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ANNEXATION AND SUPPLEMENTAL  
DECLARATION OF RESTRICTIONS FOR  
GLEN LAUREL SECTION SEVEN

JAN 03 2002

THIS ANNEXATION AND SUPPLEMENTAL DECLARATION OF RESTRICTIONS is made as of the date set forth on the signature page hereof, by GLEN LAUREL, L.L.C., a Texas Limited Liability Company, herein referred to and acting as Declarant.

WHEREAS, Declarant has executed a Declaration of Covenants, Conditions and Restrictions for GLEN LAUREL, SECTIONS ONE AND TWO (the "Original Declaration"), and the same was filed for record under Clerk's File No. 9892298 in the Real Property Records of Fort Bend County, Texas;

WHEREAS, Declarant is the owner of that tract of land containing 23.0992 acres, more or less, situated in Fort Bend County, Texas as described on Exhibit "A" attached (the "Annexation Tract");

WHEREAS, Section 9 of Article V of the Original Declaration grants Declarant the unilateral right, privilege and option to annex additional real property owned by Declarant adjacent to the real property currently under the jurisdiction of the Association (as defined in the Original Declaration) into the Association and to be covered by the covenants, conditions and restrictions set forth in the Original Declaration;

WHEREAS, Sections 7 and 10 of Article I of the Original Declaration grant Declarant the right to impose additional covenants, conditions and restrictions on particular portions of the real property subject to the Original Declaration, and to designate certain portions of such property as "Neighborhoods" as defined in the Original Declaration; and

WHEREAS, Declarant desires to annex the Annexation Tract into the Association and to make the Neighborhood (as defined herein) subject to the restrictions, covenants and conditions and assessments set forth in the Original Declaration and to make the Neighborhood further subject to the additional covenants, conditions and restrictions set forth in this Annexation and Supplemental Declaration of Restrictions and to designate a portion of the Annexation Tract as a "Neighborhood" as defined in the Original Declaration.

NOW, THEREFORE, Declarant does hereby declare as follows:

1) The Annexation Tract is hereby annexed into the Association and is hereby made subject to the restrictions, covenants and conditions and assessments set forth in the Original Declaration, as to those portions of the Annexation Tract herein defined as the Neighborhood. All capitalized terms used herein which are not otherwise defined shall have the meanings set forth for such terms in the Original Declaration.

2) A final plat of the Annexation Tract named GLEN LAUREL SECTION SEVEN, a subdivision in Fort Bend County, Texas has been recorded on Slide Nos. 2228 A/B of the Plat Records of Fort Bend County, Texas ("Plat"). The Neighborhood as used herein shall be those portions of the Annexation Tract designated on the Plat as residential lots, landscape reserves and all other lands, save and except those areas out of the Annexation Tract dedicated by the Plat as public streets or roads.

3) The Neighborhood shall be held, transferred, sold, conveyed, used and occupied subject to the covenants, restrictions, easements, charges and liens set forth in this Annexation and Supplemental Declaration of Restrictions, in addition to those contained in the Original Declaration.

4) The Neighborhood shall be subject to the following use limitations and restrictions in addition to those set forth in the Original Declaration:

Section 1. WALLS AND FENCES.

a) All fences or walls must be approved in writing by the New Construction Committee or the Modifications Committee, as the case may be. Each Lot must have Committee-approved fencing constructed thereon, not to exceed eight (8') feet in height along and immediately adjacent to all rear and side property lines of such Lots, not to be constructed closer to the street than the front building set-back line of such Lots. Specific guidelines for all fencing materials and styles for use on all Lots in the Neighborhood will be established and enforced by the New Construction Committee or Modifications Committee, as the case may be.

b) The following Lots that abut Imperial Canyon Lane shall have constructed and maintained thereon, at all times, a uniform wood fence not to exceed seven feet (7') in height, the style of which shall be established by the New Construction Committee. The fence shall begin at the rear of the house on the corner side of the Lot and extend to the rear of the Lot line, parallel and immediately adjacent to the side setback line indicated on the Plat:

Glen Laurel Section Seven: Lot Eleven (11), Block Three (3)  
Lot Twenty One (21), Block One (1)

Section 2. ROOFING MATERIALS. All roofs shall be composition shingles of a type and weight approved in writing by the New Construction Committee or the Modifications Committee, as the case may be, and shall be weathered wood or gray in color.

