

ZONING CHANGE, OVERLAY OR ESTABLISHMENT OF A HISTORIC DISTRICT/LANDMARK APPLICATION

Updated: September, 2020



CONTACT INFORMATION

Applicant's Name	Daniel Campbell	Property Owner	Mitchell Roberts
Company	Long View Equity, LLC	Company	Texas Cinema Corp.
Applicant's Mailing Address	750 N Saint Paul St Ste 250 PMB 78471 Dallas, Texas 75201-3206	Owner's Mailing Address	500 W. 2nd Street, Suite 1900 Austin, Texas 78701
Applicant's Phone #	(512) 963-8770	Owner's Phone #	
Applicant's Email	dcampbell@longviewequity.com	Owner's Email	mroberts@evo-entertainment.com

PROPERTY INFORMATION

Subject Property Address(es): 1250 Wonder World Dr. San Marcos TX 78666

Legal Description: Lot 3A Block 1 Subdivision McKinley Place, Section 2

Total Acreage: +/- 12.75 Tax ID #: R101564

Preferred Scenario Designation: Medium Intensity (Medical District) Existing Zoning: GC (General Commercial)

Existing Land Use(s): Former movie theatre

DESCRIPTION OF REQUEST

Proposed Zoning District(s): CD-5

Proposed Land Uses / Reason for Change: Mixed use development with residential and limited retail uses.

Reason is to transform a vacant movie theatre lot into residential community that promotes walkability, particularly keeping in mind staff of nearby CHRISTUS Santa Rosa Hospital.

AUTHORIZATION

I certify that the information on this application is complete and accurate. I understand the fees and the process for this application. I understand my responsibility, as the applicant, to be present at meetings regarding this request.

Filing Fee* \$1,057 plus \$100 per acre Technology Fee \$13 MAXIMUM COST \$3,013

**Existing Neighborhood Regulating Plan Included.*

Submittal of this digital Application shall constitute as acknowledgement and authorization to process this request.

APPLY ONLINE – WWW.MYGOVERNMENTONLINE.ORG/

PROPERTY OWNER AUTHORIZATION

I, Mitchell Roberts (owner name) on behalf of
Texas Cinema Corp. (company, if applicable) acknowledge that I/we
am/are the rightful owner of the property located at
1250 Wonder World Dr. San Marcos TX 78666 (address).

I hereby authorize Daniel Campbell (agent name) on behalf of
Long View Equity, LLC (agent company) to file this application for
Zoning Change (application type), and, if necessary, to work with
the Responsible Official / Department on my behalf throughout the process.

Signature of Owner:  Date: Sept. 15 2021

Printed Name, Title: Mitchell Roberts, CEO

Signature of Agent:  Date: 9/15/21

Printed Name, Title: Daniel Campbell, VP

Form Updated October, 2019

**AGREEMENT TO THE PLACEMENT OF NOTIFICATION SIGNS
AND ACKNOWLEDGEMENT OF NOTIFICATION REQUIREMENTS**

The City of San Marcos Development Code requires public notification in the form of notification signs on the subject property, published notice, and / or personal notice based on the type of application presented to the Planning Commission and / or City Council.

- Notification Signs: if required by code, staff shall place notification signs on each street adjacent to the subject property and must be placed in a visible, unobstructed location near the property line. It is unlawful for a person to alter any notification sign, or to remove it while the request is pending. However, any removal or alteration that is beyond the control of the applicant shall not constitute a failure to meet notification requirements. *It shall be the responsibility of the applicant to periodically check sign locations to verify that the signs remain in place had have not been vandalized or removed. The applicant shall immediately notify the responsible official of any missing or defective signs. It is unlawful for a person to alter any notification sign, or to remove it while the case is pending; however, any removal or alteration that is beyond the control of the applicant shall not constitute a failure to meet notification requirements.*
- Published Notice: if required by code, staff shall publish a notice in a newspaper of general circulation in accordance with City Codes and the Texas Local Government Code. *If, for any reason, more than one notice is required to be published it may be at the expense of the applicant. The renotification fee shall be \$91 plus a \$13 technology fee.*
- Personal Notice: if required by code, staff shall mail personal notice in accordance with City Codes and the Texas Local Government Code. *If, for any reason, more than one notice is required to be mailed it may be at the expense of the applicant. The renotification fee shall be \$91 plus a \$13 technology fee.*

I have read the above statements and agree to the required public notification, as required, based on the attached application. The City's Planning and Development Services Department staff has my permission to place signs, as required, on the property and I will notify City staff if the sign(s) is/are damaged, moved or removed. I understand the process of notification and public hearing and hereby submit the attached application for review by the City.

Signature: _____

Date: _____

Print Name: _____

Daniel Campbell

Form Updated October, 2019

LONG
VIEW
EQUITY

October 19, 2021

Julia Cleary
Planning and Development Services
630 E John Hopkins
San Marcos, TX 78666

Re: 1250 Wonder World Zoning Change Cover Letter
1250 Wonder World, San Marcos, TX 78666 ("**Property**")

Dear Ms. Cleary,

Thank you for your time over the last few weeks discussing this project. As you know, we are purchasing this site from its movie theatre owner and hope to rezone the Property to CD5 zoning to allow us to develop a predominately multi-family project with the potential for commercial. We believe this zoning category allows us the flexibility to execute a great redevelopment of this site.

For our multi-family portion of this project, we will not be leasing these units on the "by-the-bed" basis found in student housing. We look forward to working with the City of San Marcos to create a first-class project that provides quality housing for the growing medical community in this area.

Regards,

Long View Equity, LLC,
A Texas limited liability company

By: 
Name: Daniel Campbell
Title: VP

TITLE COMMITMENT INFORMATION

THE PROPERTY HEREON DESCRIBED IS THE SAME AS THE PERTINENT PROPERTY AS DESCRIBED IN OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY'S COMMITMENT FILE NO.: 21-3733-CH, WITH AN EFFECTIVE DATE OF AUGUST 11, 2021.

