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Midland County Clerk Unof

AMENDED
RESTRICTIONS and COVENANTS

SADDLE CLUB ESTATES
Midland, Texas

The undersigned, being the owners and proprietors of the property which, when taken together, constitutes all of the East Half of Section 3, Block "X", H. P. Hilliard Survey, Midland County, Texas, EXCEPT Tracts (a), (b) and (c) described in Exhibit "C" attached hereto and made a part hereof, hereby amend those certain Restrictions and Covenants dated September 9, 1974, recorded Vol. 503, page 208 of the Deed Records of Midland County, Texas (herein referred to as "Original Covenants") in the following particulars:

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A.

There are hereby released and excluded from the coverage and applicability of the Original Covenants the following described lands:

- (1) that certain 24.97 acre tract described by metes and bounds on Exhibit "A" attached hereto and made a part hereof, being the same 24.97 acres shown on plat recorded in Plat Cabinet A/177 of the Plat Records of Midland County, Texas (hereinafter referred to as "Townhouse Area 'A'").
- (2) those lands described in the Original Covenants other than the 24.97 acre tract described in Exhibit "A" hereto and other than a certain 96.34 acre tract described by metes and bounds on Exhibit "B" hereto.

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B.

The coverage and applicability of the Original Covenants shall continue as to that certain 96.34 acre tract described in Exhibit "B" hereto, except as herein specifically amended.

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Article I of the Original Covenants is hereby amended as to said 96.34 acre tract in the following respects:

(1) The existing paragraph numbered 10 is hereby deleted in its entirety, and the following is substituted therefor:

"10. Following the completion of a structure in accordance with plans and specifications as approved by the Building Committee pursuant to Article IV.2 hereof, no exterior modification or extension of the structure beyond the original building line shall be made without the approval of the Building Committee."

(2) A new paragraph numbered 11 is hereby added:

"11. Streets shall not be used by residents for parking of their automobiles and vehicles except for occasional and temporary purposes."

(3) A new paragraph numbered 12 is hereby added:

Streets, alleys, bridle paths and common areas shall not be used by residents or their invitees for the riding of motorcycles, motor-bikes, trail bikes or similar type motor powered cycles or bicycles, except that streets and alleys may be so used for ingress and egress to and from residences and the main entrance to Saddle Club North near the intersection of "A" Street and Solomon Lane."

(4) A new paragraph numbered 13 is hereby added:

"13. No outside antennas may be constructed or placed upon any lot or tract without the express approval of the Building Committee."

Article V of the Original Covenants is hereby amended as to said 96.34 acre tract by deleting Article V in its entirety and in lieu thereof inserting a new Article V as follows:

V.

ASSESSMENT FOR MAINTENANCE OF ROADS, STREETS, and OTHER PUBLIC SERVICES

"Any owner or grantee of any land covered hereby for himself, his heirs, executors, and assigns, covenants and agrees to pay MAGNATEX CORPORATION, or its successors or assigns, \$10.00 per month or one and four-tenths percent (1.4%) of the common area maintenance, whichever is greater, when billed his share of the cost to maintain the roads, streets and lighting system and the cost of providing other reasonable and necessary public services. Assessments in this regard shall be paid promptly when same become due, and any failure to pay same promptly when due shall constitute a lien upon the premises owned by the delinquent party and may be enforced in equity as in the case of any lien foreclosure. Such assessment shall

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to the benefit of, and may be enforced jointly and severally by the other property owners in the subdivision or an association of property owners in the subdivision if one shall be formed, or by the Building Committee for Saddle Club Estates.

Paragraph 1 of Article VI of the Original Covenants is hereby amended as to said 96.34 acre tract by deleting paragraph 1 of Article VI in its entirety and in lieu thereof inserting a new paragraph 1 of Article VI as follows:

"1. (a) The Building Committee shall be comprised of seven (7) members. The first Building Committee, effective with the date of this Amendment and continuing until January 1, 1978, shall be comprised of Edwin A. Dwyer, Edwin J. White, and Sidney S. Lindley, and the other four (4) members appointed by Magnatex Corporation. On January 1, 1978, or on January 1st of any calendar year thereafter, the then-owners of tracts within the said 96.34 acres other than Magnatex Corporation shall elect three (3) members for the applicable calendar year to serve in the place of the initial three (3) members named above other than Magnatex Corporation. Members elected to the Committee may succeed themselves. In the event of merger or reorganization of Magnatex Corporation or the conveyance by it of all of its lands covered by this agreement, the successor corporation or Magnatex's grantee shall succeed to the right of Magnatex to appoint four (4) members to the Building Committee.

"(b) The Building Committee shall select its own chairman who shall preside at all meetings. Meetings of this Committee may be called by the chairman or by any other three members upon a forty-eight (48) hour notice to all members.

"(c) Commencing the second Monday of December, 1977, and on the second Monday of December of each calendar year thereafter, the then-owners of tracts within the said 96.34 acres shall meet to elect members to the Building Committee, the time and place of such meetings to be designated in writing by the President of Magnatex Corporation to each then-owner."

As to the said 96.34 acre tract, the said Original Covenants, as herein amended, may be further altered or amended only by instrument duly executed by Magnatex Corporation, its successors and assigns, and by all owners of tracts of land within the said 96.34 acres who are owners at the time of execution of any such instrument.

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C.

The undersigned do hereby make the following declarations as to limitations, restrictions, and uses to which the Townhouse Area "A" may be put, hereby specifying that the declarations shall constitute covenants to run with all land comprising the said Townhouse Area "A" as provided by law, and shall be binding upon the undersigned and all persons claiming under them, and for the benefit of and limitations upon all future owners and other party or parties claiming any interest therein, for the purpose of improving, developing and restricting the said property as hereinafter specified.

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I.

PERMITTED and PROHIBITED USES
for
Townhouse Area "A" - Saddle Club Estates
Midland County, Texas

1. The premises may be used only for single-family residences with the usual outbuildings if approved by the Building Committee.
2. Garages, which shall be for the use only of the occupants of the residence to which they are appurtenant, may be attached or detached from the residence.
3. When the construction of any building is once begun, work thereon must be prosecuted diligently and must be completed within a reasonable time. No buildings shall be occupied during construction. Further no garage, shed, tent, trailer, basement, or temporary building shall be used for permanent or temporary residence purposes, provided, however, that this paragraph shall not be deemed or construed to prevent the use of a temporary construction shed during the period of actual construction of any structure on such property, nor the use of adequate sanitary toilet facilities for workmen which shall be provided during such construction.

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4. No animals, birds, or fowl shall be kept or maintained on any part of the property, except dogs, cats, and pet birds which may be kept thereon in reasonable numbers as pets for the pleasure and use of the occupants, but not for any commercial use or purpose.

5. Clotheslines or drying yards shall be so located as not to be visible from the street serving the premises.

6. Garbage receptacles shall be in complete conformity with sanitary rules and regulations and such regulations as may hereafter be promulgated by the Building Committee or the City of Midland. No garbage incinerators will be permitted without written approval of the Building Committee.

7. No mobile homes or habitable motor vehicles of any nature shall be kept on or stored on any part of the property except within an enclosed garage.

8. No weeds, underbrush, or other unsightly growths shall be permitted to grow or remain on any part of the sold lots, and no refuse pile or unsightly objects shall be allowed to be placed or suffered to remain anywhere thereon.

9. No substantial changes in the elevation of the land shall be made on the premises without written approval of the Building Committee.

10. Following the completion of a structure in accordance with plans and specifications approved by the Building Committee pursuant to Article V hereof, no exterior modification or extension of the structure beyond the original building line shall be made without the approval of the Building Committee.

11. Streets shall not be used by residents for parking of their automobiles and vehicles except for occasional and temporary purposes.

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Streets, alleys, bridle paths and common areas shall not be used by residents or their invitees for the riding of motorcycles, motor-bikes, trail-bikes or similar type motor powered cycles or bicycles, except that streets and alleys may be so used for ingress and egress to and from residences and the main entrance to Saddle Club North near the intersection of "A" Street and Solomon Lane.

13. No outside antennas may be constructed or placed upon any lot or tract without the express approval of the Building Committee.

II.

