

TOMMIE SEITZ
DIRECTOR, OIL AND GAS DIVISION
WILLIAM B. MIERTSCHIN
ASSISTANT DIRECTOR, SITE REMEDIATION

RAILROAD COMMISSION OF TEXAS OIL AND GAS DIVISION

VOLUNTARY CLEANUP PROGRAM FINAL CERTIFICATE OF COMPLETION RELYING ON INSTITUTIONAL CONTROLS

As provided for Chapter 91, Subchapter 0, Texas Natural Resource Code.

I, WILLIAM B. MIERTSHIN, ASSISTANT DIRECTOR OF THE SITE REMEDIATION SECTION, OIL AND GAS DIVISION, RAILROAD COMMISSION OF TEXAS, CERTIFY UNDER CHAPTER 91, SUBCHAPTER 0, TEXAS NATURAL RESOURCE CODE, THAT NECESSARY RESPONSE ACTIONS HAVE BEEN COMPLETED FOR VOLUNTARY CLEANUP PROGRAM SITE VCP NO. 04-50001 AS OF 31 July 2007 FOR THE TRACT OF LAND DESCRIBED IN EXHIBIT "A", BASED ON THE AFFIDAVIT OF COMPLETION OF RESPONSE ACTION AND INSTITUTIONAL CONTROLS, EXHIBIT "B" AND WHICH ARE FURTHER DESCRIBED IN THE APPROVED FINAL REPORT FOR THE SITE. APPLICANTS WHO WERE NOT RESPONSIBLE PARTIES UNDER SECTION 91.113 ON THE DATE OF ISSUANCE OF THIS CERTIFICATE ARE QUALIFIED TO OBTAIN THE PROTECTION FROM LIABILITY PROVIDED BY CHAPTER 91, SUBCHAPTER 0, TEXAS NATURAL RESOURCE CODE.

EXECUTED this the 31st day of July 2007.

William B. Miertschin,

William B. M.

Assistant Director, Site Remediation

STATE OF TEXAS

COUNTY OF TRAVIS

BEFORE ME, personally appeared William B. Miertschin, Assistant Director, Remediation Division, of the Railroad Commission of Texas, known to me to be the person and agent of said commission whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 31st day of July 2007.

DAVID A. CORNETT

Notary Public, State of Texas

My Commission Expires

JUNE 17, 2009

Notary Public in and for the State of Texas

NOTIFY WITHOUT DRING
1701 NORTH CONGRESS AVENUE * POST OFFICE BOX 12967 * AUSTIN, TEXAS 78711-2967 * PHONE: 512/463-6765 * FAX: 512/463-2388
TDD 800/735-2989 OR TDY 512/463-7284* AN EQUAL OPPORTUNITY EMPLOYER* http://www.rrc.state.tx.us

EXHIBIT "A" RAILROAD COMMISSION OF TEXAS VOLUNTARY CLEANUP PROGRAM LEGAL DESCRIPTION 23.421 Acre Tract

VCP No. 04-5000I

Lot I, Block C, Island Business Center Unit 1, a map of which Volume 56, Pages 50 and 51, Map Records of Nueces County.

HEBCOC.doc 7/19/2007

EXHIBIT A

STATE OF TEXAS COUNTY OF NUECES

Fieldnotes for a 23.421 tract of land being all of Lot 1, Block C, Island Business Center Unit 1, a map of which Volume 56, Pages 50 and 51, Map records of Nueces County, Texas; Said parcel being more fully described as follows:

Beginning at a concrete monument with brass disc (City of Corpus Christi) found on the southwest boundary of Knickerbocker Street, a 60 foot wide public roadway, for the west corner of said Lot 1 and for the corner of this tract;

Thence, South 28°56'34" West, with the southeast boundary of said Lot 1, same being the northwest boundary of Lots 3, 2 and 1, Block 2, Gateway Park, a map of which is recorded in Volume 7, Page 59, Map Records of Nueces County and the northwest boundary of Lot 10, Section 55, Flour Bluff and Encinal Farm and Garden Tracts, 846.02 feet to a 5/8 inch iron rod with red plastic cap stamped "URBAN ENGR C.C. TX" set for the east corner of Block B, Island Business Center Unit 1, a map of which is recorded in Volume 25, Page 46, Map Records of Nueces County, for the south corner of said Lot 1 and of this tract;

