Costa Bajjali
9119 Hwy 6, Suite 230-313
Missouri City, Texas 77459

January 23, 2015

Mr. David Wallace — *via e-mail and certified letter*
Individually and Trustee for:
The Whitney Leigh Wallace 1996 Sub-S Trust
The Jacquelyn Marie Wallace 1996 Sub-S Trust
1634 Brookstone Lane
Sugar Land, Texas 77479

Wallace Bajjali Development Partners, LP — *via e-mail*
11233 Shadow Creek Pkwy
Suite 313
Pearland, Texas 77584

Wallace Bajjali Management, LLC — *via e-mail*
11233 Shadow Creek Pkwy
Suite 313
Pearland, Texas 77584

WBDP & Holding Company stakeholders — *via e-mail*

Re: Letter of Resignation

To all stakeholders,

As you may know, I own a 50% Limited Partnership Interest in Wallace Bajjali Development Partners, LP ("WBDP") with the other 50% Limited Partnership Interest owned by the Whitney Leigh Wallace 1996 Sub-S Trust and the Jacquelyn Marie Wallace 1996 Sub-S Trust (collectively the "Wallace Trusts").

I also own a 50% equity interest in Wallace Bajjali Management, LLC ("WBM"), which is the sole General Partner of WBDP. The Wallace Trusts own the remaining 50% equity interest in WBM.

Prior to August 14, 2014, David Wallace ("Mr. Wallace") and I each held the following positions with respect to WBDP and WBM:

WBM

Managers:
David Wallace
Costa Bajjali

Officers:

David Wallace	CEO, Vice-President and Treasurer
Costa Bajjali	President and Secretary

WBDP

Employees:
David Wallace
Costa Bajjali

(WBDP has no Managers or Officers, as it acts solely through its General Partner, WBM)

On August 14, 2014, Mr. Wallace (acting as Trustee of the Wallace Trusts) triggered the Buy-Sell provision in the WBDP Limited Partnership Agreement. Thereafter Mr. Wallace and I sought to compromise and resolve the matter, in order for the Wallace Trusts to acquire my equity interests in WBDP and WBM (allowing me to transition out of the companies). In this regard, from August 14, 2014 forward, I worked diligently to transition my responsibilities to Mr. Wallace and his team. After transitioning my projects and workload, and due to Mr. Wallace's refusal to communicate and/or cooperate, I took a much less active role in the companies' day-to-day operations, deferring to Mr. Wallace, based upon his express representation that the Wallace Trusts would be purchasing my interest (pursuant to the Buy-Sell) by year's end, and that he would be taking WBDP and WBM in a different direction. Nevertheless, given the possibility that the equity purchase might not occur, I also made every effort to remain informed of the companies' activities (despite substantial resistance from Mr. Wallace, certain employees, and other individuals). When it appeared obvious that Mr. Wallace was not timely providing critical information and strategies, I determined that since I had no control, it was best that I resign as an officer of West Houston WB Realty Fund, LP; WB Substitute GP, LLC; LFW Economic Opportunity Fund, LP; LFW Management, LLC; Wallace Bajjali Investment Fund II, LP; WBIF II GP, LLC; US Public-Private Real Estate Fund I, LP; PPP Management, LLC (collectively the "Funds"); WB Real Estate Holdings, LLC (the "Holding Company"); and each of the Single Purpose Entities ("SPEs") owned by the Holding Company. On November 3, 2014 I resigned from each of those companies and notified all stakeholders via email (see attached copy of my resignation letter).

On November 4, 2014, Mr. Wallace sent the attached email to all investors assuring them that he is partnering with:

> a well-capitalized, Houston-based Registered Investment Advisory (RIA) firm with deep roots in our community, with whom I have been involved with since the beginning. . . . The new, consolidated operation will blend Wallace Bajjali's legacy and industry experience with the resources of our new RIA partner to create an innovative development firm that strengthens the communities where we work and live, and streamlines our business processes. Together, we share similar values and hold a shared vision for the future – one based on integrity, transparency and delivering on the promises we make.

Despite all the challenges during the transition, I worked diligently through the months of November and December to finalize and execute a contract with the City of Amarillo that was, and is, important to the City of Amarillo and to WBDP. In addition, WBDP was able to secure other contracts in 2014. In mid-December Mr. Wallace (acting on behalf of the Wallace Trusts) failed to consummate a buy-sell transaction by (1) failing to provide the necessary documents to address all the issues necessary for a clean transition, and (2) by failing to address WBDP's other financial obligations to me. When I refused to capitulate, Mr. Wallace filed a lawsuit in Fort Bend County to enforce the buy-sell transaction.

