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SECOND CORRECTION TO
FIRST SUPPLEMENTARY DECLARATION TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR SCOFIELD FARMS MIXED-USE PROPERTIES

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This Second Correction to First Supplementary Declaration to Declaration of Covenants, Conditions and Restrictions for Scofield Farms Mixed-Use Properties (this "Second Correction Supplementary Declaration") is made to be effective November 1, 1994, with respect to the following facts:

A. The Declaration of Covenants, Conditions and Restrictions for Scofield Farms Mixed Use Properties was recorded on November 1, 1994, in Volume 12305, Page 529, Real Property Records of Travis County, Texas (the "Declaration").

B. Mellon Properties Company, a Louisiana corporation ("Declarant"), is the "Declarant" under the Declaration.

C. Article II, Section 1 of the Declaration allows Declarant to designate portions of the property covered by the Declaration (the "Properties") as separate Areas, and with respect to each specific Area, to record one or more Supplementary Declarations designating the uses and classifications of, and such additional covenants, conditions and restrictions for, any such Area as Declarant from time to time may deem appropriate, including without limitation, providing that a Supplementary Declaration may establish its own procedure for amendment of the provisions of the Supplementary Declaration (e.g., by a specified vote of only the Owners of Lots within the Area subject thereto).

D. Declarant establishes this Second Correction Supplementary Declaration to designate the uses permitted within, and the additional covenants, conditions and restrictions applicable with respect to, the Area within the Properties which is more particularly described below.

NOW, THEREFORE, Declarant declares as follows:

1. Creation of Supplementary Declaration for Multi-Family Area I. In accordance with Article II, Section 1 of the Declaration, the following tracts of land, being portions of the Properties, are designated "Multi-Family Area I". All of Multi-Family Area I, and any right, title and interest therein, hereafter shall be owned, held, leased, sold and/or conveyed by Declarant and any subsequent Owner of all or any part thereof, subject to the Declaration, this Second Correction Supplementary Declaration, and the covenants, restrictions, charges and liens set forth in each of same:

Multi-Family Area I:

Tract 1:

Lot 1, Block A, SCOFIELD FARMS PHASE 8, SECTION 6, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Book 95, Pages 155-157, Plat Records of Travis County, Texas; and

Tract 2:

Lot 1, Block A, SCOFIELD FARMS PHASE 8, SECTION 5, a subdivision in Travis County, Texas, according to the map or plat thereof

recorded in Book 95, Pages 152-154, Plat
Records of Travis County, Texas.

2. Effect of this Second Correction Supplementary Declaration as to Multi-Family Area I. As provided in Article II, Section 1 of the Declaration, upon the recording of this Second Correction Supplementary Declaration, both the Declaration and this Second Correction Supplementary Declaration, including all covenants, conditions, restrictions and obligations set forth in both of same, shall apply to, and govern the development of, Multi-Family Area I. Where there is a conflict between the provisions of the Declaration and the provisions of this Second Correction Supplementary Declaration, the provisions of this Second Correction Supplementary Declaration shall control, and shall apply to, and govern the development of, Multi-Family Area I.

3. Definitions. Except as expressly defined to the contrary in this Second Correction Supplementary Declaration, all capitalized terms used herein shall have the meanings set forth in the Declaration.

4. Use Restrictions. The first sentence of Article IV, Section 1 of the Declaration is modified with respect to Multi-Family Area I to provide that Multi-Family Area I may be used only for multi-family residential uses, and for no other purpose. No more than two hundred twenty (220) separate dwelling units may be constructed upon the portion of Multi-Family Area I which is designated "Tract 1" in Paragraph 2 above ("Tract 1"), and no more than two hundred eighty (280) separate dwelling units may be constructed upon the portion of Multi-Family Area I which is designated "Tract 2" in Paragraph 2 above ("Tract 2").

5. Minimum Setback Lines. Article IV, Section 2 of the Declaration is modified with respect to Multi-Family Area I to provide that no building or parking area may be placed within twenty-five feet (25') from the right-of-way line of any public street adjoining Multi-Family Area I. Additionally, except as expressly permitted below, no structure of any type may be placed within those portions of Multi-Family Area I which lie adjacent to and within twenty-five feet (25') from the southernmost boundary line of Tract 2 (as more particularly shown on Exhibit A attached hereto; said portions of Tract 2 are referred to herein as the "Restricted Area" and are reflected as "Restricted Area" on said Exhibit A), and no structure of any type may be placed within any portion of Multi-Family Area I which lies within five feet (5') of any Common Area or adjacent Lot; provided, however, that structures below and covered by the ground, landscaping, berms, fences or hedges may be placed within the Restricted Area and said five foot (5') area in locations approved by Declarant. No building structure may be placed within those portions of Multi-Family Area I which lie within twenty-five feet (25') of the Restricted Area, however parking areas, driveways, drainage structures, utility facilities and landscaping may be placed within the twenty-five foot (25') wide area adjoining the Restricted Area.