Thence, North 61°00'00" West, with the common boundary of said Lot 1 and the above mentioned Block B, at 1270.49 feet pass a drill hole found on top of a concrete headwall, in all a total distance of 1280.10 feet (plat=1280.00 feet) to the southeast boundary of Waldron Road, an 80 foot wide public roadway, for the north comer of said Block B, for the west corner of Lot 1 and for the west corner of this tract;

Thence, North 28°56'34" East, with the southeast boundary of said Waldron Road, same being the northwest boundary of said Lot 1 and of this tract, 750.19 feet to a drill hole found on a concrete walk for the point of curvature of a circular curve to the right which has a central angle of 90°03'26", a radius of 10.00 feet, a tangent length of 10.01 feet and an arc length of 15.72 feet;

Thence, along the arc of said circular curve to the right, an arc length of 15.72 feet to a drill hole set on a concrete walk for the point of tangency;

Thence, South 61°00'00" East, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, 320.98 feet to a 5/8 inch iron rod with red plastic cap stamped "URBAN ENGR C.C. TX" set for the point of curvature of a circular curve to the left which has a central angle of 10°51'44", a radius of 1870.64 feet, a tangent length of 177.85 feet, and an arc length of 354.66 feet;

EXHIBIT A

Thence, along the arc of said circular curve to the left, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, an arc length of 354.66 feet to a concrete monument with aluminum disc (City of Corpus Christi) found for the point of tangency;

Thence, South 71°51'44" East, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, 105.40 feet to a concrete monument with aluminum disc (City of Corpus Christi) found for the point of curvature of a circular curve to the right which has a central angle of 10°51'44", a radius of 1810.64 feet, a tangent length of 172.15 feet and an arc length of 343.26 feet;

Thence, along the arc of said circular curve to the right, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, an arc length of 343.26 feet to a concrete monument with aluminum disc (City of Corpus Christi) found for the point of tangency;

Thence, South 61°00'00" East, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, 151.82 feet (plat=151.68 feet) to the Point of Beginning and containing 23.421 acres of land.

Bearings based on Lot 1, Block C, Island Business Center Unit 1, a map of which Volume 56, Pages 50 and 51, Map records of Nueces County, Texas

URBAN ENGINEERING

JUAN J. SALAZAR, R.P.L.S.

License No. 4909

EXHIBIT "B" RAILROAD COMMISSION OF TEXAS VOLUNTARY CLEANUP PROGRAM AFFIDAVIT OF COMPLETION OF RESPONSE ACTION AND INSTITUTIONAL CONTROLS

I, Mary Rohrer, representing HEB Grocery Company, L.P. have completed response actions necessary, pursuant to Chapter 91, Subchapter O, Texas Natural Resource Code, at the tract of land described in Exhibit "A" (Site) of this certificate pertaining to VCP No. 04-50001. At the time of the application the applicant owned the 23.421 acre parcel located in Nueces County, Texas. The Applicant has submitted and received approval from the Railroad Commission of Texas Voluntary Cleanup Program on all plans and reports required by the Voluntary Cleanup Agreement. The plans and reports were prepared using a prudent degree of inquiry of the Site consistent with accepted industry standards to identify all contaminants, waste and contaminated media of regulatory concern. The response actions for the site have achieved response action levels as determined by the standards of the RRC and remain protective as long as the following institutional controls are maintained:

- 1. Use of the Affected Property shall be allowed for residential purposes as defined in this Covenant.
- 2. Use of the groundwater beneath the Affected Property shall not be allowed except for monitoring purposes.
- 3. Penetration or excavation for a purpose of the impacted groundwater zone should only be conducted in such a manner as to prevent the migration or release of contaminants to any other zone or media and to prevent uncontrolled exposure to human and ecological receptors.
- 4. This restriction shall be a covenant running with the land.
- 5. These restrictions were filed in the Nueces County Clerk's office on February 5, 2007 Document 2007006074 (Attachment 1)

The response actions eliminate substantial present or future risk to public health and safety and to the environment from releases and threatened releases of contaminants at or from the Site. The Applicant has not acquired this certificate of completion by fraud, misrepresentation, or knowing failure to disclose material information. Further information concerning the response actions at this Site may be found in the final report at the central office of the RRC under VCP No. 04-50001.

