

SUPPLEMENTAL DECLARATION OF RESTRICTIONS

FOR

GLEN LAUREL SECTION ONE

THIS 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 a portion of the real property described in and subject to the Original Declaration, such portion being all of the residential lots, landscape reserves, and all other lands other than those dedicated to the public within the final plat of GLEN LAUREL SECTION ONE, a subdivision of land in Fort Bend County, Texas, according to the map or plat thereof (the "Plat") recorded on Slide No. 1745 A&B of the Plat Records of Fort Bend County, Texas (herein referred to as the "Neighborhood");

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 make the Neighborhood as defined herein subject to the additional covenants, conditions and restrictions and assessments set forth in this Supplemental Declaration of Restrictions and to designate the land covered by the above Plat as a "Neighborhood" as defined in the Original Declaration.

NOW, THEREFORE, Declarant does hereby declare as follows:

1) The Neighborhood shall be held, transferred, sold, conveyed, used and occupied subject to the covenants, restrictions, easements, charges and liens set forth in this Supplemental Declaration of Restrictions, in addition to those contained in the Original Declaration. All capitalized terms used herein which are not otherwise defined shall have the meanings set forth for such terms in the Original Declaration.

2) 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. With respect to corner lots, such fencing will not be constructed closer to the street than the side building set back line established on the Plat, unless otherwise specifically approved in writing by the New Construction Committee or the Modifications Committee, as the case may be. 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) In order to maintain the theme and character of the Properties subject to the Original Declaration in general, and the uniform plan and character of West Airport and Burney Road in particular, all fences adjacent to West Airport and Burney Road installed by the Declarant shall be maintained in the original style and location specified by the New Construction Committee, unless a change is subsequently approved in writing in the sole discretion of the Modifications Committee.

c) The following Lots that abut Avana Glen Lane and Deep Cove 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 those Lots 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 One: Lot 1, Block 3
 Lot 13, Block 3

d) The following Lots that abut Holly Glade Lane and Millglen Court 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 those Lots 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 One: Lot 1, Block 1
 Lot 13, Block 1

e) The following Lots that abut Avana Glen Lane shall have constructed and maintained thereon, at all times, a uniform wrought iron fence not to exceed seven feet (7')

in height, the style of which shall be established by the New Construction Committee. The fence shall extend parallel and immediately adjacent to the full width of the rear Lot lines:

Glen Laurel Section One: Lot 1, Block 4
Lot 2, Block 4
Lot 3, Block 4
Lot 4, Block 4

f) The following Lots shall have constructed and maintained thereon, at all times, a uniform wood fence, not exceed seven feet (7') in height, the style of which shall be established by the New Construction Committee. The fence shall extend parallel and immediately adjacent to the side Lot line of those Lots which abut Common Areas or public streets, and shall extend, at a minimum, from the rear Lot line to the rear of the house:

Glen Laurel Section One: Lot 1, Block 4
Lot 19, Block 2
Lot 20, Block 2
Lot 26, Block 2

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 Avana Glen Lane:

Glen Laurel Section One: Lot 1, Block 3

The following Lots in the Neighborhood are prohibited from having garage and driveway access onto Deep Cove Lane:

Glen Laurel Section One: Lot 13, Block 3

The following Lots in the Neighborhood are prohibited from having garage and driveway access onto Holly Glade Lane:

Glen Laurel Section One: Lot 1, Block 1

The following Lots in the Neighborhood are prohibited from having garage and driveway access onto Millglen Court:

Glen Laurel Section One: Lot 13, Block 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) live trees at least four inches (4") in diameter planted in the front yard; corner Lots having a detached garage shall have a minimum of three (3) live trees in the aggregate, at least four inches (4") in diameter, planted in the front and side yards. 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) live tree at least four inches (4") in diameter planted in the front yard; 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) live trees in the aggregate, at least four inches (4") in diameter, planted in the front and side yards. 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 Declaration.

This Supplemental Declaration of Restrictions shall remain in full force and effect for the term, and shall be subject to the renewal and other provisions, of the Original Declaration.

EXECUTED this the 28th day of OCTOBER, 1998.

DECLARANT:

GLEN LAUREL, L.L.C.

By: W.S. Dalton Jr

Name: W.S. DALTON JR

Title: PRESIDENT

THE STATE OF TEXAS

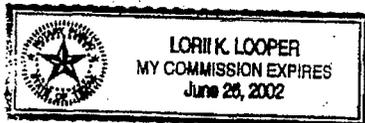
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COUNTY OF FORT BEND

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This instrument was acknowledged before me on this the 28th day of OCTOBER, 1998, by W.S. DALTON, JR, President of Glen Laurel, L.L.C., a Texas limited liability company, on behalf of said company.



Lori K. Looper
Notary Public in and for the State of Texas

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

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 Fort Bend County Clerk's File No. 9847776 and recorded in 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.

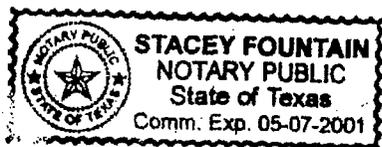
EXECUTED the 28th day of October, 1998.

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

By John M. Bonner
John M. Bonner, Manager

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 28th day of October, 1998, by John M. Bonner, Manager of FCC Management Investment Co., a Texas limited liability company, on behalf of said company.



Stacey Fountain
Notary Public in and for the State of Texas

Return

GLEN LAUREL, LLC
1001 WEST LOOP SOUTH, STE 100
HOUSTON, TX 77027

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dianne Wilson

11-12-98 09:24 AM 9892299
65 \$19.00

DIANNE WILSON, County Clerk
FORT BEND COUNTY, TEXAS