

274684

ASSIGNMENT OF RIGHTS AND INTERESTS
AND AMENDMENT OF RESTRICTIONS

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

This Assignment of Rights and Interests and Amendment of Restrictions (the "Assignment") is dated to be effective the 23rd day of June, 1998 (the "Effective Date"), from J. B. Belin, Jr., Trustee (the "Developer"), to Hilltop Lakes Community Improvement Association, Inc., a Texas non-profit corporation (the "Association").

RECITALS

A. The Developer has developed that one certain development in Leon County, Texas known as Hilltop Lakes ("Hilltop"), and to the best of his knowledge and belief (no investigation having been made), has recorded the covenants, conditions, stipulations and restrictions set out on Exhibit "A" attached hereto (collectively, the "Restrictions").

B. Developer desires to terminate the Class B Membership.

C. Developer desires to assign to the Association any and all of Developer's rights, titles, interests and powers as "Developer" in connection with Hilltop Lakes or the Association, including, but not limited to his rights, titles, interests and powers as "Developer" under the Articles of Incorporation of the Association, the Bylaws of the Association and the Restrictions, including but not limited to the vendor's lien retained in favor of Developer pursuant to the Restrictions, all of the Developer's rights, titles, interests and powers as "Developer" in connection with the maintenance charge and architectural control (all of such rights, titles, interests and powers, including but not limited to any rights, titles, interests and powers being collectively called the "Developer Interest").

ASSIGNMENT

NOW THEREFORE, in consideration of Ten and No/100 (\$10.00) Dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Developer agrees as follows:

1. Termination of Class B Membership. The Developer, in accordance with the Articles of Incorporation of the Association, hereby, to the extent he is permitted to do so in the Articles of Incorporation of the Association or otherwise, elects to terminate the Class B Membership in the Association.

2. Assignment of Developer Interests. The Developer hereby conveys, assigns and transfers to the Association (and the Association hereby accepts same) all his rights, titles, interests and powers in and to the Developer Interest.

3. Delegation of Authority and Duties and Amendment of Restrictions. The Developer hereby delegates all of his authority and duties under the Restrictions to the Association and, to the extent permitted by the Restrictions, the Restrictions are hereby amended to reflect that the Developer has delegated all of his authority and duties under the Restrictions to the Association.

4. Representations by Developer. The Developer hereby represents and warrants to the Association that (i) the Developer is the sole owner of the Developer Interest, and (ii) the execution and delivery and performance of this Assignment by the Developer will not violate or breach any instrument, agreement or contract to which the Developer is a party or by which the Developer is bound.

5. Further Actions. From and after the date hereof, the Developer agrees to execute such additional instruments and documents and to take such other and further actions, as the Association shall reasonably request to effect the intent and purposes of this Assignment.

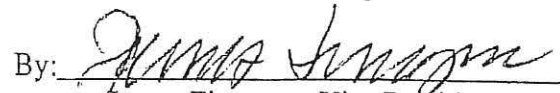
EXECUTED as of the Effective Date.

DEVELOPER:


J. B. BELIN, JR., Trustee

ASSOCIATION:

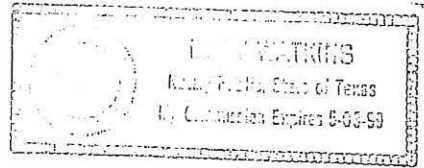
HILLTOP LAKES COMMUNITY
IMPROVEMENT, ASSOCIATION, a
Texas non-profit corporation

By: 
James Finegan, Vice President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

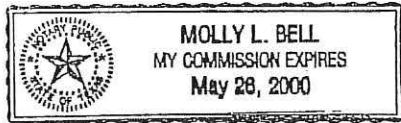
THIS INSTRUMENT was acknowledged before me on the 10 day of June, 1998
by J.B. BELIN, JR., TRUSTEE.

Mary Beth
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



STATE OF TEXAS §
 §
COUNTY OF BRAZOS §

THIS INSTRUMENT was acknowledged before me on the 25th day of June, 1998
by JAMES FINEGAN, VICE PRESIDENT of HILLTOP LAKES COMMUNITY
IMPROVEMENT ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said
corporation.



