SUPPLEMENTARY DECLARATION NO. 156

LAS COLINAS AREA CLVI

DALLAS COUNTY, TEXAS

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This Supplementary Declaration, made this 31ST day of January, 1995, by LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called Declarant.

W I T N E S S E T H:

WHEREAS, Las Colinas Corporation, a Texas corporation and predecessor in interest to Declarant, executed a Declaration (as previously corrected and supplemented the "Declaration") on the 22nd of August, 1973, applicable to certain real property described in Exhibit "A" thereto and located in or adjacent to the City of Irving, County of Dallas, State of Texas; and

WHEREAS, the Declaration was filed of record in Volume 73166, Page 1001, of the Deed Records of Dallas County, Texas, a Correction to Declaration was filed of record in Volume 77154, Page 1096, of the Deed Records of Dallas County, Texas, a Second Correction to Declaration was filed of record in Volume 79122, Page 0749, of the Deed Records of Dallas County, Texas, and a Third Correction to Declaration was filed of record in Volume 82071, Page 3244, of the Deed Records of Dallas County, Texas; and

WHEREAS, additional real property has been added to the scheme of the Declaration as contemplated in Article I, Section 3 thereof by recording Supplementary Declarations in the Deed Records of Dallas County, Texas; and

WHEREAS, Article V of the Declaration (entitled Protective Covenants), as originally written and as modified by the previous Supplementary Declarations is applicable only to the real property described in Exhibit "A" to the Declaration and in Exhibits to the previous

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Supplementary Declarations and not to additional real property which may be added to the scheme of the Declaration by subsequent Supplementary Declarations; and

WHEREAS Article I, Section 3 of the Declaration permits the addition of additional property to the scheme thereof by filing a Supplementary Declaration of record, which Supplementary Declaration may modify Article V of the Declaration as it pertains to such additional property; and

WHEREAS, Declarant desires to add additional property, located within the boundaries of the property described in Exhibit "B" to the Declaration, to the scheme of the Declaration and to modify Article V of the Declaration as it pertains to said additional property;

NOW THEREFORE, Declarant hereby declares as follows:

1. That the real property described in Exhibit "A-156" attached hereto and incorporated herein by reference for all purposes (designated as Area CLVI for purposes of this Supplementary Declaration) is and shall be subject to the scheme of the Declaration, and is and shall be held, transferred, sold, conveyed, used and occupied subject to covenants, restrictions, easements, charges, and liens set forth in the Declaration (the Declaration being incorporated herein by reference for all purposes) as modified herein.

2. That Article V of the Declaration is hereby modified by the addition thereto of the following Section 156, which shall be applicable only to Area CLVI.

Section 156. Covenants Applicable to Area CLVI.

The following provisions shall be applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CLVI of the Properties:

a. Use Limitations. Sites in Area CLVI may be used for office buildings, hotels, banks and financial institutions, restaurants and other retail sales

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facilities, and related facilities. The following uses of sites in Area CLVI are not permitted:

(1) Warehouses and manufacturing.

(2) Residential.

(3) Any use which involves a noxious odor or any excessive noise level which constitutes a nuisance.

(4) Any use which violates any part of this Section 156.

(5) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.

b. Minimum Setback Lines. No structure of any kind and no part thereof shall be placed within these setback lines:

(1) 50 feet from Northwest Highway (S.H. 348).

(2) 25 feet from Las Colinas Boulevard.

(3) 25 feet from any other public or private street.

(4) 50 feet from the dry wall of Lake Carolyn.

(5) 25 feet from the dry wall of Lake Carolyn Canal.

The following improvements are expressly excluded from this restriction:

(1) Structures below and covered by the ground;

(2) Steps, walks, driveways, and curbing;

(3) Planters, walls, fences, or hedges, not to exceed four feet in height;

(4) Landscaping;

(5) Guardhouses;

(6) Gatehouses;

(7) Aerial pedestrian crossings or connections;

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(8) Canopies;

(9) Minor encroachments of adequately screened structures or parking areas; and

(10) Approved signs and monuments.

Declarant may grant exceptions to and/or variations from any setback lines established in this paragraph b. of this Section 156, except for b(4) and b(5), setbacks from Lake Carolyn and Lake Carolyn Canal, provided that any such variances or exceptions must be in writing.

