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**SECOND AMENDMENT TO DECLARATION  
OF  
COVENANTS, CONDITIONS AND RESTRICTIONS  
FOR  
VERSAILLES ADDITION  
TO THE CITY OF SOUTHLAKE, TARRANT COUNTY, TEXAS**

COUNTY OF TARRANT    )  
  )  
STATE OF TEXAS        )  
  )

KNOW ALL MEN BY THESE PRESENTS.

This SECOND AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR VERSAILLES, an addition to the City of Southlake, Tarrant County ("Second Amendment") is made and approved to be effective as of the last date appearing in the signature blocks at the end of this instrument and on Exhibit "C" attached hereto, by the signatories hereto.

WITNESSETH:

WHEREAS, Versailles, Ltd., a Texas limited partnership, is the Declarant under that certain Declaration of Covenants, Conditions and Restrictions for Versailles, an addition to the City of Southlake, Tarrant County, Texas (the "Declaration") dated July 28, 1996, recorded under County Clerk's File No. D196145237 in the Real Property Records of Tarrant County, Texas affecting certain real property more particularly described in the Declaration and on Exhibit "A" attached hereto and incorporated herein by reference for all purposes ("Versailles I & II"); and

WHEREAS, the Declarant has heretofore prepared and filed that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Versailles Addition dated effective November 24, 1997, and recorded in the Deed Records of Tarrant County, Texas (the "First Amendment"); and

WHEREAS, Section 8.5(a) of the Declaration provides for amendment or modification of the Declaration upon the express written consent of at least sixty-six and two-thirds percent (66-2/3%) of the outstanding votes of the Association; and

WHEREAS, the parties whose signatures appear at the end of this instrument and on the consent attached as Exhibit "C" include owners and members of the Association entitled to cast in excess of 66 2/3rd's of the outstanding votes of the Association; and

WHEREAS, Versailles III, Ltd., a Texas limited partnership is the owner of fee simple title in and to the

property described on Exhibit "B" attached hereto and incorporated herein by reference for all purposes ("Versailles III"); and

WHEREAS, the signatories hereto, in their capacity as Declarant and/or owners and members of the Association, desire to amend the Declaration by adding to the properties currently described in Exhibit "A" to the Declaration those tracts described in Exhibit "B" hereto.

NOW THEREFORE, effective as of the last date reflected in the signature blocks below, the parties hereto hereby amend and supplement the Declaration as follows:

1. Exhibit "A" to the Declaration is supplemented by the addition thereto of those tracts described in Exhibit "B" hereto, and same shall be subject to the covenants, conditions, restrictions, and provisions of the Declaration as amended by the First Amendment.

2. The Declaration, and particularly Section 1.4, is amended and supplemented to add Versailles III, Ltd., owner of Versailles III, as a Declarant with all of the rights, powers, and responsibilities coextensive with Versailles, Ltd.

3. Owners of lots in Versailles III shall be members of the Association with all rights and responsibilities of lot owners in Versailles I and II. Owners of lots in Versailles I, II and III shall have the equal right to use and enjoy any and all of the common facilities on Versailles I, II and III.

4. Owners of lots in Versailles I, II, and III shall pay assessments as provided in Article IV of the Declaration

EXECUTED on the day and year appearing the in signature blocks below.

DECLARANT (VERSAILLES I & II):

VERSAILLES, LTD.,  
a Texas limited partnership

By: D.D. Partners, Inc.,  
General Partner

By: John F. Dickerson  
John F. Dickerson  
President

DATE OF EXECUTION: 2-28-00

DECLARANT (VERSAILLES III)

VERSAILLES III, LTD.,  
a Texas limited partnership

By: Dickerson Operating, Inc.,  
General Partner

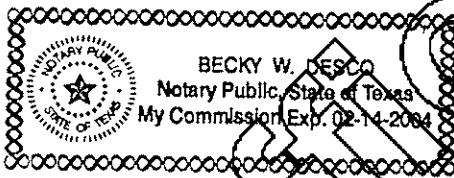
By: John F. Dickerson  
John F. Dickerson  
President

DATE OF EXECUTION: 2-28-00

STATE OF TEXAS        )  
                                  )  
COUNTY OF DALLAS    )

This instrument was acknowledged before me on the 28<sup>th</sup>  
day of February, 2000, by John F. Dickerson, President  
of D.D. Partners, Inc., General Partner on behalf of  
VERSAILLES, LTD., a Texas limited partnership.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 28<sup>th</sup> day of  
February, 2000.

