hereto and made a part hereof; and **FURTHER SAVE AND EXCEPT** that certain 2.2644 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, deeded to Williamson County by Deed dated December 15, 1998, and recorded in the real property records of Williamson County, Texas and more particularly described by metes and bounds in Exhibit "A-3" attached hereto and made a part hereof; and **FURTHER SAVE AND EXCEPT** that certain 15.0 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, being more particularly described by metes and bounds in Exhibit "A-4" attached hereto and made a part hereof.

TRACT B

That certain tract or parcel of land being 1.244 acres of land, more or less, out of the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, in Williamson County, Texas, and being more particularly described by metes and bounds in Exhibit "A-5" attached hereto and made a part hereof.

EXHIBIT "A-1"**Avery Ranch Land owned by Pebble Creek Joint Venture****TRACT I**

Being all of that certain tract or parcel of land containing 1,304.520 acres, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, the JOHN H. DILLARD SURVEY, ABSTRACT NO. 179, and the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, Williamson County, Texas, and said tract being more particularly described by metes and bounds, shown on Exhibit "B" attached hereto and made a part hereof, **SAVE AND AS EXCEPT THEREFROM** all of that certain tract or parcel of land containing 16.800 acres, more or less, conveyed to the State of Texas by instrument recorded in Volume 1796, Page 508 of the Official Records of Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "C" attached hereto and made a part hereof, and **FURTHER SAVE AND AS EXCEPT THEREFROM** all of that certain tract or parcel of land containing 5.00 acres, more or less, conveyed to John E. Henry, et ux, Linda Henry, by instrument recorded in Volume 1980, Page 977, of the Official Records of Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "D" attached hereto and made a part hereof, and **SAVE AND EXCEPT THEREFROM** all of that certain 372.685 acre tract of land described by metes and bounds shown on Exhibit "E" attached to and made a part of the instrument to which this exhibit is attached, reference to which is hereby made for all purposes.

TRACT II:

Being all of that certain tract or parcel of land containing 591.146 acres, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "F" attached hereto and made a part hereof.

EXHIBIT "B"

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PAGE 1 OF 4

FIELD NOTES FOR 1394.520 ACRES

Field notes describing a 1394.520 acre tract in the J.H. Dillard Survey, Abstract No. 179, and the Rachel Saul Survey, Abstract No. 551, in Williamson County, Texas being all of a 344 acre tract of land conveyed to C.N. Avery et al by deed recorded in Volume 362 Page 447 of the Deed Records of Williamson County, Texas, all of a 531 acre tract conveyed to C.N. Avery Jr. et al by deed recorded in Volume 340 Page 440 of the said Deed Records, all of a 200 acre tract of land conveyed to C.N. Avery Jr. et al by deed recorded in Volume 344 Page 515 of the said Deed Records, all of a tract of land called 15 acres in a quitclaim deed to C.N. Avery Jr. et al recorded in Volume 500 Page 670 of the said Deed Records, all of a 9.06 acre tract, designated as the Third Tract, a part of a 116 acre tract of land, designated as Tract 2 in the Second Tract, a part of a 244 acre tract, designated as Tract 1 in the Second Tract, and a part of a 100 acre tract, designated as Tract 3 in the Second Tract, in a deed to C.N. Avery, Jr. et al recorded in Volume 305 Page 228 of the Deed Records of Williamson County, Texas and being more particularly described as follows:

BEGINNING at a 30° live oak tree found in the occupied Southwest corner of the J.H. Dillard Survey and the occupied Southeast corner of the S. Damon Survey, Abstract No. 170, for the Southeast corner of the above said 200 acre tract, from which tree an old rock mound found bears S 71° 35' 26" W 51.76 feet.

THENCE S 70° 41' 17" W 341.28 feet to a 60d nail found in a 11' elm tree for an angle point.

THENCE S 70° 30' 44" W 284.71 feet to a 60d nail found in a 13' live oak tree for an angle point.

THENCE S 71° 52' 58" W 247.20 feet to a 60d nail found in a 12' cedar tree for an angle point.

THENCE S 70° 27' 36" W 389.60 feet to a 60d nail found in an 8' elm tree for an angle point.

THENCE S 69° 29' 37" W 144.61 feet to a 60d nail found in a 13' cedar tree for an angle point.

THENCE S 68° 44' 26" W 81.38 feet to a 60d nail found in a 9' elm tree for an angle point.

THENCE S 69° 07' 04" W 220.43 feet to an iron pin found for an angle point.

THENCE S 70° 32' 38" W 1930.89 feet to an iron pin set at a fence corner post found for an angle point.

THENCE S 70° 14' 25" W 1175.70 feet to an iron pin set in the intersection of the occupied South line of the said Damon Survey and the East right-of-way line of the Southern Pacific Railroad Co. for the Southwest corner of this tract.

THENCE N 00° 31' 58" W with the East right-of-way line of the said Railroad 1880.03 feet to an iron pin set in the PC of a curve to the right said curve having a radius of 2815.32 feet and a central angle of 35° 01' 10".

THENCE with the arc of the said curve 1720.73 feet the long chord of which bears N 14° 58' 37" E 1694.07 feet to an iron pin set for the PT of the said curve.

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EXHIBIT "B"

EXHIBIT "B"

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THENCE N 34° 29' 12" E 481.37 feet to an iron pin set in the PC of a curve to the left said curve having a radius of 1577.89 feet and a central angle of 27° 46' 00".

THENCE with the arc of the said curve 764.68 feet the long chord of which bears N 20° 36' 12" E 737.22 feet to an iron pin set for the PT of the said curve and the PC of a curve to the left said curve having a radius of 766.20 feet and a central angle of 48° 01' 00".

THENCE with the arc of the said curve 642.11 feet the long chord of which bears N 17° 17' 18" W 623.49 feet to an iron pin set for the PT of the said curve and the PC of a curve to the left said curve having a radius of 789.30 feet and a central angle of 16° 08' 10".

THENCE with the arc of the said curve 222.29 feet the sub-chord of which bears N 49° 21' 53" W 221.56 feet to an iron pin set in the West corner of the above mentioned 9.06 acre tract for the Northwest corner of this tract.

THENCE N 33° 43' 21" E 385.24 feet to an iron pin found for an angle point of this tract.

THENCE N 70° 53' 14" E 175.40 feet to an iron pin found on the South line of County Road #174 for an angle point.

THENCE with the South line of County Road #174 for the following six (6) courses:

- (1) S 85° 00' 15" E 233.48 feet to an iron pin set.
- (2) S 80° 05' 03" E 162.04 feet to an iron pin set.
- (3) S 50° 12' 48" E 464.35 feet to an iron pin set.
- (4) S 76° 21' 34" E 463.84 feet to an iron pin set.
- (5) N 77° 15' 21" E 371.18 feet to an iron pin set.
- (6) N 83° 19' 00" E 577.65 feet to an iron pin set at a fence corner post found in the intersection of the occupied South line of the said County Road #174 and the occupied East line of the above mentioned 100 acre tract for an angle point of this tract.

THENCE with the occupied East line of the said Damon Survey and the occupied West line of the said Dillard Survey, said line being the occupied East line of the said 100 acre tract and the occupied East line of the said 15 acre tract, for the following three (3) courses:

- (1) S 19° 59' 52" E 1082.71 feet to an iron pin set.
- (2) S 15° 08' 17" E 178.03 feet to an iron pin set.
- (3) S 20° 39' 48" E 900.38 feet to an iron pin set at a fence corner post found in the occupied Southeast corner of the said 15 acre tract and the occupied Northwest corner of the above mentioned 531 acre tract for an angle point of this tract.

THENCE N 58° 12' 16" E 1050.19 feet to an iron pin set at a fence post found for an angle point.

THENCE N 12° 37' 14" W 555.07 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of a tract of land conveyed to Will Wilson by deed recorded in Volume 406 Page 507 of the said Deed Records.

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EXHIBIT "B"

EXHIBIT "B"

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THENCE with the South line of the said Will Wilson tract for the following ten (10) courses:

- (1) N 88° 35' 14" E 358.33 feet to an iron pin set.
- (2) N 61° 05' 13" E 486.11 feet to an iron pin set.
- (3) N 65° 50' 13" E 680.55 feet to an iron pin set.
- (4) N 49° 45' 13" E 1150.00 feet to an iron pin set.
- (5) S 86° 54' 47" E 186.11 feet to an iron pin set.
- (6) N 69° 05' 13" E 404.17 feet to an iron pin set.
- (7) N 89° 35' 13" E 347.22 feet to an iron pin set.
- (8) S 16° 54' 47" E 195.83 feet to an iron pin set.
- (9) N 79° 05' 13" E 416.67 feet to an iron pin set.
- (10) N 88° 35' 13" E 355.33 feet to an iron pin set in the intersection of the occupied West line of the above said 344 acre tract and the approximate centerline of South Brushy Creek for the Northeast corner of the said 531 acre tract.

THENCE N 19° 12' 18" W 1378.13 to an iron pin set in the intersection of the occupied West line of the said 344 acre tract and the occupied South line of County Road 1174.

THENCE with the South line of County Road 1174, as fenced and occupied, for the following four (4) courses:

- (1) N 83° 02' 43" E 821.80 feet to an iron pin set.
- (2) N 74° 41' 45" E 152.48 feet to an iron pin set.
- (3) N 63° 12' 16" E 294.17 feet to an iron pin set.
- (4) N 55° 36' 32" E 837.77 feet to an iron pin found for an angle point.

THENCE S 38° 40' 29" E 82.88 feet to an iron pin found on the approximate centerline of South Brushy Creek for an angle point of this tract.

THENCE down the approximate centerline of South Brushy Creek for the following nine (9) courses:

- (1) N 40° 20' 05" E 107.41 feet to an iron pin found.
- (2) N 57° 59' 02" E 270.37 feet to an iron pin found.
- (3) N 73° 16' 25" E 155.30 feet to an iron pin found.
- (4) N 68° 49' 03" E 175.46 feet to an iron pin found.
- (5) N 61° 51' 38" E 155.97 feet to an iron pin found.
- (6) N 68° 14' 10" E 282.23 feet to an iron pin found.
- (7) N 56° 51' 25" E 793.41 feet to an iron pin found.
- (8) N 47° 40' 12" E 145.53 feet to an iron pin found.
- (9) N 59° 19' 11" E 114.08 feet to an iron pin found in the Northeast corner of the said 344 acre tract for the Northeast corner of this tract.

THENCE S 19° 14' 57" E 4244.41 feet to an iron pin found at a fence corner post, on the occupied South line of the said Dillard Survey, for the occupied Southeast corner of the said 344 acre tract and the Southeast corner of this tract.

THENCE S 69° 33' 04" W with the occupied South line of the said Dillard Survey and the occupied South line of the said 344 acre tract 773.74 feet to an iron pin found in the Northwest corner of Block C of the Meadows of Brushy Creek, a subdivision recorded in Cabinet F Slides 210 through 218 of the Plat Records of Williamson County, Texas.

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EXHIBIT "B"

EXHIBIT "B"

PAGE 4 OF 4

THENCE S 70° 00' 00" W with the occupied South line of the said Dillard Survey 3477.17 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 344 acre tract and an exterior corner of the said 531 acre tract.

THENCE S 69° 07' 27" W 715.03 feet to an iron pin set at a fence post found for an angle point.

THENCE S 69° 13' 27" W 442.04 feet to an iron pin set at a fence corner post found in an interior corner of the said 531 acre tract for an angle point of this tract.

THENCE S 19° 19' 21" E 3188.69 feet to an iron pin set at a fence post found in the occupied Southeast corner of the said 531 acre tract.

THENCE S 70° 35' 04" W with the occupied South line of the said 531 acre tract 341.39 feet to an iron pin found at a fence corner post for an angle point.

THENCE S 70° 47' 06" W 708.01 feet to an iron pin found at a fence corner post for an angle point.

THENCE S 70° 41' 07" W 2066.35 feet to an iron pin found at a fence corner post in the occupied Southwest corner of the said 531 acre tract for a reentrant corner of this tract.

THENCE N 18° 17' 21" W with the occupied West line of the said 531 acre tract 459.42 feet to an iron pin found for an angle point.

THENCE N 18° 04' 08" W 1415.41 feet to an iron pin found for an angle point of this tract.

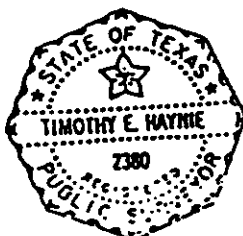
THENCE N 18° 12' 58" W 883.96 to an iron pin found for an angle point.

THENCE N 18° 07' 43" W 415.50 feet to an iron axle found on the occupied South line of the said Dillard Survey for an interior corner of the said 531 acre tract and an angle point of this tract.

THENCE S 70° 46' 13" W 1067.85 feet to the POINT OF BEGINNING containing 1304.520 acres of land more or less.

I, Timothy E. Haynie, A REGISTERED PUBLIC SURVEYOR, do hereby certify that these field notes accurately represent the results of an on-the-ground survey made under my direction and supervision on the 9th day of October, 1985. All corners located are as shown. The property described herein is correct and has no visible discrepancies, protrusions, encroachments, easements, conflicts in boundary, overlapping of improvements, roads in place, nor shortages in area except as shown. This tract has access to and from a dedicated roadway.

HAYNIE KALLMAN AND GRAY, INC.



Timothy E. Haynie
Timothy E. Haynie,
Registered Public Surveyor No. 2380

11-25-85

Date
Job No. 917-521

125

EXHIBIT "B"

VOL 0106 PAGE 257

EXHIBIT "C"

FIELD NOTES FOR 16,800 ACRES

FIELD NOTES describing a 16,800 acre tract or parcel of land, in the Samuel Daymon Survey, Abstract No. 170, situated in Williamson County, Texas, being a portion of those certain lands known as the Alda Avery Estate, as described in a deed recorded in Volume 303, Page 228 of the Deed Records of Williamson County, Texas, and being more particularly described by metes and bounds as follows:

BEGINNING at a point on the south line of said Avery Estate, being on the north line of the remainder of those certain lands conveyed to Nash Phillips/Copus, Inc., by deed recorded in Volume 917, Page 401 of said Deed Records, from which the northwest corner of said Nash Phillips/Copus, Inc. tract bears $S71^{\circ}08'57''W$, 33.72 feet; $S70^{\circ}27'16''W$, 389.60 feet; $S69^{\circ}13'20''W$, 225.99 feet and $S69^{\circ}07'04''W$, 220.43 feet, for southwest corner and POINT OF BEGINNING of the hereinafter described tract;

THENCE along the west line hereof, the following three (3) courses:
1.) $N23^{\circ}06'18''W$, 893.16 feet to the PC of a curve to the right having a radius of 3919.72 feet and a central angle of $40^{\circ}15'37''$;
2.) along the arc of said curve 2754.29 feet, the long chord of which bears $N02^{\circ}53'30''W$, 2697.38 feet to the PT of said curve;
3.) $N17^{\circ}09'19''E$, 206.03 feet to a point on the west line of the remainder of that certain tract of land conveyed to Will Wilson by deed recorded in Volume 406, Page 507 of said Deed Records, for the most northerly corner hereof;

THENCE along the division line between said Avery Estate and said Wilson tract, for an east line hereof, the following five (5) courses:

- 1.) $S19^{\circ}54'09''E$, 5.00 feet to an angle point hereof;
- 2.) $S18^{\circ}13'09''E$, 46.58 feet to an angle point hereof;
- 3.) $S25^{\circ}40'39''E$, 18.03 feet to an angle point hereof;
- 4.) $S26^{\circ}02'26''E$, 91.83 feet to an angle point hereof;
- 5.) $S20^{\circ}02'06''E$, 169.89 feet to the PC of a curve to the left having a radius of 3719.72 feet and a central angle of $39^{\circ}22'20''$;

THENCE departing said division line, for an east line hereof, the following two (2) courses:

- 1.) along the arc of said curve 2556.10 feet, the sub-chord of which bears $S03^{\circ}25'08''E$, 2506.10 feet to the PT of said curve;
- 2.) $S23^{\circ}06'18''E$, 908.04 feet to a point on the south line of said Avery Estate, for the southeast corner hereof;

THENCE along the south line of said Avery Estate, being the north line of said Nash Phillips/Copus, Inc. tract, for the south line hereof, $S71^{\circ}08'57''W$, 200.55 feet to the POINT OF BEGINNING of the herein described tract, containing 16,800 acres of land.

EXHIBIT "D"

5.00 ACRES

ALL THAT CERTAIN tract or parcel of land lying and being situated in Williamson County, Texas, a part of the John H. Dillard Survey, A-179, and being a part of a tract described as 531 acres in a deed to C. N. Avery, Jr. of record in Volume 340, Page 440 of the Deed Records of Williamson County, Texas, and being more fully described by metes and bounds as follows:

BEGINNING at a concrete nail set in a rock on the high bank of Brushy Creek for the Northeast corner of the herein described tract from which the Northeast corner of the said 531 acre tract bears North 79° 30' East 712.67 feet;

THENCE South 12° 04' West 640.94 feet to a ½ inch steel pin set for the Southeast corner of the herein described tract;

THENCE North 65° 48' West 511.49 feet to a ½ inch steel pin set on a ridge for the Southwest corner hereof;

THENCE along the said ridge North 49° 36' East 117.11 feet to a ½ inch steel pin set for an angle point; North 38° 22' East 107.65 feet to a ½ inch steel pin set for an angle point; North 13° 43' East 105.67 feet to a ½ inch steel pin set for an angle point; and North 01° 20' East 132.80 feet to a concrete nail set in a rock on the high bank of Brushy Creek for the Northwest corner hereof;

THENCE along the high bank of Brushy Creek South 85° 55' East 184.20 feet to a ½ inch steel pin set for an angle point and North 82° 20' East 234.54 feet to the POINT OF BEGINNING and containing 5.00 acres.

Access to the above described 5.00 acre tract is obtained by an easement thirty feet in width described as follows:

BEGINNING at a concrete nail set in a rock on the high bank of Brushy Creek for the Northwest corner of the said 5.00 acre tract and the Northeast corner of the herein described easement;

THENCE with the West line of the said 5.00 acre tract South 01° 20' West 30.26 feet to a point for the Southeast corner hereof;

THENCE South 83° 45' West 328.01 feet to an angle point on the dam of a Brushy Creek W. C. I. D. reservoir for an angle point and South 85° 10' West 558.33 feet to a point in the North or Northwest line of the said 531 acre tract for the Southwest corner hereof;

THENCE with the said property line North 49° 45' East 51.77 feet to a point for the Northwest corner hereof;

THENCE along the aforesaid dam North 85° 10' East 515.77 feet to an angle point;

THENCE North 83° 45' East 331.63 feet to the POINT OF BEGINNING.

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EXHIBIT "D"

AUSTIN SURVEYORS

P.O. BOX 180243
AUSTIN, TEXAS 78718

2185 JUSTIN LANE #103
(512) 454-6605

EXHIBIT "E"

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PAGE 260

FIELD NOTES FOR 372.685 ACRES

All that certain tract or parcel of land situated in the J.H. Dillard Survey, A-179, in Williamson County, Texas and being a part of a 344 acre tract of land conveyed to Chas. N. Avery, Jr., et al by deed recorded in Volume 362, Page 477 of the Deed Records of Williamson County, Texas and being also a part of a 531 acre tract of land conveyed to C.N. Avery, Jr., et al by deed recorded in Volume 640, Page 440 of the said Deed Records and being more particularly described by metes and bounds as follows:

BEGINNING at an iron pin found on the North line of Block C of The Meadows of Brushy Creek as recorded in Cabinet F, Slide 210 of the Plat Records of Williamson County, Texas, in the Southwest corner of a 215.608 acre tract of land conveyed to Scott Felder Ltd. Partnership, Inc by deed recorded in Volume 2361, Page 430 of the said Deed Records, for the Southeast corner of the above mentioned 344 acre tract and the Southeast corner of this tract.

THENCE S 69°33'04" W 773.74 feet to an iron pin found in the Northwest corner of the said Block C and the Northeast corner of a 390.22 acre tract of land conveyed to Claretta England et al by deed recorded in Volume 637, Page 535 of the said Deed Records for an angle point of this tract..

THENCE S 70°00'00" W with the North line of the said 390.22 acre tract 3477.17 feet to a 60d nail set in a fence corner post found in the occupied Southwest corner of the said 344 acre tract and the Southeast corner of the above mentioned 320 acre tract for an angle point of this tract.

THENCE S 69°07'27" W with the South line of the said 320 acre tract and the North line of the said 390.22 acre tract of land 715.03 feet to an iron pin set at a fence post for the Southwest corner of this tract.

THENCE N 14°45'21" W 179.49 feet to an iron pin set on the approximate centerline of a draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following four (4) courses:

- (1) N 08°10'24" W 282.31 feet to an iron pin set for an angle point.
- (2) N 03°15'27" E 200.51 feet to an iron pin set for an angle point.
- (3) N 20°42'12" W 82.19 feet to a hilti nail set for an angle point.
- (4) N 00°29'49" E 76.77 feet to a P-K nail set for an angle point.

THENCE N 63°25'11" W 222.44 feet to an iron pin set for an angle point of this tract.

THENCE N 11°53'41" W 109.84 feet to an iron pin set for an angle point of this tract.

THENCE N 68°41'52" E 230.20 feet to a hilti nail set on the approximate centerline of the above mentioned draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following six (6) courses:

- (1) N 02°22'46" W 132.28 feet to an iron pin set for an angle point.
- (2) N 08°55'39" E 98.85 feet to an iron pin set for an angle point.
- (3) N 12°06'30" W 161.10 feet to a cotton spindle set for an angle point.
- (4) N 07°28'43" W 267.11 feet to an iron pin set for an angle point.
- (5) N 24°08'23" E 183.37 feet to an iron pin set for an angle point.
- (6) N 20°16'17" W 386.52 feet to an iron pin set for an angle point.

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EXHIBIT "E"

THENCE N 01°24'47" W 355.71 feet to an iron pin set for the Northwest corner of this tract.

THENCE N 88°35'13" E 101.66 feet to an iron pin set on the East line of the said 320 acre tract and the West line of the said 344 acre tract for an angle point of this tract.

THENCE S 87°04'20" E 154.38 feet to an iron pin set for an angle point of this tract.

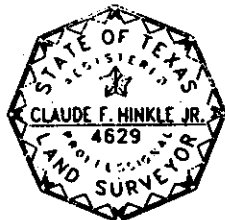
THENCE N 34°22'01" E 2411.06 feet to a point in the approximate centerline of South Brushy Creek for an angle point of this tract.

THENCE down the approximate centerline of the said Creek for the following nine (9) courses:

- (1) N 40°20'05" E 107.41 feet to an angle point.
- (2) N 57°59'02" E 270.37 feet to an angle point.
- (3) N 73°16'25" E 155.30 feet to an angle point.
- (4) N 68°49'03" E 175.46 feet to an angle point.
- (5) N 61°51'38" E 155.97 feet to an angle point.
- (6) N 68°14'10" E 282.23 feet to an angle point.
- (7) N 56°51'25" E 793.41 feet to an angle point.
- (8) N 47°40'12" E 145.53 feet to an angle point.
- (9) N 59°19'11" E 114.08 feet to a P-K nail found in the Northeast corner of the said 344 acre tract and the Northwest corner of the above mentioned 215.608 acre tract for the Northeast corner of this tract.

THENCE S 19°14'57" E 4244.41 feet to the POINT OF BEGINNING containing 372.685 acres of land, more or less.

I, Claude F. Hinkle, Jr., a Registered Professional Land Surveyor, do hereby certify that these field notes were prepared from an on-the-ground survey made under my supervision during December of 1997 and are correct to the best of my knowledge and belief.




Claude F. Hinkle, Jr.
R.P.L.S. No. 4629

Date 6-01-98 836.DOC

EXHIBIT "F"

PAGE 1 OF 3

FIELD NOTES FOR 591.146 ACRES

Field notes describing a 591.146 acre tract in the Samuel Damon Survey, Abstract No. Abstract No. 170, being all of a 75 acre tract of land, designated as Tract 1 in the First Tract, all of a 5 acre tract, designated as Tract 2 in the First Tract, all of a 150 acre tract, designated as Tract 3 in the First Tract, a part of a 116 acre tract of land, designated as Tract 2 in the Second Tract, and a part of a 244 acre tract, designated as Tract 1 in the Second Tract, in a deed to C.N. Avery, Jr. et al recorded in Volume 305 Page 228 of the Deed Records of Williamson County, Texas and being more particularly described as follows:

BEGINNING at an iron pin set in the intersection of the West line of the Southern Pacific Railroad and the occupied South line of the above mentioned Damon Survey for the Southeast corner of this tract.

THENCE S 71° 17' 55" W with the occupied South line of the said Damon Survey 2097.40 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 244 acre tract and the occupied Southeast corner of the said 150 acre tract for an angle point of this tract.

THENCE S 29° 43' 36" W 11.19 feet to an iron pin set at a fence post found for an angle point.

THENCE S 54° 39' 55" W 65.28 feet to an iron pin set at a fence post found for an angle point.

THENCE S 70° 57' 55" W 1298.04 feet to an iron pin set at a fence corner post found for an angle point of this tract.

THENCE S 71° 22' 31" W 939.49 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 150 acre tract for the Southwest corner of this tract.

THENCE N 19° 32' 10" W with the occupied West line of the said 150 acre tract 2496.88 feet to an iron pin set at a fence post found for an angle point.

THENCE N 15° 49' 54" W 317.98 feet to an iron pin set at a fence post found for an angle point.

THENCE N 49° 19' 01" W 94.93 feet to an iron pin set at a fence post found for an angle point.

THENCE N 15° 24' 57" W 181.53 feet to an iron pin set on the approximate centerline of South Brushy Creek for the Northwest corner of the said 150 acre tract and a reentrant corner of this tract.

THENCE N 63° 51' 07" E with the approximate centerline of South Brushy Creek 558.62 feet to an iron pin set for the Southwest corner of the above mentioned 75 acre tract.

THENCE N 20° 04' 33" W with the occupied West line of the said 75 acre tract 146.04 feet to an iron pin found at a fence corner post for an angle point.

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EXHIBIT "F"

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EXHIBIT "F"

PAGE 2 OF 3

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THENCE N 20° 04' 33" W with the occupied West line of the said 75 acre tract 385.44 feet to an iron pin found at a 10" pecan tree for an angle point.

THENCE N 19° 55' 08" W with the occupied West line of the said 75 acre tract 796.83 feet to an iron pin found in a 30" hackberry tree for an angle point.

THENCE N 19° 42' 14" W with the occupied West line of the said 75 acre tract and the occupied West line of the above mentioned 5 acre tract 830.87 feet to an iron pin set on the curving South line of the Southern Pacific Railroad for the Northwest corner of the said 5 acre tract and the Northwest corner of this tract.

THENCE with the arc of the curving South line of the said Railroad 994.39 feet said curve having a radius of 1432.63 feet, a central angle of 39° 46' 09" and a sub-chord which bears N 70° 12' 17" E 974.55 feet to an iron pin set for the PT of the said curve.

THENCE N 50° 19' 12" E 874.60 feet to an iron pin set in the PC of a curve to the right said curve having a radius of 1859.86 feet and a central angle of 01° 04' 54".

THENCE with the arc of the said curve 35.11 feet the sub-chord of which bears N 50° 51' 39" E 35.11 feet to an iron pin set in the Northeast corner of the said 75 acre tract for a reentrant corner of this tract.

THENCE with the occupied East line of the said 75 acre tract for the following five (5) courses:

- (1) S 20° 36' 46" E 1469.77 feet to an iron pin set at a fence corner post found for an angle point.
- (2) S 24° 09' 33" E 207.93 feet to an iron pin set for an angle point.
- (3) S 08° 40' 19" W 34.77 feet to an iron pin set for an angle point.
- (4) S 08° 42' 22" E 64.52 feet to an iron pin set for an angle point.
- (5) S 37° 22' 01" E 63.63 feet to an iron pin set on the approximate centerline of South Brushy Creek for the Southeast corner of the said 75 acre tract and the Northwest corner of the above mentioned 116 acre tract.

THENCE down the approximate centerline of South Brushy Creek and the North line of the said 116 acre tract for the following twenty (20) courses:

- (1) N 25° 21' 39" E 1030.02 feet
- (2) N 48° 29' 05" E 250.38 feet
- (3) N 83° 59' 46" E 51.93 feet
- (4) N 55° 45' 41" E 311.12 feet
- (5) N 64° 49' 56" E 158.24 feet
- (6) N 81° 47' 46" E 54.93 feet

EXHIBIT "F"

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- (7) N 59° 12' 03" E 149.76 feet
- (8) N 51° 14' 42" E 556.45 feet
- (9) N 68° 43' 38" E 468.01 feet
- (10) N 78° 08' 21" E 344.07 feet
- (11) S 76° 35' 07" E 273.98 feet
- (12) S 58° 09' 24" E 117.39 feet
- (13) S 51° 36' 08" E 150.27 feet
- (14) N 79° 39' 17" E 75.56 feet
- (15) S 80° 47' 50" E 130.01 feet
- (16) S 78° 36' 53" E 84.00 feet
- (17) S 55° 24' 20" E 39.87 feet
- (18) S 71° 06' 56" E 380.66 feet
- (19) S 64° 23' 15" E 210.30 feet
- (20) S 73° 47' 07" E 321.51 feet to an iron pin set in the intersection of the approximate centerline of South Brushy Creek and the curving West line of the Southern Pacific Railroad for the Northeast corner of this tract.

THENCE with the arc of the curving West line of the said Railroad 432.11 feet said curve having a radius of 1477.89 feet, a central angle of 16° 45' 08" and a sub-chord of which bears S 26° 06' 38" W 430.57 feet to an iron pin set for the PT of the said curve.

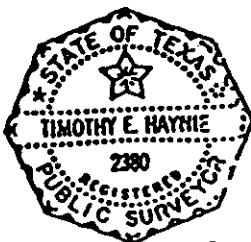
THENCE S 34° 29' 12" W 481.37 feet to an iron pin set in the PC of a curve to the left said curve having a radius of 2915.32 feet and a central angle of 35° 01' 10".

THENCE with the arc of the said curve 1781.85 feet the long chord of which bears S 16° 58' 37" W 1754.25 feet to an iron pin set for the PT of the said curve.

THENCE S 00° 31' 58" E 1913.43 feet to the POINT OF BEGINNING containing 591.146 acres of land more or less.

I, Timothy E. Haynie, A REGISTERED PUBLIC SURVEYOR, do hereby certify that these field notes accurately represent the results of an on-the-ground survey made under my direction and supervision on the 9th day of October, 1985. All corners located are as shown. The property described herein is correct and has no visible discrepancies, protrusions, encroachments, easements, conflicts in boundary, overlapping of improvements, roads in place, nor shortages in area except as shown. This tract has access to and from a dedicated roadway.

HAYNIE KALLMAN AND GRAY, INC.