Exceptions to and/or variations from b(4) and b(5), setbacks from Lake Carolyn and Lake Carolyn Canal, may be granted only upon written approval of both the Board of Directors of Dallas County Utility and Reclamation District and the Architectural Control Committee. In the event Dallas County Utility and Reclamation District ceases to be an active municipal corporation organized under the laws of the State of Texas functioning as a separate political subdivision of the State, exceptions to and/or variations from b(4) and b(5), setbacks from Lake Carolyn and Lake Carolyn Canal, may be granted only by the Architectural Control Committee, provided any such exceptions or variations must be in writing.

c. Minimum Building Height Requirements. Principal structures erected on sites in Area CLVI shall conform to the minimum height requirements set forth below:

(1) Not less than 5 stories, the floor level of the first story being at or above the highest top of curb elevation of Las Colinas Boulevard adjacent thereto.

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Exceptions to and/or variances from building heights established in this paragraph may be granted only upon written approval of both the Declarant and the Architectural Control Committee.

d. Minimum Habitable Building Floor Level. The lowest habitable floor level of any building, other than basement, mechanical storage, and parking levels, shall be no lower than elevation 425 mean sea level. No opening through the outside wall of any building will be permitted lower than elevation 425 mean sea level.

e. Parking Areas. Parking areas shall:

(1) Be curbed and guttered with concrete or granite as approved by the Architectural Control Committee and paved with 5" reinforced concrete placed on a 6" lime stabilized base.

(2) Have a maximum grade slope of 5% and a minimum grade slope of 1%.

(3) Not be provided in front of the minimum setback lines established above. Not be provided in front of any building facing a public street unless expressly approved in writing by the Architectural Control Committee, which may not approve parking in front of minimum setback lines unless a written variance approving same is granted by Declarant.

(4) Be adequately screened by use of berms, trees, landscaping or other means acceptable to the Architectural Control Committee.

(5) Be sufficient to accommodate all parking needs for employees, company vehicles, and visitors without the use of on-street parking. If parking needs increase, additional off-street parking shall be provided by the owner. In no event shall less than one parking space be provided for each of the following as applicable:

i. 300 net square feet of office space;

ii. 250 net square feet of banking, financial institution, or retail store space;

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iii. each 2-1/2 restaurant or club seats; and

iv. each hotel guest room.

Declarant may grant exceptions to and/or variations from any part of this paragraph e., provided that any such variations and/or exceptions must be in writing.

f. Driveways. Driveways shall:

(1) Be constructed as specified in "e(1)" above.

(2) Have a minimum width of 12 feet.

g. Signs. All signs must be approved by the Architectural Control Committee in writing prior to installation. Normally, such approval will be limited to those signs which:

(1) Identify the name and business of the occupant, or which give directions, or which offer the premises for sale or for lease.

(2) Are not of an unusual size or shape when compared to the building or buildings on the premises.

(3) Preserve the quality and atmosphere of the area.

No signs, symbols, advertising insignia or similar items will be permitted on top of or on the face of buildings at a location higher than the area immediately above those levels where there are ground level outside entrances into such buildings; provided, Declarant may grant exceptions to and/or variations from the restrictions in this sentence as long as same are in writing. Signs of a flashing or moving character or inappropriately colored signs will not be permitted. The Association shall have the right to remove any sign erected without such written approval.

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h. Landscaping. Landscaping shall:

(1) Be required on all sites contemporaneously with completion of other improvements, but in no event later than 180 days after first occupancy of buildings.

(2) Conform to a landscaping plan approved by the Architectural Control Committee pursuant to Article IV of the Declaration. Normally, such approval will be limited to landscaping plans which:

i. Provide automatic underground sprinkling systems for all landscaped areas;

ii. Permit reasonable access to public and private utility lines and easements for installation and repair; and

iii. Include at least one tree for each 4,500 square feet of area between exterior building walls and public street right-of-way lines.

