

DEED RESTRICTIONS

THE STATE OF TEXAS)
)
 COUNTY OF DALLAS) KNOW ALL PERSONS BY THESE PRESENTS:

I.

The undersigned, John Steakley, an individual ("the Owner"), is the owner of the following described property ("the Property"), being a part of Lot A, all of Lot B and a part of Medallion Center No. 2, City Block 1/5414, City of Dallas ("City"), Dallas County, Texas, and being that same tract of land conveyed to Owner by W. W. Caruth, Jr. and Mattie Caruth Byrd, Co-trustees of the William W. Caruth Jr. Trust and the Mattie Caruth Byrd Trust by Deed dated December 27, 1971, and recorded in Volume 72001, Page 2631 in the Deed Records of Dallas County, Texas and being more particularly described on Exhibit A attached hereto and made a part hereof for all purposes.

II.

The Owner does hereby impress all of the Property with the following deed restrictions ("Restrictions"), to wit:

(1) Floor Area Ratio: The maximum floor area ratio is: (i) 0.5 for office uses; and (ii) 0.75 for all uses combined.

(2) Height: Permanent improvements constructed on the Property shall be restricted to the maximum structure height for "CR", Community Retail District as set forth in Chapter 51A of the Dallas Development Code, Part II, as amended. The maximum number of stories above grade is four. Parking garages are exempt from this requirement, but must comply with the height regulations in the previous sentence.

(3) Uses: (a) Subject to the conditions set forth herein, the following uses are prohibited on the Property:

- (i) alcoholic beverage establishment
- (ii) liquor store
- (iii) sexually oriented business as defined by Chapter 41A of the Dallas City Code of Ordinances.

(b) Nothing contained herein, including, without limitation, the provisions of (a) (i) and (ii) above shall prohibit the package sale of beer, wine or liquor or the sale of alcoholic beverages by the drink as an accessory use to other uses, including, without limitation, restaurants, drug stores, grocery stores, department stores, or general merchandisers.

III.

These Restrictions shall continue in full force and effect for a period of twenty (20) 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 in this document.

IV.

These Restrictions may be amended or terminated only after public hearing before the City Plan Commission and a public hearing before and approval by the City Council of the City. Notice of the public hearings must be given as would be required by law for a zoning change on the Property. The amending or terminating instrument must be approved as to form by the city attorney. If the City Council approves an amendment or termination of these Restrictions, the Owner must then file the amending or terminating instrument in the Deed Records of the county or counties where the Property is located at his or her 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 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 actual attorney's fees, and court costs against such Owner owning the Property at the time at which legal proceeding to enforce the Restrictions was commenced. 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. This duty applies to any Owner, or successor, heir or assign of the Owner, only for the claims arising during the period that the Owner, or successor, heir, and assign of the Owner, has any right, title or interest in the Property.

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 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.

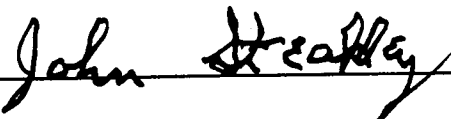
The Owner certifies and represents that there are no mortgages or liens, other than liens for ad valorem taxes, against the Property if there are no signatures of mortgagees or lienholders subscribed below.

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 28th day of July, 1999.

OWNER:



JOHN STEAKLEY

LIENHOLDER'S ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF DALLAS)

This instrument was acknowledged before me on _____, 1999 by

_____, _____ of
_____.

(Signature of notary and notary stamp)

Exhibit A

Legal Description

TRACT I

BEING a tract or parcel of land situated in City Block No. 5415, City of Dallas, Dallas County, Texas, and being part of MEDALLION CENTER NO. 2, an Addition to the City of Dallas, Texas, according to the plat thereof recorded in Volume 51, Page 221, of the Map Records, Dallas County, Texas, and being more particularly described as follows;

BEGINNING at a ½ inch iron rod found for corner in the Northwesterly right-of-way line of Abrams Road a (100' Public R.O.W.), said iron rod being the most Easterly Southeast corner of Medallion Center No. 2 and the most Northeasterly corner of a tract of land leased to Shell Oil Company by Deed Recorded in Volume 90108, Page 878, Deed Records, Dallas County, Texas;

THENCE North 44 degrees 46 minutes 00 seconds West along the Northerly line of said Shell Oil Company tract, a distance of 63.73 feet to a ⅝ inch iron rod capped ("D.R. Epperson #2304" "herein after called with cap") set for corner;

THENCE North 64 degrees 12 minutes 37 seconds west, a distance of 108.47 feet to a P.K. Nail found for the most Northwesterly corner of said Shell Oil Company tract;

THENCE South 27 degrees 12 minutes 44 seconds West along the Westerly line of said Shell Oil Company tract, a distance of 124.99 feet to a cut "X" found for corner in the North right-of-way line of State Highway Loop 12 (E. Northwest Highway), said cut "X" being on curve to the right having a radius of 2808.93 feet, a central angle of 01 degrees 14 minutes 07 seconds, a chord bearing of North 62 degrees 11 minutes 17 seconds West, a chord distance of 60.56 feet;

THENCE along said curve to the right an arc length of 60.56 feet to a ⅝ inch iron rod with cap set for corner;