LEGAL DESCRIPTION

LOT 3A, OF THE REPLAT OF LOT 3A, BLOCK 1, SECTION 2, MCKINLEY PLACE, A SUBDIVISION IN HAYS COUNTY, TEXAS, ACCORDING TO THE MAP OR PLAT OF RECORDED IN VOLUME 10, PAGE 110, OF THE PLAT RECORDS OF HAYS COUNTY, TEXAS.

NOTES CORRESPONDING TO SCHEDULE B

THE FOLLOWING RESTRICTIVE COVENANTS OF RECORD ITEMIZED BELOW (WE MUST EITHER INSERT SPECIFIC RECORDING DATA OR DELETE THIS EXCEPTION):

THOSE RECORDED IN VOLUME 4, PAGE 351, VOLUME 8, PAGE 204 AND VOLUME 10, PAGE 110, OF THE PLAT RECORDS OF HAYS COUNTY, TEXAS, VOLUME 1495, PAGE 861, VOLUME 3012, PAGE 607, AND DOCUMENT NO. 18036971, OF THE OFFICIAL PUBLIC RECORDS OF HAYS COUNTY, TEXAS, BUT DELETING ANY COVENANT, CONDITION OR RESTRICTION INDICATING A PREFERENCE, LIMITATION OR DISCRIMINATION BASED ON RACE, COLOR, RELIGION, SEX, HANDICAP, FAMILIAL STATUS, OR NATIONAL ORIGIN UNLESS AND ONLY TO THE EXTENT THAT SAID COVENANT (A) IS EXEMPT UNDER CHAPTER 42, SECTION 3607 OF THE UNITED STATES CODE OR (B) RELATES TO HANDICAP BUT DOES NOT DISCRIMINATE AGAINST HANDICAPPED PERSONS. (AFFECTS, BLANKET IN NATURE)

THE FOLLOWING MATTERS AND ALL TERMS OF THE DOCUMENTS CREATING OR OFFERING EVIDENCE OF THE MATTERS (WE MUST INSERT MATTERS OR DELETE THIS EXCEPTION).

ALL EASEMENTS, SETBACK LINES AND OTHER MATTERS AFFECTING THE PROPERTY AS SHOWN AND/OR STATED ON PLAT RECORDED IN VOLUME 8, PAGE 204 AND VOLUME 10, PAGE 110, OF THE PLAT RECORDS OF HAYS COUNTY, TEXAS. (AFFECTS, PLOTTED AND SHOWN)

EASEMENT EXECUTED BY MARY ANNE HOOD, TRUSTEE, TO THE CITY OF SAN MARCOS, TEXAS, A MUNICIPAL CORPORATION, DATED JUNE 7, 1988, RECORDED IN VOLUME 742, PAGE 94, OF THE REAL PROPERTY RECORDS OF HAYS COUNTY, TEXAS. (AFFECTS, PLOTTED AND SHOWN)

TERMS, CONDITIONS, AND STIPULATIONS IN THAT CERTAIN RECIPROCAL EASEMENT AGREEMENT, BY AND BETWEEN MARY ANNE HOOD, TRUSTEE AND PBA DEVELOPMENT, INC., A TEXAS CORPORATION, AS RECORDED IN VOLUME 1426, PAGE 1, OF THE OFFICIAL PUBLIC RECORDS OF HAYS COUNTY, TEXAS. (AFFECTS, BLANKET IN NATURE)

TERMS, CONDITIONS, AND STIPULATIONS IN THAT CERTAIN EASEMENT AND RIGHT-OF-WAY AGREEMENT, BY AND BETWEEN COLE FAMILY PARTNERS, LTD., A TEXAS LIMITED PARTNERSHIP AND PBA DEVELOPMENT, INC., A TEXAS CORPORATION, AS RECORDED IN VOLUME 1495, PAGE 861, OF THE OFFICIAL PUBLIC RECORDS OF HAYS COUNTY, TEXAS. FURTHER AFFECTED BY INSTRUMENTS RECORDED IN VOLUME 3012, PAGE 607, AND DOCUMENT NO. 18036971, OF THE OFFICIAL PUBLIC RECORDS OF HAYS COUNTY, TEXAS. (AFFECTS, PLOTTED AND SHOWN)

BEARING BASIS

THE BASIS OF BEARING FOR THIS SURVEY IS GRID NORTH PER TEXAS STATE PLANE COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NAD83-2011, AS MEASURED ALONG THE SOUTHEASTERLY LINE OF THE SUBJECT PROPERTY WHICH BEARS S51°03'19"W PER GPS COORDINATE OBSERVATIONS
LATITUDE: 29°51'04.0855"
LONGITUDE: - 97°57'05.0085"
CONVERGENCE ANGLE: 0°30'49.4159"

