

25th
Anniversary
1978-2003

COWLES & THOMPSON

A Professional Corporation

ATTORNEYS AND COUNSELORS



JOHN M. HILL
214.672.2170
JHILL@COWLESTHOMPSON.COM

April 15, 2003

Mr. Steve Chutchian
Assistant City Engineer
Town of Addison
P.O. Box 9010
Addison, TX 75001-9010

Re: *Perry's C-Store*

Dear Steve:

Enclosed are the records which I received today from Hexter-Fair Title Company regarding Perry's C-Store, as we discussed today on the phone.

Sincerely,

John M. Hill

JMH/crc

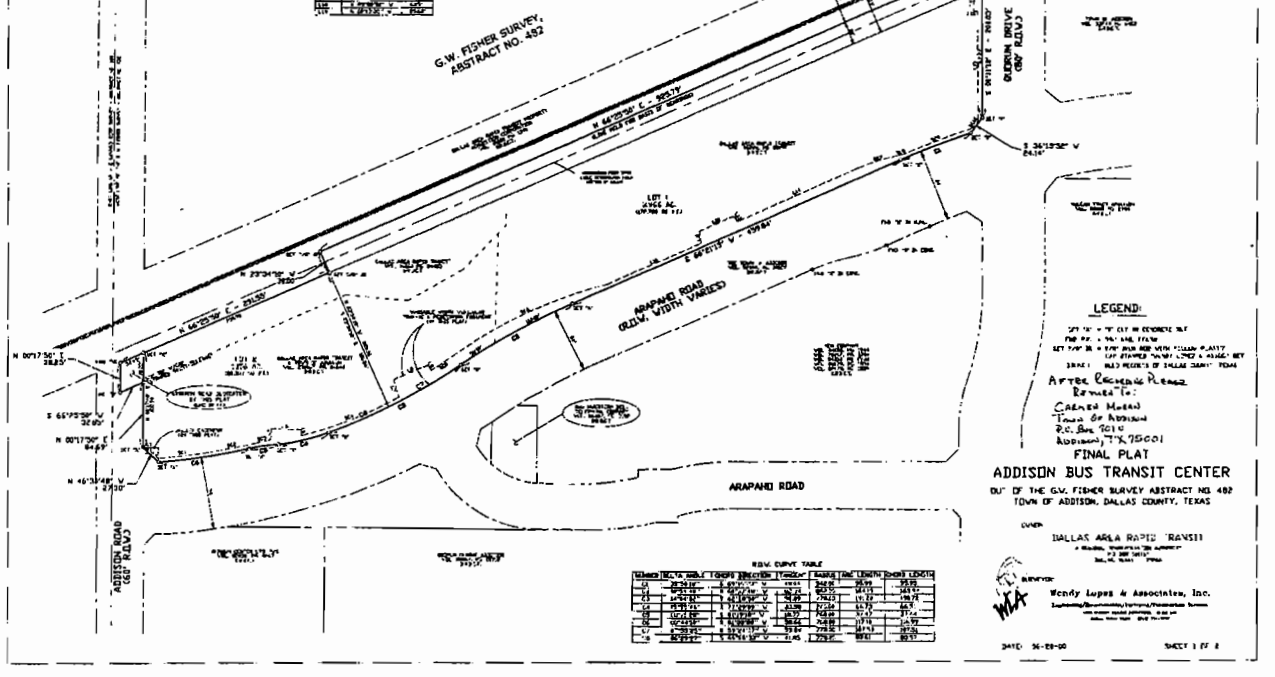
Enclosures
cc: Mr. Ken Dippel

VEHICULAR TRAFFIC & PEDESTRIAN EASMENT

LINE NO.	FROM	TO	BEARING	DISTANCE	REMARKS
1	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
2	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
3	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
4	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
5	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
6	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
7	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
8	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
9	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
10	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD

VEHICULAR TRAFFIC & PEDESTRIAN EASMENT

LINE NO.	FROM	TO	BEARING	DISTANCE	REMARKS
11	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
12	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
13	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
14	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
15	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
16	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
17	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
18	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
19	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
20	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD



LEGEND:

1/4" = 1' OF HORIZONTAL DISTANCE
 1/4" = 1' OF VERTICAL DISTANCE
 ALL DIMENSIONS ARE IN FEET AND INCHES
 ALL DIMENSIONS ARE TO CENTERLINE UNLESS OTHERWISE NOTED
 ALL DIMENSIONS ARE TO CENTERLINE UNLESS OTHERWISE NOTED
 ALL DIMENSIONS ARE TO CENTERLINE UNLESS OTHERWISE NOTED

APPROVED BY:
 CAROL ERICK
 Executive Vice President
 ADDISON, TEXAS 75201

FINAL PLAN
ADDISON BUS TRANSIT CENTER
 OUT OF THE G.W. FISHER SURVEY ABSTRACT NO. 482
 TOWN OF ADDISON, DALLAS COUNTY, TEXAS

OWNER:
 DALLAS AREA RAPID TRANSIT
 10000 W. LBJ Fwy
 Dallas, Texas 75243

DESIGNED BY:
 Wendy Lopez & Associates, Inc.
 10000 W. LBJ Fwy, Suite 1000
 Dallas, Texas 75243

AREA SUMMARY TABLE

LINE NO.	FROM	TO	BEARING	DISTANCE	REMARKS
1	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
2	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD
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7	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
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9	100.00	100.00	N 00°00'00" E	100.00	ADDITION ROAD
10	100.00	100.00	S 00°00'00" E	100.00	ADDITION ROAD

CAROL ERICK
 Executive Vice President



8333 Douglas Avenue
 Suite 130, LB 80
 Dallas, Texas 75225

214-373-9999
 214-987-3351 Fax
 caerick@hexter-fair.com

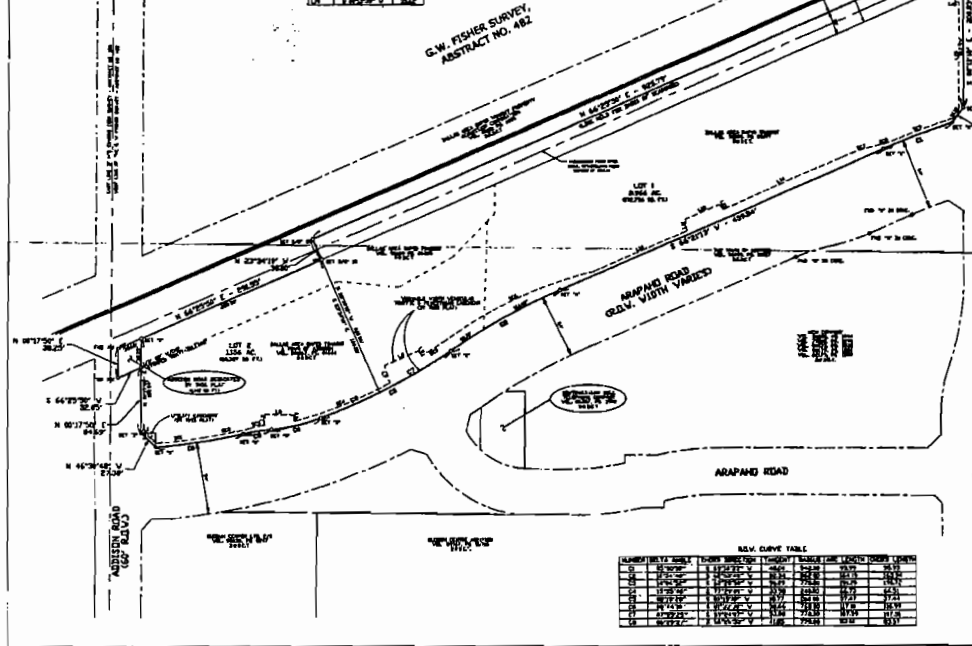
2008130-2574

VEHICULAR TRAFFIC & PEDESTRIAN FACILITY

NO.	DESCRIPTION	WIDTH	DEPTH	REMARKS
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VEHICULAR TRAFFIC & PEDESTRIAN FACILITY