Timothy E. Haynie
Timothy E. Haynie
Registered Public Surveyor No. 2380

11-25-85
Date
Job No. 917-886

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EXHIBIT "F"

0.3839 Acres
County Road No. 174
Avery Out-Parcel
Page 1

Samuel Damon Survey Abstract No. 170
97546.11
November 16, 1998

EXHIBIT "A2"

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STATE OF TEXAS
COUNTY OF WILLIAMSON

§
§
§

FIELDNOTE DESCRIPTION of 0.3839 of an acre of land in the Samuel Damon Survey, Abstract No. 170, Williamson County, Texas and being a part of that 1304.520 acre tract of land (Parcel One-Tract 1) conveyed to Pebble Creek Joint Venture and Neal A. Watt by partition deed recorded as Document No. 9843836 in the Official Public Records of Williamson County, Texas; said 0.3839 acre of land is more particularly described by metes and bounds as follows:

COMMENCING at a 1/2" iron rod found on the southerly existing right-of-way line of Brushy Creek Road (C. R. 174) for the northwesterly corner of the aforesaid 1304.520 acre tract and being the northeast corner of that 24.67 acre tract (Tract One) conveyed to Edward H. Ball, Jr., M. L. Summerlin, Ben Ryon, J. E. Spring and William S. McIlvain by trustee's deed recorded in Volume 1680, Page 690 of the Deed Records of Williamson County, Texas;

THENCE, S86°42'52"E, with the common southerly, existing right-of-way line of Brushy Creek Road (C. R. 174) and the northerly line of said 1304.520 acre tract, a distance of 15.29 feet to a 1/2" iron rod set for the POINT OF BEGINNING of the herein described tract;

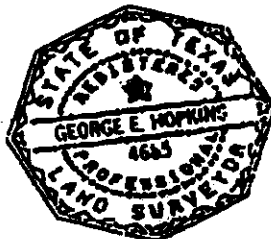
THENCE, continuing with the common southerly, existing right-of-way line of Brushy Creek Road and northerly line of said 1304.520 acre tract, the following three (3) courses;

- 1) S86°42'52"E, a distance of 217.81 feet to a fence post for an angle point;
- 2) S81°50'49"E, a distance of 162.36 feet to a 60d nail found at a fence post for an angle point;
- 3) S51°57'17"E, a distance of 148.43 feet to a 1/2" iron rod set on the proposed northerly right-of-way line of Brushy Creek Road (C.R.-174) and being the easterly corner of the herein described tract;

THENCE, N75°36'50W, with the proposed northerly right-of-way line of Brushy Creek Road (proposed 90.0 feet wide right-of-way), across said 1304.520 acre tract, a distance of 511.08 feet to the POINT OF BEGINNING, CONTAINING within these metes and bounds 0.3839 of an acre of land area.

I, George E. Hopkins, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 16 day of NOVEMBER, 1998.



George E. Hopkins
GEORGE E. HOPKINS
Registered Professional Land Surveyor
No. 4685 - State of Texas

133

EXHIBIT "A-2"

2.2644 Acres
County Road No. 174
Parcel No. 7
Page 1

EXHIBIT "A-3"

Samuel Damon Survey Abstract No. 170
97546.11
August 12, 1998

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STATE OF TEXAS
COUNTY OF WILLIAMSON

FIELDNOTE DESCRIPTION of 2.2644 acres of land in the Samuel Damon Survey, Abstract No. 170, Williamson County, Texas and being a part of that 1304.520 acre tract of land (Parcel One-Tract 1) conveyed to Pebble Creek Joint Venture and Neal A. Watt by partition deed recorded as Document No. 9843836 in the Official Public Records of Williamson County, Texas; said 2.2644 acres of land are more particularly described by meter and bounds, in two parcels, as follows:

Parcel 7-A

BEGINNING at an iron rod found on the southerly right-of-way line of Brushy Creek Road (C. R. 174) for the northwesterly corner of the aforesaid 1304.520 acre tract and being the northeast corner of that 24.67 acre tract (Tract One) conveyed to Edward H. Ball, Jr., M. I. Summerlin, Ben Ryon, J. H. Spring and William S. McIlvain by trustee's deed recorded in Volume 1680, Page 690 of the Deed Records of Williamson County, Texas;

THENCE, S86°42'52"E, with the common southerly right-of-way line of Brushy Creek Road (C. R. 174) and the northerly line of said 1304.520 acre tract, a distance of 15.29 feet to a 1/2" iron rod set for corner;

THENCE, S75°36'50"E, leaving the common northerly line of said 1304.520 acre tract and fenced, southerly right-of-way line of Brushy Creek Road (C. R. 174), crossing the 1304.520 acre tract, a distance of 511.08 feet to a 1/2" iron rod set on the common northerly line of said 1304.520 acre tract and southerly fenced right-of-way line of Brushy Creek Road;

THENCE, S51°57'17"E, with the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, a distance of 224.27 feet to a 1/2" iron rod set for corner;

THENCE, N75°36'50"W leaving the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, crossing the 1304.520 acre tract, a distance of 854.73 feet to a 1/2" iron rod set on the common westerly line of said 1304.520 acre tract and easterly line of the aforesaid 24.67 acre tract, from which a 1/2" iron rod found for the southeast corner of the 24.67 acre tract bears S69°08'39"W, 24.78 feet and S31°59'02"W, 392.37 feet;

THENCE, N69°08'39"E, with the common easterly line of said 24.67 acre tract and westerly line of said 1304.520 acre tract, a distance of 150.87 feet to the POINT OF BEGINNING, CONTAINING within these meter and bounds 1.4218 acres of land area.

Parcel 7-B

BEGINNING at a 60d nail found at a fence corner on the southerly fenced right-of-way line of Brushy Creek Road (C. R. No. 174), being the northeast corner of the aforesaid 1304.520 acre tract and also being the northwest corner of the remainder of that 201.5 acre tract conveyed to Will Wilson by deed recorded in Volume 406, Page 504 of the Deed Records of Williamson County, Texas;

THENCE, S22°09'45"E, with the common easterly line of said 1304.520 acre tract and westerly line of the remainder of said 201.5 acre tract, a distance of 29.54 feet to a 1/2" iron rod set for corner;

THENCE, leaving said common line across the 1304.520 acre tract, the following three (3) courses:

- 1) Southwesterly with a curve to the right (non-tangent to the previous course) having a radius of 1545.00 feet and a central angle of 09°40'23" (chord bears S76°39'17"W, 260.53 feet) for an arc distance of 260.84 feet to a 1/2" iron rod set for a point of tangency;
- 2) S81°29'28"W, a distance of 376.85 feet to a 1/2" iron rod set for the point of curvature of a curve to the right.

EXHIBIT "A-3"

2.2644 Acres
County Road No. 174
Parcel No. 7
Page 2

EXHIBIT "A-3"

Samuel Damon Survey Abstract No. 170
97546.11
August 18, 1998

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- 3) Southwesterly with said curve to the right having a radius of 1200.00 feet and a central angle of $11^{\circ}04'28''$ (chord bears $S87^{\circ}01'43''W$, 231.58 feet) for an arc distance of 231.95 feet to a $\frac{1}{4}$ " iron rod set on the common northerly line of said 1304.520 acre tract and southerly right-of-way of Brushy Creek Road.

THENCE, with the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, the following two (2) courses:

- 1) $N75^{\circ}32'24''E$, a distance of 283.88 feet to an angle point;
- 2) $N81^{\circ}36'03''E$, a distance of 577.63 feet to the POINT OF BEGINNING, CONTAINING within these metes and bounds 0.8426 acres of land, for a total land area of 2.2644 acres in Parcel 7A and 7B combined.

That I, George B. Hopkins, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 18 day of AUGUST, 1998.



George B. Hopkins
GEORGE B. HOPKINS
Registered Professional Land Surveyor
No. 4685 - State of Texas

135

EXHIBIT "A-3"

FIELD NOTES
FOR

EXHIBIT "A-4"

VOL 0105 PAGE 268

15.00 ACRES OF LAND

ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF THE SAMUEL DAMON SURVEY. ABSTRACT NO. 170 IN WILLIAMSON COUNTY, TEXAS. BEING A PORTION OF THAT CERTAIN TRACT OF LAND CONVEYED TO PEBBLE CREEK JOINT VENTURE BY INSTRUMENTS RECORDED IN DOC. NO. 9528294, DOC. NO. 9843833, DOC. NO. 9843836 AND DOC. NO. 9844031 OF THE OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS. THE HEREIN DESCRIBED TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2 inch iron pin found at the intersection of the South line of said Pebble Creek Joint Venture Tract and the West r.o.w. line of Farmer Lane, for the Southeast corner and PLACE OF BEGINNING hereof:

THENCE along the South line of said Pebble Creek Joint Venture Tract for the following courses:

S 70°04'54" W for a distance of 33.39 feet to a 60-d nail found in a tree

S 70°27'39" W for a distance of 359.34 feet to a 60-d nail found in a tree

S 69°30'13" W for a distance of 144.59 feet to a 60-d nail found in a tree

S 68°42'13" W for a distance of 31.33 feet to a 60-d nail found in a tree

S 69°06'21" W for a distance of 220.47 feet to a 1/2 inch iron pin found

S 70°32'24" W for a distance of 32.93 feet to a 1/2 inch iron pin set for the Southwest corner hereof:

THENCE along the West line of the herein described tract, N 19°27'36" W for a distance of 704.41 feet to a 1/2 inch iron pin set for the Northwest corner hereof:

THENCE along the North line of the herein described tract, N 69°51'51" E for a distance of 907.86 feet to a 1/2 inch iron pin set in the West r.o.w. line of Farmer Lane, for the Northeast corner hereof:

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EXHIBIT "A-4"

FIELD NOTES
FOR

EXHIBIT "A-4"

15.00 ACRES OF LAND - Page Two

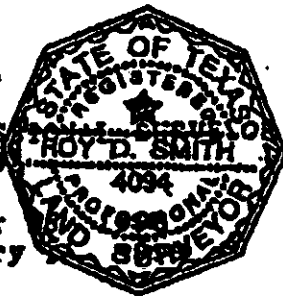
THENCE along the West r.o.w. line of Parmer Lane, S 23°06'18" E for a distance of 705.00 feet to the PLACE OF BEGINNING and containing 15.00 acres of land, more or less.

SURVEYED BY:
ROY D. SMITH SURVEYORS. P.C.

Roy D. Smith

ROY D. SMITH
REGISTERED PROFESSIONAL SURVEYOR NO. 4094
September 15, 1990

Revised: October
February



VOL 0105 PAGE 269

EXHIBIT "A-4"

Standard Pacific of Texas, Inc.
 Fee Strip
 1.244 Acres

EXHIBIT "A-5"

F.N. 1283(BDN)
 December 03, 1998
 SAM, Inc. Job No. 98287-01

DESCRIPTION OF 1.244 ACRES OF LAND LOCATED IN THE RACHAEL SAUL SURVEY, ABSTRACT NO. 551 IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF THE REMAINDER OF THAT TRACT OF LAND DESCRIBED AS PARCEL 2 IN THE DEED TO STANDARD PACIFIC OF TEXAS, INC. RECORDED IN VOLUME 2224, PAGE 533, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, AND A PORTION OF THE REMAINDER OF THAT CERTAIN 26.40 ACRE TRACT OF LAND DESCRIBED AS TRACT 2 IN THE DEED TO STANDARD PACIFIC OF TEXAS, INC. RECORDED IN DOCUMENT No. 9623940, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 1.244 ACRES, AS SHOWN ON SAM, INC. DRAWING No. 98287-01, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½-inch iron rod found on the east right-of-way line of Parmer Lane West (F.M. 734 - 200' wide) as dedicated by Volume 1796, Page 485, Deed Records of Williamson County, Texas, being the northwest corner of said 66.26 acre tract, said point being on the south line of that called 1304.520 acre tract described in the deed to Pebble Creek Joint Venture, recorded in Document No. 9844081, Official Records of Williamson County, Texas;

THENCE with the common line of said 66.26 acre tract and said 1304.520 acre tract, the following four (4) courses and distances:

1. N 70° 03' 49" E, a distance of 13.05 feet to a 60d nail found in a live oak tree.
2. N 68° 47' 57" E, a distance of 284.47 feet to a 60d nail found in a live oak tree.
3. N 69° 22' 20" E, a distance of 340.34 feet to a 60d nail found in an elm tree, and
4. N 68° 55' 09" E, passing at a distance of 394.66 feet, a ½-inch iron rod found for the northeast corner of said 66.26 acre tract, being the northwest corner of said 26.20 acre tract, and continuing in all, a distance of 574.45 feet to a ½-inch iron rod set for the northeast corner of the tract described herein, being the northwest corner of that 0.451 acre Wastewater Easement described in the deed to the City of Austin, recorded in Document No. 9606122, Official Records of Williamson County, Texas, and from which point, an axle found for the northeast corner of said 26.20 acre tract, being an interior ell corner of said 1304.520 acre tract bears, N 68° 55' 09" E, a distance of 494.11 feet;

THENCE S 19° 51' 53" E, leaving said common line and crossing said 26.20 acre tract, a distance of 44.78 feet to a ½-inch iron rod set on the north line of that 0.226 acre Drainage Easement described in the deed to the City of Austin, recorded in Document No. 9606118, Official Records of Williamson County, Texas, being the southeast corner of the tract described herein, being the most western southwest corner of said 0.451 acre tract, also being the northwest corner of that 1.245 acre Drainage and public Utility Easement described in the deed to the City of Austin, recorded in Document No. 9606120, Official records of Williamson County, Texas;

THENCE S 69° 00' 42" W, with the north line of said 0.226 acre tract, passing at a distance of 203.37 feet, the northwest corner of said 0.226 acre tract, being the northeast corner of that 1.110 acre Drainage Easement described in the deed to the City of Austin, recorded in Document No. 9606121, Official Records of Williamson County, Texas; said point being on the common line of said 26.20 acre tract and said 66.26 acre tract, and continuing in all, with the north line of said 1.110 acre tract, an overall distance of 1208.40 feet to a ½-inch iron rod set on the east right-of-way line of said Parmer Lane West, being the west line of said 66.26 acre tract, for the southwest corner of the tract described herein, and from which point, a Texas Department of Transportation Type I monument found for the north end of the curving east right-of-way line of said Parmer Lane West bears, S 24° 49' 08" E, a distance of 84.55 feet;

EXHIBIT "A-5"

Standard Pacific of Texas, Inc.
Fee Strip
1.244 Acres

EXHIBIT "A-5"

F.N. 1293(BDN)
December 03, 1998
SAM, Inc. Job No. 98287-01

THENCE N 24° 49' 08" W. with the east line of said Parmer Lane West, being the west line of said 66.26 acre tract, a distance of 45.28 feet to the POINT OF BEGINNING and containing 1.244 acres of land, more or less.

STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF WILLIAMSON

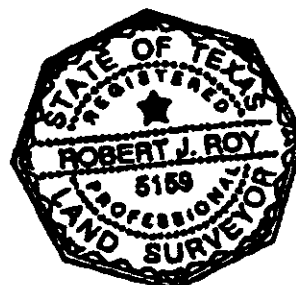
That I, Robert J. Roy, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 3rd day of December, 1998, A.D.

SURVEYING AND MAPPING, INC.
4029 Capital of Texas Hwy., So., Suite 125
Austin, Texas 78704

Robert J. Roy

Robert J. Roy
Registered Professional Land Surveyor
No. 5159 - State of Texas



AFFIDAVIT

The undersigned, John S. Avery, President of CJAC, Inc., the General Partner of Avery Ranch Company, Ltd., hereby swears and affirms as follows:

1. I represent Avery Ranch Company, Ltd., a Texas limited partnership. Avery Ranch Company, Ltd. and Charles Needham Avery, III, Trustee of the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased (the "Avery Trust") are the owners of the following real property:

Approximately 372.685 acres of land, more or less, in Williamson County, Texas, and being more particularly described by metes and bounds in Exhibit "A" attached to and incorporated in this Affidavit by reference.

2. The fee simple title to all of the property described in the attached Exhibit "A" is held by Avery Ranch Company, Ltd. and the Avery Trust.