Section 3. GARAGES AND GARAGE ACCESS.

a) All detached garages shall be no more than one and one-half (1 1/2) stories in

height, unless otherwise specifically approved in writing by the New Construction Committee or the Modifications Committee, as the case may be. All overhead garage doors must be constructed of real wood or metal, approved as to style and appearance by the New Construction Committee or Modifications Committee, as the case may be.

b) Certain Lots in the Neighborhood shall be restricted in their driveway access to certain adjacent streets. The following Lots in the Neighborhood are prohibited from having garage and driveway access onto Imperial Canyon Lane:

Glen Laurel Section Seven: Lot Eleven (11), Block Three (3)  
Lot Twenty One (21), Block One (1)

c) The minimum setback lines for detached garages facing (or up to a forty five degree angle away from) the street on which such Lot fronts shall be fifty feet (50').

d) All attached garages shall be utilized solely for parking of vehicles and storage; no attached garage shall be used for living space unless a replacement garage is constructed.

Section 4. MINIMUM SQUARE FOOTAGE. The living area of each dwelling unit (exclusive of open porches, terraces, and garages) shall not be less than one thousand six hundred (1,600) square feet of living area.

Section 5. LANDSCAPING AND TREE PLANTING. All Landscaping Plans for Lots must be submitted to the New Construction Committee for approval. All Lots having a detached garage shall have a minimum of two (2) oak trees at least four inches (4") in diameter planted in the front yard (or two (2) trees preserved from the existing trees); corner Lots having a detached garage shall have a minimum of three (3) oak trees in the aggregate, at least four inches (4") in diameter, planted in the front and side yards (or three (3) trees preserved from the existing trees). All Lots having attached garages with at least a sixteen foot (16') wide driveway extending to the street shall have a minimum of one (1) oak tree at least four inches (4") in diameter planted in the front yard (or one (1) tree preserved from the existing trees); corner Lots having attached garages with at least a sixteen foot (16') wide driveway extending to the street shall have a minimum of two (2) oak trees in the aggregate, at least four inches (4") in diameter, planted in the front and side yards (or two (2) trees preserved from the existing trees). Any such trees that die shall promptly be replaced by the Owner of the Lot.

Section 6. NEIGHBORHOOD ASSESSMENT. No specific Neighborhood Assessment is mandated by this Supplemental Declaration. Therefore, Owners of Lots within the Neighborhood may be assessed and are liable to pay a Neighborhood Assessment in addition to the Base Annual Assessment only if levied by the Association's Board of Directors in accordance with a ninety percent (90%) vote of Neighborhood Members as provided in Article IV, Section 6 of the Original Declaration.

Section 7. AGREEMENT. Each Owner of a Lot in the Neighborhood by acceptance of a deed therefor, whether or not is shall be so expressed in such deed, shall be deemed to covenant and agree to accept and abide by this Supplemental Declaration or Restrictions as well as all restrictions, obligations, requirements and liabilities set forth in the Original Declarations.

This Annexation and Supplemental Declaration of Restrictions shall remain in full force and effect for the term as described in Article 5, Section 7 of the Original Declaration, and shall be subject to the renewal and other provisions, of the Original Declaration.

EXECUTED this the 15<sup>th</sup> day of NOVEMBER 2001.

DECLARANT:

GLEN LAUREL, L.L.C.

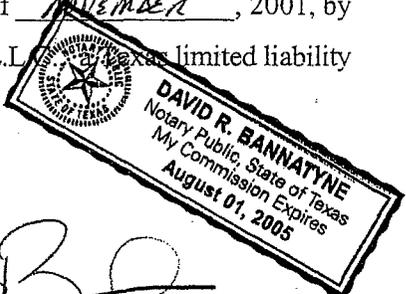
By: W.E. Dalton Jr

Name: W.E. DALTON JR

Title: PRESIDENT

THE STATE OF TEXAS           §  
  §  
COUNTY OF FORT BEND       §

This instrument was acknowledged before me on this the 15<sup>th</sup> day of NOVEMBER, 2001, by W.E. DALTON JR, President of Glen Laurel, L.L.C., a Texas limited liability company, on behalf of said company.