STREETS, EASEMENTS and RIGHTS-OF-WAY

1. Any presently existing easements for utilities or drainage on the lands covered by this agreement are hereby reserved to the present owners thereof.

2. No structures, including walls, fences, paving or planting, shall be erected upon any part of the property which will interfere with the rights of ingress and egress to and from the easements provided in paragraph II.1 hereof.

III.

DURATION OF COVENANTS, RESTRICTIONS, RESERVATIONS and SERVITUDES

1. Covenants, restrictions, reservations, and servitudes herein set forth shall continue in full force and effect until December 31, 1985.

2. In the event any restriction herein set forth be declared invalid, the remaining restrictions shall nevertheless continue in full force and effect.

3. If any person acquiring land or any interest therein in this subdivision shall violate or attempt to violate any of the restrictions herein set forth before the 1st day of January, 1985,

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it shall be lawful for any other person or persons owning land or any interest therein in said subdivision to prosecute proceedings in law or equity against any person or persons so violating or attempting to violate such restrictions, either to prevent such violation or such violator from so doing or to recover damages by reason of such violation, provided, however, that such proceedings if conducted, shall be at the sole cost and expense of the person or persons prosecuting the same.

IV.

ASSESSMENT FOR MAINTENANCE OF ROADS,
STREETS, and OTHER PUBLIC SERVICES

1. Until all townhouse lots within the area described in Exhibit "A" hereto have been sold to individuals who will occupy the same as single family residences, each individual townhouse lot owner shall pay to Magnatex Corporation the sum of \$30.00 per month designated as a maintenance fee, which sum is the estimated actual cost of maintaining the streets and alleys in said townhouse area together with the maintenance of the common areas designated on the plat referred to in paragraph A on page 1 hereof, all of which are for the exclusive use of the owners and the invitees of said townhouse area in common with all of the other owners in said townhouse lots.

2. All of the owners of the townhouse lots in this designated area shall each own an undivided interest in common with each other in and to all of the common areas designated on said plat, together with the streets and/or alleys contained in that area open to and used by all of the owners in said area. It is understood that the undivided interest ownership of common areas by the townhouse lot owners does not include ownership to the areas between the boundary

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lines of designated lots and streets, and does not include that area within the boundary lines of a designated lot which is not fenced by the owner of such lot; and it is further understood that the maintenance of the areas referred to in this sentence shall be the responsibility of Magnatex Corporation and/or the owners of townhouse lots in accordance with the provisions of paragraph 3 of this Article IV. It is also understood that the areas shown on the plat referred to in paragraph A on page 1 hereof which adjoin townhouse lot numbered 1, the north and east, adjoin lot numbered 8 on the east, adjoin lot numbered 27 on the south and east, adjoin lot numbered 31 on the west, adjoin lot numbered 35 on the west, adjoin lot numbered 42 on the west, adjoin lot numbered 43 on the south, and adjoin lot numbered 46 on the north and east are not "common areas", that the same are owned by Magnatex Corporation, its successors and assigns, for the benefit of the owners within the Townhouse Area "A", and that no structures shall be built on any such areas without the approval of the Building Committee.

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3. During the development of this area Magnatex Corporation, its successors and assigns shall be responsible for the upkeep and maintenance and the lighting of all of the common area; and the monthly assessments herein specified shall represent the individual owner's pro rata estimated cost of this service being performed by Magnatex. At such time as all of the townhouse lots have been sold to individuals who will occupy the same, all of the individual owners hereby agree to form a committee consisting of a selected number of the unit owners in said townhouse lots, to take over the management, control and maintenance of the common areas herein defined, and to assess each townhouse owner his proportionate part of the total expenses incident to said operation.

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4. At the instance of the committee selected by the individual owners, the corporate owner, Magnatex Corporation, agrees to entertain negotiations with the unit owners for the continued operation and management of said common areas on a contract basis; if, however, Magnatex Corporation and the unit owners should be unable to agree upon mutually satisfactory contract terms, Magnatex Corporation agrees to make its water on the premises available to a third-party maintenance contractor of the unit owners' selection at a price to be negotiated.

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5. Assessments or charges made pursuant to IV.3 and IV.4 shall be paid promptly when same become due, and any failure to pay same promptly when due shall constitute a lien upon the premises owned by the delinquent party and may be enforced in equity as in the case of any lien foreclosure. Such assessment shall accrue to the benefit of, and may be enforced jointly and severally by, the other property owners in the subdivision, an association of property owners in the subdivision if one shall be formed, or by the Building Committee for Saddle Club Estates,

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V.

APPOINTMENT OF BUILDING COMMITTEE
and FUNCTION OF BUILDING COMMITTEE

(a) The Building Committee shall be comprised of seven (7) members. The first Building Committee, effective with the date of this Amendment and continuing until January 1, 1978, shall be comprised of three (3) members elected by the present owners of Townhouse Area "A" lots other than Magnatex Corporation, and the other four (4) members appointed by Magnatex Corporation. If

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Paragraph 1(b) below is not effective on January 1, 1978, or on January 1st of any calendar year thereafter, the then-owners of Townhouse Area "A" lots other than Magnatex Corporation shall elect three (3) members for the applicable calendar year to serve in the place of the initial three (3) members elected by the owners other than Magnatex Corporation. Members elected to the Committee may succeed themselves. In the event of merger or reorganization of Magnatex Corporation or the conveyance by it of all of its lands covered by this agreement, the successor corporation or Magnatex's grantee shall succeed to the right of Magnatex to appoint four (4) members to the Building Committee.

(b) If and when all forty-six (46) of the tracts comprising Townhouse Area "A" are owned by individuals who have built or who are in the process of building on their respective tracts, effective January 1st of the next succeeding calendar year, the Building Committee shall be comprised of seven (7) members, five (5) members to be elected by the then-owners of tracts and two (2) members to be appointed by Magnatex Corporation.

(c) The Building Committee shall select its own chairman who shall preside at all meetings. Meetings of this Committee may be called by the chairman or by any other three (3) members upon a forty-eight (48) hours notice to all members.

(d) A meeting of the present owners, other than Magnatex Corporation, of tracts within Townhouse Area "A" shall be called by the President of Magnatex Corporation immediately following the execution of this Amendment by all parties hereto for the purpose of electing members to the Building Committee to serve until January 1, 1978 or until their successors are elected. Commencing the second Monday of December, 1977, and on the second Monday of December of each calendar year thereafter, the then-

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owners of tracts within Townhouse Area "A" shall meet to elect members to the Building Committee, the time and place of such meetings to be designated in writing by the President of Magnatex Corporation to each then-owner.

2. All plans for buildings and other improvements shall first be approved by a majority of the members of the Building Committee. Plans and specifications must be approved by the Building Committee before any construction is begun. The plans for proposed construction shall be presented to the Building Committee for examination by delivery of the plans to MAGNATEX CORPORATION at 620 Commercial Bank Tower, Midland, Texas. The Building Committee shall meet and act upon the plans within five business days.

3. All structures and outbuildings erected shall have for their outside walls one of the following types of construction: brick, brick veneer, stucco, hollow tile with brick or stone veneer, rock, rock veneer, or other materials approved by the Building Committee. This restriction shall not preclude the use of wood or other like material in combination with the above-mentioned materials, provided it is approved by the Building Committee. Fences shall be of wood or material to match the material of the dwelling exterior.

On the 1st day of January, 1985, the restrictions herein set forth shall be automatically renewed and extended for successive periods of ten years each unless, as of the expiration of any such period, it is voted by a majority of the residents who are owners of a lot therein to change, alter, add to, or remove such restrictions in whole or in part.

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WITNESS the execution hereof, this 29th day of March,



MAGNATEX CORPORATION, a Texas Corporation

James Scarborough
Secretary

By C. H. Priddy
Vice President

THE FIRST NATIONAL BANK OF MIDLAND, TEXAS

ATTEST
[Signature]
Cashier

By [Signature]
S.V. President

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LOT OWNERS:

[Signature]
Charles H. Priddy

[Signature]
Elizabeth M. Priddy

[Signature]
Sidney S. Lindley

[Signature]
Mary Anne Lindley

[Signature]
Courtney H. Cowden

[Signature]
Margaret P. Cowden

[Signature]
Russell J. Ramsland

[Signature]
Jane B. Ramsland

[Signature]
Ronny J. Hisson

[Signature]
Nancy N. Hisson

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Glenn A. Rogers
Glenn A. Rogers

Lou Ann Rogers
Lou Ann Rogers

Midland County Clerk U

Myrlene Hamilton
Myrlene Hamilton

C. O. Holder, Jr.
C. O. Holder, Jr.

Nita Holder
Nita Holder

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William B. Blakemore II
William B. Blakemore II, Individually
and as Independent Executor of the
Estate of Marian West Blakemore, deceased

Midland County Clerk U

Edwin J. White, Jr.
Edwin J. White, Jr.

