

**The Law Offices of Thomas H. Keen, PLLC**

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August 18, 2011

Fort Bend County, Texas

c/o Mary E. Reveles

First Assistant County Attorney

301 Jackson, Suite 728

Richmond, Texas 77469


Re: Tax abatement agreement with CooperSurgical

Dear Ms. Reveles,

As you are aware, the county previously granted a tax abatement to CooperSurgical's predecessor, Midway Lonestar Partners, L.P. and that abatement has been transferred ultimately to CooperSurgical as of April of 2009. After considering the cost of compliance with the abatement agreement, although CooperSurgical is appreciative of the abatement, we feel it is advantageous to both parties to terminate the tax abatement agreement for tax year 2011 and thereafter. We have spoken with the Fort Bend County Water Control and Improvement District Number 2, and the district has agreed to terminate the agreement as well.

Please consider this CooperSurgical's formal request to terminate the tax abatement agreement. It is our intention that neither party shall have any further liability under the tax abatement agreement. Should you have any questions please contact our attorney, Thomas Keen.

Sincerely,

  
Gregory Reed  
MGR - General Accountant

For Cooper Surgical