UTILITY NOTES

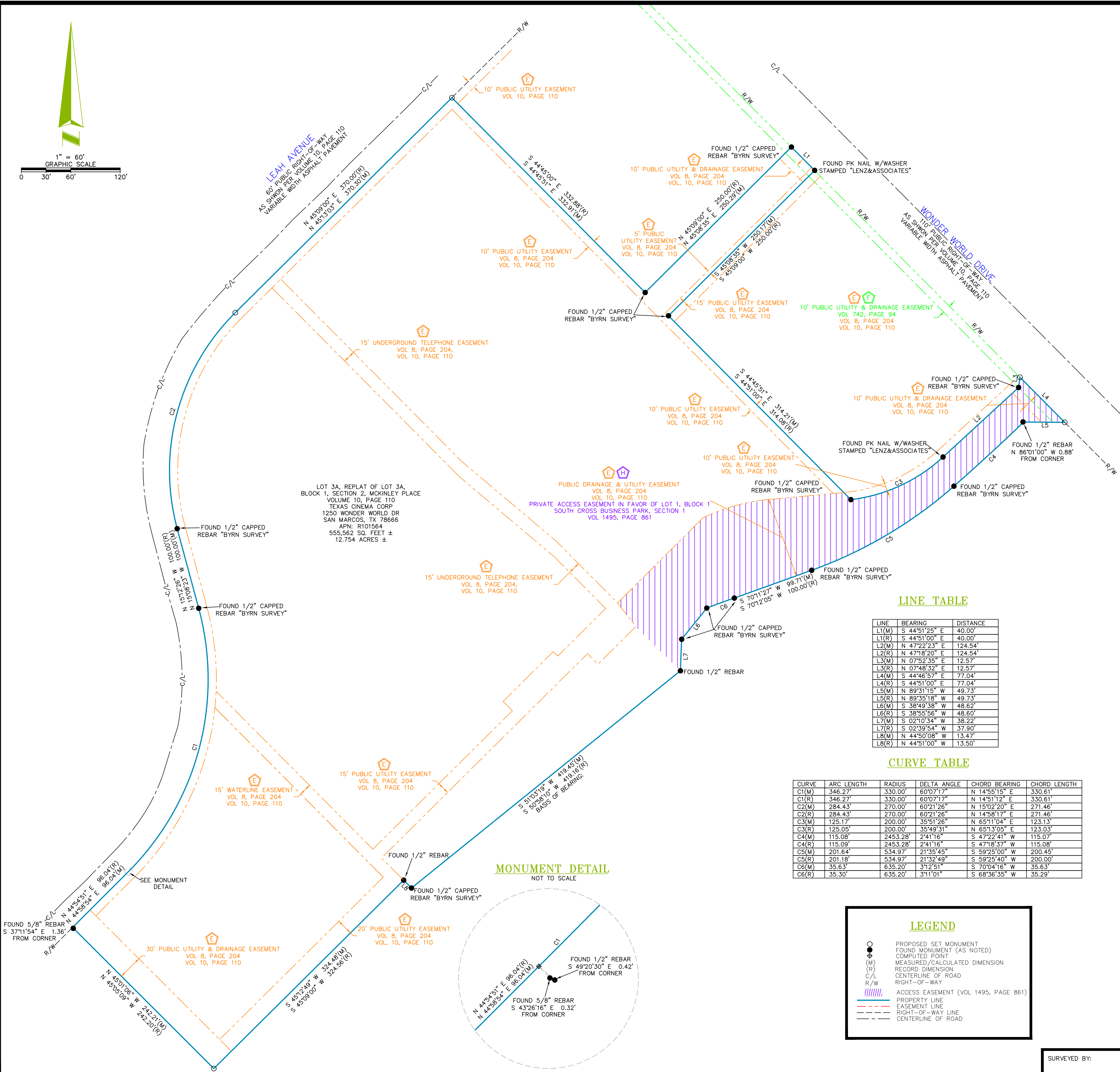
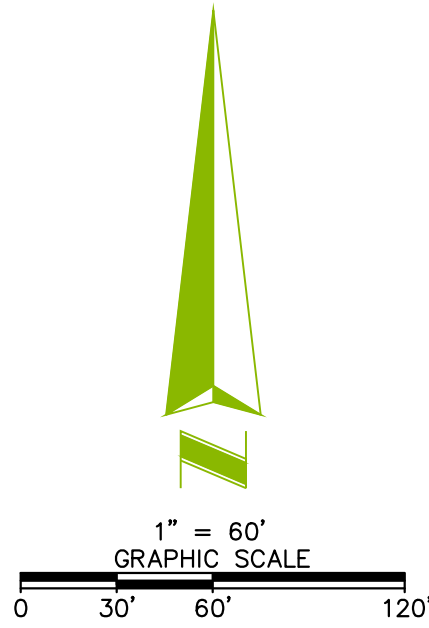
THE UTILITIES SHOWN ON THIS DRAWING HEREON HAVE BEEN LOCATED BY FIELD MEASUREMENTS, UTILITY MAP DRAWINGS, AND TEXAS ONE CALL UTILITY LOCATE REQUEST. BLEW & ASSOCIATES MAKES NO WARRANTY TO THE EXACT LOCATION OF ANY UNDERGROUND UTILITIES SHOWN OR NOT SHOWN ON THIS DRAWING. IT IS THE RESPONSIBILITY OF THE CONTRACTOR TO VERIFY ANY AND ALL UTILITIES PRIOR TO CONSTRUCTION. CALL TEXAS ONE CALL AT 800-344-8377 BEFORE DIGGING. AT THE TIME OF ALTA SURVEY, SURFACE MARKINGS FROM UTILITY COMPANIES WERE NOT OBSERVED.

DIG TICKET NUMBER: 2173970774

COMPANY: CONTACT:
AT&T N/A
CITY OF SAN MARCOS ELECTRIC UTILITY DEPARTMENT N/A
GRANDE COMMUNICATIONS N/A
CENTURYLINK N/A
CENTERPOINT ENERGY N/A
SPECTRUM N/A
COSM WATER/WASTEWATER N/A

SIGNIFICANT OBSERVATIONS

NONE OBSERVED



LINE TABLE

LINE	BEARING	DISTANCE
L1(M)	S 44°51'25" E	40.00'
L1(R)	S 44°51'00" E	40.00'
L2(M)	N 47°22'23" E	124.54'
L2(R)	N 47°18'20" E	124.54'
L3(M)	N 07°52'35" E	12.57'
L3(R)	N 07°48'32" E	12.57'
L4(M)	S 44°46'57" E	77.04'
L4(R)	S 44°51'00" E	77.04'
L5(M)	N 89°31'15" W	49.73'
L5(R)	N 89°35'18" W	49.73'
L6(M)	S 38°49'38" W	48.62'
L6(R)	S 38°55'56" W	48.60'
L7(M)	S 02°10'54" W	38.22'
L7(R)	S 02°39'54" W	37.80'
L8(M)	N 44°50'08" W	13.47'
L8(R)	N 44°51'00" W	13.50'

