



JEFFERSON PILOT
FINANCIAL

Kathy McDow
Mortgage Service Specialist

Jefferson Pilot Financial
PO Box 20407
Greensboro, NC 27420

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October 28, 1998

Mr. Bruce Shelby, CEO
Shelby/Estus Realty Group, Inc.
Houston, TX 77057

**Re: Jefferson-Pilot Financial Loan Number C98248
Bissonnet SE, L.P.**

Dear Mr. Shelby:

Jefferson-Pilot Financial Insurance Company and Bissonnet SE, L.P. agree to the following:

1. The Mortgage instrument will include a covenant regarding the escrow of ad valorem taxes, assessments and insurance as stipulated in Section II, Item 11 of the loan commitment dated April 3, 1998 to collect monthly one-twelfth of the cost of such taxes and assessments.
2. Jefferson-Pilot Financial Insurance Company agrees not to exercise its right under this covenant (as provided in Section II, Item 11) so long as the borrower pays promptly when due the annual ad valorem taxes, insurance and assessments and the loan remains in a current condition in all respects.

This agreement is to be between Jefferson-Pilot Financial Insurance Company and Bissonnet SE, L.P. and will not inure to any successive borrowers.

Assuming the above stated conditions of this Agreement in connection with Section II, Item 11 of our commitment of April 3, 1998 are acceptable to you, please indicate your approval by signing a copy of this letter in the space provided at the bottom and return to me at your earliest convenience.

Sincerely,

Kathy McDow
Mortgage Loan Specialist

/km

Accepted:

October 28, 1998

Date

Bissonnet SE, L.P.

CEO of Shelby/Estus Realty Group, Inc.
General Partner of