3. Avery Ranch Company, Ltd. hereby consents to the creation of Williamson County Development District No. 2 (Avery Ranch Development), and the inclusion of said property in the District.

FURTHER AFFIANT SAITH NOT.

EXECUTED this 16th day of July, 1999.

AFFIANT:

Avery Ranch Company, Ltd.
(a Texas limited partnership)

By: CJAC, Inc.
(a Texas corporation)
Its General Partner

By: John S. Avery
John S. Avery, President

SUBSCRIBED TO AND SWORN before me, the undersigned authority, this 16 day of July, 1999, by John S. Avery, President of CJAC, Inc., a Texas corporation, general partner of Avery Ranch Company, Ltd., a Texas limited partnership, on behalf of said corporation and said partnership.



Ralph E. Reed

Notary Public - State of Texas

STATE OF TEXAS

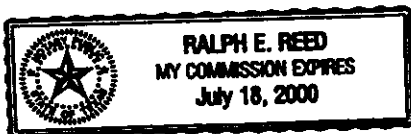
§

§

COUNTY OF TRAVIS

§

This instrument was acknowledged before me this 16th day of July, 1999, by John S. Avery, President of CJAC, Inc., a Texas corporation, general partner of Avery Ranch Company, Ltd., a Texas limited partnership, on behalf of said corporation and said partnership.



Ralph E. Reed

Notary Public - State of Texas

Name: RALPH E. REED

My Commission Expires: 7-18-2000

AUSTIN SURVEYORS

P.O. BOX 188243
AUSTIN, TEXAS 78718

2185 JUSTIN LANE #183
(512) 454-6685

VOL 0105 PAGE 274

EXHIBIT "A"

FIELD NOTES FOR 372.685 ACRES

All that certain tract or parcel of land situated in the J.H. Dillard Survey, A-179, in Williamson County, Texas and being a part of a 344 acre tract of land conveyed to Chas. N. Avery, Jr., et al by deed recorded in Volume 362, Page 477 of the Deed Records of Williamson County, Texas and being also a part of a 531 acre tract of land conveyed to C.N. Avery, Jr., et al by deed recorded in Volume 640, Page 440 of the said Deed Records and being more particularly described by metes and bounds as follows:

BEGINNING at an iron pin found on the North line of Block C of The Meadows of Brushy Creek as recorded in Cabinet F, Slide 210 of the Plat Records of Williamson County, Texas, in the Southwest corner of a 215.608 acre tract of land conveyed to Scott Felder Ltd. Partnership, Inc by deed recorded in Volume 2361, Page 430 of the said Deed Records, for the Southeast corner of the above mentioned 344 acre tract and the Southeast corner of this tract.

THENCE S 69°33'04" W 773.74 feet to an iron pin found in the Northwest corner of the said Block C and the Northeast corner of a 390.22 acre tract of land conveyed to Claretta England et al by deed recorded in Volume 637, Page 535 of the said Deed Records for an angle point of this tract..

THENCE S 70°00'00" W with the North line of the said 390.22 acre tract 3477.17 feet to a 60d nail set in a fence corner post found in the occupied Southwest corner of the said 344 acre tract and the Southeast corner of the above mentioned 320 acre tract for an angle point of this tract.

THENCE S 69°07'27" W with the South line of the said 320 acre tract and the North line of the said 390.22 acre tract of land 715.03 feet to an iron pin set at a fence post for the Southwest corner of this tract.

THENCE N 14°45'21" W 179.49 feet to an iron pin set on the approximate centerline of a draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following four (4) courses:

- (1) N 08°10'24" W 282.31 feet to an iron pin set for an angle point.
- (2) N 03°15'27" E 200.51 feet to an iron pin set for an angle point.
- (3) N 20°42'12" W 82.19 feet to a hilti nail set for an angle point.
- (4) N 00°29'49" E 76.77 feet to a P-K nail set for an angle point.

THENCE N 63°25'11" W 222.44 feet to an iron pin set for an angle point of this tract.

THENCE N 11°53'41" W 109.84 feet to an iron pin set for an angle point of this tract.

THENCE N 68°41'52" E 230.20 feet to a hilti nail set on the approximate centerline of the above mentioned draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following six (6) courses:

- (1) N 02°22'46" W 132.28 feet to an iron pin set for an angle point.
- (2) N 08°55'39" E 98.85 feet to an iron pin set for an angle point.
- (3) N 12°06'30" W 161.10 feet to a cotton spindle set for an angle point.
- (4) N 07°28'43" W 267.11 feet to an iron pin set for an angle point.
- (5) N 24°08'23" E 183.37 feet to an iron pin set for an angle point.
- (6) N 20°16'17" W 386.52 feet to an iron pin set for an angle point.

142

EXHIBIT "A"

THENCE N 01°24'47" W 355.71 feet to an iron pin set for the Northwest corner of this tract.

THENCE N 88°35'13" E 101.66 feet to an iron pin set on the East line of the said 320 acre tract and the West line of the said 344 acre tract for an angle point of this tract.

THENCE S 87°04'20" E 154.38 feet to an iron pin set for an angle point of this tract.

THENCE N 34°22'01" E 2411.06 feet to a point in the approximate centerline of South Brushy Creek for an angle point of this tract.

THENCE down the approximate centerline of the said Creek for the following nine (9) courses:

- (1) N 40°20'05" E 107.41 feet to an angle point.
- (2) N 57°59'02" E 270.37 feet to an angle point.
- (3) N 73°16'25" E 155.30 feet to an angle point.
- (4) N 68°49'03" E 175.46 feet to an angle point.
- (5) N 61°51'38" E 155.97 feet to an angle point.
- (6) N 68°14'10" E 282.23 feet to an angle point.
- (7) N 56°51'25" E 793.41 feet to an angle point.
- (8) N 47°40'12" E 145.53 feet to an angle point.
- (9) N 59°19'11" E 114.08 feet to a P-K nail found in the Northeast corner of the said 344 acre tract and the Northwest corner of the above mentioned 215.608 acre tract for the Northeast corner of this tract.

THENCE S 19°14'57" E 4244.41 feet to the POINT OF BEGINNING containing 372.685 acres of land, more or less.

I, Claude F. Hinkle, Jr., a Registered Professional Land Surveyor, do hereby certify that these field notes were prepared from an on-the-ground survey made under my supervision during December of 1997 and are correct to the best of my knowledge and belief.




Claude F. Hinkle, Jr.
R.P.L.S. No. 4629

Date 6-01-98 836.DOC

AFFIDAVIT

The undersigned, Charles Needham Avery, III, Trustee of the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased hereby swears and affirms as follows:

1. I am the Trustee of the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased (the "Avery Trust"). The Avery Trust and Avery Ranch Company, Ltd. are the owners of the following real property:

Approximately 372.685 acres of land, more or less, in Williamson County, Texas, and being more particularly described by metes and bounds in Exhibit "A" attached to and incorporated in this Affidavit by reference.


2. The fee simple title to all of the property described in the attached Exhibit "A" is held by the Avery Trust and the Avery Ranch Company, Ltd.

3. Charles Needham Avery, III, as trustee and on behalf of the Avery Trust, hereby consents to the creation of Williamson County Development District No. 2 (Avery Ranch Development), and the inclusion of said property in the District.

FURTHER AFFIANT SAITH NOT.

EXECUTED this 16TH day of July, 1999.

AFFIANT:


Charles Needham Avery, III, Trustee of the
Exemption Equivalent Trust created under the will of
Charles Needham Avery, Jr., Deceased

SUBSCRIBED TO AND SWORN before me, the undersigned authority, this 16TH day of July, 1999, by Charles Needham Avery, III, Trustee of the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased.



Linda D. Harrison
Notary Public - State of Texas

STATE OF TEXAS

§
§
§COUNTY OF HARRIS

This instrument was acknowledged before me this 16TH day of July, 1999, by Charles Needham Avery, III, Trustee of the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased.



Linda D. Harrison
Notary Public - State of Texas
Name: LINDA D. HARRISON
My Commission Expires: 6-28-2003

AUSTIN SURVEYORS

P.O. BOX 188243
AUSTIN, TEXAS 78718

2105 JUSTIN LANE #103
(512) 454-6685

EXHIBIT "A"

VOL 0105
PAGE 278

FIELD NOTES FOR 372.685 ACRES

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EXHIBIT "A"

EXHIBIT "A"

VOL 0105 PAGE 279

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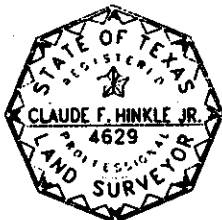
THENCE N 34°22'01" E 2411.06 feet to a point in the approximate centerline of South Brushy Creek for an angle point of this tract.

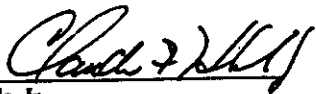
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- (2) N 57°59'02" E 270.37 feet to an angle point.
- (3) N 73°16'25" E 155.30 feet to an angle point.
- (4) N 68°49'03" E 175.46 feet to an angle point.
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- (9) N 59°19'11" E 114.08 feet to a P-K nail found in the Northeast corner of the said 344 acre tract and the Northwest corner of the above mentioned 215.608 acre tract for the Northeast corner of this tract.

THENCE S 19°14'57" E 4244.41 feet to the POINT OF BEGINNING containing 372.685 acres of land, more or less.

I, Claude F. Hinkle, Jr., a Registered Professional Land Surveyor, do hereby certify that these field notes were prepared from an on-the-ground survey made under my supervision during December of 1997 and are correct to the best of my knowledge and belief.




Claude F. Hinkle, Jr.
R.P.L.S. No. 4629

Date 6-01-98
836.DOC

147

EXHIBIT "A"

PETITION REQUESTING THE CREATION
OF WILLIAMSON COUNTY DEVELOPMENT DISTRICT NO. 2

THE STATE OF TEXAS :

THE COUNTY OF WILLIAMSON :

TO THE HONORABLE COMMISSIONERS COURT
OF WILLIAMSON COUNTY, TEXAS:

The undersigned ("Petitioners"), who intend to further the development of the land hereinafter described by metes and bounds, acting pursuant to the provisions of Chapter 383, Local Government Code, V.A.T.S., as amended, hereby respectfully petitions the Commissioners Court of Williamson County, Texas, requesting the creation of a County Development District ("District") and would show the following:

ARTICLE I

The name of the proposed District shall be WILLIAMSON COUNTY DEVELOPMENT DISTRICT NO. 2 - AVERY RANCH DEVELOPMENT.

ARTICLE II

The District shall be created and organized under the terms and provisions of Article XVI, Section 59, Article III, Section 52, and Article III, Section 52.a. of the Constitution of the State of Texas, and Chapter 383, Local Government Code, V.A.T.S., as amended.

ARTICLE III

The District shall contain an area of approximately 1700 acres, more or less, situated in Williamson County, Texas. All of the land proposed to be included may be properly included within the District. The boundaries of the proposed District are described by metes and bounds in Exhibit "A", attached hereto and incorporated herein.

ARTICLE IV

Attached to this petition are the sworn statements of the holders of fee simple title to all of the land to be included within the proposed District stating the owner's consent to the creation of the District as set forth in this petition.

RECORDERS MEMORANDUM

All or parts of the text on this page was not
clearly legible for satisfactory recordation.

ARTICLE V

The general nature of the work proposed to be done is the construction of permanent improvements within the District, including, but not limited to, arterial roadways, sidewalks and related drainage, and a hike and bike trail and other such recreational facilities. The estimated cost of said improvements is \$17,000,000.

ARTICLE VI

The proposed district is feasible and necessary to construct the above-described improvements in an expedited fashion and to provide recreational facilities for residents of Williamson County. The proposed District will serve the public purpose of attracting visitors and tourists to Williamson County, Texas and diversifying the economy of the state.

ARTICLE VII

The following persons are at least twenty-one (21) years of age, residents of the State of Texas, qualified voters within Williamson County, Texas, willing and qualified to serve as temporary directors of the District:

Robert Azis
Tim Harris
Randall Jones
Richard Marek
Jim Shield

WHEREFORE, Petitioner prays that this petition be heard and that the Commissioners Court of Williamson County, Texas publish notice and conduct a hearing, make the findings, and enter an order creating Williamson County Development District No. 2 in the manner specified in Chapter 383, Local Government Code, V.A.T.S., as amended.

RESPECTFULLY SUBMITTED this _____ day of _____, 1999.

RECORDERS MEMORANDUM
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clearly legible for satisfactory recordation.

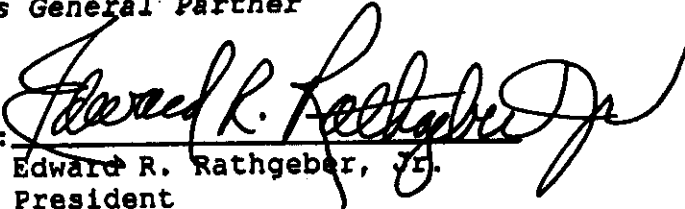
149

Pebble Creek Joint Venture
(a Texas joint venture partnership)

By: Rathgeber Investment Company, Ltd.
(a Texas limited partnership)
Managing Partner

By: Rathgeber Investment GP, Inc.
(a Texas corporation)
Its General Partner

By:


Edward R. Rathgeber, Jr.
President

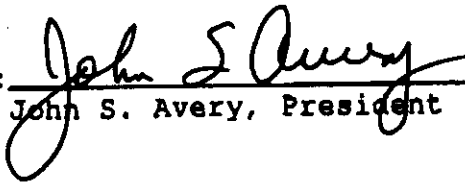
VERY FAMILY:

Charles Needham Avery, III, Trustee of the
Exemption Equivalent Trust created under
the Will of Charles Needham Avery, Jr.,
Deceased

Avery Ranch Company, Ltd.
(a Texas limited partnership)

By: CJAC, Inc.
(a Texas corporation)
Its General Partner

By:


John S. Avery, President

Pebble Creek Joint Venture
(a Texas joint venture partnership)

By: Rathgeber Investment Company, Ltd.
(a Texas limited partnership)
Managing Partner

By: Rathgeber Investment GP, Inc.
(a Texas corporation)
Its General Partner

By: _____
Edward R. Rathgeber, Jr.
President

EVERY FAMILY:

Charles N. Avery III, Trustee
Charles Needham Avery, III, Trustee of the
Exemption Equivalent Trust created under
the Will of Charles Needham Avery, Jr.,
Deceased

Avery Ranch Company, Ltd.
(a Texas limited partnership)

By: CJAC, Inc.
(a Texas corporation)
Its General Partner

By: _____
John S. Avery, President

STATE OF TEXAS

COUNTY OF TRAVIS§
§
§

This instrument was acknowledged before me this 19th day of July, 1999, by Edward R. Rathgeber, Jr., President of Rathgeber Investment GP, Inc., a Texas corporation, General Partner of Rathgeber Investment Company, Ltd., a Texas limited partnership, the Managing Partner of Pebble Creek Joint Venture, a Texas joint venture, on behalf of said corporation, partnership, and joint venture.



TIMOTHY C. TAYLOR, SR.
MY COMMISSION EXPIRES
November 21, 2001

Timothy C Taylor, Sr.
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF _____

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§
§

This instrument was acknowledged before me this ____ day of July, 1999, by Charles Needham Avery, III, Trustee for the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased.

Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF TRAVIS§
§
§

This instrument was acknowledged before me this 16 day of July, 1999, by John S. Avery, President of CJAC, Inc., a Texas corporation, general partner of Avery Ranch Company, Ltd., a Texas limited partnership, on behalf of said corporation and said partnership.



