

The SECOND SUPPLEMENTAL DECLARATION OF RESTRICTIONS, COVENANTS AND EASEMENTS FOR WATERBROOK WEST, A Subdivision in Fort Bend County, Texas was filed for record in Volume 2614, Page 1950, Volume 2622, Page 214, and Volume 2648, Page 2000.

SECOND SUPPLEMENTAL DECLARATION OF RESTRICTIONS
COVENANTS AND EASEMENTS FOR WATERBROOK WEST,
A Subdivision in Fort Bend County, Texas

STATE OF TEXAS
COUNTY OF FORT BEND

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, on the 6th day of September, 1979, Waterbrook, Inc., a Texas Corporation as Declarant, caused to be filed for record the Declaration of Restrictions, Covenants and Easements for Waterbrook West, a Subdivision in Fort Bend County, Texas ("Declaration"), which declaration was recorded in Volume 859, Page 456 of the Deed Records of Fort Bend County, Texas;

WHEREAS the above noted Declaration was supplemented by the Supplemental Declaration of Restrictions, Covenants and Easements for Waterbrook West, A Subdivision in Fort Bend County, Texas, and filed for record in Volume 971, Page 444 of the Deed Records of Fort Bend County, Texas filed for record on June 15, 1981, executed by the Declarant and the owners of the property within Waterbrook West;

WHEREAS all the lots within Waterbrook West have been conveyed by the Declarant;

WHEREAS the owners of said lots desire to amend the Declaration and modify the provisions contained therein and intend for this Supplemental Declaration to accomplish such modifications;

NOW, THEREFORE, the owners of said lots do hereby amend the Declaration as follows:

I. Article I, Section 1 (b) is amended to read as follows:

(b) "The property" shall mean and refer to Waterbrook West subject to the reservations set forth herein or on said plat or replat which may take the place and be in lieu of the original plat, and any additional properties made subject to the terms hereof pursuant to provisions set forth herein;

II. Article VIII is added and shall read as follows:

1. The Declaration is amended for all purposes to recognize and approve of the replats of portions of Blocks 1, 2, and 3 of the Waterbrook West Subdivision as shown on the replats which shall be filed of record in Fort Bend County, Texas simultaneously with this Second Supplemental Declaration in accordance with the drawings shown in Exhibit A attached hereto and made a part hereof for all purposes, which said partial replat shall clarify the original plat of Waterbrook West, a subdivision in Fort Bend County, Texas, said original plat recorded in Volume 23, Page 29 of the Map Records of Fort Bend County, Texas.

IN WITNESS WHEREOF, the undersigned, being the owners of said lots, have executed this Second Supplemental Declaration, effective as of the ____ day of ____, 1992.

OWNERS:

Lawrence E. Axel
Signature

Lot 8, Block 5

Lawrence E. Axel Sr.
Printed/typed

Debra Y. Axel
Signature

Debra Y. Axel
Printed/typed

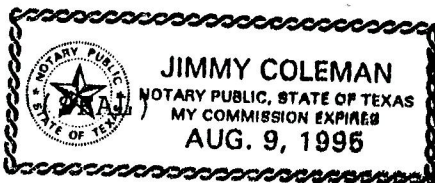
Acknowledgements for Owners:

State of Texas

County of Fort Bend

BEFORE ME, the undersigned authority, on this day personally appeared LAWRENCE E. AXEL JR., 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.

GIVEN UNDER MY HAND AND SEAL OF OFFICE THIS 30th day of December, 1992.



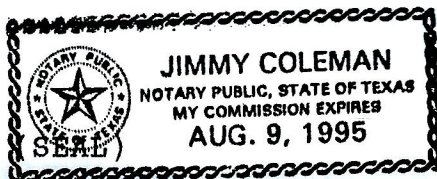
Jimmy Coleman
Notary Public, State of Texas

JIMMY COLEMAN
Printed name of Notary

8/9/95
Date Commission Expires

BEFORE ME, the undersigned authority, on this day personally appeared DEBRA Y AXEL, 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.

