

STATE OF TEXAS)
) PROBATE
COUNTY OF DALLAS)

BEFORE me personally appeared Kate Meads,
who on oath says that s/he saw the within named William R. Cooper,
general partner of THE PARK HAYWOOD COMPANY, the sole general
partner of PARK HAYWOOD ASSOCIATES, sign, seal and as his act
and deed as general partner of PARK HAYWOOD COMPANY, the sole
general partner of PARK HAYWOOD ASSOCIATES deliver the within
written agreement; and that s/he together with Gerry Bonner
witnessed the due execution thereof.

Kate Meads
Witness

Sworn to and subscribed before me
this 2nd day November , 1984.

Karen Chapman (Seal)
Notary Public

My Commission Expires: 9-2-87

0059

1325-11-27