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517-55-3857

SEVENTH SUPPLEMENTAL DECLARATION

STATE OF TEXAS §
COUNTY OF HARRIS § KNOW ALL MEN BY THESE PRESENTS:

THAT THIS SEVENTH SUPPLEMENTAL DECLARATION is made on the date hereinafter set forth by Winchester Associates, Ltd., a Texas limited partnership (hereinafter referred to as "Declarant"), through Great America Companies, Inc., a Texas corporation, its Managing General Partner, acting herein by and through its duly authorized officers.

WITNESSETH:

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into that certain residential subdivision known as Winchester Section One and recorded under Film Code No. 367074 of the Harris County, Texas Map Records (comprised of 101 Lots) (the "Initial Property"), and Willow Pointe Section Two recorded under Film Code No. 390098 of the Harris County, Texas Map Records, Willow Pointe Section Three recorded under Film Code No. 379041 of the Harris County, Texas Map Records, and Willow Pointe Section Four recorded under Film Code No. 368121 of the Harris County, Texas Map Records (referred to collectively as the "Additional Property"); and,

WHEREAS, Declarant desires to hold, sell and convey the Initial Property and the Additional Property subject to the Declaration of Covenants, Conditions, and Restrictions for Willow Pointe Section One filed and duly recorded in the Official Public Records of Real Property of Harris County, Texas on May 16, 1995 under Clerk's File Number R397487, as the same may be amended from time to time (the "Declaration"), which is for the purpose of establishing a uniform plan for the development, improvement and sale of the Initial Property, together with such other land constituting the Property from time to time brought within the terms of the Declaration pursuant thereto; and to insure the preservation of such uniform plan for the benefit of both present and future owners of the residential subdivision Lots within the Property; and,

WHEREAS, Article XII, Section 6 of the Declaration provides that the Declaration may be amended by an instrument when approved by not less than two-thirds (2/3rds) of the Lot Owners; and,

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WHEREAS, the approval of not less than two-thirds (2/3rds) of the Lot Owners is evidenced by the instrument attached as Exhibit "A", attached hereto and incorporated herein by reference.

NOW, THEREFORE, Declarant hereby amends the Restrictions by deleting from the first sentence of Article II, Section 7, paragraph (g) the comma following the word "use" in the first line and the words following the comma: "rent or lease".

This Seventh Supplemental Declaration shall run with the Property and shall bind all parties having or acquiring any right, title, or interest therein or any part thereof, their heirs or successors in title and assigns, and shall inure to the benefit of each owner thereof. Except as otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to such term in the Declaration.

IN WITNESS WHEREOF, this Declaration is executed this the 5th day of March, 1998.

DECLARANT:

Winchester Associates, Ltd., a Texas limited partnership.

By: Great America Companies, Inc., Managing General Partner

By:

David E. Garrett

Name: David E. Garrett

Title: Vice President

517-55-3859

STATE OF TEXAS

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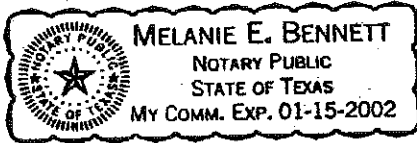
COUNTY OF HARRIS

This instrument was acknowledged before me on the 5th day of March, 1998, by David E. Garrett, Vice President of Great America Companies, Inc., a Texas corporation, Managing General Partner of Winchester Associates, Ltd., a Texas limited partnership, on behalf of said corporation and said partnership.

Melanie E. Bennett
Notary Public in and for the State of Texas

Melanie E. Bennett
Printed or Typed Name of Notary

Commission Expiration Date: 1-15-2002



After recording, return to:
Winchester Associates, Ltd.
One Riverway, Suite 2050
Houston, Texas 77056

517-55-3860

EXHIBIT "A"
OFFICIAL BALLOT

Winchester Associates, Ltd., a Texas limited partnership, through Great America Companies, Inc., a Texas corporation, its Managing General Partner, consents to the recordation of the Seventh Supplemental Declaration to the Declaration of Covenants, Conditions and Restrictions for Willow Pointe Section 1, Willow Pointe Section 2, Willow Pointe Section 3 and Willow Pointe Section 4. 100

Winchester Associates, Ltd. is the owner of the following lots in Willow Pointe, as of the date hereinafter set forth:

Willow Pointe Section 1

Block 1: Lots 1, 2, 5

Block 2: Lots 1, 2

Total Lots in Section 1: 5 Lots

Willow Pointe Section 2

Block 1: Lots 41, 43, 53-62

Block 2: Lots 62, 63, 65-69, 73, 77, 78, 83-86, 88, 90-94

Block 3: Lots 1-11

Total Lots in Section 2: 43 Lots

Willow Pointe Section 3

Block 2: 13, 17, 22, 26

Total Lots in Section 3: 4 Lots

Willow Pointe Section 4

Block 1: Lots 7, 8, 15, 17, 18, 22, 24, 26, 27, 31

Block 2: Lots 3, 4, 11, 12, 15, 21, 22, 24, 29, 32, 36

Block 3: Lots 23-28, 30, 31, 33, 35

Total Lots in Section 4: 31 Lots

Total Lots Owned by Winchester Associates, Ltd.: 83 Lots

Total Number of Votes Entitled to Cast Pursuant to Article II, Section 3: 415 Votes

Winchester Associates, Ltd., a Texas limited partnership.

By: Great America Companies, Inc., Managing General Partner

By:

David E. Garrett

Name: David E. Garrett

Title: Vice President

Date: 3-5-98