

COWLES & THOMPSON

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

901 MAIN STREET, SUITE 4000
DALLAS, TEXAS 75202-3793

TELEPHONE (214) 672-2000

METRO (214) 263-0005

FAX (214) 672-2020

CHARLES SORRELLS
(1925-1982)

307 W. WASHINGTON, SUITE 100
P.O. BOX 1127
SHERMAN, TEXAS 75091-1127
TELEPHONE (903) 893-8999

100 WEST ADAMS AVENUE, SUITE 321
P.O. BOX 785
TEMPLE, TEXAS 76503-0785
TELEPHONE (817) 771-2800

ONE AMERICAN CENTER, SUITE 777
909 E.S.E. LOOP 323
TYLER, TEXAS 75701-9684
TELEPHONE (903) 581-5588

JOHN M. HILL
(214) 672-2170

January 5, 1996

Ms. Diana Miller
Town of Addison
P.O. Box 144
Addison, Texas 75001

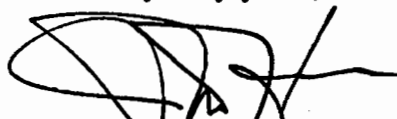
Re: Frank Luke Street

Dear Diana:

Enclosed is a copy of Ordinance No. 094-029 regarding the dedication of Frank Luke Street. I have reviewed the dedication and abandonment documents which you provided to me, and it appears that each of the property owners adjacent to Frank Luke Street have either dedicated the street and/or abandoned any easement they have in the street. The abandonment documents refer to certain easement agreements, and the property owners are abandoning any easement in Frank Luke Street they received in those agreements. I have not seen a copy of the easement agreements, and our review assumes that the property owners correctly described their easements which they possessed in Frank Luke Street. Additionally, I have also relied upon the property owners in determining who the property owners adjacent to the street are, as we have not conducted a title search to determine the ownership of the property.

Should you have any questions or desire any additional information, please give me a call.

Very truly yours,



John M. Hill

JMH:wn
Enclosure

cc: Mr. John Baumgartner ✓
Mr. Kenneth C. Dippel

2711 LBJ Freeway
Suite 400
Dallas, Texas 75234
(214) 247-8535
(214) 247-8213 Fax #

Ca [REDACTED] ey
PROPERTIES

January 26, 1994

Mr. John Baumgartner
Director
Town of Addison
16810 Westgrove
P.O. Box 144
Addison, TX 75001

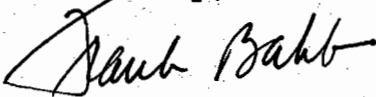
Dear John:

Could I please ask you to look over these draft letters that we are planning to ask the two landowners (Mr. Eddins and I-Tex) to review and sign as their indication to the Town that they are in agreement to the Frank Luke Drive changes and dedication.

Before I sat down with them I felt it would be best to run these past you. If you see any problems or have any suggestions on me proceeding from here I would appreciate a call.

I really appreciate all your input and assistance regarding this matter.

Sincerely,



Frank Babb
Construction Manager

cc: Jed Thompson
Bob Wright -Needham, Wright, Laskey Engineers

Post-It™ brand fax transmittal memo 7671		# of pages ▶ 2	
To	FRANK BABB	From	BOB WRIGHT
Co.	CARTER-CROWLEY	Co.	NWL ENGRS
Dept.		Phone #	357-2981
Fax #	247-8213	Fax #	

January 14, 1994

Mr. John Baumgartner, P.E.
Director of Public Works
Town of Addison
P. O. Box 144
Addison, TX 75001

Re: Frank Luke Street

Dear John:

The undersigned, owner of Texas Federal Subdivision No. 2, has reviewed the plan proposed by Carter-Crowley Properties, Inc. for closing a portion of the existing driveway access onto Addison Road. In addition we have reviewed the preliminary right-of-way plan for the dedication of public right-of-way to the Town of Addison for Frank Luke Street and we are in general agreement with the intent of the proposals. In conjunction with the proposed right-of-way dedication, we also support the abandonment of the existing ingress-egress easement that includes the portion of the driveway area that is to be closed. Upon completion of a final plan that is mutually agreeable to all parties, we will execute the appropriate documents for these transactions.

Sincerely,

January 14, 1994

Mr. John Baumgartner, P.E.
Director of Public Works
Town of Addison
P. O. Box 144
Addison, TX 75001

Re: Frank Luke Street

Dear John:

The undersigned, owner of Blakely Airport Addition, has reviewed the plan proposed by Carter-Crowley Properties, Inc. for closing a portion of the existing driveway access onto Addison Road. In addition we have reviewed the preliminary right-of-way plan for the dedication of public right-of-way to the Town of Addison for Frank Luke Street and we are in general agreement with the intent of the proposals. In conjunction with the proposed right-of-way dedication, we also support the abandonment of the existing ingress-egress easement that includes the portion of the driveway area that is to be closed. Upon completion of a final plan that is mutually agreeable to all parties, we will execute the appropriate documents for these transactions.

Sincerely,

2711 LBJ Freeway
Suite 400
Dallas, Texas 75234
(214) 247-8535
(214) 247-8213 Fax #


Carter-Crowley
PROPERTIES

April 21, 1994

Mr. John Baumgartner, P.E.
Director of Public Works
Town of Addison
P.O. Box 144
Addison, Tx. 75001

RE: Dedication of Frank Luke Drive

Dear John:

In accordance with our previous discussions, Carter-Crowley Properties, Inc. and the adjoining property owners along Frank Luke Street would like to make modifications to the existing intersection with Addison Road. The current drive approach intersects Addison Road at an angle and the present sight distance creates a serious traffic hazard. We are proposing to close the existing drive approach onto Addison Road and to reroute traffic through the existing approach that is currently located on the Addison Tower Property. This would eliminate a confusing intersection and should greatly reduce potential traffic hazards.

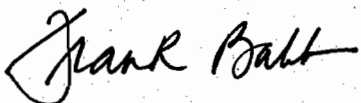
In addition, we are also proposing to dedicate a portion of the existing roadway to the Town of Addison. There are several different property owners along the roadway and in essence the road currently serves as a public thoroughfare. The adjoining property owners have agreed to the dedication of the right-of-way and have submitted letters of concurrence to you regarding this proposal. We are now ready to proceed with whatever steps are necessary to obtain final approval of the proposed improvements and modifications. Carter-Crowley Properties, Inc. agrees to bear these costs associated with the dedication and reconstruction of Frank Luke Street as currently proposed.

Attached for your use are 18 copies of Exhibit "A" showing the various parcels to be dedicated to the Town of Addison. Also shown on Exhibit "A" are several existing ingress-egress easements that are to be abandoned in conjunction with this dedication. Also attached are 18 copies of Exhibit "B" showing the general area of street reconstruction and the existing approach and driveway area to be closed.

If you have any questions regarding this request or require any additional information, please do not hesitate to call.

