

**GOLDEN-CHEEKED WARBLER
MITIGATION CREDIT PURCHASE AGREEMENT
WITH OPTION**

OPTION EXERCISE

THIS OPTION EXERCISE (this “**Option Exercise**”) is made by Williamson County, Texas, a political subdivision of the State of Texas (“**WILCO**”).

BACKGROUND

A. WILCO and Hickory Pass, LP, a Texas limited partnership (“**HP**”), entered into that certain Golden-Cheeked Warbler Mitigation Credit Purchase Agreement With Option (the “**Agreement**”) on May 15, 2007.

B. Article 2 of the Agreement grants WILCO the option to purchase 500 mitigation credits (“**Optional Mitigation Credits**”) for \$3,000,000 (the “**Option**”). WILCO must exercise the Option by Thursday, September 30, 2010, with closing held on or before December 31, 2010, or the Option expires.

C. This Option Exercise is made to exercise that option.

EXERCISE OPTION

IN CONSIDERATION of the premises above and other good and valuable consideration, WILCO exercises its option as follows:

1. EXERCISE OPTION. WILCO hereby exercises the Option to purchase the Optional Mitigation Credits.

2. SALE/PURCHASE OF OPTIONAL MITIGATION CREDITS. HP shall sell to WILCO and WILCO shall purchase from HP the Optional Mitigation Credits upon the following terms and conditions:

2.1. Number of Optional Mitigation Credits. 500.

2.2. Optional Purchase Price. The purchase price of the Optional Mitigation Credits is \$3,000,000 (the “**Optional Purchase Price**”), which equates to \$6,000 per Optional Mitigation Credit.

2.3. Option Closing. The closing of this transaction (the “**Option Closing**”) shall be conducted as follows:

A. Option Closing Date. The date of Option Closing (the “**Option Closing Date**”) shall be on Friday, December 31, 2010, unless WILCO elects to close on an earlier date.

B. Location. The Option Closing shall be held at a mutually acceptable location or, if no location is mutually acceptable, then at the offices of Sheets and Crossfield, P.C., 309 East Main, Round Rock, Texas 78664.

C. Items Delivered. At Option Closing, HP shall deliver to WILCO an Assignment of Mitigation Credits that is substantially similar to Exhibit F of the Conservation Bank Agreement as shown on Exhibit A attached to the Agreement and any other instruments reasonably requested by WILCO to effectively vest in WILCO all of HP's right, title, and interest in and to the Optional Mitigation Credits. At Option Closing, WILCO shall wire the Optional Purchase Price to HP's bank account as instructed by HP.

THIS OPTION EXERCISE IS EFFECTIVE & BINDING once signed and dated by WILCO immediately below and delivered to HP, either by hand, mail (1803 Brookhaven Drive, Austin, Texas 78704), fax (512/275-1726), or email (hickorypass@hotmail.com).

WILCO:

Williamson County, Texas
A political subdivision of the State of Texas

By: _____
Name: Dan A. Gattis
Title: County Judge
Date: _____