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

THE STATE OF TEXAS       §  
  §  
COUNTY OF TRAVIS       §

This Third Supplementary Declaration to Declaration of Covenants, Conditions and Restrictions for Scofield Farms Mixed-Use Properties (this "Supplementary Declaration") is made to be effective 10-4, 1996, 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 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 Industrial Area I. In accordance with Article II, Section 1 of the Declaration, the following tract of land, being a portion of the Properties, is designated "Industrial Area I". All of Industrial 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 Supplementary Declaration, and the covenants, restrictions, charges and liens set forth in each of same:

**Industrial Area I:**

Lot 1, Block A, SCOFIELD FARMS PHASE 9, SECTION 1, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Book 97, Pages 291-293, Plat Records of Travis County, Texas (being the same property described in the Declaration as 118.90 acres out of the Thomas C. Collins Survey).

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

RETURN TO:  
R. L. BUCKALEW  
617 CAROLINE  
77002

REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS  
12788 0288

Declaration shall control, and shall apply to, and govern the development of, Industrial Area I.

3. Definitions. Except as expressly defined to the contrary in this 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 Industrial Area I to provide that Industrial Area I may be used only for industrial uses, and for no other purpose. In addition to the restrictions in Article IV, Section 1, the use of Industrial Area I is restricted so that Industrial Area I may be used only for those uses permitted from time to time under the "LI" zoning category of the Land Development Code ("LDC") of the City of Austin, excluding, however, the following uses (as defined in the LDC as of the date of this Supplementary Declaration): Basic Industry; Exterminating Services; Drop-off Recycling Collection; Equipment Sales/Repair; Kennels; Monument Retail Sales; Railroad Facilities; Recycling Center; Resource Extraction; Scrap and Salvage; and Vehicle Storage, unless such use has been approved in writing by Declarant. Additionally, no above ground fuel storage tanks of Class I (Gasoline) and Class II (Diesel), as defined in the Uniform Fire Code (as adopted for use within the City of Austin) shall be placed on Industrial Area I. No activity involving the storage and utilization of materials or products which decompose by detonation, as set forth in Section 13-2-269(b)(8) of the LDC (or the successor to such ordinance), may occur on Industrial Area I. No food and material processing from animal or vegetable wastes or fats, or slaughtering of animals, poultry or fish may occur on Industrial Area I.

5. Duration. Article IX, Section 1 of the Declaration is modified with respect to Industrial Area I only, to provide in lieu of the provisions of said Article IX, Section 1, that this 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 A 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 Supplementary Declaration is recorded and continuing through and including December 31, 2024, after which time this 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 ninety percent (90%) 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 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 applicable percentage of Owners, in the Real Property Records of Travis County, Texas. Regardless of the foregoing, in the event the Declaration terminates, this Supplementary Declaration automatically will terminate concurrently with the termination of the Declaration.

6. Amendment and Termination. Article IX, Section 2 of the Declaration is modified with respect to Industrial Area I only, to provide, in lieu of the provisions of said Article IX, Section 2, that this Supplementary Declaration may not be terminated or amended without the consent of Declarant (unless Declarant no longer owns any land within The Properties) and those Owners who own ninety percent (90%) 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 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 applicable percentage of Owners, in the Real Property Records of Travis County, Texas. Notwithstanding anything to the contrary contained within this 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.

7. Enforcement. Article IX, Section 8(a) of the Declaration is modified with respect to Industrial Area I only, to provide, in lieu of the provisions of said Article IX, Section 8(a) that only Declarant and Owners of land within Scofield Ridge shall have the right to enforce all of the provisions of this Supplementary Declaration.

8. Ratification. Declarant hereby ratifies and confirms the Declaration in all respects. The Declaration, as modified herein, and this Supplementary Declaration both shall apply to, and govern development within, Industrial Area I.

Executed to be effective on the date first set forth above.

