

**SECOND AMENDMENT
TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
HERITAGE HILL COUNTRY**

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

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR HERITAGE HILL COUNTRY (this "Amendment") is made this 24 day of November, 2001, by U. S. Home Development Company (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, U.S. Home Corporation, as Declarant, recorded that certain Declaration of Covenants, Conditions and Restrictions for Heritage Hill Country on December 11, 1998, under Clerk's Register No. 985615 of the Real Property Records of Gillespie County, Texas (the "Declaration"); and

WHEREAS, the Declaration was amended by that certain First Amendment to the Declaration of Covenants, Conditions and Restrictions for Heritage Hill Country dated May 27, 1999, and recorded in Volume 372, Page 769 of the Deed Records of Gillespie, Texas, and re-recorded in Volume 376, Page 702 of the Deed Records of Gillespie County, Texas (the "First Amendment"); and

WHEREAS, U.S. Home Corporation assigned its rights as Declarant and as the sole Class B Member to U.S. Home Development Company; and

WHEREAS, Article XII, Section 4.b of the Declaration provides for the unilateral amendment of that instrument by the Declarant until the completion of the contemplated improvements on the Properties, and closing of all Lot or Parcel sales, by the recording of an amendment executed by the Declarant in the public records of Gillespie County, Texas.

NOW, THEREFORE, the following additional covenants, conditions and restrictions are hereby added to and made a part of the Declaration, and the Declarant hereby declares that the Property shall be held, sold and conveyed subject to these restrictions which shall run with title to the Property and be binding on all parties having any right, title or interest in the Property or any part thereof, their heirs, personal representatives, successors and assigns, and shall inure to the benefit of each owner thereof.

DATED
11-28-01

1. Article VIII is amended by adding a new Section 16 as follows:

Section 16. Minimum Floor Space. All floor areas referenced below are for the air-conditioned floor areas, exclusive of porches, garages, or breezeways attached to the main dwelling. Each dwelling constructed on any Lot in the subdivision shall contain a minimum of one thousand four hundred (1,400) square feet.

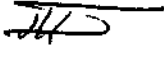
2. Article VIII is amended by adding a new Section 17 as follows:

Section 17. Construction Requirements. The exterior surface of all residential dwellings shall be constructed of masonry on all sides of the dwelling. No residential dwelling shall exceed one story in height. Roofing materials must be of a weathered wood appearance with at least a 25 year minimum life or must be of metal.

3. Except as modified by this Amendment, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused this Amendment to be executed by its duly authorized agent as of the date first written above.

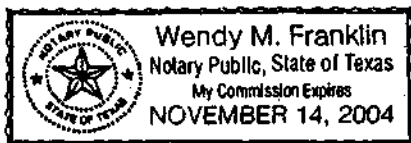
DECLARANT: U. S. HOME DEVELOPMENT COMPANY

By: George A. d'Hemecourt 
Its: DIVISION PRESIDENT

STATE OF TEXAS §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public in and for said county and state, on this day personally appeared George d'Hemecourt, Division President of U. S. Home Development Company, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said limited partnership.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 29 day of November, 2001.



Wendy M. Franklin
Notary Public in and for
the State of Texas

My Commission Expires: 11-14-09

AFTER RECORDING RETURN TO:

Riddle & Williams, P.C.
3811 Turtle Creek Boulevard #1050
Dallas, Texas 75219

FARWBWPGFUD.AMDASECOND.HERITAGEHILL

RECEIVED
11-14-09
11:14 AM
FARWBWPGFUD.AMDASECOND.HERITAGEHILL
BY _____

FILED FOR RECORD
AT 8:49 O'CLOCK A M

015636

FTC
9.00
6.00

DEC 03 2001

DEBBIE WAHL
CLERK COUNTY COURT
GILLESPIE COUNTY, TEXAS
By Colleen R. Ketron Deputy

THE STATE OF TEXAS } I, DEBBIE WAHL, Clerk of
County of Gillespie } the County Court of said County,

do hereby certify that the foregoing instrument of writing with
its certificate of authentication was filed for record on date
stamped hereon and duly recorded this 4th day of
December, A.D. 20 01, at 8:10 o'clock a M., in the
Official Public records of said County, in Volume
440, on Pages 749-752.

Witness my hand and seal of the County Court of said
County, at office in Fredericksburg, Texas, the day and
year last above written.

DEBBIE WAHL
Clerk, County Court, Gillespie County, Texas
By Colleen Ketron Deputy
Colleen Ketron