Molly L. Bell
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

AFTER RECORDING RETURN TO:
Robert T. Alexander
Hoover, Bax & Slovacek, L.L.P.
P. O. Box 4547
Houston, TX 77210-4547

EXHIBIT "A"

<u>Section Number</u>	<u>Number of Lots</u>	<u>Reserves in Section</u>	<u>Total Acres</u>	<u>Map & Plat</u>	<u>Date Filed</u>	<u>Restrictions</u>	<u>Date Filed</u>
9	54	A-Sec. 9, Blk. 1&3 B-Sec. 9, Blk. 3 by lot 1 C-Sec. 9, Blk. 1 by lot 2&3	21.219 AC	Vol. 4 Pg. 41	01/31/78	Vol. 442 Pg. 238	03/22/78
10	70	0	24.347 AC	Vol. 4 Pg. 42	01/31/78	Vol. 442 Pg. 274	03/22/78
10A	47	0	16.698 AC	Vol. 4 Pg. 43	01/31/78	Vol. 442 Pg. 286	03/22/78
11	186	0	31.484 AC	Vol. 2 Pg. 14	05/10/65	Vol. 325 Pg. 618	05/10/65
11A	104	0	16.581 AC	Vol. 2 Pg. 15	05/10/65	Vol. 325 Pg. 625	05/10/65
11B	411	0	74.840 AC	Vol. 2 Pg. 29	06/13/67	Vol. 346 Pg. 377	10/23/67
12A	28	A-Sec. 12A, Blk. 1 B-Sec. 12A, Blk. 1	23.291 AC	Vol. 4 Pg. 47	03/14/78	Vol. 442 Pg. 199	03/22/78
12B	46	0	28.090 AC	Vol. 4 Pg. 50	03/14/78	Vol. 442 Pg. 262	03/22/78
13	88	0	26.894 AC	Vol. 2 Pg. 17	07/26/65	Vol. 327 Pg. 829	07/26/65
15	306	A-9.49 B-20.97 C-.596	127.353 AC	Vol. 4 Pg. 131	12/13/82	Vol. 533 Pg. 233 Vol. 716 Pg. 631	12/13/82
16	74	A-Sec. 16-2/Res A 2,056	50.853 AC	Vol 4 Pg. 184	05/26/93	Vol. 857 Pg. 114	08/03/93
23	30	0	14.900 AC	Vol. 2 Pg. 35	03/11/68	Vol. 350 Pg. 1	04/16/68
24	71	0	24.320 AC	Vol. 2 Pg. 28	06/13/67	Vol. 344 Pg. 94	06/13/67
24A	18	0	6.730 AC	Vol. 3 Pg. 33	08/10/71	Vol. 371 Pg. 547	08/10/71

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25	107	0	32.760 AC	Vol. 3 Pg. 3	05/21/70	Vol. 362 Pg. 183	05/21/70
26	252	0	38.024 AC	Vol. 2 Pg. 7	05/11/64	Vol. 313 Pg. 474	05/11/64
27	143	0	40.300 AC	Vol. 2 Pg. 40	05/21/70	Vol. 362 Pg. 165	05/21/70
31	418	0	121.700 AC	Vol. 2 Pg. 33	12/19/67	Vol. 349 Pg. 155	02/20/68
32	224	1-Sec. 32, Blk. 8, Res 1	67.400 AC	Vol. 2 Pg. 30	06/13/67	Vol. 344 Pg. 116	06/13/67
33	198	1-Sec. 33 across fr. Blk 1 2-Sec. 33, Blk. 7	70.660 AC	Vol. 4 Pg. 93	01/14/80	Vol. 473 Pg. 105	01/15/80
34	151	0	50.090 AC	Vol. 3 Pg. 4	05/21/70	Vol. 362 Pg. 189	05/21/70
35	144	0	36.300 AC	Vol. 3 Pg. 5	05/21/70	Vol. 362 Pg. 195	05/21/70
36	219	0	68.830 AC	Vol. 3 Pg. 2	05/21/70	Vol. 362 Pg. 177	05/21/70
36A	114	0	32.460 AC	Vol. 3 Pg. 1	05/21/70	Vol. 362 Pg. 171	05/21/70
36B	61	0	18.210 AC	Vol. 3 Pg. 8	09/14/70	Vol. 364 Pg. 221	09/14/70
36C	17	0	3.510 AC	Vol. 3 Pg. 9	03/15/71	Vol. 369 Pg. 124	04/26/71
37	51	0	11.150 AC	Vol. 3 Pg. 26	04/26/71	Vol. 385 Pg. 337	03/29/73
46A	157	0	45.060 AC	Vol. 3 Pg. 11	03/15/71	Vol. 369 Pg. 115	04/26/71
46B	167	0	52.580 AC	Vol. 3 Pg. 13	03/15/71	Vol. 369 Pg. 113	04/26/71
47A	128	A-Sec. 47A, Blk. 2 B-Sec. 47A, Blk. 2 C-Sec. 47A, Blk. 4 D-Sec. 47A, Blk. 5 E-Sec. 47A, Blk. 6 F-Sec. 47A, Blk. 5 G-Sec. 47A, Blk. 2	53.714 AC	Vol. 3 Pg. 40	05/15/72	Vol. 379 Pg. 248	07/31/72

