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**SECOND SUPPLEMENTAL DECLARATION TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR WILLOWLAKE, HARRIS COUNTY, TEXAS**

This Second Supplemental Declaration to the Declaration of Covenants, Conditions and Restrictions for Willowlake, Harris County, Texas (the "Second Supplemental Declaration"), is made as of this 31st day of July, 1996, by Centex Homes, a Nevada general partnership ("Declarant").

WHEREAS, Centex Real Estate Corporation, a Nevada corporation now known as 2728 Holding Corporation, executed and caused to be recorded (i) that certain Declaration of Covenants, Conditions and Restrictions for Willowlake, Harris County, Texas, recorded under Film Code No. 095-69-1151 (the "Original Declaration"); and (ii) that certain First Supplemental Declaration Providing for Annexation into Willowlake Homeowners Association, Inc., recorded under Film Code No. 505-46-3145 (the "First Supplemental Declaration") (the Original Declaration and the First Supplemental Declaration being hereinafter together referred to as the "Declaration"); and

WHEREAS, Declarant has succeeded to the status of Declarant and to the ownership interest of 2728 Holding Corporation in the real property subject to the Declaration (except for mere record title), and Declarant is the owner of certain real property in Harris County, Texas, described on Exhibit "A" attached hereto and incorporated herein by reference; and

WHEREAS, Article 15 of the Declaration provides that Declarant shall have the right to annex additional real property within the scheme of the Declaration, such additional real property being defined in the Declaration as the "Additional Land" and described in Exhibit "B" to the Declaration; and

WHEREAS, Declarant desires to annex to the Declaration the real property described in Exhibit "A" to this Second Supplemental Declaration ("Annexed Property"); and

WHEREAS, the Annexed Property is a portion of the Additional Land (as defined in the Declaration) which is permitted to be annexed to the Declaration.

NOW THEREFORE, the undersigned Declarant hereby declares that the Annexed Property is hereby annexed to the Declaration for the purpose of subjecting the Annexed Property to the scheme of the Declaration, and the Annexed Property shall be subject to all of the rights, privileges, duties, and liabilities of the Declaration, in the same manner as if the Annexed Property had been part of the original property made subject to the Declaration. This annexation shall be effective upon the recordation of this Second Supplemental Declaration in the office of the County Clerk of Harris County, Texas.

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IN WITNESS WHEREOF, the Declarant has executed this Second Supplemental Declaration as of the day and year first above written.

DECLARANT:

CENTEX HOMES,
a Nevada general partnership

By: Centex Real Estate Corporation,
a Nevada corporation,
its Managing General Partner

By: Wayne Culpepper
Wayne Culpepper
President - Houston Division

509-52-1253

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STATE OF TEXAS §
COUNTY OF Harris §

This instrument was acknowledged before me on July 31st, 1996, by Wayne Culpepper, President of the Houston Division of Centex Real Estate Corporation, a Nevada corporation, as the Managing General Partner of Centex Homes, a Nevada general partnership, on behalf of said corporation as managing general partner of said partnership.



Becky Marie Walther
Notary Public in and for the State of Texas
Printed Name: Becky Marie Walther
My commission expires: 02/03/00

JOINDER OF RECORD OWNER

This Second Supplemental Declaration is joined in by **2728 HOLDING CORPORATION**, a Nevada corporation, the holder of record title to the real property described on Exhibit "A".

2728 HOLDING CORPORATION,
a Nevada corporation formerly known as
Centex Real Estate Corporation

508-52-1254

By: Wayne Culpepper
Wayne Culpepper
President - Houston Division

STATE OF TEXAS

COUNTY OF Harris

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This instrument was acknowledged before me on July 31st, 1996, by Wayne Culpepper, the President of the Houston Division of 2728 Holding Corporation, a Nevada corporation, on behalf of said corporation.



