

FOURTH AMENDMENT TO COWBOYS COMPLEX LEASE AGREEMENT

THIS FOURTH AMENDMENT TO COWBOYS COMPLEX LEASE AGREEMENT (this "Amendment") is entered into as of November 18, 2008, between **CITY OF ARLINGTON, TEXAS**, a duly incorporated home rule city of the State of Texas ("Landlord"), and **COWBOYS STADIUM, L.P.**, a Texas limited partnership ("Tenant").

RECITALS:

A. Landlord and Tenant entered into that certain Cowboys Complex Lease Agreement dated as of September 1, 2005 (as amended to date, the "Lease"; capitalized terms used but not defined herein shall have the meanings assigned to them in the Lease).

B. 183 Land Corporation, a Texas corporation ("Landowner"), having owned certain tracts of real property more particularly described on Annex A attached hereto and made a part hereof (the "Additional Land"); and having

donated, conveyed and made a gift of fee simple title to the Additional Land to Landlord (the "Conveyance"), such Conveyance of even date.

C. Landlord and Tenant desire for the Additional Land to be used as part of and incorporated in the Cowboys Complex and further desire to amend the Lease to incorporate the Additional Land as part of the Land under and subject to the Lease, subject to and on the terms and conditions contained in this Amendment.

AGREEMENTS:

NOW, THEREFORE, for and in consideration of the foregoing premises, the mutual promises and agreements set forth herein and other good and valuable consideration, the receipt and sufficiency of which consideration is hereby acknowledged, Landlord and Tenant agree as follows:

1. **Incorporation of the Additional Land.** The Additional Land shall be and is hereby incorporated into and made subject to the Lease. To give effect to the foregoing:

(a) The Lease is hereby amended to add a new Exhibit "A-5", which is in the form of Annex A attached hereto.

(b) The definition of "Land", as set forth in Section 1.5 of the Lease, is hereby amended so as to include the tracts of land described on Exhibit "A-5".

2. **Parking Improvements.** Tenant agrees to develop or to cause to be developed surface parking and landscape improvements on the Additional Land generally in accordance with the site plan attached hereto as Annex B and made a part hereof and further in accordance with all applicable law (the "Parking Improvements"); and Landlord and Tenant acknowledge and agree that the Parking Improvements shall be "Related Infrastructure" as such term is used in the Lease.

3. **Off-Site Improvements.** Tenant agrees to develop or to cause to be developed such off-site improvements as are reasonably necessary, as determined by Landlord in Landlord's reasonable discretion, to address the pedestrian flow between the Parking Improvements and the Cowboys Stadium (the "Off-Site Improvements"). Landlord and Tenant agree that such Off-Site Improvements shall include extending the existing sidewalk which runs along Randol Mill Road and adding sidewalks adjacent to the Parking Improvements, so as to complete such sidewalk to a maximum width of six feet (6') where sufficient right-of-way exists for same to Collins Avenue, and reasonable and necessary adjustments to the intersection(s) along Collins Avenue (including, without limitation, signal timing changes and crosswalk treatment). Notwithstanding the foregoing, Tenant's obligations under this Paragraph 3 are expressly contingent upon Landlord's ability to obtain (and Landlord actually obtaining) such right-of-way as is reasonably necessary for Tenant's performance of such obligations.

4. **Tenant's Use of the Parking Improvements.** Tenant's use of the Parking Improvements shall be in accordance with Article V of the Lease; provided, however, that Tenant shall not permit automobiles to remain in the Parking Improvements overnight.