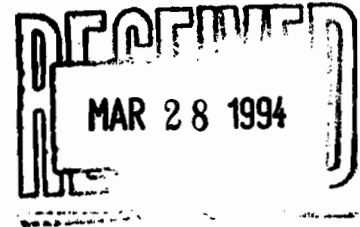
Sincerely,

CARTER-CROWLEY PROPERTIES, INC.



Frank Babb

cc: Mr. Donald J. Carter
Mr. Jed J. Thompson



March 6, 1994

Mr. John Baumgartner, P.E.
Director of Public Works
Town of Addison
P.O. Box 144
Addison, Texas 75001

RE: Frank Luke Street

Dear John:

The undersigned, as owner of Blakely Airport Addition, has reviewed the plan proposed by Carter-Crowley Properties, Inc. for closing a portion of the existing driveway access onto Addison Road. In addition we have reviewed the preliminary right-of-way plan for the dedication of public right-of-way to the Town of Addison for Frank Luke Street and we are in general agreement with the intent of the proposals. In conjunction with the proposed right-of-way dedication, we also support the abandonment of the existing ingress-egress easement that includes the portion of the driveway area that is to be closed. Upon completion of the final plan that is mutually agreeable to all parties, we will execute the appropriate documents for these transactions.

Sincerely,

Rick Redle
Vice President Sky America, Inc.
as Managing General Partner to
RGS Properties, Inc.

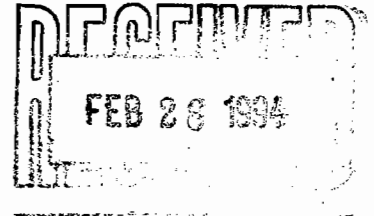
RR/em

CC: Ritchie G. Studer
✓ Frank Babb



February 23, 1994

Mr. John Baumgartner, P.E.
Director of Public Works
Town of Addison
PO Box 144
Addison, Texas 75001



RE: Frank Luke Street

Dear John:

The undersigned, owner of Texas Federal Subdivision No. 2, has reviewed the plan proposed by Carter-Crowley Properties, Inc. for closing a portion of the existing driveway access onto Addison Road. In addition we have reviewed the preliminary right-of-way plan for the dedication of public right-of-way to the Town of Addison for Frank Luke Street and we are in general agreement with the intent of the proposals. In conjunction with the proposed right-of-way dedication, we also support the abandonment of the existing ingress-egress easement that includes the portion of the driveway area that is to be closed. Upon completion of a final plan that is mutually agreeable to all parties, we will execute the appropriate documents for these transactions.

Sincerely,

Roy A. Eddins

RAE/ah

c.c. Mr. Frank Babb

2711 LBJ Freeway
Suite 400
Dallas, Texas 75234
(214) 247-8535
(214) 247-8213 Fax #

Ca [REDACTED] ey

***** MEMORANDUM *****

Date : April 21, 1994
To : John Baumgartner
From : Frank Babb

Subject : FRANK LUKE DRIVE

Attached are drafts of the documents for the above project. As you know, we will also need to prepare some type of agreement with the Town of Addison to accept the street as a public road upon completion of the work and posting of the bond. We are suppose to be getting some forms from the lawyer for the Town of Addison.

Please review these documents and if you see any problems or have any questions or comments, please let me know.

Thank you.

Frank Babb

ESCROW AGREEMENT

This Escrow Agreement (herein so called) dated effective as of _____, 1994, among Itex Environmental Enterprises, Inc. ("Itex"), Eddins Enterprises, Inc. ("Eddins"), Personal Way Aviation, Inc. ("PWA") and Carter-Crowley Properties, Inc. ("CCP").

R E C I T A L S:

A. CCP has agreed to re-align and make certain improvements to a portion of a private drive named "Frank Luke Drive" located in the City of Addison, Texas (the "City"). The improvements to be made by CCP (collectively referred to herein as the "Work") are described in detail on the Paving Plan (consisting of Exhibits "A" and "B")(the "Plan") dated _____, 1994, prepared by Needham, Wright & Laskey Engineers, Inc. (the "Engineer").

B. The parties to this Escrow Agreement have all executed certain documents (the "Documents") to dedicate right-of-way to the City and/or abandon certain private easement rights in order to permit the completion of the Work. Copies of the Documents are attached hereto as Exhibit "A".

C. All of the parties to this Escrow Agreement have agreed to place the Documents in escrow with CCP until completion of the Work in accordance with the Plan and acceptance by the City of Frank Luke Drive as a public street.

NOW, THEREFORE, in consideration of the mutual benefits to be received by the parties hereto as a result of the Work, the parties to this Escrow Agreement agree as follows:

1. CCP shall hold the Documents in escrow until satisfaction of the following conditions (the "Conditions):

(a) The Engineer shall have certified in writing that the Work has been completed in substantial accordance with the Plan; and

(b) The City shall have agreed, subject only to the recordation of the Documents, to accept the portion of Frank Luke Drive being improved by CCP as a public street (including acceptance of all maintenance and repair obligations related thereto).

Upon satisfaction of the Conditions, CCP shall provide written evidence thereof to Itex, Eddins and PWA and shall thereafter record the Documents in the Real Property Records of Dallas County, Texas and this Escrow Agreement shall terminate and be of no further force or effect. If the Conditions have not been satisfied within one (1) year after the effective date of this Escrow Agreement, CCP shall return the Documents to the appropriate signatory and this Escrow Agreement shall terminate and be of no further force or effect.

2. The parties hereto agree to execute such further and additional documents, including, without limitation, a Memorandum of Escrow Agreement in recordable form, as may be reasonably requested by CCP to permit completion of the Work and acceptance by the City of Frank Luke Drive as a public street; provided, however, under no circumstances shall any party other than CCP be required to incur more than a nominal cost.

3. This Escrow Agreement shall be construed by and governed in accordance with the laws of the State of Texas.

4. This Escrow Agreement shall be binding upon and inure to the benefit of successors and assigns of the parties hereto.

5. This Escrow Agreement may be executed in one or more counterparts, but all such counterparts shall constitute one and the same instrument.

6. All notices, requests, demands and other communications under this Escrow Agreement shall be in writing and shall be delivered by personal delivery or mailed by registered or certified mail, postage prepaid, return receipt requested, to each of the parties as follows:

(a) If to Itex:

(b) If to Eddins:

(c) If to PWA:

Personal Way Aviation, Inc.
16321 Addison Road
Dallas, Texas 75248

(d) If to CCP:

Carter-Crowley Properties, Inc.
2711 LBJ Freeway
Suite 400
Dallas, Texas 75234

or to such other address as any party hereto may have furnished to the others in writing in accordance with the terms of this paragraph.

IN WITNESS WHEREOF, the parties hereto have caused this Escrow Agreement to be executed as of the date first above written.