Becky Marie Walther
Notary Public in and for the State of Texas
Printed Name: Becky Marie Walther
My commission expires: 02/03/00

AFTER RECORDING RETURN TO:
Centex Homes
363 N. Sam Houston Pkwy. E, #420
Houston, Texas 77060

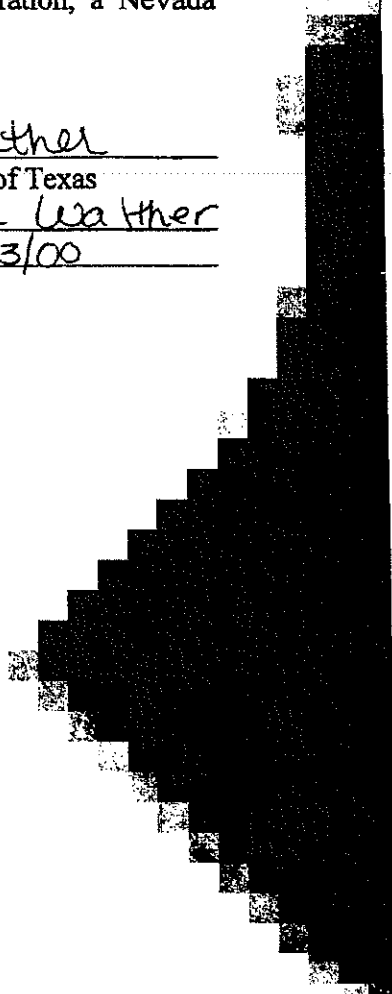


EXHIBIT "A"
The Annexed Property
DESCRIPTION

20.3761 acres of land situated in the J.D. Egbert Survey, A-246, Harris County, Texas and being part of and out of that certain called 173.242 acre tract of land described in deed recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number P022953, Film Code Number 117-43-0252; said 20.3761 acres being more particularly described by metes and bounds as follows:

COMMENCING at a 5/8 inch iron rod found for the most northerly north point of Willow Lake, Section Two as shown on the map or plat thereof recorded in the Map Records of Harris County, Texas under Film Code Number 367095 and being in the southwesterly right-of-way line of a 50.00 foot wide Entex Pipeline Company Right-of-Way Easement (formerly Texas-Illinois Natural Gas Company Pipeline Right-of-Way) as recorded in Volume 4339, Page 180 of the Deed Records of Harris County, Texas;

Thence, S 43°28'00" E, with the southwesterly right-of-way line of said Entex Pipeline Company Right-of-Way Easement, a distance of 381.00 feet to a 5/8 inch iron rod set for the POINT OF BEGINNING of the herein described tract;

Thence, N 46°32'00" E, a distance of 383.14 feet to a 5/8 inch iron rod set for corner;

Thence, N 49°44'11" E, a distance of 81.27 feet to a 5/8 inch iron rod set for angle point;

Thence, N 60°11'41" E, a distance of 23.99 feet to a 5/8 inch iron rod set for corner;

Thence, N 32°38'50" W, a distance of 178.06 feet to a 5/8 inch iron rod set for corner on a curve to the right;

Thence, in a northeasterly direction along said curve to the right having a central angle of 01°13'54", a radius of 580.00 feet, an arc length of 12.47 feet and a chord bearing of N 57°58'07" E, a distance of 12.47 feet to a 5/8 inch iron rod set for angle point;

Thence, N 25°09'33" W, a distance of 139.35 feet to a 5/8 inch iron rod set for angle point;

Thence, N 00°29'36" W, a distance of 27.00 feet to a 5/8 inch iron rod set for corner;

Thence, N 77°21'43" E, a distance of 85.50 feet to a 5/8 inch iron rod set for corner on a curve to the right;

Thence, in a northwesterly direction along said curve to the right having a central angle of 00°32'02", a radius of 1,030.00 feet, an arc length of 9.60 feet and a chord bearing of N 11°42'44" W, a distance of 9.60 feet to a 5/8 inch iron rod set for angle point;

Thence, N 78°33'17" E, a distance of 60.00 feet to a 5/8 inch iron rod set for angle point;

Thence, N 89°30'24" E, a distance of 749.05 feet to a 5/8 inch iron rod set for corner;

Thence, S 00°29'25" E, a distance of 998.90 feet to 3/4 inch iron rod set for corner on a curve to the right;

Thence, in a westerly direction along said curve to the right have a central angle of 02°51'16", a radius of 460.00 feet, an arc length of 22.92 feet and a chord bearing of S 88°04'57" W, a distance of 22.91 feet to a 3/4 inch iron rod set for the point of tangency of said curve;

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Thence, S 89°30'35" W, a distance of 102.09 feet to a 3/4 inch iron rod set for corner;

Thence, N 45°29'25" W, a distance of 7.07 feet to a 3/4 inch iron rod set for corner;

Thence, N 00°29'25" W, a distance of 1.00 feet to a 3/4 inch iron rod set for corner;

