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**FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS
REGENTS HILLS**

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

THAT, WHEREAS, an instrument entitled " Regents Hills Declaration of Covenants, Conditions and Restrictions" (the "Declaration"), recorded on February 6, 2001, in Document No. 2001018577, Official Public Records, Travis County, Texas; and

WHEREAS, Article 6, Section 6.2(a) of the Restatement provides that the Declaration may be amended by the Declarant alone so long as Declarant owns at least one (1) Lot in the Association (as that term is defined in the Declaration) Further, Article 6, Section 6.2(a) provides that the amendment by Declarant shall be effective when there has been recorded in the Official Public Records of Travis County, Texas, an instrument executed and acknowledged by Declarant setting forth the amendment, and an instrument executed and acknowledged by the President and Secretary of the Board (as defined by the Declaration) certifying that Declarant had the requisite number of votes for such amendment; and

WHEREAS, Declarant holds at least one (1) Lot in the Association; and

WHEREAS, Declarant desires that this Amendment serve as the instrument executed and acknowledged by Declarant setting forth the amendment to the Declaration; and

WHEREAS, as shown on Exhibit "A", attached hereto and incorporated for all purposes, the President and Secretary of the Board have certified that Declarant had the requisite number of votes required in Article 6, Section 6.2(a) to execute this Amendment, and

WHEREAS, Declarant desires to amend the Declaration to delete reference to propane appliances and to correct a typographical error; and

NOW THEREFORE, for and in consideration of Ten and NO/100 Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Declaration is hereby amended as follows:

1. Article 2, Section 2.1(d) is hereby amended to delete reference to "propane" and substitute reference to "natural gas" in its stead.
2. Article 2, Section 2.10(a) is hereby amended to delete the phrase, "the limiting" from the second sentence of such Section, so that the second sentence shall begin, "Without limiting the generality of the foregoing...".
3. Except as specifically provided in this Amendment, the terms of the Declaration which do not conflict with this Amendment continue to encumber the Property, and all terms of the Declaration as amended by this Amendment, which do not conflict and/or are consistent remain in full force and effect. If there is any conflict or inconsistency between this Amendment and the Declaration, this Amendment will control and modify the Declaration.

(SIGNATURE AND NOTARY ON FOLLOWING PAGES)

EXECUTED on this the 28 day of February, 2001.

DECLARANT:

Toll TX, L.P , A Texas limited partnership

BY: Toll TX GP Corp., a Delaware Corporation, as General Partner

By: _____

Name: _____

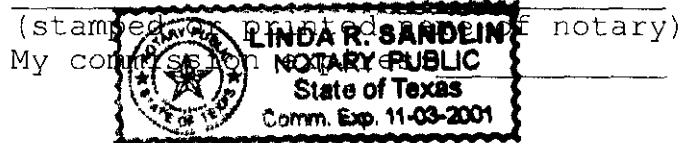
Title: _____

[Signature]
Dan J Brouillette
Vice President

STATE OF TEXAS §
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COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 28th day of February, 2001, by Daniel J Brouillette the Vice President of Toll TX, GP Corp., a Delaware Corporation, General Partner of Toll TX L.P., a Texas limited partnership, on behalf of said entity.

[Signature]
NOTARY IN AND FOR THE
STATE OF T E X A S



AFTER RECORDING RETURN TO:
RET. STEWART TITLE CO.

EXHIBIT "A"

ACKNOWLEDGMENT OF OFFICERS OF THE BOARD
OF
REGENTS HILLS HOMEOWNERS ASSOCIATION, INC.

The undersigned ("Affiants") hereby certify that Affiants are the duly elected and acting President and Secretary of Regents Hills Homeowners Association, Inc , a Texas non-profit corporation ("Company"), and are authorized to execute and deliver this Certificate, and Affiants further certify as follows

1 That Toll TX, L P , a Texas limited partnership, did have the requisite number of votes required under Article 6, Section 6 2(a) to execute the Amendment to Regents Hills Declaration of Covenants. Conditions and Restrictions, which states, in pertinent part, as follows

1 Article 2, Section 2 1(d) is hereby amended to delete reference to "propane" and substitute reference to "natural gas" in its stead

2 Article 2, Section 2.10(a) is hereby amended to delete the phrase, "the limiting" from the second sentence of such Section, so that the second sentence shall begin, "Without limiting the generality of the foregoing "

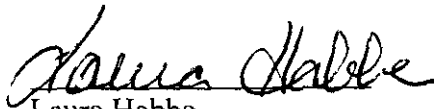
3 Except as specifically provided in this Amendment, the terms of the Declaration which do not conflict with this Amendment continue to encumber the Property, and all terms of the Declaration, as amended by this Amendment, which do not conflict and/or are consistent remain in full force and effect If there is any conflict or inconsistency between this Amendment and the Declaration, this Amendment will control and modify the Declaration

IN WITNESS WHEREOF, I have hereunto set my hand as of the 28 day of February 2001

AFFIANT



Daniel J Brouillette
President of the Board
Regents Hills Homeowners Association, Inc



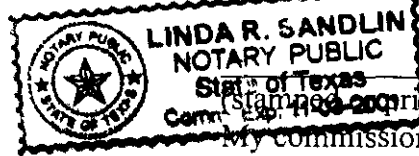
Laura Habbe
Secretary of the Board
Regents Hills Homeowners Association, Inc

(Notary execution on following page)

STATE OF TEXAS §
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COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 28 day of February, 2001, by Daniel J Brouillette, as the President of the Board of Regents Hills Homeowners Association, Inc

Linda R Sandlin
NOTARY IN AND FOR THE
STATE OF TEXAS

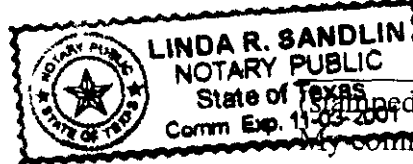


(Stamped or printed name of notary)
My commission expires _____

STATE OF TEXAS §
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COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 28 day of February, 2001, by Laura Habbe, as the Secretary of the Board of Regents Hills Homeowners Association, Inc

Linda R Sandlin
NOTARY IN AND FOR THE
STATE OF TEXAS



(Stamped or printed name of notary)
My commission expires _____

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana Debeauvoir

03-02-2001 11 46 AM 2001032343
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DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS