

## MEMORANDUM OF LEASE

**THIS MEMORANDUM OF LEASE** is made this \_\_\_\_ day of \_\_\_\_\_, 2013 by and between the **TEXAS DEPARTMENT OF TRANSPORTATION**, a public agency of the State of Texas ("TxDOT") and NTE Mobility Partners Segments 3 LLC, a Delaware limited liability company ("Developer").

Witnesseth:

1. TxDOT and Developer have this day entered into a Lease (the "Lease") and on March 1, 2013, TxDOT and Developer entered into a related Facility Agreement, North Tarrant Express Segments 3A & 3B Facility (the "Agreement") under which Developer has agreed to, and does hereby, lease from TxDOT, and TxDOT has agreed to, and does hereby, lease to Developer, on the terms and conditions set forth in the Lease and Agreement, the premises in the County of Tarrant in the State of Texas legally described in Exhibit A attached hereto and made a part hereof, all for the purpose of financing, developing, constructing, operating and maintaining the Facility on the Facility Right of Way as described and defined in the Lease and Agreement. All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Agreement.

2. The Lease sets forth the names and addresses of the parties thereto.

3. The term of the Lease for the property described in Exhibit A attached hereto commences upon the Operating Commencement Date and shall continue until the date that is June 22, 2061.

4. The term of the Lease is subject to earlier termination in accordance with the Agreement. Termination of the Agreement in accordance with its terms shall automatically result in termination of the Lease, as provided in Section 19.6 of the Agreement. The term of this Lease may be extended only as provided in the Agreement.

5. In the event of any conflict between the terms of this Memorandum of Lease and the terms of the Lease, the terms of the Lease shall control.

[Signature Page Immediately Follows]

IN WITNESS WHEREOF, the Parties, intending to be legally bound, have executed this Memorandum of Lease on the date first written above, for the purpose of providing an instrument for recording.

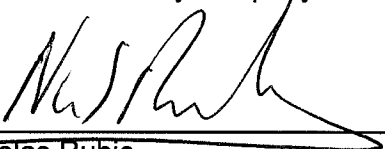
**TxDOT**

**TEXAS DEPARTMENT OF TRANSPORTATION**

By:   
Name: Phil Wilson  
Title: Executive Director

**DEVELOPER**

**NTE Mobility Partners Segments 3 LLC,**  
a Delaware limited liability company

By:   
Name: Nicolas Rubio  
Title: Authorized Representative

By:   
Name: Sven Kottwitz  
Title: Authorized Representative

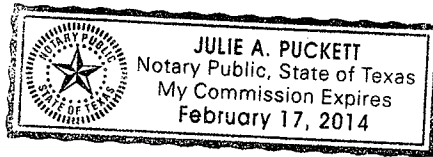
***After recording return document to:***

Thomas O. Moore, III  
Bracewell & Giuliani LLP  
711 Louisiana Street, Suite 2300  
Houston, Texas

STATE OF TEXAS )  
 ) ss.  
COUNTY OF Travis )

Before me, Julie Puckett (insert the name and character of the officer),  
on this day personally appeared Phil Wilson, known to me (or proved to me on the  
oath of N/A or through N/A (description  
of identity card or other document) to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he/she executed the same for the purposes and  
consideration therein expressed.

Given under my hand and seal of office this 1 day of March, 2013.



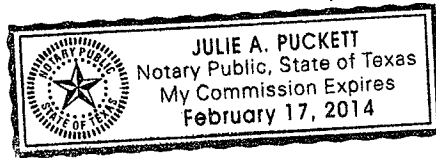
(Personalized Seal)

Julie Puckett  
Notary Public's Signature

STATE OF TEXAS )  
 ) ss.  
COUNTY OF Travis )

Before me, Julie Puckett (insert the name and character of the officer),  
on this day personally appeared Nicolas Rubio, known to me (or proved to me on the  
oath of N/A or through N/A (description  
of identity card or other document) to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he/she executed the same for the purposes and  
consideration therein expressed.

Given under my hand and seal of office this 1 day of March, 2013.



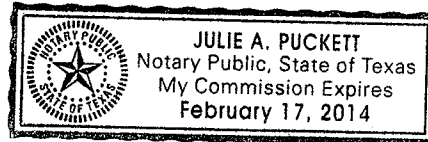
(Personalized Seal)

Julie Puckett  
Notary Public's Signature

STATE OF TEXAS )  
 ) ss.  
COUNTY OF Travis )

Before me, Julie Puckett (insert the name and character of the officer),  
on this day personally appeared Sven Kottwitz, known to me (or proved to me on the  
oath of Not or through NY Drivers License (description  
of identity card or other document) to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he/she executed the same for the purposes and  
consideration therein expressed.

Given under my hand and seal of office this 1 day of March, 2013.



(Personalized Seal)

Julie Puckett  
Notary Public's Signature