

STATE OF TEXAS §

COUNTY OF FORT BEND §

**FIRST AMENDMENT TAX ABATEMENT AGREEMENT
FORT BEND COUNTY DRAINAGE DISTRICT and
BIOTICS BUILDING LLC. and BIOTICS RESEARCH CORPORATION**

This First Amendment of the Tax Abatement Agreement is made and entered into by and between the **FORT BEND COUNTY DRAINAGE DISTRICT**, hereinafter referred to as "District," acting by and through its Board of Directors, **BIOTICS BUILDING LLC**, hereinafter referred to as "Owner," of the improvements located within the City of Rosenberg Reinvestment Zone No. 14, and **BIOTICS RESEARCH CORPORATION**, hereinafter referred to as "Lessee" of the improvements located within City of Rosenberg Reinvestment Zone No. 14.

WHEREAS, District, Lessee and Owner entered into a Tax Abatement Agreement on August 4, 2009, (hereinafter the "Agreement"); and

WHEREAS, the parties desire to amend a certain portion of the Agreement; and

WHEREAS, Owner and Lessee desire to extend the completion date of the improvements under the Agreement; and

WHEREAS, District, Owner and Lessee desire to amend said Agreement as hereinafter set forth for the purposes described in this preamble;

NOW THEREFORE, for and in consideration of the mutual benefits to be derived by the parties hereto, District, Owner and Lessee agree as follows:

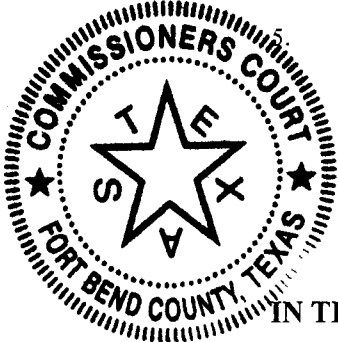
Pursuant to and in accordance with the Property Redevelopment and Tax Abatement Act, Chapter 312, Texas Tax Code, and the Guidelines and Criteria for Granting Tax Abatements in Reinvestment Zones located in Fort Bend County, Texas, the Agreement is hereby amended as follows:

1. Section 4(b) of the Agreement is hereby amended as follows:
That construction of the Improvements shall be completed on or before December 31, 2011. Owner shall provide District Tax Assessor/Collector a certified statement evidencing a minimum of \$1,500,000 project costs with respect to the Improvements within thirty (30) days after completion of the Improvements to be constructed by Owner.
2. Except as modified herein, the above referenced Agreement remains in full force

and effect and has not been modified or amended.

3. The tax abatement shall apply for the tax years as stated in the Agreement. This amendment does not purport to extend the tax abatement to tax years beyond tax year 2016, as stated in the Agreement.
4. All future amendments, if any, of the Agreement shall require written consent of the Board of Directors of the District.

The original Tax Abatement Agreement executed by and between the Fort Bend County Drainage District, Biotics Building LLC. and Biotics Research Corporation on August 4, 2009, is hereby adopted and incorporated by reference the same as if fully set forth verbatim herein for all purposes, subject only to the above described amendments.



IN TESTIMONY OF WHICH, THIS AMENDMENT shall be effective upon execution of the District.

FORT BEND COUNTY DRAINAGE DISTRICT

By: _____

Robert E. Hebert, County Judge

Date: _____

12-14-2010

ATTEST: _____

Dianne Wilson, County Clerk

OWNER:

BIOTICS BUILDING D.L.C.

By: _____

Name: _____

Title: _____

Date: _____

11/23/2010

Date: _____

11/23/2010

ATTEST: _____

Angel Garcia

LESSEE:

BIOTICS RESEARCH CORPORATION

By: _____

Name: _____

Title: _____

Date: _____

11/23/2010

Date: _____

11/23/2010

ATTEST: _____

Angel Garcia

Attachments: **Exhibit A** – August 4, 2009 Tax Abatement Agreement

I:MER/Tax Abatement/Biotics.AMEND.3195-129