

FIRST EASEMENT AMENDMENT

OFFICIAL RECORDS
7012

STATE OF TEXAS

COUNTY OF BASTROP

Line No. T-150
Easement No. 120

DATE: 7-24, 1997.

GRANTOR: JAMES E. CLAIBORNE and wife, CHARLA M. CLAIBORNE

GRANTOR'S MAILING ADDRESS (including county):

P.O. Box 630
Smithville, Texas 78957
Bastrop County, Texas

GRANTEE: LOWER COLORADO RIVER AUTHORITY, a conservation and reclamation district

GRANTEE'S MAILING ADDRESS:

P. O. Box 220
Austin, Texas 78767
Travis County, Texas

CONSIDERATION: Ten and no/100's Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged.

PRIOR EASEMENT: That certain easement from Laura J. Williams and M.C. Williams to Texas Public Utilities Company, dated November 20, 1925, as recorded in Volume 80, Page 445, Deed Records of Bastrop County, Texas, and assigned to the Lower Colorado River Authority in that certain conveyance dated September 2, 1939 and recorded in Volume 102, Page 180, Deed Records of Bastrop County, Texas.

GRANTOR'S
PROPERTY:

207.920 acres, more or less, out of the Stephen F. Austin Survey, Abstract 4, more particularly described in the deed from William Stone Thompson and wife, Kathryn Frances Thompson dated December 28, 1973, as recorded in Volume 220, Page 668, Bastrop County Deed Records.

For the Consideration paid to Grantor, Grantor hereby agrees that the PRIOR EASEMENT, as it affects GRANTOR'S PROPERTY, shall be amended as follows:

1. The following paragraph shall be deleted from the PRIOR EASEMENT in its entirety:

Not more than No towers and No poles 5 "H" Frames - 2 Split Guys & 2 Side Guys, shall be erected along the course of said line.

2. The following sentences shall be added to the PRIOR EASEMENT:

- i. The easement property is described as a tract of land consisting of 3.04 acres, more or less, being more particularly described in Exhibit "A" attached hereto and made a part hereof for all purposes. In the event of a discrepancy in description between the prior easement and this amendment, the description in Exhibit "A" attached hereto shall control.

ii. GRANTOR agrees that no habitable structure shall be placed in or on the easement property;

iii. GRANTEE is hereby granted the right to construct, install, use, operate, maintain, repair, inspect, improve, remove and replace water and/or wastewater related lines, conduits, pumps, valves, pipes, fittings and all appurtenances thereto on, over, under, across, and through the easement property, provided that all such facilities shall be installed underground at a minimum depth of 4 feet from the surface. GRANTEE agrees that, in the installation of underground pipes, GRANTEE shall use a double ditching process.

iv. GRANTEE agrees to, at all times after completing any work on easement property, restore the surface of the easement property and the GRANTOR'S remainder property, as nearly as possible, to the condition in which such property was found immediately before such work was undertaken. In addition, GRANTEE shall determine the value of any crops damaged by the GRANTEE'S activities on the easement property or the GRANTOR'S remainder property, and shall reimburse the GRANTOR for such damages.

3. Except as specifically amended hereby, all terms and conditions of the PRIOR EASEMENT shall remain in full force and effect, and nothing herein shall be construed as depriving GRANTEE of any rights obtained in the PRIOR EASEMENT.

4. By acceptance of this First Easement Amendment, GRANTEE agrees to the terms hereof.

In witness whereof, GRANTOR executed this FIRST EASEMENT AMENDMENT as of the 24th day of July, 1997.

GRANTOR:

James E. Claiborne
JAMES E. CLAIBORNE

GRANTOR:

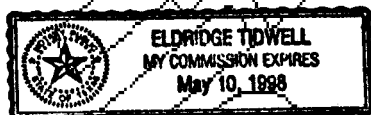
Charla M. Claiborne
CHARLA M. CLAIBORNE

ACKNOWLEDGMENT

STATE OF TEXAS

COUNTY OF Bastrop

This instrument was acknowledged before me on 7-24, 1997 by James E. Claiborne.

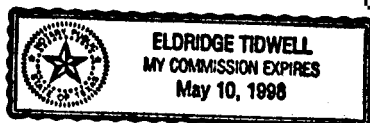


Eldridge Tidwell
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF Bastrop

This instrument was acknowledged before me on 7-24, 1997 by Charla M. Claiborne.



Eldridge Tidwell
Notary Public, State of Texas

AFTER RECORDING RETURN TO:

Lower Colorado River Authority
Real Estate Services - H-330
P.O. Box 220
Austin, Texas 78767

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Bastrop County, Texas
James E. Claiborne and wife,
Charla M. Claiborne

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Transmission Line No. T-150
Easement No. 120

EXHIBIT "A"

FIELD NOTE DESCRIPTION OF AN EASEMENT AND RIGHT-OF-WAY CONTAINING 3.04 ACRES, MORE OR LESS, IN THE STEPHEN F. AUSTIN SURVEY, ABSTRACT NO. 4, BASTROP COUNTY, TEXAS, AND BEING OUT OF AND A PART OF A CALLED 207.920 ACRE TRACT OF LAND CONVEYED BY DEED FROM WILLIAM STONE THOMPSON AND WIFE, KATHRYN FRANCES THOMPSON TO JAMES E. CLAIBORNE AND WIFE, CHARLA M. CLAIBORNE DATED DECEMBER 28, 1973 AND RECORDED IN VOLUME 220, PAGE 668 OF THE DEED RECORDS OF BASTROP COUNTY, TEXAS.