In a bizarre, unexplainable change in strategy, on January 7, 2015, Mr. Wallace removed all of his personal items from his office overnight and resigned (via unsigned resignation letter that, to my knowledge, was never sent to any stakeholders or investors) in all capacities as an "officer, manager, director, advisor, consultant, or agent" of the Funds, the Holding Company, and all the SPEs, leaving all of those companies (companies from which I had previously resigned on November 3rd) in disarray and without any managers or officers to conduct business. Mr. Wallace also resigned from WBDP, WBM, and all related entities. A copy of his resignation letter is attached.

Insofar as WBDP or the Holding Company is the General Partner of many of the SPEs, and given Mr. Wallace's recent acts and omissions, the current structure and restrictions leave me no alternative but to also tender my resignation from WBDP and WBM. My resignation is necessitated by the actions of Mr. Wallace (both individually and on behalf of the Wallace Trusts), and the very structure of WBDP and WBM. WBDP can act only through its General Partner, WBM. The Company Agreement for WBM provides that in the event that one of the two designated Managers (Mr. Wallace and I) resigns, that vacancy can only be filled by a vote by a majority of the company's Members. As the Wallace Trusts and I are the only Members, we are in a 50-50 deadlock. Similarly, in the event of a vacancy in the Officers of WBM, that vacancy can only be filled by a vote by a majority of the company's Managers. (And, because of Mr. Wallace's resignation and the deadlock, the Managers cannot act.) Finally, the Limited Partnership Agreement for WBDP expressly restricts WBM, as the General Partner, from taking certain actions (which, at this point, may very well be warranted).

Given the situation that I am in, as a direct consequence of Mr. Wallace's actions, I have no choice but to resign.

Therefore, I provide formal notice that effective immediately, I have resigned as a Manager and Officer (and in any other capacity) of Wallace Bajjali Management, LLC, and I have resigned as an employee (and in any other capacity) of Wallace Bajjali Development Partners, LP. By reason of this resignation and the prior resignation, as set forth in my letter of November 3, 2014, effective immediately, I am no longer an officer, director, manager, advisor, or consultant to any of the named companies.

The only interest I retain is that of a 50% limited partner in WBDP and a 50% equity owner in WBM. Similarly, the Wallace Trusts (acting through Mr. Wallace, as Trustee) also remain a 50% limited partner in WBDP and a 50% equity owner in WBM.

Sincerely,



Costa Bajjali

CB/kb

November 3, 2014

David Wallace
1634 Brookstone Lane
Sugar Land, Texas 77479

Dear Dave,

Due to the Buy-Sell provision you invoked on August 14, 2014 and the pending purchase of my interest in Wallace Bajjali Development Partners, LP., I hereby tender my resignation, effective immediately, as an Officer and / or Manager from the following entities:

Creekmont Plaza Partners, LP
Creekmont Plaza Partners GP, LLC
Lakecrest Village Investment, LLC
K&S/WB Holding Associates
Meadowcrest Developers 226, LP
Meadowcrest Developers GP, LLC
Morton & Mason Partners, LP
Morton & Mason Partners GP, LLC
Morton & Porter, LP
Morton & Porter GP, LLC
Morton Ranch Homebuilding Partners, LLC
Riata West Investments, LLC
Spring Cypress Investments, LP
Spring Cypress Investments GP, LLC
Spring Morton, LP
Spring Morton GP, LLC
Porter Development Partners, LLC
WB Sam Houston, LLC
WB 2610, LLC
WB Chancel Development Partners, LP
WB Chancel GP, LLC
WB Sanctuary Development Partners, LP
WB Sanctuary GP, LLC
Replacement Sanctuary GP, LLC
WB White Oak Lake Development, LP
WB White Oak Lake GP, LLC
Zoe Zade, LLC
Austin Avenue Contribution Company, LLC
SWB Heritage Square Partners, LP
SWB Heritage Square GP, LLC