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47B	93	H-Sec. 47B, Blk. 8 J-Sec. 47B, Blk. 7 K-Sec. 47B, Blk. 8 & 10 L-Sec. 47B, Blk. 10 M-Sec. 47B, Blk. 10 (across) N-Sec. 47B, Blk. 11	35.608 AC	Vol. 3 Pg. 41	05/15/72	Vol. 379 Pg. 257	07/31/72
48A	200	0	61.680 AC	Vol. 3 Pg. 42	05/15/72	Vol. 379 Pg. 176	07/31/72
48B	138	1-Sec. 48B, Blk. 1 2-Sec. 48B, Blk. 2	50.950 AC	Vol. 3 Pg. 43	05/15/72	Vol. 379 Pg. 203	07/31/72
49A	124	0	38.584 AC	Vol. 3 Pg. 44	05/15/72	Vol. 379 Pg. 185	07/31/72
49B	102	1-Sec. 49B, across Blk. 4	35.880 AC	Vol. 3 Pg. 45	05/15/72	Vol. 379 Pg. 194	07/31/72
50	20	0	5.706 AC	Vol. 3 Pg. 34	08/10/71	Vol. 371 Pg. 555	08/10/71
50A	114	0	38.588 AC	Vol. 3 Pg. 35	08/10/71	Vol. 371 Pg. 563	08/10/71
50B	108	1-Sec. 50B, across Blk. 1	34.098 AC	Vol. 3 Pg. 36	08/10/71	Vol. 371 Pg. 571	08/10/71
51	145	0	47.231 AC	Vol. 3 Pg. 46	05/15/72	Vol. 379 Pg. 239	07/31/72
52	129	0	43.170 AC	Vol. 3 Pg. 47	05/15/72	Vol. 379 Pg. 230	07/31/72
60	37 Tracts	0	165.530 AC	Vol. 4 Pg. 1	11/15/72	Vol. 382 Pg. 51	11/15/72
62	243	A-Sec. 62, across Blk. 2 B-Sec. 62, Blk. 2 C-Sec. 62, Blk. 1 D-Sec. 62, Blk. 7	81.724 AC	Vol. 4 Pg. 46	01/31/78	Vol. 442 Pg. 187	03/22/78