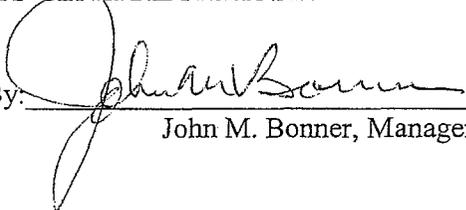
DRB  
Notary Public in and for the State of Texas

LIENHOLDER'S CONSENT AND SUBORDINATION  
TO SUPPLEMENTAL DECLARATION OF RESTRICTIONS  
FOR GLEN LAUREL SECTION FIVE

First Continental Investment Co., Ltd., a Texas Limited Partnership ("First Continental"), the owner and holder of that certain promissory note dated June 17, 1998 in the original principal amount of \$4,600,000, executed by Glen Laurel, LLC., a Texas limited liability company, payable to the order of the undersigned, secured by a deed of trust lien on the Property as evidenced by deed of trust instrument filed under Clerk's File No. 9847776 and recorded in the Official Public Records of Real Property of Fort Bend County, Texas; as modified, renewed and extended by that certain Second Loan Modification Agreement and Extension of Promissory note and Deeds of Trust and Security Agreements dated as of January 25, 2001, recorded under Clerk's File No. 2001007303 of the Official Public Records of Real Property of Fort Bend County, Texas, hereby executes this instrument to subordinate the lien of such deed of trust to the foregoing Declaration of Covenants, Conditions and Restrictions for Glen Laurel.

EXECUTED the 30th day of November, 2001.

FIRST CONTINENTAL INVESTMENT CO., LTD.  
BY: FCC MANAGEMENT INVESTMENT CO., LLC,  
ITS GENERAL PARTNER

By:   
John M. Bonner, Manager

THE STATE OF TEXAS

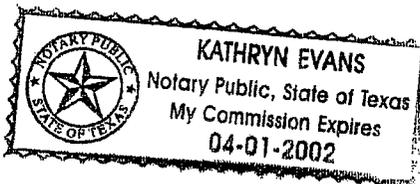
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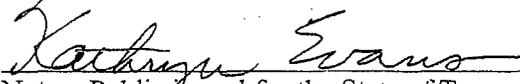
COUNTY OF HARRIS

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This instrument was acknowledged before me on this the 30th day of November, 2001, by John M. Bonner, Manager of FCC Management Investment Co., a Texas limited liability company, on behalf of said company.



  
Notary Public and for the State of Texas

After Recording, Return to:  
SCS Management Services, Inc.  
7170 Cherry Park Drive  
Houston, Texas 77095

## EXHIBIT "A"

County: Fort Bend  
Project: Glen Laurel Section Seven  
C.I. No.: 1315-01  
Job Number: 21-004-62

### GLEN LAUREL SECTION SEVEN METES AND BOUNDS FOR 23.0992 ACRES

Being a 23.0992 acre tract of land located in the John Hodge Labor, A-192, in Fort Bend County, Texas; said 23.0992 acre tract being out of the remainder of a call 63.600 acre tract of land recorded in Clerk's File Number 9778397 of the Official Records of Fort Bend County, Texas, out of the remainder of a call 36.083 acre tract of land recorded in Clerk's File Number 9778398 of the Official Records of Fort Bend County, Texas and out of a call 38.9888 acre tract of land recorded in Clerk's File Number 2001007611 of the Official Records of Fort Bend County, Texas ; said 23.0992 acre tract being more particularly described by metes and bounds as follows (all bearings are referenced to the north line of Glen Laurel Section Two recorded on Slide Numbers 1746A and 1746B of the Plat Records of Fort Bend County, Texas):

**Beginning** at a railroad spike found in asphalt for the northeast corner of said Glen Laurel Section Two, same being the southeast corner of said 38.9888 acre tract, same being in Mason Road (60-foot wide) recorded in Volume 355, Page 436, Page 438, Page 439, Page 442 and Page 443 all of the Deed Records of Fort Bend County, Texas;

1. Thence, with a north line of said Glen Laurel Section Two and the south line of said 38.9888 acre tract, North 89 degrees 51 minutes 03 seconds West, a distance of 1,190.71 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found the southwest corner of said 38.9888 acre tract, same being an exterior corner of said Glen Laurel Section Two;
2. Thence, with an interior line of said Glen Laurel Section Two, South 00 degrees 01 minutes 00 seconds West, a distance of 10.00 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found for an interior corner of said Glen Laurel Section Two;
3. Thence, with a north line of said Glen Laurel Section Two, South 86 degrees 12 minutes 25 seconds West, a distance of 125.61 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found for an angle point;
4. Thence, South 83 degrees 10 minutes 39 seconds West, a distance of 18.55 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found on the northeast right-of-way line of Imperial Canyon Lane (60-foot wide), as shown on the subdivision plats of said Glen Laurel Section Two and Glen Laurel Section Five recorded on Slide Numbers 2043B and 2044A of the Plat Records of Fort Bend County, Texas;