6. Screening, Berms and Fences. Article IV, Section 8 of the Declaration is modified with respect to Multi-Family Area I to provide that in addition to the provisions of said Article IV, Section 8, the Owner of any portion of Multi-Family Area I shall construct and maintain within all areas within twenty-five feet (25') from the right-of-way line of any public street, and within the Restricted Area, fencing, berming and landscaping improvements, which shall be approved by the Committee in accordance with the provisions of the Declaration. Each such Owner shall maintain said areas in a first-class manner, consistent with the maintenance of the medians and right-of-way areas along Scofield Ridge Parkway and Metric Boulevard. The fence to be constructed by the Owner shall be either masonry or iron; provided, however, that (i) along all eastern boundaries of Multi-Family Area I, adjacent to Winwick-Way

Road, the fence shall be a six foot (6') masonry wall with brick columns, and (ii) along the southern boundary line of Tract 2, the fence shall be a six foot (6') wood privacy fence. All fences shall be built in accordance with plans and specifications approved by Declarant. Each separate Lot within Multi-Family Area I shall be completely surrounded by fencing, which fencing must be masonry or iron at all points visible from any public right-of-way, as determined by Declarant. Security gates shall be placed at each vehicular or pedestrian entrance to Multi-Family Area I.

7. Exterior Illumination. Article IV, Section 10 of the Declaration is modified with respect to Multi-Family Area I so that in addition to the provisions of said Article IV, Section 10, all driveway areas within Multi-Family Area I shall be illuminated. Such illumination shall conform to plans approved by the Committee, and shall be hooded and appropriately placed so as to minimize off-site glare and hazards to vehicular traffic.

8. Construction Standards. Article IV, Section 11(a) of the Declaration is modified with respect to Multi-Family Area I so that in addition to the provisions of said Article IV, Section 11(a), all building sides of all structures situated upon Multi-Family Area I which front on any Street shall be faced with one hundred percent (100%) masonry. At least sixty percent (60%) of all building sides of all structures situated upon Multi-Family Area I shall be faced with masonry. All non-masonry building siding must be approved by the Committee. Any building structure located on Multi-Family Area I immediately adjacent to Winwick Way or immediately adjacent to the Restricted Area shall not exceed two (2) stories in height.

9. Duration. Article IX, Section 1 of the Declaration is modified with respect to Multi-Family Area I only, to provide in lieu of the provisions of said Article IX, Section 1, that this Second Correction Supplementary Declaration and the covenants, restrictions, charges and liens set out herein shall run with and bind the land and shall inure to the benefit of and be enforceable by Declarant and each Owner of any part of that certain real property ("Scofield Ridge") described on Exhibit B attached hereto and incorporated herein for all purposes, and their respective legal representatives, heirs, successors and assigns, for a term beginning on the date this Second Correction Supplementary Declaration is recorded and continuing through and including December 31, 2024, after which time this Second Correction Supplementary Declaration automatically shall be extended for successive periods of ten (10) years unless both Declarant (unless Declarant no longer owns any land within The Properties) and those Owners who own eighty percent (80%) of the land within Scofield Ridge (calculated on the basis of the number of acres owned compared to the total number of acres within Scofield Ridge) vote to terminate this Second Correction Supplementary Declaration; provided, however, that no termination shall be effective prior to thirty (30) days after the recording of an affidavit signed by Declarant (if applicable) and the appropriate percentage of Owners, in the Real Property Records of Travis County, Texas. Regardless of the foregoing, in the event the Declaration terminates, this Second Correction Supplementary Declaration automatically will terminate concurrently with the termination of the Declaration.