CURVE TABLE

CURVE	ARC LENGTH	RADIUS	DELTA ANGLE	CHORD BEARING	CHORD LENGTH
C1(M)	346.27'	330.00'	60°07'17"	N 14°55'15" E	330.61'
C1(R)	346.27'	330.00'	60°07'17"	N 14°51'12" E	330.61'
C2(M)	284.43'	270.00'	60°21'26"	N 15°02'20" E	271.46'
C2(R)	284.43'	270.00'	60°21'26"	N 14°58'17" E	271.46'
C3(M)	125.17'	200.00'	35°51'26"	N 65°11'04" E	123.13'
C3(R)	125.05'	200.00'	35°49'31"	N 65°13'05" E	123.03'
C4(M)	115.08'	2453.28'	2°41'16"	S 47°22'41" W	115.07'
C4(R)	115.09'	2453.28'	2°41'16"	S 47°18'37" W	115.08'
C5(M)	201.64'	534.97'	21°35'45"	S 59°25'00" W	200.45'
C5(R)	201.18'	534.97'	21°32'49"	S 59°25'40" W	200.00'
C6(M)	35.63'	635.20'	31°2'51"	S 70°04'16" W	35.63'
C6(R)	35.30'	635.20'	31°11'01"	S 68°36'35" W	35.29'

LEGEND

- PROPOSED SET MONUMENT
- FOUND MONUMENT (AS NOTED)
- COMPUTED POINT
- MEASURED/CALCULATED DIMENSION
- RECORD DIMENSION
- CENTERLINE OF ROAD
- RIGHT-OF-WAY
- ACCESS EASEMENT (VOL 1495, PAGE 861)
- PROPERTY LINE
- EASEMENT LINE
- RIGHT-OF-WAY LINE
- CENTERLINE OF ROAD

VICINITY MAP



SHEET 1 OF 7

LAND AREA

555,562 ± SQUARE FEET
12.754 ± ACRES

PARKING

REGULAR= 679
HANDICAP= 29
TOTAL= 708

FLOOD INFORMATION

FLOOD NOTE: BASED ON MAPS PREPARED BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA) AVAILABLE ONLINE AT WWW.MSC.FEMA.GOV, AND BY GRAPHIC PLOTTING ONLY, THIS PROPERTY IS LOCATED IN ZONE X ON FLOOD INSURANCE RATE MAP NUMBER 4820900477F, WHICH BEARS AN EFFECTIVE DATE OF 09/02/2005 AND IS NOT IN A SPECIAL FLOOD HAZARD AREA. BY REVIEWING FLOOD MAPS PROVIDED BY THE NATIONAL FLOOD INSURANCE PROGRAM WE HAVE LEARNED THIS COMMUNITY DOES PARTICIPATE IN THE PROGRAM.

GENERAL NOTES

- WITH REGARD TO TABLE A, ITEM 11, SOURCE INFORMATION FROM PLANS AND MARKINGS WILL BE COMBINED WITH OBSERVED EVIDENCE OF UTILITIES PURSUANT TO SECTION 5.6.IV. TO DEVELOP A VIEW OF THE UNDERGROUND UTILITIES, HOWEVER, LACKING EXCAVATION, THE EXACT LOCATION OF UNDERGROUND FEATURES CANNOT BE ACCURATELY, COMPLETELY AND RELIABLY DEPICTED. IN ADDITION, IN SOME JURISDICTIONS, BUT OTHER SIMILAR UTILITY LOCATE REQUESTS FROM SURVEYORS MAY BE IGNORED OR RESULT IN AN INCOMPLETE RESPONSE, IN WHICH CASE THE SURVEYOR SHALL NOTE ON THE PLAT OR MAP HOW THIS AFFECTED THE SURVEYOR'S ASSESSMENT OF THE LOCATION OF THE UTILITIES WHERE ADDITIONAL OR MORE DETAILED INFORMATION IS REQUIRED, THE CLIENT IS ADVISED THAT EXCAVATION AND/OR A PRIVATE UTILITY LOCATE REQUEST MAY BE NECESSARY.
- ALL STATEMENTS WITHIN THE CERTIFICATION, AND OTHER REFERENCES LOCATED ELSEWHERE HEREON, RELATED TO: UTILITIES, IMPROVEMENTS, STRUCTURES, BUILDINGS, PARTY WALLS, PARKING, EASEMENTS, SERVITUDES, AND ENCROACHMENTS ARE BASED SOLELY ON ABOVE GROUND, VISIBLE EVIDENCE, UNLESS ANOTHER SOURCE OF INFORMATION IS SPECIFICALLY REFERENCED HEREON.
- THIS SURVEY MEETS OR EXCEEDS THE SURVEY STANDARDS/STANDARDS OF CARE AS SET FORTH IN SECTION 3 OF THE 2021 ALTA/NSPS SURVEY REQUIREMENTS.
- THE SUBJECT PROPERTY HAS DIRECT PHYSICAL ACCESS TO WONDER WORLD DRIVE AND LEIAH AVENUE, BOTH BEING DEDICATED PUBLIC STREETS OR HIGHWAYS.
- THERE IS NO VISIBLE EVIDENCE OF CEMETERIES ON SUBJECT PROPERTY.
- THERE IS NO OBSERVABLE EVIDENCE OF EARTH MOVING WORK, BUILDING CONSTRUCTION OR BUILDING ADDITIONS WITHIN RECENT MONTHS.
- THE PARCELS CONTAINED IN THE LEGAL DESCRIPTION ARE CONTIGUOUS WITHOUT ANY GAPS, GORES OR OVERLAPS.
- BUILDING AREAS SHOWN HEREON ARE FOR THE FOOTPRINT OF THE BUILDING ONLY.
- NO APPARENT CHANGES IN STREET RIGHT OF WAY LINES EITHER COMPLETED OR PROPOSED, AND AVAILABLE FROM THE CONTROLLING JURISDICTION, NO OBSERVABLE EVIDENCE OF RECENT STREET OR SIDEWALK CONSTRUCTION OR REPAIRS.
- NOT VALID WITHOUT THE SIGNATURE AND THE ORIGINAL SEAL OF A LICENSED SURVEYOR AND MAPPER, ADDITIONS AND DELETIONS TO SURVEY MAPS, SKETCHES, OR REPORTS BY OTHER THAN THE SIGNING PARTY OR PARTIES IS PROHIBITED WITHOUT WRITTEN CONSENT OF THE SIGNING PARTY OR PARTIES.
- THE NEAREST INTERSECTING STREET IS THE INTERSECTION OF WONDER WORLD CORNER OF THE SUBJECT PROPERTY.
- THE DISTANCES SHOWN HEREON ARE GROUND MEASUREMENT.
- ELEVATIONS ESTABLISHED WITH GPS STATIC OBSERVATIONS WITH ORIGINATING BENCHMARK (PID: AX2443), VERTICAL DATUM BASED UPON NORTH AMERICAN VERTICAL DATUM (NAV88) IN US SURVEY FEET. CONTOURS SHOWN ARE 2 FOOT INTERVALS
BENCHMARK ID: AX2443
PUBLISHED ELEVATION: 602.47'
MONUMENT DESCRIPTION: FOUND 3" BRASS DISK STAMPED "T 1306 1980"