(3) Owners shall provide landscaping, including hardscape structures (such as sidewalks, benches, planter boxes, etc.) as well as plant materials within the area adjacent to any public or private street and along the shoreline of Lake Carolyn and Lake Carolyn Canal in accordance with plans submitted by such owners and subjectively approved by the Architectural Control Committee. Owners shall maintain the improvements within these areas in accordance with standards established from time to time by the Association.

i. Screening.

(1) Storage areas, incinerators, storage tanks, trucks based on the premises, roof objects (including fans, vents, cooling towers, skylights and all roof mounted equipment which rises above the roof line), trash containers and maintenance facilities shall either be housed in closed buildings or otherwise screened from public view in a manner and at a location approved in writing by the Architectural Control Committee. Such screening at ground level would normally include landscaping or permanent fences of solid materials and be located as far from property lines as reasonably possible.

(2) No antenna or tower shall be erected on any property for any purposes without prior written approval from the Architectural Control Committee.

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j. Loading Docks and Areas.

(1) Loading docks and areas shall not be located on the street side of any building or structure, except that the Architectural Control Committee may approve such location in writing (subject to express screening requirements).

(2) Loading areas may not encroach setback areas, except that Declarant may give written approval for such encroachments in connection with the approval of side street loading areas for corner buildings.

(3) Loading docks and areas shall be screened in a manner approved in writing by Declarant, considering such things as location and views from adjacent and nearby properties.

k. Exterior Illumination. Illumination will be required on all exterior building walls which face existing or proposed public or private streets and for all parking areas and walkways between buildings and parking areas unless otherwise waived or modified by Declarant in writing. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration.

l. Special Lake Carolyn and Lake Carolyn Canal Front Requirements.

(1) Development plans and architectural plans for structures facing on the Lake and/or Canal shall provide attractive facades facing on the Lake and/or Canal which facades shall provide a "front door" atmosphere along the Canal rather than a "rear door" or "service entrance" feeling or "back side" look.

(2) Automobile parking areas, loading docks, cooling towers, and other similar equipment and installations must be screened from view from the Lake and/or Canal and from boats traveling on the Lake and/or Canal.

(3) Driveways viewed from the Lake and/or Canal should be minimized and carefully landscaped so that views of vehicles from across the Lake and/or Canal and from boats traveling on the Lake and/or Canal will be minimized.

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(4) Special attention should be given to landscaping and its drainage in all areas that lie between building structures and the Lake and/or Canal, and must conform to plans and specifications subjectively approved by the Architectural Control Committee. Owners shall maintain the improvements within these areas in accordance with standards established from time to time by the Association.

(5) Boat docking, loading and unloading facilities, and storm sewers and storm sewer discharge structures, may be constructed only at locations approved in advance in writing by the Board of Directors of the Dallas County Utility and Reclamation District and such facilities must conform to designs subjectively approved by the Dallas County Utility and Reclamation District.

m. Construction Standards.

(1) All building sides must be faced with face brick or stone, or with such other quality face materials as may be approved in writing by the Architectural Control Committee. Windows shall not be glazed or reglazed with mirrored or reflective glass and the spandrel area between window openings shall not be faced with a glass material without prior written approval of both the Architectural Control Committee and Declarant.

(2) The design of all buildings, specifically including garage structures, fronting on Rochelle Boulevard shall be such that the maximum amount of space within the building abutting the exterior walls facing Las Colinas Boulevard or Rochelle Boulevard will be of a construction plan that will facilitate the utilization of such space for shop, boutique, restaurant, or other purposes requiring a shop front appearance. The exterior facade at ground or street level facing Las Colinas Boulevard or Rochelle Boulevard of all buildings including garage structures, shall be of an attractive "store front design".

(3) The design of all buildings, specifically including garage structures, fronting on Lake Carolyn and/or Lake Carolyn Canal shall be such that the maximum amount of space within the building abutting the exterior walls facing the Lake and/or Canal will be of a construction that will facilitate the utilization of such space for shop, boutique, restaurant, or other purposes requiring a shop front appearance. The finished floor elevation of such space shall be elevation 425 mean sea level, and must provide convenient access to the sidewalk adjacent to the Lake and/or Canal. Short term parking shall be provided so as to be conveniently accessible to the Lake and/or Canal front area.