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LEGEND

1/4" = 1' ON CONCRETE SET
 1/8" = 1' ON FINAL GRADE
 1/16" = 1' ON YELLOW PLASTER
 1/32" = 1' ON YELLOW PLASTER
 1/64" = 1' ON YELLOW PLASTER
 1/128" = 1' ON YELLOW PLASTER

ATTN: CARRAN MOSELEY
 CARRAN MOSELEY
 Town of Addison
 P.O. Box 4010
 Addison, TX 75001

FINAL PLAT
ADDISON BUS TRANSIT CENTER
 OUT OF THE G.W. FISHER SURVEY ABSTRACT NO. 482
 TOWN OF ADDISON, DALLAS COUNTY, TEXAS

OWNER:
 DALLAS AREA RAPID TRANSIT
 A public, non-profit agency
 under Texas law

DESIGNED BY:
 Wendy Lopez & Associates, Inc.
 Surveyors/Engineers/Planners/Architects/Interior Designers
 10000 Preston Road, Suite 1000
 Dallas, Texas 75240

SEMI-CURVE TABLE

STATION	CHORD BEARING	CHORD LENGTH	CHORD BEARING	CHORD LENGTH	CHORD BEARING	CHORD LENGTH	CHORD BEARING	CHORD LENGTH
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DATE: 06-29-08 SHEET 1 OF 2

N 85° 30' 00" W
 100.00 FT
 100.00 FT
 100.00 FT
 100.00 FT

FIELD NOTE DESCRIPTION

BEING a tract of land situated in the G. W. Fisher Survey, Abstract No. 482, Town of Addison, Dallas County, Texas and being a portion of several tracts of land conveyed to DALLAS AREA RAPID TRANSIT by deeds recorded in Volume 96099, Page 5197; Volume 96169, Page 4483; Volume 91038, Page 1390, and Volume 200067, Page 14644 of the Deed Records of Dallas County, Texas, and being more particularly described by metes and bounds as follows:

BEGINNING at an 'X' cut in concrete set for the northeast corner of the tract of land described in said deed recorded in Volume 96099, Page 5197 of the Deed Records of Dallas County, Texas, said point also being the intersection of the existing southeasterly right-of-way line of the Dallas Area Rapid Transit District Acquisition Corporation (DART-100 foot wide ROW) tract and the west right-of-way line of Quorum Drive (80 foot wide ROW):

- (1) THENCE, along said west right-of-way line of Quorum Drive, South $00^{\circ} 11' 10''$ East, a distance of 167.33 feet to a 'X' cut in concrete set for corner in the northerly right-of-way line of Arapaho Road;
- (2) THENCE, along said northerly right-of-way line, South $36^{\circ} 13' 52''$ West, a distance of 24.14 feet to an 'X' cut in concrete set for the beginning of a non-tangent curve to the left having a radius of 94200 feet and a 95.95 foot chord, bearing South $69^{\circ} 16' 23''$ West;
- (3) THENCE, southwesterly along said northerly right-of-way line and said curve a distance of 95.99 feet through a central angle of $05^{\circ} 50' 18''$ to an 'X' cut in concrete set for the point of tangency of said curve;
- (4) THENCE, continuing along said northerly right-of-way line, South $66^{\circ} 21' 13''$ West, a distance of 459.84 feet to an 'X' cut in concrete set for the beginning of a tangent curve to the left having a radius of 86230 feet and a 163.94 foot chord, bearing South $60^{\circ} 53' 48''$ West;
- (5) THENCE, southwesterly continuing along said northerly right-of-way line and said curve a distance of 164.19 feet through a central angle of $10^{\circ} 54' 48''$ to an 'X' cut in concrete set for the beginning of a reverse curve to the right having a radius of 776.00 feet and a 190.72 foot chord bearing South $62^{\circ} 28' 50''$ West;
- (6) THENCE, southwesterly continuing along said northerly right-of-way line and said curve a distance of 191.20 feet through a central angle of $14^{\circ} 04' 52''$ to an 'X' cut in concrete set for the beginning of a compound curve to the right having a radius of 240.00 feet and a 66.51 chord bearing South $77^{\circ} 29' 09''$ West;
- (7) THENCE, southwesterly continuing along said northerly right-of-way line and said curve a distance of 56.73 feet through a central angle of $15^{\circ} 55' 46''$ to an 'X' cut in concrete set for the beginning of a reverse curve to the left having a radius of 260.00 feet and a 37.44 foot chord bearing South $81^{\circ} 15' 18''$ West;
- (8) THENCE, southwesterly continuing along said northerly right-of-way line and said curve a distance of 37.47 feet through a central angle of $08^{\circ} 13' 28''$ to an 'X' cut in concrete set for the beginning of a reverse curve to the right having a radius of 768.00 feet and a 116.99 foot chord bearing South $81^{\circ} 33' 30''$ West;
- (9) THENCE, southwesterly continuing along said proposed northerly right-of-way line and said curve a distance of 117.10 feet through a central angle of $08^{\circ} 44' 10''$ to an 'X' cut in concrete set for corner;
- (10) THENCE, continuing along said proposed right-of-way line, North $46^{\circ} 30' 48''$ West, a distance of 27.38 feet to an 'X' cut in concrete set for corner in the east right-of-way line of Addison Road (60 foot wide ROW);
- (11) THENCE, along said east right-of-way line, North $00^{\circ} 17' 50''$ East, a distance of 84.69 feet to a 1/2 inch iron rod with 'Hutt-Zollars' cap found for corner in the southerly line of the tract of land described in said deed recorded in Volume 96169, Page 4483 of the Deed Records of Dallas County, Texas;
- (12) THENCE, along said southerly line, South $66^{\circ} 25' 50''$ West, a distance of 32.65 feet to a PK nail in asphalt pavement found for the southwest corner of said tract;
- (13) THENCE, along the west line of said tract, North $00^{\circ} 17' 50''$ East, a distance of 38.25 feet to a PK nail in asphalt pavement found for the northwest corner of said tract and a point in the southerly line of said DART-100 foot wide ROW;
- (14) THENCE, along said southerly line, North $66^{\circ} 25' 50''$ East, at a distance of 32.65 feet pass an 'X' cut in concrete set for corner and continuing in all a total distance of 29.55 feet to a 5/8 inch iron rod with yellow plastic cap stamped 'Wendy Lopez & Assoc.' set for corner;
- (15) THENCE, North $23^{\circ} 04' 10''$ West, a distance of 30.03 feet to a 5/8 inch iron rod with yellow plastic cap stamped 'Wendy Lopez & Assoc.' set for corner;
- (16) THENCE, parallel with said southerly line of said DART-100 foot wide ROW, North $66^{\circ} 25' 50''$ East, a distance of 925.79 feet to an 'X' cut in concrete set for corner in said west right-of-way line of Quorum Drive;
- (17) THENCE, along said west right-of-way line of Quorum Drive, South $00^{\circ} 11' 10''$ East, a distance of 32.65 feet to the POINT OF BEGINNING of the herein described tract and containing 5.146 acres (224,235 square feet) of land, more or less.

238

Addison

950631

Deed 04/05/00 2065141 421.00

THE STATE OF TEXAS ()
COUNTY OF DALLAS ()

I, EARL BULLOCK, Clerk of the County Court of Dallas County at Law No.4

Dallas County, Texas, do hereby certify that the foregoing is a true and correct copies in cause

No. cc-97-352-d styled, DALLAS AREA RAPID TRANSIT AND TOWN OF ADDISON
VS. ABP INVESTMENT #111 LTD, et al

JUDGMENT ENTERED IN VOLUME 140 PAGE 1268-74 MINUTES OF COUNTY COURT
AT LAW NO. 4 DALLAS COUNTY TEXAS

In the above styled and numbered cause, as now appears on file in my office.

WITNESS MY HAND AND SEAL of said Court this 31ST day of MARCH, 2000.