THENCE North 58 degrees 14 minutes 19 seconds West continuing along the North right-of-way line of State Highway Loop 12 (E. Northwest Highway), a distance of 98.13 feet to a ⅝ inch iron rod with cap set for the beginning of a curve to the right having a radius of 2804.93 feet, a central angle of 04 degrees 00 minutes 00 seconds, a chord bearing of North 57 degrees 34 minutes 07 seconds West, a chord distance of 195.77 feet;

THENCE along said North right-of-way line and curve to the right an arc length of 195.81 feet to a cut "X" set for corner;

THENCE North 52 degrees 08 minutes 43 seconds West continuing along said North right-of-way line, a distance of 79.90 feet to a ⅝ inch iron rod set for corner in the Southeast right-of-way line of Quality Lane a (60' Public R.O.W.);

THENCE North 36 degrees 35 minutes 00 seconds East along the Southeast right-of-way line of Quality Lane, a distance of 163.51 feet to a ⅝ inch iron rod with cap set for the beginning of a curve

to the right having a radius of 1289.69 feet, a central angle of 08 degrees 40 minutes 00 seconds, a chord bearing of North 40 degrees 55 minutes 00 seconds East, a chord distance of 194.89 feet;

THENCE along said Southeast right-of-way line and curve to the right an arc length of 195.07 feet to a $\frac{5}{8}$ inch iron rod with cap set for corner;

THENCE North 45 degrees 15 minutes 00 seconds East continuing along the Southeast right-of-way line of Quality Lane, a distance of 279.65 feet to a $\frac{5}{8}$ inch iron rod with cap set corner, said iron being in the Southerly line of a tract of land conveyed to Dallas/Glen Hills, L.P. by deed recorded in Volume 96030, Page 1567, Deed Records, Dallas County, Texas;

THENCE South 44 degrees 45 minutes 00 seconds East along the Southerly line of said Dallas/Glen Hills tract, a distance of 590.00 feet to a $\frac{1}{2}$ inch iron rod found for corner in the Northwest right-of-way line of Abrams Road;

THENCE South 45 degrees 15 minutes 00 seconds West along the Northwest right-of-way line of Abrams Road, a distance of 385.86 feet to the POINT OF BEGINNING AND CONTAINING 318,592 square feet or 7.3139 acres of land more or less.

TRACT II

BEING a part of LOT A, all of LOT B of BLOCK 1/5414 of MEDALLION CENTER NO. 3, an Addition to the City of Dallas, Texas, according to the plat thereof recorded in Volume 877, Page 1456, of the Map Records, Dallas County, Texas, and being more particularly described as follows;

BEGINNING at a 6 high steel fence post found at the intersection of the Southwesterly right-of-way line of Impala Lane a (60' Public R.O.W.) with the Northwesterly right-of-way line of Quality Lane a (60' Public R.O.W.), said fence post being the Northeasterly corner of Lot B, Medallion Center No. 2 Addition;

THENCE South 45 degrees 18 minutes 00 seconds West along the Northwesterly right-of-way line of Quality Lane, a distance of 279.65 feet to a P.K. Nail set for the beginning of a curve to the left having a radius of 1349.69 feet, a central angle of 08 degrees 40 minutes 00 seconds, a chord bearing of South 40 degrees 58 minutes 00 seconds West, a chord distance of 203.96 feet;

THENCE along said Northwest right-of-way line and said curve to the left passing the Southeast corner of Lot B at 20.35 feet and continuing a total arc length of 204.15 feet to a $\frac{5}{8}$ inch iron rod with capped D. R. Epperson, # 2304 "herein after called with cap" set for corner;

THENCE South 36 degrees 38 minutes 00 seconds West continuing along the Northwesterly right-of-way line of Quality Lane, a distance of 162.73 feet to a $\frac{5}{8}$ inch iron rod with cap set for corner in the North right-of-way line of State Highway Loop 12 (E. Northwest Highway a Variable Public R.O.W.);

THENCE along the North right-of-way line of State Highway Loop 12 (E. Northwest Highway) the following;

North 51 degrees 38 minutes 53 seconds West, 63.76 feet to a ½ inch iron rod found for corner;

North 37 degrees 02 minutes 50 seconds West, 161.89 feet to a P.K. Nail set for corner;

North 47 degrees 56 minutes 00 seconds West, 153.56 feet to a ½ inch iron rod found for corner;

North 22 degrees 54 minutes 53 seconds West, 67.70 feet to a ¾ inch iron rod found for corner, said iron rod being the most Southerly corner of Lot 1-R, City Block I/5414 of Don Carter's All-Star Lanes Addition as recorded in Volume 76106, Page 1577, Map Records, Dallas County, Texas;

THENCE North 45 degrees 18 minutes 03 seconds East departing the North right-of-way line of State Highway Loop 12 (E. Northwest Highway) and along the Easterly line of said Lot 1-R, City Block I/5414 of Don Carter's All-Star Lanes Addition, passing a 5/8 inch iron rod with cap set at 313.58, said iron rod being the Southwesterly corner of the aforementioned Lot B and continuing for a total distance of 613.58 feet to a cut "X" set in concrete in the Southwesterly right-of-way line of Impala Lane, said cut "X" also being the Northerly corner of said Lot B;

THENCE South 44 degrees 42 minutes 00 seconds East along said Southwesterly right-of-way line of Impala Lane and the Northerly line of said Lot B, a distance of 400.00 feet to the POINT OF BEGINNING AND CONTAINING 260,217 square feet or 5.973 acres of land more or less.