MELLON PROPERTIES COMPANY, a Louisiana corporation

By: [Signature]  
~~Blake Magee, Agent~~  
J. Dickson Rogers

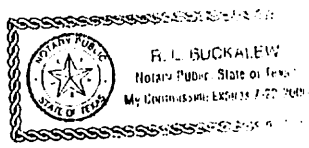
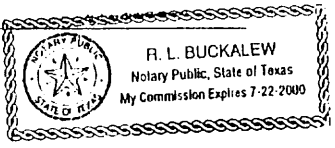
THE STATE OF TEXAS      S  
   S  
COUNTY OF TRAVIS      S

J. Dickson Rogers, President

This instrument was acknowledged before me on this the 4 day of October, 1996, by ~~Blake Magee, Agent~~ of MELLON PROPERTIES COMPANY, a Louisiana corporation, on behalf of said corporation.

My Commission Expires:

[Signature]  
Notary Public, State of Texas  
Print Name: \_\_\_\_\_



After Recording Return To:  
~~Ann E. Vanderburg, Esq.  
P.O. Box 98  
Austin, Texas 78767~~

EXHIBIT A

TRACT ONE:

BEING ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE T.C. COLLINS SURVEY NO. 61, ABSTRACT 201, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED AS BEING OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY IN VOLUME 10399, PAGE 736, TRAVIS COUNTY, TEXAS DEED RECORDS, SAID TRACT BEING 19.456 ACRES OF LAND MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a point in the south right-of-way line of Avenue N, an existing 50' public right-of-way, for a POINT OF BEGINNING, from which point, the most northerly corner of said Mellon Properties tract, same point being the northeasterly corner of that certain 0.975 acre tract of land conveyed to Wendell and Ilene Maxedon in Volume 11359, Page 60 of said Deed Records, said 0.975 acre tract being sometimes referred to as Pansy Trail, bears N59°13'18"W, 406.26 feet,

THENCE, following said right-of-way line of Avenue N, S59°13'18"E, 655.00 feet to a point for the northeast corner of the herein described tract,

THENCE, leaving said right-of-way line, with the easterly line of the herein described tract, the following three (3) courses and distances numbered 1 through 3,

1. S30°46'42"W, 420.00 feet to a point,
2. S59°13'18"E, 418.93 feet to a point,
3. S16°49'59"E, 420.52 feet to a point, for the southeast corner of the herein described tract,

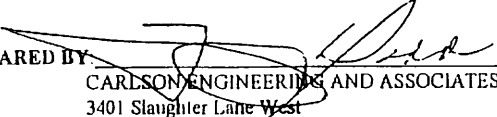
THENCE, with the southerly line of the herein described tract, the following three (3) courses and distances numbered 1 through 3,

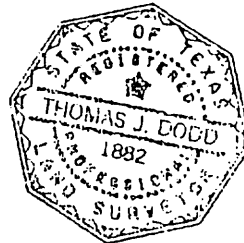
1. S73°10'01"W, 136.92 feet to a point at the beginning of a curve,
2. with a curve to the right having a radius of 1076.68 feet, an arc length of 528.93 feet and whose chord bears S87°14'26"W, 523.63 feet to a point at the end of said curve,
3. N78°41'09"W, 162.71 feet to a point, for the southwest corner of the herein described tract,

THENCE, following the west line of the herein described tract, the following six (6) courses and distances numbered 1 through 6,

1. N14°00'00"W, 174.34 feet to a point,
2. N30°00'00"W, 100.00 feet to a point,
3. N07°30'00"W, 500.00 feet to a point,
4. N09°30'00"E, 290.00 feet to a point,
5. N40°00'00"W, 70.00 feet to a point,
6. N28°34'00"E, 290.00 feet to the POINT OF BEGINNING containing 19.456 Acres Of Land.