5. **Landlord's Use of the Parking Improvements.** At times when the Parking Improvements are not being utilized by Tenant, either in connection with events taking place at the Cowboys Complex or otherwise, Landlord or its authorized designee(s) shall be permitted to utilize the Parking Improvements as follows: (i) Landlord or its authorized designee(s) shall be permitted to utilize the Parking Improvements in connection with future redevelopment that is to be located adjacent to the Additional Land; provided, however, that Tenant shall be permitted to charge a reasonable fee (at market rate as compared to parking structures of similar size and location) in connection with such use of the Parking Improvements for this purpose, such fee to be determined by Tenant, taking into account Tenant's maintenance and operation costs with respect to the Parking Improvements and the Off-Site Improvements, and (ii) Landlord or its authorized designee(s) shall be permitted to utilize the Parking Improvements as an intermodal parking facility, and Tenant shall not charge Landlord in connection with such use of the Parking Improvements for this purpose. Notwithstanding the foregoing, the use of the Parking Improvements for either of the purposes set forth above, and for any and all other purposes, shall be subject to Tenant's prior approval and shall be subject to advance scheduling acceptable to Tenant, and Landlord agrees that Tenant shall retain control of the Parking Improvements at all times.

6. **Payment by Tenant.** In connection with Tenant's lease of the Additional Land, and as the sole consideration therefor, Tenant agrees to make annual payments to Landlord (the "Payment"), which Payment shall be due and payable beginning January 1, 2010, and shall continue to be payable on each anniversary date thereafter for the duration of the Term of the Lease. The Payment due for the year 2010 shall be \$26,870.19, and such amount shall be adjusted annually so that the Payment due for each subsequent year shall be determined by increasing the amount of the Payment that was due for the immediately preceding year by 5.75%. Tenant acknowledges and agrees that the Payment contemplated in this Paragraph 6 is not a "tax" under Section 3.3 of the Lease, and such amount shall not be applied as a credit against the Rentals due under the Lease.

7. **Ratification; Binding Effect; Governing Law.** Landlord and Tenant each hereby ratifies and confirms its obligations under the Lease. Except as modified hereby, the Lease shall remain in full effect and this Amendment shall be binding upon Landlord and Tenant and their respective successors and assigns. If any inconsistency exists or arises between the terms of the Lease and the terms of this Amendment, however, the terms of this Amendment shall prevail (it being hereby acknowledged and agreed that the obligations set forth in this Amendment with regard to the Additional Land are unique and specifically applicable only to such Additional Land and not to any other Land covered by and/or the subject of the Lease). This Amendment shall be governed by the laws of the State of Texas.

8. **Counterparts.** This Amendment may be executed in multiple counterparts, each of which shall constitute an original, but all of which shall constitute one document.

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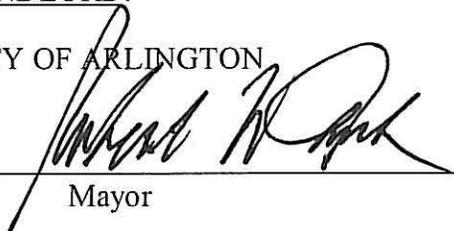
Executed as of the date first set forth above.

ATTEST:

for Karen Williams
City Secretary

LANDLORD:

CITY OF ARLINGTON

By: 
Mayor

APPROVED AS TO FORM:


City Attorney

TENANT:

COWBOYS STADIUM, L.P.,
a Texas limited partnership

By: Cowboys Stadium GP, LLC,
a Texas limited liability company,
its General Partner

By: _____
Name: _____
Title: _____

Executed as of the date first set forth above.

ATTEST:

Karen Bala
City Secretary

LANDLORD:

CITY OF ARLINGTON

By: [Signature]
Mayor

APPROVED AS TO FORM:

By: Eddie Martin for
City Attorney

TENANT:

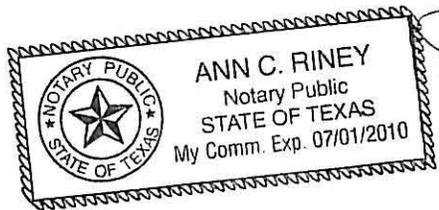
COWBOYS STADIUM, L.P.,
a Texas limited partnership

By: Cowboys Stadium GP, LLC,
a Texas limited liability company,
its General Partner

By: [Signature]
Name: George Mitchell
Title: Treasurer

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 30th day of December, 2008, by Robert N. Cluck, Mayor of City of Arlington, Texas, a duly incorporated home rule city of the State of Texas.