RALPH E. REED
MY COMMISSION EXPIRES
July 18, 2000

Ralph E Reed
Notary Public, State of Texas

STATE OF TEXAS

§
§
§

COUNTY OF _____

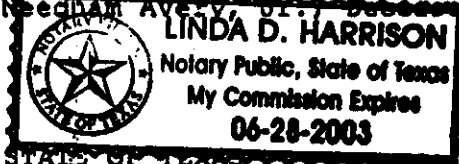
This instrument was acknowledged before me this ____ day of July, 1999, by Edward R. Rathgeber, Jr., President of Rathgeber Investment GP, Inc., a Texas corporation, General Partner of Rathgeber Investment Company, Ltd., a Texas limited partnership, the Managing Partner of Pebble Creek Joint Venture, a Texas joint venture, on behalf of said corporation, partnership, and joint venture.

Notary Public, State of Texas

STATE OF TEXAS

§
§
§COUNTY OF HARRIS

This instrument was acknowledged before me this 16TH day of July, 1999, by Charles Needham Avery, III, Trustee for the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., deceased.



Linda D. Harrison
Notary Public, State of Texas

STATE OF TEXAS

§
§
§

COUNTY OF _____

This instrument was acknowledged before me this ____ day of July, 1999, by John S. Avery, President of CJAC, Inc., a Texas corporation, general partner of Avery Ranch Company, Ltd., a Texas limited partnership, on behalf of said corporation and said partnership.

Notary Public, State of Texas

EXHIBIT "A"

**To Petition for Requesting the Creation of
Williamson County Development District No. 2
Avery Ranch Development**

1,502.425 acres of land, more or less, in Williamson County, Texas, owned by Pebble Creek Joint Venture, and being more particularly described on Exhibit One attached hereto and made a part hereof, and all accompanying exhibits thereto.

and

372.685 acres of land, more or less, in Williamson County, Texas, owned by Avery Ranch Company, Ltd. and Charles Needham Avery, III, Trustee of the Exemption Equivalent Trust created under the will of Charles Needham Avery, Jr., Deceased, and being more particularly described on Exhibit Two attached hereto and made a part hereof, and all accompanying exhibits thereto.

EXHIBIT ONE**Avery Ranch Land owned by Pebble Creek Joint Venture****TRACT A**

Approximately 1,501.181 acres of land, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, the JOHN H. DILLARD SURVEY, ABSTRACT NO. 179, and the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, in Williamson County, Texas, being out of and a part of property commonly known as the "Avery Ranch", as more particularly described on Exhibit "A-1" attached to and incorporated herein by reference; **SAVE AND EXCEPT** a 0.3839 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, conveyed to Wilson Land and Cattle Company by deed dated February 9, 1999, and more particularly described by metes and bounds in Exhibit "A-2" attached hereto and made a part hereof; and **FURTHER SAVE AND EXCEPT** that certain 2.2644 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, deeded to Williamson County by Deed dated December 15, 1998, and recorded in the real property records of Williamson County, Texas and more particularly described by metes and bounds in Exhibit "A-3" attached hereto and made a part hereof; and **FURTHER SAVE AND EXCEPT** that certain 15.0 acre tract of land, more or less, in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, being more particularly described by metes and bounds in Exhibit "A-4" attached hereto and made a part hereof.

TRACT B

That certain tract or parcel of land being 1.244 acres of land, more or less, out of the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, in Williamson County, Texas, and being more particularly described by metes and bounds in Exhibit "A-5" attached hereto and made a part hereof.

EXHIBIT "A-1"**Avery Ranch Land owned by Pebble Creek Joint Venture****TRACT I**

Being all of that certain tract or parcel of land containing 1,304.520 acres, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, the JOHN H. DILLARD SURVEY, ABSTRACT NO. 179, and the RACHAEL SAUL SURVEY, ABSTRACT NO. 551, Williamson County, Texas, and said tract being more particularly described by metes and bounds, shown on Exhibit "B" attached hereto and made a part hereof, **SAVE AND AS EXCEPT THEREFROM** all of that certain tract or parcel of land containing 16.800 acres, more or less, conveyed to the State of Texas by instrument recorded in Volume 1796, Page 508 of the Official Records of Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "C" attached hereto and made a part hereof, and **FURTHER SAVE AND AS EXCEPT THEREFROM** all of that certain tract or parcel of land containing 5.00 acres, more or less, conveyed to John E. Henry, et ux, Linda Henry, by instrument recorded in Volume 1980, Page 977, of the Official Records of Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "D" attached hereto and made a part hereof, and **SAVE AND EXCEPT THEREFROM** all of that certain 372.685 acre tract of land described by metes and bounds shown on Exhibit "E" attached to and made a part of the instrument to which this exhibit is attached, reference to which is hereby made for all purposes.

TRACT II:

Being all of that certain tract or parcel of land containing 591.146 acres, more or less, situated in the SAMUEL DAMON SURVEY, ABSTRACT NO. 170, Williamson County, Texas, said tract being more particularly described by metes and bounds shown on Exhibit "F" attached hereto and made a part hereof.

FIELD NOTES FOR 1304.520 ACRES

Field notes describing a 1304.520 acre tract in the J.M. Dillard Survey, Abstract No. 179, and the Rachel Saul Survey, Abstract No. 551, in Williamson County, Texas being all of a 344 acre tract of land conveyed to C.N. Avery et al by deed recorded in Volume 362 Page 447 of the Deed Records of Williamson County, Texas, all of a 531 acre tract conveyed to C.N. Avery Jr. et al by deed recorded in Volume 340 Page 440 of the said Deed Records, all of a 200 acre tract of land conveyed to C.N. Avery Jr. et al by deed recorded in Volume 344 Page 515 of the said Deed Records, all of a tract of land called 15 acres in a quitclaim deed to C.N. Avery Jr. et al recorded in Volume 500 Page 670 of the said Deed Records, all of a 9.06 acre tract, designated as the Third Tract, a part of a 116 acre tract of land, designated as Tract 2 in the Second Tract, a part of a 244 acre tract, designated as Tract 1 in the Second Tract, and a part of a 100 acre tract, designated as Tract 3 in the Second Tract, in a deed to C.N. Avery, Jr. et al recorded in Volume 305 Page 228 of the Deed Records of Williamson County, Texas and being more particularly described as follows:

BEGINNING at a 30° live oak tree found in the occupied Southwest corner of the J.M. Dillard Survey and the occupied Southeast corner of the S. Damon Survey, Abstract No. 170, for the Southeast corner of the above said 200 acre tract, from which tree an old rock mound found bears S 71° 35' 26" W 51.76 feet.

THENCE S 70° 41' 17" W 341.28 feet to a 60d nail found in a 11' elm tree for an angle point.

THENCE S 70° 30' 44" W 284.71 feet to a 60d nail found in a 13' live oak tree for an angle point.

THENCE S 71° 52' 58" W 247.20 feet to a 60d nail found in a 12' cedar tree for an angle point.

THENCE S 70° 27' 36" W 389.60 feet to a 60d nail found in an 8' elm tree for an angle point.

THENCE S 69° 29' 37" W 144.61 feet to a 60d nail found in a 13' cedar tree for an angle point.

THENCE S 68° 44' 26" W 81.38 feet to a 60d nail found in a 9' elm tree for an angle point.

THENCE S 69° 07' 04" W 220.43 feet to an iron pin found for an angle point.

THENCE S 70° 32' 38" W 1930.89 feet to an iron pin set at a fence corner post found for an angle point.

THENCE S 70° 14' 25" W 1175.70 feet to an iron pin set in the intersection of the occupied South line of the said Damon Survey and the East right-of-way line of the Southern Pacific Railroad Co. for the Southwest corner of this tract.

THENCE N 00° 31' 58" W with the East right-of-way line of the said Railroad 1880.03 feet to an iron pin set in the PC of a curve to the right said curve having a radius of 2815.32 feet and a central angle of 35° 01' 10".

THENCE with the arc of the said curve 1720.73 feet the long chord of which bears N 14° 58' 37" E 1694.07 feet to an iron pin set for the PT of the said curve.

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EXHIBIT "B"

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THENCE N 34° 29' 12" E 481.37 feet to an iron pin set in the PC of a curve to the left said curve having a radius of 1577.89 feet and a central angle of 27° 46' 00".

THENCE with the arc of the said curve 764.68 feet the long chord of which bears N 20° 36' 12" E 757.22 feet to an iron pin set for the PT of the said curve and the PC of a curve to the left said curve having a radius of 766.20 feet and a central angle of 48° 01' 00".

THENCE with the arc of the said curve 642.11 feet the long chord of which bears N 17° 17' 18" W 623.49 feet to an iron pin set for the PT of the said curve and the PC of a curve to the left said curve having a radius of 789.30 feet and a central angle of 16° 08' 10".

THENCE with the arc of the said curve 222.29 feet the sub-chord of which bears N 49° 21' 53" W 221.56 feet to an iron pin set in the West corner of the above mentioned 9.06 acre tract for the Northwest corner of this tract.

THENCE N 33° 43' 21" E 385.24 feet to an iron pin found for an angle point of this tract.

THENCE N 70° 53' 14" E 175.40 feet to an iron pin found on the South line of County Road #174 for an angle point.

THENCE with the South line of County Road #174 for the following six (6) courses:

- (1) S 85° 00' 15" E 233.48 feet to an iron pin set.
- (2) S 80° 05' 03" E 162.04 feet to an iron pin set.
- (3) S 50° 12' 48" E 464.35 feet to an iron pin set.
- (4) S 76° 21' 34" E 463.84 feet to an iron pin set.
- (5) N 77° 15' 21" E 371.18 feet to an iron pin set.
- (6) N 83° 19' 00" E 577.65 feet to an iron pin set at a fence corner post found in the intersection of the occupied South line of the said County Road #174 and the occupied East line of the above mentioned 100 acre tract for an angle point of this tract.

THENCE with the occupied East line of the said Damon Survey and the occupied West line of the said Dillard Survey, said line being the occupied East line of the said 100 acre tract and the occupied East line of the said 15 acre tract, for the following three (3) courses:

- (1) S 19° 59' 52" E 1082.71 feet to an iron pin set.
- (2) S 15° 08' 17" E 178.03 feet to an iron pin set.
- (3) S 20° 39' 28" E 900.38 feet to an iron pin set at a fence corner post found in the occupied Southeast corner of the said 15 acre tract and the occupied Northwest corner of the above mentioned 531 acre tract for an angle point of this tract.

THENCE N 58° 12' 16" E 1050.19 feet to an iron pin set at a fence post found for an angle point.

THENCE N 12° 37' 14" W 555.07 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of a tract of land conveyed to Will Wilson by deed recorded in Volume 406 Page 507 of the said Deed Records.

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EXHIBIT "B"

RECORDERS MEMORANDUM
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clearly legible for satisfactory recordation.

EXHIBIT "B"

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THENCE with the South line of the said Will Wilson tract for the following ten (10) courses:

- (1) N 88° 35' 14" E 358.33 feet to an iron pin set.
- (2) N 61° 05' 13" E 486.11 feet to an iron pin set.
- (3) N 65° 50' 13" E 680.55 feet to an iron pin set.
- (4) N 49° 45' 13" E 1150.00 feet to an iron pin set.
- (5) S 86° 54' 47" E 186.11 feet to an iron pin set.
- (6) N 69° 05' 13" E 404.17 feet to an iron pin set.
- (7) N 89° 35' 13" E 347.22 feet to an iron pin set.
- (8) S 16° 54' 47" E 195.83 feet to an iron pin set.
- (9) N 79° 05' 13" E 416.67 feet to an iron pin set.
- (10) N 88° 35' 13" E 355.33 feet to an iron pin set in the intersection of the occupied West line of the above said 344 acre tract and the approximate centerline of South Brushy Creek for the Northeast corner of the said 531 acre tract.

THENCE N 19° 12' 18" W 1378.13 to an iron pin set in the intersection of the occupied West line of the said 344 acre tract and the occupied South line of County Road #174.

THENCE with the South line of County Road #174, as fenced and occupied, for the following four (4) courses:

- (1) N 83° 02' 43" E 821.80 feet to an iron pin set.
- (2) N 74° 41' 45" E 152.48 feet to an iron pin set.
- (3) N 63° 12' 16" E 294.17 feet to an iron pin set.
- (4) N 55° 36' 32" E 837.77 feet to an iron pin found for an angle point.

THENCE S 38° 40' 29" E 82.88 feet to an iron pin found on the approximate centerline of South Brushy Creek for an angle point of this tract.

THENCE down the approximate centerline of South Brushy Creek for the following nine (9) courses:

- (1) N 40° 20' 05" E 107.41 feet to an iron pin found.
- (2) N 57° 59' 02" E 270.37 feet to an iron pin found.
- (3) N 73° 16' 25" E 155.30 feet to an iron pin found.
- (4) N 68° 49' 03" E 175.46 feet to an iron pin found.
- (5) N 61° 51' 38" E 155.97 feet to an iron pin found.
- (6) N 68° 14' 10" E 282.23 feet to an iron pin found.
- (7) N 56° 51' 25" E 793.41 feet to an iron pin found.
- (8) N 47° 40' 12" E 145.53 feet to an iron pin found.
- (9) N 59° 19' 11" E 114.08 feet to an iron pin found in the Northeast corner of the said 344 acre tract for the Northeast corner of this tract.

THENCE S 19° 14' 57" E 4244.41 feet to an iron pin found at a fence corner post, on the occupied South line of the said Dillard Survey, for the occupied Southeast corner of the said 344 acre tract and the Southeast corner of this tract.

THENCE S 69° 33' 04" W with the occupied South line of the said Dillard Survey and the occupied South line of the said 344 acre tract 773.74 feet to an iron pin found in the Northwest corner of Block C of the Meadows of Brushy Creek, a subdivision recorded in Cabinet F Slides 210 through 218 of the Plat Records of Williamson County, Texas.

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RECORDERS MEMORANDUM
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clearly legible for satisfactory recordation.

EXHIBIT "B"

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THENCE S 70° 00' 00" W with the occupied South line of the said Dillard Survey 3477.17 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 344 acre tract and an exterior corner of the said 531 acre tract.

THENCE S 69° 07' 27" W 715.03 feet to an iron pin set at a fence post found for an angle point.

THENCE S 69° 13' 27" W 442.04 feet to an iron pin set at a fence corner post found in an interior corner of the said 531 acre tract for an angle point of this tract.

THENCE S 19° 19' 21" E 3188.69 feet to an iron pin set at a fence post found in the occupied Southeast corner of the said 531 acre tract.

THENCE S 70° 35' 04" W with the occupied South line of the said 531 acre tract 341.39 feet to an iron pin found at a fence corner post for an angle point.

THENCE S 70° 47' 06" W 708.01 feet to an iron pin found at a fence corner post for an angle point.

THENCE S 70° 41' 07" W 2066.35 feet to an iron pin found at a fence corner post in the occupied Southwest corner of the said 531 acre tract for a reentrant corner of this tract.

THENCE N 18° 17' 21" W with the occupied West line of the said 531 acre tract 459.42 feet to an iron pin found for an angle point.

THENCE N 18° 04' 08" W 1415.41 feet to an iron pin found for an angle point of this tract.

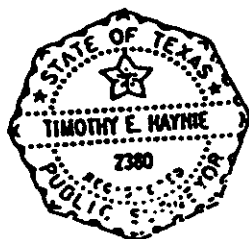
THENCE N 18° 12' 58" W 883.96 to an iron pin found for an angle point.

THENCE N 18° 07' 43" W 415.50 feet to an iron axle found on the occupied South line of the said Dillard Survey for an interior corner of the said 531 acre tract and an angle point of this tract.

THENCE S 70° 46' 13" W 1067.85 feet to the POINT OF BEGINNING containing 1304.520 acres of land more or less.