EARL BULLOCK COUNTY CLERK
Of Dallas County, Texas

BY
CONNIE JONES, Deput

200067 04643

CAUSE NO. CG-97-00352-D

DALLAS AREA RAPID TRANSIT and TOWN OF ADDISON,	§	Condemnation Proceeding
	§	filed with the Judge of
	§	
vs.	§	COUNTY COURT AT LAW NO. 4
	§	
ABP INVESTMENT #III, LTD., et al.	§	DALLAS COUNTY, TEXAS

JUDGMENT

On this date, came on to be heard the above-styled and numbered eminent domain case. The Court finds Dallas Area Rapid Transit and the Town of Addison had the requisite constitutional and legal authority to acquire the land owned by ABP Investment #III, Ltd., A. Ben Pinnell, Jr., Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel Thomas Perkins, Co-Trustees of the Mary Coffield Trust, the Annette Coffield Trust, the Evelyn C. Jones Trust, the Beth Brandeberry Trust and the Corinne Shimmer Trust, The Southland Corporation (Lessee), John H. King (Lienholder), Citicorp North America, Inc. (Lienholder), TIC United Corp. d/b/a Collier Trucking Division of TIC United Corp., as successor in interest to the assets of Collier Trucking, Inc. (Claimant), Morningstar Entertainment Group, Inc., a/k/a Morning Star Entertainment (Lessee), Computer People, Inc. (Lessee), and Dexton Corporation (Lessee) for public purposes.

Plaintiffs' First Amended Statement in Condemnation was filed with the County Court at Law No. 4, Dallas County, Texas. This honorable Court appointed three Special Commissioners to hear said cause and, after setting a time and place for hearing, proper notice to all parties, said Commissioners proceeded to hear the matter.

The following parties were given proper notice of the hearing, but did not appear and, thus, have waived any right to compensation in this proceeding:

JUDGMENT - Page 1
DOC #: 436749



200067 04644

Citicorp North America, Inc. (Southland Lienholder)
 Computer People, Inc. (Tenant)
 Dexton Corporation (Tenant)

The following parties have waived or disclaimed any interest in the property and/or right to compensation:

TIC United Corp.
 Morningstar Entertainment Group, Inc.

The remaining Defendants appeared personally and through their attorneys.

After due consideration, the Special Commissioners made the following award as to the value of the property acquired by Dallas Area Rapid Transit and the Town of Addison:

Citicorp North America, Inc. (Southland Lienholder)	-	\$0.00
Computer People, Inc. (Tenant)	-	\$0.00
Dexton Corporation (Tenant)	-	\$0.00
TIC United Corp. (disclaimer)	-	\$0.00
Morningstar Entertainment Group, Inc. (disclaimer)	-	\$0.00
The Southland Corporation	-	\$132,000.00
ABP Investment #III, Ltd. A. Ben Pinnell, Jr. John H. King Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merrin, and Samuel E. Thomas, Co-Trustees	-	\$2,767,500.00

FOR A TOTAL AWARD OF: \$2,899,500.00

The Commissioners' Report and Award was filed with the Judge of County Court at Law No. 4 on August 13, 1997. On August 21, 1997, Plaintiffs paid into the Registry of the Court the total sum of \$2,899,500.00 and order for writ of possession was issued.

JUDGMENT - Page 2
 DOC #: 650268



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 COUNTY CLERK'S OFFICE

200067 04645

Within the time prescribed by law, Defendants ABP Investment #III, Ltd, A. Ben Pinnell, Jr., Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel E. Thomas, Co-Trustees of the Mary Coffield Trust, the Annette Coffield Trust, the Evelyn C. Jones Trust, the Beth Brandeberry Trust, and the Corinne Shimer Trust, and John H. King filed their objection to the Commissioners' award and perfected their appeal to County Court at Law No. 4, Dallas County, Texas.

Defendant The Southland Corporation filed a motion to withdraw its portion of the award on or about September 4, 1997, which was granted by the Court, no award was made to Citicorp North America, Inc., a lienholder of The Southland Corporation.

On or about September 5, 1997, the Court issued its order directing the Clerk of the County Court at Law No. 4 to withdraw the principal sum of \$2,767,500.00 plus accrued interest and deposit same into an interest bearing account at Compass Bank, Houston, under the name of Earl Bullock, County Clerk. Said funds, plus accrued interest were order disbursed as follows:

- A. Ben Pinnell, Jr. and John H. King - 50% of the total proceeds
- The Mary Coffield Trust - 17% of the total proceeds
- The Annette Coffield Trust - 17% of the total proceeds
- The Evelyn C. Jones Trust - 11% of the total proceeds
- The Beth Brandeberry Trust - 2¼% of the total proceeds
- The Corrine Shimer Trust - 2½% of the total proceeds

The parties now desire to enter a judgment based on the Special Commissioners' award.

The Court is of the opinion and so finds that the Defendants raised no objection to regularity of the proceeding and this Court has complete jurisdiction to determine this matter.



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COUNTY CLERK'S OFFICE

It appears to the Court that all taxes current and past on the subject property have been duly paid and the taxing authorities Town of Addison, County of Dallas, and the Dallas Independent School District shall take nothing by virtue of the judgment.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that fee simple title to the hereinafter described property is divested from ABP Investment #III, Ltd., A. Ben Pinnell, Jr., Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel Thomas Perkins, Co-Trustees of the Mary Coffield Trust, the Annette Coffield Trust, the Evelyn C. Jones Trust, the Beth Brandeberry Trust and the Corinne Shimer Trust, The Southland Corporation (Lessee), John H. King (Lienholder), Citicorp North America, Inc. (Lienholder), TIC United Corp. d/b/a Collier Trucking Division of TIC United Corp., as successor in interest to the assets of Collier Trucking, Inc. (Claimant), Morningstar Entertainment Group, Inc., a/k/a Morning Star Entertainment (Lessee), Computer People, Inc. (Lessee), and Dexton Corporation (Lessee) and vested in the Dallas Area Rapid Transit and in the Town of Addison and that the these parties shall have fee simple title to the following described property:

A tract of land situated in the C.W. Fisher Survey, Abstract No. 482, Town of Addison, Dallas County, Texas, as more particularly described in Exhibit A attached hereto and incorporated herein for all purposes.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants A. Ben Pinnell, Jr., Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel Thomas Perkins, Co-Trustees of the Mary Coffield Trust, the Annette Coffield Trust, the Evelyn C. Jones Trust, the Beth Brandeberry Trust and the Corinne Shimer Trust, and John H. King (Lienholder) are awarded the sum of \$2,767,500, which said sum of money has been deposited by Plaintiffs into the Registry of the Court and withdrawn by Defendants with appropriate accrued interest.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant The Southland Corporation is awarded the sum of \$132,000, which said sum of money has been deposited by

JUDGMENT - Page 4
DOC #: 880749



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COUNTY CLERK'S OFFICE

200067 04647

Plaintiffs into the Registry of the Court and withdrawn by Defendants with appropriate accrued interest.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants TIC United Corp. and Morningstar Entertainment Group filed disclaimers herein and shall take nothing by virtue of this Judgment.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Citicorp North America, Inc., Computer People, Inc., and Dexton Corporation offered no proof of entitlement to compensation, were awarded nothing by the Special Commissioners, and therefore, take nothing by virtue of the judgment of the Court.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Plaintiffs Dallas Area Rapid Transit and the Town of Addison pay all costs in this proceeding.

SIGNED this 21 day of Dec, 1998.