HEBCOC.doc 7/19/2007 The preceding is true and correct to the best of my knowledge and belief

Applicant: HEB Grocery Company, L.P

Signature: ///////
Name: Mary L. Rohrer

STATE OF TEXAS
COUNTY OF BEXAL

BEFORE ME, personally appeared _

known to me to be the person and agent of said commission whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 19 day of Sul 2007

Notary Public in and for the State of Texas

DIANA C GARZA

NOTARY PUBLIC

State of Texas

Comm. Exp. 11-25-2010

Attachment 1 Institutional Control Document 2007006047 Nueces County, Texas

HEBCOC.doc 7/19/2007

Railroad Commission of Texas Environmental Restrictive Covenant

STATE OF TEXAS

COUNTY OF NUECES

This Restrictive Covenant is filed pursuant to the authority of the Railroad Commission of Texas ("Commission") to control and clean up pollution caused by activities over which the Commission exercises jurisdiction in accordance with Section 91.113 of the Texas Natural Resources Code, and affects that certain real property ("Property") described on Exhibit A attached hereto and incorporated herein.

HEB Grocery Company, LP, a Texas limited partnership, is the current Owner of the Property and premises, and appurtenances thereto, located in Nueces County, Texas, consisting of a 23.421 Acre Tract out of Island Business Center Unit 1, Block C, Lot 1, an addition in the City of Corpus Christi, Texas as shown by map or plat thereof recorded in Volume 56, Pages 50 and 51, Map Records, Nueces County, Texas, as more fully described on Exhibit A attached hereto and incorporated herein.

The groundwater on a portion of the Property is affected by certain identified chemicals of concern. This portion of the Property is more particularly described by metes and bounds on Exhibit B (the "Affected Property") attached hereto and incorporated herein.

This Environmental Restrictive Covenant is required for the following reasons:

The Affected Property is a former natural gas production site, and was operated by various natural gas production companies from 1936 to 1989, wherein chemicals of concern attributable to the operations of these various companies impacted groundwater and an environmental investigation and response action was required in accordance with Commission regulations. HEB Grocery Company, LP performed or caused to be performed at its direction the response action to characterize and remediate the chemicals of concern. The remediation was performed in such a manner that the following chemicals of concern at the following maximum levels at the time of IC filing were left in groundwater:

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 photocopy, discolored paper etc. All blackouts, additions and changes were present at the time the instrument was filed and recorded.

Chemicals of Concern	Maximum Concentration	i Media
Total Petroleum Hydrocarbons	7.2 mg/L	Groundwater
Benzene	0.0017 mg/L	Groundwater
Toluene	0.00037 mg/L	Groundwater
Ethylbenzene	0.022 mg/L	Groundwater
Total Xylenes	0.014 mg/L	Groundwater
2-Methylnaphthalene	0.0099 mg/L	Groundwater
Naphthalene	0.017 mg/L	Groundwater
Total Chlorides	674 mg/L	Groundwater

The investigation, assessment, remediation and analytical data are contained in:

Phase I and II Environmental Site Assessment, 23-Acre Parcel, Waldron Road and Knickerbocker Street, Corpus Christi, Texas 78414, October 24, 2002.

Addendum Phase II Environmental Site Assessment, HEB CC18 South Property, 23-Acre Tract – Lot 1, Block C, Waldron Road and Knickerbocker Street, Corpus Christi, Texas 78414, August 1, 2005.

Amendment to Phase II Environmental Site Assessment, HEB CC18 South Property, Waldron Road and Knickerbocker Street, Corpus Christi, Texas 78414, April 7, 2006.

Addendum 2 Phase II Environmental Site Assessment, HEB CC18 South Property, 23-Acre Tract – Lot 1, Block C, Waldron Road and Knickerbocker Street, Corpus Christi, Texas 78414, September 7, 2006.

Copies of the reports may be obtained from HEB Grocery Company, LP, Facility Alliance, 646 South Main, San Antonio, Texas 78204.