ALTA/NSPS LAND TITLE SURVEY

AEI JOB # 445840

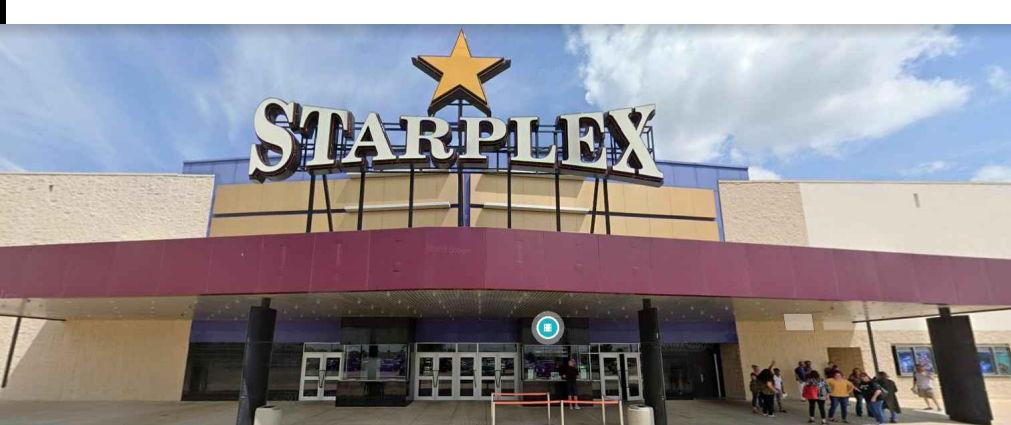
WONDER WORLD

1250 EAST WONDER WORLD DRIVE

HAYS COUNTY

SAN MARCOS, TEXAS

SITE PICTURE



COORDINATED BY:

AEI CONSULTANTS
2500 CAMINO DIABLO
WALNUT CREEK, CA, 94597
TELEPHONE: 925.746.6000
EMAIL: SURVEYS@AEICONSULTANTS.COM

SURVEYOR'S CERTIFICATE

TO: OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY:

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2021 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/NSPS LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 5, 7(a), 7(b)(1), 7(c), 8, 9, 11(a), 13, 14, 16, AND 17 OF TABLE A THEREOF. THE FIELDWORK WAS COMPLETED ON 09/20/2021. DATE OF PLAT OR MAP: 09/23/2021.

BRADLEY G. WELLS
RPLS NO.: 5499
STATE OF TEXAS
TEXAS FIRM REGISTRATION NO. 10194275

DATE	REVISION HISTORY	BY	SURVEYOR JOB NUMBER: 21-6911
			SCALE: 1" = 60'
			DRAWN BY: CZM/JC
			APPROVED BY: BGW

SURVEYED BY:

BLEW & ASSOCIATES, P.A.
3825 N SHILOH DRIVE
FAYETTEVILLE, AR 72703.
SURVEY@BLEWINC.COM

anford P. Steinberg
AIA

03-31-2021	Conceptual Site
04-10-2021	Conceptual Site

**Steinberg
Dickey**
Collaborative, LLP
ARCHITECTS • PLANNERS

Wonder World Aparatments
San Marcos, Texas

8100 Washington Avenue
Suite 250
Houston, Texas 77007
713.552.1777 ■ 713.850.7744
www.sdc-architects.com

NO.	2021.052
PROJECT DESCRIPTION	
CONCEPTUAL SITE PLAN	

A1.01

Wonder World Apartment

Conceptual Site Plan

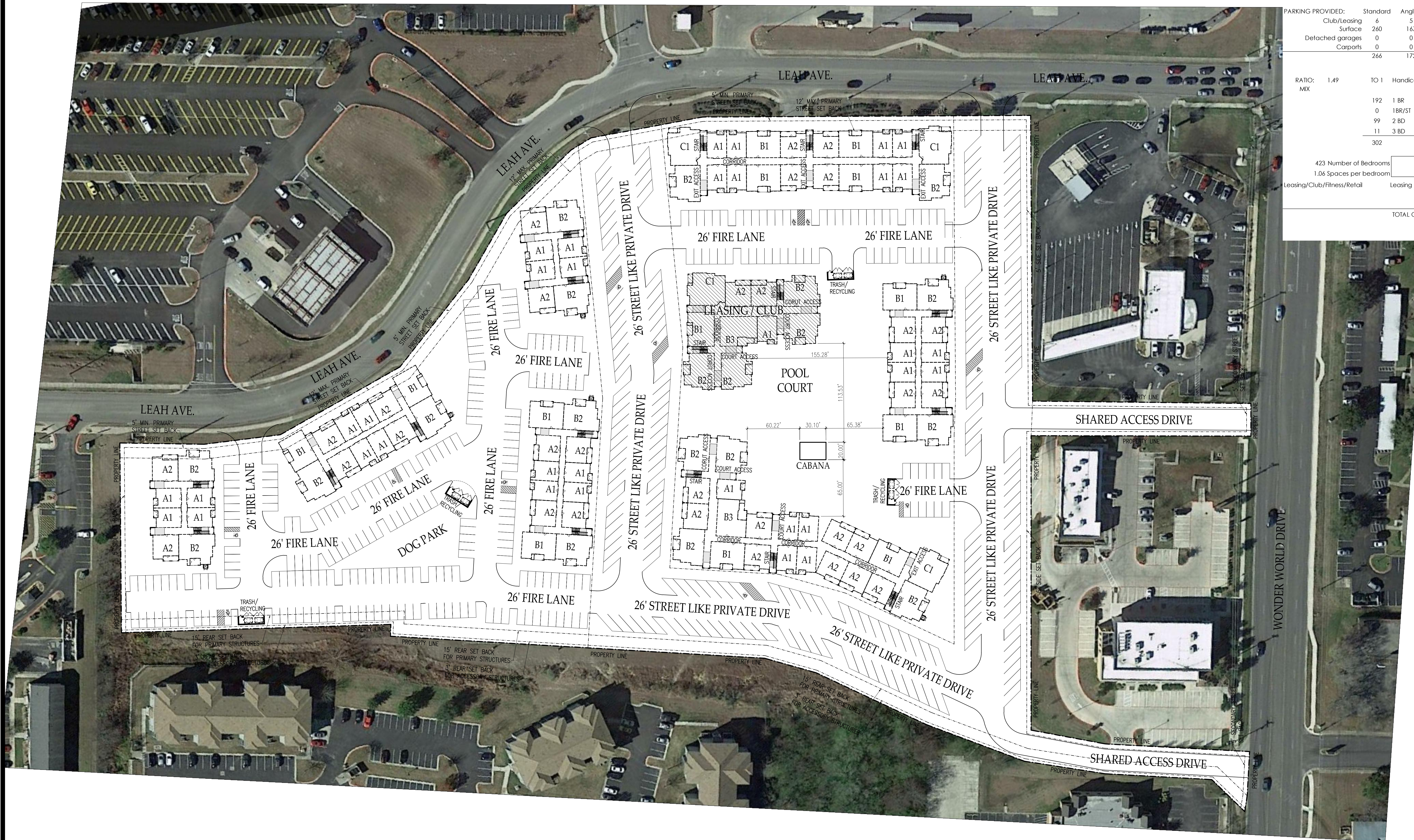
SCALE: 1" = 50'

San Marcos, TX

for

Long View Equity

NOTE: ARCHITECT DOES NOT GUARANTY ACCURACY OF SITE DUE TO INADEQUATE SURVEY INFORMATION





Wonder World Apartments
San Marcos, Texas

Steinberg
Dickey
Collaborative, LLP

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

WARRANTY DEED WITH VENDOR'S LIEN

THE STATE OF TEXAS)
) KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF HAYS)

THAT THE MITCHELL GRANDCHILDREN'S TRUST, created by trust agreement dated March 19, 1991, executed by Lee Roy Mitchell, Settlor, Paula Tandy Mitchell, Settlor, and Donald H. Hart, Trustee, for and in consideration of the sum of TEN AND NO/100 (\$10.00) DOLLARS and other good and valuable cash consideration to us paid, and secured to be paid, by TEXAS CINEMA CORPORATION as

follows:

In further consideration of the execution and delivery by TEXAS CINEMA CORPORATION, the Grantees herein of one (1) certain note of even date herewith in the principal sum of ONE MILLION TWO HUNDRED THIRTY- THREE THOUSAND AND NO/100 (\$1,233,000.00) DOLLARS payable to the order of THE MITCHELL GRANDCHILDREN'S TRUST, as therein provided; said note being secured by a Vendor's Lien herein retained and reserved and additionally secured by a Deed of Trust of even date herewith executed by Grantees herein to TOBY L. MASH, Trustee, which note is secured by a second and inferior lien upon the hereinafter described property,

have GRANTED, SOLD AND CONVEYED, and by these presents do GRANT, SELL AND CONVEY unto the said TEXAS CINEMA CORPORATION whose mailing address is 1250 Wonderworld Drive, San Marcos, Texas 78666, the following described real property located in Hays County,

Texas, to-wit:

All that certain lot, tract or parcel of land being Lot 3A of THE REPLAT OF LOT 3A, BLOCK 1, SECTION 2, MCKINLEY PLACE, an addition to the City of San Marcos, Texas, according to the Plat thereof in Book 10, Page 110, Real Property Records, Hays County, Texas.

TITLE TO SAID PROPERTY IS HEREBY CONVEYED SUBJECT TO THE FOLLOWING, IF APPLICABLE, TO-WIT:

1. Deed of Trust, Security Agreement - Financing Statement executed by PBA Development, Inc., a Texas corporation, "Landowner" and Lone Star Theatres, Inc., a Texas corporation, "Borrower" collectively referred to as "Grantor" to Jimmy R. Locke, Trustee, dated October 12, 1999, recorded in Instrument Number 9924740, Real Property Records, Hays County, Texas, securing THE FROST NATIONAL BANK, a national banking association in the payment of one note in the principal sum of Six Million and 00/100 (\$6,000,000.00) DOLLARS, due and payable and bearing interest as therein provided; and all the terms, conditions and stipulations contained therein, including, but not limited to, any additional indebtedness, if any, secured by said instrument; As affected by that certain Subordination and Attornment Agreement dated October 12, 1999,

recorded in instrument Number 9924741, as corrected and re-recorded in Instrument Number 9925062, Real Property Records, Hays County, Texas.

2. The following restrictive covenants of record: Volume 1426, Page 1, Real Property Records; Volume 8, Page 204 and Volume 10 Page 110, Plat Records, Hays County, Texas, but omitting any covenant, condition or restriction based on race, color, religion, sex, handicap, familial status, or national origin.

3. Easements, set back lines or building lines shown on the map or plat of the subdivision referred to in the description of the property.

4. Easement executed by Chas. H. Bass and wife, Hallie D. Bass, to Alfredo Guerrero and Eulalia L. Guerrero, dated January 17, 1946, recorded in Volume 133, Page 492, real Property Records, Hays County, Texas.