GIVEN UNDER MY HAND AND SEAL OF OFFICE THIS 30th day of December, 1992.



Jimmy Coleman
Notary Public, State of Texas

JIMMY COLEMAN
Printed name of Notary

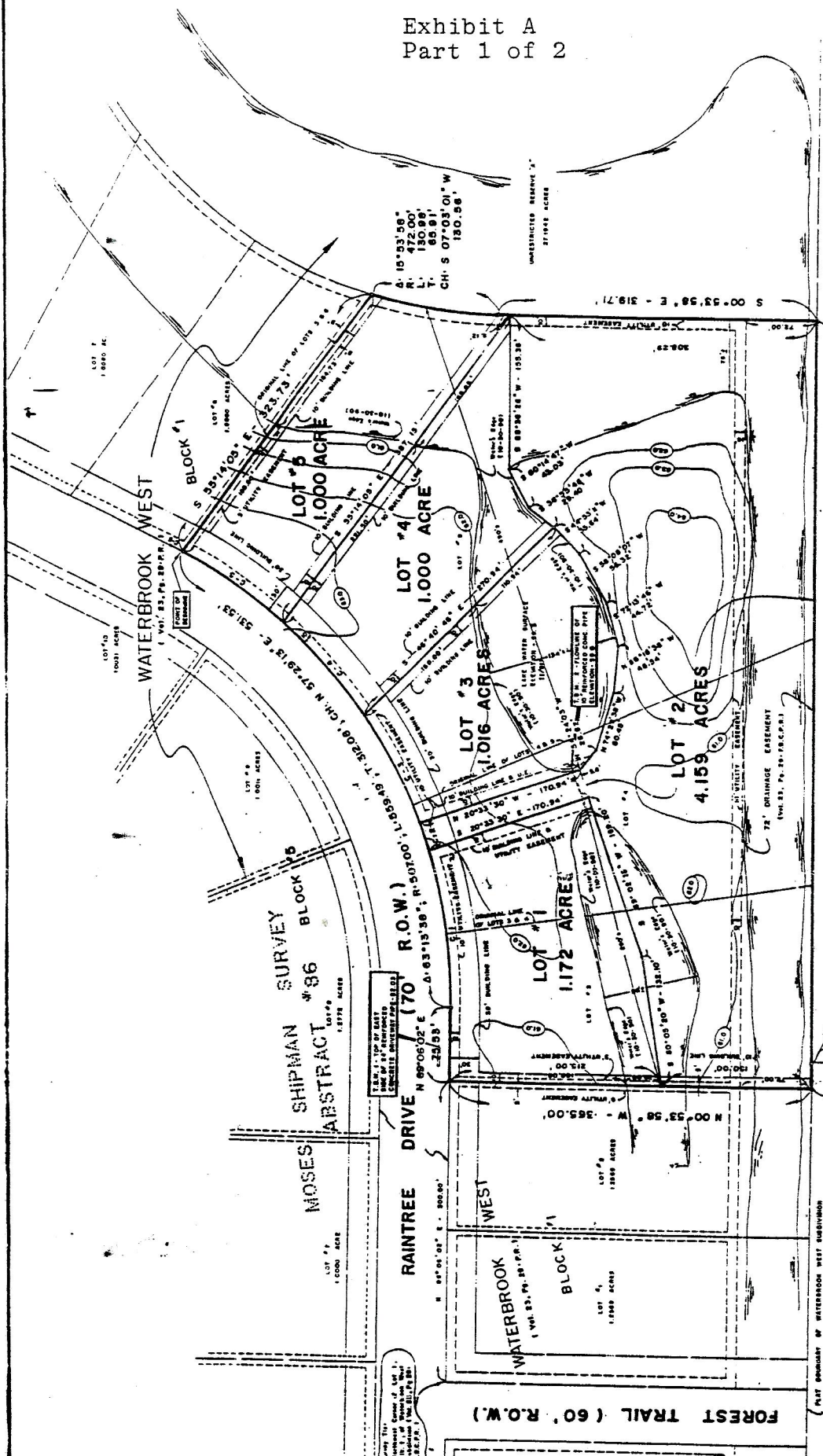
8/9/95
Date Commission Expires

AXEL

Exhibit A
Part 1 of 2

REPLAT OF
LOTS #3, #4, & #5
OF BLOCK #1 -
WATERBROOK WEST
SUBDIVISION

FINAL PLAT
SHEET 2 OF 2



5 88°39'06" W - 747.59'

5 89°08'02" W

SHIPMAN SURVEY #86
BLOCK #6

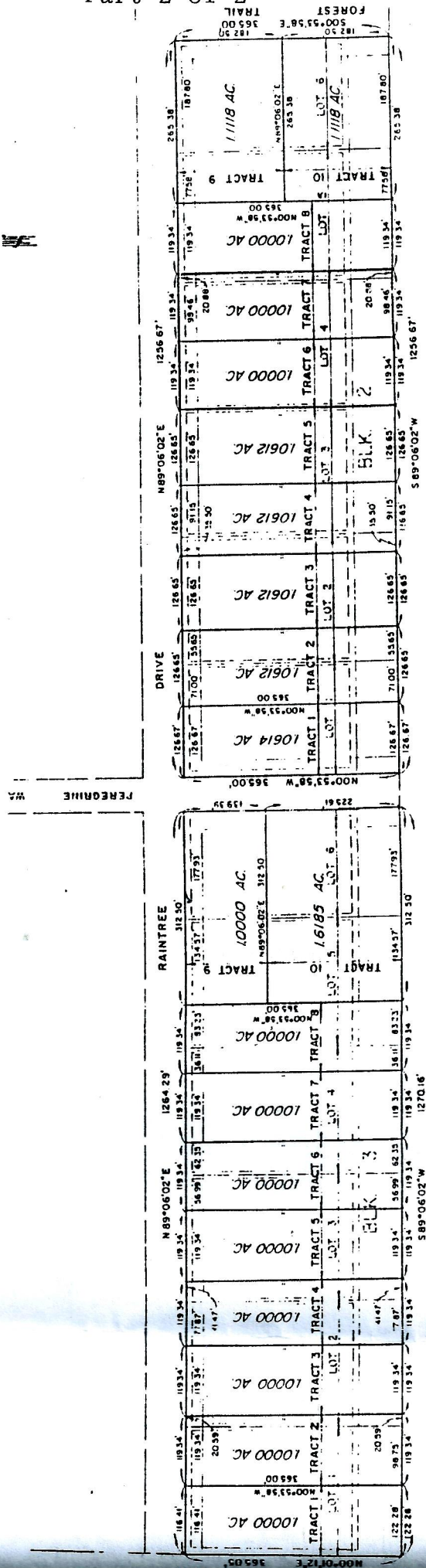
- SUBDIVISION NOTES**
- (1) There are no existing pipelines easements within the limits of this subdivision.
 - (2) All of the property included in the above and adjoining plat lies within the extrajurisdictional jurisdiction of the City of Marshall and this plat is subject to the jurisdiction of the City of Marshall.
 - (3) All easements, including but not limited to, utility easements, and other easements for the installation and maintenance of the public utility, shall be subject to the easement shall be only through an approved easement.
 - (4) Minimum and maximum elevations shall be one foot above the one-hundred-year flood elevation as established by FEMA.
 - (5) Elevation shall be as follows:
Minimum Elevation - 100.00'
Maximum Elevation - 100.00'
 - (6) Overhead lines shall not be installed on the property. No lot is attempted to show these lines along any section 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000.



AXEL

Page 5 of 5

Exhibit A
Part 2 of 2



ANOTHER 300 PLUS PAGES OF THE SAME DOCUMENT SIGNED BY INDIVIDUAL LOT OWNERS FOLLOW