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(4) Construction must conform to plans and specifications approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration. Normally, such approval will be limited to those plans which:

i. Do not include wooden frames;

ii. Preserve the quality and atmosphere of the area and do not detract from adjacent property; and

iii. Do not include exterior fire escapes.

(5) The collection, storage, sorting, removing, and disposing of all such waste materials must be housed or screened in a manner approved in writing by the Architectural Control Committee. All facilities and plans for the disposal of wastes other than through public sanitary sewers (such other methods including, without limitation, shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.

(6) All structures will be equipped with gutters, downspouts, and/or other drainage conveyances.

(7) It shall be the responsibility of the owner to install in conjunction with the construction of any building, and at the owner's sole expense, a conduit separate from other conduits and for the sole purpose of permitting the connection of the Association's Communications System to such owner's building. The termination points of the conduit, the conduit size and type, the type of pullwire or rope to be installed with the conduit and the physical routing and the depth of the conduit shall be in accordance with the then current plans and specifications published by the Association.

(8) Once commenced, construction shall be diligently pursued to the end that it may not be left in a partly finished condition for a period longer than eighteen (18) months without written approval from the Architectural Control Committee.

3. No approval of plans and specifications and no publication of requirements or guidelines herein or in the Declaration or otherwise by the Association or the Architectural Control Committee shall be construed as representing or implying that improvements built in accordance therewith shall be free of defects. Any approvals and observations incident thereto

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shall concern matters of an aesthetic nature. Such approvals and guidelines shall in no event be construed as representing or guaranteeing that any improvements built in accordance therewith will be designed or built in a good and workmanlike manner. Neither Declarant, the Association, their respective directors, officers, employees, and agents, the Architectural Control Committee, nor any of the members of the Architectural Control Committee shall be responsible or liable in damages or otherwise to anyone submitting plans and specifications for approval or to any owner of land subject to the Declaration for any defects in any plans or specifications submitted, revised, or approved, any loss or damages to any person arising out of approval or disapproval or failure to approve or disapprove any plans or specifications, any loss or damage arising from the noncompliance of such plans or specifications with any governmental ordinance or regulation, nor any defects in construction undertaken pursuant to such plans and specifications. Approval of plans and specifications by the Architectural Control Committee is not to be construed as approval by the City of Irving, Texas, as the approval processes are mutually exclusive. Unconditional approval of a complete set of plans and specifications by the Architectural Control Committee shall satisfy the requirements of all applicable subsections of this Supplementary Declaration which require written approval by the Architecnural Control Committee for such plans and specifications.

4. The Declaration, except as expressly modified herein, remains in force and effect and is hereby ratified and confirmed.

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EXECUTED as of the day and year first written above.

LAS COLINAS LAND LIMITED PARTNERSHIP, a Delaware limited partnership

By: Faison-Stone, Inc., a Texas corporation, Manager

By: David H. Brune
David H. Brune
Executive Vice President

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

This instrument was acknowledged before me on January 31st, 1995, by David H. Brune, Executive Vice President of Faison-Stone, Inc., a Texas corporation, Manager for Las Colinas Land Limited Partnership, a Delaware limited partnership, on behalf of said partnership and corporation.

Connie L. Kendall
Notary Public in and for
the State of T E X A S

CONNIE L. KENDALL
Notary Public, State of Texas
My Commission Expires 09-28-1997

Connie L. Kendall
(Printed or Typed Name of Notary)

My Commission Expires: 9/28/97

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EXHIBIT A-156
LAS COLINAS AREA CLVI

BEING a 25.878 acre tract of land situated in the Clarinda Squires Survey, Abstract No. 1322 and the B.B.B. & C.R.R. Co. Survey, Abstract No. 196 in the City of Irving, Dallas County, Texas and being a portion of Tract 8-C conveyed to Kinwest Development Corporation by deed recorded in Volume 80009, Page 0741 of the Deed Records of Dallas County, Texas and being more particularly described as follows:

BEGINNING at a 5/8-inch iron rod at the point of intersection of the southeasterly right-of-way line of Parkridge Boulevard (65-feet wide) as dedicated by plat recorded in Volume 85064, Page 5157 of the Deed Records of Dallas County, Texas with the westerly corner cut-off line of the southwesterly right-of-way line of Royal Lane (110 feet wide) as dedicated by plat recorded in Volume 82073, Page 0934 of the Deed Records of Dallas County, Texas;

