

ORH ACQUISITIONS LLC
1235 Three Lincoln Center
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Dallas, Texas 75240
972/701-5551
972/701-5562 FAX

April 28, 2005

Kevin Dean
KDAT Developers LLC
PO Box 200455
Dallas, TX 76006

RE: Dallas West Village

Dear Kevin:

Confirming our discussion, you are proposing and we have agreed to the following with your company and Helping Hand Programs, Inc. to be involved with the partnership in facilitating the development of a mixed use mixed income development featuring 250 housing unit and a minimum of 7,500-10,000 SF of retail as part of the development of the NW corner of Bruton and St. Augustine Road, Dallas, TX, Dallas County.

We are entering into a joint venture with your company to assist us on 5 projects. The joint venture shall consist of your company with a 25% interest in the developments. The projects included under this agreement are Pecan Grove, Dallas West Village, Port Royal, Mission Del Rio and one additional project that will be named later. If any of the named projects are canceled or not available, then a comparable project will be substituted in for that project.

The Dallas West Village project will require work specifically in the community development, commercial leasing, site work, excavation, concrete and final clean up. Your assistance and services in aiding with site being zoned and approved for State sponsored tax-exempt bond financing is appreciated. The space is currently zoned MU-2. The project will be considered flex space and will be configured as such. All governmental approvals must be obtained in a manner consistent with the development timeline.

**GOVERNMENT
EXHIBIT
1104
3:07-CR-0289-M**

In consideration for your participation, we are required to do the following subject to the conditions set forth hereto:

1. A vested profits participation in 25% of the GP's share of developer fee, cash flow and residual value to be paid within two business days of receipt of the money by the GP of the partnership in the amount of 20% to KDAT, LLC and 5% to Helping Hand Programs, Inc., so long as they are in good standing and serve as a qualified non-profit sufficient to convey a sales tax and property tax exemption under Texas law. This applies to the Dallas West Village Project and future development projects as agreed to in this agreement.
2. KDAT shall sub contract with the GC on each development listed herein: Pecan Grove in Dallas plus Port Royal and Mission Del Rio in San Antonio plus this Dallas West Village project for the community development, commercial leasing, site work, excavation, concrete and final clean up work subject to a negotiated cost plus bid for the full scope of the job in accordance with the project plans and specifications. Bonding shall not be required. Satisfactory work performance under any current contract must be maintained for addition contract work contemplated herein to remain effective in the normal commercial standard for the industry.
3. In the event of a dispute the parties agree to mediation first and then binding arbitration with the AAA in Dallas County. Law of Texas, enforceable in the City of Dallas shall apply.
4. Participation by Helping Hand Programs, Inc. or KDAT is mandatory for each development listed above and the to be named entity.
5. Final approval of all partnership and contractor terms and conditions are the sole purview of ORH Acquisitions LLC and or Odyssey Residential Construction, LP.
6. Nothing in the agreements shall be effective unless or until the zoning case on Dallas West Village, becomes and ordinance in the City of Dallas.
7. KDAT shall not undertake any activity, expenses or actions under the Dallas West agreement until specifically authorized to so by ORH Acquisitions.
8. KDAT cannot contract with any party on behalf of ORH Acquisitions nor vice versa.
9. If either party believes a breach has occurred, they are required to give a written notice to the other party of such breach. Unless such notice is given, the parties acknowledge performance by your organization in the fulfillment of the agreement terms.

Sincerely

ORH Acquisitions, LLC

James R. (Bill) Fisher, V. P.

Agreed to this day:

KDAT Developers, LLC

Kevin Dean, President