

AMENDMENT NO. 11 TO RESTATED RESTRICTIONS
AND COVENANTS
AND

SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
(GRASSLAND ESTATES, SECTIONS 3, 5, 6, 8, 9, 10, 11, 12, 14, 15, 17 and
18)

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Reference is herein made to (a) the Amendment and Restatement of Grassland Estates, Section 3, Restrictions and Covenants as recorded in Volume 815, Page 313 of the Deed Plat Records of Midland County, Texas (b) Amendment to Restated Restrictions and Covenants and Supplemental Declaration of Covenants and Restrictions (Grassland Estates, Section 3, 5, 6 and 8) as recorded in Volume 815, Page 343 of the Deed Plat Records of Midland County, Texas (c) Amendment No. 2 to Restated and Amended Restrictions and Covenants, as recorded in Volume 815, Page 453 of the Deed Plat Records of Midland County, Texas (d) Amendment No. 3 to Restated Restrictions and Covenants, as recorded in Volume 815, Page 589 of the Deed Plat Records of Midland County, Texas (e) Amendment No. 4 to Restated Restrictions and Covenants, as recorded in Volume 1274, Page 640 of the Official Records of Midland County, Texas (f) Amendment No. 5 to Restated Restrictions and Covenants, as recorded in Volume 1191, Page 271 of the Deed Plat Records of Midland County, Texas (g) Amendment No. 6 to Restated Restrictions and Covenants, as recorded in Volume 1191, Page 294 of the Deed Plat Records of Midland County, Texas (h) Amendment No. 7 to Restated Restrictions and Covenants, as recorded in Volume 1455, Page 95 of the Deed Plat Records of Midland County, Texas (i) Amendment No. 8 to Restated Restrictions and Covenants, as recorded in Volume 1522, Page 319 of the Deed Plat Records of Midland County, Texas and (j) Amendment No. 9 to Restated Restrictions and Covenants, as recorded in Volume 1547, Page 545 of the Deed Plat Records of Midland County, Texas and (k) Amendment No. 10 to Restated Restrictions and Covenants, as recorded in Volume 1777, Page 39 of the Deed Plat Records of Midland County, Texas all of which are herein referred to collectively as the "Restated Restrictions and Covenants". This Amendment No. 11 is made pursuant to Articles 4 and 9 of the Restated Restrictions and Covenants and is for the purpose of amending and supplementing said Restated Restrictions and Covenants so as to (x) add thereto Grassland Estates, Section 18, being a 13.70 acre tract of land out of Section 36, Block 40, T-1-S T&P RR Co. Survey Midland County, Texas according to the map or plat thereof to be recorded in the Deed Plat Records of Midland County, Texas (which property shall be included within the terms "Property" and "Subdivision" wherever those terms are used in the Restated Restrictions and Covenants) and (y) amend said Restated Restrictions and Covenants in the following respects:

A. Section 1.9 of the Restated Restrictions and Covenants is hereby amended to read in its entirety as follows:

1.9 Subdivision shall mean and refer to Grassland Estates, Section 3, Grassland Estates, Section 5, Grassland Estates, Section 6, Grassland Estates, Section 8, (all as described on Exhibit "A" to Amendment No. 1, Grassland Estates, Section 9 as depicted on Exhibit "A-1" to Amendment No. 3), Grassland Estates, Section 10 as depicted on Exhibit "A-2" to Amendment No. 4, Grassland Estates, Section 11 as depicted on Exhibit "A-3" to Amendment No. 5, Grassland Estates, Section 12 as

depicted on Exhibit "A-4" on Amendment No. 6, Grassland Estates, Section 14 as depicted on Exhibit "A-5" on Amendment No. 7, Grassland Estates Section 15 as depicted on Exhibit "A-6" on Amendment No. 9, Grassland Estates Section 17 (said Section 17 being a replat of a portion of Section 15 and therefore depicted on Exhibit "A-6" on Amendment No. 9) and Grassland Estates, Section 18, as depicted on Exhibit "A-7" on Amendment No. 11. The term "Subdivision" may also include additional portions of the land described on Exhibit "A", "A-1", "A-2", "A-3", "A-4", "A-5", "A-6" and "A-7" referred to above if such additional portions are platted and are specifically made subject to these covenants at the time of the platting of such land, pursuant to the provisions of Article 4 hereof.