Said easement and right-of-way shall consist of a strip of land being 80 feet wide and more particularly described by metes and bounds as follows:

COMMENCING at a 1/2 inch iron rod found for the intersection of the north right-of-way line of Farm to Market Road No. 2571 (a varying width right-of-way), and the west right-of-way line of County Road No. 385 (a varying width right-of-way), same being the southeast corner of said Claiborne 207.920 acre tract of land;

THENCE leaving the north right-of-way line of said Farm to Market Road No. 2571 and the the west right-of-way line of said County Road No. 385, same being the record east line of said Claiborne 207.920 acre tract of land N 03° 20' 27" W, a distance of 5323.51 feet to a calculated point for the southeast corner of this easement and the POINT OF BEGINNING, (N=9991863.1658, E=3288145.3578, NAD 83/HARN, Texas Central Zone);

THENCE leaving said common line and crossing said 207.920 acre tract of land the following two (2) courses and distances:

1. N 49° 10' 45" W, a distance of 378.42 feet to a calculated point for an angle point in this easement, and
2. N 49° 00' 57" W, a distance of 1254.75 feet to a calculated point for the southwest corner of this easement, being in the record south bank of the Colorado river, same being the record west line of said Claiborne 207.920 acre tract of land;

THENCE with said common line N 14° 42' 27" W, a distance of 141.93 feet to a calculated point for the northwest corner of this easement;

THENCE leaving said common line and crossing said Claiborne 207.920 acre tract of land the following two (2) courses and distances

1. S 49° 00' 57" E, a distance of 1371.88 feet to a calculated point for an angle point in this easement, and

Bastrop County, Texas
James E. Claiborne and wife,
Charla M. Claiborne

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Transmission Line No. T-150
Easement No. 120

2. S 49° 10' 45" E, a distance of 300.60 feet to a calculated point for the northeast corner of this easement in the west right-of-way line of said County Road No. 385, same being the record east line of said Claiborne 267.920 acre tract of land;

THENCE with said common line S 03° 20' 27" E, a distance of 111.52 feet to the POINT OF BEGINNING and containing 3.64 acres of land more or less.

Bearing Basis: Texas Central Zone NAD 83/HARN
WordPerfect: T150005B.120
ACAD: T150005B\120A

STATE OF TEXAS

COUNTY OF TRAVIS

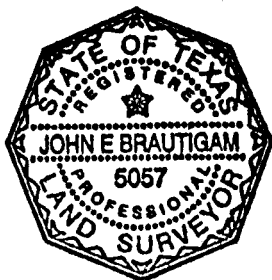
KNOW ALL MEN BY THESE PRESENTS:

That I, John E Brautigam, a Registered Professional Land Surveyor, do hereby certify that the above description and attached plat are true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground during July 1996 under my direction and supervision.

