

COLES CROSSING SHOPPING CENTER

HOUSTON, TEXAS

Appendix

Web Site Index

Allied Domecq www.alliedomecq.com	Houston Northwest Chamber of Commerce www.usachamber.com/houston
Baskin-Robbins www.baskinrobbins.com	Kumon Math and Reading Centers www.kumon.com
Blackhorse Ranch Development www.blackhorseranch.com	Nationwide Insurance www.nationwideinsurance.com
Bridgelands Development http://www.therousecompany.com/communities/bridgelands.htm	North Houston Association www.nhmccd.cc.tx.us/contracts/chambers/alliance/nha/norwel.html
City of Houston, Texas www.cityofhouston.gov	O'Connor & Associates www.poconnor-associates.com
Coles Crossing Development www.colescrossing.com	Pilgrim Cleaners www.pilgrimcleaners.com
Curves for Women www.curvesinternational.com	PostNet www.postnet.com
Cy-Fair College www.cy-faircollege.com	Progressive Grocer www.progressivegrocer.com
Cypress-Fairbanks Chamber of Commerce www.cyfairchamber.com	Quizno's www.quiznos.com
Cypress-Fairbanks Independent School District www.cfisd.net	Randalls Food Markets www.randalls.com
Fairfield Development www.visitfairfield.com	Safeway, Inc. www.safeway.com
Greater Houston Partnership www.houston.org	Southern Maid Donut www.southernmaiddonuts.com
BD Holdings, Inc. www.bdholdings.com	State of Texas www.state.tx.us
Hallmark www.hallmark.com	Stone Gate Development http://www.canyongate.com/communities/stonegate/
Harris County www.co.harris.tx.us	Texas Department of Transportation www.dot.state.tx.us/rtmodes/rtmodes.htm
Harris County Appraisal District www.hcad.org	TGF Haircutters www.tgfhaircutters.com
Houston Chronicle www.chron.com	Today's Vision www.todaysvision.com
Houston Galveston Area Council www.h-gac.com	West Houston Association www.westhouston.org

COLES CROSSING SHOPPING CENTER

HOUSTON, TEXAS

**SALE/LEASE AMERICANS WITH DISABILITIES ACT,
HAZARDOUS MATERIALS AND TAX DISCLOSURE**

The Americans With Disabilities Act is intended to make many business establishments equally accessible to persons with a variety of disabilities; modifications to real property may be required. State and local laws also may mandate changes. The real estate brokers in this transaction are not qualified to advise you as to what, if any, changes may be required now, or in the future. Owners and tenants should consult the attorneys and qualified design professionals of their choice for information regarding these matters. Real estate brokers cannot determine which attorneys or design professionals have the appropriate expertise in this area.

Various construction materials may contain items that have been or may be in the future be determined to be hazardous (toxic) or undesirable and may need to be specifically treated/handled or removed. For example, some transformers and other electrical components contain PCB's, and asbestos has been used in components such as fire-proofing, heating and cooling systems, air duct insulation, spray-on and tile acoustical materials, linoleum, floor tiles, roofing, dry wall and plaster. Due to prior or current uses of the Property or in the area, the Property may have hazardous or undesirable metals (including lead-based paint), minerals, chemicals, hydrocarbons, or biological or radioactive items (including electric and magnetic fields) in soils, water, building components, above or below-ground containers or elsewhere in areas that mayor may not be accessible or noticeable. Such items may leak or otherwise be released. Real estate brokers have no expertise in the detection or correction of hazardous or undesirable items. Expert inspections are necessary. Current or future laws may require clean up by past, present and/or future owners and/or operators. It is the responsibility of the Seller/Lessor and Buyer/Tenant to retain qualified experts to detect and correct such matters and to consult with legal counsel of their choice to determine what provisions, if any, they may wish to include in transaction documents regarding the Property.

Sale, lease and other transactions can have local, state and federal tax consequences for the seller/lessor and/or buyer/tenant. In the event of a sale, Internal Revenue Code Section 1445 requires that all buyers of an interest in any real property located in the United States must withhold and pay over to the Internal Revenue Service (IRS) an amount equal to ten percent (10%) of the gross sales price within ten (10) days of the date of the sale unless the buyer can adequately establish that the seller was not a foreigner, generally by having the seller sign a Non-Foreign Seller Certificate. Note that depending upon the structure of the transaction, the tax withholding liability could exceed the net cash proceeds to be paid to the seller at closing. Consult your tax and legal advisor. Real estate brokers are not qualified to give legal or tax advice or to determine whether any other person is properly qualified to provide legal or tax advice.