The response action has been approved by the Commission based on the presumption that the groundwater beneath the Affected Property will not be used for any purpose, except monitoring. The Commission has determined that the Affected Property currently meets standards for residential use. Based on information contained in the reports identified above, the chemicals of concern pose no significant present or future risk to humans or the environment based on residential use. The Commission does not require any further

remediation of the Affected Property as long as the groundwater beneath the Affected Property (except for monitoring purposes) is not used. For purposes of this Environmental Restrictive Covenant, the term "residential use" means use for dwellings such as single family houses and multi-family apartments, children's homes, nursing homes, residential portions of government-owned lands (local, state or federal), day care facilities, educational facilities, hospitals, ranch and farm land, and parks (local, state or federal). This Environmental Restrictive Covenant is necessary to assure that all present and future owners of the Affected Property are aware of its condition and do not use the groundwater beneath the Affected Property in any manner inconsistent with this restriction. If any person desires to use the groundwater beneath the Affected Property, the Commission must be notified at least 60 days in advance of such use. Additional response action contemplating a change in land use or in the size of the assumed exposure area may be necessary.

In consideration of the Response Action leading to final approved remediation of the Affected Property, the Owner of the Property has agreed to place the following restrictions on the Property in favor of the Commission and the State of Texas. Now therefore, in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the following restrictive covenants in favor of the Commission and the State of Texas are placed on the Property described in Exhibit "A," to-wit:

- 1. Use of the Affected Property shall be allowed for residential purposes as defined in this Covenant.
- 2. Use of the groundwater beneath the Affected Property shall not be allowed except for monitoring purposes.
- 3. Penetration or excavation for a purpose of the impacted groundwater zone should only be conducted in such a manner as to prevent the migration or release of contaminants to any other zone or media and to prevent uncontrolled exposure to human and ecological receptors.
- 4. This restriction shall be a covenant running with the land.

For additional information, contact:

Railroad Commission of Texas Site Remediation P. O. Box 12967 1701 N. Congress Austin, Texas 78711-2967

Railroad Commission of Texas Voluntary Cleanup Program No.: 04-50001

As of the date of this Covenant, the record owner of fee title to the Property is HEB Grocery Company, LP with an address of 646 S. Main Avenue, San Antonio, Texas 78204, Attention: Executive Vice President of Real Estate.

This Environmental Restrictive Covenant may be rendered of no further force or effect only by a release executed by the Commission and filed in the same Real Property Records as those in which this Environmental Restrictive Covenant is filed.

Executed this 1171 day of JANUARY 2007.

HEB Grocery Company, LP

Signature:

Name: Todd A. Piland

Title: Executive Vice President

W

STATE OF TEXAS

BEXAR COUNTY

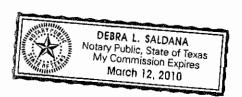
BEFORE ME, on this the day of formula, 2007 personally appeared Todd A. Piland, known to me to be the person whose name is subscribed to the foregoing instrument, and they acknowledged to me that they executed the same for the purposes and in the capacity herein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the day of amount, 2007.

Action L. Saldari Notary Public in and for the State of Texas,

County of Bexar

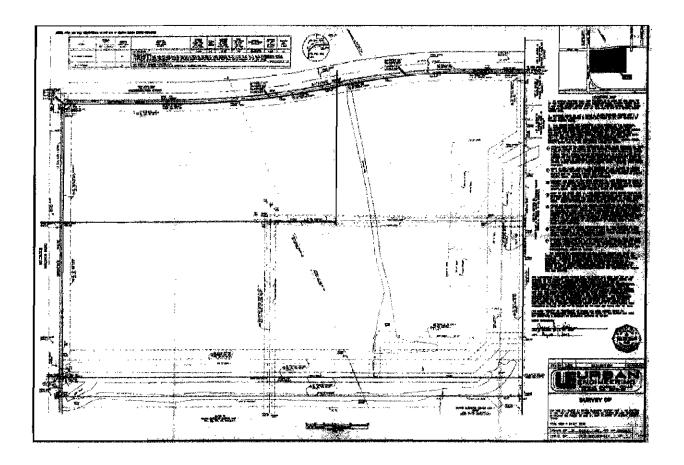
My Commission Expires: 3-12-2010



Accepted as Third Party Beneficiary this 15th day of Accepted, 2006, to be effective January 11th, 2007.
Railroad Commission of Texas By: (Jundhadom). Name: David W. Cooney, Jr. Title: Attorney, Special Counsel Section
STATE OF TEXAS Rawis
GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the State of Texas, County of Tear's My Commission Expires:
DAVID A. CORNETT Notary Public, State of Texas My Commission Expires JUNE 17, 2009

EXHIBIT A

Exhibit A is the plat map and metes and bounds description of the property identified in second paragraph of the covenant.