ITEX ENVIRONMENTAL ENTERPRISES, INC.,
a Texas corporation

By: _____
Name: _____
Title: _____

EDDINS ENTERPRISES, INC.,
a Texas corporation

By: _____
Name: _____
Title: _____

PERSONAL WAY AVIATION, INC.,
a Texas corporation

By: _____
Name: Donald J. Carter
Title: President

CARTER-CROWLEY PROPERTIES, INC.,
a Texas corporation

By: _____
Name: Jed J. Thompson
Title: Vice President - Operations

F:\CCP\FrankLuke.Esc

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

**RIGHT-OF-WAY DEDICATION
AND ABANDONMENT OF EASEMENT**

Date: _____, 1994

Grantor: Personal Way Aviation, Inc.

Grantee: Town of Addison
Post Office Box 144
Addison, Texas 75001

Consideration:

- (a) Ten dollars (\$10.00) and other good and valuable consideration paid by Grantee, the receipt and sufficiency of which are acknowledged by Grantor; and
- (b) Benefits to be derived by Grantor and its Property as a result of proposed public improvements.

Description of Area Dedicated:

See Exhibit "A" attached hereto and by reference made a part hereof.

Purpose of Dedication:

Public right-of-way for the passage of vehicular and pedestrian traffic, including (without limitation) streets, roads, alleys, sidewalks, utilities, drainage and other customary uses of public right-of-way.

Dedication: Grantor conveys to Grantee an easement and dedicates to the public a right-of-way along, over and under the Dedication Area for the purposes permitted above TO HAVE AND TO HOLD, unto Grantee, its successors and assigns, and Grantor, together with Grantor's heirs, executors, administrators or successors, shall Warrant and Forever Defend all and singular the said easement and dedication unto Grantee, its successors and assigns.

Abandonment:

For the same consideration, Grantor abandons all right, title and interest of Grantor in and to any easement estate within the Dedication Area, including, without limitation, easement rights created under that certain easement agreement recorded in Volume 77249, Page 2154, of the Real Property Records, Dallas County, Texas.

Miscellaneous:

- (a) The rights and obligations set forth in this Dedication shall bind and inure to the benefit of the successors and assigns of Grantor and Grantee and shall run with land so as to benefit and burden the future owners of any direct or indirect interest in the real property encumbered by this Dedication.
- (b) Nothing in this instrument shall be construed as a waiver by Grantee of any utility connection charge or other charges imposed by ordinance or Charter of the Town of Addison.
- (c) When the context requires it, singular nouns and pronouns include the plural.

EXECUTED effective as of the day first written above.

PERSONAL WAY AVIATION, INC.,
a Texas corporation

By: _____
Name: Donald J. Carter
Title: President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Before me, this instrument was acknowledged by Donald J. Carter, the President of Personal Way Aviation, Inc., a Texas corporation, on this _____ day of _____, 1994, on behalf of the corporation.

NOTARY PUBLIC, State of Texas

[Print Name]

My Commission Expires: _____

EXHIBIT "A"

VAN HOFF TRACT

LEGAL DESCRIPTION

BEING a parcel of land situated in the William Lomax Survey, Abstract No. 792, Town of Addison, Dallas County, Texas and being a part of the Van Hoff Addition, an addition to the Town of Addison as recorded in Volume 79122, Page 1831 of the Deed Records of Dallas County, Texas and being more particularly described as follows:

BEGINNING at a point for corner at the most easterly corner of said Van Hoff Addition, said point also being in the north line of Addison Center, an addition to the Town of Addison as recorded in Volume 84103, Page 3367, Deed Records, Dallas County, Texas;

THENCE South 44 deg. 14 min. 47 sec. West along the north line of said Addison Center a distance of 236.00 feet to a point for corner at the most easterly corner of Aweco Subdivision, an addition to the Town of Addison as recorded in Volume 79136, Page 2610, Deed Records, Dallas County, Texas;

THENCE North 46 deg. 44 min. 00 sec. West along the northeast line of said Aweco Subdivision a distance of 32.00 feet to a point for corner;

THENCE North 44 deg. 14 min. 47 sec. East a distance of 236.00 feet to a point for corner in the southwest line of Texas Federal Subdivision No. 2, an addition to the Town of Addison as recorded in Volume 79147, Page 1914, Deed Records, Dallas County, Texas;

THENCE South 46 deg. 44 min. 00 sec. East along the southwest line of said Texas Federal Subdivision No. 2 a distance of 32.00 feet to the POINT OF BEGINNING and containing 7550.90 square feet or 0.1733 acres of land.

EXHIBIT "A"

AWECO TRACT

LEGAL DESCRIPTION

BEING a parcel of land situated in the William Lomax Survey, Abstract No. 792, Town of Addison, Dallas County, Texas and being a part of the Aweco Subdivision, an addition to the Town of Addison as recorded in Volume 79136, Page 2610 of the Deed Records of Dallas County, Texas and being more particularly described as follows:

BEGINNING at a point for corner at the most easterly corner of said Aweco Subdivision, said point also being in the north line of Addison Center, an addition to the Town of Addison as recorded in Volume 84103, Page 3367, Deed Records, Dallas County, Texas;

THENCE South 44 deg. 14 min. 47 sec. West along the north line of said Addison Center a distance of 18.60 feet to a point for corner;

THENCE North 45 deg. 45 min. 13 sec. West a distance of 32.00 feet to a point for corner;

THENCE North 44 deg. 14 min. 47 sec. East a distance of 18.05 feet to a point for corner in the southwest line of Van Hoff Addition, an addition to the Town of Addison as recorded in Volume 79122, Page 1831, Deed Records, Dallas County, Texas;

THENCE South 46 deg. 44 min. 00 sec. East along the southwest line of said Van Hoff Addition a distance of 32.00 feet to the POINT OF BEGINNING and containing 586.27 square feet or 0.0135 acres of land.

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

**RIGHT-OF-WAY DEDICATION
AND ABANDONMENT OF EASEMENT**

Date: _____, 1994

Grantor: Carter-Crowley Properties, Inc.

Grantee: Town of Addison
Post Office Box 144
Addison, Texas 75001

Consideration:

- (a) Ten dollars (\$10.00) and other good and valuable consideration paid by Grantee, the receipt and sufficiency of which are acknowledged by Grantor; and
- (b) Benefits to be derived by Grantor and its Property as a result of proposed public improvements.

Description of Area Dedicated:

See Exhibit "A" attached hereto and by reference made a part hereof.

Purpose of Dedication:

Public right-of-way for the passage of vehicular and pedestrian traffic, including (without limitation) streets, roads, alleys, sidewalks, utilities, drainage and other customary uses of public right-of-way.

Dedication: Grantor conveys to Grantee an easement and dedicates to the public a right-of-way along, over and under the Dedication Area for the purposes permitted above TO HAVE AND TO HOLD, unto Grantee, its successors and assigns, and Grantor, together with Grantor's heirs, executors, administrators or successors, shall Warrant and Forever Defend all and singular the said easement and dedication unto Grantee, its successors and assigns.