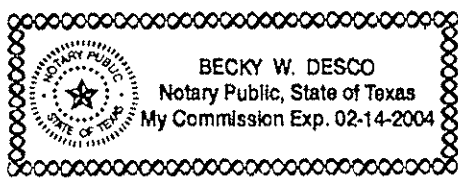


Becky W. Desco  
Notary Public

STATE OF TEXAS        )  
                                  )  
COUNTY OF DALLAS    )

This instrument was acknowledged before me on the 28<sup>th</sup>  
day of February, 2000, by John F. Dickerson, President  
of Dickerson Operating, Inc., General Partner, on behalf of  
Versailles III, Ltd., a Texas limited partnership.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 28<sup>th</sup> day of  
February, 2000.



Becky W. Desco  
Notary Public

EXHIBIT "A"

PROPERTY DESCRIPTION

VERSAILLES I & II

BEING 103 Lots out of VERSAILLES, an addition to the City of Southlake, Texas, according to the recorded plat thereof filed of record at Clerk's File No. D-196145237 in the Map Records of Tarrant County, Texas, and more particularly described as follows:

Common Area 1, Block 1;  
Lots 1 through 4, Block 1;  
Lots 1 through 34, Block 2;  
Lots 1 through 21, Block 3;  
Lots 1 through 29, Block 4; and  
Lots 1 through 14, Block 5

being a total of 103 lots

Unofficial Copy

EXHIBIT "B"

PROPERTY DESCRIPTION

VERSAILLES III

PROPERTY DESCRIPTION

BEING a 27.36 acre tract out of the J. W. HALE SURVEY Abstract No. 803 and the JOHN A. FREEMAN SURVEY, Abstract No. 529, Tarrant County, Texas; said tract also being the same property as described as Lots 1 and 2, Block 1, E. A. Smith subdivision as recorded in Volume 388-154, page 94 of the Plat Records of Tarrant County, Texas; said 27.36 acre tract being more particularly described as follows:

BEGINNING at an iron pin at the southwest corner of the said E. A. Smith subdivision; said point being North 85° 55' 55" E, 2.60 feet from the northwest corner of Lot 3, Block 1, Versailles Addition as recorded in Cabinet A, Slide 2990 of the Plat Records of Tarrant County, Texas; said point also being in the existing east right-of-way of south Carroll Avenue (variable R.O.W.);

THENCE North 00° 02' 17" West along the said East R. O. W. of South Carroll Avenue for a distance of 813.32 feet to a point for corner,

THENCE South 89° 42' 10" East, passing an iron pin at 790 feet as described as the southwest corner of Oak Tree Estates as recorded in Cabinet A, Slide 2121 of the Plat Records of Tarrant County, Texas; and continuing along the south line on Oak Tree Estates, a total distance of 1475.91 feet to an iron pin at the northwest corner of Napa Valley Estates, as recorded in Cabinet A, Slide 2336 of the Plat Records of Tarrant County, Texas;

THENCE South 00° 16' 48" West along the west line of Napa Valley Estates for a distance of 805.55 feet to an iron pin for corner at the southwest corner of Lot 7, Block 2, Napa Valley Estates; said point also being in the north line of Lot 6, Block 2, Napa Valley Estates;

THENCE North 89° 13' 52" West along the said north line of Lot 6, Block 2, Napa Valley Estates for a distance of 111.66 feet to the northwest corner of Lot 6, Block 2, Napa Valley Estates and the northeast corner of Lot 9, Block 2, Versailles Addition;

THENCE South 89° 55' 55" West along the north line of Versailles Addition for a distance of 1359.77 feet to the POINT OF BEGINNING and containing 27.36 acres of land more or less.

A

PRELIMINARY PLAT OF

BLOCK 6, LOTS 1 - 28 AND

BLOCK 7, LOTS 1 - 18

OF

VERSAILLES, PHASE III

EXHIBIT "C"

WRITTEN CONSENT AND VOTE OF  
LOT OWNERS

We, the undersigned owners of lots in Versailles Addition execute this consent to register our vote in approval of the attached amendment annexing Versailles, Phase III to the property covered by the Declaration of Covenants, Conditions and Restrictions for Versailles Addition, an addition to the city of Southlake, Tarrant County, Texas.

