

June 13, 2001

WHEREAS, the deed restrictions in the attached instrument have been volunteered in conjunction with a request for a CR Community Retail District which was approved by the City Council on June 13, 2001, on Zoning Case No. Z001-162/11384-NE(RB) on property on the southeast corner of the intersection of North Central Expressway and Royal Lane; and

WHEREAS, said deed restrictions have been approved as to form; Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

Section 1. That the deed restrictions set forth in the attached instrument be and are hereby accepted by the City Council of the City of Dallas, Texas, to be used in conjunction with the development of property zoned a CR Community Retail District as described in Ordinance 24628.

Section 2. That said deed restrictions shall be filed in the Deed Records of Dallas County, Texas.

Section 3. That this resolution shall take effect from and after its passage in accordance with the Charter of the City of Dallas, and it is accordingly so resolved.

APPROVED AS TO FORM:
MADELEINE B. JOHNSON, City Attorney

By _____
Assistant City Attorney

APPROVED BY
CITY COUNCIL

JUN 13 2001

Shirley Geig
City Secretary

APPROVED _____ APPROVED _____ APPROVED _____
HEAD OF DEPARTMENT DIRECTOR OF FINANCE CITY MANAGER

V.

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

VI.

The Owner agrees that these restrictions inure to the benefit of the City. The Owner hereby grants the City the right to enforce these restrictions by any lawful means, including filing an action in a court of competent jurisdiction, at law or in equity, against the person violating or attempting to violate these restrictions, either to prevent the violation or to require its correction. If the City substantially prevails in a legal proceeding to enforce these restrictions, the Owner agrees that the City shall be entitled to recover damages, reasonable attorney's fees, and court costs. For further remedy, the Owner agrees that the City may withhold any certificate of occupancy or final inspection necessary for the lawful use of the Property until these restrictions are complied with. The right of the City to enforce these restrictions shall not be waived, expressly or otherwise.

VII.

The Owner agrees to defend, indemnify, and hold harmless the City from and against all claims or liabilities arising out of or in connection with the provisions of this document.

VIII.

The provisions of this document are hereby declared covenants running with the land and are fully binding on all successors, heirs, and assigns of the Owner who acquire any right, title, or interest in or to the Property, or any part thereof. Any person who acquires any right, title, or interest in or to the Property, or any part thereof, thereby agrees and covenants to abide by and fully perform the provisions of this document.

IX.

Unless stated otherwise in this document, the definitions and provisions of CHAPTER 51A, "PART II OF THE DALLAS DEVELOPMENT CODE," as amended, apply and are incorporated into this document as if recited in this document.

X.

The Owner understands and agrees that this document shall be governed by the laws of the State of Texas.

XI.

The Owner certifies and represents that there are no mortgages or liens, other than liens for ad valorem taxes, against the Property if there are no signatures of mortgagees or lienholders subscribed below.

XII.

The invalidation of any provision of this instrument by any court shall in no way affect any other provision, which shall remain in full force and effect, and to this end the provisions are declared to be severable.

EXECUTED this the 15 day of May, 2001.

TETCO STORES, L.P.

By: W F Boyer
Name: W F Boyer
Its: Vice - President

CONSENT AND CONCURRENCE OF
LIENHOLDER OR MORTGAGEE:
THE FROST NATIONAL BANK

Property Lienholder or Mortgagee
By: [Signature]
Name: W. F. Boyer
Title: Or. Vice President

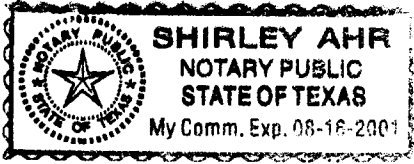
APPROVED AS TO FORM

Madeleine Johnson, City Attorney

By: John A. Okunbanego
Assistant City Attorney

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

This instrument was acknowledged before me on May 15 2001, by
W. F. BOYER, VICE PRESIDENT of TETCO STORES L.P., a
TEXAS CORPORATION

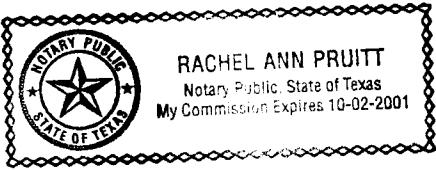


Shirley Ahr
Notary Public for the State of Texas
SHIRLEY AHR

My commission expires: 08-16-01

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

This instrument was acknowledged before me on May 15 2001, by W Glenn Thomas
Senior Vice President Frost National Bank
Texas Corporation