THENCE along the southwesterly right-of-way line of said Royal Lane as follows:

Continuing along said corner cut-off line, North 85 deg. 44 min. 04 sec. East, a distance of 50.36 feet to a 1/2-inch iron rod for the beginning of a curve to the right having a radius of 1,854.86 feet, a chord bearing of South 44 deg. 32 min. 02 sec. East and a chord length of 517.58 feet;

Southeasterly along said curve to the right through a central angle of 16 deg. 02 min. 24 sec. for an arc length of 519.27 feet to a 5/8-inch iron rod for the point of tangency;

South 36 deg. 30 min. 50 sec. East, a distance of 483.61 feet to a 5/8-inch iron rod for the point of intersection of the southwesterly right-of-way line of said Royal Lane with the northwesterly right-of-way line of Valley View Lane (160 feet wide) by condemnation Cause No. 27318-B, Dallas County, Texas;

THENCE along the northwesterly right-of-way line of said Valley View Lane, South 52 deg. 38 min. 38 sec. West, a distance of 703.19 feet to a 1/2-inch iron rod for corner in the northerly right-of-way line of State Highway No. 114 (a variable width) John W. Carpenter Freeway, by Condemnation Cause No. 25462-B, Dallas County Texas;

THENCE along the northerly right-of-way line of said State Highway No. 114 as follows:

North 81 deg. 49 min. 49 sec. West, a distance of 127.41 feet to a 1/2-inch iron rod for corner from which a concrete right-of-way marker bears South 48 deg. 59 min. 17 sec. West, a distance of 1.87 feet;

South 52 deg. 38 min. 38 sec. West, a distance of 269.61 feet to a 5/8-inch iron rod for corner;

North 73 deg. 01 min. 08 sec. West, a distance of 729.72 feet to a 5/8-inch iron rod for the point of intersection of the northerly right-of-way line of said State Highway No. 114 with the southerly corner cut-off line of the southeasterly right-of-way line of said Parkridge Boulevard;

THENCE along the southeasterly right-of-way line of said Parkridge Boulevard as follows:

Continuing along said corner cut-off line, North 12 deg. 20 min. 23 sec. West, a distance of 24.75 feet to a 5/8-inch iron rod for corner;

North 32 deg. 39 min. 37 sec. East, a distance of 323.93 feet to a 5/8-inch iron rod for the beginning of a curve to the right having a radius of 1448.63 feet, a chord bearing of North 41 deg. 30 min. 21 sec. East and a chord length of 445.52 feet;

Northeasterly along said curve to the right through a central angle of 17 deg. 41 min. 29 sec. for an arc length of 447.30 feet to a 5/8-inch iron rod for the beginning of a reverse curve to the left having a radius of 1714.31 feet, a chord bearing of North 43 deg. 41 min. 21 sec. East and a chord length of 397.78 feet;

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Northeasterly along said reverse curve to the left through a central angle of 13 deg. 19 min. 29 sec. for an arc length of 398.68 feet to a 5/8-inch iron rod for corner;

North 38 deg. 50 min. 01 sec. East, a distance of 250.00 feet to the POINT OF BEGINNING of the herein described tract of land;

CONTAINING 25.878 acres or 1,127,250 square feet of land, more or less.