Maureen D. Woody

JUDGE PRESIDING



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COUNTY CLERK'S OFFICE

200067 04648

APPROVED AS TO FORM AND SUBSTANCE:

Kenneth C. Dippel

Kenneth C. Dippel
Cowles & Thompson
901 Main Street, Suite 4000
Dallas, TX 75202
ATTORNEYS FOR PLAINTIFFS

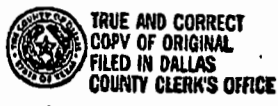
George Chapman

George Chapman
Thompson & Knight
1700 Pacific Avenue, Suite 3300
Dallas, Texas 75201-4693
ATTORNEYS FOR DEFENDANTS

ABP INVESTMENT #III, LTD.; A. BEN PINNELL, JR.;
JOSEPH H. JONES, BETH BRANDEBERRY, CAROLYN PERKINS SHIMER MERITT,
AND SAMUEL THOMAS PERKINS, CO-TRUSTEES OF THE MARY COFFIELD TRUST,
THE ANNETTE COFFIELD TRUST, THE EVELYN C. JONES TRUST, THE BETH BRANDEBERRY
TRUST, AND THE CORINNE SHIMER TRUST; and JOHN H. KING

Michael M. Barron

Michael M. Barron
Barron, Adler, Anderson & Poteet, L.L.P.
808 Nueces Street
Austin, Texas 78701
ATTORNEYS FOR THE SOUTHLAND CORPORATION



**COMBINED LAND DESCRIPTION
ARAPAHO ROAD/ABP INVESTMENT #III, LTD. TRACT
TOWN OF ADDISON, COUNTY OF DALLAS, TEXAS
G.W. FISHER SURVEY, ABSTRACT NO. 482**

BEING a tract of land situated in the G.W. Fisher Survey, Abstract No. 482, Town of Addison, Dallas County, Texas and being a portion of a tract of land described in instrument to ABP Investment #III, Ltd. as recorded in Volume 82108, Page 2894 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

BEGINNING at a 3/8 inch iron rod found at the southeast corner of said ABP Investment #III, Ltd. (ABP) tract, same being the southwest corner of a tract of land described in instrument to Southwestern Bell Telephone Company as recorded in Volume 86207, Page 3192 of the Deed Records, Dallas County, Texas, said point also being on the north right-of-way line of Arapaho Road;

THENCE North 89 degrees 35 minutes 00 seconds West along the said southerly line of said ABP tract and northerly right-of-way line of Arapaho Road a distance of 430.16 feet to a cut cross set for the most southwesterly corner of said ABP tract;

THENCE North 44 degrees 31 minutes 05 seconds West along the southwesterly line of said ABP tract and northeasterly right-of-way line of Arapaho Road a distance of 21.18 feet to a cut cross set for a corner on the westerly line of said ABP tract and east right-of-way line of Addison Road (60 foot wide right-of-way) as described in deed to the City of Addison recorded in Volume 334 Page 0106 of the Deed Records of Dallas County, Texas;

THENCE North 00 degrees 17 minutes 50 seconds East along the westerly line of said ABP tract and easterly right of way line of Addison Road a distance of 222.45 feet to a 1/2 inch iron rod set with "Huhn-Zollars" cap on the northwesterly line of said ABP tract;

THENCE North 66 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 282.45 feet to a 1/2 inch iron rod set with "Huhn-Zollars" cap;

THENCE South 84 degrees 55 minutes 10 seconds East along the northerly line of said ABP tract a distance of 81.00 feet to an "X" cut set in concrete;

THENCE North 60 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 80.00 feet to a 3/8 inch iron rod found;

THENCE North 44 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 66.23 feet to a 1/2 inch iron rod found with "Huhn-Zollars" cap for a corner;

THENCE South 01 degrees 47 minutes 22 seconds West along the easterly line of said ABP tract and easterly face of an existing building wall a distance of 323.36 feet to the POINT OF BEGINNING;

CONTAINING 96,838 square feet of land, more or less.

For Huhn-Zollars, Inc.
Eric N. Yalovsky 1212-6195
Eric N. Yalovsky
Registered Professional Land Surveyor
Texas Registration No. 4862

Huhn-Zollars Inc.
3131 Midway Ave.
Suite 600
Dallas, Texas 75204
(214) 871-3311

EXHIBIT A



TRUE AND CORRECT
COPY OF ORIGINAL
FILED IN DALLAS
COUNTY CLERK'S OFFICE

01/26/2017 11:04 AM WMS/CKT/2
12/22/16

067 04650

RETURN TO: DALLAS AREA RAPID TRANSIT
 c/o REAL ESTATE DIVISION
 1111 THE REECE BUILDING
 ADDRESS: R.O. BOX 680163
 DALLAS TX 75266
 TELEPHONE: 75266

COUNTY CLERK, DALLAS COUNTY, TEXAS
 EARL BULLOCK



APR 5 2000
 COUNTY OF DALLAS
 STATE OF TEXAS
 Any questions herein which respects the date, time, or use of the
 document may be referred to the County Clerk or the County
 Auditor. This instrument was filed in the office and was
 recorded by me and was duly recorded in the office and was
 indexed by me. I have verified the contents of this instrument
 and the same are correct and true to the best of my
 knowledge and belief.

FILED
 2000 APR -5 PM 1:19
 EARL BULLOCK
 COUNTY CLERK
 DALLAS COUNTY

1594079002

491732

03/04/99 1450041 \$23.00
Used

THE STATE OF TEXAS ()

COUNTY OF DALLAS ()

I, EARL BULLOCK, Clerk of the County Court of Dallas County at Law No. 4

Dallas County, Texas, do hereby certify that the foregoing is a true and correct copies in cause

No. cc-97-352-d styled, DALLAS AREA RAPID TRANSIT AND TOWN OF ADDISON VS. ABP INVESTMENT #111M KTD, et al

JUDGMENT Entered in Volume 140 Page 1268-1274 Minutes of County Court at Law No. 4 Dallas County, Texas.

In the above styled and numbered cause, as now appears on file in my office.

WITNESS MY HAND AND SEAL of said Court this 4th day of MARCH, 1999.



EARL BULLOCK, COUNTY CLERK
Of Dallas County Texas

BY
CONNIE JONES - Deputy

99043 03842

9/88

CAUSE NO. CC-97-00352-D

DALLAS AREA RAPID TRANSIT and
TOWN OF ADDISON,

vs.

ABP INVESTMENT #III, LTD., et al.

§ Condemnation Proceeding
§ filed with the Judge of
§
§ COUNTY COURT AT LAW NO. 4
§
§ DALLAS COUNTY, TEXAS

JUDGMENT



On this date, came on to be heard the above-styled and numbered eminent domain case. The Court finds Dallas Area Rapid Transit and the Town of Addison had the requisite constitutional and legal authority to acquire the land owned by ABP Investment #III, Ltd., A. Ben Pinnell, Jr., Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel Thomas Perkins, Co-Trustees of the Mary Coffield Trust, the Annette Coffield Trust, the Evelyn C. Jones Trust, the Beth Brandeberry Trust and the Corinne Shimmer Trust, The Southland Corporation (Lessee), John H. King (Lienholder), Citicorp North America, Inc. (Lienholder), TIC United Corp. d/b/a Collier Trucking Division of TIC United Corp., as successor in interest to the assets of Collier Trucking, Inc. (Claimant), Morningstar Entertainment Group, Inc., a/k/a Morning Star Entertainment (Lessee), Computer People, Inc. (Lessee), and Dexon Corporation (Lessee) for public purposes.

Plaintiffs' First Amended Statement in Condemnation was filed with the County Court at Law No. 4, Dallas County, Texas. This honorable Court appointed three Special Commissioners to hear said cause and, after setting a time and place for hearing, proper notice to all parties, said Commissioners proceeded to hear the matter.

The following parties were given proper notice of the hearing, but did not appear and, thus, have waived any right to compensation in this proceeding:



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140 1268

Citicorp North America, Inc. (Southland Lienholder)
 Computer People, Inc. (Tenant)
 Dexton Corporation (Tenant)

The following parties have waived or disclaimed any interest in the property and/or right to compensation:

TIC United Corp.
 Morningstar Entertainment Group, Inc.

The remaining Defendants appeared personally and through their attorneys.

After due consideration, the Special Commissioners made the following award as to the value of the property acquired by Dallas Area Rapid Transit and the Town of Addison:

Citicorp North America, Inc. (Southland Lienholder)	-	\$0.00
Computer People, Inc. (Tenant)	-	\$0.00
Dexton Corporation (Tenant)	-	\$0.00
TIC United Corp. (disclaimer)	-	\$0.00
Morningstar Entertainment Group, Inc. (disclaimer)	-	\$0.00
The Southland Corporation	-	\$132,000.00
ABP Investment #III, Ltd. A. Ben Pinnell, Jr. John H. King Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel E. Thomas, Co-Trustees	-	\$2,767,500.00
FOR A TOTAL AWARD OF:		\$2,899,500.00

The Commissioners' Report and Award was filed with the Judge of County Court at Law No. 4 on August 13, 1997. On August 21, 1997, Plaintiffs paid into the Registry of the Court the total sum of \$2,899,500.00 and order for writ of possession was issued.

