PETITION FOR CONSENT TO THE CREATION
OF A MUNICIPAL UTILITY DISTRICT

TO THE HONORABLE MAYOR AND CITY COUNCIL OF THE CITY OF SUGAR LAND, TEXAS:

The undersigned (herein the "Petitioner"), acting pursuant to the provisions of Chapters 49 and 54, Texas Water Code, respectfully petition the City Council of the City of Sugar Land, Texas, for its written consent to the creation of a municipal utility district and would show the following:

I.

The name of the proposed District shall be FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 139 (the "District").

II.

The District shall be created and organized under the terms and provisions of Article XVI, Section 59 of the Constitution of Texas and Chapters 49 and 54, Texas Water Code, together with all amendments and additions thereto.

III.

The District shall contain an area of 326.826 acres of land, more or less, situated in Fort Bend County, Texas. All of the land to be included in the District is within the extra-territorial jurisdiction of the City of Sugar Land, Texas. However, prior to development, all of the land will be annexed into the corporate boundaries of the City of Sugar Land, Texas. All of the land proposed to be included may properly be included in the District. The land proposed to be included within the District consists of one tract described by metes and bounds in Exhibit "A," which is attached hereto and incorporated herein for all purposes (the "Land").

IV.

Petitioner holds fee simple title to the Land, which tract is described more particularly on Exhibit "A," attached hereto and incorporated herein. Petitioner hereby represents that it owns a majority in value of the Land which is proposed to be included in the District, as indicated by the certificate of ownership provided by the Fort Bend Central Appraisal District.

V.

Petitioner represents that Residential Funding Corporation is the only lienholder on the Land and that there are no residents on the Land.

VI.

The general nature of the work to be done by the District at the present time is the design, construction, acquisition, maintenance and operation of a waterworks and sanitary sewer system for domestic and commercial purposes, and the construction, acquisition, improvement, extension, maintenance and operation of works, improvements, facilities, plants, equipment and appliances helpful or necessary to provide more adequate drainage for the District, and to control, abate and amend local storm waters or other harmful excesses of waters, and such other construction, acquisition, improvement, maintenance and operation of such additional facilities, systems, plants and enterprises as shall be consonant with all of the purposes for which the District is created.

VII.

There is, for the following reasons, a necessity for the above-described work. The area proposed to be within the District is urban in nature, is within the growing environs of the City of Sugar Land, Texas, and is in close proximity to populous and developed sections of Fort Bend County, Texas. There is not now available within the area, which will be developed for single family residential and commercial uses, an adequate waterworks system, sanitary sewer system, or drainage and storm sewer system. The health and welfare of the present and future inhabitants of the area and of the territories adjacent thereto require the purchase, design, construction, acquisition, ownership, operation, repair, improvement and extension of an adequate waterworks system, sanitary sewer system, and drainage and storm sewer system. A public necessity, therefore, exists for the creation of the District, to provide for the purchase, design, construction, acquisition, ownership, operation, repair, improvement and extension of such waterworks system, sanitary sewer system, and drainage and storm sewer system, to promote the purity and sanitary condition of the State's waters and the public health and welfare of the community.

VIII.

Petitioner, by submission of this Petition, requests the City's consent to the creation of the District containing the Land under the same conditions set forth in the City of Sugar Land Code of Ordinances, Chapter 26, Article II.

IX.

A preliminary investigation has been made to determine the cost of the proposed District's projects, and it is now estimated by the Petitioner, from such information as it has at this time, that such cost will be approximately $16,440,000.

WHEREFORE, Petitioner prays that this petition be heard and that the City Council duly pass and approve an ordinance or resolution granting the consent to the creation of the District and authorizing the inclusion of the land described herein within the District.

[EXECUTION PAGES FOLLOW]

RESPECTFULLY SUBMITTED this 30th day of April, 2004.

NNP-KEEPSAKE, L.P.,
a Texas limited partnership

By: NNP-TV Communities, LP,
a Texas limited partnership
its general partner

By: NNP-TV Management, LLC,
a Delaware limited liability company
its general partner

By: _____
Name: LaDonna K. Monsees
Title: Sr. Vice President

By: _____
Name: James H. McLennan
Title: Vice President & C.F.O.

THE STATE OF TEXAS §
§
COUNTY OF _____ §

This instrument was acknowledged before me on this ____ day of _____, 2004, by _____, _____ of NNP-TV Management, LLC, a Delaware limited liability company, in its capacity as general partner of NNP-TV Communities, LP, a Texas limited partnership, in its capacity as general partner of NNP-KEEPSAKE, L.P., a Texas limited partnership, on behalf of said company and limited partnerships.

_____
Notary Public, State of Texas

(NOTARY SEAL)

THE STATE OF California §
§
COUNTY OF San Diego §

This instrument was acknowledged before me on this 30th day of April, 2004, by ~~LaDONNA K. MONSEES~~ James H. McLennan of NNP-TV Management, LLC, a Delaware limited liability company, in its capacity as general partner of NNP-TV Communities, LP, a Texas limited partnership, in its capacity as general partner of NNP-KEEPSAKE, L.P., a Texas limited partnership, on behalf of said company and limited partnerships.