I, Timothy E. Haynie, A REGISTERED PUBLIC SURVEYOR, do hereby certify that these field notes accurately represent the results of an on-the-ground survey made under my direction and supervision on the 9th day of October, 1985. All corners located are as shown. The property described herein is correct and has no visible discrepancies, protrusions, encroachments, easements, conflicts in boundary, overlapping of improvements, roads in place, nor shortages in area except as shown. This tract has access to and from a dedicated roadway.

HAYNIE KALLHAN AND GRAY, INC.



Timothy E. Haynie
Timothy E. Haynie,
Registered Public Surveyor No. 2380

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11-25-85

File
Job No. 417-521

EXHIBIT "B"

RECORDERS MEMORANDUM
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clearly legible for satisfactory recordation.

EXHIBIT "C"

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FIELD NOTES FOR 16.800 ACRES

FIELD NOTES describing a 16.800 acre tract or parcel of land, in the Samuel Daymon Survey, Abstract No. 170, situated in Williamson County, Texas, being a portion of those certain lands known as the Alda Avery Estate, as described in a deed recorded in Volume 305, Page 228 of the Deed Records of Williamson County, Texas, and being more particularly described by metes and bounds as follows:

BEGINNING at a point on the south line of said Avery Estate, being on the north line of the remainder of those certain lands conveyed to Nash Phillips/Copus, Inc., by deed recorded in Volume 917, Page 401 of said Deed Records, from which the northwest corner of said Nash Phillips/Copus, Inc. tract bears $S71^{\circ}08'57''W$, 33.72 feet; $S70^{\circ}27'16''W$, 389.60 feet; $S69^{\circ}13'20''W$, 225.99 feet and $S69^{\circ}07'04''W$, 220.43 feet, for southwest corner and POINT OF BEGINNING of the hereinafter described tract;

THENCE along the west line hereof, the following three (3) courses:
1.) $N23^{\circ}06'18''W$, 893.16 feet to the PC of a curve to the right having a radius of 3919.72 feet and a central angle of $40^{\circ}15'37''$;
2.) along the arc of said curve 2754.29 feet, the long chord of which bears $N02^{\circ}53'30''W$, 2697.38 feet to the PT of said curve;
3.) $N17^{\circ}09'19''E$, 206.03 feet to a point on the west line of the remainder of that certain tract of land conveyed to Will Wilson by deed recorded in Volume 406, Page 507 of said Deed Records, for the most northerly corner hereof;

THENCE along the division line between said Avery Estate and said Wilson tract, for an east line hereof, the following five (5) courses:

- 1.) $S19^{\circ}54'09''E$, 5.00 feet to an angle point hereof;
- 2.) $S18^{\circ}13'09''E$, 46.58 feet to an angle point hereof;
- 3.) $S25^{\circ}40'39''E$, 18.03 feet to an angle point hereof;
- 4.) $S26^{\circ}02'26''E$, 91.83 feet to an angle point hereof;
- 5.) $S20^{\circ}02'06''E$, 169.89 feet to the PC of a curve to the left having a radius of 3719.72 feet and a central angle of $39^{\circ}22'20''$;

THENCE departing said division line, for an east line hereof, the following two (2) courses:

- 1.) along the arc of said curve 2556.10 feet, the sub-chord of which bears $S03^{\circ}25'08''E$, 2506.10 feet to the PT of said curve;
- 2.) $S23^{\circ}06'18''E$, 908.04 feet to a point on the south line of said Avery Estate, for the southeast corner hereof;

THENCE along the south line of said Avery Estate, being the north line of said Nash Phillips/Copus, Inc. tract, for the south line hereof, $S71^{\circ}08'57''W$, 200.55 feet to the POINT OF BEGINNING of the herein described tract, containing 16.800 acres of land.

EXHIBIT "D"

5.00 ACRES

ALL THAT CERTAIN tract or parcel of land lying and being situated in Williamson County, Texas, a part of the John H. Dillard Survey, A-179, and being a part of a tract described as 531 acres in a deed to C. N. Avery, Jr. of record in Volume 340, Page 440 of the Deed Records of Williamson County, Texas, and being more fully described by metes and bounds as follows:

BEGINNING at a concrete nail set in a rock on the high bank of Brushy Creek for the Northeast corner of the herein described tract from which the Northeast corner of the said 531 acre tract bears North 79° 30' East 712.67 feet;

THENCE South 12° 04' West 640.94 feet to a ½ inch steel pin set for the Southeast corner of the herein described tract;

THENCE North 65° 48' West 511.49 feet to a ½ inch steel pin set on a ridge for the Southwest corner hereof;

THENCE along the said ridge North 49° 36' East 117.11 feet to a ½ inch steel pin set for an angle point; North 38° 22' East 107.65 feet to a ½ inch steel pin set for an angle point; North 13° 43' East 105.67 feet to a ½ inch steel pin set for an angle point; and North 01° 20' East 132.80 feet to a concrete nail set in a rock on the high bank of Brushy Creek for the Northwest corner hereof;

THENCE along the high bank of Brushy Creek South 86° 55' East 184.20 feet to a ½ inch steel pin set for an angle point and North 82° 20' East 234.54 feet to the POINT OF BEGINNING and containing 5.00 acres.

Access to the above described 5.00 acre tract is obtained by an easement thirty feet in width described as follows:

BEGINNING at a concrete nail set in a rock on the high bank of Brushy Creek for the Northwest corner of the said 5.00 acre tract and the Northeast corner of the herein described easement;

THENCE with the West line of the said 5.00 acre tract South 01° 20' West 30.26 feet to a point for the Southeast corner hereof;

THENCE South 83° 45' West 328.01 feet to an angle point on the dam of a Brushy Creek W. C. I. D. reservoir for an angle point and South 85° 10' West 558.33 feet to a point in the North or Northwest line of the said 531 acre tract for the Southwest corner hereof;

THENCE with the said property line North 49° 45' East 51.77 feet to a point for the Northwest corner hereof;

THENCE along the aforesaid dam North 85° 10' East 515.77 feet to an angle point;

THENCE North 83° 45' East 331.63 feet to the POINT OF BEGINNING.

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EXHIBIT "D"

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AUSTIN SURVEYORS

P.O. BOX 188243
AUSTIN, TEXAS 78718

2105 JUSTIN LANE #103
(512) 454-6085

EXHIBIT "E"

FIELD NOTES FOR 372.685 ACRES

All that certain tract or parcel of land situated in the J.H. Dillard Survey, A-179, in Williamson County, Texas and being a part of a 344 acre tract of land conveyed to Chas. N. Avery, Jr., et al by deed recorded in Volume 362, Page 477 of the Deed Records of Williamson County, Texas and being also a part of a 531 acre tract of land conveyed to C.N. Avery, Jr., et al by deed recorded in Volume 640, Page 440 of the said Deed Records and being more particularly described by metes and bounds as follows:

BEGINNING at an iron pin found on the North line of Block C of The Meadows of Brushy Creek as recorded in Cabinet F, Slide 210 of the Plat Records of Williamson County, Texas, in the Southwest corner of a 215.608 acre tract of land conveyed to Scott Felder Ltd. Partnership, Inc by deed recorded in Volume 2361, Page 430 of the said Deed Records, for the Southeast corner of the above mentioned 344 acre tract and the Southeast corner of this tract.

THENCE S 69°33'04" W 773.74 feet to an iron pin found in the Northwest corner of the said Block C and the Northeast corner of a 390.22 acre tract of land conveyed to Claretta England et al by deed recorded in Volume 637, Page 535 of the said Deed Records for an angle point of this tract..

THENCE S 70°00'00" W with the North line of the said 390.22 acre tract 3477.17 feet to a 60d nail set in a fence corner post found in the occupied Southwest corner of the said 344 acre tract and the Southeast corner of the above mentioned 320 acre tract for an angle point of this tract.

THENCE S 69°07'27" W with the South line of the said 320 acre tract and the North line of the said 390.22 acre tract of land 715.03 feet to an iron pin set at a fence post for the Southwest corner of this tract.

THENCE N 14°45'21" W 179.49 feet to an iron pin set on the approximate centerline of a draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following four (4) courses:

- (1) N 08°10'24" W 282.31 feet to an iron pin set for an angle point.
- (2) N 03°15'27" E 200.51 feet to an iron pin set for an angle point.
- (3) N 20°42'12" W 82.19 feet to a hilti nail set for an angle point.
- (4) N 00°29'49" E 76.77 feet to a P-K nail set for an angle point.

THENCE N 63°25'11" W 222.44 feet to an iron pin set for an angle point of this tract.

THENCE N 11°53'41" W 109.84 feet to an iron pin set for an angle point of this tract.

THENCE N 68°41'52" E 230.20 feet to a hilti nail set on the approximate centerline of the above mentioned draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following six (6) courses:

- (1) N 02°22'46" W 132.28 feet to an iron pin set for an angle point.
- (2) N 08°55'39" E 98.85 feet to an iron pin set for an angle point.
- (3) N 12°06'30" W 161.10 feet to a cotton spindle set for an angle point.
- (4) N 07°28'43" W 267.11 feet to an iron pin set for an angle point.
- (5) N 24°08'23" E 183.37 feet to an iron pin set for an angle point.
- (6) N 20°16'17" W 386.52 feet to an iron pin set for an angle point.

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EXHIBIT "E"

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THENCE N 01°24'47" W 355.71 feet to an iron pin set for the Northwest corner of this tract.

THENCE N 88°35'13" E 101.66 feet to an iron pin set on the East line of the said 320 acre tract and the West line of the said 344 acre tract for an angle point of this tract.

THENCE S 87°04'20" E 154.38 feet to an iron pin set for an angle point of this tract.

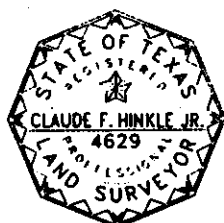
THENCE N 34°22'01" E 2411.06 feet to a point in the approximate centerline of South Brushy Creek for an angle point of this tract.

THENCE down the approximate centerline of the said Creek for the following nine (9) courses:

- (1) N 40°20'05" E 107.41 feet to an angle point.
- (2) N 57°59'02" E 270.37 feet to an angle point.
- (3) N 73°16'25" E 155.30 feet to an angle point.
- (4) N 68°49'03" E 175.46 feet to an angle point.
- (5) N 61°51'38" E 155.97 feet to an angle point.
- (6) N 68°14'10" E 282.23 feet to an angle point.
- (7) N 56°51'25" E 793.41 feet to an angle point.
- (8) N 47°40'12" E 145.53 feet to an angle point.
- (9) N 59°19'11" E 114.08 feet to a P-K nail found in the Northeast corner of the said 344 acre tract and the Northwest corner of the above mentioned 215.608 acre tract for the Northeast corner of this tract.

THENCE S 19°14'57" E 4244.41 feet to the POINT OF BEGINNING containing 372.685 acres of land, more or less.

I, Claude F. Hinkle, Jr., a Registered Professional Land Surveyor, do hereby certify that these field notes were prepared from an on-the-ground survey made under my supervision during December of 1997 and are correct to the best of my knowledge and belief.




Claude F. Hinkle, Jr.
R.P.L.S. No. 4629

Date 6-01-98
836.DOC

EXHIBIT "F"

PAGE 1 OF 3

FIELD NOTES FOR 591.146 ACRES

Field notes describing a 591.146 acre tract in the Samuel Damon Survey, Abstract No. Abstract No. 170, being all of a 75 acre tract of land, designated as Tract 1 in the First Tract, all of a 5 acre tract, designated as Tract 2 in the First Tract, all of a 150 acre tract, designated as Tract 3 in the First Tract, a part of a 116 acre tract of land, designated as Tract 2 in the Second Tract, and a part of a 244 acre tract, designated as Tract 1 in the Second Tract, in a deed to C.N. Avery, Jr. et al recorded in Volume 305 Page 228 of the Deed Records of Williamson County, Texas and being more particularly described as follows:

BEGINNING at an iron pin set in the intersection of the West line of the Southern Pacific Railroad and the occupied South line of the above mentioned Damon Survey for the Southeast corner of this tract.

THENCE S 71° 17' 55" W with the occupied South line of the said Damon Survey 2097.40 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 244 acre tract and the occupied Southeast corner of the said 150 acre tract for an angle point of this tract.

THENCE S 29° 43' 36" W 11.19 feet to an iron pin set at a fence post found for an angle point.

THENCE S 54° 39' 55" W 65.28 feet to an iron pin set at a fence post found for an angle point.

THENCE S 70° 57' 55" W 1298.04 feet to an iron pin set at a fence corner post found for an angle point of this tract.

THENCE S 71° 22' 31" W 939.49 feet to an iron pin set at a fence corner post found in the occupied Southwest corner of the said 150 acre tract for the Southwest corner of this tract.

THENCE N 19° 32' 10" W with the occupied West line of the said 150 acre tract 2496.88 feet to an iron pin set at a fence post found for an angle point.

THENCE N 15° 49' 54" W 317.98 feet to an iron pin set at a fence post found for an angle point.

THENCE N 49° 19' 01" W 94.93 feet to an iron pin set at a fence post found for an angle point.

THENCE N 15° 24' 57" W 181.53 feet to an iron pin set on the approximate centerline of South Brushy Creek for the Northwest corner of the said 150 acre tract and a reentrant corner of this tract.

THENCE N 63° 51' 07" E with the approximate centerline of South Brushy Creek 558.62 feet to an iron pin set for the Southwest corner of the above mentioned 75 acre tract.

THENCE N 20° 04' 33" W with the occupied West line of the said 75 acre tract 146.04 feet to an iron pin found at a fence corner post for an angle point.

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PAGE 2 OF 3

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PAGE 298

THENCE N 20° 04' 33" W with the occupied West line of the said 75 acre tract 385.44 feet to an iron pin found at a 10" pecan tree for an angle point.

THENCE N 19° 55' 08" W with the occupied West line of the said 75 acre tract 796.83 feet to an iron pin found in a 30" hackberry tree for an angle point.

THENCE N 19° 42' 14" W with the occupied West line of the said 75 acre tract and the occupied West line of the above mentioned 5 acre tract 830.87 feet to an iron pin set on the curving South line of the Southern Pacific Railroad for the Northwest corner of the said 5 acre tract and the Northwest corner of this tract.

THENCE with the arc of the curving South line of the said Railroad 994.39 feet said curve having a radius of 1432.63 feet, a central angle of 39° 46' 09" and a sub-chord which bears N 70° 12' 17" E 974.55 feet to an iron pin set for the PT of the said curve.

THENCE N 50° 19' 12" E 874.60 feet to an iron pin set in the PC of a curve to the right said curve having a radius of 1859.86 feet and a central angle of 01° 04' 54".

THENCE with the arc of the said curve 35.11 feet the sub-chord of which bears N 50° 51' 39" E 35.11 feet to an iron pin set in the Northeast corner of the said 75 acre tract for a reentrant corner of this tract.

THENCE with the occupied East line of the said 75 acre tract for the following five (5) courses:

- (1) S 20° 36' 46" E 1469.77 feet to an iron pin set at a fence corner post found for an angle point.
- (2) S 24° 09' 33" E 207.93 feet to an iron pin set for an angle point.
- (3) S 08° 40' 19" W 34.77 feet to an iron pin set for an angle point.
- (4) S 08° 42' 22" E 64.52 feet to an iron pin set for an angle point.
- (5) S 37° 22' 01" E 63.63 feet to an iron pin set on the approximate centerline of South Brushy Creek for the Southeast corner of the said 75 acre tract and the Northwest corner of the above mentioned 116 acre tract.