RECORDER'S MEMORANDUM
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EXHIBIT A

STATE OF TEXAS COUNTY OF NUECES

Fieldnotes for a 23.421 tract of land being all of Lot 1, Block C, Island Business Center Unit 1, a map of which Volume 56, Pages 50 and 51, Map records of Nueces County, Texas; Said parcel being more fully described as follows:

Beginning at a concrete monument with brass disc (City of Corpus Christi) found on the southwest boundary of Knickerbocker Street, a 60 foot wide public roadway, for the west corner of said Lot 1 and for the corner of this tract;

Thence, South 28°56'34" West, with the southeast boundary of said Lot 1, same being the northwest boundary of Lots 3, 2 and 1, Block 2, Gateway Park, a map of which is recorded in Volume 7, Page 59, Map Records of Nueces County and the northwest boundary of Lot 10, Section 55, Flour Bluff and Encinal Farm and Garden Tracts, 846.02 feet to a 5/8 inch iron rod with red plastic cap stamped "URBAN ENGR C.C. TX" set for the east corner of Block B, Island Business Center Unit 1, a map of which is recorded in Volume 25, Page 46, Map Records of Nueces County, for the south corner of said Lot 1 and of this tract;

Thence, North 61°00'00" West, with the common boundary of said Lot 1 and the above mentioned Block B, at 1270.49 feet pass a drill hole found on top of a concrete headwall, in all a total distance of 1280.10 feet (plat=1280.00 feet) to the southeast boundary of Waldron Road, an 80 foot wide public roadway, for the north comer of said Block B, for the west corner of Lot 1 and for the west corner of this tract;

Thence, North 28°56'34" East, with the southeast boundary of said Waldron Road, same being the northwest boundary of said Lot 1 and of this tract, 750.19 feet to a drill hole found on a concrete walk for the point of curvature of a circular curve to the right which has a central angle of 90°03'26", a radius of 10.00 feet, a tangent length of 10.01 feet and an arc length of 15.72 feet;

Thence, along the arc of said circular curve to the right, an arc length of 15.72 feet to a drill hole set on a concrete walk for the point of tangency;

Thence, South 61°00'00" East, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, 320.98 feet to a 5/8 inch iron rod with red plastic cap stamped "URBAN ENGR C.C. TX" set for the point of curvature of a circular curve to the left which has a central angle of 10°51'44", a radius of 1870.64 feet, a tangent length of 177.85 feet, and an arc length of 354.66 feet;

EXHIBIT A

Thence, along the arc of said circular curve to the left, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, an arc length of 354.66 feet to a concrete monument with aluminum disc (City of Corpus Christi) found for the point of tangency;

Thence, South 71°51'44" East, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, 105.40 feet to a concrete monument with aluminum disc (City of Corpus Christi) found for the point of curvature of a circular curve to the right which has a central angle of 10°51'44", a radius of 1810.64 feet, a tangent length of 172.15 feet and an arc length of 343.26 feet;

Thence, along the arc of said circular curve to the right, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, an arc length of 343.26 feet to a concrete monument with aluminum disc (City of Corpus Christi) found for the point of tangency;

Thence, South 61°00'00" East, with the southwest boundary of the aforementioned Knickerbocker Street, same being the northeast boundary of said Lot 1 and of this tract, 151.82 feet (plat=151.68 feet) to the Point of Beginning and containing 23.421 acres of land.

Bearings based on Lot 1, Block C, Island Business Center Unit 1, a map of which Volume 56, Pages 50 and 51, Map records of Nucces County, Texas

URBAN ENGINEERING

JUAN J. SALAZAR, R.P.L.S. License No. 4909

EXHIBIT B



Job No. 31687.A602 December 5, 2006

13.878 Acre Tract

State of Texas County of Nueces

Fieldnotes for a 13.878 acre tract of land out of Lot 1, Block C, Island Business Center Unit 1, a map of which is recorded in Volume 56, Pages 50-51, Map Records of Nueces County, Texas; said 13.878 acre tract of land being more fully described by metes and bounds as follows:

Beginning at a point on the south boundary of Knickerbocker Street, a 60.00 foot wide public roadway, from which the east corner of said Lot 1, Block C bears South 60°57'59" East, a distance of 62.99 feet;

Thence, South 28°56'19" West, a distance of 582.31 feet for the south corner of this tract;

Thence, North 81°00'26" West, a distance of 383.11 feet for a corner of this tract;

Thence, North 67°16'38" West, a distance of 378.58 feet for a corner of this tract;

Thence, North 61°00'00" West, a distance of 247.78 feet for the west corner of this tract;

Thence, North 28°56'52" East, a distance of 142.65 feet for a corner of this tract;

Thence, North 48°31'46" East, a distance of 560.93 feet to a point on the south boundary of said Knickerbocker Street, for the northwest corner of this tract and for the beginning of a non-tangent curve to the left, whose radius point bears North 26°15'42" East, a distance of 1870.64 feet, and having a central angle of 08°06'10", a radius of 1870.64 feet, a tangent length of 132.49 feet and an arc length of 264.55;

Thence, along said non-tangent curve to the left, an arc length of 264.55 feet for a corner of this tract;

Thence, South 71°53'38" East, a distance of 105.43 feet for a corner of this tract and for the beginning of a non-tangent curve to the right whose radius point bears South 18°09'13" West, a distance of 1810.64 feet, and having a central angle of 10°51'44", a radius of 1810.64 feet, a tangent length of 172.15 feet and an arc length of 343.26 feet;

Thence along said non-tangent curve to the right, an arc length of 343.26 feet;

Thence, South 60°57'59" East, along the south boundary of said Knickerbocker Street, a distance of 88.85 feet to the Point of Beginning and containing 13.878 acres (604,527.70 square feet) of land.

Bearings are based on the recorded plat of Island Business Center Unit 1, a map of which is recorded in Volume 56, Pages 50-51, Map Records of Nueces County, Texas.

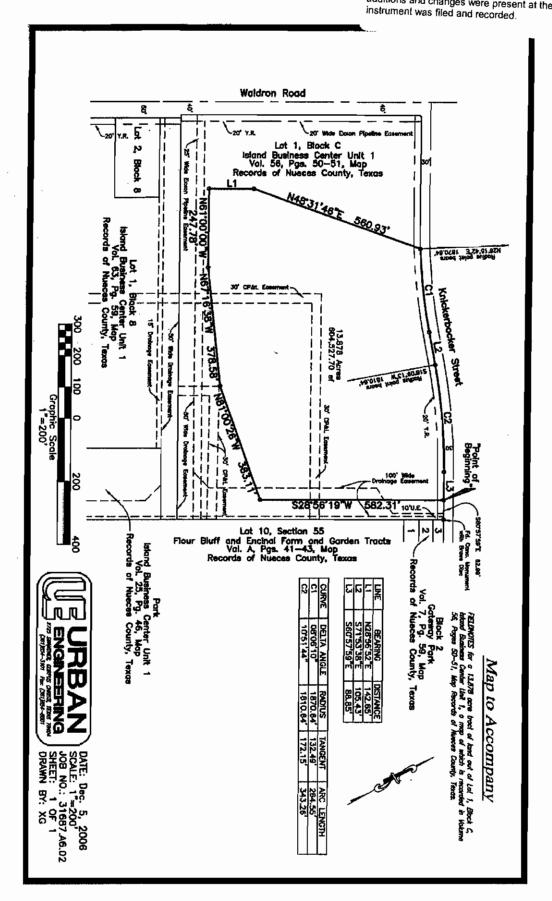
Unless this fieldnotes description, including preamble, seal and signature, appears in its entirety, in its original form, surveyor assumes no responsibility for its accuracy.

Urban Engineering

Dan L. Urban, R.P.L.S. License No. 4710



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San Jacinto Title Services 302 No. Carmenhua, Suite 1500 Corpus Christi, Texas 78470 GF # MISC - M NUMBER OF PAGES: L FEE:

RECORDER'S MEMORANDUM

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Pages 12
02/05/2007 2:16PM
Official Records of
NUECES COUNTY
DIANA T. DARRERA
COUNTY CLERK
Fees #59.00

Any provision harein which restricts the Sale, Rental or use of the described REAL PROPERTY because of Race, Color, Religion, Sex, Handicap, Familial Status or National Origin, Is Invalid and unenforceable under FEDERAL LAW, 3/12/89

STATE OF TEXAS COUNTY OF NUECES

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 Nueces County, Texas



COUNTY CLERK
NUECES COUNTY, TEXAS