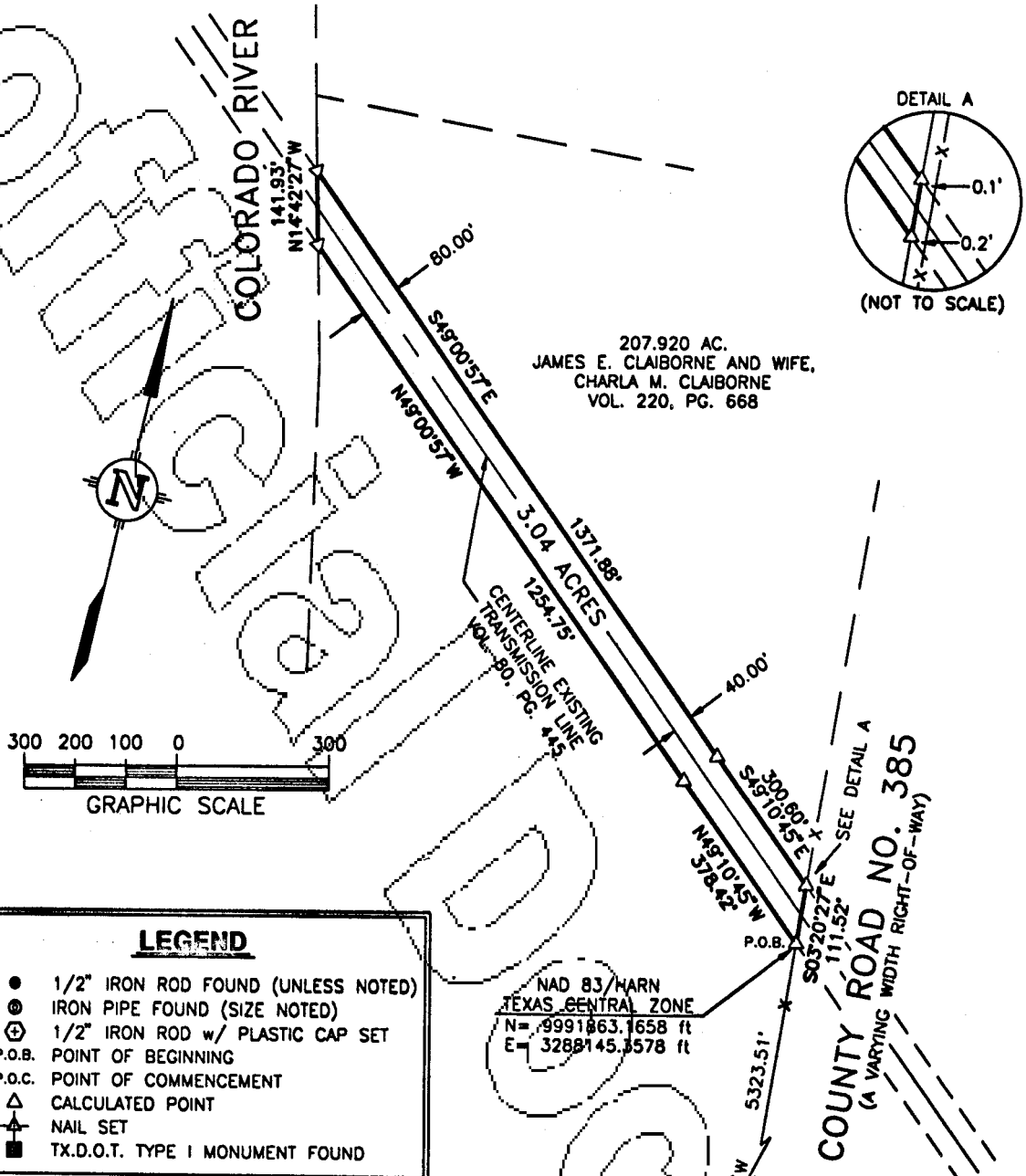
WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 15th day of November, 1996 A.D.

SURVEYING AND MAPPING, Inc.
4029 Capital Of Texas Hwy. So., Suite 125
Austin, Texas 78704


John E Brautigam
Registered Professional Land Surveyor
No. 5057 - State of Texas

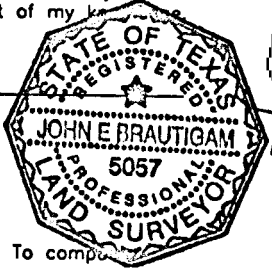


LINE NO. T-150 EASEMENT NO. 120 GRANTOR JAMES E. CLAIBORNE AND WIFE, "EXHIBIT A"
 BASTROP COUNTY CHARLA M. CLAIBORNE Page 3 OF 3
 STEPHEN F. AUSTIN SURVEY, ABSTRACT NO. 4



I hereby certify that this plat is an accurate representation of a survey completed on the ground in July 1996 under my supervision and is true and correct to the best of my knowledge.

John E. Brautigam
 Registered Professional Land Surveyor
 No. 5057 - State of Texas



COMBINED SCALE FACTOR: 0.99998603
 Note: All distances shown are surface values - To compute grid distance multiply by CSF of 0.99998603.
 BEARING BASIS: Texas Lambert Grid, Central Zone, NAD 83/HARN

SAM INC.
 SURVEYING AND MAPPING INC.

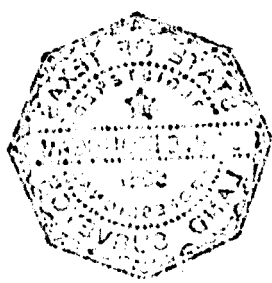
4029 Capital of Texas Highway, So.
 Brodie Oaks Professional Plaza, Suite 125
 Austin, Texas 78704
 (512) 447-0575
 Fax: (512) 326-3029

LOWER COLORADO RIVER AUTHORITY
 AUSTIN, TEXAS
 EASEMENT PLAT

LINE NO. T-150 FROM SIM GIDEON TAP TO SMITHVILLE SUBSTATION EASEMENT NO. 120
 SCALE: 1"=300' DATE 11/15/96 GRANTOR JAMES E. CLAIBORNE AND WIFE,
 AUTOCAD: T150005B\120A WORDPERFECT: T150005B.120 DRAWN: CMS CHARLA M. CLAIBORNE CPA3612-02

FILED JUL 25 1997
10:15 A.M.

Ashley Wilhelms
COUNTY CLERK
BASTROP COUNTY, TEXAS



STATE OF TEXAS COUNTY OF BASTROP
I hereby certify that this instrument
was FILED on the date and time stamped
hereon by me; and was duly RECORDED, in
the Volume and Page of the named
RECORDS of Bastrop County, Texas, as
Stamped hereon by me on

JUL 30 1997
Ashley Wilhelms
COUNTY CLERK
BASTROP COUNTY, TEXAS

21.40
LCRA.

RECORDED
COMPARSED