 Ann C. Riney
Notary Public in and for the State of Texas

[SEAL]
My Commission Expires:
7/1/10

STATE OF TEXAS §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2008, by _____, _____ of Cowboys Stadium GP, LLC, a Texas limited liability company, the General Partner of Cowboys Stadium, L.P., a Texas limited partnership, on behalf of said company and limited partnership.

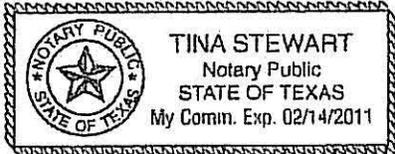
[SEAL] _____
Notary Public in and for the State of Texas

My Commission Expires:

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 31st day of December, 2008, by Robert N. Clark, Mayor of City of Arlington, Texas, a duly incorporated home rule city of the State of Texas.

Tina Stewart
Notary Public in and for the State of Texas



[SEAL]

My Commission Expires:

02.14.2011

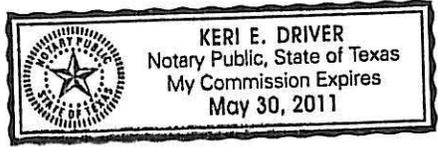
STATE OF TEXAS §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on the 31st day of Dec, 2008, by GEORGE MITCHELL, TREASURER of Cowboys Stadium GP, LLC, a Texas limited liability company, the General Partner of Cowboys Stadium, L.P., a Texas limited partnership, on behalf of said company and limited partnership.

Keri E. Driver
Notary Public in and for the State of Texas

My Commission Expires:

May 30 2011



ANNEX A

Exhibit "A-5"

- Parcel 1: Lot 1, Block 1, J. V. REDDY ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat thereof recorded in Volume 388-E, Page 67, Plat Records, Tarrant County, Texas.
- Parcel 2: Lot 2, Block 1, of REDDY ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Revised Plat thereof recorded in Volume 388-F, Page 141, of the Plat Records of Tarrant County, Texas.
- Parcel 3: Lot 3, Block 1, of J.V. REDDY ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat thereof recorded in Volume 388-F, Page 141, of the Plat Records of Tarrant County, Texas.
- Parcel 4: Lot 4, Block 1, of J.V. REDDY ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat thereof recorded in Volume 388-F, Page 141, Map Records of Tarrant County, Texas.
- Parcel 5: Lot 5, Block 1, of J.V. REDDY ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat thereof recorded in Volume 388-F, Page 141, of the Plat Records of Tarrant County, Texas.
- Parcel 6: Lots 6 and 7, Block 1, of J.V. REDDY ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat recorded in Volume 388-F, Page 141, of the Map/Plat Records of Tarrant County, Texas.
- Parcel 7: Being the South Seventy-three feet (73') of Lot 8, Block 1, of REDDY ADDITION, to the City of Arlington, Tarrant County, Texas, according to the plat recorded in Volume 388-F, Page 141, of the Plat Records of Tarrant County, Texas.
- Parcel 8: Lot 9, and the North 5 feet of Lot 8, Block 1, REDDY ADDITION to the City of Arlington, Tarrant County, Texas, according to Plat recorded in Volume 388-F, Page 141, Deed Records of Tarrant County, Texas.
- Parcel 9: Lot 2, Block 2, of REDDY ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat thereof recorded in Volume 388-E, Page 67, of the Plat Records of Tarrant County, Texas.

Parcel 10: Lot 3, Block 2, of REDDY ADDITION, to the City of Arlington, Tarrant County, Texas, according to the Plat thereof recorded in Volume 388-F, Page 141, of the Plat Records of Tarrant County, Texas.