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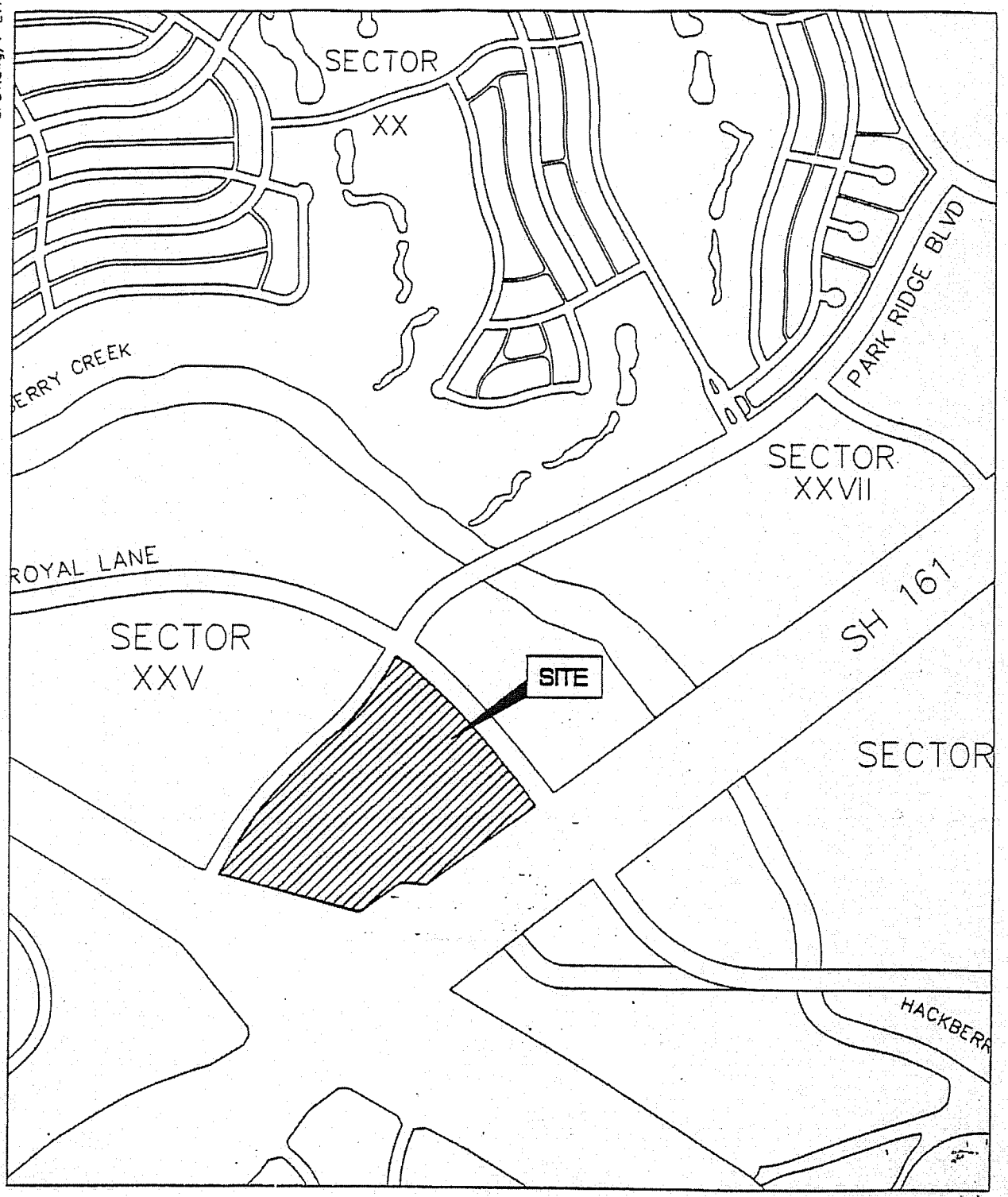

Not to Scale

GLENN ENGINEERING

EXHIBIT A
LOCATION MAP
25.878 ACRES
TRACT 25-1

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EARL BULLOCK
COUNTY CLERK
DALLAS COUNTY

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Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.

STATE OF TEXAS COUNTY OF DALLAS

I hereby certify this instrument was filed on the date and time stamped hereon by me and was duly recorded in the volume and page of the named records of Dallas County, Texas as stamped hereon by me.

JAN 31 1995

Earl Bullock
COUNTY CLERK, Dallas County, Texas

THE STATE OF TEXAS)
COUNTY OF DALLAS)
I hereby certify that the above and foregoing is a full true, and correct photographic copy of the original record now in my lawful custody and possession, filed on the date stamped thereon and as the same is recorded in the Recorder's Records in my office under the volume and page stamped thereon. I hereby certify on

JAN 31 1995

Earl Bullock
COUNTY CLERK, DALLAS COUNTY, TEXAS
By [illegible] Deputy

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