Abandonment:

For the same consideration, Grantor abandons all right, title and interest of Grantor in and to any easement rights created under that certain easement agreement recorded in Volume 84103, Page 3367, of the Real Property Records, Dallas County, Texas.

Miscellaneous:

- (a) The rights and obligations set forth in this Dedication shall bind and inure to the benefit of the successors and assigns of Grantor and Grantee and shall run with land so as to benefit and burden the future owners of any direct or indirect interest in the real property encumbered by this Dedication.
- (b) Nothing in this instrument shall be construed as a waiver by Grantee of any utility connection charge or other charges imposed by ordinance or Charter of the Town of Addison.
- (c) When the context requires it, singular nouns and pronouns include the plural.

EXECUTED effective as of the day first written above.

CARTER-CROWLEY PROPERTIES, INC.,
a Texas corporation

By: _____
Name: Jed J. Thompson
Title: Vice President - Operations

ADDISON CENTER TRACT

LEGAL DESCRIPTION

BEING a parcel of land situated in the William Lomax Survey, Abstract No. 792, Town of Addison, Dallas County, Texas and being a part of Addison Center, an addition to the Town of Addison as recorded in Volume 84103, Page 3367 of the Deed Records of Dallas County, Texas and being more particularly described as follows:

COMMENCING at the most northerly property corner of said Addison Center, said point also being in the West right-of-way line of Addison Road; thence South 00 deg. 14 min. 20 sec. East a distance of 39.21 feet along said West line of Addison Road to the POINT OF BEGINNING;

THENCE continuing along said West line of Addison Road South 00 deg. 14 min. 20 sec. East a distance of 52.00 feet to a point for corner;

THENCE North 56 deg. 32 min. 56 sec. West a distance of 18.03 feet to a point for corner;

THENCE South 89 deg. 45 min. 40 sec. West a distance of 49.86 feet to a point for the beginning of a curve to the left having a radius of 30.00 feet and a central angle of 45 deg. 30 min. 53 sec.;

THENCE along said curve to the left a distance of 23.83 feet to a point for the end of said curve in the South line of Texas Federal Subdivision No. 2, an addition to the Town of Addison as recorded in Volume 79147, Page 1914, Deed Records, Dallas County, Texas;

THENCE North 44 deg. 14 min. 47 sec. East along the south line of said Texas Federal Subdivision a distance of 57.43 feet to a point for corner;

THENCE North 89 deg. 45 min. 40 sec. East a distance of 31.01 feet to a point for corner;

THENCE North 56 deg. 04 min. 16 sec. East a distance of 18.03 feet to the POINT OF BEGINNING and containing 2144.81 square feet or 0.0492 acres of land.

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

**RIGHT-OF-WAY DEDICATION
AND ABANDONMENT OF EASEMENT**

Date: _____, 1994

Grantor: Eddins Enterprises, Inc.

Grantee: Town of Addison
Post Office Box 144
Addison, Texas 75001

Consideration:

- (a) Ten dollars (\$10.00) and other good and valuable consideration paid by Grantee, the receipt and sufficiency of which are acknowledged by Grantor; and
- (b) Benefits to be derived by Grantor and its Property as a result of proposed public improvements.

Description of Area Dedicated:

See Exhibit "A" attached hereto and by reference made a part hereof.

Purpose of Dedication:

Public right-of-way for the passage of vehicular and pedestrian traffic, including (without limitation) streets, roads, alleys, sidewalks, utilities, drainage and other customary uses of public right-of-way.

Dedication: Grantor conveys to Grantee an easement and dedicates to the public a right-of-way along, over and under the Dedication Area for the purposes permitted above **TO HAVE AND TO HOLD**, unto Grantee, its successors and assigns, and Grantor, together with Grantor's heirs, executors, administrators or successors, shall Warrant and Forever Defend all and singular the said easement and dedication unto Grantee, its successors and assigns.

Abandonment:

For the same consideration, Grantor abandons all right, title and interest of Grantor in and to any easement estate within the Dedication Area, including, without limitation, easement rights created under that certain easement agreement recorded in Volume 77249, Page 2154, of the Real Property Records, Dallas County, Texas.

Miscellaneous:

- (a) The rights and obligations set forth in this Dedication shall bind and inure to the benefit of the successors and assigns of Grantor and Grantee and shall run with land so as to benefit and burden the future owners of any direct or indirect interest in the real property encumbered by this Dedication.
- (b) Nothing in this instrument shall be construed as a waiver by Grantee of any utility connection charge or other charges imposed by ordinance or Charter of the Town of Addison.
- (c) When the context requires it, singular nouns and pronouns include the plural.

EXECUTED effective as of the day first written above.

EDDINS ENTERPRISES, INC.,
a Texas corporation

By: _____
Name: _____
Title: _____

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Before me, this instrument was acknowledged by _____, the
_____ of Eddins Enterprises, Inc., a Texas corporation, on this _____
day of _____, 1994, on behalf of the corporation.

NOTARY PUBLIC, State of Texas

[Print Name]

My Commission Expires: _____

LIENHOLDER'S CONSENT AND SUBORDINATION

The undersigned holder of liens against the Dedication Area consents to the grant of this easement and dedication and abandonment of easement and agrees that the lien evidenced by that certain Deed of Trust dated _____, 19 ____, to _____, Trustee, recorded for the benefit of _____, in Volume _____, Page _____, Deed of Trust Records, Dallas County, Texas (and any other related liens held by the undersigned) are hereby subordinated, in all respects, to the provisions of such Dedication.

LIENHOLDER:

By: _____
Name: _____
Title: _____

STATE OF _____ §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on the ____ day of _____, 19 ____, by _____, _____ of _____, on behalf of such _____.

NOTARY PUBLIC, State of Texas

[Print Name]
My Commission Expires: _____

TEXAS FEDERAL SUBDIVISION NO. 2 TRACT

LEGAL DESCRIPTION

BEING a parcel of land situated in the William Lomax Survey, Abstract No. 792, Town of Addison, Dallas County, Texas and being a part of the Texas Federal Subdivision No. 2, an addition to the Town of Addison as recorded in Volume 79147, Page 1914 of the Deed Records of Dallas County, Texas and being more particularly described as follows:

BEGINNING at a point for corner at the most southerly corner of said Texas Federal Subdivision No. 2, said point also being in the north line of Addison Center, an addition to the Town of Addison as recorded in Volume 84103, Page 3367, Deed Records, Dallas County, Texas;

THENCE North 46 deg. 44 min. 00 sec. West a distance of 32.00 feet to a point for corner;

THENCE North 44 deg. 14 min. 47 sec. East a distance of 152.65 feet to a point for the beginning of a curve to the right having a radius of 62.00 feet and a central angle of 45 deg. 30 min. 53 sec.;

THENCE along said curve to the right a distance of 49.25 feet to a point for the end of said curve;

THENCE North 89 deg. 45 min. 40 sec. East a distance of 18.84 feet to a point for corner in the north line of said Addison Center;

THENCE South 44 deg. 14 min. 47 sec. West along the north line of said Addison Center a distance of 209.54 feet to the POINT OF BEGINNING and containing 6124.67 square feet or 0.1406 acres of land.