10. Amendment and Termination. Article IX, Section 2 of the Declaration is modified with respect to Multi-Family Area I only, to provide, in lieu of the provisions of said Article IX, Section 2, that this Second Correction Supplementary Declaration may not be terminated or amended without the consent of Declarant (unless Declarant no longer owns any land within The Properties) and ninety percent (90%) of all Owners of the land within Scofield Ridge (calculated on the basis of the number of acres owned compared to the total number of acres within Scofield Ridge); however, the consent of Owners of portions of the Properties other than Scofield

Ridge shall not be required to terminate or amend this Second Correction Supplementary Declaration. No amendment or termination shall be effective prior to thirty (30) days after the recording of an affidavit signed by Declarant (if applicable) and the appropriate percentage of Owners, in the Real Property Records of Travis County, Texas. Notwithstanding anything to the contrary contained within this Second Correction Supplementary Declaration, so long as Declarant owns any land within The Properties, Declarant shall have the right to amend this Declaration (without the necessity of the joinder of any Owner) in order to correct clerical errors, to clarify ambiguous provisions or to make similar minor changes to same.

11. Enforcement. Article IX, Section 8(a) of the Declaration is modified with respect to Multi-Family Area I only, to provide, in lieu of the provisions of said Article IX, Section 8(a) that except as provided in Paragraph 12 below, only Declarant and Owners of land within Scofield Ridge shall have the right to enforce all of the provisions of this Second Correction Supplementary Declaration.

12. Special Enforcement Rights. So long as that certain real property described on Exhibit C attached hereto and incorporated herein is owned by James McCarn ("McCarn"), (a) McCarn shall have the right to enforce the provisions of Paragraphs 5, 6 and 8 of this Second Correction Supplemental Declaration, and (b) the provisions of Paragraphs 5, 6 and 8 of this Second Correction Supplemental Declaration shall not be amended without McCarn's consent. The rights granted by this Paragraph 12 automatically shall terminate upon the earlier of (i) the date McCarn conveys said property to any third party, and (ii) the date a site development permit covering Tract 2 is issued by the City of Austin; provided, however, that if McCarn files an action to enforce any provision of this Second Correction Supplementary Declaration in the District Court of Travis County, Texas prior to either such date, such rights shall not terminate until resolution of such action in the District Court of Travis County, Texas. The Owner of Multi-Family Area I shall have the right to request that McCarn approve any site plan for improvements to be constructed upon Multi-Family Area I prior to issuance of a site development permit for Multi-Family Area I, which request shall be sent to McCarn via certified mail, return receipt requested, or hand delivery, at 5325 Wellington, Austin, Texas 78723. If McCarn does not notify such Owner of disapproval of such site plan (at the address stated in the approval request) within fifteen (15) days after receipt of same, McCarn conclusively shall be deemed to have approved the site plan and to have waived his right to object to any matter shown thereon.

13. Ratification. Declarant hereby ratifies and confirms the Declaration in all respects. The Declaration, as modified herein, and this Second Correction Supplementary Declaration both shall apply to, and govern development within, Multi-Family Area I.

14. Correction. This Second Correction to First Supplementary Declaration is made in place of and to correct the First Supplementary Declaration to Declaration of Covenants, Conditions and Restrictions for Scofield Farms Mixed-Use Properties (the "First Supplementary Declaration") executed by Declarant, dated November 1, 1994, and recorded in Volume 12306, Page 487, Real Property Records of Travis County, Texas and corrected in Correction First Supplementary Declaration to Declaration of Covenants, Conditions and Restrictions for Scofield Farms Mixed-Use Properties (the "First Correction"), dated as of November 3, 1994, and recorded in Volume 12425, Page 1586, Real Property Records of Travis County, Texas. By error and mistake the First Supplementary Declaration is ambiguous as to the definition of "Tract 1" and "Tract 2," contains incorrect Exhibit references and omits certain Exhibits. The First Correction mistakenly corrected Paragraph 4-

when, in fact, Paragraph 4 of the First Supplement needed no such correction. Further, MultiFamily Area I, as described in the First Supplementary Declaration and the First Correction now consists of platted lots. This Second Correction to First Supplementary Declaration is made by Declarant to correct these ambiguities, mistakes and omissions, is effective November 1, 1994, and supersedes in its entirety the First Correction, and the First Supplementary Declaration.

Executed to be effective November 1, 1994.

MELLON PROPERTIES COMPANY, a Louisiana corporation

By: [Signature]
Blake J. Magee, Agent

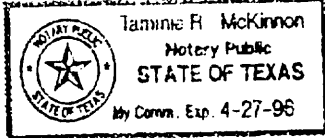
THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

RETURN TO: PHYLIS DONELSON
HERITAGE TITLE
98 SAN JACINTO BLVD. STE. 400
AUSTIN, TEXAS 78701
GF# 5-17848

This instrument was acknowledged before me on this the 2 day of August, 1995, by Blake J. Magee, Agent of MELLON PROPERTIES COMPANY, a Louisiana corporation, on behalf of said corporation.