Thence, S 89°30'35" W, a distance of 60.00 feet to a 3/4 inch iron rod set for corner;

Thence, S 00°29'25" E, a distance of 1.00 feet to a 3/4 inch iron rod set for corner;

Thence, S 44°30'35" W, a distance of 7.07 feet to a 3/4 inch iron rod set for corner;

Thence, S 89°30'35" W, a distance of 120.01 feet to a 5/8 inch iron rod set for corner on a curve to the left;

Thence, in a northerly direction along said curve to the left having a central angle of 16°16'07", a radius of 540.00 feet, an arc length of 153.33 feet and a chord bearing of N 11°30'15" W, a distance of 152.82 feet to a 5/8 inch iron rod set for corner;

Thence, S 89°30'35" W, a distance of 10.60 feet to a 5/8 inch iron rod set for corner on a curve to the left;

Thence, in a northwesterly direction along said curve to the left having a central angle of 01°14'34", a radius of 530.00 feet, an arc length of 11.49 feet and a chord bearing of N 20°38'08" W, a distance of 11.49 feet to a 5/8 inch iron rod set for corner;

Thence, S 68°44'35" W, a distance of 60.00 feet to a 5/8 inch iron rod set for angle point;

Thence, S 68°03'01" W, a distance of 68.60 feet to a 5/8 inch iron rod set for angle point;

Thence, S 46°32'00" W, a distance of 319.25 feet to a 5/8 inch iron rod set in the southwesterly right-of-way line of said Entex Pipeline Company Right-of-Way Easement;

Thence, N 43°28'00" W, with the southwesterly right-of-way line of said Entex Pipeline Company Right-of-Way Easement, a distance of 585.00 feet to the POINT OF BEGINNING and containing 20.3761 acres (887,581 square feet) of land.

RUSS AND STANDLEY SURVEYING COMPANY



Charles A. Pape
Registered Professional Land Surveyor
Texas Registration Number 2042



Date: July 16, 1996
Job No: 96-014-03
File No: A96-014.03

EXHIBIT "B"

The Additional Land

Those certain tracts or parcels of land being more particularly described by metes and bounds as follows:

Being 80.900 acres of land situated in the James D. Egbert Survey, Abstract 246, Harris County, Texas and being out of the residue of 1,591.796 acre tract referred to as Tract No. 3 and described in deed from William Alexander Fraser, Jr., et al, to Mrs. Dorothy D. Brown as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number B340647, Film Code Number 053-03-1049 with 10 percent interest described in deed from Dorothy D. Brown to William P. Thompson as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253534, Film Code Number 124-34-0420, a 10 percent interest described in deed from Dorothy D. Brown to David P. Snodgrass as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253535, Film Code Number 124-34-0422 and a 20 percent interest described in deed from Dorothy D. Brown to Theodore M. Dorsett as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253536, Film Code Number 124-34-0424; the subject 80.900 acre tract being more particularly described by metes and bounds as follows:

COMMENCING at a 5/8 inch iron rod for the southwesterly corner of that certain 313.8382 acre tract described as Tract No. 1 in deed dated April 28, 1978 from Lincoln Associates, Inc. to Lexington Development Company and recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number E591602, Film Code Number 194-14-1319 and being in the northerly line of said Tract 3; 1,591.796 acre tract;

Thence, N 89°30'24" E, with the southerly line of said 313.8382 acre tract and the northerly line of said 1,591.796 acre tract, a distance of 2,063.39 feet to a 5/8 inch iron rod found for corner in the westerly right-of-way line of Beltway 8 (a.k.a. Sam Houston Tollway);.

Thence, S 00°29'25" E, with the westerly right-of-way line of Beltway 8, a distance of 1,873.05 feet to a 5/8 inch iron rod found for the true POINT OF BEGINNING;

Thence, S 00°29'25" E, continuing with the westerly right-of-way line of Beltway 8 at 696.24 feet pass the northeasterly line of said Texas-Illinois Natural Gas Pipeline Company right-of-way, in all, a total distance of 1,094.93 feet to a concrete highway monument with a brass disk marked "X" found for the point of curvature;

Thence, in a southerly direction, continuing with the westerly right-of-way line of Beltway 8 along a curve to the left, having a

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central angle of 10°28'04", a radius of 3,014.79 feet and an arc length of 550.80 feet to a 5/8 inch iron rod found for corner;