Parcel 11: Being a 0.97 acre tract of land situated in the Sol Davis Survey, Abstract No. 425, City of Arlington, Tarrant County, Texas and being a ll that certain tract conveyed to Jody Lynn Garcia as evidenced by deed recorded in Volume 14434, Page 17, Deed Records Tarrant County, Texas and being more particularly described as follows:

Beginning at a found 5/8 inch iron rod for the northeast corner of said Garcia tract from which a found 1/2 inch iron rod bears North 57° 15' 12" East a distance of 3.22 feet;

Thence South 00° 35' 32" West with the east line of said Garcia tract a distance of 364.84 feet to a found Railroad Spike for corner in the north line of Slaughter Street and from which a found 1/2 inch iron rod bears North 10° 14' 41" East, 7.15 feet;

Thence North 89° 18' 57" West with the north line of Slaughter Street a distance of 114.87 feet to a found 5/8 inch iron rod for the southwest corner of said Garcia Tract and the southeast corner of the Lunberry tract as recorded in Volume 5721, Page 769, D.R.T.C.T.;

Thence North 00° 24' 54" East with the east line of said Lunberry tract a distance of 363.70 feet to a set 1/2 inch iron rod for the northwest corner of said Garcia tract and northeast corner of said Lunberry tract;

Thence South 89° 52' 59" East a distance of 116.00 feet to the POINT OF BEGINNING and CONTAINING 0.97 acres, 42,049 square feet of land.

Parcel 12: Being 2.424 acres situated in the Sol Davis Survey, Abstract No. 425, City of Arlington, Tarrant County, Texas, being all that certain tract of land conveyed to Wylodine Greaser by deed recorded in Volume 10014, Page 2379, Deed Records, Tarrant County, Texas. Said 2.424 acres being more particularly described by metes and bounds as follows:

BEGINNING at a 1/2" iron found at the Northwest corner of said Greaser tract and the Northeast corner of Lot 4, NORRIS ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat recorded in Volume 388-4, Page 245, Plat Records, Tarrant County, Texas, said 1/2" iron being in the South line of East Randol Mill Road (R.O.W. varies);

THENCE North 89.degrees 36 minutes 21 seconds East, along the south line of said East Randol Mill Road, 92.91 feet to a 1/2" iron found at the Northeast corner of said Greaser tract and the Northwest corner of Lot 9, Block 1, REDDY

ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat recorded in Volume 388-B, Page 67, Plat Records, Tarrant County, Texas;

THENCE South 00 degrees 00 minutes 00 seconds East, along the common line of said Greaser tract and said Block 1, a distance of 698.13 feet to a 1/2" iron found in the North line of Slaughter Street (R.O.W. varies);

HENCE North 89 degrees 38 minutes 41 seconds West, along the North line of said Slaughter Street, 209.00 feet to a 1/2" iron set with Fulton Surveying, Inc. cap at the Southwest corner of said Greaser tract in the East line of a tract of land conveyed to Jody Lynn Garcia by deed recorded in Volume 14434, Page 17, Deed Records, Tarrant County, Texas;

THENCE North 00 degrees 25 minutes 25 seconds East, along the West line of said Greaser tract, 359.64 feet to a 1/2" iron found at the most Westerly Northwest corner of said Greaser tract from which a 5/8" iron bears South 53 degrees 42 minutes 58 seconds West, 3.21 feet, said 1/2" iron being in the South line of said NORRIS ADDITION;

THENCE along the common line of said Greaser tract and said NORRIS ADDITION as follows:

South 88 degrees 57 minutes 53 seconds East, 115.92 feet to a 1/2" pipe found;

North 00 degrees 25 minutes 02 seconds West, 338.57 feet to the POINT OF BEGINNING and containing 2.424 acres of land.