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

ABANDONMENT OF EASEMENT

The undersigned, owner of the property shown as cross-hatched on Exhibit "A" attached hereto (the "Property"), hereby abandons all right, title and interest of the undersigned in and to the easement estate created under that certain easement agreement recorded in Volume 77249, Page 2154, of the Real Property Records, Dallas County, Texas.

Executed effective as of _____, 1994.

EDDINS ENTERPRISES, INC.,
a Texas corporation

By: _____
Name: _____
Title: _____

Before me, this instrument was acknowledged by _____, the _____ of Eddins Enterprises, Inc., a Texas corporation, on this _____ day of _____, 1994, on behalf of the corporation.

NOTARY PUBLIC, State of Texas

[Print Name]

My Commission Expires: _____

LIENHOLDER'S CONSENT

The undersigned holder of liens against the Property consents to the attached Abandonment of Easement and agrees that the lien evidenced by that certain Deed of Trust dated _____, 19__ to _____, Trustee, recorded for the benefit of _____, in Volume _____, Page _____, Deed of Trust Records, Dallas County, Texas (and any other related liens held by the undersigned) shall not apply to the easement estate referenced therein.

LIENHOLDER:

By: _____
Name: _____
Title: _____

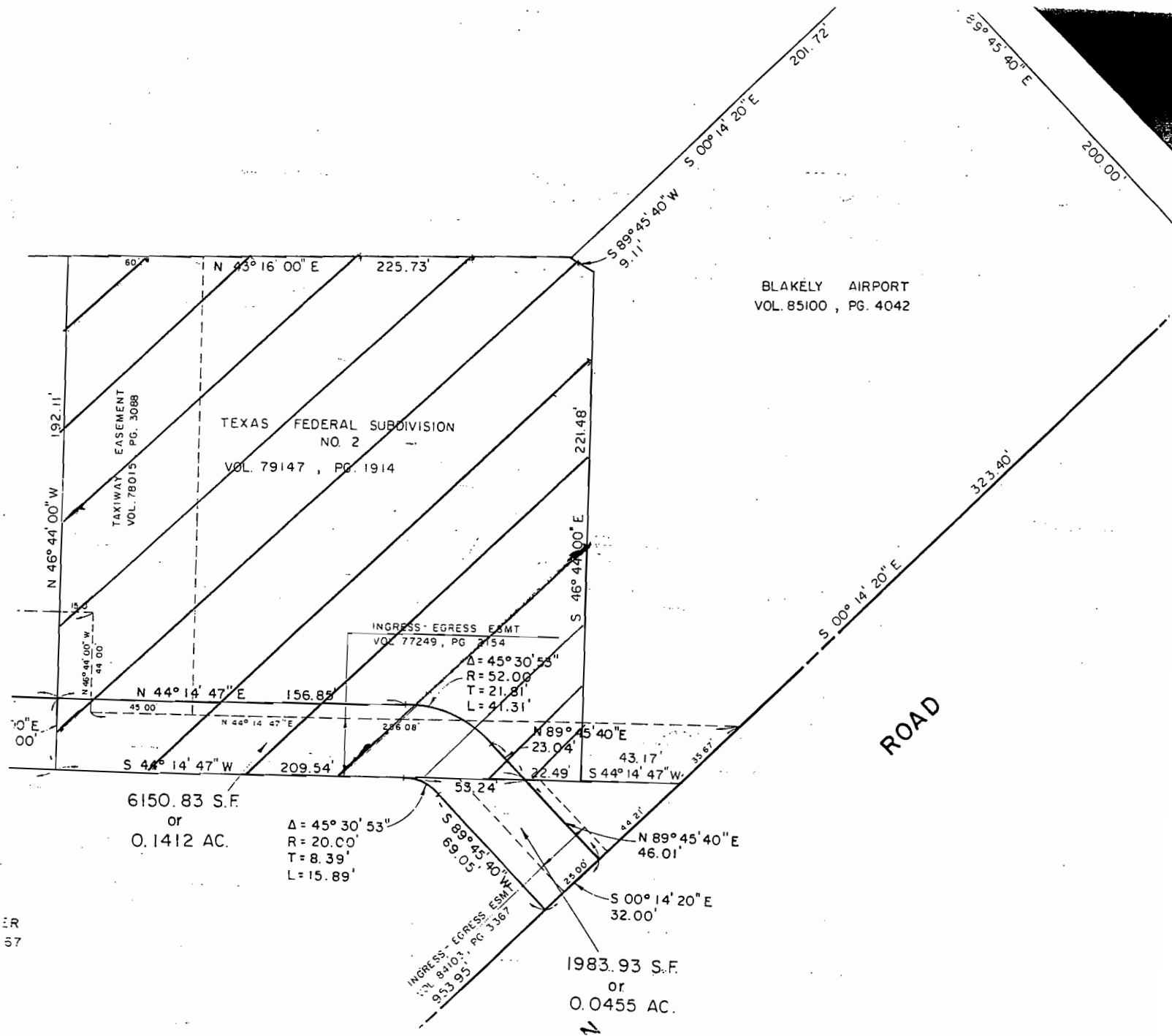
STATE OF _____ §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on the ____ day of _____, 199__, by _____ of _____, on behalf of such _____.

NOTARY PUBLIC, State of Texas

[Print Name]
My Commission Expires: _____

EXHIBIT "A"



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

ABANDONMENT OF EASEMENT

The undersigned, owner of the property shown as cross-hatched on Exhibit "A" attached hereto (the "Property"), hereby abandons all right, title and interest of the undersigned in and to the easement estate created under that certain easement agreement recorded in Volume 77249, Page 2154, of the Real Property Records, Dallas County, Texas.

Executed effective as of _____, 1994.

ITEX ENVIRONMENTAL ENTERPRISES, INC.,
a Texas corporation

By: _____
Name: _____
Title: _____

Before me, this instrument was acknowledged by _____, the
_____ of Itex Environmental Enterprises, Inc., a Texas corporation, on this
_____ day of _____, 1994, on behalf of the corporation.

NOTARY PUBLIC, State of Texas

[Print Name]

My Commission Expires: _____

LIENHOLDER'S CONSENT

The undersigned holder of liens against the Property consents to the attached Abandonment of Easement and agrees that the lien evidenced by that certain Deed of Trust dated _____, 19__ to _____, Trustee, recorded for the benefit of _____, in Volume _____, Page _____, Deed of Trust Records, Dallas County, Texas (and any other related liens held by the undersigned) shall not apply to the easement estate referenced therein.