Thence, S 89°20'06" W, a distance of 1,481.55 feet to a 3/4 inch galvanized iron pipe found for corner;

Thence, N 70°52'02" W, a distance of 916.85 feet to a 3/4 inch galvanized iron pipe found for corner;

Thence, N 00°40'14" W, a distance of 99.08 feet to a 5/8 inch iron rod found for corner at the southeasterly corner of Winchester Country, Section Nine as shown on a map recorded in Volume 330, Page 59 of the Map Records of Harris County, Texas;

Thence, N 37°07'13" E, with the easterly line of Winchester Country, Section Nine, a distance of 154.34 feet to a 5/8 inch iron rod found for corner;

Thence, N 00°40'14" W, continuing with the easterly line of Winchester Country, Section Nine, a distance of 247.72 feet to a 5/8 inch iron rod found for corner;

Thence, N 00°52'19" E, continuing with the easterly line of Winchester Country, Section Nine, a distance of 336.84 feet to a 5/8 inch iron rod found for corner;

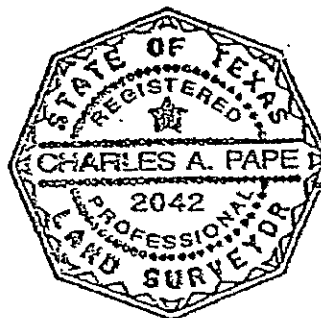
Thence, N 04°48'46" E, continuing with the easterly line of Winchester Country, Section Nine, a distance of 374.75 feet to a 5/8 inch iron rod found for corner;

Thence, N 07°24'16" E, continuing with the easterly line of Winchester Country, Section Nine, a distance of 161.86 feet to a 5/8 inch iron rod found for corner;

Thence, N 89°30'35" E, a distance of 2,136.98 feet to the POINT OF BEGINNING and containing 80.900 acres or 3,523,994 square feet of land.

RUSS & STANDLEY SURVEYING COMPANY

Charles A. Pape
Registered Professional Land Surveyor
Texas Registration Number 2042



Date: March 6, 1992
Job No.: 78-038-236
Dwg. No.: R&S 1541-E
File No.: WP/E78-038.236
Revised and Updated: August 14, 1992

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Being 39.580 acres of land situated in the James D. Egbert Survey, Abstract 246, Harris County, Texas and being out of the residue of 1,591.796 acre tract referred to as Tract No. 3 and described in deed from William Alexander Fraser, Jr., et al, to Mrs. Dorothy D. Brown as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number B340647, Film Code Number 053-03-1049 with 10 percent interest described in deed from Dorothy D. Brown to William P. Thompson as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253534, Film Code Number 124-34-0420, a 10 percent interest described in deed from Dorothy D. Brown to David P. Snodgrass as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253535, Film Code Number 124-34-0422 and a 20 percent interest described in deed from Dorothy D. Brown to Theodore M. Dorsett as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253536, Film Code Number 124-34-0424; the subject 39.580 acre tract being more particularly described by metes and bounds as follows:

COMMENCING at a 5/8 inch iron rod for the southwesterly corner of that certain 313.8382 acre tract described as Tract No. 1 in deed dated April 28, 1978 from Lincoln Associates, Inc. to Lexington Development Company and recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number E591602, Film Code Number 194-14-1319 and being in the northerly line of said Tract 3, 1,591.796 acre tract;

Thence, N 89°30'24" E, with the southerly line of said 313.8382 acre tract and the northerly line of said 1,591.796 acre tract, a distance of 2,063.39 feet to a 5/8 inch iron rod found for corner in the westerly right-of-way line of Beltway 8 (a.k.a. Sam Houston Tollway);

Thence, S 00°29'25" E, with the westerly right-of-way line of Beltway 8, a distance of 1,031.97 feet to a 5/8 inch iron rod found for the true POINT OF BEGINNING;

Thence, S 00°29'25" E, continuing with the westerly right-of-way line of Beltway 8, a distance of 841.08 feet to a 5/8 inch iron rod found for corner;

Thence, S 89°30'35" W, a distance of 2,136.98 feet to a 5/8 inch iron rod found for corner in the easterly line of Winchester Country, Section Nine, as shown on a map recorded in Volume 330, Page 59 of the Map Records of Harris County, Texas;

Thence, N 07°24'16" E, with the easterly line of Winchester Country, Section Nine, a distance of 3.16 feet to a 5/8 inch iron rod found for an angle point;