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83	158	0	49.672 AC	Vol. 4 Pg. 10	11/02/73	Vol. 391 Pg. 739	11/02/73
84	216	1-Sec. 84, Blk. 1	79.714 AC	Vol. 4 Pg. 11	11/02/73	Vol. 391 Pg. 749	11/02/73
85	302	1-Sec. 85, Blk. 6	99.974 AC	Vol. 4 Pg. 12	11/02/73	Vol. 391 Pg. 759	11/02/73
86	217	1-Sec. 86, Blk. 1 2-Sec. 86, across Blk. 1 3-Sec. 86, across Blk. 2 4-Sec. 86, Blk. 2 5-Sec. 86, Blk. 2 6- Sec. 86, behind Blk. 1	77.918 AC	Vol. 4 Pg. 48	03/14/78	Vol. 442 Pg. 298	03/22/78
88	129	A-Sec. 88 behind Blk. 1 B-Sec. 88, Blk. 1	46.601 AC	Vol. 4 Pg. 99	05/29/80	Vol. 478 Pg. 379	05/29/80
89	192	A-128 AC B-177 AC C-2.00 AC	65.106 AC	Vol. 4 Pg. 105	06/25/80	Vol. 479 Pg. 532	06/25/80
90	115	1-Sec. 90, Blk. 1	32.425 AC	Vol. 4 Pg. 106	06/25/80	Vol. 479 Pg. 544	06/25/80
100	21	0	5.800 AC	Vol. 3 Pg. 27	05/27/71	Vol. 370 Pg. 60	05/27/71
101	20	0	6.530 AC	Vol. 3 Pg. 10	03/15/71	Vol. 369 Pg. 142	04/26/71
102	21	0	7.400 AC	Vol. 3 Pg. 12	03/15/71	Vol. 369 Pg. 151	04/26/71
103	19	0	6.500 AC	Vol. 3 Pg. 15	03/15/71	Vol. 369 Pg. 160	04/26/71
104	28	0	9.100 AC	Vol. 3 Pg. 16	03/15/71	Vol. 369 Pg. 169	04/26/71
105	18	0	5.650 AC	Vol. 3 Pg. 14	03/15/71	Vol. 369 Pg. 178	04/26/71
106	23	0	7.270 AC	Vol. 3 Pg. 18	03/15/71	Vol. 369 Pg. 187	04/26/71

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107	18	0	5.300 AC	Vol. 3 Pg. 19	03/15/71	Vol. 369 Pg. 196	04/26/71
108	18	0	5.170 AC	Vol. 3 Pg. 20	03/15/71	Vol. 369 Pg. 205	04/26/71
109	15	0	4.300 AC	Vol. 3 Pg. 21	03/15/71	Vol. 369 Pg. 214	04/26/71
110	22	0	6.400 AC	Vol. 3 Pg. 22	03/15/71	Vol. 369 Pg. 223	04/26/71
111	18	0	5.050 AC	Vol. 3 Pg. 23	03/15/71	Vol. 369 Pg. 232	04/26/71
112	19	0	5.340 AC	Vol. 3 Pg. 17	03/15/71	Vol. 369 Pg. 241	04/26/71
113	15	0	4.310 AC	Vol. 3 Pg. 28	05/27/71	Vol. 370 Pg. 68	05/27/71
114	16	0	4.460 AC	Vol. 3 Pg. 29	05/27/71	Vol. 370 Pg. 76	05/27/71
115	26	0	7.240 AC	Vol. 3 Pg. 30	05/27/71	Vol. 370 Pg. 84	05/27/71
116	18	0	5.000 AC	Vol. 3 Pg. 31	05/27/71	Vol. 370 Pg. 92	05/27/71
117	16	0	4.560 AC	Vol. 3 Pg. 32	05/27/71	Vol. 370 Pg. 100	05/27/71
118	159	1-Sec. 118 across Blk. 1	58.173 AC	Vol. 4 Pg. 13	11/02/73	Vol. 391 Pg. 769	11/02/73

THE STATE OF TEXAS
COUNTY OF LEON

I HEREBY CERTIFY that the foregoing instrument of writing with its certificate of authentication was filed for record in my office of the _____ day of _____, A.D. 19____, at _____ o'clock _____ M., and was duly recorded by me on the _____ day of _____, A.D. 19____, in Vol. _____ page _____ of the _____ Records of said County.

WITNESS MY HAND and the seal of the County Court of said County, at my office in Centerville, Texas, the _____ day and year last above written.

By Deputy _____ Deputy
BEAR GRAPHICS, INC.

CARLA McEACHERN
County Clerk
Leon County, Texas

Filed For Record

the 29th day of June

A.D. 1998, at 9:00 o'clock A M.

999/298

CARLA McEACHERN
COUNTY CLERK
LEON COUNTY, TEXAS

By Swann Rodell, Deputy

Robert J. Alexander

Return To:

Hoover, Barry Slavacek, D.D.P.

P.O. Box 4547

Houston, TX 77210-4547

Pd. 26.00