LIENHOLDER:

By: _____
Name: _____
Title: _____

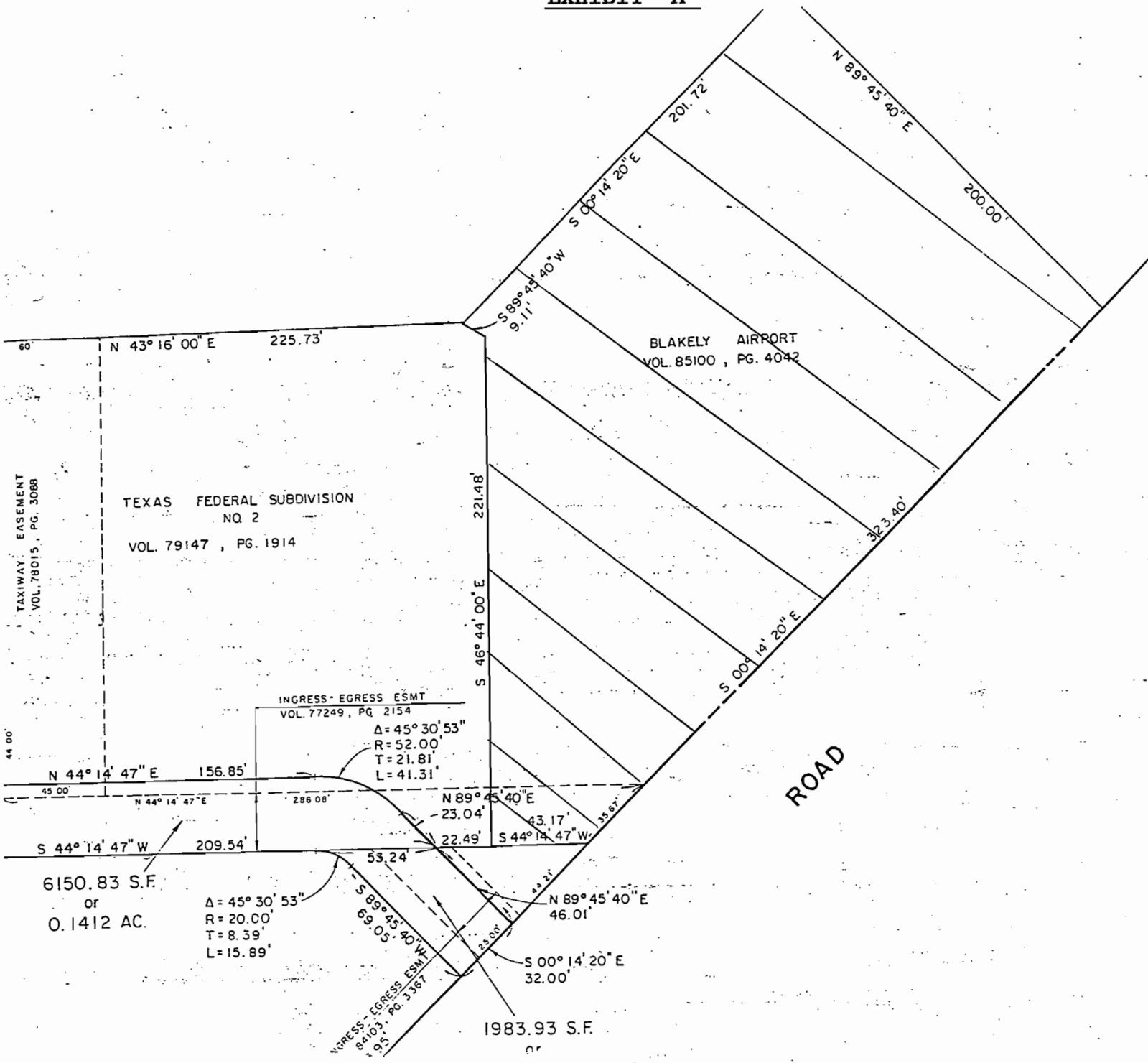
STATE OF _____ §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on the ____ day of _____, 199__, by _____, _____ of _____, on behalf of such _____.

NOTARY PUBLIC, State of Texas

[Print Name]
My Commission Expires: _____

EXHIBIT "A"



MEMORANDUM OF ESCROW AGREEMENT

Itex Environmental Enterprises, Inc., Eddins Enterprises, Inc., Personal Way Aviation, Inc., and Carter-Crowley Properties, Inc. have entered into an Escrow Agreement dated effective as of _____, 1994, pursuant to which each of the parties hereto has agreed to dedicate public right-of-way and/or abandon private easement rights in and to the portion of "Frank Luke Drive" identified on the map attached hereto as Exhibit "A". Such escrow agreement shall terminate and be of no further force or effect no later than one (1) year from the date of this Memorandum of Escrow Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Escrow Agreement as of the date first above written.

ITEX ENVIRONMENTAL ENTERPRISES, INC.,
a Texas corporation

By: _____
Name: _____
Title: _____

EDDINS ENTERPRISES, INC.,
a Texas corporation

By: _____
Name: _____
Title: _____

PERSONAL WAY AVIATION, INC.,
a Texas corporation

By: _____
Name: Donald J. Carter
Title: President

CARTER-CROWLEY PROPERTIES, INC.,
a Texas corporation

By: _____
Name: Jed J. Thompson
Title: Vice President - Operations

STATE OF _____ §
COUNTY OF _____ §

Before me, this instrument was acknowledged by _____, the
_____ of Itex Environmental Enterprises, Inc., a Texas corporation, on this
____ day of _____, 1994, on behalf of the corporation.

NOTARY PUBLIC, State of Texas

[Print Name]
My Commission Expires: _____

STATE OF _____ §
COUNTY OF _____ §

Before me, this instrument was acknowledged by _____, the
_____ of Eddins Enterprises, Inc., a Texas corporation, on this ____ day
of _____, 1994, on behalf of the corporation.

NOTARY PUBLIC, State of Texas

[Print Name]
My Commission Expires: _____

STATE OF TEXAS §
COUNTY OF DALLAS §

Before me, this instrument was acknowledged by Donald J. Carter, the President of Personal Way Aviation, Inc., a Texas corporation, on this _____ day of _____, 1994, on behalf of the corporation.

NOTARY PUBLIC, State of Texas

[Print Name]
My Commission Expires: _____

STATE OF TEXAS §
COUNTY OF DALLAS §

Before me, this instrument was acknowledged by Jed J. Thompson, the Vice President - Operations of Carter-Crowley Properties, Inc., a Texas corporation, on this _____ day of _____, 1994, on behalf of the corporation.