Thence, N 09°34'00" E, continuing with the easterly line of Winchester Country, Section Nine, a distance of 298.11 feet to a 5/8 inch iron rod found for an angle point;

Thence, N 12°53'30" E, continuing with the easterly line of Winchester Country, Section Nine, a distance of 318.09 feet to a 5/8 inch iron rod found for an angle point;

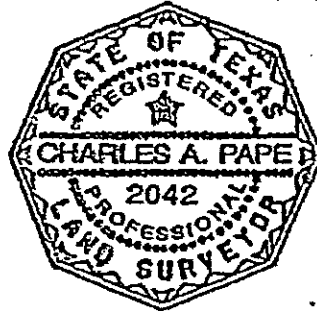
Thence, N 16°07'33" E, continuing with the easterly line of Winchester Country, Section Nine, a distance of 245.21 feet to a 5/8 inch iron rod found for corner;

Thence, N 89°30'35" E, a distance of 1,940.75 feet to the POINT OF BEGINNING and containing 39.580 acres or 1,724,104 square feet of land.

RUSS & STANDLEY SURVEYING COMPANY



Registered Professional Land Surveyor
Texas Registration Number 2042



Date: March 6, 1992
Job No.: 78-038-236
Dwg. No.: R&S 1541-E
File No.: WP/F78-038.236
Revised and Updated: August 14, 1992

509-52-1260

Being 9.977 acres of land situated in the James D. Egbert Survey, Abstract 246, Harris County, Texas and being out of the residue of 1,591.796 acre tract referred to as Tract No. 3 and described in deed from William Alexander Fraser, Jr., et al, to Mrs. Dorothy D. Brown as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number B340647, Film Code Number 053-03-1049 with 10 percent interest described in deed from Dorothy D. Brown to William P. Thompson as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253534, Film Code Number 124-34-0420, a 10 percent interest described in deed from Dorothy D. Brown to David P. Snodgrass as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253535, Film Code Number 124-34-0422 and a 20 percent interest described in deed from Dorothy D. Brown to Theodore M. Dorsett as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253536, Film Code Number 124-34-0424; the subject 9.977 acre tract being more particularly described by metes and bounds as follows:

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COMMENCING at a 5/8 inch iron rod for the southwesterly corner of that certain 313.8382 acre tract described as Tract No. 1 in deed dated April 28, 1978 from Lincoln Associates, Inc. to Lexington Development Company and recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number E591602, Film Code Number 194-14-1319 and being in the northerly line of said Tract 3, 1,591.796 acre tract;

Thence, N 89°30'24" E, with the southerly line of said 313.8382 acre tract and the northerly line of said 1,591.796 acre tract, a distance of 2,063.39 feet to a 5/8 inch iron rod found for corner in the westerly right-of-way line of Beltway 8 (a.k.a. Sam Houston Tollway);

Thence, S 00°29'25" E, with the westerly right-of-way line of Beltway 8, a distance of 2,967.98 feet to a concrete highway monument with a brass disk, marked "X", found for the point of curvature;

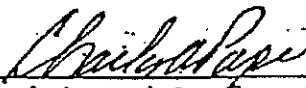
Thence, in a southerly direction continuing with the westerly right-of-way line of Beltway 8, along a curve to the left, having a central angle of 10°28'04", a radius of 3,014.79 feet and an arc length of 550.80 feet to a 5/8 inch iron rod found for the POINT OF BEGINNING and from which the center of curvature bears N 79°02'31" E, 3,014.79 feet;

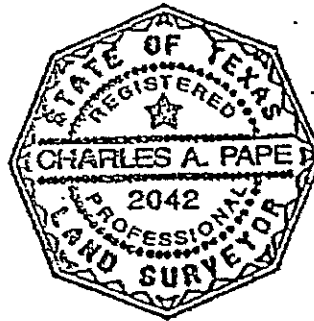
Thence, in a southeasterly direction with the proposed westerly right-of-way line of Beltway 8 and a curve to the left, having a central angle of 11°48'30", a radius of 3,014.79 feet and an arc length of 621.33 feet to a 5/8 inch iron rod found for corner;

Thence, N 70°52'02" W, a distance of 1,758.50 feet to a 3/4 inch galvanized iron pipe found for corner;

Thence, N 89°20'06" E, a distance of 1,481.55 feet to the POINT OF BEGINNING and containing 9.977 acres or 434,597 square feet of land.