Rachel Ann Pruitt
Notary Public for the State of Texas
Rachel Ann Pruitt
My commission expires: 10-02-2001

EXHIBIT "A"Land

"A certain tract or parcel of land situated in the City of Dallas, and being a part of City Block 7290 and being a part of a tract of land conveyed to W.G. Cullum Co. by Texas Electric Company by Warranty Deed dated June 9, 1949, and recorded in Volume 3151, Page 189 of the Deed Records of Dallas County, Texas; also a part of a tract of land conveyed to W.G. Cullum Co. by Dallas County Commissioners, April 30, 1954, and recorded in Volume 4075, Page 265 of the Deed Records of Dallas County, Texas. The tract herein conveyed being more particularly described as follows, to-wit:

BEGINNING at a ½ inch ground rod on the East line of Central Expressway (U.S. Highway 75), said rod being the Northwest corner of a tract of land described in a Correction Deed, correcting property description of a certain Deed executed January 9, 1960, by George P. Cullum, Sr., et al to Socony Mobil Oil Company, Inc.; and recorded in Volume 5383, Pages 597 and 598 of the Deed Records of Dallas County, Texas;

THENCE with the East line of said Expressway No. 0° 26' E. 48.87 feet to a cross cut in concrete driveway at the Southwest corner of a tract of land owned by The Stewart Co. and described in Volume 5317, Page 103 of the Deed Records of Dallas County, Texas;

THENCE with the South line of said Stewart Co. tract S. 89° 34' E. 135.0 feet to a ½ inch ground rod;

THENCE S. 0° 26' W. 48.87 feet to a ½ inch iron rod;

THENCE S. 89° 34' W. 135.0 feet to the place of BEGINNING."

And being a part of City Block #7290, and being a part of a tract conveyed to W.G. Cullum Company by Texas Electric Railway Company by Warranty Deed dated June 9, 1949, and filed for record in Volume 3151, Page 189, Deed Records of Dallas County, Texas; and being also a part of a tract conveyed to W.G. Cullum Company by Dallas County Commissioners Court dated April 30, 1954, and recorded in Volume 4075, Page 265, of the Deed Records of Dallas County, Texas, and being more particularly described as follows, to-wit:

BEGINNING at the most Northern corner of the 1.6 acre tract conveyed to W.G. Cullum Company by Dallas County Commissioners above referred to, same being the Northeast corner of a 10 foot strip conveyed to the State of Texas by Dallas County, Texas, dated March 11, 1954, and recorded in Volume 4011, Page 38, of the Deed Records of Dallas County, Texas;

THENCE South 0° 26' W. 158.4 feet to a point in the East line of said 10 foot strip, being the East line of U.S. Highway No. 75 and 160.0 feet from the center line of same, for the point of beginning of the tract herein conveyed;

THENCE from the point of beginning so described South 89° 34' East 135.0 feet to a ½ inch iron rod;

THENCE South 0° 26' West 150.0 feet to a ¾ inch iron T-bar;

THENCE North 89° 34' West 135.0 feet to a ¾ inch iron T-bar on the East ROW line of said North Central Expressway (U.S. Highway 75);

THENCE North 0° 26' East 150.0 feet with the East ROW line of said North Central Expressway to the place of beginning.

LESS AND EXCEPT PROPERTY DESCRIBED IN EXHIBIT A-1

EXHIBIT "A-1"LESS AND EXCEPT

That portion of land described in Special Warranty Deed dated October 27, 1987, from Mobil Oil Corporation to City of Dallas in the County of Dallas, State of Texas, as follows:

All that certain lot, tract or parcel of land situated in Dallas County, Texas to-wit;

BEING two tracts of land in the David Barrow Survey, Abstract No. 177, and being a part of Block 7290, Dallas County, Texas, and being described in Exhibit "A" attached hereto and made a part hereof for all purposes.

And being the same property conveyed to the Grantors herein by deed dated July 25, 1960, executed by W.G. Cullum, et al, recorded in Volume 5383, Page 597, Deed Records, Dallas County, Texas.

And by deed dated December 14, 1961, executed by W.G. Cullum, et al, recorded in Volume 5687, Page 56, Deed Records, Dallas County, Texas.