



**Fifth Amendment to Declaration of Covenants, Conditions and Restrictions for
Regents Hills Subdivision
and
Architectural Committee Approval for Subdivision of Lots
Regents Hills, and Declaration Amendment Regarding Lot 22, Block A**

WHEREAS the Regents Hills Declaration of Covenants, Conditions and Restrictions (along with all subsequent amendments, the "Declaration") was filed in Document #2001018577 of the Official Public Records of Travis County, Texas; and

WHEREAS Section 2.5 of the Declaration prohibits subdivision of Lots without the approval of the Regents Hills Homeowners Association, Inc. Architectural Committee ("Committee"), and whereas application has been made to the Architectural Committee for subdivision of the below-described Lots and the Committee wishes to grant its approval of such subdivision conditioned on the following, and whereas the Owner(s) of such Lots have agreed to such conditions as evidenced by their signatures hereto, the following provisions are hereby enacted to be binding on the Lots as described herein, the Owners as described herein, and their successors and assigns. All defined terms herein shall have the definition given in the Declaration, unless otherwise stated herein.

Property description before subdivision: Lots 22, 23, and 24, Block A, of the Regents Subdivision, according to the map or plat of record in document 200000336 of the Official Records of Travis County, Texas (the "Subdivided Lots").

Property description after subdivision: Permission from the Committee is hereby given to subdivide these three Lots, so as to result in two Lots, a new Lot 23 and new Lot 24 as shown on the map attached hereto as **Exhibit A**. The Owners signing below shall promptly record an Amending Plat of the Subdivided Lots with the appropriate governmental authorities and shall provide a copy of such recorded Amending Plat to the Architectural Committee.

Zoning: This approval is conditioned upon zoning either remaining under the current "Rural Residence District" Designation, or being amended to the "Single Family Residence large Lot (SF-1) District" Designation. No other zoning changes are approved, and any other zoning change shall automatically void this approval.

Assessment responsibilities. The Lots are subject to the Declaration, among other restrictions. As such, the Lots are responsible for payment of Assessments to the Association, and entitled to vote in Association matters in accordance with the Declaration and Bylaws for the Regents Hills Homeowners Association, Inc. (the "Association"). Under the Declaration, all Lots pay Assessments on a per-Lot basis, and all Lots are entitled to designate a representative to vote one vote per Lot in Association matters in which Members are entitled to vote. The Declaration has

been amended to eliminate Lot 22's duty to pay assessments, with certain conditions. (See "Fourth Amendment to Declaration of Covenants, Conditions and Restrictions," filed in the Official Public Records of Travis County, Texas prior to the date of this documents, and a copy of which is attached hereto as **Exhibit B.**)

As of either (1) the effective date of this agreement, or (2) the date of recordation of the Amending Plat described above, whichever later, the Subdivided Lots shall be responsible for Assessments, and shall have voting rights in the Association, as follows:

Lot 23: Shall pay assessments and have voting rights and all other rights equivalent to one Lot under the Declaration

Lot 24: Shall pay assessments and have voting rights and all other rights equivalent to one Lots under the Declaration

Declaration Amendment. Toll TX, LP is the Declarant as defined in the Declaration, and as such has the power to amend the Declaration for so long as Declarant owns at least one lot in the Subdivision, which is still the case. Declarant hereby amends the Declaration to delete Section 5.1(f) in its entirety.

Executed and Effective this 17 day of March, 2005.

**Architectural Control Committee,
Regents Hills Homeowners Association,
Inc.**

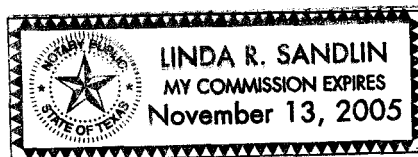
By: [Signature]

Printed name: Cornelius J. Rogers

Title: President

STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was acknowledged before me on March 17, 2005 by Cornelius J. Rogers, as President of the Architectural Committee of the Association.



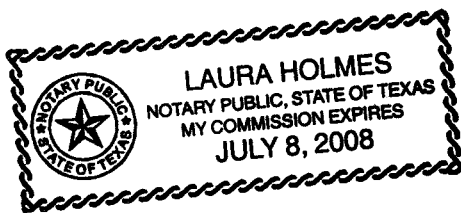
Linda R Sandlin
Notary Public for the State of Texas
Printed name of notary _____

Gene C. Sheppard
Co-Owner, Lot 22 and 24 (to become Lot 24)

Gene C Sheppard

STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was acknowledged before me on April 9, 2005 by Gene C. Sheppard.



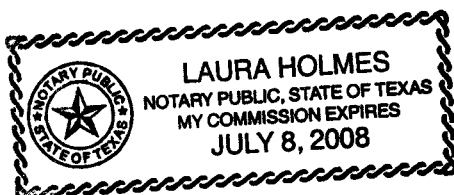
Laura Holmes
Notary Public for the State of Texas
Printed name of notary Laura Holmes

Hollis P. Sheppard
Co-Owner, Lot 22 and 24 (to become Lot 24)

Hollis P Sheppard

STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was acknowledged before me on April 9, 2005 by Hollis P. Sheppard.



Laura Holmes
Notary Public for the State of Texas
Printed name of notary Laura Holmes

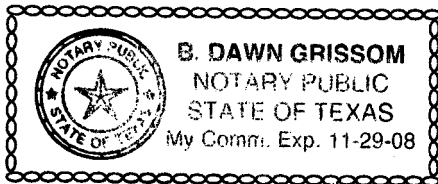
Conrad H. Cohen
Co-Owner, Lot 23 (to remain known as Lot 23)

Conrad H Cohen

STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was acknowledged before me on APRIL 11, 2005 by Conrad H. Cohen.

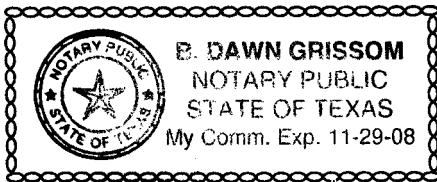
B. Dawn Grissom



STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was acknowledged before me on APRIL 11, 2005 by Huynh T. Cohen.

B. Dawn Grissom



Huynh T. Cohen
Co-Owner, Lot 23 (to remain known as Lot 23)

Huynh T. Cohen

Toll TX, LP, a Texas Limited Partnership
By: Toll TX GP Corp, a Delaware Corporation, its General Partner

By: *[Signature]*

Name: Cornelius J. Rogers

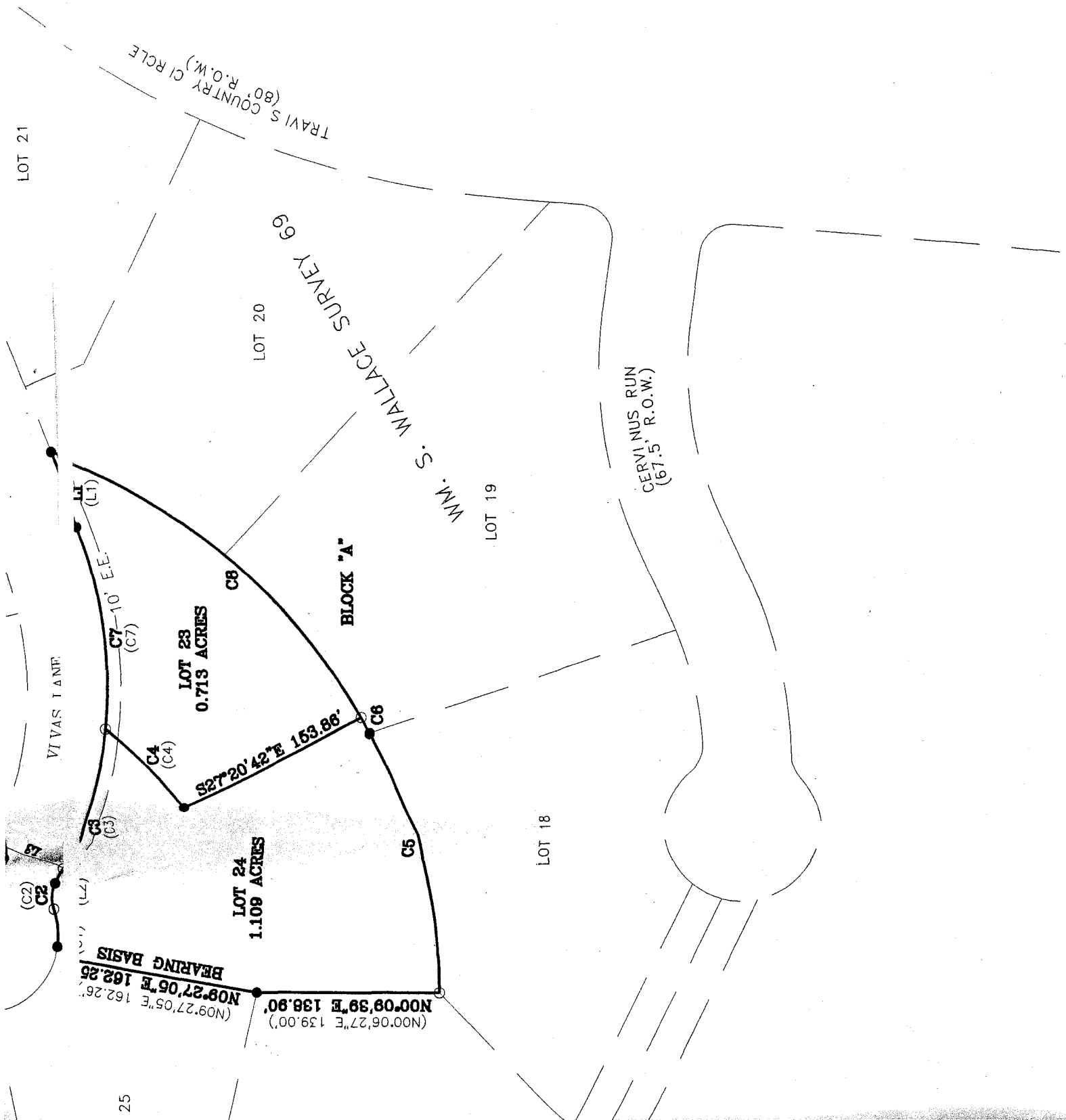
Title: Vice President

Exhibits: A Map of Lots
B Fourth Amendment to Declaration

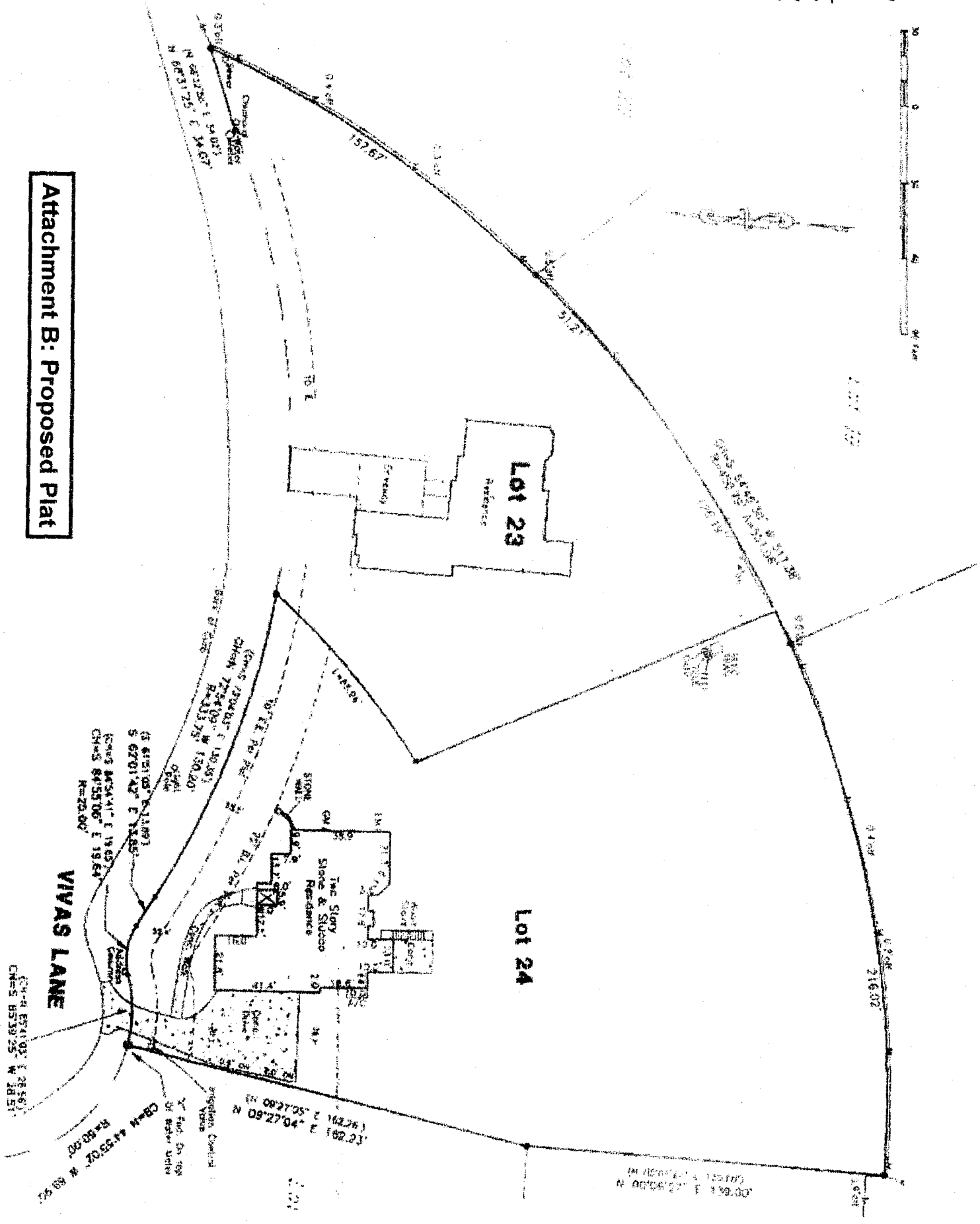
FileServer: CLIENTS:Regents Hills:ACCapproval [final].doc

After recording, return to:
Niemann & Niemann
Attn: Connie Heyer
1122 Colorado Street, Suite 313
Austin, Texas 78701

Ex A
1 of 2



Attachment B: Proposed Plat



STATE OF TEXAS
COUNTY OF TRAVIS

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

This Fourth 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. 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.
- F. Declarant holds at least one (1) Lot in the Association.

G. 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, in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant hereby confirms and agrees as follows:

1. Section 5.1 of the Declaration is hereby amended to add the following thereto:

(f) Lot 22 shall be exempt from the levy of Assessments in accordance with this Section; provided, however, that such exemption shall automatically be terminated and Lot 22 shall be subjected to Assessments without any further consent joinder of the applicable Parties, if (i) a separate residential structure is erected on Lot 22, or (ii) if Lot 22 is sold or conveyed to a third party, and such conveyance does not include Lot 24.

2. The Declaration, as amended previously amended and as amended hereby, remains in full force and effect.

Executed by the Declarant on the date below to be effective as of March 17, 2005.

DECLARANT:

TOLL TX, L.P.

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

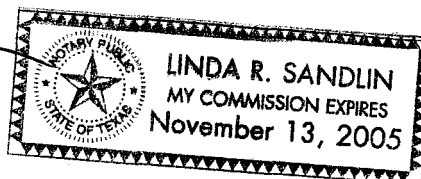
By: [Signature]
Name: Cornelius J. Rogers
Title: Vice President

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 17th day of March, 2005, by Cornelius J. Rogers, Vice President 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.

[Signature]
NOTARY PUBLIC, State of Texas
Print Name: _____



AFTER RECORDING, RETURN TO:

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

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:

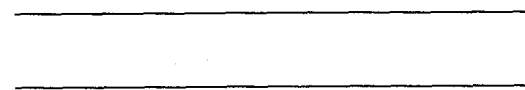
1. That Toll TX, L.P., a Texas limited partnership, did own the requisite number of Lots required under Article 6, Section 6.2(a) to make the Fourth Amendment to Regents Hills Declaration of Covenants, Conditions and Restrictions, to which this acknowledgement is attached.

IN WITNESS WHEREOF we have set our hands this the 17 day of March, 2005.

AFFIANTS:



Cornelius J. Rogers
President of the Board
Regents Hills Homeowners
Association, Inc.



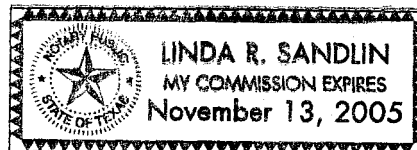
Chip Graves
Secretary of the Board
Regents Hills Homeowners
Association, Inc.

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 17th day of March, 2005, by Cornelius J. Rogers in the capacity of President of the Board of Regents Hills Homeowners Association, Inc.



NOTARY PUBLIC, State of Texas
Print Name: _____



THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the ____ day of _____, 2005, by Chip Graves, in the capacity of Secretary of the Board of Regents Hills Homeowners Association, Inc.

NOTARY PUBLIC, State of Texas
Print Name: _____

FileServer: CLIENTS:Regents Hills: FourthAmendDecl2.doc

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 Jun 02 09:49 AM 2005096677

HERRERAR \$34.00

DANA DEBEAUVOIR COUNTY CLERK
TRAVIS COUNTY TEXAS

Recorders Memorandum-At the time of recordation this instrument was found to be inadequate for the best reproduction, because of illegibility, carbon or photocopy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.