

THIRD 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 THIRD AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR HERITAGE HILL COUNTRY (this "Amendment") is made this 28th 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.

1. Article VIII, Section 14(a)(iv) is amended by deleting that subsection in its entirety and replacing it with the following:

(iv) Notwithstanding anything to the contrary contained herein, for so long as Declarant owns a Lot or Parcel for development and sale in the Development, the Declarant shall have the sole right, but not the obligation, to sell no more than twenty percent (20%) of the Lots which shall be permanently occupied by at least one person who is forty-five (45) years of age or older; provided, such occupancy does not violate the Acts or the regulations promulgated thereunder.

2. 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.

DATED
11-28-01

440/746-748 OPR

DECLARANT: U. S. HOME DEVELOPMENT COMPANY

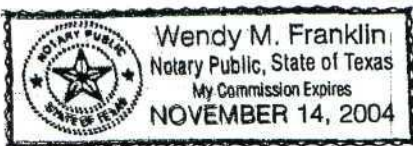
By: George A. d'Hemecourt

Its: AUTHORIZED AGENT

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, Authorized Agent 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 company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 28 day of November, 2001.



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

My Commission Expires: 11-14-04

AFTER RECORDING RETURN TO:

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

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