PREPARED BY:

  
CARLSON ENGINEERING AND ASSOCIATES, INC.  
3401 Slaughter Lane West  
Austin, Texas, 78748  
Ph: (512) 280-5160 Fax: (512) 280-5165



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**TRACT TWO:**

BEING ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE T. C. COLLINS SURVEY NO. 61, ABSTRACT 201, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED AS BEING OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY IN VOLUME 10399, PAGE 736, TRAVIS COUNTY, TEXAS DEED RECORDS, SAID TRACT BEING 12.547 ACRES OF LAND MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

**BEGINNING**, at a point in the south right-of-way line of Avenue N, an existing 50' public right-of-way, for a **POINT OF BEGINNING**, from which point, the most northerly corner of said Mellon Properties tract, same point being the northeasterly corner of that certain 0.975 acre tract of land conveyed to Wendell and Ilene Maxedon in Volume 11359, Page 60 of said Deed Records, said 0.975 acre tract being sometimes referred to as Pansy Trail, bears N59°13'18"W, 1,061.26 feet,

**THENCE**, following said right-of-way line of Avenue N, the following two (2) courses and distances numbered 1 and 2,

1. S59°13'18"E, 178.41 feet to a point,
2. S59°26'25"E, 943.32 feet to a point, for the northeast corner of the herein described tract,

**THENCE**, leaving said right-of-way line, with the easterly line of the herein described tract, S30°33'35"W, 311.53 feet to a point, for the southeast corner of the herein described tract,

**THENCE**, with the southerly line of the herein described tract, the following four (4) courses and distances numbered 1 through 4,

1. with a curve to the left having a radius of 1793.99 feet, an arc length of 293.07 feet and whose chord bears S77°50'49"W, 292.75 feet to a point at the end of said curve,
2. S73°10'01"W, 265.60 feet to the most southerly corner of the herein described tract,
3. N16°49'59"W, 420.52 feet to a point,
4. N59°13'18"W, 418.93 feet to a point, for the southwest corner of the herein described tract,

**THENCE**, following the west line of the herein described tract, N30°46'42"E, 420.00 feet to the **POINT OF BEGINNING** containing 12.547 Acres Of Land.

SAVE AND EXCEPT Lot 1, Block A, SCOFIELD FARMS PHASE 9, SECTION 1, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Volume 97, Pages 291-293, Plat Records of Travis County, Texas.

**TRACT THREE:**

BEING ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE T. C. COLLINS SURVEY NO. 61, ABSTRACT 201, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED AS BEING OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY IN VOLUME 10399, PAGE 736, TRAVIS COUNTY, TEXAS DEED RECORDS, SAID TRACT BEING 1.621 ACRES OF LAND MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

**BEGINNING**, at a point in the south right-of-way line of Avenue N, an existing 50' public right-of-way, for a **POINT OF BEGINNING**, from which point, the most northerly corner of said Mellon Properties tract, same point being the northeasterly corner of that certain 0.975 acre tract of land conveyed to Wendell and Ilene Maxedon in Volume 11359, Page 60 of said Deed Records, said 0.975 acre tract being sometimes referred to as Pansy Trail, bears N59°26'25"W, 90.68 feet and N59°13'18"W, 1,239.67 feet,


**THENCE**, following said right-of-way line of Avenue N, S59°26'25"E, 333.24 feet to a point at the beginning of a curve, for the northeast corner of the herein described tract,

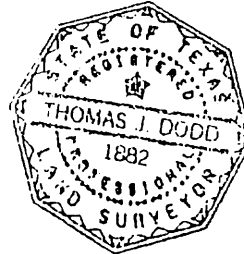
**THENCE**, leaving said right-of-way line, with a curve to the right having a radius of 50.00 feet, an arc length of 135.48 feet and whose chord bears S18°11'02"W, 97.68 feet to a point at the end of said curve, for the southeast corner of the herein described tract,

**THENCE**, with the southerly line of the herein described tract, with a curve to the left having a radius of 1793.99 feet, an arc length of 415.84 feet and whose chord bears S89°10'03"W, 414.91 feet to a point, for the southwest corner of the herein described tract,

**THENCE**, following the west line of the herein described tract, N30°33'35"E, 311.53 feet to the **POINT OF BEGINNING** containing 1.621 Acres Of Land.