Eileen Reynolds White
Eileen Reynolds White

Edwin A. Dwyer
Edwin A. Dwyer

Betsy Anne Dwyer
Betsy Anne Dwyer

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Richard J. Roseberry
Richard J. Roseberry

Charleen B. Roseberry
Charleen B. Roseberry

Midland County Clerk U

William R. Green
William R. Green

Barbara P. Green
Barbara P. Green

Chris Scharbauer
Chris Scharbauer

Connie Scharbauer
Connie Scharbauer

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Midland County Clerk U

Midland County Clerk Unofficial Copy

Roger C. Hanks
Roger C. Hanks

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Sandra Louise Hanks
Sandra Louise Hanks

John R. Pool
John R. Pool

Betsy L. Pool
Betsy L. Pool

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James F. Nall
James F. Nall

Belvin Nall
Belvin Nall

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I. W. Lovelady
I. W. Lovelady

Verta Lovelady
Verta Lovelady

James L. Pardue
James L. Pardue

Mary H. Pardue
Mary H. Pardue

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James L. Lucas
James L. Lucas

Pauline J. Lucas
Pauline J. Lucas

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Mary Elizabeth McAlpine
Mary Elizabeth McAlpine, a feme sole

J. Don Wiet
J. Don Wiet

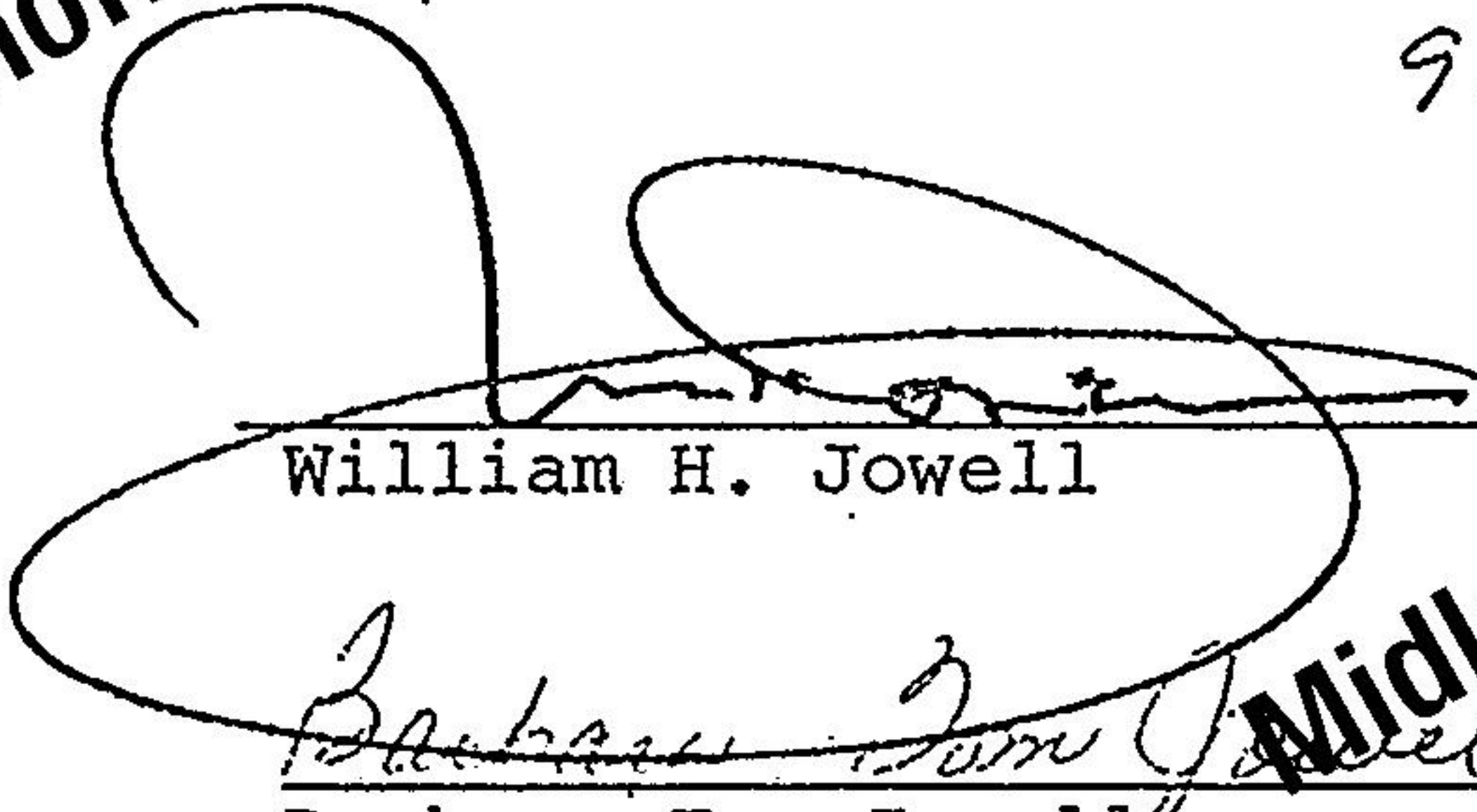
Marjorie J. Wiet
Marjorie Wiet


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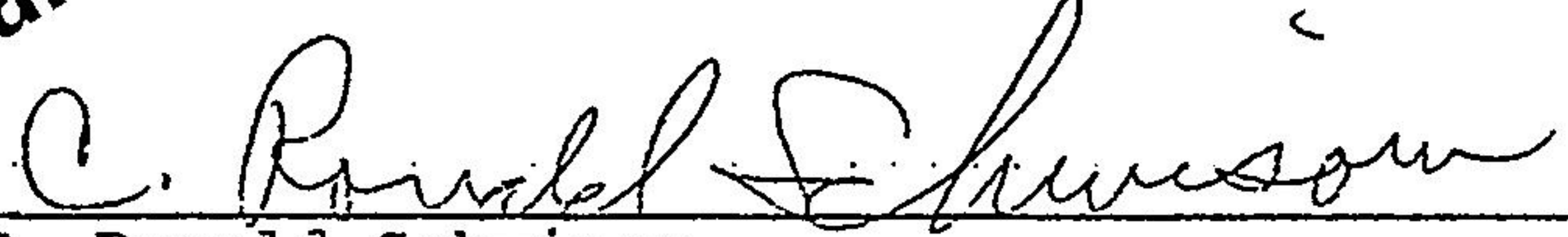