5. Thence, with said northeast right-of-way line, 291.55 feet along the arc of a curve to the left, said curve having a central angle of 34 degrees 48 minutes 04 seconds, a radius of 480.00 feet and a chord that bears North 25 degrees 43 minutes 42 seconds West, a distance of 287.09 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
6. Thence, continuing with said northeast right-of-way line, North 43 degrees 07 minutes 44 seconds West, a distance of 12.96 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found for an interior corner of aforesaid Glen Laurel Section Five;
7. Thence, with a southeast line of said Glen Laurel Section Five, North 68 degrees 39 minutes 22 seconds East, a distance of 136.96 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found for an angle point;
8. Thence, continuing with said southeast line, North 59 degrees 29 minutes 02 seconds East, a distance of 173.87 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found the eastern most southeast corner of said Glen Laurel Section Five, same being on the west line of aforesaid 38.9888 acre tract;
9. Thence, with the east line of said Glen Laurel Section Five and said west line, North 00 degrees 01 minutes 00 seconds East, a distance of 587.11 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found for the terminus of the north right-of-way line of Becket Woods Lane (60-foot wide) recorded in said Glen Laurel Section Five;

Thence, crossing aforesaid 38.9888 acre tract, the following nineteen (19) courses and distances:

10. North 89 degrees 44 minutes 00 seconds East, a distance of 95.12 feet;
11. 39.15 feet along the arc of a curve to the left, said curve having a central angle of 89 degrees 43 minutes 00 seconds, a radius of 25.00 feet and a chord that bears North 44 degrees 52 minutes 30 seconds East, a distance of 35.27 feet;
12. North 00 degrees 01 minutes 00 seconds East, a distance of 6.36 feet;
13. South 89 degrees 54 minutes 00 seconds East, a distance of 180.00 feet;
14. South 00 degrees 01 minutes 00 seconds West, a distance of 227.00 feet;
15. South 89 degrees 54 minutes 00 seconds East, a distance of 362.71 feet;
16. South 00 degrees 01 minutes 00 seconds West, a distance of 94.96 feet;
17. South 89 degrees 59 minutes 00 seconds East, a distance of 60.00 feet;

18. 14.88 feet along the arc of a curve to the right, said curve having a central angle of 10 degrees 01 minutes 41 seconds, a radius of 85.00 feet and a chord that bears South 05 degrees 01 minutes 50 seconds West, a distance of 14.86 feet;
19. South 79 degrees 57 minutes 19 seconds East, a distance of 120.15 feet;
20. North 06 degrees 42 minutes 59 seconds East, a distance of 21.77 feet;
21. South 86 degrees 02 minutes 22 seconds East, a distance of 119.96 feet;
22. 22.37 feet along the arc of a curve to the left, said curve having a central angle of 03 degrees 56 minutes 38 seconds, a radius of 325.00 feet and a chord that bears North 01 degrees 59 minutes 19 seconds East, a distance of 22.37 feet;
23. North 00 degrees 01 minutes 00 seconds East, a distance of 22.99 feet;
24. South 89 degrees 59 minutes 00 seconds East, a distance of 60.00 feet;
25. 39.27 feet along the arc of a curve to the left, said curve having a central angle of 90 degrees 00 minutes 00 seconds, a radius of 25.00 feet and a chord that bears South 44 degrees 59 minutes 00 seconds East, a distance of 35.36 feet;
26. South 89 degrees 59 minutes 00 seconds East, a distance of 88.00 feet;
27. 39.27 feet along the arc of a curve to the left, said curve having a central angle of 90 degrees 00 minutes 00 seconds, a radius of 25.00 feet and a chord that bears North 45 degrees 01 minutes 00 seconds East, a distance of 35.36 feet;
28. South 89 degrees 59 minutes 00 seconds East, a distance of 30.00 feet to the east line of aforesaid 38.9888 acre tract;
29. Thence, South 00 degrees 01 minutes 00 seconds West, a distance of 707.64 feet to the **Point of Beginning** and containing 23.0992 acres of land.

This description is based on the Subdivision Plat of Glen Laurel Section Seven prepared by Costello, Inc., in September, 2001.

Ret.  
Tom Lewis  
7170 Cherry Park Drive  
Suite 120  
Houston, TX 77095

FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS

*Dianne Wilson*

2001 DEC 26 02:23 PM 2001121124  
KN \$23.00  
DIANNE WILSON, COUNTY CLERK  
FORT BEND COUNTY, TEXAS