

Memorandum  
17  
A

Exhibit E

06/01/01 201524711 V085340

\$17.00

MEMORANDUM OF AGREEMENT

V085340

RECORDING REQUESTED BY AND  
WHEN RECORDED RETURN TO:

Tami Claunch  
USOL, Inc.  
10300 Metric Blvd.  
Austin, TX 78758

MEMORANDUM OF AGREEMENT

Certain rights have been granted by WDOP Sub I LP, a Delaware limited partnership ("Grantor") to USOL, Inc., a Delaware corporation ("Grantee") under that certain Video Services Agreement dated May 15, 2001, by and between Grantor and Grantee (the "Agreement"). The Agreement gives Grantee, among other things, the license to enter upon the Property (as defined in the Agreement) to construct, install, inspect, maintain, alter, substitute, improve, repair, service, operate and remove any System (as defined in the Agreement) equipment, to engage in any other act or activity contemplated by the Agreement and to do all other things in connection with the operation of the System at such times as Grantee determines in its discretion (all subject to the terms and conditions of the Agreement). The Agreement runs with the land and terminates upon the termination of the Agreement. As used in the Agreement, the term "Property" means the real property consisting of approximately 210 apartments, condominiums, cooperative apartments, or other similar residential or commercial dwelling units located in City of Houston, County of Harris, State of Texas at the address commonly known as 13800 Ella Blvd., Houston, Texas 77014 and more particularly described on Exhibit A attached hereto and made a part hereof.

In the event of any conflict between the terms and conditions of this memorandum and the terms and conditions of the Agreement, the Agreement will control.

Executed to be effective May 15, 2001.

GRANTOR:  
WDOP Sub I LP  
a Delaware limited partnership

*Jon*

By: WDOP Sub I GP LLC  
a Delaware limited liability company  
Its General Partner

By: Oly Hightop Parent GP, LLC  
a Delaware limited liability company  
Its Manager

By: *Robin K. Minick*  
Print Name: Robin K. Minick  
Print Title: Senior Vice President  
Date Signed: 5/15/01

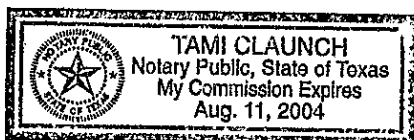
540-56-2645

GRANTEE:  
USOL, INC.  
a Delaware corporation

By: [Signature]  
Print Name: Terry G. Jones  
Print Title: Vice President  
Date Signed: May 15, 2001

THE STATE OF Texas §  
COUNTY OF Travis §

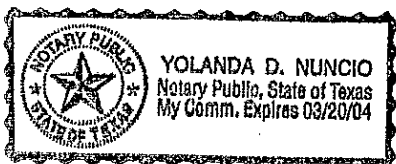
BEFORE ME on this 15 day of May, 2001, personally appeared Terry G. Jones, Vice President of USOL, INC., a Delaware corporation d/b/a U.S. OnLine, and acknowledged to me that he/she executed the foregoing instrument for the purposes therein expressed on behalf of such corporation.



Tami Claunch  
NOTARY PUBLIC, State of Texas

THE STATE OF Texas §  
COUNTY OF Dallas §

BEFORE ME on this 15<sup>th</sup> day of May, 2001, personally appeared Robin K. Minick, Senior Vice President of WDOP Sub I LP, a Delaware limited partnership, and acknowledged to me that she executed the foregoing instrument for the purposes therein expressed on behalf of such limited partnership.



Yolanda D. Nuncio  
NOTARY PUBLIC, State of Texas

FILE FOR RECORD  
8:00 AM

JUN - 1 2001

[Signature]  
County Clerk, Harris County, Texas

Exhibit A - To Memorandum of Agreement

[ legal description of property ]

540-56-2647

EXHIBIT A  
Property Description

Bayou Oaks  
Page 1 of 2

A METES AND BOUNDS description of a certain 6.08 acre tract of land situated in the P. Sullivan Survey, Abstract No. 750 and the Daniel O'Neil Survey, Abstract No. 817, Harris County, Texas, being a portion of the Bayou Oaks Townhome Apartments, plat of which is recorded under Film Code No. 349058 of the Harris County Map Records. Said 6.08 acres being more particularly described as follows with all bearings being based on the calls of said plat:

BEGINNING at a 1-inch iron pipe with "Cotton Surveying" cap found at the most westerly corner of a called 6.0818 acres described as Restricted to Multi-Family as shown on said Bayou Oaks Townhome Apartments. Said iron pipe being in the easterly line of Ella Boulevard (right-of-way 100 feet) as dedicated by the Northborough Subdivision, Section 3, plat of which is recorded in Volume 292, Page 73 of the Harris County Map Records;