B. Section 2.4 of the Restated Restrictions and Covenants is hereby amended to read in its entirety as follows:

2.4 (a) The improvements located on the following lots in Grassland Estates shall consist of single-family dwelling units containing not less than two thousand one hundred (2,100) square feet of livable floor space, shall be no more than two stories in height and shall have a minimum of thirteen hundred (1,300) square feet of livable floor space on the ground floor:

- (i) Lots 1 through 9, Block 1B, Section 3;
- (ii) Lots 1A through 10A, Block 4B, Section 5;
- (iii) Lots 1 through 12, Block 8, Section 6; and
- (iv) Lots 10A through 16A, Block 3B, Section 8;
- (v) Lots 58 through 61, Block 7, Section 10;
- (vi) Lots 11 through 21, Block 13, Section 10;
- (vii) Lots 1 through 8, Block 14, Section 10;
- (viii) Lots 1 through 7, Block 15, Section 10;
- (ix) Lots 33 through 41, Block 14, Section 10;
- (x) Lots 57 through 70, Block 15, Section 10;
- (xi) Lots 1A through 5A, 6A, 6B, 6C and 6D, Block 7, Section 12; and
- (xii) Lots 38 through 46, Block 1A, Section 14.

(b) The improvements located on the following lots in Grassland Estates shall consist of single-family dwelling units containing not less than two thousand three hundred (2,300) square feet of livable floor space, shall be no more than two stories in height and shall have a minimum of fourteen (1,400) square feet of livable floor space on the ground floor:

- (i) Lots 47 through 57, Block 8, Section 9; and
- (ii) Lots 45 through 56, Block 15, Section 11.

(c) The improvements located on the following lots in Grassland Estates shall consist of single-family dwelling units containing not less than two thousand five hundred (2,500) square feet of livable floor space, shall be no

more than two stories in height and shall have a minimum of fifteen hundred (1,500) square feet of livable floor space on the ground floor:

- (i) Lots 10 through 31, Block 1B, Section 3;
- (ii) Lots 1 through 36, Block 2B, Section 3;
- (iii) Lots 1 through 9, Block 3B, Section 3;
- (iv) Lots 17 through 30, Block 4B, Section 3;
- (v) Lots 7 through 34, Block 7, Section 6;
- (vi) Lots 35 through 46, Block 7, Section 9;
- (vii) Lots 9 through 17, Block 12, Section 9;
- (viii) Lots 1 through 10, Block 14, Section 9;
- (ix) Lots 8 through 19, Block 15, Section 10;
- (x) Lots 20 through 44, Block 15, Section 11;
- (xi) Lots 32 through 40, Block 16, Section 14;
- (xii) Lots 1 through 9, Block 17, Section 14;
- (xiii) Lots 1 through 7, Block 18, Section 15;
- (xiv) Lots 1 through 7, Block 19, Section 15;
- (xv) Lots 24 through 27, Block 20, Section 15;
- (xvi) Lots 20A through 23A and 28A through 31A, Block 20, Section 17; and
- (xvii) Lots 8 and 9, Block 18, Section 18.

(d) The improvements located on the following lots in Grassland Estates shall consist of single-family dwelling units containing not less than two thousand eight hundred (2,800) square feet of livable floor space, shall be no more than two stories in height and shall have a minimum of fifteen hundred (1,500) square feet of livable floor space on the ground floor:

- (i) Lots 26 through 35, Block 8, Section 6;
- (ii) Lots 1 through 8, Block 10, Section 6;
- (iii) Lots 9 through 15, Block 10, Section 9;
- (iv) Lots 1 through 8, Block 12, Section 9;
- (v) Lots 9 through 21, Block 14, Section 9;
- (vi) Lots 1 through 4, Block 16, Section 10;
- (vii) Lots 22 through 32, Block 14, Section 11; and
- (viii) Lots 10 through 37, Block 17, Section 14.

(e) The improvements located on the following lots in Grassland Estates shall consist of single-family dwelling units containing not less than three thousand (3,000) square feet of livable floor space, shall be no more than two stories in height and shall have a minimum of eighteen hundred (1,800) square feet of livable floor space on the ground floor:

- (i) Lots 13 through 25, Block 8, Section 6;
- (ii) Lots 8 through 20, Block 19, Section 15;
- (iii) Lots 35A through 41A, Block 19, Section 17;
- (iv) Lots 1A through 6A, Block 20, Section 17;
- (v) Lots 8A through 19A, Block 20, Section 17; and
- (vi) Lot 33, Block 20, Section 18.

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(f) The improvements located on the following lots in Grassland Estates shall consist of single-family dwelling units containing not less than three thousand two hundred (3,200) square feet of livable floor space, shall be no more than two stories in height and shall have a minimum of eighteen hundred (1,800) square feet of livable floor space on the ground floor:

- (i) Lots 24 through 31, Block 16, Section 10;
- (ii) Lots 21 through 34, Block 19, Section 15; and
- (iii) Lots 34 and 35, Block 20, Section 18.