RUSS & STANDLEY SURVEYING COMPANY


Registered Professional Land Surveyor
Texas Registration Number 2042



Date: March 6, 1992
Job No.: 78-038-236
Dwg. No.: R&S 1541-E
File No.: WP/G78-038.236
Revised and Updated: August 14, 1992

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Being 42.785 acres of land situated in the James D. Egbert Survey, Abstract 246, Harris County, Texas and being out of the residue of 1,591.796 acre tract referred to as Tract No. 3 and described in deed from William Alexander Fraser, Jr., et al, to Mrs. Dorothy D. Brown as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number B340647, Film Code Number 053-03-1049 with 10 percent interest described in deed from Dorothy D. Brown to William P. Thompson as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253534, Film Code Number 124-34-0420, a 10 percent interest described in deed from Dorothy D. Brown to David P. Snodgrass as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253535, Film Code Number 124-34-0422 and a 20 percent interest described in deed from Dorothy D. Brown to Theodore M. Dorsett as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253536, Film Code Number 124-34-0424; the subject 42.785 acre tract being more particularly described by metes and bounds as follows:

COMMENCING at a 5/8 inch iron rod for the southwesterly corner of that certain 313.8382 acre tract described as Tract No. 1 in deed dated April 28, 1978 from Lincoln Associates, Inc. to Lexington Development Company and recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number E591602, Film Code Number 194-14-1319 and being in the northerly line of said Tract 3, 1,591.796 acre tract;

Thence, N 89°30'24" E, with the southerly line of said 313.8382 acre tract and the northerly line of said 1,591.796 acre tract, a distance of 456.66 feet to a 3/4 inch galvanized iron pipe found for the POINT OF BEGINNING;

Thence, N 89°30'24" E, with the southerly line of said 313.8382 acre tract and the northerly line of said 1,591.796 acre tract, a distance of 1,606.73 feet to a 5/8 inch iron rod found for corner in the westerly right-of-way line of Beltway 8 (a.k.a. Sam Houston Tollway);

Thence, S 00°29'25" E, with the westerly right-of-way line of Beltway 8, a distance of 1,031.97 feet to a 5/8 inch iron rod found for corner;

Thence, S 89°30'35" W, a distance of 1,940.75 feet to a 5/8 inch iron rod found for corner in the easterly line of Winchester Country, Section Nine as shown on a map recorded in Volume 330, Page 59 of the Map Records of Harris County, Texas;


Thence, N 16°07'33" E, with the easterly line of Winchester Country, Section Nine, a distance of 72.88 feet to a 5/8 inch iron rod found for angle point;

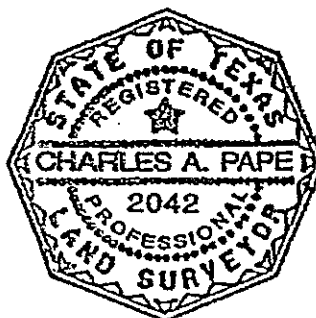
Thence, N 19°25'10" E, continuing with the easterly line of Winchester Country, Section Nine, a distance of 291.08 feet to a 5/8 inch iron rod found for a northeasterly corner of said Winchester Country, Section Nine and being in the southwesterly line of a 50 foot wide Texas Illinois Natural Gas Pipeline Company right-of-way recorded in Volume 4339, Page 180 of the Deed Records of Harris County, Texas;

Thence, N 43°28'00" W, with the southwesterly line of said Texas Illinois Natural Gas Pipeline right-of-way, a distance of 104.88 feet to a 5/8 inch iron rod found for corner on a curve to the right from which a center of curvature bears S 68°50'26" E, a distance of 5,729.58 feet;

Thence, in a northeasterly direction along said curve to the right, having a central angle of 06°45'14", a radius of 5,729.58 feet and an arc length of 675.40 feet to the POINT OF BEGINNING and containing 42.785 acres or 1,863,741 square feet of land.

