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AMENDMENT TO RESTRICTIVE COVENANTS AND
CONDITIONS PERTAINING TO LAND OWNED BY
THE FORT WORTH NATIONAL BANK, TRUSTEE

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WHEREAS, THE FORT WORTH NATIONAL BANK, TRUSTEE, did place certain restrictive covenants and conditions upon certain land owned by it in Tarrant County, Texas, such covenants and conditions being created by and the land affected thereby being described in the following instruments:

1. Instrument dated the 10th day of June, 1969, executed by THE FORT WORTH NATIONAL BANK, TRUSTEE, and recorded in Volume 4737 at Page 734 of the Deed Records of Tarrant County, Texas, and affecting an 8.69 acre tract of land out of the John Collett Survey as described by metes and bounds on Exhibit (A) attached to said instrument.
2. Instrument dated the 10th day of June, 1969, executed by THE FORT WORTH NATIONAL BANK, TRUSTEE, and recorded in Volume 4737 at Page 739 of the Deed Records of Tarrant County, Texas, and affecting a 12.29 acre tract of land out of the Peterson Pate Survey as described by metes and bounds on Exhibit (A) attached to said instrument.
3. Correction Deed from THE FORT WORTH NATIONAL BANK, TRUSTEE, to I. C. DEAL, dated January 30, 1969, recorded in Volume 4689 at Page 588 of the Deed Records of Tarrant County, Texas, covering, together with other lands, that certain 34 acre tract, more or less, out of the Peterson Pate Survey in Tarrant County, Texas, as described in Trustee's Deed dated January 2, 1979, from JENKINS GARRETT, TRUSTEE, to THE FORT WORTH NATIONAL BANK, TRUSTEE, recorded in Volume 6652 at Page 189, of the Deed Records of Tarrant County, Texas, and

WHEREAS, the non-exclusive right to enforce the observance and performance of said covenants and conditions was assigned to J. C. PENNEY COMPANY, INC., by THE FORT WORTH NATIONAL BANK, TRUSTEE, by instrument dated June 10, 1969, in connection with the sale by

REC AMEND 2

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THE FORT WORTH NATIONAL BANK, TRUSTEE, to J. C. PENNEY COMPANY, INC., of a certain 118.890 acre tract of land out of the John Collett Survey, Peterson Pate Survey, the J. F. Elliott Survey and J. D. Farmer Survey, Tarrant County, Texas, by Deed dated June 19, 1969 and recorded in Volume 4737 at Page 723 of the Deed Records of Tarrant County, Texas, and

WHEREAS, the undersigned is the owner or lessee of a tract of land which is part of the said 118.890 acre tract of land conveyed to J. C. PENNEY COMPANY, INC., and

WHEREAS, THE FORT WORTH NATIONAL BANK, TRUSTEE, desires to amend the said restrictive covenants and conditions so that same will expire as hereinafter stated and the undersigned has no objection to the amendment thereof:

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that THE FORT WORTH NATIONAL BANK, TRUSTEE, and the undersigned, do hereby agree and stipulate that the above mentioned restrictive covenants and conditions are hereby amended and modified so that they will expire and be of no further force and effect as to the respective tracts of land covered thereby and described below on the following dates, to wit:

1. As to the 8.69 acre tract of land described in the instrument recorded in Volume 4737 at Page 734 as set out above, the same will expire on January 31, 1981; and
2. As to the 12.29 acre tract of land described in the instrument recorded in Volume 4737 at Page 759 as set forth above, the same will expire on January 31, 1982; and
3. As to the 34 acre tract of land described in the Trustee's Deed recorded in Volume 6652 at Page 189 as set forth above, the same will expire on July 26, 1983,

and after the respective dates as set forth above, as to each respective tract of land, each of the parties hereto does hereby

release, relinquish and waive any and all rights, claims or demands which it might have against any other party for the enforcement of said restrictions.

Except as expressly amended and modified herein, all of said restrictive covenants and conditions shall remain in full force and effect as originally written.

This instrument shall be binding on the parties hereto and their respective heirs, successors, personal representatives and assigns.

This instrument has been prepared in various counterparts, and it shall be binding on any and all parties signing any counterpart.

EXECUTED this 1st day of October, 1980.

ATTEST: [Signature]
Trust Officer
THE FORT WORTH NATIONAL BANK, TRUSTEE
By [Signature]
Robert M. Lansford
Vice President and Trust Officer

ATTEST: [Signature]
Jackie Roberts
WESTERN SAVINGS AND LOAN ASSOCIATION
By [Signature]
President
R. W. LEONARD, JR., TRUSTEE FOR PEL RIDGE
By [Signature]
R. W. Leonard, Jr.