THENCE, North  $87^{\circ} 21' 16''$  East, 115.44 feet to a 1-inch iron pipe with "Cotton Surveying" cap found;

THENCE, North  $00^{\circ} 49' 22''$  West, 818.83 feet along the easterly lines of a 2.6000 acre tract recorded under C.F. No. K139982 and a 3.8368 acre tract recorded under C.F. No. K139980 of the Harris County Official Public Records of Real Property to a 1-inch iron pipe with "Cotton Surveying" cap found;

THENCE, North  $88^{\circ} 00' 50''$  East, 183.17 feet to a 1-inch iron pipe with "Cotton Surveying" cap found in the arc of a non-tangent curve to the right, said iron pipe being in the southwesterly line of a 200-foot wide Harris County Flood Control easement as shown on the said Northborough Subdivision, Section 3;

THENCE, in a southeasterly direction along the said southwesterly line of said 200-foot Harris County Flood Control easement the following two (2) courses and distances:

- 1) along the arc of said curve to the right having a radius of 1000.00 feet, a central angle of  $08^{\circ} 33' 40''$ , an arc length of 148.42 feet and a long chord bearing South  $61^{\circ} 51' 11''$  East, 149.28 feet to a 1-inch iron pipe with "Cotton Surveying" cap found at the point of tangency;
- 2) South  $57^{\circ} 34' 21''$  East, 198.21 feet to a 1-inch iron pipe with "Cotton Surveying" cap found;

THENCE, South  $32^{\circ} 25' 39''$  West, 103.16 feet to a 1-inch iron pipe with "Cotton Surveying" cap set, said iron pipe beginning a non-tangent curve to the right;

THENCE, in a southerly direction along the arc of said curve to the right having a radius of 58.68 feet, a central angle of  $29^{\circ} 07' 18''$ , an arc length of 30.33 feet and a long chord bearing South  $17^{\circ} 17' 14''$  East, 30.01 feet to a 1-inch iron pipe with "Cotton Surveying" cap found at the point of tangency;

THENCE, South  $02^{\circ} 43' 35''$  East, 179.01 feet to a 1-inch iron pipe with "Cotton Surveying" cap found;

THENCE, South  $87^{\circ} 16' 24''$  West, 73.50 feet to a 1-inch iron pipe with "Cotton Surveying" cap found at the beginning of a curve to the right;

THENCE, in a westerly direction along the arc of said curve to the right having a radius of 513.00 feet, a central angle of  $06^{\circ} 57' 49''$ , an arc length of 62.35 feet and a long chord bearing North  $89^{\circ} 14' 42''$  West, 62.31 feet to a 1-inch iron pipe with "Cotton Surveying" cap found at the point of tangency;

THENCE, North  $85^{\circ} 45' 47''$  West, 127.18 feet to a 1-inch iron pipe with "Cotton Surveying" cap found at the beginning of a curve to the left;

THENCE, in a westerly direction along the arc of said curve to the left having a radius of 438.67 feet, a central angle of  $03^{\circ} 44' 44''$ , an arc length of 28.68 feet and a long chord bearing North  $87^{\circ} 38' 09''$  West, 28.67 feet to a 1-inch iron pipe with "Cotton Surveying" cap found at a point of non-tangency;

THENCE, South  $00^{\circ} 49' 22''$  East, 382.40 feet to a 1-inch iron pipe with "Cotton Surveying" cap found;

THENCE, South  $44^{\circ} 10' 38''$  West, 86.10 feet to a 1-inch iron pipe with "Cotton Surveying" cap found;

THENCE, South  $67^{\circ} 41' 28''$  West, 173.00 feet to a 1-inch iron pipe with "Cotton Surveying" cap found in the said easterly line of Ella Boulevard;

THENCE, North  $16^{\circ} 09' 25''$  West, 143.41 feet along the said easterly line of Ella Boulevard to a 1-inch iron pipe with "Cotton Surveying" cap found at the beginning of a curve to the left;

THENCE, in a northerly direction along the said easterly line of Ella Boulevard and the arc of said curve to the left having a radius of 1200.00 feet, a central angle of  $00^{\circ} 20' 55''$ , an arc length of 7.30 feet and a long chord bearing North  $16^{\circ} 19' 53''$  West, 7.30 feet to the POINT OF BEGINNING, CONTAINING 6.08 acres of land in Harris County, Texas. This description is based on the Land Title Survey and plat made by Carlos P. Cotton, Registered Professional Land Surveyor, on November 18, 1991 on drawing No. 2481.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID 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 herein by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on.

JUN - 1 2001



*Dorely B. Kayman*

COUNTY CLERK  
HARRIS COUNTY, TEXAS

RECORDER'S MEMORANDUM

AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.