

JOYCE, McFARLAND + McFARLAND LLP

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November 23, 2009

*By Electronic Delivery
(rmuller@abhr.com)*

Fort Bend County Toll Road Authority
c/o Richard L. Muller, Jr.
Allen Boone Humphries Robinson LLP
3200 Southwest Freeway, Suite 2600
Houston, Texas 77027

**Re: Fort Bend Parkway, Segments A, B – Condemnation and Right-of-Way Acquisition
Matters in Fort Bend County, Texas.**

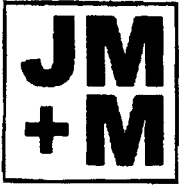
Gentlemen:

This letter supplements the Fees portion of our engagement letter dated November 17, 2009 in connection with the above-referenced acquisition projects.

Fees

For the initial negotiations through either a voluntary conveyance of the required rights prior to initiating condemnation proceedings or the filing of the award of special commissioners in a statutory condemnation case, our fees will be based on a flat fee of \$15,000 per parcel to be acquired, with \$7,500 to be paid upon execution of this supplement and \$7,500 to be paid upon such conveyance or filing of award. Subsequently, our fees will be based on the time spent by the lawyers and non-lawyer personnel who work on the matter. Billing rates for our attorneys vary according to the experience of the individuals. Our current billing rates for those attorneys expected to work on your matter range from \$250.00 an hour for the most junior associate to \$500.00 an hour for the most senior partner. In an effort to reduce overall legal costs, we utilize non-lawyer personnel whenever appropriate. Time devoted by such non-lawyer personnel to client matters is currently charged at billing rates generally ranging from \$50.00 to \$175.00 per hour. Billing rates for both attorneys and non-lawyer personnel are, from time to time, reviewed and adjusted and may be changed with or without notice. Please feel free at any time to ask for our current rates.

12-23-09 COPY received



If the foregoing, considered in connection with our November 17, 2009 letter, correctly reflects your understanding of the terms and conditions of our representation, please so indicate by executing the enclosed copy of this letter in the space provided below and return it to the undersigned.

Please contact me if you have any questions. We are pleased to have this opportunity to be of service and to work with you.

Very truly yours,

Joyce, McFarland + McFarland LLP

A handwritten signature in cursive script that reads "Charles B. McFarland".

Charles B. McFarland

AGREED TO AND ACCEPTED:

FORT BEND COUNTY TOLL ROAD AUTHORITY

By: A handwritten signature in cursive script that reads "James D. Cordrey".
Name: James D. Cordrey
Title: Chairman, Board of Directors