

November 15, 2010

Judge Dan A. Gattis

701 Main St., Suite 101

Georgetown, TX 78626

Dear Judge Gattis:

Attached is a "Consent to Pledge Agreement" to Plains Capital Bank. I represent the investment group, Trio Investments and ZOM Austin Land, LLC, which is taking over management from Waterstone Development (Bob Wunsch) for the Pearson Place at Avery Ranch Development. As you know, we have a road district established for Pearson Place to build Neenah Boulevard in the future.

Plains Capital Bank is providing our land and development loans, and we expect to break ground on the Pearson Place phase I development later this year. For collateral purposes, Plains Capital has asked us to pledge the County Road District bond proceeds to the bank if they are needed for collateral when the amounts are paid. In this document, Williamson County is consenting to the assignment, acknowledging Pearson is pledging to Plains Capital, and will pay all sums of the County Road District owed Pearson Place directly to Plains Capital.

I have sent this document to Charlie Crossfield as well if you want to call him. I have a 3pm appointment with you today, but if you can sign ahead of that meeting we are trying to close the bank loan at noon today, November 15, 2010. Thanks in advance for your cooperation.

Sincerely,



Gary L. Newman

Trio Investments, LP and Zom Austin Land, LLC

## CONSENT TO PLEDGE AGREEMENT

(Pearson Place Road District)

November \_\_\_\_, 2010

PlainsCapital Bank  
400 Sundance Parkway  
Round Rock, Texas 78681  
Attn: Mr. Doug Pittman

Re: Development Agreement Pearson Road District dated April 13, 2010 between RDW Holdings, Inc. d/b/a Waterstone Development Group ("RDW") and Williamson County, Texas ("County") (the "Agreement")

Dear Mr. Pittman:

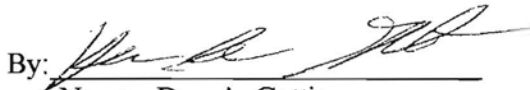
By this Consent to Pledge Agreement, County acknowledges and agrees as follows:

1. County consents to the assignment of the rights of RDW under the Agreement to Pearson Place at Avery Ranch, Ltd. ("Pearson").
2. County acknowledges that Pearson has or will execute a Pledge Agreement in favor of PlainsCapital Bank ("Bank"), pledging its rights under the Agreement in favor of Bank. County consents to the pledge of Pearson's rights under the Agreement to Bank.
3. So long as the Pledge Agreement is in effect (which shall be presumed unless and until Bank notifies County in writing that it has released its rights under the Pledge Agreement), County will (i) recognize Bank's rights under the Pledge Agreement, (ii) pay all sums otherwise owing to RDW or Pearson under the Agreement directly to Bank, and (iii) not consent to the pledge or assignment of RDW's or Pearson's rights under the Agreement to any other party.

*[signatures on following page]*

By executing in the space below, RDW and Pearson consent to the agreements made by County herein, and release County from all claims and causes of action resulting from County complying with the terms hereof.

Williamson County, Texas

By:   
Name: Don A. Gattis  
Title: Williamson County Judge

Agreed to:

RDW Holdings, Inc.

By: \_\_\_\_\_  
Name: Robert D. Wunsch  
Title: President

Pearson Place at Avery Ranch, Ltd.

By: ZOM Austin Land, LLC  
(dba ZOM Delaware Austin Land, LLC),  
General Partner

By: \_\_\_\_\_  
Name: Kevin W. Wisdom  
Title: Vice President