JUDGMENT - Page 2
 DOC #: 650749

99043 03844



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 COUNTY CLERK'S OFFICE

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Within the time prescribed by law, Defendants ABP Investment #III, Ltd, A. Ben Pinnell, Jr., Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel E. Thomas, Co-Trustees of the Mary Coffield Trust, the Annette Coffield Trust, the Evelyn C. Jones Trust, the Beth Brandeberry Trust, and the Corinne Shimer Trust, and John H. King filed their objection to the Commissioners' award and perfected their appeal to County Court at Law No. 4, Dallas County, Texas.

Defendant The Southland Corporation filed a motion to withdraw its portion of the award on or about September 4, 1997, which was granted by the Court, no award was made to Citicorp North America, Inc., a lienholder of The Southland Corporation.

On or about September 5, 1997, the Court issued its order directing the Clerk of the County Court at Law No. 4 to withdraw the principal sum of \$2,767,500.00 plus accrued interest and deposit same into an interest bearing account at Compass Bank, Houston, under the name of Earl Bullock, County Clerk. Said funds, plus accrued interest were order disbursed as follows:

A. Ben Pinnell, Jr. and John H. King	-	50% of the total proceeds
The Mary Coffield Trust	-	17% of the total proceeds
The Annette Coffield Trust	-	17% of the total proceeds
The Evelyn C. Jones Trust	-	11% of the total proceeds
The Beth Brandeberry Trust	-	2½% of the total proceeds
The Corrine Shimer Trust	-	2½% of the total proceeds

The parties now desire to enter a judgment based on the Special Commissioners' award.

The Court is of the opinion and so finds that the Defendants raised no objection to regularity of the proceeding and this Court has complete jurisdiction to determine this matter.



It appears to the Court that all taxes current and past on the subject property have been duly paid and the taxing authorities Town of Addison, County of Dallas, and the Dallas Independent School District shall take nothing by virtue of the judgment.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that fee simple title to the hereinafter described property is divested from ABP Investment #III, Ltd., A. Ben Pinnell, Jr., Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel Thomas Perkins, Co-Trustees of the Mary Coffield Trust, the Annette Coffield Trust, the Evelyn C. Jones Trust, the Beth Brandeberry Trust and the Corinne Shimer Trust, The Southland Corporation (Lessee), John H. King (Lienholder), Citicorp North America, Inc. (Lienholder), TIC United Corp. d/b/a Collier Trucking Division of TIC United Corp., as successor in interest to the assets of Collier Trucking, Inc. (Claimant), Morningstar Entertainment Group, Inc., a/k/a Morning Star Entertainment (Lessee), Computer People, Inc. (Lessee), and Dexton Corporation (Lessee) and vested in the Dallas Area Rapid Transit and in the Town of Addison and that the these parties shall have fee simple title to the following described property:

A tract of land situated in the G.W. Fisher Survey, Abstract No. 482, Town of Addison, Dallas County, Texas, as more particularly described in Exhibit A attached hereto and incorporated herein for all purposes.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants A. Ben Pinnell, Jr., Joseph H. Jones, Beth Brandeberry, Carolyn Perkins Shimer Merritt, and Samuel Thomas Perkins, Co-Trustees of the Mary Coffield Trust, the Annette Coffield Trust, the Evelyn C. Jones Trust, the Beth Brandeberry Trust and the Corinne Shimer Trust, and John H. King (Lienholder) are awarded the sum of \$2,767,500, which said sum of money has been deposited by Plaintiffs into the Registry of the Court and withdrawn by Defendants with appropriate accrued interest.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant The Southland Corporation is awarded the sum of \$132,000, which said sum of money has been deposited by

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COPY OF ORIGINAL
FILED IN DALLAS
COUNTY CLERK'S OFFICE

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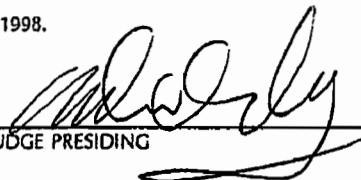
Plaintiffs into the Registry of the Court and withdrawn by Defendants with appropriate accrued interest.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants TIC United Corp. and Morningstar Entertainment Group filed disclaimers herein and shall take nothing by virtue of this Judgment.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Citicorp North America, Inc., Computer People, Inc., and Dexton Corporation offered no proof of entitlement to compensation, were awarded nothing by the Special Commissioners, and therefore, take nothing by virtue of the judgment of the Court.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Plaintiffs Dallas Area Rapid Transit and the Town of Addison pay all costs in this proceeding.

SIGNED this 21 day of Dec, 1998.



JUDGE PRESIDING



APPROVED AS TO FORM AND SUBSTANCE:

Kenneth C. Dippel
 Kenneth C. Dippel
 Cowles & Thompson
 901 Main Street, Suite 4000
 Dallas, TX 75202
 ATTORNEYS FOR PLAINTIFFS

George B. Chapman
 George Chapman
 Thompson & Knight
 1700 Pacific Avenue, Suite 3300
 Dallas, Texas 75201-4693
 ATTORNEYS FOR DEFENDANTS
 ABP INVESTMENT #III, LTD.; A. BEN PINNELL, JR.;
 JOSEPH H. JONES, BETH BRANDEBERRY, CAROLYN PERKINS SHIMER MERITT,
 AND SAMUEL THOMAS PERKINS, CO-TRUSTEES OF THE MARY COFFIELD TRUST,
 THE ANNETTE COFFIELD TRUST, THE EVELYN C. JONES TRUST, THE BETH BRANDEBERRY
 TRUST, AND THE CORINNE SHIMER TRUST; and JOHN H. KING

Michael M. Barron
 Michael M. Barron
 Barron, Adler, Anderson & Poteet, L.L.P.
 808 Nueces Street
 Austin, Texas 78701
 ATTORNEYS FOR THE SOUTHLAND CORPORATION



**COMBINED LAND DESCRIPTION
ARAPAHO ROAD/ABP INVESTMENT #III, LTD. TRACT
TOWN OF ADDISON, COUNTY OF DALLAS, TEXAS
G.W. FISHER SURVEY, ABSTRACT NO. 482**

BEING a tract of land situated in the G.W. Fisher Survey, Abstract No. 482, Town of Addison, Dallas County, Texas and being a portion of a tract of land described in instrument to ABP Investment #III, Ltd. as recorded in Volume 82108, Page 2694 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod found at the southeast corner of said ABP Investment #III, Ltd. (ABP) tract, same being the southwest corner of a tract of land described in instrument to Southwestern Bell Telephone Company as recorded in Volume 86207, Page 3192 of the Deed Records, Dallas County, Texas, said point also being on the north right-of-way line of Arapaho Road;

THENCE North 89 degrees 35 minutes 00 seconds West along the said southerly line of said ABP tract and northerly right-of-way line of Arapaho Road a distance of 430.16 feet to a cut cross set for the most southwesterly corner of said ABP tract;

THENCE North 44 degrees 31 minutes 05 seconds West along the southwesterly line of said ABP tract and northeasterly right-of-way line of Arapaho Road a distance of 21.18 feet to a cut cross set for a corner on the westerly line of said ABP tract and east right-of-way line of Addison Road (60 foot wide right-of-way) as described in deed to the City of Addison recorded in Volume 334 Page 0106 of the Deed Records of Dallas County, Texas;

THENCE North 00 degrees 17 minutes 50 seconds East along the westerly line of said ABP tract and easterly right of way line of Addison Road a distance of 112.35 feet to a 1/2 inch iron rod set with "Multi-Zollars" cap on the northwesterly line of said ABP tract;

THENCE North 66 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 282.45 feet to a 1/2 inch iron rod set with "Multi-Zollars" cap;

THENCE South 84 degrees 55 minutes 10 seconds East along the northerly line of said ABP tract a distance of 80.00 feet to an "X" cut set in concrete;

THENCE North 60 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 80.00 feet to a 5/8 inch iron rod found;

THENCE North 44 degrees 25 minutes 50 seconds East along the southwesterly line of said ABP tract a distance of 66.23 feet to a 1/2 inch iron rod found with "Multi-Zollars" cap for a corner;

THENCE South 01 degrees 47 minutes 22 seconds West along the easterly line of said ABP tract and easterly face of an existing building wall a distance of 323.36 feet to the POINT OF BEGINNING;

CONTAINING 96,838 square feet of land, more or less.