Parcel 13: Being a 1.31 acre tract of land situated in the SOLOMON DAVIS SURVEY, ABSTRACT NO. 425, Tarrant County, Texas and being a portion of Lots 2, 3, and 4, all of Lots 5, 6 and 7, and a 0.10 acre tract of land, being NORRIS ADDITION, an Addition to the City of Arlington, Tarrant County, Texas, according to the plat recorded in Volume 388-4, Page 245, Plat Records, Tarrant County, Texas, and by deed recorded in Volume 8206, Page 2161, Deed Records, Tarrant County, Texas, and being more particularly described as follows:

BEGINNING at a set 1/2 inch iron rod for corner, being the northwest corner of said Lot 2 and being in the south right-of-way line of East Randol Mill Road (a 70 foot R.O.W.);

THENCE North 89° 03' 28" East, along the said south right-of-way line, for a distance of 174.40 feet to a set 1/2 inch iron rod for corner, being the northeast corner of said Lot 4;

THENCE South 00° 55' 57" East, leaving said south right-of-way line and following along the east line of said Lots 4 and 5, for a distance of 328.47 feet to a found 5/8 inch iron rod for corner, being the southeast corner of said Norris Addition;

THENCE North 89° 32' 46" West, for a distance of 116.44 feet to a set 1/2 inch iron rod for corner;

THENCE South 89° 48' 42" West, for a distance of 58.09 feet to a set 1/2 inch iron rod for corner, being the southwest corner of said Norris Addition;

THENCE North 00° 54' 57" West, along the west line of said Lots 7 and 2, for a distance of 324.87 feet to the POINT OF BEGINNING and CONTAINING 56,948 feet or 1.31 acres of land.

Parcel 14: Being a 5.33 acre tract of land situated in the Solomon Davis Survey, Abstract No. 425, Tarrant County, Texas and being all of Lot 1-R-2, Block 1, Harry T. Ross Addition, an addition to the City of Arlington, Texas by Plat recorded in Volume 388-145, Page 76, Deed Records, Tarrant County, Texas, and being more particularly described as follows:

BEGINNING at a point in the north line of Slaughter Street (a 50' right-of-way), said point being the southwest corner of Lot-6A, Northside Addition, an addition to the City of Arlington, Texas, by the Plat recorded in Volume 1026, Page 517, Deed Records, Tarrant County, Texas and the southeast corner of said Lot 1-R-2, Block 1, Harry T. Ross Addition for the POINT OF BEGINNING;

THENCE South 89 degrees 31 minutes 47 seconds West, along the said north line of Slaughter Street, a distance of 228.00 feet to a point, said point being the southeast corner of Lot 1, Block 1, Harry T. Ross Addition, an addition to the City of Arlington, Texas, by the Plat recorded in Volume 388-J, Page 599, Deed Records, Tarrant County, Texas, and a common corner of said Lot 1-R-2, Block 1, Harry T. Ross Addition;

THENCE North 00 degrees 14 minutes 47 seconds East, along the east line of said Lot 1, Block 1, Harry T. Ross Addition, a distance of 200.00 feet, to a point, said point being the northeast corner of said Lot 1, Block 1, Harry T. Ross Addition, and a common corner of said Lot 1-R-2, Block 1, Harry T. Ross Addition;

~~THENCE South 89 degrees 31 minutes 47 seconds West, along the north line of said Lot 1, Block 1, Harry T. Ross Addition, a distance of 159.80 feet to a point; said point being the northwest corner of said Lot 1, Block 1, Harry T. Ross Addition, and a point in the east line of Lot 3, Block 2, Reddy Addition, and a point in the east line of Lot 3, Block 2, Reddy Addition, an addition to the City of Arlington, Texas, by the Plat recorded in Volume 388-B, Page 67, Deed Records, Tarrant County, Texas, and a common corner of said Lot 1-R-2, Block 1, Harry T. Ross Addition;~~

THENCE North 00 degrees 14 minutes 47 seconds East, along the east line of said Lot 3, Block 2, Reddy Addition, a distance of 48.30 feet to a point at the northeast corner of said Lot 3, Block 2, Reddy Addition, said point being a common corner of said Lot 1-R-2, Block 1, Harry T. Ross Addition;

THENCE North 89 degrees 56 minutes 13 seconds West, along the north line of said Lot 3, Block 2, Reddy Addition, a distance of 122.20 feet to a point, in the east line of Webb Street (a 50 foot right-of-way), said point being the northwest corner of said Lot 3, Block 2, Reddy Addition, and a common corner of Lot 1-R-2, Block 1, Harry T. Ross Addition;