My Commission Expires:
4-27-96

[Signature]
Notary Public State of Texas
Print Name: TAMMIE R. MCKINNON



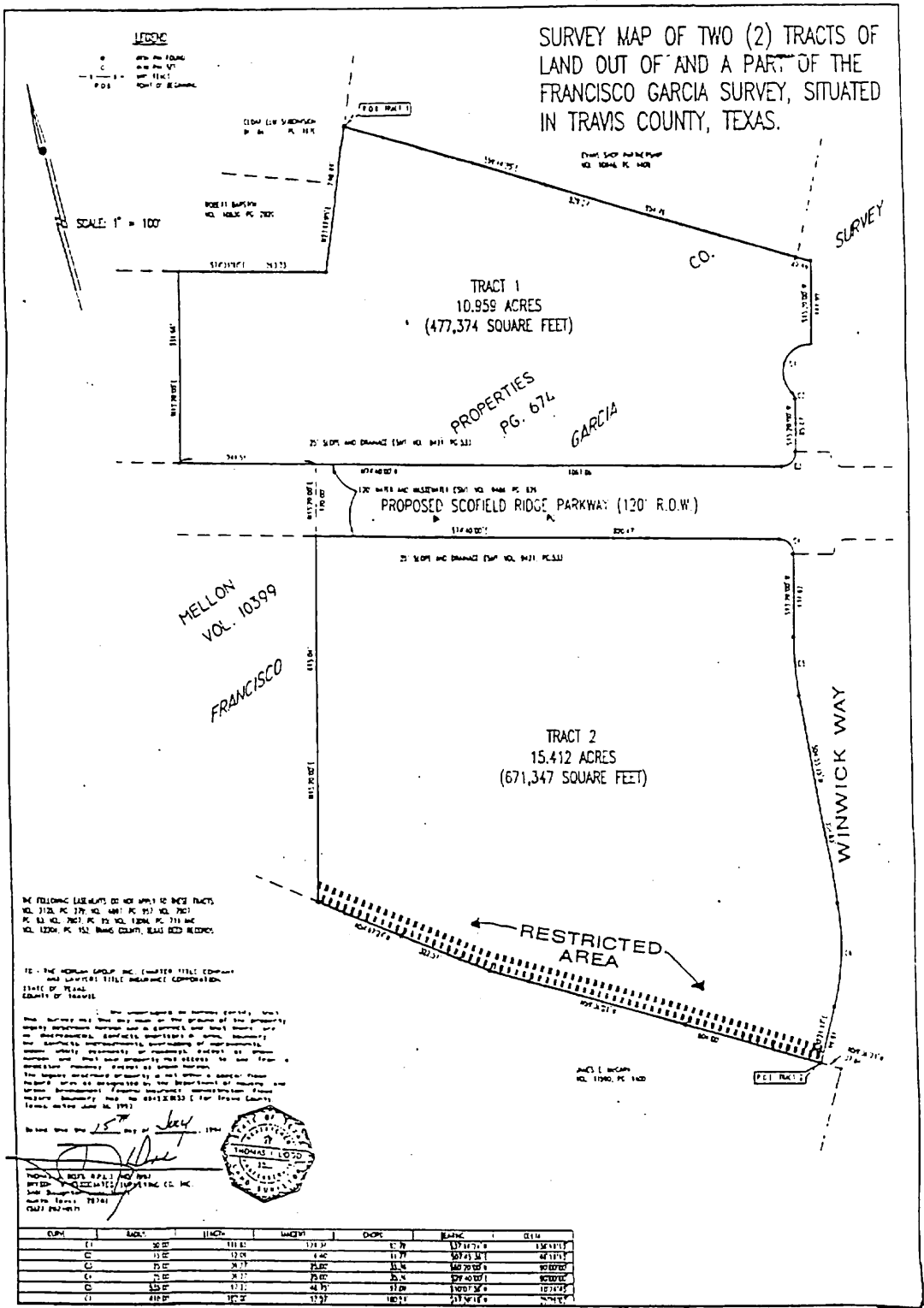


EXHIBIT B

FIELD NOTES

BEING ALL THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE J. M. SWISHER SURVEY, SITUATED IN TRAVIS COUNTY, TEXAS, MORE PARTICULARLY DESCRIBED AS BEING OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES CO. IN VOLUME 10399, PAGE 736, DEED RECORDS OF TRAVIS COUNTY, TEXAS, SAID TRACT BEING 14.33 ACRES OF LAND, MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

