

DEED RESTRICTIONS

THE STATE OF TEXAS }

KNOW ALL PERSONS BY THESE PRESENTS

COUNTY OF DENTON }

I.

The undersigned, Marsh Old Mill Limited ("OWNER"), is the owner of the following described property ("THE PROPERTY") situated in Denton County, Texas, being in particular a tract of land out of the McCants Survey, Abstract No. 885 and the H. Miller Survey, Abstract No. 847 and the William Luttrell Survey, Abstract No. 766, City Block 8752, City of Dallas, Denton County, Texas, and being that same tract of land conveyed to Marsh Old Mill Limited by Rosebriar Properties Inc., by deed dated March 13, 1990, and recorded in Volume 2746, Page 0253, in the Deed Records of Denton County, Texas, and being more particularly described in Exhibit A attached hereto.

II.

The OWNER does hereby impress all THE PROPERTY with the following deed restrictions, to wit:

1. The maximum number of dwelling units permitted on THE PROPERTY is 1750.
2. The maximum number of dwelling units permitted on THE PROPERTY within 500 feet of Old Mill Road is 150 dwelling units.
3. The building setback, as defined in the DALLAS DEVELOPMENT CODE, as amended, from Old Mill Road is 30 feet.
4. The maximum height, as defined in the DALLAS DEVELOPMENT CODE, as amended, for any building within 100 feet of Old Mill Road is 30 feet.
5. No structure within 100 feet of Old Mill Road may exceed two stories.

III.

These restrictions shall continue in full force and effect for a period of twenty-five (25) years from the date of execution, and shall automatically be extended for additional periods of ten (10) years unless amended or terminated in the manner specified herein.

TRACT III

2890-199/5183-N

IV.

These restrictions may not be amended or terminated without a public hearing before the City Plan Commission and a public hearing and approval by the City Council of the City of Dallas. Notice of the public hearings must be given as would be required by law for a zoning change on THE PROPERTY. If the City Council approves an amendment or termination of these restrictions, the terminating or amending instrument must be filed in the Deed Records of the county or counties where THE PROPERTY is located by the owner at his sole cost and expense before the amendment or termination becomes effective.

V.

These restrictions are not intended to restrict the right of the City Council of the City of Dallas to exercise its legislative duties and powers insofar as zoning of THE PROPERTY is concerned.

VI.

These restrictions inure to the benefit of the City of Dallas, Texas, and OWNER does hereby grant to the City of Dallas the right to enforce these restrictions by any lawful means, including prosecuting, at law or in equity, against the person violating or attempting to violate these restrictions, either to prevent him from so doing or to correct such violation. For further remedy, the City of Dallas may withhold the certificate of occupancy or final inspection necessary for the lawful use of THE PROPERTY until these restrictions are complied with.

VII.

The OWNER and any successors, heirs, and assigns of OWNER agree to defend, indemnify, and hold harmless the City of Dallas from and against all claims or liabilities arising out of or in connection with these restrictions.

VIII.

These restrictions are hereby declared covenants running with the land and are fully binding on any successors, heirs, and assigns of Owner who acquire any interest in any property within THE PROPERTY. Any person who acquires any interest in any portion of THE PROPERTY thereby agrees and covenants to abide by and fully perform the foregoing restrictions and covenants.

EXECUTED this the 28 day of August, 19 90.

Marsh Old Mill Limited

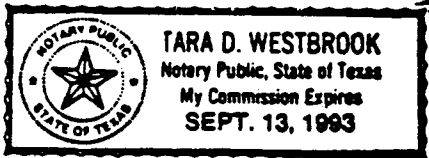
By: [Signature]
John S. Lloyd

THE STATE OF TEXAS }

COUNTY OF DALLAS }

BEFORE ME, the undersigned authority, on this day personally appeared John S. Lloyd, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 28 day of August, 19 90.



[Signature]
Notary Public, State of Texas

My commission expires _____

Approved as to form:
ANALESIE MUNCY, City Attorney

By: [Signature]
Assistant City Attorney

Being a tract of land out of the McCANTS SURVEY, Abstract No. 885, H. MILLER SURVEY, Abstract No. 847, and the WILLIAM LUTTRELL SURVEY, Abstract No. 766, in City Block 8752, situated in the City of Dallas, Denton County, Texas, and being part of a called 280.36 Acre Tract of land conveyed to Charles McKamy by deed recorded in Volume 157, Page 104 of the deed records of Denton County Texas, and being more particularly described as follows:

COMMENCING at the Southeast corner of said 280.36 Acre Tract, said point also being the intersection of the existing West line of Marsh Lane (existing 50' ROW - future 100' ROW) and the centerline of Old Mill Road (a 60' ROW by prescriptive rights), said point being South 89°45'44" West, along said centerline of Old Mill Road, a distance of 11.33 feet from the future centerline of Marsh Lane (in a curve);

THENCE, North 05°58'55" West, with said East line of McKamy Tract and existing West line of Marsh Lane a distance of 317.60 feet to an angle point, said point being in the existing West line and the future centerline of Marsh Lane;

THENCE, North 06°00'05" West, continuing with said East line of McKamy tract and future centerline of Marsh Lane, a distance of 275.59 feet to the POINT OF BEGINNING;

THENCE, South 03°59'12" West, perpendicular to said East line of McKamy Tract and future centerline of Marsh Lane, a distance of 50.00 feet to an angle point in the future West line of Marsh Lane;

THENCE, South 09°45'44" West, parallel with and 585.18 feet North of aforementioned centerline of Old Mill Road a distance of 1066.26 feet to a point for a corner in the East line of the proposed extension of Briargrove Lane (proposed 60' ROW);

THENCE, South 00°14'16" West, with said East line of proposed Briargrove Lane and perpendicular to Old Mill Road a distance of 555.18 feet to a point for a corner in the North line of said Old Mill Road and the Carrollton/Dallas City Limit Line;

THENCE, South 89°45'44" West, with said North line of Old Mill Road and City Limit Line, a distance of 652.51 feet to a point for a corner in the East line of a 10 Acre tract of land conveyed for a school site;

THENCE, North 00°14'16" West, departing said North line of Old Mill Road, and with East line of said school tract, a distance of 608.92 feet to a point for a corner;

THENCE, South 09°45'44" West, with the North line of said school tract passing the Northwest corner of said school tract at a distance of 507.86 feet, and continuing in all a total distance of 536.22 feet to a point for a corner in the proposed Southeast Right-of-way line of State Highway 190 (SH 190);

THENCE, North 29°13'17" East, with said Southeast line of SH 190, a distance of 1075.66 feet to an angle point;

THENCE, North 32°00'54" East, continuing with said Southeast line of SH 190, a distance of 155.84 feet to a point for a corner;

(continued)

THENCE, North 89°45'44" East, departing said proposed Southeast line of SH 190, parallel with and 1707.32 feet North of said centerline of Old Mill Road, a distance of 1579.79 feet to a point for a corner in the existing West line and proposed future centerline of Marsh Lane;

THENCE, South 06°00'05" East, with said existing West line and proposed future centerline of Marsh Lane, a distance of 1122.79 feet to the POINT OF BEGINNING and CONTAINNING 2,533,613 Square Feet, or 58.1638 Acres of land, more or less.