THENCE North 00 degrees 02 minutes 13 seconds West, along the east line of said Webb Street, a distance of 385.00 feet to a 1/2 inch iron rod found; said point being the southwest corner of Lot 8, Reddy Addition, as recorded in Volume 388-B, Page 67, Deed Records, Tarrant County, Texas, and a common corner of Lot 1-R-2, Block 1, Harry T. Ross Addition;

THENCE South 89 degrees 56 minutes 13 seconds East, along the south line of said Lot 8, Reddy Addition, a distance of 124.10 feet to a 1/2 inch iron rod found, said point being the southeast corner of said Lot 8, Reddy Addition, and a common corner of said Lot 1-R-2, Block 1, Harry T. Ross Addition;

THENCE North 00 degrees 14 minutes 47 seconds East, along the east line of said Lot 8, Reddy Addition, a distance of 46.70 feet to a 1/2 inch iron rod found in the south line of Randol Mill Road (a 110 foot right-of-way), said point being the northwest corner of said Lot 1-R-2, Block 1, Harry T. Ross Addition;

THENCE North 89 degrees 31 minutes 47 seconds East, along the south line of said Randol Mill Road, a distance of 185.00 feet to a point;

THENCE South 85 degrees 38 minutes 13 seconds East, continuing along the south line of said Randol Mill Road, a distance of 195.40 feet to a point, said point being the northwest corner of Lot 5-A, Northside Addition, as recorded in Volume 1026, Page 517, Deed Records, Tarrant County, Texas, and a common corner of Lot 1-R-2, Block 1, Harry T. Ross Addition;

THENCE South 01 degrees 02 minutes 13 seconds East, a distance of 171.88 feet to the southwest corner of said Lot 5-A, Northside Addition, a common corner for said Lot 6-A, Northside Addition, in passing, in all a distance of 326.45 feet to a point;

THENCE South 00 degrees 08 minutes 53 seconds West, a distance of 327.07 feet to a point, for the POINT OF BEGINNING and CONTAINING 275,926 square feet, 6.33 acres of land, more or less.

Parcel 15: BEING a part of the SOLOMAN DAVIS SURVEY, Abstract No. 425, in Tarrant County, Texas, more particularly described as follows:

BEGINNING 232 feet west of the southeast corner of a 7.8 acre tract of land conveyed to Fletcher Hargrove by R.L. Jackson and wife, Clara Jackson by deed dated September 2, 1943, recorded in Book 1593, Page 521, Deed Records of Tarrant County, Texas;

THENCE North parallel with the east line of said 7.8 acre tract, 368 feet;

THENCE West along the north line of said tract, 116 feet;

THENCE South parallel with the east line of said tract, 368 feet to a stake in the south line of said 7.8 acre tract;

THENCE East along the south line of said tract, 116 feet to the PLACE OF BEGINNING.

Parcel 16: Being all of Lots 60 and 61, SOL DAVIS ADDITION, an Addition to the City of Arlington, Tarrant County, Texas according to the Plat thereof Recorded in Volume 388-199, Page 11, of the Plat Records of Tarrant County, Texas, and more commonly known as 427 Slaughter Street, Arlington, Texas 76011

Parcel 17: THE WEST 69 FEET OF LOT 1, BLOCK 1, OF ROSS ADDITION TO THE CITY OF ARLINGTON, TARRANT COUNTY, TEXAS ACCORDING TO THE PLAT THEREOF RECORDED IN VOLUME 388-J, PAGE 599, PLAT RECORDS, TARRANT COUNTY, TEXAS, more commonly known as 429 Slaughter Street, Arlington, Texas 76011.

SAVE AND EXCEPT that portion of subject property conveyed by Foster A. Birdsong and wife, Evelyn Birdsong to Bethel Baptist Church, Inc., by Warranty Deed dated April 26, 1966, filed May 16, 1966, recorded in Volume 4214, Page 564 of the Real Property Records of TARRANT County, Texas.