For Multi-Zollars, Inc.

Eric N. Yalovsky 12/26/95
Eric N. Yalovsky
Registered Professional Land Surveyor
Texas Registration No. 4862

Multi-Zollars Inc.
3131 McKinney Ave.
Suite 600
Dallas, Texas 75204
(214) 871-3311



TRUE AND CORRECT
COPY OF ORIGINAL
FILED IN DALLAS
COUNTY CLERK'S OFFICE

99043 03849

EXHIBIT A

140 1274

COUNTY CLERK, Dallas County, Texas

Earl Bullock



MAR 4 1999

Any provision herein which restricts the sale, rental, or use of the described real property hereinafter of color or race is invalid and unenforceable under federal law.
STATE OF TEXAS
COUNTY OF DALLAS
I hereby certify this instrument was filed on the date and time stamped herein by me and was only recorded in the return and page of the record records of Dallas County, Texas as stamped herein by me.

FILED
99 MAR -4 PM 12:36
EARL BULLOCK
COUNTY CLERK
DALLAS COUNTY

9903 03850

REPLACEMENT SPECIAL WARRANTY DEED

1550998

08/11/97 620124 \$15.00
Deed

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

KNOW ALL MEN BY THESE PRESENTS THAT:

ABP INVESTMENTS #III, LTD., a Texas limited partnership (hereinafter called "Grantor"), for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration paid to Grantor by JOSEPH H. JONES, BETH BRANDEBERRY, CAROLYN PERKINS SHIMER MERRITT AND SAMUEL THOMAS PERKINS, CO-TRUSTEES OF THE MARY COFFIELD TRUST, THE ANNETTE COFFIELD TRUST, THE EVELYN C. JONES TRUST, THE BETH BRANDEBERRY TRUST AND THE CORINNE SHIMER TRUST AND A. BEN PINNELL, JR. (hereinafter, collectively, called "Grantees"), the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to Grantees in undivided interests as set out on Exhibit A, attached hereto and made a part hereof, the real property described in Exhibit B attached hereto and made a part hereof (the "Property"), together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to general real estate taxes on the Property for the current year, zoning laws, regulations and ordinances of municipal and other governmental authorities, if any, affecting the Property and any and all valid restrictions, easements and other encumbrances, if any, affecting the Property as the same appear of record, but only to the extent that they are still in effect (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantees, their heirs, administrators, successors and assigns, forever, and Grantor does hereby bind itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantees, their heirs, administrators, successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof by, through or under Grantor, but not otherwise; subject, however, to the Permitted Encumbrances.

Current ad valorem taxes on the herein described property having been prorated, Grantees by acceptance of this Deed assume the payment thereof.

This Replacement Special Warranty Deed is being executed after reinstatement of Grantor and in replacement of that certain Special Warranty Deed dated as of May 28, 1997 and recorded on June 3, 1997 in the Real Property Records of Dallas County, Texas for the purposes of (i) insuring the validity of the grant and conveyance, (ii) correcting Exhibit A to clarify that the conveyance is made to the Grantees in their individual capacities and not in any partnership capacity, and (iii) correcting the legal description.

IN WITNESS WHEREOF, this Deed is executed by Grantor on August 8, 1997 but effective as of the 28th day of May, 1997.

Address of Grantees:

Rt. 13, Box 135
Denton, Texas 76205

GRANTOR:

ABP INVESTMENTS #III, LTD., a Texas
limited partnership

By: *A. Ben Pinnell, Jr.*
A. Ben Pinnell, Jr., General Partner

THE STATE OF TEXAS)
)
COUNTY OF DALLAS)

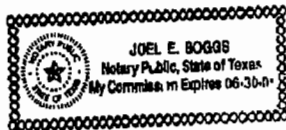
This instrument was acknowledged before me on 8-8, 1997 by A. Ben Pinnell, Jr., in his capacity as the general partner of ABP Investments #III, Ltd., a Texas limited partnership, on behalf of said partnership.

Joel E. Boggs
Notary Public, State of Texas

Joel E Boggs
(printed name)

My commission expires:

6-01



After Recording Return To:

Lou H. Jones
Thompson & Knight, P.C.
1700 Pacific Avenue
Suite 3300
Dallas, Texas 75201

Exhibit A

	PERCENTAGE OF INTEREST
A. Ben Pinnell, Jr.	50%
Mary Coffield Trust	17%
Annette Coffield Trust	17%
Evelyn C. Jones Trust	11%
Beth Brandeberry Trust	2.5%
Corinne Shimer Trust	2.5%

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A-1

EXHIBIT B

COMBINED LAND DESCRIPTION
ARAPAHO ROAD/ABP INVESTMENT #III, LTD. TRACT
TOWN OF ADDISON, COUNTY OF DALLAS, TEXAS
G.W. FISHER SURVEY, ABSTRACT NO. 482

BEING a tract of land situated in the G.W. Fisher Survey, Abstract No. 482, Town of Addison, Dallas County, Texas and being a portion of a tract of land described in instrument to ABP Investment #III, Ltd. as recorded in Volume 82108, Page 2694 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod found at the southeast corner of said ABP Investment #III, Ltd. (ABP) tract, same being the southwest corner of a tract of land described in instrument to Southwestern Bell Telephone Company as recorded in Volume 86207, Page 3192 of the Deed Records, Dallas County, Texas, said point also being on the north right-of-way line of Arapaho Road;

THENCE North 89 degrees 35 minutes 00 seconds West along the said southerly line of said ABP tract and northerly right-of-way line of Arapaho Road a distance of 430.16 feet to a cut cross set for the most southwesterly corner of said ABP tract;

THENCE North 44 degrees 31 minutes 05 seconds West along the southwesterly line of said ABP tract and northeasterly right-of-way line of Arapaho Road a distance of 21.18 feet to a cut cross set for a corner on the westerly line of said ABP tract and east right-of-way line of Addison Road (60 foot wide right-of-way) as described in deed to the City of Addison recorded in Volume 334 Page 0106 of the Deed Records of Dallas County, Texas;

THENCE North 00 degrees 17 minutes 50 seconds East along the westerly line of said ABP tract and easterly right of way line of Addison Road a distance of 112.35 feet to a 1/2 inch iron rod set with "Huitt-Zollars" cap on the northwesterly line of said ABP tract;

THENCE North 66 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 282.45 feet to a 1/2 inch iron rod set with "Huitt-Zollars" cap;

THENCE South 84 degrees 55 minutes 10 seconds East along the northerly line of said ABP tract a distance of 80.00 feet to an "X" cut set in concrete;

THENCE North 60 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 80.00 feet to a 5/8 inch iron rod found;

THENCE North 44 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 66.23 feet to a 1/2 inch iron rod found with "Huitt-Zollars" cap for a corner;

THENCE South 01 degrees 47 minutes 22 seconds West along the easterly line of said ABP tract and easterly face of an existing building wall a distance of 323.36 feet to the POINT OF BEGINNING;

CONTAINING 96,838 square feet of land, more or less.

For Huitt-Zollars, Inc.
E. J. Yahody 12/26/95
Eric J. Yahody
Registered Professional Land Surveyor
Texas Registration No. 4862

Huitt-Zollars Inc.
3131 McKinney Ave.
Suite 600
Dallas, Texas 75204
(214) 871-3311

COUNTY CLERK, Dallas County, Texas

Earl B. Burch



AUG 11 1997

Any person, in person which receives the sale, rental, or use of the
document and right hereby because of color or race is invalid and
unenforceable under Federal law.
STATE OF TEXAS
COUNTY OF DALLAS
I hereby certify this instrument was filed on the date and time
stamped herein by me and not duly recorded in the volume and
page of the record (records of Dallas County, Texas) as stamped
hereon by me.