Beginning at a point of intersection of the north right-of-way line of Scofield Ridge Parkway (120' R.O.W.) dedicated within Scofield Ridge Parkway Street Dedication Phase One, Book 93, Pages 273 and 274, Plat Records of Travis County, Texas, with the east right-of-way of Burnet Road, for the southwest corner of the herein described tract,

Thence, with said right-of-way line of Scofield Ridge Parkway, the following three (3) courses and distances numbered 1 through 3,

1. with a curve to the left having a radius of 25.00 feet, an arc length of 40.27 feet and whose chord bears N63°04'50"E, 36.05 feet,
2. S72°46'45"E, 594.64 feet to a point at the beginning of a curve,
3. with a curve to the left having a radius of 1050.00 feet, an arc length of 71.24 feet and whose chord bears S72°43'22"E, 71.23 feet,
4. S74°40'00"E, 297.66 feet to a point for the northeast corner of the herein described tract,

Thence, leaving said right-of-way S15°20'00"W, 614.90 feet to a point on the north line of that certain tract of land conveyed to James E. McCam in Volume 11590, Page 1400, of said deed records, for the southeast corner of the herein described tract,

Thence, with the south line of the herein described tract the following four (4) courses and distances numbered 1 through 4,

1. N54°06'00"W, 114.63 feet,
2. N77°52'30"W, 180.16 feet,
3. S70°29'00"W, 274.45 feet,
3. N60°01'34"W, 375.88 feet to a point for the southwest corner of the herein described tract,

Thence, with the west line of the herein described tract the following seven (7) courses and distances numbered 1 through 7,

1. N18°11'15"E, 135.09 feet,
2. N59°55'21"W, 137.68 feet to a point on the east right-of-way line of said Burnet Road,
3. N16°42'27"E, with said right-of-way, 66.52 feet,
4. leaving said right-of-way, S59°45'04"E, 139.50 feet,
5. N17°11'09"E, 139.16 feet,
6. N59°46'58"W, 139.98 feet to a point on the east right-of-way line of said Burnet Road,
7. N16°56'25"E, 289.54 feet to the PLACE OF BEGINNING containing 14.33 Acres of Land.

FIELD NOTES

BEING ALL THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE J. M. SWISHER SURVEY, SITUATED IN TRAVIS COUNTY, TEXAS, MORE PARTICULARLY DESCRIBED AS BEING OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES CO. IN VOLUME 10399, PAGE 736, DEED RECORDS OF TRAVIS COUNTY, TEXAS, SAID TRACT BEING 5.87 ACRES OF LAND, MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

Beginning at a point of intersection of the north right-of-way line of Scofield Ridge Parkway (120' R.O.W.) dedicated within Scofield Ridge Parkway Street Dedication Phase One, Book 93, Pages 273 and 274, Plat Records of Travis County, Texas, with the east right-of-way of Burnet Road for the southwest corner of the herein described tract,

Thence, with said right-of-way of Burnet Road, N16°58'55"E, 342.48 feet to a point at the northwest corner of said Mellon tract same being the southwest corner of that certain tract of land conveyed to Robert Barstow in Volume 10830, Page 2020, of said deed records,

Thence, leaving said right-of-way line of Burnet Road the following three (3) courses and distances numbered 1 through 3,

1. S70°00'05"E, 343.87 feet,
2. S49°30'05"E, 119.78 feet,
3. S74°30'20"E, 281.00 feet to a point for the northeast corner of the herein described tract,

Thence, S15°20'00"W, 331.25 feet to a point on the north right-of-way line of said Scofield Ridge Parkway for the southeast corner of the herein described tract,

Thence, with said right-of-way line the following two (2) courses and distances numbered 1 through 2,

1. N74°40'00"W, 55.74 feet to a point at the beginning of a curve,
2. with a curve to the right having a radius of 930.00 feet, an arc length of 63.10 feet and whose chord bears N72°43'22"W, 63.09 feet,
3. N70°46'45"W, 601.29 feet to a point at the beginning of a curve,
4. with a curve to the right having a radius of 25.00 feet, an arc length of 38.29 feet and whose chord bears N26°53'55"W, 34.66 feet to the POINT OF BEGINNING containing 5.87 Acres of Land.