(g) The improvements located on Lots 5 through 23, Block 16, Section 10 in Grassland Estates shall consist of single-family dwelling units containing not less than three thousand four hundred (3,400) square feet of livable floor space, shall be no more than two stories in height and shall have a minimum of two thousand (2,000) square feet of livable floor space on the ground floor.

(h) The improvements located on the following lots in Grassland Estates shall consist of single-family dwelling units containing not less than three thousand six hundred (3,600) square feet of livable floor space, shall be no more than two stories in height and shall have a minimum of two thousand (2,000) square feet of livable floor space on the ground floor.

- (i) Lots 42 through 50, Block 19, Section 18; and
- (ii) Lots 36 through 41, Block 20, Section 18.

C. Except as herein amended, the Restated Restrictions and Covenants are hereby ratified, affirmed and approved.

Dated this 25th day of April, 2001.

SBC CORPORATION

By: Douglas B. Henson
Douglas B. Henson
President

APPROVED

By: Gray L. Vandergriff

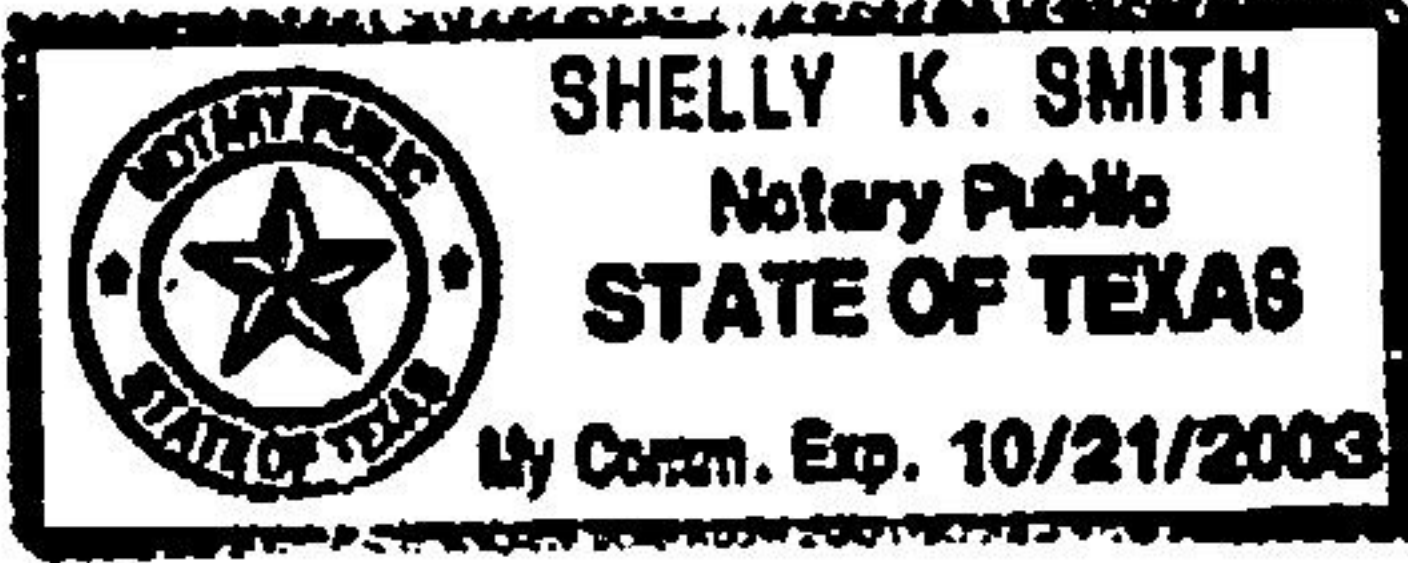
Name: Gray L. VANDERGRIFF
Chairman, Planning and Zoning
Commission of the City of Midland

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STATE OF TEXAS
COUNTY OF MIDLAND

This instrument was acknowledged before me on the 25th day of April, 2001, by Douglas B. Henson, President of SBC Corporation, a Texas corporation, on behalf of said corporation.



[Seal]

Shelly K. Smith
Notary Public in and for the State of Texas

rest&cov.01

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STATE OF TEXAS
COUNTY OF MIDLAND
I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the Volume and Page of the named RECORDS of Midland County, Texas, as stamped hereon by me.

Shauna Brown

Midland County
Shauna Brown
County Clerk
On: May 10, 2001

County Clerk
Midland County, Texas

Midland County Clerk Unofficial Copy