LIZ GROMAN
COMM. # 1298761
NOTARY PUBLIC-CALIFORNIA
SAN DIEGO COUNTY
My Comm. Exp. April 25, 2005

Notary Public, State of California

(NOTARY SEAL)

EXHIBIT A

July 31, 2003
Job No. 1800-0100G-002

DESCRIPTION OF
326.826 ACRES
FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NUMBER 139

Being 326.826 acres of land located in the Alexander Hodge League, Abstract 32, Fort Bend County, Texas, more particularly being all of that certain called 326.826 acre tract conveyed to State Of Texas, for the use and benefit of the Permanent School Fund by instrument of record in File No. 2003023371, Official Records of Fort Bend County, Texas (F.B.C.O.R.), said 326.826 acres being more particularly described by metes and bounds as follows (all bearings based on the Texas State Plane Coordinate System, South Central Zone, NAD 83 (1993 adj.);

BEGINNING at the northeast corner of said 326.826 acre tract, same being the intersection of the southerly right-of-way line of U.S. Highway No. 59 (width varies), and the westerly line of that certain tract called 64.4542 acres described by instrument of record under File No. 9574194, F.B.C.O.R.;

Thence, with the common line of said 326.826 and 64.4542 acre tracts, the following three (3) courses:

1) South 01° 50' 41" East, 3087.21 feet to a point for corner;

2) North 87° 12' 01" East, 619.44 feet to a point for corner;

3) South 01° 55' 18" East, 4421.32 feet to a point for corner, the northeast corner of that certain tract called 32.5615 acres described by an instrument of record under File No. 9574202, F.B.C.O.R.;

Thence, with the common line of said 326.826 and 32.5615 acre tracts, South 88° 02' 23" West, 300.99 feet to a point for corner, the northeast corner of that certain tract called 31.1656 acres, described as Tract 1, by an instrument of record in Volume 2097, Page 2094, F.B.C.O.R., same being the northwest corner of said 32.5615 acre tract;

Thence, with the common line of said 326.826, 32.5615 and 31.1656 acre tracts, South 01° 51' 03" East, 358.88 feet to a point for corner, the most southerly southeast corner of said 326.826 acre tract;

Thence, with a south line of said 326.826 acre tract, South 88° 08' 59" West, 158.64 feet to a point for corner on the proposed easterly right-of-way line of University Boulevard (width varies), same being in the arc of a curve whose center bears South 75° 01' 58" West;

Thence, with said proposed easterly right-of-way line of University Boulevard the following eight (8) courses:

1) 1052.27 feet along the arc of a curve to the left, having a radius of 1510.00 feet, a central angle of 39° 55' 39" and a chord which bears North 34° 55' 52" West, 1031.11 feet to a point for corner;

2) North 54° 53' 40" West, 21.07 feet to a point for corner;

3) South 35° 06' 20" West, 30.00 feet to a point for corner;

4) North 54° 53' 40" West, 78.93 feet to a point for corner, the beginning of a curve whose center bears North 35° 06' 19" East;

5) 889.87 feet along the arc of a curve to the right, having a radius of 1925.00 feet, a central angle of 26° 29' 10" and a chord which bears North 41° 39' 06" West, 881.97 feet to a point for corner;

6) North 28° 24' 32" West, 2222.62 feet to a point for corner, the beginning of a curve whose center bears North 61° 40' 26" East;

7) 1198.44 feet along the arc of a curve to the right, having a radius of 2891.80 feet, a central angle of 23° 44' 42" and a chord which bears North 16° 27' 14" West, 1189.89 feet to a point for corner;

8) North 00° 26' 25" West, 869.99 feet to a point for corner on the aforementioned southerly right-of-way line of U.S. 59 and the beginning of a curve whose center bears North 03° 54' 51" West;

Thence, with said southerly right-of-way line of U.S. 59 the following six (6) courses:

1) 663.90 feet along the arc of a curve to the left, having a radius of 423.00 feet, a central angle of 89° 55' 34" and a chord which bears North 41° 07' 22" East, 597.83 feet to a point for corner;

2) North 03° 49' 58" West, 10.00 feet to a point for corner, the beginning of a curve whose center bears North 86° 10' 03" East;

3) 578.14 feet along the arc of a curve to the right, having a radius of 877.19 feet, a central angle of 37° 45' 44" and a chord which bears North 15° 02' 54" East, 567.73 feet to a point for corner;

4) North 52° 31' 25" East, 1289.90 feet to a point for corner;

5) North 48° 11' 47" East, 199.35 feet to a point for corner;

6) North 52° 31' 23" East, 688.03 feet to the POINT OF BEGINNING and containing 326.826 acres of land.

Note: This document was prepared under 22 TAC § 663.21, does not reflect the results of an on-the-ground survey and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

STATE OF TEXAS
REGISTERED
JESSE T. POULSON
1891
PROFESSIONAL
LAND SURVEYOR

LJA Engineering & Surveying Inc.