5. Easement executed by Mary Anne Hood, to the City of San Marcos, recorded on July 15, 1988, in Volume 724, Page 94, Real Property Records, Hays County, Texas and as shown on the plat recorded in Volume 10, Page 110, Plat Records, Hays County, Texas.

6. Terms, conditions and stipulations contained in, and the easement(s) affecting subject property created by that certain Reciprocal Easement Agreement executed by and between Mary Anne Hood, Trustee, and PBA Development, Inc., a Texas corporation, dated June 19, 1998, recorded in Volume 1426, Page 001, Real Property Records, Hays County, Texas and as shown on the plat recorded in Volume 10, Page 110, Plat Records, Hays County, Texas.

7. Terms, conditions and stipulations contained in, and the easement(s) created by that certain Easement and Right-of-Way Agreement executed by and between Rex W. Cole, M.D., as general partner of Cole Family Partners, Ltd., a Texas Limited Partnership, and PBA Development, Inc., a Texas corporation, dated January 14, 1999, recorded in Volume 1495, Page 861, Real Property Records, Hays County, Texas, said easements(s) shown on the plat recorded in Volume 10, Page 110, Plat Records, Hays County, Texas.

8. Terms, provisions and conditions of Lease Agreement by and between PBA Development, Inc. as Lessor and Lone Star Theatres, Inc., a Texas corporation as Lessee, dated September 15, 1998, as evidenced by reference to same in that certain Deed of Trust, Security Agreement and Financing Statement dated January 21, 1999, recorded in Instrument Number 149881, and as also referenced in that certain Deed of Trust, Security Agreement and Financing Statement dated October 12, 1999, recorded in Instrument Number 9924740, Real Property Records, Hays County, Texas, as affected by that certain Subordination and Attornment Agreement (Ground Lease) dated October 12, 1999, recorded in Instrument Number 9924741 as corrected and re-recorded in Instrument Number 9925062, Real Property Records, Hays County, Texas, subordinating the interests of Lone Star Theatres, Inc., "Lessee" and the interests of PBA Development, Inc., "Lessor" under said Lease Agreement to that of The Frost National Bank, "Lender" named in that certain Deed of Trust, Security Agreement and Financing Statement recorded in Instrument Number 9924740, Real Property Records, Hays County, Texas.

9. Terms, provisions and conditions of Lease Agreement by and between CNL Income Fund X, Ltd., as Lessor and Foodmaker, Inc. as Lessee, as evidenced by that certain Memorandum of Lease dated November 9, 1998, recorded in Volume 1473, Page 485, Real Property Records, Hays County, Texas, as the same affects the easement(s) affecting subject property as described in the Reciprocal Easement Agreement recorded in Volume 1426, Page 001 noted above.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in

anywise belonging unto the said TEXAS CINEMA CORPORATION, it's successors and assigns forever; and Grantor does hereby bind itself, it's successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the premises unto the said TEXAS CINEMA CORPORATION, it's successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

But it is expressly agreed and stipulated that the Vendor's Lien, as well as the Superior Title in and to the above described premises, is retained against the above described property, premises and improvements until the above described note and all interest thereon are fully paid according to its face and tenor, effect and reading thereof, when this deed shall become absolute.

Grantor makes no representation, warranty or covenant of any kind or character whatsoever, whether expressed or implied, with respect to the physical condition, use or usefulness of the property or any portion thereof, and GRANTOR EXPRESSLY DISCLAIMS ANY AND ALL IMPLIED WARRANTIES, INCLUDING, WITHOUT LIMITATION, IMPLIED WARRANTIES OF CONDITION, MERCHANTABILITY, HABITABILITY, FITNESS FOR A PARTICULAR PURPOSE, OR WITH RESPECT TO THE VALUE, PROFITABILITY OR MARKETABILITY OF THE PROPERTY.

GRANTEE ASSUMES PAYMENT OF ALL TAXES FOR THE YEAR 2005.

WITNESS our hands at Ennis, Texas, this 5th day of August, 2005.

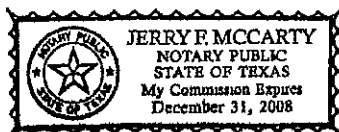
THE MITCHELL GRANDCHILDREN'S TRUST

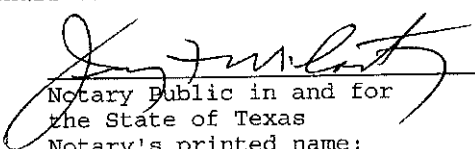

BY: GARY WITHERSPOON, Trustee

Grantees' address:
TEXAS CINEMA CORPORATION
1250 Wonderworld Drive
San Marcos, Texas 78666

THE STATE OF TEXAS)
COUNTY OF HAYS)

This instrument was acknowledged before me this the 12th day
of August, 2005, by GARY WITHERSPOON, Trustee of THE MITCHELL
GRANDCHILDREN'S TRUST on behalf of said Trust.




Notary Public in and for
the State of Texas
Notary's printed name:

Notary's commission expires:

PREPARED IN THE LAW OFFICE OF:
McCarty, Wilson & Mash, P.C.
Post Office Box 580
Ennis, Texas 75120

AFTER RECORDING RETURN TO:
TEXAS CINEMA CORPORATION
1250 Wonderworld Drive
San Marcos, Texas 78666

