

**ANNEXATION AGREEMENT
AND SUPPLEMENTAL DECLARATION
FOR PINE HOLLOW SECTION 2, 3 AND
PINE HOLLOW ESTATES SECTION ONE**

**THE STATE OF TEXAS
COUNTY OF BRAZORIA**

KNOW ALL MEN BY THESE PRESENTS, that:

WHEREAS, that certain instrument designated as Declaration of Covenants and Restrictions for Pine Hollow, Sections One A and One B, dated June 21, 1995, and recorded in Clerk's file number 95-020508 in the Official Records of Brazoria County, Texas, restricted those certain tracts and parcels therein described and referred to in the Pine Hollow Section 1-A plat recorded in Clerk's file number 95-015707 and in the Pine Hollow Section 1-B plat recorded in Clerk's file number 95-012888 of the Official Records of Brazoria County, Texas, and

WHEREAS, Pine Hollow Section 1-C was annexed on the 11th day of June, 1997, recorded under Clerk's file number 97-021545 of the Official Records of Brazoria County, Texas, and recorded in Clerk's file number 97-018104 of the Official Records of Brazoria County, and in Vol. 19, Pages 727-728, of the Plat Records of Brazoria County, Texas, and

WHEREAS, Houston Pine Hollow Associates, Ltd., is owner of a certain property within the area contiguous to the property described as being subject to said Declaration of Covenants and Restrictions, and which includes all the lots in Pine Hollow Section 2, Brazoria County, Texas, according to Exhibit "A" attached hereto, and

WHEREAS, Houston Pine Hollow Associates, Ltd., is owner of a certain property within the area contiguous to the property described as being subject to said Declaration of Covenants and Restrictions, and which includes all the lots in Pine Hollow Section 3, Brazoria County, Texas, according to Exhibit "B" attached hereto, and

WHEREAS, Houston Pine Hollow Associates, Ltd., is owner of a certain property within the area contiguous to the property described as being subject to said Declaration of Covenants and Restrictions, and which includes all the lots in Pine Hollow Estates Section One, Brazoria County, Texas, according to Exhibit "C" attached hereto, and to the Map or Plat thereof, recorded in Clerk's file number 98-002742, in Vol. 20, Pages 5-6, in the Official Records of Brazoria County, Texas, and

WHEREAS, the above cited restrictions in Article III, Section 3-A of the Declaration give the Declarant the right to add additional property to the scheme of the Declaration and to subject it to the jurisdiction of the Pine Hollow Homeowners' Association upon the approval of the Board of Trustees, in the Board's sole discretion,

RECODER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon, or photo-copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

NOW, THEREFORE, Houston Pine Hollow Associates, Ltd., hereby annexes the property known as Pine Hollow Section 2 and 3, and Pine Hollow Estates Section One, into the Pine Hollow Homeowners' Association and declares that all of said property shall be held, sold, and conveyed subject to the Restrictions and Amendments cited above, all of which are for the purpose of enhancing and protecting the value, desirability, and attractiveness of the real property covered thereby. The Restrictions shall be binding upon all parties having or acquiring any right, title or interest in the property and shall inure to the benefit of each owner thereof.

It is expressly understood and agreed that the Restrictions impress and subject the lots within Pine Hollow Sections 2 and 3, and Pine Hollow Estates Section One, to an annual maintenance charge and assessment, and will make such lots subject to the jurisdiction of the Association. It is hereby understood and agreed that the Association shall treat Pine Hollow Sections 2 and 3, and Pine Hollow Estates Section One, in a nondiscriminatory fashion, on an equal basis, and in the same manner as Pine Hollow Sections 1-A and 1-B.

DATED this 2nd day of June, 1998.

HOUSTON PINE HOLLOW ASSOCIATES, LTD.

BY: R. WEST DEVELOPMENT CO. INC.
GENERAL PARTNER

BY: Renee L. West
RENEE L. WEST, PRESIDENT

APPROVED:

PINE HOLLOW HOMEOWNERS' ASSOCIATION
BOARD OF TRUSTEES

Anne M. West
RENEE L. WEST, TRUSTEE

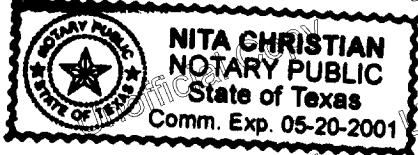
W. C. Murdock
CLYDE MURDOCK, TRUSTEE

M. E. McGuire
M. E. MC GUIRE, TRUSTEE

THE STATE OF TEXAS

COUNTY OF BRAZORIA

This instrument was acknowledged before me on this 2nd day of June, 1998, by Renee' L. West, President of R. West Development Co., Inc., General Partner of Houston Pine Hollow Associates, Ltd., on behalf of said partnership.

