

**FIRST MODIFICATION OF
ECONOMIC DEVELOPMENT INCENTIVE AGREEMENT**

Between the City Of Harker Heights, Texas and Market Heights, Ltd.

This supplemental agreement is entered into between the City of Harker Heights ("City"), and Market Heights, Ltd. ("Developer.")

RECITALS

A. The City and Developer entered into a contract entitled "Economic Development Incentive Agreement," referred to in this agreement as the "Contract," effective July 1, 2006, providing for economic incentive payments by the City to Developer as an inducement for Developer to invest its time, energy, and resources in the City, and by extension to facilitate the City's goals and objectives outlined therein. The Contract is hereby referred to and is incorporated herein by reference.

B. The Contract requires Developer work diligently to cause a Target Corporation discount retail store to be constructed and operated on the Property not later than March 31, 2008. As a result of unforeseen delays not reasonably within the control of the parties, Developer will be unable to meet this deadline. The parties accordingly desire to extend the said deadline as provided herein.

NOW, THEREFORE, for valuable consideration received by both City and Developer, including the continued benefits accruing to each under the Contract, and to comply with Paragraph 8(k) of the Contract, IT IS HEREBY AGREED:

1. Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Contract.
2. The first sentence of Paragraph 3(a) of the Contract is modified to read as follows:

Developer will work diligently to cause a Target Corporation discount retail store to be constructed and operated on the Property not later than July 31, 2008.
3. Except for the modification of the Contract made in Paragraph 2 of this agreement, all provisions of the Contract shall continue in full force and effect, and the parties ratify the Contract as modified and agree to be bound by the same. Hereafter, all references to the Contract shall be deemed to be references to the Contract as amended and modified by this instrument.
4. This modification shall be effective from and after January 15, 2007, regardless of when signed.

CITY OF HARKER HEIGHTS

MARKET HEIGHTS, LTD.

By: Market Heights Developers, Ltd., its
General Partner

By: DEVCO GP, Inc., its General Partner

By: Steve Carpenter
Steve Carpenter, City Manager

By: Jon Andrus
Jon Andrus, Vice President

ATTEST:

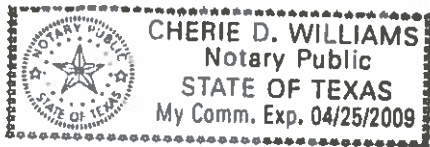
Patricia Brunson
Patricia Brunson, City Secretary

Acknowledgments

STATE OF TEXAS

COUNTY OF BELL

This instrument was acknowledged before me on January 25, 2007, by Steve Carpenter, City Manager of the City of Harker Heights, a Texas home rule municipality, on behalf of said municipality and as the act and deed thereof.



Cherie D. Williams
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF TRAVIS

This instrument was acknowledged before me on January 29, 2007, by Jon Andrus, Vice President of Devco, GP, Inc., a Texas corporation acting in its capacity as General Partner of Market Heights Developers, Ltd., a Texas limited partnership, as the General Partner of Market Heights, Ltd., a Texas limited Partnership, on behalf of said limited partnership and as the act and deed thereof.



Cynthia Magallanez
Notary Public, State of Texas