SWB River Square Center Partners, LP
SWB River Square GP, LLC
SWB Waco SH, LP
Waco SWB SH GP, LLC
SWB Waco SH GP, LLC
Waco Student Housing Equity, LP
Waco Student Housing Equity GP, LLC
Waco Town Square Partners, LP (AAF)
Waco Town Square Management, LLC
Waco Town Square Partners II, LP
Waco Town Square Management II, LLC
WTS Heritage Square, LLC
Hampton Pointe Holdings, LLC
WB-OM AL Development I, LLC
WB-OM IL Development I, LLC
WB Murphy Residential, LLC
WB Murphy Road Development, LLC
ZT Group Business Center One (Pearland) LP
West Houston WB Realty Fund, LP
WB Substitute GP, LLC
LFW Economic Opportunity Fund, LP
LFW Management, LLC
Wallace Bajjali Investment Fund II, LP
WBIF II GP, LLC
WB Real Estate Holdings, LLC
US Public-Private Real Estate Fund I, LP
PPP Management, LLC
Barfield Redevelopment, LLC
Hampton Pointe Residential Dev., LLC
WBE Construction Management, LLC
Porter CWJ Investments, LLC
WBTZ Developers, LLC

Between now and the Buy-Sell Closing, I will forward any communication I receive regarding any of these entities and the projects they own, directly to you. After the closing, an auto-reply will be implemented to forward all emails to your attention.

Regards,

Costa Bajjali

Costa Bajjali - Outlook

From: [redacted]
Sent: Tuesday, November 04, 2014 5:53 PM
To: Costa Bajjali
Subject: Fwd: Wallace Bajjali Exciting News

Sent from my iPhone

Begin forwarded message:

From: Christine Bryant <christine@wallacebajjali.com>
Date: November 4, 2014 at 5:27:59 PM CST
To: Christine Bryant <christine@wallacebajjali.com>
Cc: David Wallace <dwallace@wallacebajjali.com>
Subject: Wallace Bajjali Exciting News

Dear Investor,

I want to take this opportunity to share some very positive developments. While transition in a company can be difficult, in this case the transition is a game changing event with a positive impact. I would like to share some preliminary information with you to insure your continued confidence as we move through transition at Wallace Bajjali.

Over the past several months, I have turned to a well-capitalized, Houston-based Registered Investment Advisory (RIA) firm with deep roots in our community, with whom I have been involved with since their beginning. In addition to the discussions with this RIA, Costa indicated that he had an opportunity to get involved in an energy industry venture and was interested in exiting the firm. This transition is being conducted pursuant to a buy-sell agreement that is in place in our partnership agreement. As you can imagine, with the complex nature of our organization (which encompasses 70+ separate entities), negotiating this arrangement has not been an easy process, but I believe that it will be completed in the coming weeks.

Although we always keep our team "lean and mean", we continue to surround ourselves with the top talent in the industry. Christine Bryant from our Joplin office will be relocating to Houston to assist me in professional communications, public relations/marketing and direct assistance relative to investor communications on all Wallace Bajjali holdings. Having worked as the Membership Director for the Joplin Area Chamber of Commerce during the 2011 tornado, Christine joined Wallace Bajjali 2 years ago to lend her expertise and firsthand knowledge of Joplin's redevelopment needs. She has a passion for transparency and a reputation for building strong relationships.

Raymond Braswell has been with Wallace Bajjali for several months serving as the Chief Operating Officer and will take on added responsibilities during this transition. Raymond began his career as an architect and has worked on a multitude of large-scale projects across the country. Raymond has worked in development of retail/entertainment and mixed use facilities. His career has involved design, development and construction management of numerous projects across the globe and brings experience unmatched in today's market.

Greg Jackson continues to be one of the best financial analysts in the business and will remain an integral part of the senior management team. Greg has been a consultant, entrepreneur and investor and has

advised and managed companies in the Dallas, TX area and the Shenandoah Valley of Virginia. With Nancy Gollan as our Controller, Rocio Caballero as a staff accountant, Bruce Anderson as our Finance Director in Joplin, business will continue as usual.

I want to express my sincerest appreciation and gratitude for the outstanding work and partnership of Costa Bajjali. No change of this magnitude can be without complications and the transition has encountered some challenges. Fortunately, those challenges have been addressed and I wish Costa continued success.

The new, consolidated operation will blend Wallace Bajjali's legacy and industry experience with the resources of our new RIA partner to create an innovative development firm that strengthens the communities where we work and live, and streamlines our business processes. Together, we share similar values and hold a shared vision for the future – one based on integrity, transparency and delivering on the promises we make.

Most importantly, from your perspective as our investor, our established organization and core business values will remain the same. We are committed to making this transition smooth for you and we will keep you informed along the way. We are excited about our future and the expanded opportunities we can explore with you. We will be communicating with you about the transition over the coming days and weeks, but as always, feel free to call us directly with any questions or concerns you might have at this time.