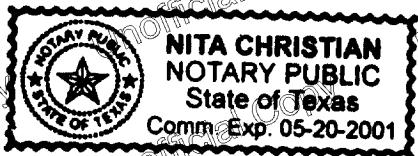


**NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS**

THE STATE OF TEXAS

COUNTY OF BRAZORIA

This instrument was acknowledged before me on this 2nd day of June, 1998, by Renee' L. West, as a Trustee on the Board of Trustees for Pine Hollow Homeowners' Association, on behalf of said association.

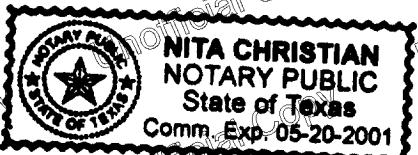


**NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS**

THE STATE OF TEXAS

COUNTY OF BRAZORIA

This instrument was acknowledged before me on this 2nd day of June, 1998, by Clyde Murdock, as a Trustee on the Board of Trustees for Pine Hollow Homeowners' Association, on behalf of said association.

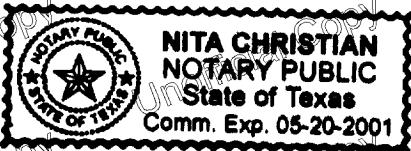


**NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS**

THE STATE OF TEXAS

COUNTY OF BRAZORIA

This instrument was acknowledged before me on this 2nd day of
June, 1998, by M. E. McGuire, as a Trustee on the Board of Trustees of
Pine Hollow Homeowners' Association, on behalf of said association.



RETURN COPY TO:

**2510 WESTMINSTER
PEARLAND, TEXAS 77581**

**NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS**

TRACT V
PROPOSED
PINE HOLLOW SECTION 2

FIELD NOTE DESCRIPTION OF 51.413 ACRES OF LAND,
BEING ALL OF LOTS 27, 44, AND A PORTION OF LOTS
42, 45, 46, 47, AND 48 OUT OF THE GEORGE W.
JENKINS SUBDIVISION OF 306.38 ACRES AS RECORDED
IN VOLUME 2, PAGE 20 OF THE BRAZORIA COUNTY DEED
RECORDS, LOCATED IN THE JAMES T. PERRY AND EMILY
AUSTIN LEAGUE, ABSTRACT NO. 111, BRAZORIA COUNTY,
TEXAS, SAID 51.413 ACRES ALSO BEING A PORTION OF
THAT CERTAIN CALLED 187.084 ACRE TRACT OF LAND
CONVEYED TO PINE HOLLOW ASSOCIATES, LTD., BY DEED
RECORDED UNDER BRAZORIA COUNTY CLERK'S FILE NO.
95-001759 OF THE OFFICIAL RECORDS OF BRAZORIA
COUNTY, TEXAS, SAID 51.413 ACRE TRACT BEING MORE
PARTICULARLY DESCRIBED BY METES AND BOUNDS AS
FOLLOWS:

BEGINNING at a 1/2 inch iron pipe found in the Southerly
right-of-way line of said F.M. 518 for the Northeast corner
of that certain called 2.55318 acre tract recorded in Volume
1302, Page 38 of the B.C.D.R. same being an exterior corner
of said called 187.084 acre tract, the common Northerly
corner of Lots 27 and 28 of said Geo. W. Jenkins Subd., and
the Northerly corner of the herein described tract;

THENCE, S 59°36'42" E, along the said Southerly right-of-way
line of F.M. 518, a distance of 371.78 feet to a point for
the Easterly corner of the herein described tract, said point
falling in the centerline of a 40.00 feet wide dedicated Road
right-of-way as recorded in Vol. 2, Pg. 20 of the B.C.D.R.
same being the Northwesterly line of a called 68.1273 acre
tract conveyed to George A. Bofysall, Trustee by deed recorded
in Vol. 1210, Page 433 B.C.D.R., said point also falling
within an existing drainage ditch (Mary's Creek Bypass
Channel), from said point a found 5/8 inch iron rod bears S
59°36'42" E, 51.88 feet;

THENCE, S 45°10'11" W, along the centerline of said dedicated
Road and said drainage ditch, a distance of 3,742.53 feet to
a point on the Northeasterly line of Lot 37 of West
Friendswood subdivision of 1260 acres, as recorded in Book 1,
Page 96 of the B.C.D.R. for the South corner of the herein
described tract; from said point a found 3/4 inch iron pipe
bears S 44°50'44" E, 63.14 feet, said iron pipe being the
East corner of said Lot 37;

THENCE, N 44°50'44" W, along the Southwesterly line of Lot 48
of said George W. Jenkins Subdivision of 306.38 acres, same
being the Northeasterly line of said West Friendswood
subdivision, a distance of 355.42 feet to a point for the
West corner of the herein described tract;