97 AUG 11 PM 12:01
COUNTY CLERK
DALLAS COUNTY
Earl B. Burch

97155 03046

SPECIAL WARRANTY DEED

1090725

06/05/97 534107 \$17.00
Deed

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

KNOW ALL MEN BY THESE PRESENTS THAT:

ABP INVESTMENTS #III, LTD., a Texas limited partnership (hereinafter called "Grantor"), for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration paid to Grantor by JOSEPH H. JONES, BETH BRANDEBERRY, CAROLYN PERKINS SHIMER MERRITT AND SAMUEL THOMAS PERKINS, CO-TRUSTEES OF THE MARY COFFIELD TRUST, THE ANNETTE COFFIELD TRUST, THE EVELYN C. JONES TRUST, THE BETH BRANDEBERRY TRUST AND THE CORINNE SHIMER TRUST AND A. BEN PINNELL, JR. (hereinafter, collectively, called "Grantees"), the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to Grantees in undivided interests as set out on Exhibit A, attached hereto and made a part hereof, the real property described in Exhibit B attached hereto and made a part hereof (the "Property"), together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to general real estate taxes on the Property for the current year, zoning laws, regulations and ordinances of municipal and other governmental authorities, if any, affecting the Property and any and all valid restrictions, easements and other encumbrances, if any, affecting the Property as the same appear of record, but only to the extent that they are still in effect (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantees, their heirs, administrators, successors and assigns, forever, and Grantor does hereby bind itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantees, their heirs, administrators, successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof by, through or under Grantor, but not otherwise; subject, however, to the Permitted Encumbrances.

Current ad valorem taxes on the herein described property having been prorated, Grantees by acceptance of this Deed assume the payment thereof.

IN WITNESS WHEREOF, this Deed is executed by Grantor on this 28 day of May, 1997.

Address of Grantees:

Rt. 3, Box 135
Denton, Texas 76205

GRANTOR:

ABP INVESTMENTS #III, LTD., a Texas
limited partnership

By: A. Ben Pinnell, Jr.
A. Ben Pinnell, Jr., General Partner

THE STATE OF TEXAS)
)
COUNTY OF DALLAS)

This instrument was acknowledged before me on May 28, 1997 by A. Ben Pinnell, Jr., in his capacity as the general partner of ABP Investments #III, Ltd., a Texas limited partnership, on behalf of said partnership.



Evelyn Rockett
Notary Public, State of Texas

EVELYN ROCKETT
(printed name)

My commission expires:
11-2-98

Exhibit A

GENERAL PARTNER	PERCENTAGE OF INTEREST
A. Ben Pinnell, Jr.	50%
LIMITED PARTNERS	PERCENTAGE OF INTEREST
Mary Coffield Trust	17%
Annette Coffield Trust	17%
Evelyn C. Jones Trust	11%
Beth Brandeberry Trust	2.5%
Corinne Shimer Trust	2.5%

EXHIBIT B

TRANSIT CENTER/ABP INVESTMENT #III, LTD. TRACT
TOWN OF ADDISON, COUNTY OF DALLAS, TEXAS
G.W. FISHER SURVEY, ABSTRACT NO. 482

BEING a tract of land situated in the G.W. Fisher Survey, Abstract No. 482, Town of Addison, Dallas County, Texas and being a portion of a tract of land described in instrument to ABP Investment #III, Ltd. as recorded in Volume 82108, Page 2694 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

COMMENCING at a 5/8 inch iron rod found at the southeast corner of said ABP Investment #III, Ltd. (ABP) tract, same being the southwest corner of a tract of land described in instrument to Southwestern Bell Telephone Company as recorded in Volume 86207, Page 3192 of the Deed Records, Dallas County, Texas, said point also being on the north right-of-way line of Arapaho Road;

THENCE North 89 degrees 35 minutes 00 seconds West along the southerly line of said ABP tract and northerly right-of-way line of Arapaho Road a distance of 430.16 feet to an "x" cut set in concrete for the most southwesterly corner of said ABP tract;

THENCE North 44 degrees 31 minutes 05 seconds West along the southwesterly line of said ABP tract and northeasterly right-of-way line of Arapaho Road a distance of 21.18 feet to an "x" cut set in concrete for a corner on the westerly line of said ABP tract and east right-of-way line of Addison Road (60 foot wide right-of-way) as described in deed to the City of Addison recorded in Volume 334 Page 0106 of the Deed Records of Dallas County, Texas;

THENCE North 00 degrees 17 minutes 50 seconds East along the westerly line of said ABP tract and easterly right of way line of Addison Road a distance of 27.66 feet to an "x" cut set in concrete for the POINT OF BEGINNING;

THENCE North 00 degrees 17 minutes 50 seconds East along the westerly line of said ABP tract and easterly right of way line of Addison Road a distance of 84.69 feet to a 1/2 inch iron rod set with "Hult-Zollars" cap at the northwest corner of said ABP tract;

THENCE North 66 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 282.45 feet to a 1/2 inch iron rod set with "Hult-Zollars" cap;

THENCE South 84 degrees 55 minutes 10 seconds East along the northerly line of said ABP tract a distance of 80.00 feet to an "x" cut set in concrete;

THENCE North 60 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 80.00 feet to a 5/8 inch iron rod found;

THENCE North 44 degrees 25 minutes 50 seconds East along the northwesterly line of said ABP tract a distance of 66.23 feet to a 1/2 inch iron rod found with "Hult-Zollars" cap for a corner;

THENCE South 01 degrees 47 minutes 22 seconds West along the easterly line of said ABP tract and easterly face of an existing building wall a distance of 142.59 feet to a 1/2 inch iron rod found with "Hult-Zollars" cap, said point being the beginning of a non-tangent curve to the left, having a central angle of 3 degrees 28 minutes 05 seconds, a radius of 862.00 feet, and being subtended by a 52.17 foot chord bearing South 57 degrees 10 minutes 27 seconds West;

THENCE Southwesterly along said curve to the left an arc distance of 52.18 feet to a point for reverse curvature of a curve to the right, having a central angle of 14 degrees 04 minutes 51 seconds, a radius of 778.00 feet, and being subtended by a 190.72 foot chord bearing South 62 degrees 28 minutes 50 seconds West;

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THENCE Southwesterly along said curve to the right an arc distance of 191.20 feet to a PK nail set in asphalt paving for the point of compound curvature to the right, having a central angle of 15 degrees 55 minutes 47 seconds, a radius of 240.00 feet, and being subtended by a 66.51 foot chord bearing South 77 degrees 29 minutes 09 seconds West;

THENCE Westerly along said curve to the right an arc distance of 66.73 feet to a point for reverse curvature to the left, having a central angle of 8 degrees 15 minutes 30 seconds, a radius of 250.00 feet, and being subtended by a 37.44 foot chord bearing South 81 degrees 19 minutes 18 seconds West;

THENCE Westerly along said curve to the left an arc distance of 37.48 feet to an "x" cut set in concrete for the point of reverse curvature to the right, having a central angle of 8 degrees 44 minutes 10 seconds, a radius of 768.00 feet, and being subtended by a 116.99 foot chord bearing South 61 degrees 33 minutes 38 seconds West;

THENCE Westerly along said curve to the right an arc distance of 117.10 feet to an "x" cut set in concrete;

THENCE North 46 degrees 30 minutes 48 seconds West a distance of 27.38 feet to the POINT OF BEGINNING;

CONTAINING 63,247 square feet of land, more or less.

97109 03162

97109 03163

THOMPSON & KNIGHT
A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS
1700 PACIFIC AVENUE • SUITE 3300
DALLAS, TEXAS 75201-4693

COUNTY CLERK, Dallas County, Texas

Gay B. Smith



JUN 5 1997

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is hereby and unconditionally rendered null and void.

STATE OF TEXAS
COUNTY OF DALLAS
I hereby certify this instrument was filed on the date and time stamped herein by me and was duly recorded in the volume and page of the indexed records of Dallas County, Texas as stamped herein by me.

