

P276359

162-45-3016

MERGER AGREEMENT

06/10/93 00873916 P276359 \$ 16.25

This merger agreement ("Agreement") is entered into this 31st day of December, 1992 by and between FKM Partnership, a Texas general partnership ("FKM"), LRM Partnership, a Texas general partnership ("LRM"), and Meyer Properties, a Texas general partnership ("MP"), (collectively, the "Partnerships").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, the undersigned, being all of the partners of FKM, LRM and MP, hereby agree as follows:

1. By unanimous consent of the partners of the Partnerships, FKM, LRM and MP are hereby merged into a single Texas general partnership. The name of this surviving partnership is FKM Partnership.

2. This merger requires certain actions to be taken by all of the partners of the Partnerships in order to comply with the current Partnership agreements. In this regard, and in compliance with the respective Partnership agreements, all of the partners of the Partnerships hereby:

- (a) waive any notice of meeting;
- (b) waive any notice of intent to transfer a partnership interest;
- (c) waive the option to purchase a transferred partnership interest;
- (d) consent to the exchange of partnership interests required by this merger.

3. This merger requires that all partners of the Partnerships exchange their current ownership interests in FKM, LRM and MP for ownership interests in the surviving FKM Partnership. As a result of this exchange, the ownership interest of each of the partners in the surviving FKM Partnership shall be as follows:

Partner	%
Joseph F. Meyer III	40.2552
Joseph F. Meyer IV	3.6792
Charlotte L. Mitchell	3.6792
Kenneth B. Meyer	3.6792
Charles F. Meyer	3.6792

162-45-3017

Ellen C. King	22.5140
Rosa M. Heinsohn Trust	21.3883
Edward C. Carrington, Jr. Trust	<u>1.1257</u>
Total	100.0000

4. The partners of all of the Partnerships acknowledge that each partner individually has the authority and capacity to enter into this Agreement. Additionally, Joseph F. Meyer IV, Charlotte L. Mitchell, Kenneth B. Meyer and Charles F. Meyer acknowledge that they are signing this Agreement individually and as remaindermen of the life estates currently held by Joseph F. Meyer III and created by the wills of Lucille R. Meyer and Frank K. Meyer.

5. This Agreement shall be effective on December 31, 1992.

FKM PARTNERSHIP

Joseph F. Meyer III  
Joseph F. Meyer III

Joseph F. Meyer IV  
Joseph F. Meyer IV

Charlotte L. Mitchell  
Charlotte L. Mitchell

Kenneth B. Meyer  
Kenneth B. Meyer

Charles F. Meyer  
Charles F. Meyer

Ellen C. King  
Ellen C. King

ROSA C. HEINSOHN TRUST

Rosa C. Heinsohn  
Rosa C. Heinsohn, Trustee

(9)  
for  
W. Lee

162-45-3018

EDWARD C. CARRINGTON, JR. TRUST

Rosa C. Heinsohn  
Rosa C. Heinsohn, Trustee

LRM PARTNERSHIP

Joseph F. Meyer III  
Joseph F. Meyer III

Joseph F. Meyer IV  
Joseph F. Meyer IV

Charlotte L. Mitchell  
Charlotte L. Mitchell

Kenneth B. Meyer  
Kenneth B. Meyer

Charles F. Meyer  
Charles F. Meyer

Ellen C. King  
Ellen C. King

ROSA C. HEINSOHN TRUST

Rosa C. Heinsohn  
Rosa C. Heinsohn, Trustee

EDWARD C. CARRINGTON, JR. TRUST

Rosa C. Heinsohn  
Rosa C. Heinsohn, Trustee

MEYER PROPERTIES

Joseph F. Meyer III  
Joseph F. Meyer III

Joseph F. Meyer IV  
Joseph F. Meyer IV

162-45-3019

Charlotte L. Mitchell  
Charlotte L. Mitchell

Kenneth B. Meyer  
Kenneth B. Meyer

Charles F. Meyer  
Charles F. Meyer

Ellen C. King  
Ellen C. King

ROSA C. HEINSOHN TRUST

Rosa C. Heinsohn  
Rosa C. Heinsohn, Trustee

EDWARD C. CARRINGTON, JR. TRUST

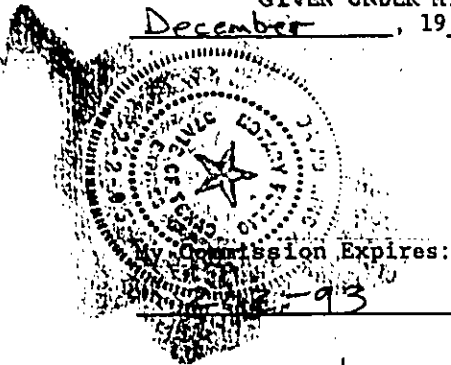
Rosa C. Heinsohn  
Rosa C. Heinsohn, Trustee

162-45-3020

STATE OF TEXAS }  
COUNTY OF HARRIS }

BEFORE ME, the undersigned authority, on this day personally appeared Joseph F. Meyer III, Joseph F. Meyer IV, Charlotte L. Mitchell, Kenneth B. Meyer, Charles F. Meyer, Ellen C. King and Rosa C. Heinsohn, Trustee, Partners of FKM Partnership, LRM Partnership and Meyer Properties, Texas general partnerships, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OFFICE this 31st day of December, 1992.



David L. King  
Notary Public in and for  
Harris County, T E X A S

*Ret.*

COUNTY CLERK  
HARRIS COUNTY TEXAS

FILED  
93 JUN 10 AM 11:55

MC Management & Development, Inc.  
6802 Mapleridge, Suite 210  
P. O. Box 1074  
Bellaire, Texas 77401

David L. King  
General Counsel

713/668-2369  
FAX: 713/668-8402

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS UNLAWFUL AND UNENFORCEABLE UNDER FEDERAL LAW.  
THE STATE OF TEXAS }  
COUNTY OF HARRIS }  
I hereby certify that this instrument was FILED in File Number \_\_\_\_\_  
Sequence on the date and at the time stamped hereon by me; and was  
duly RECORDED, in the Official Public Records of Real Property of Harris  
County, Texas on

JUN 10 1993



COUNTY CLERK  
HARRIS COUNTY, TEXAS

DEPUTY