ATTEST: [Signature]
KRAVCO INC.
By [Signature]
JCP REALTY, INC.
ATTEST: [Signature]
ASST SECRETARY
By [Signature]
EXECUTIVE VICE PRESIDENT
CARTER HAWLEY HALE STORES, INC.

ATTEST: [Signature]
Leticia Minda Alji
By [Signature]
VICE PRESIDENT

ATTEST:

[Signature]

CONSTRUCTION DEVELOPERS, INC.

By [Signature]
SEARS, ROEBUCK AND CO.

ATTEST:

[Signature]

By [Signature]
J. E. Cassidy, Facilities Planning Manager
J.C. PENNEY PROPERTIES, INC.

ATTEST:

[Signature]

By [Signature]
VICE PRESIDENT
BURTON LEHMAN, TRUSTEE UNDER FRANCES BRUNEL
LA GATTA IRREVOCABLE TRUST f/b/o JOHN
LA GATTA II, RUTLAND RODWELL BAKER, AND
JEFFREY LIND EASTON



By [Signature]
Burton Lehman, Trustee

STANLEY M. PESKIND and LAWRENCE R. BURK

By [Signature]
Stanley M. Peskind

By [Signature]
Lawrence R. Burk

ATTEST:

[Signature]

WAGNER-BLOUNT JOINT VENTURE NO. 1
By [Signature]
Sherwood E. Blount, Jr., Partner
BOLTS & BOLTS RETAIL STORES, INC.

ATTEST:

[Signature]

By [Signature]
KENNETH A. ROBERSON, TRUSTEE

By [Signature]
Kenneth A. Roberson

HAYDN CUTLER COMPANY

ATTEST:

[Signature]

By [Signature]

ATTEST:

[Signature]

PACIFIC STEREO INVESTMENT VENTURE
VANTAGE PARTNERSHIP EQUITIES, INC., managing partner
By [Signature]
Vice President

BILLARD DEPARTMENT STORES

ATTEST:

[Signature]

By [Signature]
VICE CHAIRMAN

THE VILLAGE, LTD
By [Signature]
Haydn Cutler, General Partner

ATTEST: [Signature]

THE STATE OF TEXAS)
COUNTY OF TARRANT)

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared ROBERT M. LANSFORD, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said THE FORT WORTH NATIONAL BANK, TRUSTEE, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 17th day of October, 1980.

Jan Harrell
Notary Public in and for
Tarrant County, Texas
Jan Harrell, Notary Pub.
Tarrant County, Texas

My Commission Expires December 18, 1981

THE STATE OF TEXAS)
COUNTY OF TARRANT)

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Reagan E. Ferguson, President, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said WESTERN SAVINGS AND LOAN ASSOCIATION, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24th day of November, 1980.

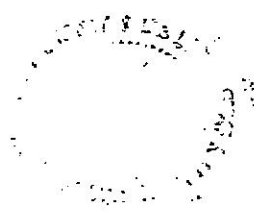
Frances E. Sparks
Notary Public in and for
Tarrant County, Texas FRANCES E. SPARKS

THE STATE OF TEXAS)
COUNTY OF TARRANT)

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared R. W. LEONARD, JR., 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 17th day of November, 1980.

Bessie A. Green
Notary Public in and for
Tarrant County, Texas



THE STATE OF Penn.
COUNTY OF Montgomery

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Robert J. Darling, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said KRAVCO INC. a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 27th day of July, 1988.

Suzanne P. Soboski
Notary Public in and for
Montgomery County, State of Penn.
SUZANNE P. SOBOSKI, NOTARY PUBLIC
UPPER MERION TWP., MONTGOMERY COUNTY
MY COMMISSION EXPIRES APRIL 15, 1985
Member, Pennsylvania Association of Notaries

THE STATE OF New York
COUNTY OF New York

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared W. E. HARRIS ~~EXECUTIVE VICE PRESIDENT~~, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said JCP REALTY, INC., a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24th day of June, 1988.

ANN MALONEY
NOTARY PUBLIC, State of New York
No. 31-4662636
Qualified in New York County
Commission Expires March 11, 1982

Ann Maloney
Notary Public in and for
New York County, State of New York

THE STATE OF California
COUNTY OF Los Angeles

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared E. J. Caldicott, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said CARTER HAWLEY HALE STORES, INC., a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 10th day of June, 1988.

Aticia Miada Alegria
Notary Public in and for
Los Angeles County, State of California

THE STATE OF ARKANSAS }
COUNTY OF PULASKI }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared E. Ray Kemp, Jr., known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said CONSTRUCTION DEVELOPERS, INC., a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 28th day of JANUARY, 1984.