97 JUN -3 AM 11:54

COUNTY CLERK
DALLAS COUNTY

Gay B. Smith

FILED

1974

DALLAS COUNTY PLAT BOOKS

ASSIGNEE W. FISHER

PAT. NO. 1040 VOL. 11 ACRES 320

ABSTRACT NO. 482

733

CERT. NO. 462 SURV. NO. 463

SCHOOL DIST. DALLAS INDEP.

61 100

SCALE 100 FT. EQUAL 1 INCH

SHEET 5

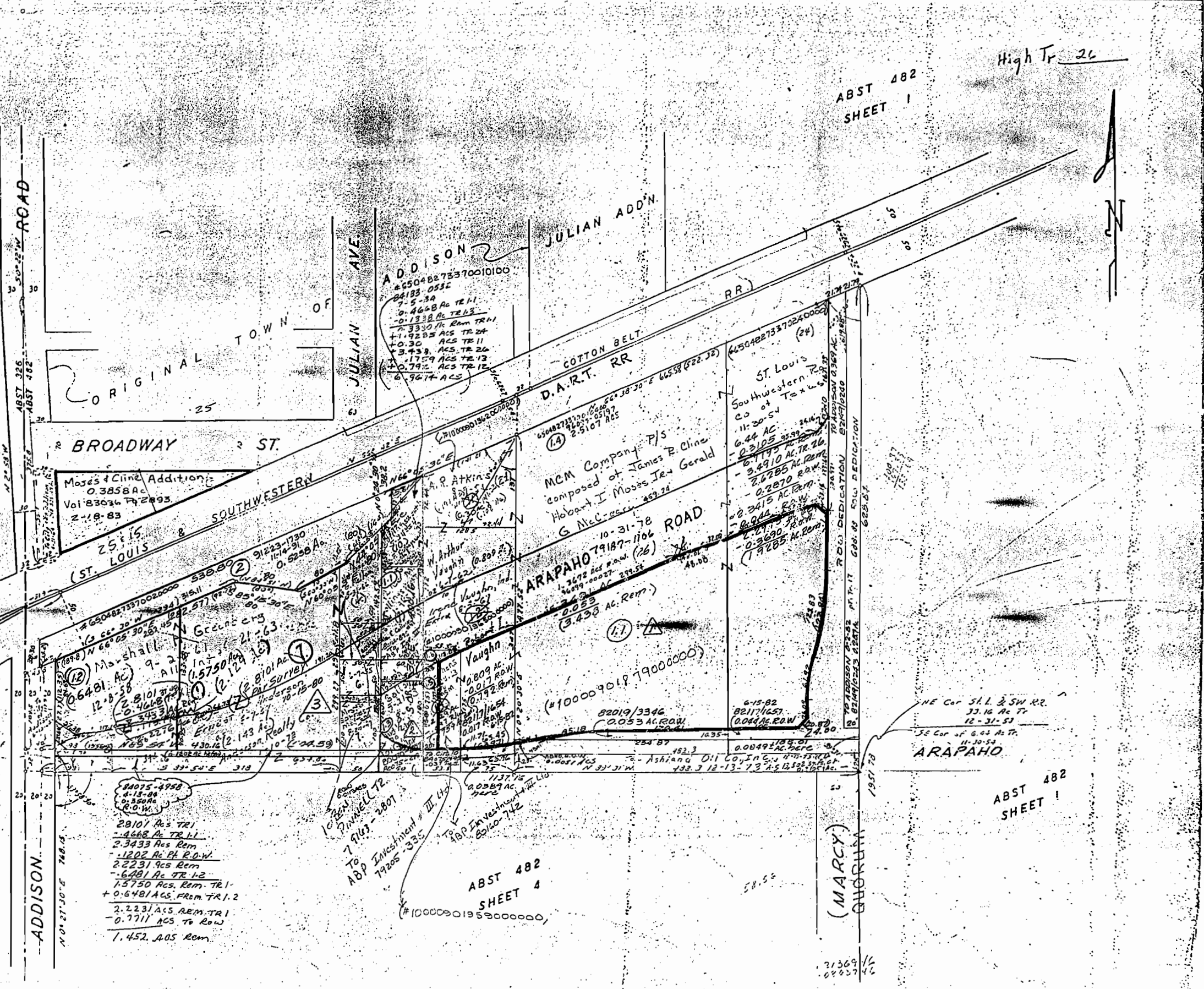
LOCATION 12.5 MI. N 7° W
UPDATED 6-21-99

REG 2

TR 11
(6.9674 ACS)
- 6.722 ACS ADS FEE SENEY
- 2.5107 ACS 1.5 96099-09197
- 1.3672 ACS R.O.W. 96099-00027
- 2.8441 ACS REM TR 11
- 0.0588 ACS TR 15 Vol. 98001/4681
- 0.0047 ACS TR 16 Vol. 97001/4686
- 2.7806 ACS REM
+ 0.0051 ACS A.A.N.O. R.O.W. VOL. 98001/4676
(2.7857 ACS REM) ADJ. TO
(2.789 BY VOL. 98141/4081)
WINGATE INN OF ADDISON
99074/10 FD. 4-16-99
2.7884 ACS
TR 13
(0.1338 ACS)
- 0.0173 ACS A.C.W. VOL. 98001/4641
- 0.0076 ACS R.O.W. VOL. 98001/4646
- 0.1149 ACS REM.

0.9711 ACS ROW
CC 497-00352-D
8-21-97
ABST 326
SHEET 1-B

ABST 326
SHEET 3



ABST 482
SHEET 1

High Tr 26

Moses & Cline Addition
0.3858 Ac
Vol 83034 P 2493
2-18-83

MCM Company P/S
composed of James B. Cline
Hobart I. Moses, Jay Gerald
G. McCaskey 457.74
10-31-78
ARAPAHO ROAD

ST. Louis
Southwestern R.R.
Co. of Texas
11-20-54
- 0.44 AC
- 0.3105 AC
- 0.1795 AC TR 26
- 3.4910 AC TR 26
- 2.2855 AC ROW
- 0.2870 AC ROW
- 2.3415 AC ROW
- 0.9444 AC ROW
- 0.3690 AC ROW
- 1.9285 AC ROW

NE Cor. S.H. 2 SW RR.
33.16 Ac Tr
12-31-53
ARAPAHO

ABST 482
SHEET 1

ABST 482
SHEET 4

(MARCY)
QUORUM

Moses & Cline Addition
 0.3858 Ac
 Vol 83036 Pg 2893
 2-18-83

SOUTHWESTERN

(ST. LOUIS & 25th St)

91223-1730
 11-14-91
 0.5258 Ac.

65048273370020000 538.80 (2)
 (S 66° 30' W 294) 315.11
 (S 66° 30' E 282.45) 282.577 (92.73)
 (S 66° 05' 30" E 282.45) 282.577 (92.73)
 85° 15' 30" E 80
 (S 66° 33' W) 80
 N 60° 05' 191.20

(1:2) Marshall
 0.6481 Ac
 12.8-58
 2.8101 Ac TR 1
 -0.4668 Ac TR 1.1
 2.3433 Ac Rem
 -0.1202 Ac Pt. R.O.W.
 2.2231 Ac Rem
 -0.6481 Ac TR 1.2
 1.5750 Ac Rem TR 1
 + 0.6481 ACS FROM TR 1.2

N Greenberg
 1.5750 Ac
 (2.129 Ac)
 (2.8101 Ac) (1)
 PER SURVEY

Ernie
 2.143 Ac
 10-15-80
 10-72
 (504.59)

84075-4958
 4-13-84
 0.350 Ac
 R.O.W.

2.8101 Ac TR 1
 - .4668 Ac TR 1.1
 2.3433 Ac Rem
 - .1202 Ac Pt. R.O.W.
 2.2231 Ac Rem
 - .6481 Ac TR 1.2
 1.5750 Ac Rem TR 1
 + 0.6481 ACS FROM TR 1.2
 2.2231 ACS REM TR 1
 - 0.7711 ACS TO ROW
 1.452 ACS Rem

ADDISON

N 0° 27' 30" E 768.15

10' ROW
 6' ROW
 7' ROW
 TO AB

City of
 11507
 0.64