NOTARY PUBLIC, State of Texas

[Print Name]
My Commission Expires: _____

AFTER RECORDING RETURN TO:

Jeffrey P. Fink, Esquire
General Counsel
Carter-Crowley Properties, Inc.
2711 LBJ Freeway, Suite 400
Dallas, Texas 75234

F:\CCP\FrankLuke.Mem

2711 LBJ Freeway
Suite 400
Dallas, Texas 75234
(214) 247-8535
(214) 247-8213 Fax #



Carter-Crowley
PROPERTIES

April 21, 1994

Mr. John Baumgartner, P.E.
Director of Public Works
Town of Addison
P.O. Box 144
Addison, Tx. 75001

RE: Dedication of Frank Luke Drive

Dear John:

In accordance with our previous discussions, Carter-Crowley Properties, Inc. and the adjoining property owners along Frank Luke Street would like to make modifications to the existing intersection with Addison Road. The current drive approach intersects Addison Road at an angle and the present sight distance creates a serious traffic hazard. We are proposing to close the existing drive approach onto Addison Road and to reroute traffic through the existing approach that is currently located on the Addison Tower Property. This would eliminate a confusing intersection and should greatly reduce potential traffic hazards.

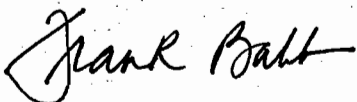
In addition, we are also proposing to dedicate a portion of the existing roadway to the Town of Addison. There are several different property owners along the roadway and in essence the road currently serves as a public thoroughfare. The adjoining property owners have agreed to the dedication of the right-of-way and have submitted letters of concurrence to you regarding this proposal. We are now ready to proceed with whatever steps are necessary to obtain final approval of the proposed improvements and modifications. Carter-Crowley Properties, Inc. agrees to bear these costs associated with the dedication and reconstruction of Frank Luke Street as currently proposed.

Attached for your use are 18 copies of Exhibit "A" showing the various parcels to be dedicated to the Town of Addison. Also shown on Exhibit "A" are several existing ingress-egress easements that are to be abandoned in conjunction with this dedication. Also attached are 18 copies of Exhibit "B" showing the general area of street reconstruction and the existing approach and driveway area to be closed.

If you have any questions regarding this request or require any additional information, please do not hesitate to call.

Sincerely,

CARTER-CROWLEY PROPERTIES, INC.



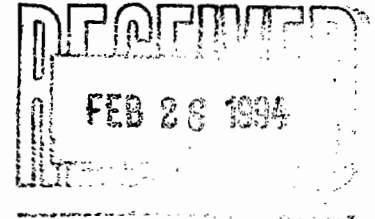
Frank Babb

cc: Mr. Donald J. Carter
Mr. Jed J. Thompson



February 23, 1994

Mr. John Baumgartner, P.E.
Director of Public Works
Town of Addison
PO Box 144
Addison, Texas 75001



RE: Frank Luke Street

Dear John:

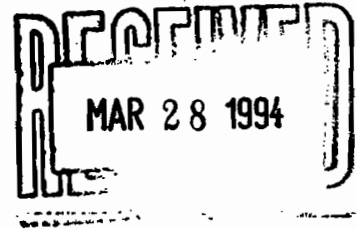
The undersigned, owner of Texas Federal Subdivision No. 2, has reviewed the plan proposed by Carter-Crowley Properties, Inc. for closing a portion of the existing driveway access onto Addison Road. In addition we have reviewed the preliminary right-of-way plan for the dedication of public right-of-way to the Town of Addison for Frank Luke Street and we are in general agreement with the intent of the proposals. In conjunction with the proposed right-of-way dedication, we also support the abandonment of the existing ingress-egress easement that includes the portion of the driveway area that is to be closed. Upon completion of a final plan that is mutually agreeable to all parties, we will execute the appropriate documents for these transactions.

Sincerely,

Roy A. Eddins

RAE/ah

c.c. Mr. Frank Babb



March 6, 1994

Mr. John Baumgartner, P.E.
Director of Public Works
Town of Addison
P.O. Box 144
Addison, Texas 75001

RE: Frank Luke Street

Dear John:

The undersigned, as owner of Blakely Airport Addition, has reviewed the plan proposed by Carter-Crowley Properties, Inc. for closing a portion of the existing driveway access onto Addison Road. In addition we have reviewed the preliminary right-of-way plan for the dedication of public right-of-way to the Town of Addison for Frank Luke Street and we are in general agreement with the intent of the proposals. In conjunction with the proposed right-of-way dedication, we also support the abandonment of the existing ingress-egress easement that includes the portion of the driveway area that is to be closed. Upon completion of the final plan that is mutually agreeable to all parties, we will execute the appropriate documents for these transactions.

Sincerely

Rick Redle

Vice President Sky America, Inc.
as Managing General Partner to
RGS Properties, Inc.

RR/em

CC: Ritchie G. Studer
✓ Frank Babb

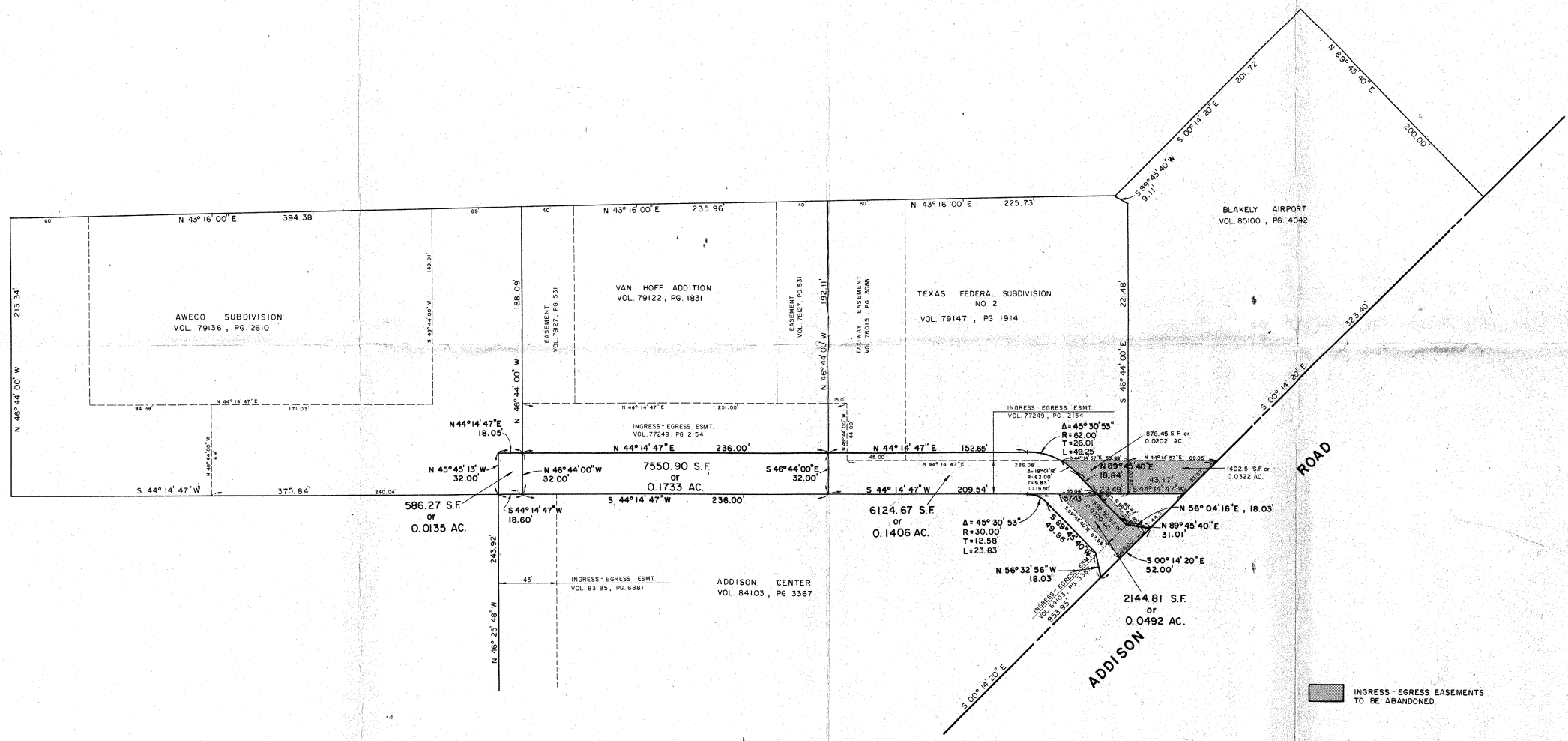
COMMENTS
DCAD# 10004290000010000 Prop. Addr 16445 ADDISON RD
Acct# 00400000013000 Owner RTC AS RECEIVER OF