SELLER/LESSOR

BUYER/LESSEE

Entity Name_____

Entity Name:_____

By: _____

By:_____

Title: _____

Title:_____

Date:_____

Date:_____

Property Location: _____ 12312 – 12320 Barker Cypress Road ♦ Houston, Texas 77433 _____

COLES CROSSING SHOPPING CENTER

HOUSTON, TEXAS

Confidential Memorandum and Disclaimer

BD Holdings, Inc. (“Agent”) has been engaged as the marketing consultant for the sale of Coles Crossing Shopping Center, located in Houston, Texas (the “Property”), by SW Coles, L.P., a Texas limited partnership (“Seller”). Bryan Holker, a principal of BD Holdings, holds a minority interest, less than 5%, in the Offering.

The Property is being offered for sale in an “as-is, where-is” condition and Seller and Agent make no representations or warranties as to the accuracy of the information contained in this Offering Memorandum. The enclosed materials include highly confidential information and are being furnished solely for the purpose of review by prospective purchasers of the interest described herein. Neither the enclosed materials nor any information contained herein is to be used for any other purpose or made available to any other person without the express written consent of the Seller. Each recipient, as a prerequisite to receiving the enclosed, should be registered with BD Holdings, Inc. as a “Registered Potential Investor” or as “Buyer’s Agent” for an identified “Registered Potential Investor”. The use of this Offering Memorandum and the information provided herein is subject to the terms, provisions and limitations of the confidentiality agreement furnished by Agent prior to delivery of this Offering Memorandum.

The enclosed materials are being provided solely to facilitate the prospective investor’s own due diligence for which it shall be fully and solely responsible. The material contained herein is based on information and sources deemed to be reliable, but no representation or warranty, express or implied, is being made by Agent or Seller or any of their respective representatives, affiliates, officers, employees, shareholders, partners and directors, as to the accuracy or completeness of the information contained herein. Summaries contained herein of any legal or other documents are not intended to be comprehensive statements of the terms of such documents, but rather only outlines of some of the principal provisions contained therein. Neither the Agent or the Seller shall have any liability whatsoever for the accuracy or completeness of the information contained herein or any other written or oral communication or information transmitted or made available or any action taken or decision made by the recipient with respect to the Property. Interested parties are to make their own investigations, projections and conclusions without reliance upon the material contained herein.

Seller reserves the right, at its sole and absolute discretion, to withdraw the Property from being marketed for sale at any time

COLES CROSSING SHOPPING CENTER

HOUSTON, TEXAS

and for any reason. Seller and Agent each expressly reserves the right, at their sole and absolute discretion, to reject any and all expressions of interest or offers regarding the Property and/or to terminate discussions with any entity at any time, with or without notice. This offering is made subject to omissions, correction of errors, change of price or other terms, prior sale or withdrawal from the market without notice. Agent is not authorized to make any representations or agreements on behalf of Seller.

Seller shall have no legal commitment or obligation to any interested party reviewing the enclosed materials, performing additional investigation and/or making an offer to purchase the Property unless and until a binding written agreement for the purchase of the Property has been fully executed, delivered, and approved by owner and any conditions to owner's obligations therein have been satisfied or waived.

By taking possession of and reviewing the information contained herein, the recipient agrees that (a) the enclosed materials and their contents are of a highly confidential nature and will be held and treated in the strictest confidence and shall be returned to Agent or Seller promptly upon request; and (b) the recipient shall not contact employees or tenants of the Property directly or indirectly regarding any aspect of the enclosed materials or the Property without the prior written approval of the Seller or Agent; and (c) no portion of the enclosed materials may be copied or otherwise reproduced without the prior written authorization of Seller or Agent or as otherwise provided in the Confidentiality and/or Registration Agreement executed and delivered by the recipient(s) to BD Holdings, Inc.

If you have no interest in the Property at this time, please return this Offering Memorandum immediately to:

BD Holdings, Inc.
Attention: Bryan Holker
12750 Carmel Country Rd. #204
San Diego, CA 92130

Accepted and Agreed:

Purchaser Date

Broker Date