

AMENDMENT NO. 10
TO FACILITY CONCESSION AGREEMENT
(SH 130 Segments 5 and 6 FCA)

This Amendment No. 10 to Facility Concession Agreement (this "Amendment") is made and entered into as of April 21, 2011, by and between SH 130 Concession Company, LLC ("Developer") and the Texas Department of Transportation ("TxDOT").

A. Developer and TxDOT have executed that certain Facility Concession Agreement SH 130 Segments 5 and 6 Facility dated March 22, 2007 (as amended, the "FCA").

B. Developer and TxDOT desire to amend Book 2 of the FCA as provided herein.

NOW, THEREFORE, for good and valuable consideration and the mutual covenants and agreements herein contained, the receipt and sufficiency of which are hereby acknowledged, the Developer and TxDOT hereby agree as follows:

1. Capitalized Terms. Capitalized terms not otherwise defined herein shall have the meaning given such terms in the FCA.

2. Change to Book 2, Section 7.3.2. Book 2 is hereby amended by adding the following sentence at the end of the Section 7.3.2:

"The reporting requirements contained in this Section 7.3.2 shall not be applicable after December 31, 2010, unless and until such time as additional right-of-way is required for the Facility in accordance with the terms of the FCA."

3. Effectiveness of FCA Documents. This Amendment is entered into pursuant to Section 23.1 of the FCA. Except as specifically amended hereby, the provisions of the FCA Documents, as previously amended by Amendments 1 - 9, are hereby confirmed without change.

4. Counterparts. This Amendment may be executed (i) in multiple counterparts, and each counterpart when fully executed and delivered shall constitute an original instrument, and all such multiple counterparts shall constitute but one and the same instrument and (ii) via facsimile or electronic transmission with the facsimile or electronic transmission signature of any party on this instrument or a counterpart hereof being considered valid, binding and effective for all purposes.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed as of the day and year first above written.

DEVELOPER:

SH 130 CONCESSION COMPANY, LLC

By: 

Javier Gutierrez
Chief Executive Officer

TxDOT:

**TEXAS DEPARTMENT OF
TRANSPORTATION**

By: 

Steven E. Simmons, P.E.
Deputy Executive Director