THENCE, N 27°44'23" E, along a line parallel to and 12.50
feet Southeasterly of an existing 8 inch Texas Eastern
Transmission Corp. Gas pipeline, said line also being
parallel to and 12.50 feet Northwesterly of another existing
Texas Eastern Transmission Petroleum pipeline, a distance of
2,160.91 feet to a 5/8 inch iron rod found for corner on the
occupied common line between Lot 42 and Lot 43 of said George
W. Jenkins Subdivision;

THENCE, S 44°59'51" E, along the common line between said Lot
42 and Lot 43, a distance of 139.85 feet to a 3/4 inch
galvanized iron pipe found for the South corner of said Lot
43, the East corner of Lot 42 and an interior corner of the
herein described tract;

THENCE, N 45° 15' 45" E, along the common line between Lot 43 and Lot 44, a distance of 502.97 feet to a 3/4 inch galvanized iron pipe found on the Southwesterly line of a called 6.9310 acre tract conveyed to Texas Windmill Apts. by deed recorded in Vol. 92996, Pg. 331 of the B.C.D.R., for the East corner of Lot 43, the North corner of Lot 44 and an exterior corner of the herein described tract;

THENCE, S 44° 57' 18" E, along the Southwesterly line of said 6.9310 acre tract, same being the Northeasterly line of Lot 44, a distance of 504.14 feet to a 5/8 inch iron rod found at a fence post for the South corner of said 6.9310 acre tract; South corner of Lot 28, the West corner of Lot 27 and an interior corner of the herein described tract;

THENCE, N 45° 05' 10" E, along the common line between Lots 27 and 28, at 828.81 feet pass a 1/2 inch iron pipe found for the East corner of said 6.9310 acre tract, and the South corner of a called 2.55318 acre tract conveyed to George B. Eng by deed recorded in Vol. 1302, Pg. 38 of the B.C.D.R. and continuing a total distance of 1,082.21 feet to the POINT OF BEGINNING and containing 51.413 acres of land.

CENTURY ENGINEERING, INC.

Dated this 25th day of November, 1997.

Gerald E. Munger Jr.
Gerald E. Munger, Jr.
Registered Professional Land Surveyor No. 3438

C.E.I. Job No. 93003-07-0
(QW) SV 93003B.T



TRACT IV
PROPOSED
PINE HOLLOW SECTION 3

FIELD NOTE DESCRIPTION OF 45.6928 ACRES (1,990.380 SQ. FT.) OF LAND, BEING ALL OF LOTS 39 AND 40, A PORTION OF LOTS 41, 42, 45, 46, 47, AND 48 OUT OF THE GEORGE W. JENKINS SUBDIVISION OF 306.38 ACRES AS RECORDED IN VOLUME 2, PAGE 20 OF THE BRAZORIA COUNTY DEED RECORDS, LOCATED IN THE JAMES T. PERRY AND EMMY AUSTIN LEAGUE, ABSTRACT NO. 111, BRAZORIA COUNTY, TEXAS, AND ALSO BEING A PART OF THAT CERTAIN CALLED 187.084 ACRE TRACT CONVEYED TO HOUSTON PINE HOLLOW ASSOCIATES, LTD., BY DEED RECORDED UNDER BRAZORIA COUNTY CLERK'S FILE NO. 95-001759 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS, SAID 45.6928 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 5/8 inch iron rod found in the centerline of a 50-foot wide Texas Eastern Transmission Corp. Easement recorded in Volume 669, Page 464 of the Brazoria County Deed Records, said iron marks the Southeasterly corner of Pine Hollow Section 1-C, as recorded in Volume 19, Page 727 & 728 of the Brazoria County Map Records, and the Northerly Northeast corner of the herein described tract;

THENCE, S 44° 59' 51" E, a distance of 237.31 feet to a 5/8 inch iron rod found for the Easterly corner of the herein described tract;

THENCE, S 27° 44' 23" W, a distance of 2160.91 feet to a point for corner in the centerline of an existing drainage ditch (Mary's Creek), same being the Southwesterly line of said 187.084 acre tract, said point marks the Southerly corner of the herein described tract;

THENCE, N 44° 50' 44" W, along the Southwesterly line of said 187.084 acre tract, a distance of 1371.60 feet to a 3/4 inch iron rod found for the Westerly corner of the herein described tract;

THENCE, N 45° 09' 50" E, along the Northwesterly line of said Lots 39 and 40, a distance of 947.60 feet to a 5/8 inch iron rod set for an interior corner of the herein described tract, said also marks the East corner of Lot 37 of said Geo. W. Jenkins Subd.;