William H. Jowell

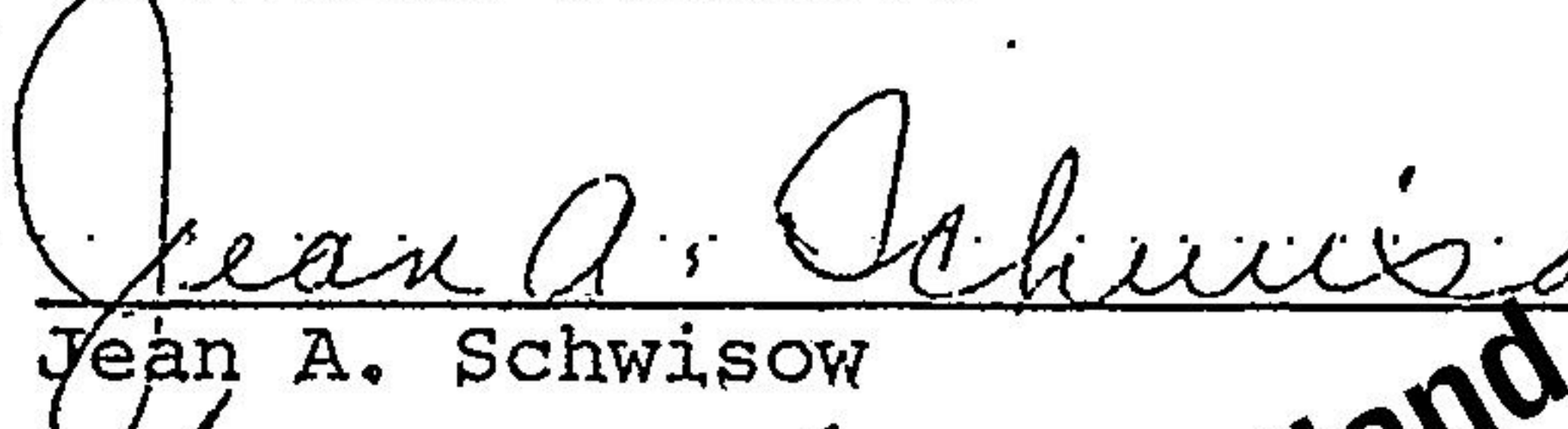

Barbara Tom Jowell



Stanley C. Moore


D. W. Underwood


G. Underwood

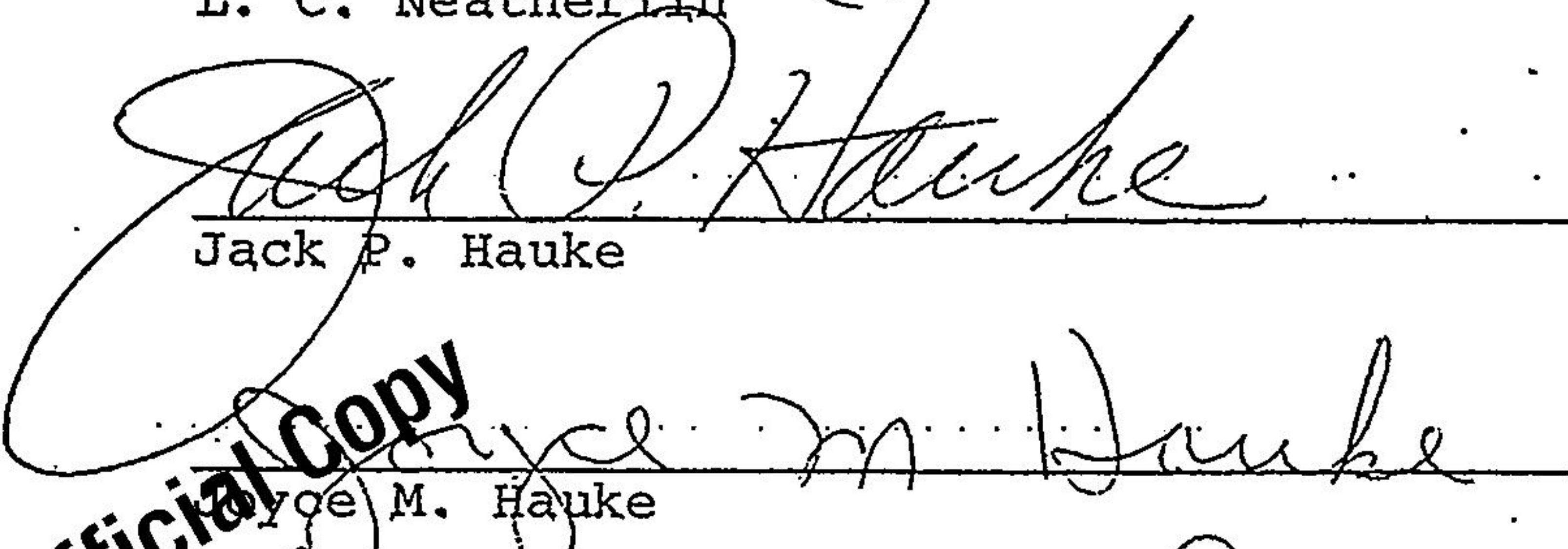

C. Ronald Schwisow


Jean A. Schwisow



Edna Earl Neatherlin



L. C. Neatherlin

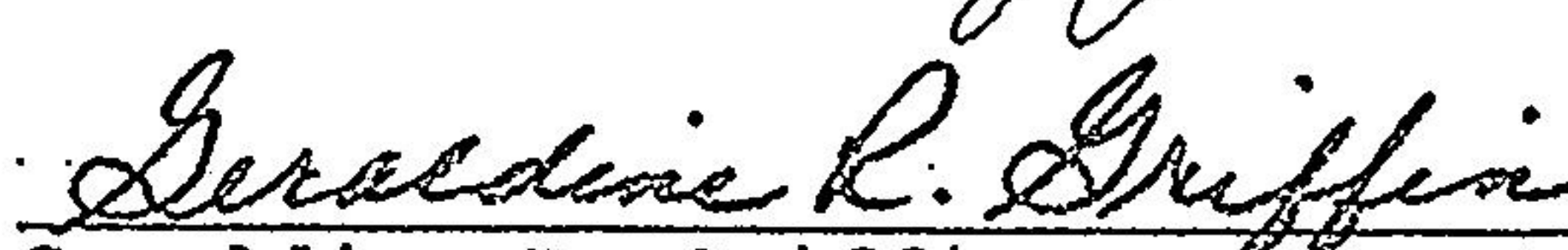

Jack P. Hauke


Joyce M. Hauke


John H. McClintock Jr.


Nancy W. McClintock


Kenneth H. Griffin


Geraldine R. Griffin


Dixie R. Otto, a feme sole

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James L. Pierce
James L. Pierce

Sharon Pierce
Sharon Pierce

Robert L. Todd, Jr.
Robert L. Todd, Jr.

Billie I. Todd
Billie I. Todd

Everett N. Beckett
Everett N. Beckett

Norma Beckett
Norma Beckett

James N. Allison Jr.
James N. Allison Jr.

Linda W. Allison
Linda W. Allison

William J. Mewhorter
William J. Mewhorter

Gene Mewhorter
Gene Mewhorter

WHITTLE CONSTRUCTION COMPANY

By *J.B. Whittle*
J.B. Whittle, Owner

Connie Lovelady Salmon
Connie Lovelady Salmon

David M. Salmon
David M. Salmon

Nancy Hudson
Nancy Hudson, a feme sole

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared C. H. PRIDDY, known to me to be the person and officer whose name is subscribed to the foregoing instrument, as ~~Vice~~ President of MAGNATEX CORPORATION, a corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 29th day of MARCH, 1977.

My commission expires 6-1-77

Judy Kettle
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared Edward B. Weisman, known to me to be the person and officer whose name is subscribed to the foregoing instrument, as ~~Vice~~ President of THE FIRST NATIONAL BANK OF MIDLAND, TEXAS, a corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 29 day of March, 1977.

My commission expires 1-3-77

J. Lewis Jackson
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared CHARLES H. PRIDDY and ELIZABETH M. PRIDDY, his wife, both known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 29th day of March, 1977.

My commission expires 3-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared SIDNEY S. LINDLEY and wife, MARY ANNE LINDLEY, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24th day of May, 1977.