THENCE down the approximate centerline of South Brushy Creek and the North line of the said 116 acre tract for the following twenty (20) courses:

- (1) N 25° 21' 39" E 1030.02 feet
- (2) N 48° 29' 05" E 250.38 feet
- (3) N 83° 59' 46" E 51.93 feet
- (4) N 55° 45' 41" E 311.12 feet
- (5) N 64° 49' 56" E 158.24 feet
- (6) N 81° 47' 46" E 54.93 feet

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- (7) N 59° 12' 03" E 149.76 feet
- (8) N 51° 14' 42" E 556.45 feet
- (9) N 68° 43' 38" E 468.01 feet
- (10) N 78° 08' 21" E 344.07 feet
- (11) S 76° 35' 07" E 273.98 feet
- (12) S 58° 09' 24" E 117.39 feet
- (13) S 51° 36' 08" E 150.27 feet
- (14) N 79° 39' 17" E 75.56 feet
- (15) S 80° 47' 50" E 130.01 feet
- (16) S 78° 36' 53" E 84.00 feet
- (17) S 55° 24' 20" E 39.87 feet
- (18) S 71° 06' 56" E 380.66 feet
- (19) S 64° 23' 15" E 210.30 feet
- (20) S 73° 47' 07" E 321.51 feet to an iron pin set in the

Intersection of the approximate centerline of South Brushy Creek and the curving West line of the Southern Pacific Railroad for the Northeast corner of this tract.

THENCE with the arc of the curving West line of the said Railroad 432.11 feet said curve having a radius of 1477.89 feet, a central angle of 16° 45' 08" and a sub-chord of which bears S 26° 06' 38" W 430.57 feet to an iron pin set for the PT of the said curve.

THENCE S 34° 29' 12" W 481.37 feet to an iron pin set in the PC of a curve to the left said curve having a radius of 2915.32 feet and a central angle of 35° 01' 10".

THENCE with the arc of the said curve 1781.85 feet the long chord of which bears S 16° 58' 37" W 1754.25 feet to an iron pin set for the PT of the said curve.

THENCE S 00° 31' 58" E 1913.43 feet to the POINT OF BEGINNING containing 591.146 acres of land more or less.

I, Timothy E. Haynie, A REGISTERED PUBLIC SURVEYOR, do hereby certify that these field notes accurately represent the results of an on-the-ground survey made under my direction and supervision on the 9th day of October, 1985. All corners located are as shown. The property described herein is correct and has no visible discrepancies, protrusions, encroachments, easements, conflicts in boundary, overlapping of improvements, roads in place, nor shortages in area except as shown. This tract has access to and from a dedicated roadway.

HAYNIE KALLMAN AND GRAY, INC.



Timothy E. Haynie
Timothy E. Haynie
Registered Public Surveyor No. 2380

11-25-85

Date
Job No. 917-886

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EXHIBIT "F"

EXHIBIT "A-2"

VOL 0105 PAGE 300

STATE OF TEXAS
COUNTY OF WILLIAMSON

FIELDNOTE DESCRIPTION of 0.3839 of an acre of land in the Samuel Damon Survey, Abstract No. 170, Williamson County, Texas and being a part of that 1304.520 acre tract of land (Parcel One-Tract I) conveyed to Pebble Creek Joint Venture and Neal A. Wait by partition deed recorded as Document No. 9843836 in the Official Public Records of Williamson County, Texas; said 0.3839 acre of land is more particularly described by metes and bounds as follows:

COMMENCING at a 1/4" iron rod found on the southerly existing right-of-way line of Brushy Creek Road (C. R. 174) for the northwesterly corner of the aforesaid 1304.520 acre tract and being the northeast corner of that 24.67 acre tract (Tract One) conveyed to Edward H. Ball, Jr., M. L. Summerlin, Ben Ryon, J. E. Spring and William S. McIlvain by trustee's deed recorded in Volume 1680, Page 690 of the Deed Records of Williamson County, Texas;

THENCE, S86°42'52"E, with the common southerly, existing right-of-way line of Brushy Creek Road (C. R. 174) and the northerly line of said 1304.520 acre tract, a distance of 15.29 feet to a 1/4" iron rod set for the POINT OF BEGINNING of the herein described tract;

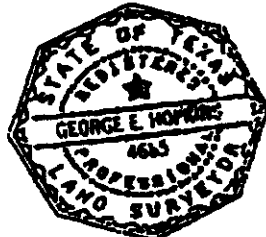
THENCE, continuing with the common southerly, existing right-of-way line of Brushy Creek Road and northerly line of said 1304.520 acre tract, the following three (3) courses;

- 1) S86°42'52"E, a distance of 217.81 feet to a fence post for an angle point;
- 2) S81°50'49"E, a distance of 162.36 feet to a 60d nail found at a fence post for an angle point;
- 3) S51°57'17"E, a distance of 148.43 feet to a 1/4" iron rod set on the proposed northerly right-of-way line of Brushy Creek Road (C.R.-174) and being the easterly corner of the herein described tract;

THENCE, N75°36'50"W, with the proposed northerly right-of-way line of Brushy Creek Road (proposed 90.0 feet wide right-of-way), across said 1304.520 acre tract, a distance of 511.08 feet to the POINT OF BEGINNING, CONTAINING within these metes and bounds 0.3839 of an acre of land area.

I, George E. Hopkins, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 16 day of NOVEMBER, 1998.



George E. Hopkins
GEORGE E. HOPKINS
Registered Professional Land Surveyor
No. 4685 - State of Texas

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EXHIBIT "A-2"

2.2644 Acres
County Road No. 174
Parcel No. 7
Page 1

Samuel Damon Survey Abstract No. 170
97546.11
August 18, 1998

EXHIBIT "A-3"

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PAGE 301

STATE OF TEXAS

§
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§

COUNTY OF WILLIAMSON

FIELDNOTE DESCRIPTION of 2.2644 acres of land in the Samuel Damon Survey, Abstract No. 170, Williamson County, Texas and being a part of that 1304.520 acre tract of land (Parcel One-Tract 1) conveyed to Pebble Creek Joint Venture and Neal A. Wall by partition deed recorded as Document No. 9843836 in the Official Public Records of Williamson County, Texas; said 2.2644 acres of land are more particularly described by meter and bounds, in two parcels, as follows:

Parcel 7-A

BEGINNING at an iron rod found on the southerly right-of-way line of Brushy Creek Road (C. R. 174) for the northwesterly corner of the aforesaid 1304.520 acre tract and being the northeast corner of that 24.67 acre tract (Tract One) conveyed to Edward H. Ball, Jr., M. I. Summerlin, Ben Ryon, J. E. Spring and William S. McIlvain by trustee's deed recorded in Volume 1680, Page 690 of the Deed Records of Williamson County, Texas;

THENCE, S86°42'52"E, with the common southerly right-of-way line of Brushy Creek Road (C. R. 174) and the northerly line of said 1304.520 acre tract, a distance of 15.29 feet to a ½" iron rod set for corner;

THENCE, S75°36'50"E, leaving the common northerly line of said 1304.520 acre tract and fenced, southerly right-of-way line of Brushy Creek Road (C. R. 174), crossing the 1304.520 acre tract, a distance of 511.08 feet to a ½" iron rod set on the common northerly line of said 1304.520 acre tract and southerly fenced right-of-way line of Brushy Creek Road;

THENCE, S51°57'17"E, with the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, a distance of 224.27 feet to a ½" iron rod set for corner;

THENCE, N75°36'50"W leaving the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, crossing the 1304.520 acre tract, a distance of 854.73 feet to a ½" iron rod set on the common westerly line of said 1304.520 acre tract and easterly line of the aforesaid 24.67 acre tract, from which a ½" iron rod found for the southeast corner of the 24.67 acre tract bears S69°08'39"W, 24.78 feet and S31°59'02"W, 392.37 feet;

THENCE, N69°08'39"E, with the common easterly line of said 24.67 acre tract and westerly line of said 1304.520 acre tract, a distance of 150.87 feet to the POINT OF BEGINNING, CONTAINING within these meters and bounds 1.4218 acres of land area.

Parcel 7-B

BEGINNING at a 60d nail found at a fence corner on the southerly fenced right-of-way line of Brushy Creek Road (C. R. No. 174), being the northeast corner of the aforesaid 1304.520 acre tract and also being the northwest corner of the remainder of that 201.5 acre tract conveyed to Will Wilson by deed recorded in Volume 406, Page 504 of the Deed Records of Williamson County, Texas;

THENCE, S22°09'45"E, with the common easterly line of said 1304.520 acre tract and westerly line of the remainder of said 201.5 acre tract, a distance of 29.54 feet to a ½" iron rod set for corner;

THENCE, leaving said common line across the 1304.520 acre tract, the following three (3) courses:

- 1) Southwesterly with a curve to the right (non-tangent to the previous course) having a radius of 1545.00 feet and a central angle of 09°40'23" (chord bears S76°39'17"W, 260.53 feet) for an arc distance of 260.74 feet to a ½" iron rod set for a point of tangency;
- 2) S81°29'28"W, a distance of 376.85 feet to a ½" iron rod set for the point of curvature of a curve to the right.

RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

EXHIBIT "A-3"

2.2644 Acres
County Road No. 174
Parcel No. 7
Page 2

EXHIBIT "A-3" Samuel Denson Survey Abstract No. 170
97546.11
August 18, 1998

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PAGE 302

- 3) Southwesterly with said curve to the right having a radius of 1200.00 feet and a central angle of $11^{\circ}04'28''$ (chord bears $S87^{\circ}01'43''W$, 231.58 feet) for an arc distance of 231.95 feet to a $\frac{1}{2}$ " iron rod set on the common northerly line of said 1304.520 acre tract and southerly right-of-way of Brushy Creek Road.

THENCE, with the common northerly line of said 1304.520 acre tract and southerly right-of-way line of Brushy Creek Road, the following two (2) courses:

- 1) $N75^{\circ}32'24''E$, a distance of 283.88 feet to an angle point;
- 2) $N81^{\circ}36'03''E$, a distance of 577.63 feet to the POINT OF BEGINNING, CONTAINING within these miles and bounds 0.8426 acres of land, for a total land area of 2.2644 acres in Parcel 7A and 7B combined.

That I, George E. Hopkins, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 18 day of AUGUST, 1998.



George E. Hopkins
GEORGE E. HOPKINS
Registered Professional Land Surveyor
No. 4685 - State of Texas

RECORDERS MEMORANDUM
All or parts of the text on this page was not
clearly legible for satisfactory recordation.

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EXHIBIT "A-3"

FIELD NOTES
FOR

EXHIBIT "A-4"

VOL 0105
PAGE 303

15.00 ACRES OF LAND

ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF THE SAMUEL DAMON SURVEY, ABSTRACT NO. 170 IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN TRACT OF LAND CONVEYED TO PEBBLE CREEK JOINT VENTURE BY INSTRUMENTS RECORDED IN DOC. NO. 9828294, DOC. NO. 9843833, DOC. NO. 9843836 AND DOC. NO. 9844031 OF THE OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, THE HEREIN DESCRIBED TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2 inch iron pin found at the intersection of the South line of said Pebble Creek Joint Venture Tract and the West r.o.w. line of Farmer Lane, for the Southeast corner and PLACE OF BEGINNING hereof:

THENCE along the South line of said Pebble Creek Joint Venture Tract for the following courses:

S 70°04'54" W for a distance of 33.89 feet to a 60-d nail found in a tree

S 70°27'39" W for a distance of 359.54 feet to a 60-d nail found in a tree

S 69°30'13" W for a distance of 144.59 feet to a 60-d nail found in a tree

S 68°42'13" W for a distance of 81.33 feet to a 60-d nail found in a tree

S 69°06'21" W for a distance of 220.47 feet to a 1/2 inch iron pin found

S 70°33'24" W for a distance of 82.93 feet to a 1/2 inch iron pin set for the Southwest corner hereof;

THENCE along the West line of the herein described tract, N 19°27'36" W for a distance of 704.41 feet to a 1/2 inch iron pin set for the Northwest corner hereof;

THENCE along the North line of the herein described tract, N 69°51'51" E for a distance of 907.86 feet to a 1/2 inch iron pin set in the West r.o.w. line of Farmer Lane, for the Northeast corner hereof:

RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

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EXHIBIT "A-4"

EXHIBIT "A-4"

FIELD NOTES
FOR

15.00 ACRES OF LAND - Page Two

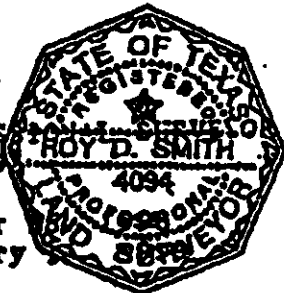
THENCE along the West r.o.w. line of Parmer Lane, S 23°06'18" E for a distance of 705.00 feet to the PLACE OF BEGINNING and containing 15.00 acres of land, more or less.

SURVEYED BY:
ROY D. SMITH SURVEYORS. P.C.

Roy D. Smith
ROY D. SMITH

REGISTERED PROFESSIONAL SURVEYOR NO. 4094
September 15, 1994

Revised: October
February



RECORDERS MEMORANDUM
All or parts of the text on this page was not
clearly legible for satisfactory recordation.

EXHIBIT "A-4"

Standard Pacific of Texas, Inc.
Fee Strip
1.244 Acres

EXHIBIT "A-5"

F.N. 1283(BDN)
December 03, 1998
SAM, Inc. Job No. 98287-01

DESCRIPTION OF 1.244 ACRES OF LAND LOCATED IN THE RACHAEL SAUL SURVEY, ABSTRACT NO. 551 IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF THE REMAINDER OF THAT TRACT OF LAND DESCRIBED AS PARCEL 2 IN THE DEED TO STANDARD PACIFIC OF TEXAS, INC. RECORDED IN VOLUME 2224, PAGE 533, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, AND A PORTION OF THE REMAINDER OF THAT CERTAIN 26.40 ACRE TRACT OF LAND DESCRIBED AS TRACT 2 IN THE DEED TO STANDARD PACIFIC OF TEXAS, INC. RECORDED IN DOCUMENT No. 9623940, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 1.244 ACRES, AS SHOWN ON SAM, INC. DRAWING No. 98287-01, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2-inch iron rod found on the east right-of-way line of Parmer Lane West (F.M. 734 - 200' wide) as dedicated by Volume 1796, Page 485, Deed Records of Williamson County, Texas, being the northwest corner of said 66.26 acre tract, said point being on the south line of that called 1304.520 acre tract described in the deed to Pebble Creek Joint Venture, recorded in Document No. 9844081, Official Records of Williamson County, Texas;

THENCE with the common line of said 66.26 acre tract and said 1304.520 acre tract, the following four (4) courses and distances:

1. N 70° 03' 49" E, a distance of 13.05 feet to a 60d nail found in a live oak tree,
2. N 68° 47' 57" E, a distance of 284.47 feet to a 60d nail found in a live oak tree,
3. N 69° 22' 20" E, a distance of 340.34 feet to a 60d nail found in a an elm tree, and
4. N 68° 55' 09" E, passing at a distance of 394.66 feet, a 1/2-inch iron rod found for the northeast corner of said 66.26 acre tract, being the northwest corner of said 26.20 acre tract, and continuing in all, a distance of 574.45 feet to a 1/2-inch iron rod set for the northeast corner of the tract described herein, being the northwest corner of that 0.451 acre Wastewater Easement described in the deed to the City of Austin, recorded in Document No. 9606122, Official Records of Williamson County, Texas, and from which point, an axle found for the northeast corner of said 26.20 acre tract, being an interior ell corner of said 1304.520 acre tract bears, N 68° 55' 09" E, a distance of 494.11 feet;

THENCE S 19° 51' 53" E, leaving said common line and crossing said 26.20 acre tract, a distance of 44.78 feet to a 1/2-inch iron rod set on the north line of that 0.226 acre Drainage Easement described in the deed to the City of Austin, recorded in Document No. 9606118, Official Records of Williamson County, Texas, being the southeast corner of the tract described herein, being the most western southwest corner of said 0.451 acre tract, also being the northwest corner of that 1.245 acre Drainage and public Utility Easement described in the deed to the City of Austin, recorded in Document No. 9606120, Official records of Williamson County, Texas;

THENCE S 69° 00' 42" W, with the north line of said 0.226 acre tract, passing at a distance of 203.37 feet, the northwest corner of said 0.226 acre tract, being the northeast corner of that 1.110 acre Drainage Easement described in the deed to the City of Austin, recorded in Document No. 9606121, Official Records of Williamson County, Texas; said point being on the common line of said 26.20 acre tract and said 66.26 acre tract, and continuing in all, with the north line of said 1.110 acre tract, an overall distance of 1208.40 feet to a 1/2-inch iron rod set on the east right-of-way line of said Parmer Lane West, being the west line of said 66.26 acre tract, for the southwest corner of the tract described herein, and from which point, a Texas Department of Transportation Type I monument found for the north end of the curving east right-of-way line of said Parmer Lane West bears, S 24° 49' 08" E, a distance of 84.55 feet;

RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

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EXHIBIT "A-5"

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Standard Pacific of Texas, Inc.
Fee Strip
1.244 Acres

EXHIBIT "A-5"

F.N. 1293(BDN)
December 03, 1998
SAM, Inc. Job No. 98287-01

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THENCE N 24° 49' 08" W, with the east line of said Farmer Lane West, being the west line of said 66.26 acre tract, a distance of 45.28 feet to the POINT OF BEGINNING and containing 1.244 acres of land, more or less.

