

Consideration: TEN AND NO/100 DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION IN HAND PAID BY GRANTEE

Property (including any improvements): SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF FOR ALL PURPOSES.

Reservations from and Exceptions to Conveyance and Warranty: This conveyance is made and accepted subject to the following matters, to the extent same are in effect at this time; any and all restrictions, covenants, conditions, easements, oil, gas and mineral reservations or leases, if any, relating to the hereinabove described property, but only to the extent that they are still in effect, shown of record in the hereinabove mentioned state and county, and to all zoning laws, regulations and ordinances of municipalities and/or other governmental authorities, if any, but only to the extent that they are still in effect relating to the hereinabove described property.

The herein described property shall be conveyed subject to the following covenants and restrictions, which are to run with the land and shall be binding on Grantee and all persons claiming under them for a period of twenty (20) years from the date hereof, at which time said covenants and restrictions shall cease to be of any further force and effect. Invalidity of any one of these covenants or restrictions by judgment or court order shall not effect the other provisions, which shall remain in full force and effect.

- 1. The property shall be used only for residential purposes and not for commercial purposes.**
- 2. The living area of any dwelling constructed on the property shall not be less than 1,600 square feet, exclusive of open porches and garages.**
- 3. A minimum of 50% of the first floor wall area of any dwelling constructed on the property, exclusive of openings, shall be of masonry or masonry veneer construction.**
- 4. No structure of a temporary character, including mobile homes, trailer, tent, shack, garage, barn or other out-building shall be used on the property at any time as a residence, either temporarily or permanently.**
- 5. No dwelling shall be erected or placed on any portion of the property having an area of less than 1-1/2 acres.**
- 6. No swine shall be raised, bred, or kept on the property.**

The property shall not be used or maintained as a dumping ground for rubbish. Trash, garbage, or other waste, shall not be kept on the property except in sanitary containers. All incinerators or other equipment for the storage or disposal of such materials shall be kept in a clean and sanitary condition.

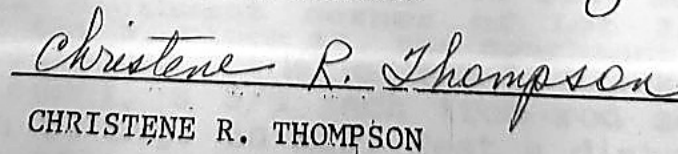
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8. No junk vehicles or vehicles not currently licensed shall be kept on the property unless stored inside a building.
9. No noxious or offensive activities shall be carried on upon the property. Nor shall anything be done thereon which may be, or may become, an annoyance or nuisance.
10. No signs may be displayed to public view on the property except one sign of not more than five square feet advertising the property for sale or rent.
11. The owner of the property shall at all times keep weeds and grass thereon cut in a sanitary, healthful and attractive manner.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells, and conveys to Grantee the property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever. Grantor binds Grantor and Grantor's heirs, executors, administrators, and successors to warrant and forever defend all and singular the property to Grantee and Grantee's heirs, executors, administrators, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to conveyance and warranty.

When the context requires, singular nouns and pronouns include the plural.


VERNON W. THOMPSON


CHRISTENE R. THOMPSON

STATE OF TEXAS

(Acknowledgment)

COUNTY OF GALVESTON

This instrument was acknowledged before me on the 18th day of October, 1999, by VERNON W. THOMPSON and CHRISTENE R. THOMPSON.