PREPARED BY:

  
CARLSON ENGINEERING AND ASSOCIATES, INC.  
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Austin, Texas, 78748  
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**TRACT FOUR:**

BEING ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE T. C. COLLINS SURVEY NO. 61, ABSTRACT 201, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED AS BEING OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY IN VOLUME 10399, PAGE 736, TRAVIS COUNTY, TEXAS DEED RECORDS, SAID TRACT BEING 11.325 ACRES OF LAND MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

**BEGINNING**, at a point, for a **POINT OF BEGINNING**, from which point, the northeast corner of Lot 25, Block K, Scofield Farms Phase 8, Section 1, a subdivision of record in Book 93, Pages 275-278, Travis County, Texas Plat Records, bears N88°44'49"W, a chord distance of 1,039.37 feet, S73°10'01"W, 402.52 feet, S87°14'26"W, a chord distance of 581.99 feet and N78°41'09"W, 1,057.07 feet,

**THENCE**, with the northerly line of the herein described tract, the following three (3) courses and distances numbered 1 through 3,

1. with a curve to the right having a radius of 1,673.99 feet, an arc length of 331.36 feet and whose chord bears S64°59'25"E, 330.82 feet to a point at the end of said curve,
2. S59°19'10"E, 617.81 feet to a point at the beginning of a curve,
3. with a curve to the right having a radius of 20.00 feet, an arc length of 31.37 feet and whose chord bears S14°23'23"E, 28.25 feet to an iron pin found in the west right-of-way line of Metric Boulevard, an existing public right-of-way of varied width, for the northeast corner of the herein described tract,

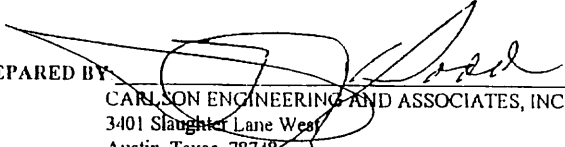
**THENCE**, following said right-of-way line, with the easterly line of the herein described tract, the following three (3) courses and distances numbered 1 through 3,

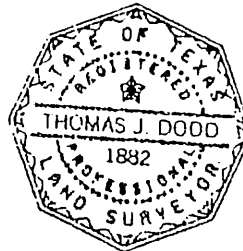
1. S30°32'25"W, 66.10 feet to an iron pin found at the beginning of a curve,
2. with a curve to the right having a radius of 112.32 feet, an arc length of 464.96 feet and whose chord bears S42°30'55"W, 461.58 feet to an iron pin found at the end of said curve,
3. S54°29'25"W, 213.46 feet to a point, for the most southerly corner of the herein described tract,

**THENCE**, leaving said right-of-way, with the westerly line of the herein described tract, the following four (4) courses and distances numbered 1 through 4,

1. N34°34'34"W, 383.56 feet to a point,
2. N29°46'37"W, 275.25 feet to a point,
3. N10°47'58"W, 173.83 feet to a point,
4. N13°45'03"E, 286.34 feet to the **POINT OF BEGINNING** containing 11.325 Acres Of Land.

PREPARED BY

  
CARLSON ENGINEERING AND ASSOCIATES, INC.  
3401 Slaughter Lane West  
Austin, Texas, 78748  
Ph: (512) 280-5160 Fax: (512) 280-5165



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TRACT FIVE:

Lot One (1), Block "N", SCOFIELD FARMS PHASE 4, SECTION 11-B, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Book 94, Page 25, Plat Records of Travis County, Texas.

TRACT SIX:

Lot 2, Block N, SCOFIELD FARMS PHASE 4, SECTION 11-A, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Book 89, Page 359, Plat Records of Travis County, Texas.

FILED  
96 OCT -8 AM 11:11  
DANA DEBEAUVOIR  
COUNTY CLERK  
TRAVIS COUNTY, TEXAS

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 Map,  
named RECORDS of Travis County, Texas, on

OCT 8 1996  
*Dana Debeauvoir*  
COUNTY CLERK  
TRAVIS COUNTY, TEXAS

*Return to:*

Exhibit A  
Page Five of Five

AUSTIN TITLE COMPANY  
3600 Bee Cave Road  
Suite 100  
Austin, Texas 78746-5382

RECEIPT #: 00005202 TRANS #: 03597 DEPT: REGULAR RECORD 123.00  
CASHIER: KIMED FILE DATE: 10/8/96 TRANS DATE: 10/8/96  
PAID BY: CHECK# 18435

REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

12788 0295