EXHIBIT C
CRICHTON & ASSOCIATES
 LAND SURVEYORS
 1406 THREE POINTS ROAD
 PFLUGERVILLE, TEXAS 78660
 512-251-4105

FIELD NOTES

FIELD NOTES OF 10.0922 ACRES OUT OF THE FRANCISCO GARCIA NO. 60, IN TRAVIS COUNTY, TEXAS. BEING THE SAME TRACT OF LAND DESCRIBED IN SUBSTITUTE TRUSTEE DEED RECORDED IN VOL. 11063, PAGE 1190, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS. SAID 10.0922 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at an iron pin found for the Northwest corner of Lot 1, Block A, of North Shields Section One, a subdivision recorded in Book 66, Page 89, Plat Records of Travis County, Texas; same being in the East line of that 7.471 acre tract conveyed to Neans Investment, and recorded in Vol. 10288, Page 178, Real Property Records of Travis County, Texas; same being the Southwest corner of said tract recorded in Vol. 11063, Page 1190, Real Property Records of Travis County, Texas, for the Southwest corner of this tract and the POINT OF BEGINNING.

THENCE N 30° 27' 00" E, with the East line of the said 7.471 acre tract, 122.54 feet to an iron pin found for the Northeast corner of the said 7.471 acre tract; same being the South corner of a 23.89 acre tract described in a deed to Nash Phillips/Copus, and recorded in Vol. 8503, Page 87, Deed Records of Travis County, Texas.

THENCE with the South line of said 23.89 acre tract; same being the North line of this tract, the following six (6) courses and distances:

- 1) N 70° 32' 06" E, 274.53 feet to an iron pin found.
- 2) S 77° 51' 43" E, 180.16 feet to an iron pin found.
- 3) S 54° 05' 36" E, 436.95 feet to an iron pin found.
- 4) S 59° 36' 14" E, 208.92 feet to an iron pin found.
- 5) S 59° 37' 04" E, 432.84 feet to an iron pin set.
- 6) S 30° 53' 02" W, 316.63 feet to an iron pin found, being in the North terminus of the R.O.W. for Winnick Way.

THENCE N 59° 45' 29" W, with the North terminus line of said Winnick Way, 26.98 feet to an iron pin found for the Northeast corner of Lot 14, Block E, of the said North Shields Section One.

THENCE with the North line of said North Shields Section One the following three (3) courses and distances:

- 1) N 59° 36' 54" W, 680.08 feet to an iron pin found.
- 2) N 53° 36' 04" W, 168.06 feet to an iron pin found.
- 3) N 59° 37' 33" W, 347.93 feet to an iron pin found, for the Northwest corner of Lot 1, Block E, said North Shields Section One.

THENCE S 30° 27' 59" W, with the West Line of Lot 1, Block E, 47.63 feet to an iron pin found, same being the North terminus of the East R.O.W. of Wingate Way.

THENCE N 59° 37' 48" W, with the North terminus of said Wingate Way, 49.95 feet to an iron pin found for the North terminus of the East R.O.W. of Wingate Way, same being the Northeast corner of the said Lot 1, Block A, of the North Shields Section One.

THENCE N 59° 35' 35" W, with the North line of Lot 1, Block A, 150.03 feet to the POINT OF BEGINNING and containing 10.0922 acres of land more or less.

I hereby certify that the foregoing field notes were prepared from a survey on the ground, under my supervision and are true and correct to the best of my knowledge and belief.

Witness my hand and seal this the 11th Day of November 1991.

Herman Crichton
 Herman Crichton, R.P.L.S. 4046

STATE OF TEXAS COUNTY OF TRAVIS
 I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me, and was duly RECORDED in the Volume and Page of the name RECORDED in Travis County, Texas, on _____

AUG 3 1995

Chris Robinson
 COUNTY CLERK
 TRAVIS COUNTY, TEXAS

RECORDERS MEMORANDUM:
 ORIGINAL IS OF POOR QUALITY!!

FILED
 95 AUG -3 PM 4:31
 DANA BEAUVOIR
 COUNTY CLERK
 TRAVIS COUNTY, TEXAS



REAL PROPERTY RECORDS
 TRAVIS COUNTY, TEXAS

12493 1777

RECIPHT: C00008354 TRAVIS: C1159 DEPT: REGULAR RECORD 125.00
 CASHIER: DRTMU FILE DATE: 8/3/95 TRANS DATE: 8/4/95
 PAID BY: CHECK# 4572