RUSS & STANDLEY SURVEYING COMPANY


Registered Professional Land Surveyor
Texas Registration Number 2042



Date: March 6, 1992
Job No.: 78-038-236
Dwg. No.: R&S 1541-E
File No.: WP/H78-038.236
Revised and Updated: August 14, 1992

509-52-1264

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Being 10.000 acres of land situated in the James D. Egbert Survey, Abstract 246, Harris County, Texas and being out of the residue of 1591.796 acre tract referred to as Tract Number 3 and described in deed from William Alexander Fraser, Jr., et al, to Mrs. Dorothy D. Brown as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number B340647, Film Code Number 053-03-1049, with 10 percent interest described in deed from Dorothy D. Brown to William P. Thompson as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253534, Film Code Number 124-34-0420, a 10 percent interest described in deed from Dorothy D. Brown to David P. Snodgrass as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253535, Film Code Number 124-34-0422 and a 20 percent interest described in deed from Dorothy D. Brown to Theodore M. Dorsett as recorded in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number D253536, Film Code Number 124-34-0424, the subject 10.000 acres tract being more particularly described by metes and bounds as follows:

BEGINNING at a 5/8 inch iron rod found at an angle point in Lot 7, Block 23 and the southeasterly corner of Winchester Country, Section Nine recorded in Volume 337, Page 124 of the Map Records of Harris County, Texas, and being in the westerly line of a called 173.242 acre tract of land described in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number P022953, Film Code Number 117-43-0252;

Thence, S 00°40'13" E, with the westerly line of said 173.242 acre tract of land, a distance of 99.08 feet to a 3/4 inch galvanized iron pipe found at the southeasterly corner of said 173.242 acre tract of land a distance of 99.08 feet;

Thence, S 70°52'02" E, with the southerly line of said 173.242 acres, a distance of 1480.83 feet to a 5/8 inch iron rod set for the northeasterly corner of the herein described tract;

Thence, S 46°45'17" W, with a new line, a distance of 661.86 feet to a 5/8 inch iron rod set in the northeasterly right-of-way line of West Road (100.00 feet in width) recorded under Film Code Number 351020 of the Map Records of Harris County, Texas for the southeasterly corner of the herein described tract;

Thence, N 43°14'43" W, with the northeasterly right-of-way line of West Road, a distance of 903.29 feet to a 5/8 inch iron rod found for the point of curvature of a curve to the left;

Thence, in a northwesterly direction, with the northeasterly right-of-way line of West Road, along said curve to the left; having a central angle of 21°49'03", a radius of


2050.00 feet, an arc length of 780.61 feet and a chord bearing of N 54°09'15" W, 775.90 feet to a 5/8 inch iron rod found for corner;

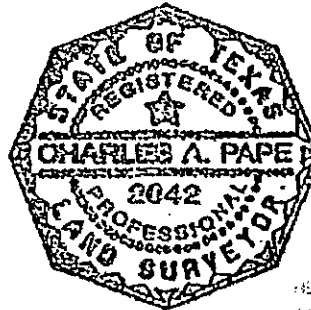
Thence, N 24°56'14" E, a distance of 10.00 feet to a 5/8 inch iron rod found for corner in the southerly line of Winchester Country, Section Nine as recorded in Volume 330, Page 59 of the Map Records of Harris County, Texas, and being on a curve to the right;

Thence, in a southeasterly direction with said Winchester Country, Section Nine, along said curve to the right, having a central angle of 05°08'45", a radius of 2060.00 feet, an arc length of 185.01 feet and a chord bearing of S 62°29'24" E, 184.95 feet to a 5/8 inch iron rod found for corner;

Thence, N 89°19'46" E, continuing with the southeasterly line of Winchester Country, Section Nine, a distance of 161.50 feet to the POINT OF BEGINNING and containing 10.000 acres (435,600 square feet) of land.

RUSS & STANDLEY SURVEYING COMPANY, INC.


Registered Professional Land Surveyor
Texas Registration Number: 2042



Date: February 23, 1993
DWG. No: R/S 1587-E
Job No: 92-051-60
File No: B92-051.60

RECORDING MEMORANDUM
STATE OF TEXAS
STAMP AND RECORDATION THIS INSTRUMENT IS INADEQUATE FOR THE RECORDATION OF PRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.

Save and Except that certain 50.15 acre tract or parcel of land known as Willowlake Section One, a subdivision according to the map or plat thereof recorded under Film Code 358137 in the Map Records of Harris County, Texas.

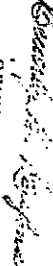
ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR DATE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS } COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on:

AUG 7 1996




COUNTY CLERK
HARRIS COUNTY TEXAS

Exhibit B
Page 10 of 10


COUNTY CLERK
HARRIS COUNTY TEXAS

96 AUG -7 PM 2:37

FILED

500-52-1266