THENCE, N 44° 53' 06" W, along the common line between said Lots 36 and 37, a distance of 181.58 feet to a 5/8 inch iron rod set for the Southwesterly corner of said Pine Hollow Section 1-C and the Northwesterly corner of the herein described tract, said point also falling in the centerline of a 50-foot wide easement and right-of-way conveyed to Texas Eastern Transmission Corp., by deed recorded in Volume 669, Page 464 of the Brazoria County Deed Records;

THENCE, N 76° 08' 45" E, along the centerline of said 50-foot wide easement and right-of-way, same being the Southerly line of said Pine Hollow Section 1-C, a distance of 1299.23 feet to the POINT OF BEGINNING and containing 45.6928 acres (1,990.380 sq. ft.) of land.

CENTURY ENGINEERING, INC.

Dated this 25th day of November, 1997.

Gerald E. Munger, Jr.
Gerald E. Munger, Jr.
Registered professional land Surveyor No. 3438

C.E.I. Job No. 93003-07.0
(QW) SV 93003L.T

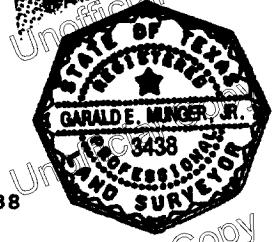


EXHIBIT "B"

**PINE HOLLOW ESTATES
SECTION 1**

Field Note Description
Being a .35.549 acres / 1,592.053 square feet of land located in the
W.D.C. Hall League Abstract No. 5701, Brazoria County, Texas, said land being
a tract being the same tract as land consisting of 10.0 acres being
as called 7.891 acre tract as recorded by Warranty Deed to Easterwood
Coeducational Academy, Inc. as recorded in Volume 1750, Page 11, Brazoria
County Deed Records; a called 10 acre tract as described by Warranty
Deed of Easterwood Coeducational Academy, Inc. as recorded in Volume
1748, Page 707, Brazoria County Deed Records; and a 5.0 acre tract as
described by Warranty Deed to Easterwood Coeducational Academy, Inc.
as recorded in Volume 25214, Page 103, Brazoria County Deed Records;
and called .35.549 acre tract said .35.549 acres being more particularly
described by metes and bounds as follows: (bearing based on the referenced
deeds).

BEGINNING at a point in the Southeast right-of-way line of Dixie Farm
Road (based on a 30 foot width) and being the Northwesterly North corner
of the said called 7.891 acre tract and being the North corner of the
herein described tract;

Thence South 44 deg 37 min 53 sec East, a distance of 1007.08 feet to a
point for corner;

Thence North 45 deg 00 min 00 sec East, a distance of 52.87 feet to a point
for corner;

Thence South 44 deg 38 min 40 sec East, a distance of 1318.44 feet to a
point for corner; said point being the most easterly corner of the herein described
tract;

Thence South 45 deg 00 min 00 sec West, a distance of 946.70 feet to a point
for corner; said point being the most southerly corner of the herein described
tract;

Thence North 44 deg 58 min 40 sec West, a distance of 1318.44 feet to a point
for corner;

Thence North 45 deg 00 min 00 sec East, a distance of 469.57 feet to a point
for corner;

Thence North 44 deg 32 min 16 sec West, a distance of 616.13 feet to a point
for corner;

Thence North 45 deg 00 min 00 sec East, a distance of 212.23 feet to a point
for corner;

Thence North 44 deg 48 min 38 sec West, a distance of 391.40 feet to a point
Dixie Farm Road and being the Northwesterly West corner of the herein
described tract;

Thence North 45 deg 07 min 16 sec East, along the Southeast right-of-way line
of said Dixie Farm Road, a distance of 212.36 feet to the POINT OF
BEGINNING and containing .35.549 acres (1,592.053 square feet) of land.

THE STATE OF TEXAS
COUNTY OF BRAZORIA

I, DOLLY BAILEY, Clerk of the County Court in and for Brazoria County,
Texas do hereby certify that this instrument was FILED FOR RECORD
and RECORDED in the OFFICIAL RECORD at the time and date as
stamped hereon by me.



Dolly Bailey

County Clerk of Brazoria Co., TX

EXHIBIT "C"

98
021879

Renee L. West
Agreement

FILE # : 21879
CASH : 13.00
TOTAL : 13.00

FILE # : 21277-0000 0063
CASH : 13.00
TOTAL : 13.00

FILE # : 21277-0000 0061
CASH : 23.00
TOTAL : 23.00
SECURITY FEE : 1.00
MNGT-PRES RECORDING : 5.00
17.00

FILE # : 21277-0000 0061
CASH : 23.00
TOTAL : 23.00
SECURITY FEE : 1.00
MNGT-PRES RECORDING : 5.00
17.00