MY COMMISSION EXPIRES DECEMBER 28, 1987
Clay H. Senior
Notary Public in and for
PULASKI County, State of ARKANSAS

THE STATE OF Georgia }
COUNTY OF Fulton }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared J. E. Cassidy Facilities Planning Manager, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said SEARS, ROEBUCK AND CO., a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 30th day of March, 1984.

My Commission Expires April 16, 1992

M. Elena Stewart
Notary Public in and for
Fulton County, State of Georgia

THE STATE OF New York }
COUNTY OF New York }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared MON. CR., known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said J. C. PENNEY PROPERTIES, INC., a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24th day of June, 1984.

Ann Maloney
Notary Public in and for
New York County, State of New York

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THE STATE OF New York
COUNTY OF New York

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared BURTON LEHMAN, 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 3rd day of June, 1982.

DEBRA A. ELWARD
Notary Public, State of New York
No. 41-462663
Qualified in Queens County
Commission Expires March 30, 1982

Debra A. Elward
Notary Public in and for
New York County, State of New York

THE STATE OF Texas
COUNTY OF Dallas

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared STANLEY M. PESKIND, 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 20 day of Feb, 1980.

Margaret W. Wall
Notary Public in and for
Dallas County, State of Texas

THE STATE OF Texas
COUNTY OF Dallas

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared LAWRENCE R. BIRK, 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 20 day of Feb, 1980.

Margaret W. Wall
Notary Public in and for
Dallas County, State of Texas

THE STATE OF TEXAS }
COUNTY OF DALLAS }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Sherwood E. Blount, Jr., as Partner, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the WAGNER-BLOUNT JOINT VENTURE NO. 1, and that he executed the same as the act of such Joint Venture for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 26th day of April, 1988.

MY COMMISSION EXPIRES
Sept 12, 1984

Andrea L. Lowry
Notary Public in and for
Dallas County, State of Texas

THE STATE OF Delaware }
COUNTY OF New Castle }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Bar G. Kastellan, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said BOLTS & BOLTS RETAIL STORES, INC., a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 11th day of May, 1988.

MY COMMISSION EXPIRES
Dec 22, 1984

John Andrew
Notary Public in and for
New Castle County, State of Delaware

THE STATE OF Texas }
COUNTY OF Harris }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared KENNETH A. ROBERSON, 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 26th day of February, 1988.

MY COMMISSION EXPIRES
November 14, 1982

Barbara L. Buchanan
Notary Public in and for
Harris County, State of Texas

THE STATE OF Texas }
COUNTY OF Tarrant }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Haydn Cutler, person ~~and officer~~ whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said HAYDN CUTLER COMPANY, ~~a corporation~~, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 9th day of February, 1980.

Rita A. Singleton
Notary Public in and for
Tarrant County, State of Texas

THE STATE OF TEXAS }
COUNTY OF DALLAS }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Robert T. Gowas, person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said PACIFIC STEREO INVESTMENT VENTURE, and that he executed the same as the act of such ~~company/corporation~~/venture for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 14th day of April, 1980.

Carroll R. Gowas
Notary Public in and for
Dallas County, State of Texas

THE STATE OF ARKANSAS }
COUNTY OF PULASKI }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared E. RAY KEMP, JR., person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said DILLARD DEPARTMENT STORES, and that he executed the same as the act of such company/corporation/venture for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 28th day of JANUARY, 1980.

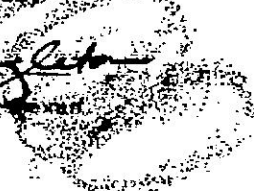
MY COMMISSION EXPIRES DECEMBER 28, 1981 Carol H. Simms
Notary Public in and for
PULASKI County, State of ARKANSAS

THE STATE OF Texas)
COUNTY OF Tarrant)

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared HAYDN CUTLER, a General Partner of THE VILLAGE, LTD., 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 10th day of June, 1981.

Rita A. Singleton
Notary Public in and for
Tarrant County, State of Texas



RECORDED
31 JUL 24 89:59
TARRANT COUNTY TEXAS

Return to:
Robert Stahala
1705 Commerce Building
Fort Worth, Texas 76102

COUNTY CLERK
STATE OF TEXAS
I hereby certify that this instrument was FILED on the
date and at the time stamped hereon by me and was duly
RECORDED in the Named Records of Tarrant County.
Taxes as stamped hereon by me.

JUL 24 1981



Madeline Huffman
COUNTY CLERK
TARRANT COUNTY, TEXAS