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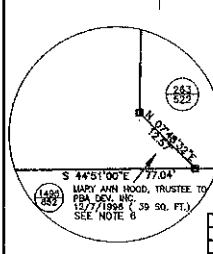
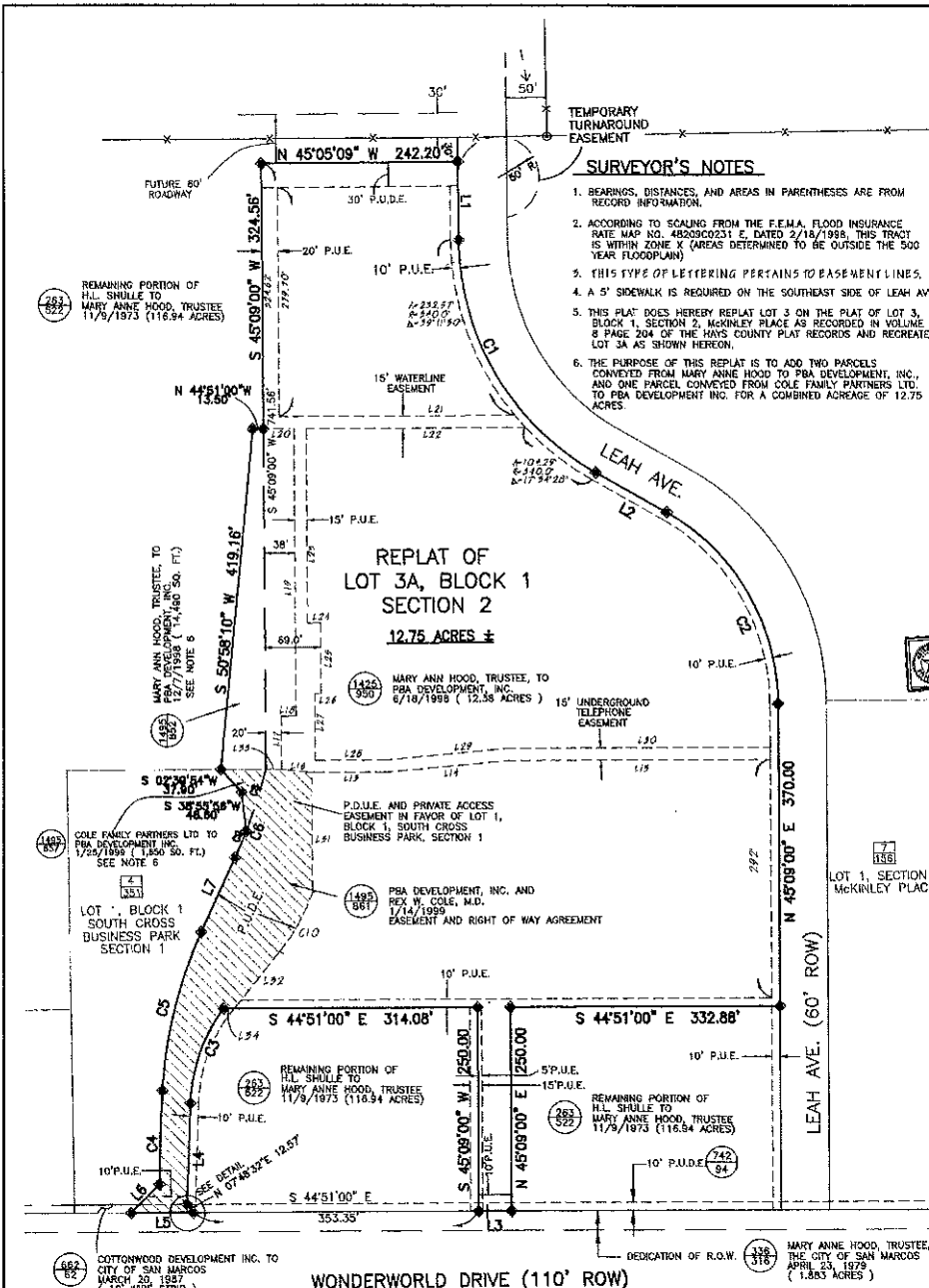
Filed for Record in:
Hays County
On: Aug 15, 2005 at 11:39A
Document Number: 05023613
Amount: 20.00
Receipt Number ~ 130798
By,
Rose Robinson, Deputy
Lee Carlisle, County Clerk
Hays County

Lien Holder Name and Mailing Address

Property: 1250 Wonder World Dr, San Marcos, TX 78666

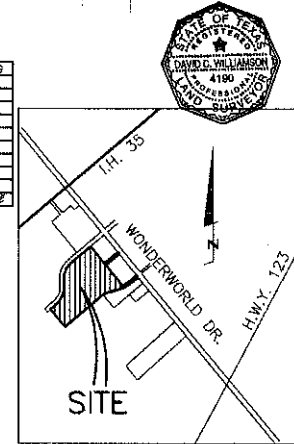
Lien Holder: Frost Bank, a Texas state bank

Mailing Address: P.O. Box 1600, San Antonio, TX 78296

ORIGINAL SCALE
1" = 100'

CLIENT: LONE STAR THEATERS
DATE: JUNE 15, 1998
OFFICE: B. BYRN, SMITH
CREW: EVERETT, LENAMON
FB/PO: 398/42, 464/33
PLAT NO: S 24222-99-C

CURVE	ARC	DELTA	RADIUS	CHORD LENGTH	CHORD BEARING
C1	345.27	60°17'17"	330.00	330.81	N 14°51'12" E
C2	284.43	60°21'26"	270.00	271.46	N 14°58'17" E
C3	126.65	39°49'31"	200.00	123.03	N 85°13'09" E
C4	115.09	02°41'18"	2453.28	115.06	S 47°18'37" W
C5	201.18	21°32'48"	534.97	200.00	S 59°25'40" W
C6	116.65	10°25'54"	635.20	115.49	S 64°08'28" W
C7	281.15	59°39'48"	270.00	268.82	S 14°37'27" W
C8	80.35	07°14'53"	635.20	80.30	N 83°23'37" E
C9	35.30	03°11'01"	635.20	34.29	S 68°38'30" W
C10	82.40	20°4'39"	232.73	82.33	N 74°22'34" E



BYRN & ASSOCIATES, INC.
ENGINEERS SURVEYORS
1115 HIGHWAY 80 EAST
P.O. BOX 1433
SAN MARCOS, TEXAS 78666
(512) 396-2270

REPLAT OF LOT 3A, BLOCK 1, SECTION 2, MCKINLEY PLACE
CITY OF SAN MARCOS, HAYS COUNTY, TEXAS