(MI) Miscellaneous Information
Owner Property
Addr1 EMPIRE FSB OF AMERICA Addr 16445 ADDISON RD
Addr2 %COOPERS & LYBRAND SIGMA Zip ADDISON, TX 75248-2436
Addr3 ATTN: JOHN BROGAN
Addr4 555 NORTH LANE #6020
Addr5 CONSHOCHOCKEN, PA
Zip CONSHOCHOCKEN, PA 19428-2233

Ln# Comments
001 HOME ADDRESS FOR MR. BLAKELY 4506 BRETTON BAY LN DLS 75287
002 980-8060 OR 248-4118

Ln# Delinquent Comments
001 PHONE FOR JOHN BROGAN 215 834-0221 X2133
002 1991 TAXES PD BY KNUTSON MORTGAGE #106089-2

Display? (/ ? PI MI LU AR BI CR RF)



INGRESS - EGRESS EASEMENTS TO BE ABANDONED

EXHIBIT 'A'							
PROPOSED R.O.W. DEDICATION							
FRANK LUKE STREET							
TOWN OF ADDISON, TEXAS							
DRAWN	DESIGN	DATE	SCALE	NOTES	FILE	NUMBER	
NWL	NWL	4-12-94	1"=40'				

NW NEEDHAM WRIGHT LASKEY ENGINEERS INC.
 10290 MONROE DRIVE SUITE 305
 DALLAS, TEXAS 75229
 JOB NO. 93-443 P.L. 214 337 2981 SHEET NO.

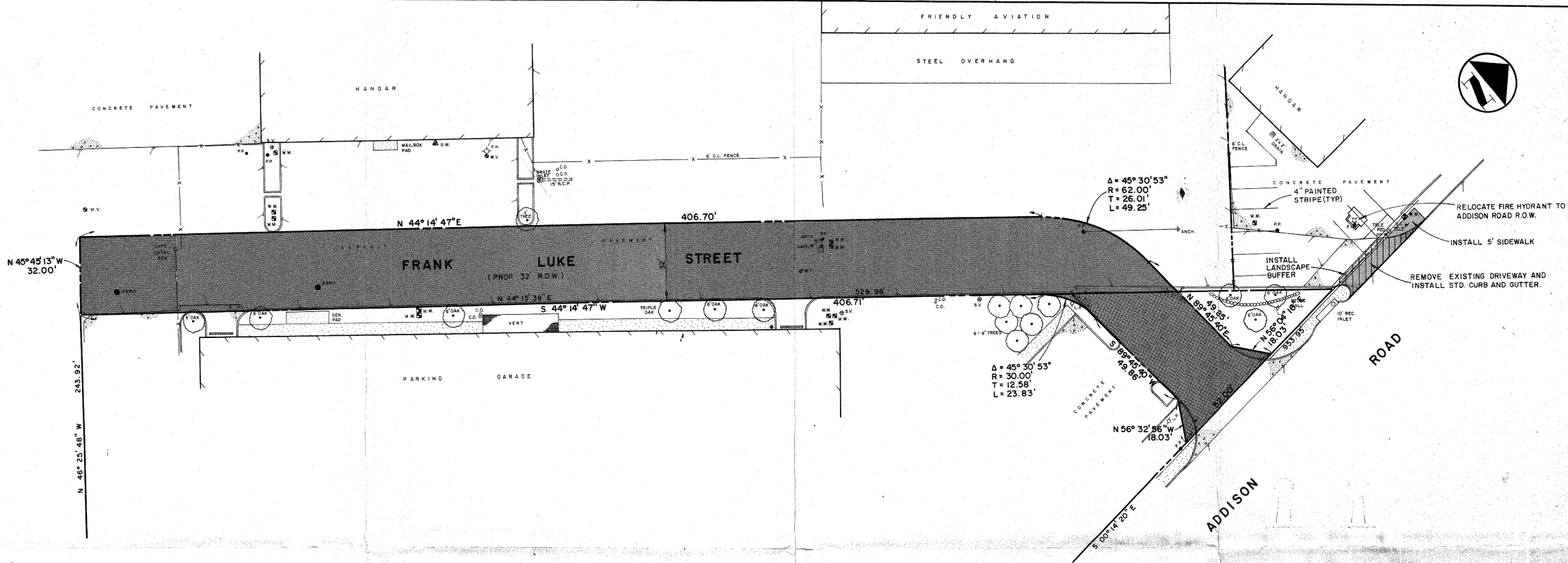


EXHIBIT 'B'
PROPOSED PAVING IMPROVEMENTS
FRANK LUKE STREET

TOWN OF ADDISON, TEXAS

N NEEDHAM WRIGHT LASKEY
ENGINEERS, INC.
 10290 MONROE DRIVE
 SUITE 305
 DALLAS, TEXAS 75229
 JOB NO. 93-443 SHEET NO.

DESIGN	DRAWN	DATE	SCALE	NOTES	FILE	NO.
N.W.L.	N.W.L.	4-12-94	1" = 20' H. 1" = 6' V.			