STATE OF TEXAS

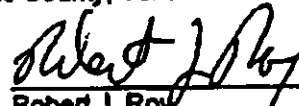
KNOW ALL MEN BY THESE PRESENTS:

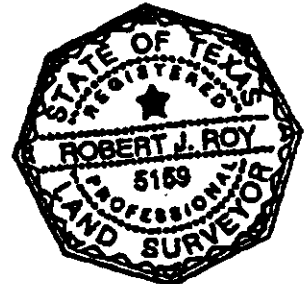
COUNTY OF WILLIAMSON

That I, Robert J. Roy, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 3rd day of December, 1998, A.D.

SURVEYING AND MAPPING, INC.
4029 Capital of Texas Hwy., So.. Suite 125
Austin, Texas 78704


Robert J. Roy
Registered Professional Land Surveyor
No. 5159 - State of Texas



RECORDERS MEMORANDUM
All or parts of the text on this page was not
clearly legible for satisfactory recordation.

AUSTIN SURVEYORS

P.O. BOX 188243
AUSTIN, TEXAS 787182185 JUSTIN LANE #103
(512) 454-6686

FIELD NOTES FOR 372.685 ACRES

All that certain tract or parcel of land situated in the J.H. Dillard Survey, A-179, in Williamson County, Texas and being a part of a 344 acre tract of land conveyed to Chas. N. Avery, Jr., et al by deed recorded in Volume 362, Page 477 of the Deed Records of Williamson County, Texas and being also a part of a 531 acre tract of land conveyed to C.N. Avery, Jr., et al by deed recorded in Volume 640, Page 440 of the said Deed Records and being more particularly described by metes and bounds as follows:

BEGINNING at an iron pin found on the North line of Block C of The Meadows of Brushy Creek as recorded in Cabinet F, Slide 210 of the Plat Records of Williamson County, Texas, in the Southwest corner of a 215.608 acre tract of land conveyed to Scott Felder Ltd. Partnership, Inc by deed recorded in Volume 2361, Page 430 of the said Deed Records, for the Southeast corner of the above mentioned 344 acre tract and the Southeast corner of this tract.

THENCE S 69°33'04" W 773.74 feet to an iron pin found in the Northwest corner of the said Block C and the Northeast corner of a 390.22 acre tract of land conveyed to Claretta England et al by deed recorded in Volume 637, Page 535 of the said Deed Records for an angle point of this tract..

THENCE S 70°00'00" W with the North line of the said 390.22 acre tract 3477.17 feet to a 60d nail set in a fence corner post found in the occupied Southwest corner of the said 344 acre tract and the Southeast corner of the above mentioned 320 acre tract for an angle point of this tract.

THENCE S 69°07'27" W with the South line of the said 320 acre tract and the North line of the said 390.22 acre tract of land 715.03 feet to an iron pin set at a fence post for the Southwest corner of this tract.

THENCE N 14°45'21" W 179.49 feet to an iron pin set on the approximate centerline of a draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following four (4) courses:

- (1) N 08°10'24" W 282.31 feet to an iron pin set for an angle point.
- (2) N 03°15'27" E 200.51 feet to an iron pin set for an angle point.
- (3) N 20°42'12" W 82.19 feet to a hiki nail set for an angle point.
- (4) N 00°29'49" E 76.77 feet to a P-K nail set for an angle point.

THENCE N 63°25'11" W 222.44 feet to an iron pin set for an angle point of this tract.

THENCE N 11°53'41" W 109.84 feet to an iron pin set for an angle point of this tract.

THENCE N 68°41'52" E 230.20 feet to a hiki nail set on the approximate centerline of the above mentioned draw for an angle point of this tract.

THENCE down the approximate centerline of the said draw for the following six (6) courses:

- (1) N 02°22'46" W 132.28 feet to an iron pin set for an angle point.
- (2) N 08°55'39" E 98.85 feet to an iron pin set for an angle point.
- (3) N 12°06'30" W 161.10 feet to a cotton spindle set for an angle point.
- (4) N 07°28'43" W 267.11 feet to an iron pin set for an angle point.
- (5) N 24°08'23" E 183.37 feet to an iron pin set for an angle point.
- (6) N 20°16'17" W 386.52 feet to an iron pin set for an angle point.

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EXHIBIT TWO

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THENCE N 01°24'47" W 355.71 feet to an iron pin set for the Northwest corner of this tract.

THENCE N 88°35'13" E 101.66 feet to an iron pin set on the East line of the said 320 acre tract and the West line of the said 344 acre tract for an angle point of this tract.

THENCE S 87°04'20" E 154.38 feet to an iron pin set for an angle point of this tract.

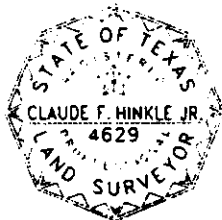
THENCE N 34°22'01" E 2411.06 feet to a point in the approximate centerline of South Brushy Creek for an angle point of this tract.

THENCE down the approximate centerline of the said Creek for the following nine (9) courses:

- (1) N 40°20'05" E 107.41 feet to an angle point.
- (2) N 57°59'02" E 270.37 feet to an angle point.
- (3) N 73°16'25" E 155.30 feet to an angle point.
- (4) N 68°49'03" E 175.46 feet to an angle point.
- (5) N 61°51'38" E 155.97 feet to an angle point.
- (6) N 68°14'10" E 282.23 feet to an angle point.
- (7) N 56°51'25" E 793.41 feet to an angle point.
- (8) N 47°40'12" E 145.53 feet to an angle point.
- (9) N 59°19'11" E 114.08 feet to a P-K nail found in the Northeast corner of the said 344 acre tract and the Northwest corner of the above mentioned 215.608 acre tract for the Northeast corner of this tract.

THENCE S 19°14'57" E 4244.41 feet to the POINT OF BEGINNING containing 372.685 acres of land, more or less.

I, Claude F. Hinkle, Jr., a Registered Professional Land Surveyor, do hereby certify that these field notes were prepared from an on-the-ground survey made under my supervision during December of 1997 and are correct to the best of my knowledge and belief.

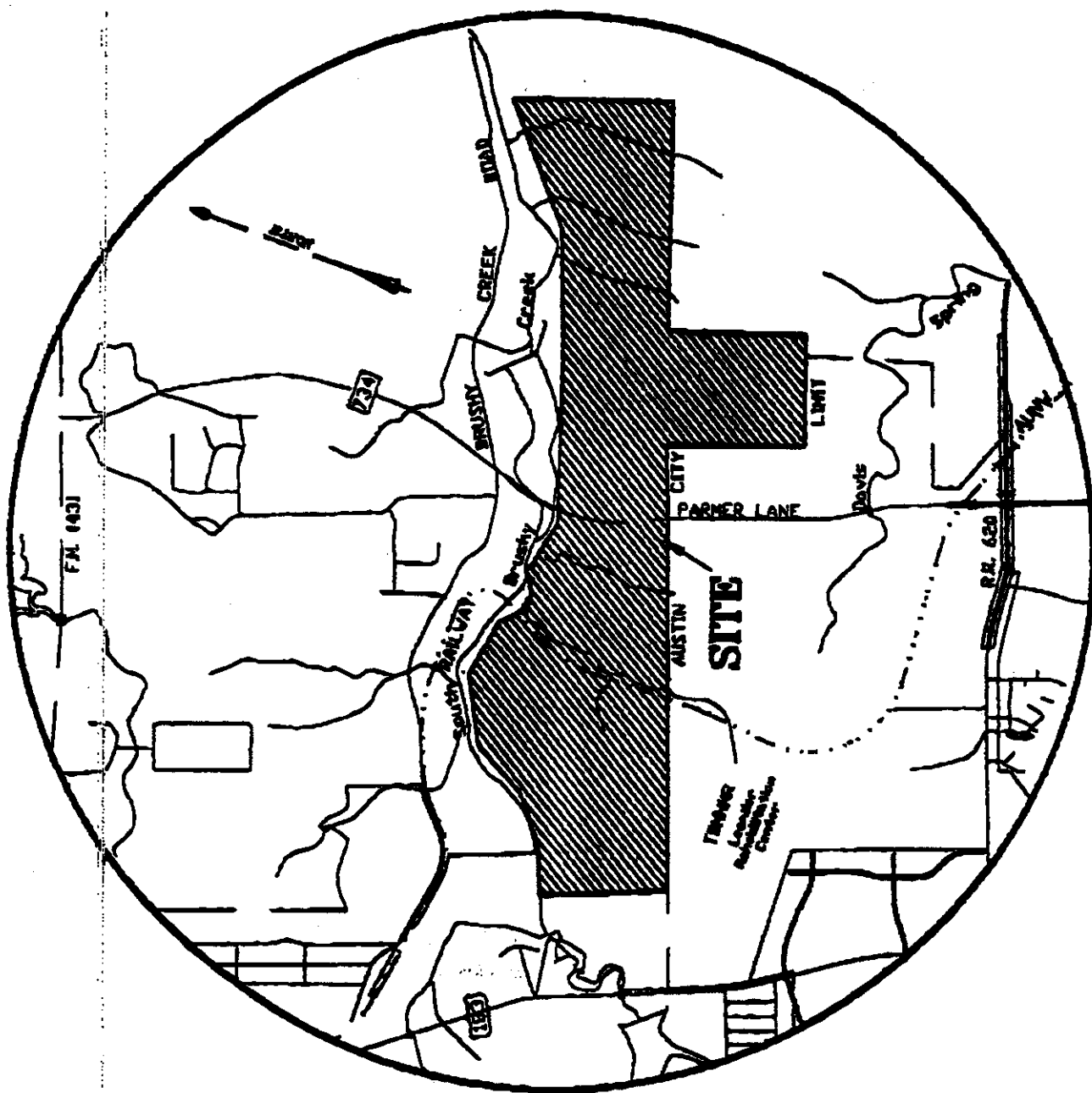



Claude F. Hinkle, Jr.
R.P.L.S. No. 4629

6-01-98
Date 836.DOC

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EXHIBIT TWO



VICINITY MAP
(NOT TO SCALE)

AGENDA ITEM # 29**JULY 20, 1999**

Discuss and take appropriate action regarding the discharging of firearms pursuant to Local Govt. Code 240.

Commissioner Boatright advised the Local Government Code 240.022 allows Commissioners Courts to ban discharging of firearms in platted subdivisions containing lots of 10 acres or less located in non incorporated areas of the county. A property owner has requested the court consider banning the discharge of firearms in Cedar Hollow Crossing.

First Assistant County Attorney Dale Rye interpreted the code as allowing the Commissioners Court to ban on an individual subdivision basis.

Commissioner Limmer requested the majority of subdivision owners sign and present to court a petition requesting the ban on discharging firearms before any further action be taken.

No action was taken on this agenda item.

< Clerk copy here >

NUISANCES & DISORDERLY CONDUCT**§ 240**

adopted under this subchapter. The court may grant appropriate relief.

Acts 1987, 70th Leg., ch. 149, § 1, eff. Sept. 1, 1987.

[Sections 240.005 to 240.020 reserved for expansion]

SUBCHAPTER B. REGULATION OF DISCHARGE OF FIREARMS**§ 240.021. Subdivisions Covered by Subchapter**

This subchapter applies only to a subdivision all or a part of which is located in the unincorporated area of a county and for which a plat is required to be prepared and filed under Chapter 232.

Acts 1989, 71st Leg., ch. 1, § 55(a), eff. Aug. 28, 1989.

§ 240.022. Authority to Regulate

To promote the public safety, the commissioners court of a county ~~by order~~ may prohibit or otherwise regulate the discharge of firearms on lots that are 10 acres or smaller and are located in the unincorporated area of the county in a subdivision.

Acts 1989, 71st Leg., ch. 1, § 55(a), eff. Aug. 28, 1989.

§ 240.023. Prohibited Regulations

This subchapter does not authorize the commissioners court to regulate the transfer, ownership, possession, or transportation of firearms and does not authorize the court to require the registration of firearms.

Acts 1989, 71st Leg., ch. 1, § 55(a), eff. Aug. 28, 1989.

§ 240.024. Injunction

Any person is entitled to appropriate injunctive relief to prevent a violation or threatened violation of a prohibition or other regulation adopted under this subchapter from continuing or occurring.

Acts 1989, 71st Leg., ch. 1, § 55(a), eff. Aug. 28, 1989.

§ 240.025. Criminal Penalty

A person commits an offense if the person intentionally or knowingly engages in conduct that is a violation of a regulation adopted under this subchapter by the commissioners court. An offense under this section is a Class C misdemeanor. If it is shown on the trial of an offense under this section that the person has previously been convicted of an offense under this section, the offense is a Class B misdemeanor.

Acts 1989, 71st Leg., ch. 1, § 55(a), eff. Aug. 28, 1989.

SUBCHAPTER Z. MISCELLANEOUS PROVISIONS**§ 240.901. Land Use Regulation for Flood Control in Coastal Counties**

(a) This state recognizes the personal harm and economic distress caused by flood disaster since it has become uneconomical for the insurance industry alone to make flood insurance available to those in need of protection on reasonable terms and conditions. Recognizing the loss on the nation's resources, congress enacted the National Flood Insurance Act of 1968, under which flood insurance can be made available through coordinated efforts of the federal government, the private insurance industry by pooling risk by the positive cooperation of state and local governments. The purpose of this subchapter is to evidence a positive interest in securing flood insurance coverage under the federal program, thereby ensuring coverage for the citizens of this state who desire to participate, to promote the public interest by providing appropriate protection against the effects of flood losses, and to encourage sound land use by minimizing exposure of property to flood.

(b) A county bordering on the Gulf of Mexico on the tidewater limits of the gulf may determine the boundaries of any flood-prone area of the county. The suitability of that determination is conclusively established when the commissioners court of the county adopts a resolution finding that the area is a flood-prone area.

(c) The commissioners court may adopt a set of rules that regulate the management and use of land, structures, and other development in a flood-prone area of the county in order to reduce the extent of damage caused by flooding. The rules to which the rules may apply include:

(1) the floodproofing of structures located in the area;

(2) the minimum elevation of a structure required to be constructed or improved in the area;

(3) specifications for drainage; and

(4) any other action feasible to minimize flooding and rising water damage.

(d) In this section, "flood-prone area" means an area that is subject to damage from rising water flooding from the Gulf of Mexico or its tidal waters including lakes, bays, inlets, and lagoons.

Acts 1987, 70th Leg., ch. 149, § 1, eff. Sept. 1, 1987.