David G. Wallace, CEO
Wallace Bajjali Development Partners

DAVID G. WALLACE

1634 BROOKSTONE LN
SUGAR LAND, TEXAS 77479

7 January, 2015

To: The attached Recipient List, Costa Bajjali,
Whitney Wallace 1996 Sub-S Trust, and
Jacquelyn Marie Wallace 1996 Sub-S Trust

13131 Dairy Ashford, Suite 175,
Sugar Land, Texas 77478

2911 Waters Lake Lane,
Missouri City, Texas 77459

The purpose of this letter is to inform you, that effective immediately, I hereby resign from any and all capacity of officer, manager, director, advisor, consultant, agent, etc. for each of the attached entities.

Furthermore, to the extent that I am presently an authorized signer on any bank account in the name of any of the attached entities, I would hereby demand that I be removed immediately as an authorized signer on such account.

Finally, I have removed a number of articles which represent my personal belongings from the Sugar Land office, however, there are a number of files (electronic and paper) which are mine and I will make arrangements to retrieve them in the near future. Until I remove them, I would demand that they not be destroyed or altered in any way.

Thank you.

David G. Wallace

RESIGNATION RECIPIENT LIST

Creekmont Plaza Partners, LP

Creekmont Plaza Partners GP, LLC

Lakecrest Village Investment, LLC

K&S / WB Holding Associates

Meadowcrest Developers 226, LP

Meadowcrest Developers GP, LLC

Morton & Mason Partners, LP

Morton & Mason Partners GP, LLC

Morton & Porter, LP

Morton & Porter GP, LLC

Morton Ranch Homebuilding Partners, LLC

Riata West Investments, LLC

Spring Cypress Investments, LP

Spring Cypress Investments GP, LLC

Spring Morton, LP

Spring Morton GP, LLC

Porter Development Partners, LLC

WB Sam Houston, LLC

WB 2610, LLC

WB Chancel Development Partners, LP

WB Chancel GP, LLC

WB Sanctuary Development Partners, LP

WB Sanctuary GP, LLC

Replacement Sanctuary GP, LLC

WB White Oak Lake Development, LP

WB White Oak Lake GP, LLC

Zoe Zade, LLC

Austin Avenue Contribution Company, LLC

SWB Heritage Square Partners, LP

SWB Heritage Square GP, LLC

SWB River Square Center Partners, LP

SWB River Square GP, LLC

SWB Waco SH, LP

Waco SWB SH GP, LLC

SWB Waco SH GP, LLC

Waco Student Housing Equity, LP

Waco Student Housing Equity GP, LLC

Waco Town Square Partners, LP

Waco Town Square Management, LLC

Waco Town Square Partners II, LP

Waco Town Square Management II, LLC

WTS Heritage Square, LLC

Hampton Pointe Holdings, LLC

WB-OM AL Development I, LLC

WB-OM IL Development I, LLC

WB Murphy Residential, LLC

WB Murphy Road Development, LLC

ZT Group Business Center One (Pearland) LP

West Houston WB Realty Fund, LP

WB Substitute GP, LLC

LFW Economic Opportunity Fund, LP

LFW Management, LLC

Wallace Bajjali Investment Fund II, LP

WBIF II GP, LLC

WB Real Estate Holdings, LLC

US Public-Private Real Estate Fund I, LP

PPP Management, LLC

Barfield Redevelopment, LLC

Hampton Pointe Residential Dev., LLC

WBE Construction Management, LLC

Porter CWJ Investment, LLC

WBTZ Developers, LLC

SWJOMO Seniors, LLC

Newco, LLC

Wallace Bajjali Development Partners, LP

Wallace Bajjali Management, LLC

Wallace Bajjali Realty Group, LLC

ZT DEVELOPMENT

1535 West Loop South, Suite 200, Houston, TX 77027
E: christine@wallacebajjali.com
[redacted]

Wallace Bajjali
Development Partners, LP

December 29, 2014

To all concerned parties:

Effective as of January 1, 2015, all invoicing, payments, payment applications, billing, contracts, subcontracts, agreements, and other inquiries should be directed to:

Ms. Ashlee Futrell
Wallace Bajjali Development Partners
11233 Shadow Creek Pkwy
Suite 313
Pearland, Texas 77584
Phone: 832 905 0022
Fax: 832 230 8101

This memo shall serve as a legal notice of change of request as required under all previous agreements made between Wallace Bajjali Development Partners, L. P. and the recipient. If you have any further questions please feel free to contact our office.

Sincerely,

David Wallace
CEO
Wallace Bajjali Development Partners