My commission expires 2-23-78

Jayce B. Wentburn
Notary Public in and for
Midland County, Texas

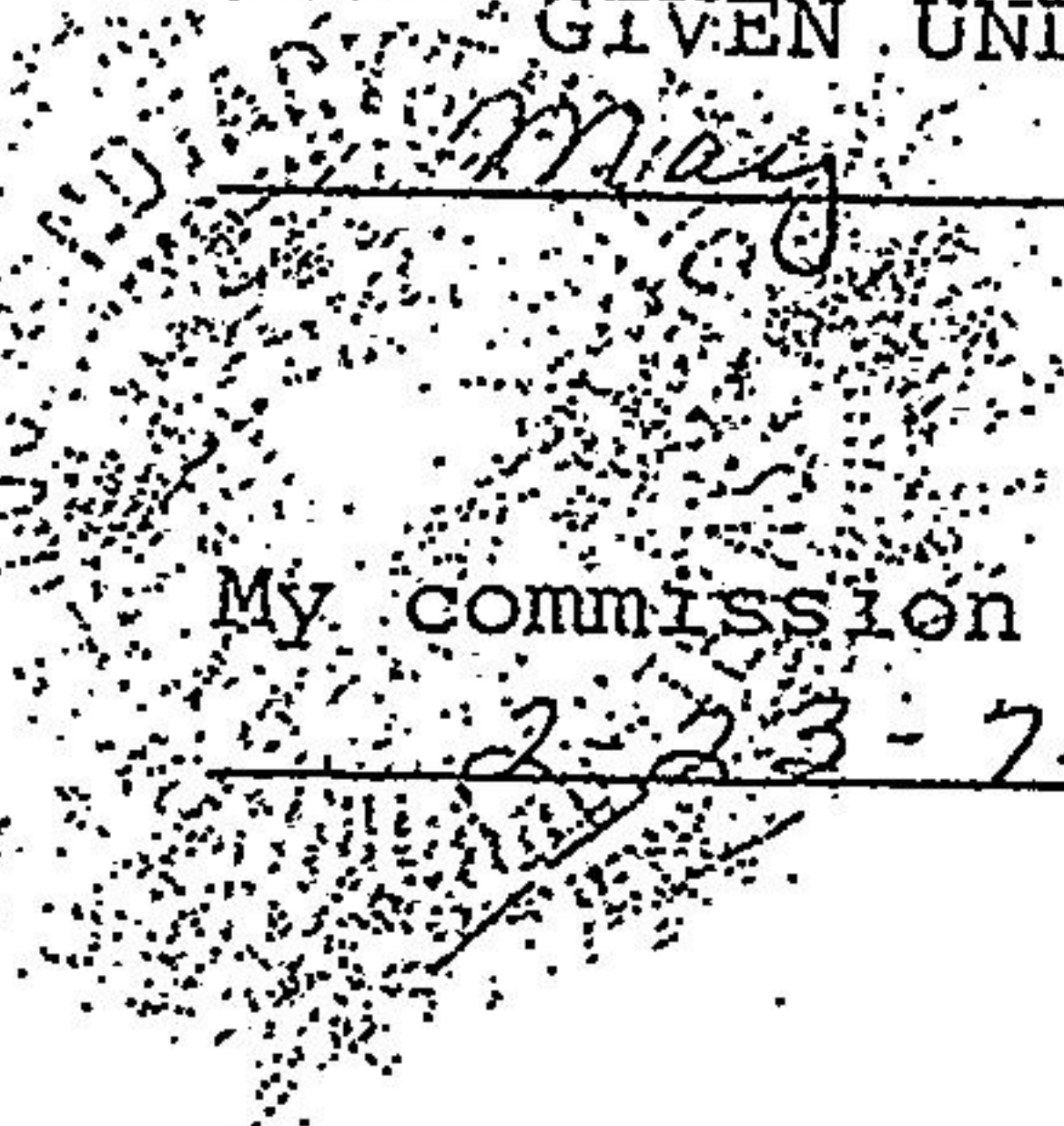
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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared COURTNEY H. COWDEN and wife, MARGARET P. COWDEN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 16th day of May, 1977.



My commission expires 2-23-78

Jayce B. Wentburn
Notary Public in and for
Midland County, Texas

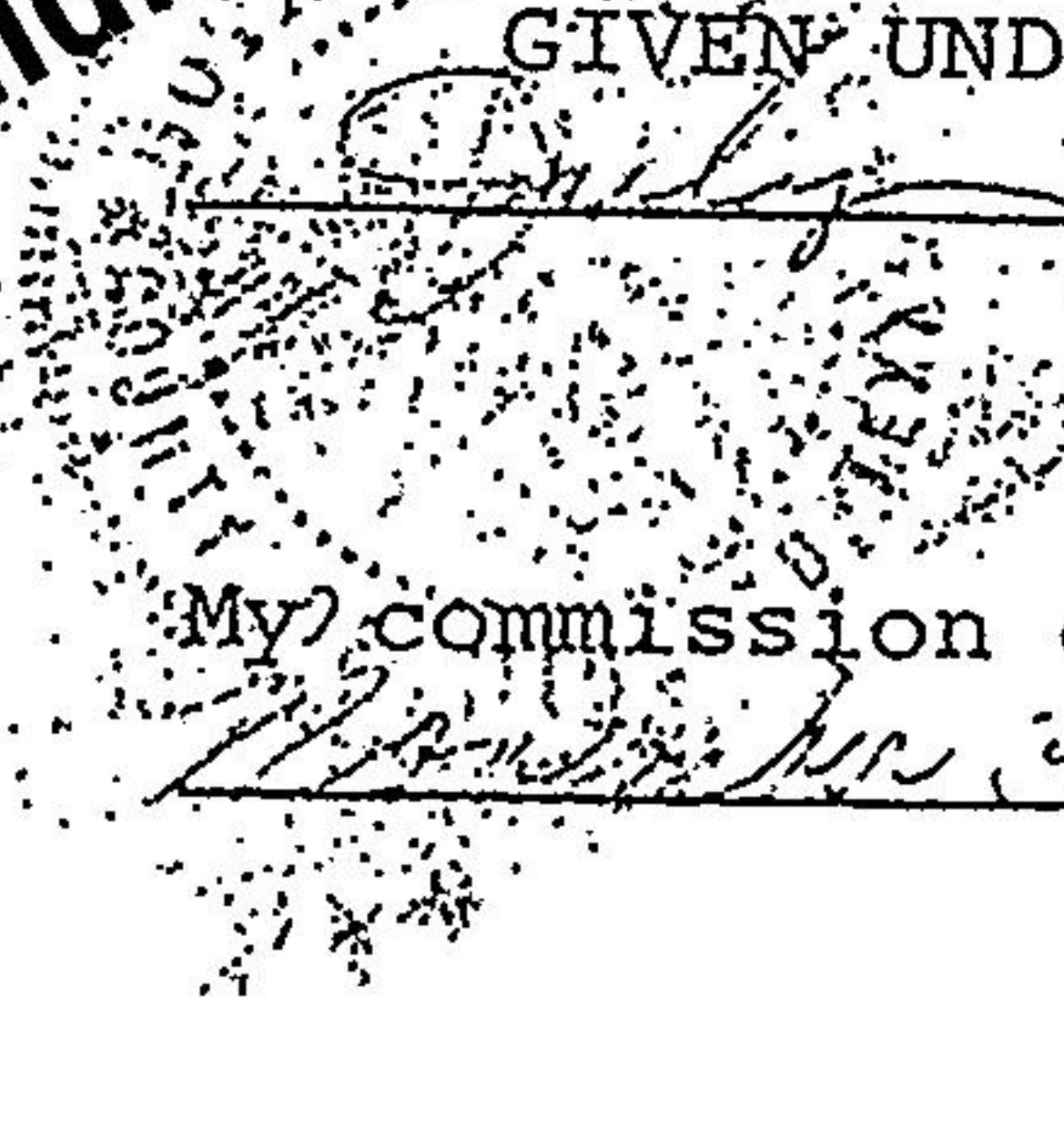
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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared RUSSELL J. RAMSLAND and wife, JANE B. RAMSLAND, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 20th day of May, 1977.



My commission expires Mar 30, 1977

Julie Kittle
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared RONNY J. HISSOM and wife, NANCY N. HISSOM, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 18th day of April, 1977.

My commission expires 2-23-78

Joyce B. Vauksein
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared GLENN A. ROGERS and wife, LOU ANN ROGERS, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 17th day of April, 1977.

My commission expires 2-23-78

Joyce B. Vauksein
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared MYA ENE HAMILTON, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 3rd day of May, 1977.

My commission expires 2-23-78

Joyce B. Vauksein
Notary Public in and for
Midland County, Texas

Midland County Clerk Unofficial Copy

9255
Midland County Clerk

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared C. O. HOLDER, JR. and wife, NITA HOLDER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 17th day of April, 1977.

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

My commission expires:
2-23-78

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared WILLIAM B. BLAKEMORE II, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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 16th day of May, 1977.

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

My commission expires:
2-23-78

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared EDWIN W. WHITE, JR. and wife, EILEEN REYNOLDS WHITE, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24th day of May, 1977.

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

My commission expires:
2-23-78

Midland County Clerk Unofficial Copy

Midland County Clerk

9255-21

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared EDWIN A. DWYER and wife, BETSY ANNE DWYER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 9th day of April, 1977.

