



STATE OF TEXAS
COUNTY OF TRAVIS

**SEVENTH AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
REGENTS HILLS SUBDIVISION**

This Seventh Amendment to Declaration of Covenants, Conditions and Restrictions of Regents Hills (this **Amendment**) is made to be effective the date set forth below by TOLL TX, L.P., a Texas limited partnership ("Declarant").

RECITALS:

A. By Regents Hills Declaration of Covenants, Conditions and Restrictions, recorded on February 6, 2001, under Document No. 2001018577 in the Official Public Records of Travis County, Texas (the "**Declaration**"), Declarant imposed certain covenants, conditions and restrictions upon Regents Hills Subdivision, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Document No. 200000336, Official Public Records, Travis County, Texas (the "Subdivision").

B. The Declaration was amended by that certain "First Amendment to Declaration of Covenants, Conditions and Restrictions Regents Hills" (the "First Amendment") dated February 28, 2001, recorded under Document No. 2001032343, Official Public Records, Travis County, Texas, amending Section 2.1(d) of the Declaration, among other things.

C. The Declaration was further amended by that certain "Second Amendment to Declaration of Covenants, Conditions and Restrictions Regents Hills" (the "Second Amendment") dated August 22, 2001, recorded under Document No. 2001142229, Official Public Records, Travis County, Texas, amending Section 2.1(d) of the Declaration, among other things.

D. The Declaration was further amended by that certain "Third Amendment to Declaration of Covenants, Conditions and Restrictions Regents Hills" (the "Third Amendment") dated August 12, 2002, recorded under Document No. 2002151046, Official Public Records, Travis County, Texas, amending Section 2.6 and Section 4.5 of the Declaration, among other things.

E. The Declaration was further amended by that certain "Fourth Amendment to Declaration of Covenants, Conditions and Restrictions Regents Hills" (the "Fourth Amendment") dated March 17, 2005, recorded under Document No. 2005084082, Official Public Records, Travis County, Texas.

F. The Declaration was further amended by that certain "Fifth Amendment to Declaration of Covenants, Conditions and Restrictions Regents Hills" (the "Fifth Amendment") dated June 2, 2005, recorded under Document No. 2005096677, Official Public Records, Travis County, Texas,

G. The Declaration was further amended by that certain "Sixth Amendment to Declaration of Covenants, Conditions and Restrictions Regents Hills" (the "Sixth Amendment") dated July 1, 2005, recorded under Document No. 2005 118084, Official Public Records, Travis County, Texas,

H. Section 6.2 (a) of the Declaration provides that Declarant may amend the Declaration so long as Declarant holds at least one (1) Lot in the Subdivision and an instrument is executed and acknowledged by Declarant setting forth the amendment, and an instrument executed by the President and Secretary of the Board of the Association (as defined in the Declaration) certifying Declarant had the requisite number of Lots.

I. Declarant holds at least one (1) Lot in the Association.

J. As shown by Exhibit A attached hereto and incorporated herein for all purposes, the President and Secretary of the Board have certified that Declarant has the requisite number of Lots required in Article 6, Section 6.2 (a) to execute this Amendment.

NOW THEREFORE the Declaration is hereby amended as follows:

Section 1.3 of the Declaration is hereby amended to read in its entirety as follows:

1.3 Assessments(s). "Assessment(s)" shall mean assessments(s) levied by the Association, and includes both regular assessments and special assessments as provided in Article 5 hereof, and any other amounts due under any governing document (including the Declaration, Bylaws, or any Rules)."

Executed by the Declarant on the date below to be effective as of June 16, 2005.

DECLARANT:

TOLL TX, L.P.

By: Toll TX GP Corp., a Texas corporation,
General Partner

By: C.J. Rogers
Name: C.J. Rogers
Title: Vice President

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 16th day of June, 2005, by
C.J. Rogers of Toll TX GP Corp., a Texas corporation, on

behalf of said corporation, as General Partner of TOLL TX, L.P., a Texas limited partnership, on behalf of said limited partnership.

Adella M. Hansford
NOTARY PUBLIC, State of Texas
Print Name: Adella M. Hansford

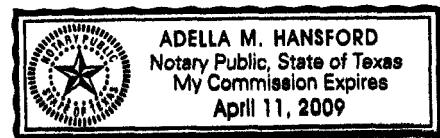


EXHIBIT A

ACKNOWLEDGEMENT 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 (the "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 own the requisite number of Lots required under Article 6, Section 6.2(a) to make the Seventh Amendment to Regents Hills Declaration of Covenants, Conditions and Restrictions, to which this acknowledgement is attached.

IN WITNESS WHEREOF we have set our hands this 16th day of June, 2005.

AFFIANTS:



C. S. Rogers
Printed name of President
President of the Board
Regents Hills Homeowners
Association, Inc.

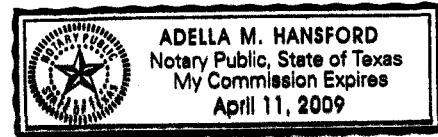


Chip Graves
Cl. Graves
Printed name of Secretary
Secretary of the Board
Regents Hills Homeowners
Association, Inc.

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 16th day of June, 2005, by
C.J. Rogers in the capacity of President of the Board of Regents Hills Homeowners
Association, Inc.

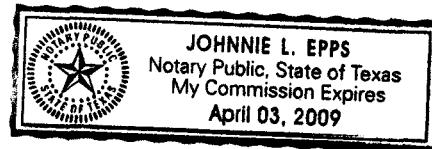
Adella M. Hansford
NOTARY PUBLIC, State of Texas
Print Name: Adella M. Hansford



THE STATE OF TEXAS §
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COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 22nd day of June, 2005, by
Charles Graves, in the capacity of Secretary of the Board of Regents Hills Homeowners
Association, Inc.

Johnnie L. Epps
NOTARY PUBLIC, State of Texas
Print Name: JOHNNIE L. EPPS



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After recording, please return to:

Niemann & Niemann, L.L.P.
1122 Colorado St., Suite 313
Austin, Texas 78701

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

2005 Jul 20 09:56 AM 200512990

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DANA DEBEAUVOIR COUNTY CLERK
TRAVIS COUNTY TEXAS