1. Carol Anne Boyd  
[signature]  
1102 Calais Dr  
[street address]  
2-12-2000  
[date of execution]      CAROL ANNE BOYD  
[printed name]  
8 12 Block 3  
[lot & block]
2. Gandee Sullivan  
[signature]  
700 Lorraine Dr.  
[street address]  
02-12-00  
[date of execution]      RANDALL SULLIVAN  
[printed name]  
9/2  
[lot & block]
3. Pamela C Masol  
[signature]  
1104 Calais DR  
[street address]  
02-13-00  
[date of execution]      Pamela C. Mason  
[printed name]  
12/3  
[lot & block]
4. Pam Malhotra  
[signature]  
602 Lorraine  
[street address]  
Southlake  
[date of execution]      Pam Malhotra  
[printed name]  
2/2  
[lot & block]
5. Kathy Lowenstein  
[signature]  
1108 Calais Dr.  
[street address]  
02-16-00  
[date of execution]      Kathy Lowenstein  
[printed name]  
9/3  
[lot & block]
6. Julie Dixon  
[signature]  
613 Lorraine Dr.  
[street address]  
02-18-00  
[date of execution]      Julie Dixon  
[printed name]  
15/4  
[lot & block]

WRITTEN CONSENT AND VOTE OF  
LOT OWNERS  
[continued]

We, the undersigned owners of lots in Versailles Addition execute this consent to register our vote in approval of the attached amendment annexing Versailles, Phase III to the property covered by the Declaration of Covenants, Conditions and Restrictions for Versailles Addition, an addition to the city of Southlake, Tarrant County, Texas.

7. Toni Gentry [signature] TONI GENTRY [printed name]  
1105 VERSAILLES CT [street address] 1713 [lot & block]  
02-17-00 [date of execution]
8. B [signature] Pat Gray [printed name]  
616 Bordeaux Dr. [street address] 214 [lot & block]  
02-17-00 [date of execution]
9. A. Kees [signature] George Bennett [printed name]  
617 Bordeaux [street address] 2012 [lot & block]  
02-18-00 [date of execution]
10. K. Bonds [signature] KAREN BONDS [printed name]  
Marquette Ct [street address] 2612 [lot & block]  
02-18-00 [date of execution]
11. Dan Light [signature] Dan Light [printed name]  
705 Lorraine [street address] 1614 [lot & block]  
02-18-00 [date of execution]
12. Jamie Meier [signature] Jamie Meier [printed name]  
705 Lorraine Dr. [street address] 1315 [lot & block]  
2-18-00 [date of execution]

WRITTEN CONSENT AND VOTE OF  
LOT OWNERS  
[continued]

We, the undersigned owners of lots in Versailles Addition execute this consent to register our vote in approval of the attached amendment annexing Versailles, Phase III to the property covered by the Declaration of Covenants, Conditions and Restrictions for Versailles Addition, an addition to the city of Southlake, Tarrant County, Texas.

13. Donna Adams [signature] Donna Adams [printed name]  
1203 - Jerrard Ct [street address] 34/2 [lot & block]  
02-19-00 [date of execution]

14. Ann Marie Rasmussen [signature] Ann Marie RASMUSSEN [printed name]  
110 Calais Drive [street address] 8/3 [lot & block]  
02-19-00 [date of execution]

15. Robert Benson [signature] Robert Benson [printed name]  
1119 Calais Drive [street address] 1/4 [lot & block]  
19 February 2000 [date of execution]

16. Norman Barfield [signature] Norman Barfield [printed name]  
Corraine Ct [street address] 12/2 [lot & block]  
02-23-00 [date of execution]

17. Kathy Pecora [signature] Kathy Pecora [printed name]  
108 Bordeaux Dr. [street address] 25/4 [lot & block]  
2-23-00 [date of execution]

18. Jacque Baughman [signature] Jacque Baughman [printed name]  
1103 Versailles Ct. [street address] 16/3 [lot & block]  
2-25-00 [date of execution]



D200068626  
VERSAILLES III  
8333 DOUGLAS AVE 1300LB72  
DALLAS TX 75225

-W A R N I N G-THIS IS PART OF THE OFFICIAL RECORD--D O N O T D E S T R O Y

I N D E X E D -- T A R R A N T C O U N T Y T E X A S  
S U Z A N N E H E N D E R S O N -- C O U N T Y C L E R K  
O F F I C I A L R E C E I P T

T O: VERSAILLES III

RECEIPT NO	REGISTER	REC'D BY	PRINTED DATE	TIME
200181450	DR91	CAF	04/04/2000	09:04

	INSTRUMENT FEES	INDEXED	TIME	
1	D200068626 WD	20000404	09:04	CK 1077

T O T A L D O C U M E N T S : 0 1 F E E S : 2 5 . 0 0

B Y: \_\_\_\_\_

ANY PROVISION WHICH RESTRICTS THE SALE RENTAL OR USE  
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE  
IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.