My commission expires 2-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared RICHARD J. ROSEBERRY and wife, CHARLEEN B. ROSEBERRY, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 15th day of May, 1977.

My commission expires 2-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared WILLIAM R. GREEN and wife, BARBARA P. GREEN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 11th day of May, 1977.

My commission expires 2-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

448

Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

925

Midland County Clerk Unofficial Copy

BEFORE ME, the undersigned authority, on this day personally appeared CHRIS SCHARBAUER and wife, CONNIE SCHARBAUER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 16th day of May, 1977.

My commission expires 2-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

Midland County Clerk Unofficial Copy

BEFORE ME, the undersigned authority, on this day personally appeared ROGER C. HANKS and wife, SANDRA LOUISE HANKS, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 5th day of May, 1977.

My commission expires 2-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

Midland County Clerk Unofficial Copy

BEFORE ME, the undersigned authority, on this day personally appeared JAMES F. NALL and wife, BELVIN NALL, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 17th day of April, 1977.

My commission expires 2-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared I. W. LOVELADY and wife, VERTA LOVELADY, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 17th day of April, 1977.

My commission expires 2-23-78

Joyce B. Wainhorst
Notary Public in and for
Midland County, Texas

92553
Midland County Clerk Unofficial Copy

Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared JAMES L. PARDUE and wife, MARY H. PARDUE, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 10th day of April, 1977.

My commission expires 2-23-78

Joyce B. Wainhorst
Notary Public in and for
Midland County, Texas

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Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared JAMES L. LUCAS and wife, PAULINE J. LUCAS, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 12th day of April, 1977.

My commission expires 2-23-78

Joyce B. Wainhorst
Notary Public in and for
Midland County, Texas

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Midland County Clerk Unofficial Copy

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Midland County Clerk Un

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared MARY ELIZABETH McALPINE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 29th day of March, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared J. DON WIET and wife, MARJORIE WIET, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 14th day of April, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME the undersigned authority, on this day personally appeared WILLIAM H. JOWELL and wife, BARBARA TOM JOWELL, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 18th day of May, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

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9255-2

Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this 11th day personally appeared STANLEY C. MOORE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 29th day of March, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared D. W. UNDERWOOD and wife, GWEN UNDERWOOD, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 15th day of May, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared RONALD SCHWISOW and wife, JEAN A. SCHWISOW, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 12th day of April, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared L. C. NEATHERLIN and wife, EDNA EARL NEATHERLIN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 29th day of March, 1977.

My commission expires

2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared JACK P. HAUKE and wife, JOYCE M. HAUKE, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 12th day of April, 1977.

My commission expires

2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared JOHN H. McCLINTOCK and wife, NANCY W. McCLINTOCK, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 16th day of April, 1977.

My commission expires

2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

9255-22

Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared KENNETH H. GRIFFIN and wife, GERALDINE F. GRIFFIN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 29th day of May, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared DIXIE R. OTTO, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 9th day of April, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

Midland County Clerk Unofficial Copy

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THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared JOHN R. POOL and wife, PATSY L. POOL, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 10th day of April, 1977.

My commission expires 2-23-78

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas.

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Midland County Clerk

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared JAMES L. PIERCE and wife, SHARON PIERCE, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 16th day of May, 1977.

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

My commission expires:
2-23-78

Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared ROBERT L. TODD, JR. and wife, BILLIE I. TODD, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 15th day of May, 1977.

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

My commission expires:
2-23-78

Midland County Clerk Unofficial Copy

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared EVERETT N. BECKETT and wife, NORMA BECKETT, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 16th day of April, 1977.

Joyce B. Van Horn
Notary Public in and for
Midland County, Texas

My commission expires:
2-23-78

Midland County Clerk Unofficial Copy

Midland County Clerk

9255-29

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared JAMES N. ALLISON, JR. and wife, LINDA W. ALLISON, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 17th day of May, 1977.

My commission expires:

2-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared WILLIAM J. MEWHORTER and wife, ANNE MEWHORTER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 19th day of May, 1977.

My commission expires:

2-23-78

Joyce B. VanHorn
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared J. B. WHITTLE, 2/3rds WHITTLE CONSTRUCTION COMPANY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 21st day of July, 1977.

My commission expires:

10-24-77

Thomas R. Reynolds
Notary Public in and for
Midland County, Texas

THE STATE OF TEXAS X
COUNTY OF MIDLAND X

BEFORE ME, the undersigned authority, on this day personally appeared DAVID M. SALMAN and wife, CONNIE LOVELADY SALMAN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 22nd day of July, 1977.

My commission expires:

November 30, 1978

Judy Kittle
Notary Public in and for
Midland County, Texas

456
THE STATE OF TEXAS X
COUNTY OF MIDLAND X

9255
Midland County Clerk Unofficial Copy

BEFORE ME, the undersigned authority, on this day personally appeared NANCY HUDSON, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 25th day of July, 1977.

My commission expires
3-31-79

Yvonne Scarborough
Notary Public in and for
Midland County, Texas

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9255-3

Midland County Clerk Unofficial Copy

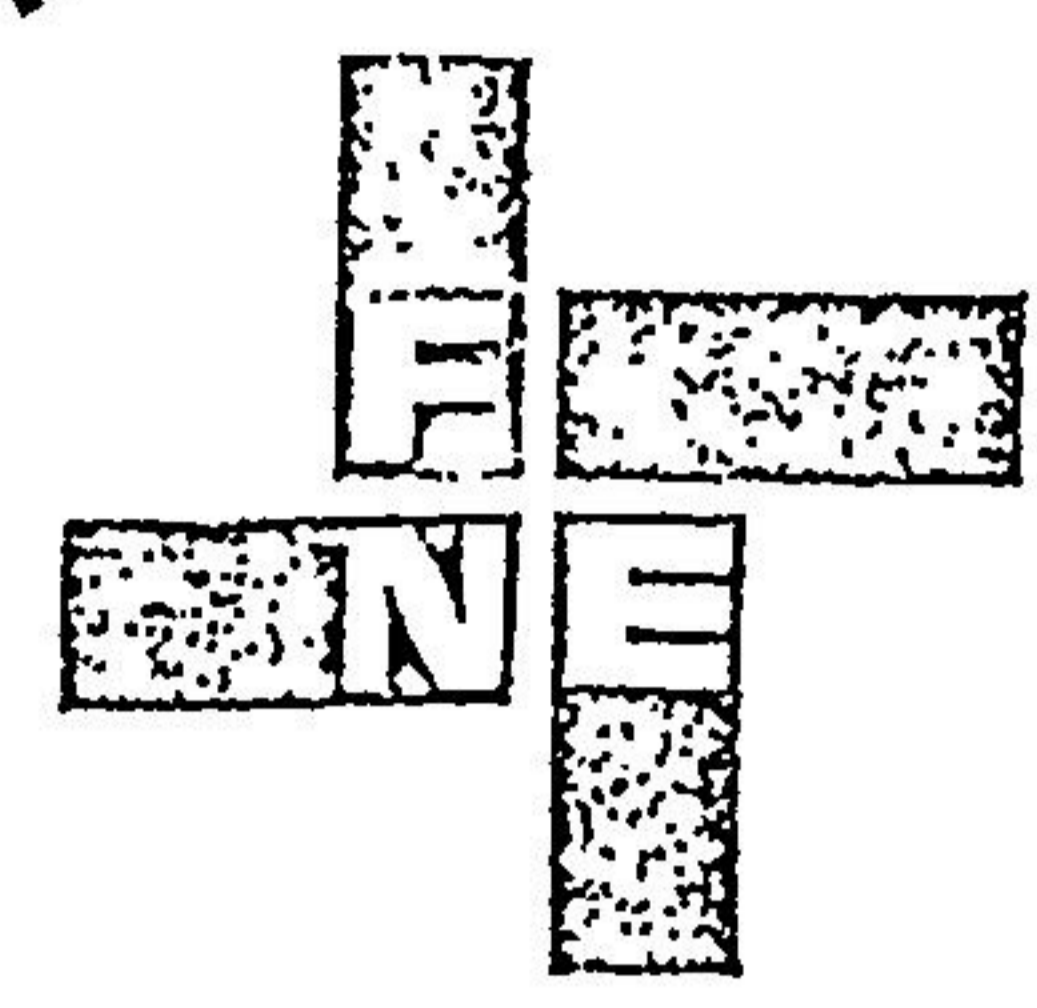
Midland County Clerk Unofficial Copy

EXHIBIT "A"

FREESE, NICHOLS & ESMOND CONSULTING ENGINEERS

419 WEST FIFTH • 915 • 337-2381 • ODESSA, TEXAS 79761

LICENSED ENGINEERS • REGISTERED PUBLIC SURVEYORS • LICENSED STATE LAND SURVEYORS



KENNETH E. ESMOND, P.E.
ROBERT L. NICHOLS, P.E.
JAMES R. NICHOLS, P.E.
LEE D. FREESE, P.E.

July 16, 1976

FIELD NOTES OF 24.97 ACRES OF LAND IN THE E-1/2 OF SECTION 3, BLOCK X, H.P. HILLIARD SURVEY, MIDLAND COUNTY, TEXAS:

BEGINNING at a fence corner post at the southeast corner of a one acre tract of land in the east part of E-1/2 Section 3, Block X, H.P. Hilliard Survey, Midland County, Texas, for the most easterly northeast corner of this tract, from which point the northeast corner Section 3, bears N74°51'08" 50 feet, and S15°20'52"W, 2861.9 feet;

THENCE S15°20'52"E, with fence and parallel to and 50 feet west of at right angle from the east boundary Section 3, a distance of 1260.40 feet to an iron rod for southeast corner this tract;

THENCE N64°20'W, 1388.4 feet to a 1/2" iron rod southwest corner this tract;

THENCE N06°01'08"E, 515.49 feet to a 1/2" iron rod for a west corner this tract;

THENCE N12°49'52"W, 254.95 feet to a 1/2" iron rod for northwest corner this tract;

THENCE N77°06'15"E, 252.5 feet to an iron rod for a north corner this tract;

THENCE N53°00'38"E, 283.18 feet to a 1/2" iron rod for most northerly northeast corner this tract;

THENCE S52°50'32"E, 340.27 feet to a point in north boundary of one acre tract for northeasterly corner this tract;

THENCE S74°51'08", with fenced north boundary of one acre tract, 82.48 feet to a 1/2" iron rod at fence corner for northwest corner of one acre tract and an iron corner this tract;

THENCE S15°20'52"E, with fenced west boundary of one acre tract, 208.7 feet to a fence corner at southwest corner said tract for an iron corner this tract;

THENCE N74°51'08"E, with fenced south boundary of one acre tract, 208.7 feet to the place of beginning and containing 24.97 acres of land.

FREESE, NICHOLS & ESMOND, INC.
CONSULTING ENGINEERS

By: *[Signature]*
G. H. Howell
Registered Public Surveyor

G. H. HOWELL, P.E.
REGISTERED PUBLIC SURVEYOR

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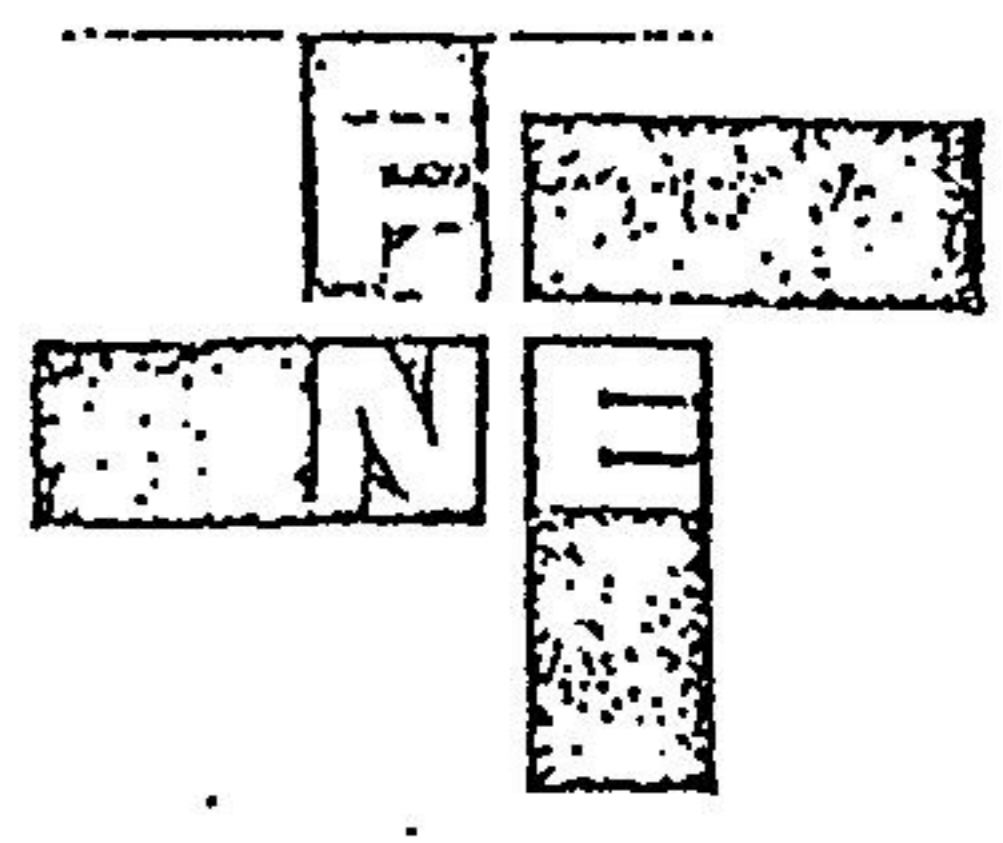
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EXHIBIT "B"

FREESE, NICHOLS & ESMOND CONSULTING ENGINEERS

419 WEST FIFTH • 915 • 337-2381 • ODLSA, TEXAS 79761

LICENSED ENGINEERS • REGISTERED PUBLIC SURVEYORS • LICENSED STATE LAND SURVEYORS



KENNETH E. ESMOND, P.E.
ROBERT L. NICHOLS, P.E.
JAMES R. NICHOLS, P.E.
LEE B. FREESE, P.E.

July 16, 1976

FIELD NOTES OF 96.34 ACRES OF LAND IN THE E-1/2 SECTION 3, BLOCK X, H.P. HILLIARD SURVEY, MIDLAND COUNTY, TEXAS:

BEGINNING at a 1/2" iron rod in the northeast part of the E-1/2 of Section 3, Block X, H.P. Hilliard Survey, Midland County, Texas for the north east corner of this tract, from which point the northeast corner of said Section 3 bears N15°20'52"W, 50 feet and N74°47'55"E, 50 feet;

THENCE S74°47'55"W, 679.22 feet to a 1/2" iron rod set for a corner of this tract;

THENCE S51°12'05"E, 237.5 feet to a 1/2" iron rod for a corner of this tract;

THENCE S75°20'52"E, 624.23 feet to a 1/2" iron rod set in the north-south fence for a corner of this tract;

THENCE S15°20'52"E, with fence, and parallel to and 50 feet westerly at right angle from the east boundary Section 3, a distance of 2040.3 feet to a 1/2" iron rod set for a corner of this tract;

THENCE S74°51'08"W, 35.0 feet to a corner of this tract;

THENCE N15°20'52"W, parallel to and 85 feet westerly at right angle from the east boundary Section 3, a distance of 1714.0 feet to a 1/2" iron rod for a corner this tract;

THENCE N75°20'52"W, 601.5 feet to a 1/2" iron rod for a corner of this tract;

THENCE S33°19'41"W, 458.2 feet to a 1/2" iron rod for a corner of this tract;

THENCE S05°10'E, 186.1 feet to a 1/2" iron rod for a corner of this tract;

THENCE S84°50'W, 43.0 feet to a point of curvature to left;

THENCE Southwesterly with curve, Radius = 156.51 feet, Interior Angle = 24°20'19", a distance on curve of 66.48 feet to a 1/2" iron rod for a point of tangency, and southeast corner of Ed White tract;

THENCE S29°30'19"E, 60 feet to a point of curvature to right, Tangent bearing N60°29'41"E;

WADI HOWELL, P.E.
CHIEF ENGINEER

OTHA DRAPER, L.S.
CHIEF SURVEYOR

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THENCE Northeasterly with curve, Radius = 96.51 feet, Interior Angle = 24°20'19", a distance of 41.00 feet to a point of tangency;

THENCE N84°50'E, 63.02 feet to a point of curvature to right;

THENCE Easterly with curve, Radius = 73.46 feet, Interior Angle = 37°15'57" a distance on curve of 47.78 feet to a point of tangency;

THENCE S57°54'03"E, 325.11 feet to a point of curvature to right;

THENCE Southeasterly with curve, Radius = 137.56 feet, Interior Angle = 22°53'30", a distance on curve of 54.96 feet to a point of tangency;

THENCE S35°00'33"E, 175.91 feet to a 1/2" iron rod for a corner of this tract;

THENCE S09°42"E, 259.43 feet to a 1/2" iron rod for a corner of this tract;

THENCE S53°00'38"W, 276.40 feet to a 1/2" iron rod for a corner of this tract;

THENCE S77°06'15"W, 684.67 feet to a 1/2" iron rod for a corner of this tract;

THENCE S80°27'22"W, 354.67 feet to point of curvature to right;

THENCE Northwesterly with curve, Radius = 67.1 feet, Interior Angle = 73°22'48", a distance on curve of 85.94 feet to a point of tangency;

THENCE N26°09'50"W, 417.82 feet to a point of curvature to right;

THENCE Northerly with curve, Radius = 181.42 feet, Interior Angle = 29°51'07", a distance on curve of 94.52 feet to a point of tangency;

THENCE N03°41'17"E, 148.63 feet to a point of curvature to right;

THENCE Northeasterly with curve, Radius = 127.55 feet, Interior Angle = 18°47'43", a distance on curve of 41.84 feet to a point of tangency;

THENCE N22°29'11"E, 293.37 feet to a 1/2" iron rod for a corner this tract;

THENCE S00°33'20"E, 273.05 feet to a point of curvature to right;

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9255-3
Midland County Clerk

THENCE Northeasterly with curve, Radius = 87.0 feet, Interior Angle = 29°56'21", a distance on curve of 45.46 feet to a point of tangency;

THENCE N60°29'41"E, 272.26 feet to a corner of this tract;

THENCE N29°30'19"W, along a line previously traversed, a distance of 60 feet to an iron rod at the southeast corner of Ed White tract;

THENCE N10°54'30"W, with the east boundary of Ed White tract, a distance of 405.1 feet to a 1/2" iron rod at the northeast corner of Ed White tract;

THENCE N67°11'W, 97.8 feet to a corner this tract;

THENCE N47°37'W, 37.69 feet to a corner this tract;

THENCE N28°03'W, 71.0 feet to a corner this tract;

THENCE N06°43'W, 37.27 feet to a corner this tract;

THENCE N4°33'E, 71.0 feet to a corner this tract;

THENCE N51°58'30"W, 408.69 feet to a corner this tract;

THENCE S74°47'55"W, parallel to and 70 feet southern at right angle from the north boundary Section 3, a distance of 601.45 feet to a corner this tract;

THENCE S25°56'W, 265.5 feet to a corner this tract;

THENCE S74°47'55"W, 435.82 feet to a west corner this tract from which point the northwest corner of E-1/2 Section 3, bears S74°47'55"W, 70 feet and N15°21'32"W, 270 feet;

THENCE S15°21'32"E, parallel to and 70 feet easterly at right angle from the west boundary of E-1/2 Section 3, a distance of 1641.1 feet to southwest corner this tract;

THENCE S64°20'E, 1979.7 feet to a 1/2" iron rod for a south corner this tract;

THENCE N06°01'08"E, at 24 feet pass a 1/2" iron rod at southeast corner of Priddy tract, continuing in all a distance of 507 feet to a 1/2" iron rod for an exterior corner of Priddy tract;

THENCE N28°49'52"W, 254.95 feet to a 1/2" iron rod for the northeast corner of Priddy tract;

THENCE N77°06'15"E, 252.50 feet to a corner this tract;

THENCE N53°00'38"E, 283.18 feet to a 1/2" iron rod for a corner this tract;

THENCE S52°50'32"E, 340.27 feet to a 1/2" iron rod in the north boundary of Drake tract for a south corner this tract;

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THENCE N74°51'08"E, with north boundary Drake tract, 126.22 feet to southeast corner this tract;

THENCE N15°20'52"W, parallel to and 50 feet westerly at right angle from the east boundary of Section 3, a distance of 60 feet to a 1/2" iron rod for a corner this tract;

THENCE N15°20'52"W, along a line previously traversed, parallel to and 50 feet westerly at right angle from the east boundary of Section 3, a distance of 2040.3 feet to a 1/2" iron rod for a corner this tract;

THENCE N15°20'52"W, 502.50 feet to the place of beginning and containing 96.34 acres of land.

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FREESE, NICHOLS & ESMOND, INC.
CONSULTING ENGINEERS

By: *S. W. [Signature]*
S. W. [Name]
Registered Public Surveyor

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EXHIBIT "C"

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All of the E/2 of Section 3, Block "X", H. P. Hilliard Survey, Midland County, Texas, SAVE AND EXCEPT the following described tracts:

- (a) A 4.25 acre tract described by metes and bounds as follows:

A strip of land lying north of and adjacent to the south boundary line of Section 3, Block "X", H. P. Hilliard Survey, and the north boundary line of Section 15, Block 39, T-1-S, T&P Ry. Co. Survey;

BEGINNING at a point on the south boundary line of Section 3, said point bearing N. 74° - 37' E. 2,661.0 feet from the SW corner of said Section 3, and bearing S. 15° - 23' E. 8.0 feet from Highway center-line station 236+76.5;

THENCE N. 15° - 23' W. 58.0 feet to a point;

THENCE N. 74° - 02' E. 715.5 feet to a point, said point bearing N. 15° - 23' W. 50.0 feet from Highway center-line station 243+92;

THENCE N. 74° - 33' E. 1,945.5 feet to a point in the east boundary line of said Section 3; said point bearing N. 15° - 20' W. 50.0 feet from Highway center-line station 263+37.5;

THENCE S. 15° - 20' E. 67.5 feet along the east boundary line of said Section 3, and the west boundary line of Section 2, Block "X", H. P. Hilliard Survey to the SE corner of said Section 3, said SE corner bearing S. 15° - 20' E. 17.5 feet from Highway center-line station 263+37.5;

THENCE S. 74° - 37' W. 2,661.0 feet along the south boundary line of said Section 3, and the north boundary line of said Section 15 to the point of beginning and containing 4.25 acres, more or less. (State tract)

- (b) A one (1) acre tract described as follows:

A tract of land containing one acre more or less, out of the SE 1/4 SE/4 of the E/2 of Section 3, Block "X", H. P. Hilliard Survey, Midland County, Texas, and described by metes and bounds as follows:

BEGINNING at a 3/8" iron rod set for the SE corner of this tract in the East line of Section 3, from whence the SE corner of Section 3, Block "X", H. P. Hilliard Survey, Midland County, Texas, bears S. 15° - 21' E. 2472.3';

THENCE S. 74° - 51' W. 208.7' to a 3/8" iron rod set for the SW corner of this tract;

THENCE N. 15° - 21' W. at 168.7' past a 3/8" iron rod in all 208.7' to a point for the NW corner of this tract;

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THENCE N. 74° - 51' E. 208.7' to a 3/8" iron rod set for the NE corner of this tract;

THENCE S. 15° - 21' E. at 40.0' past a 3/8" iron rod in all 208.7' to the place of beginning, and containing 1.0 acre of land, more or less. (Drake Tract)

- (c) A two (2) acre tract out of the NW part of the E/2 of said Section 3, described by metes and bounds in Deed recorded in Volume 491, Page 41, Deed Records of Midland County, Texas (Wm. Wilson Tract).

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Filed for Record on the 26 day of July A.D. 19 74 at 4:10 o'clock P.M.
Duly Recorded this the 27 day of July A.D. 74, at 8:30 o'clock A.M.

Instrument No. 9255

ROSENELLE CHERRY, COUNTY CLERK
MIDLAND COUNTY, TEXAS
By Lynda Flow Deputy

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