

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

**AMENDMENT TO THE
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR
BELLE MEADOWS**

WHEREAS Declarant, RAINTREE HOMES, INC., established the Declaration of Covenants, Conditions and Restrictions for Belle Meadows, dated June 6, 2003;

WHEREAS the Declaration of Covenants, Conditions and Restrictions for Belle Meadows are filed of record in Volume 3060, Page 0702, of the Official Public Records of Johnson County, Texas;

WHEREAS Declarant exercises its reserved right to clarify or resolve any ambiguities as to production of oil, gas and other minerals;

WHEREAS Declarant desires to amend the Declaration of Covenants, Conditions and Restrictions for Belle Meadows as provided in Paragraph 2.4(c) of said restrictions;

NOW THEREFORE Declarant hereby amends Paragraph 7.13(e) to hereafter read as follows:

7.13(c) (existing language)
No oil drilling, oil development operation, oil refining, quarrying or mining operation of any kind shall be permitted in the Project, nor shall oil wells, tanks, tunnels, mineral excavations or shafts be permitted upon or in any part of the Project. No derrick or other structure designed for use in quarrying or boring for oil, natural gas or other minerals shall be erected, maintained or permitted within the Project.

(clarification)
Notwithstanding any other provision to the contrary, oil, gas and other minerals may be produced from the subsurface of land located within the Project by directional drilling from a surface location outside the Project on other lands.

BK 3522 PG 0446

IN WITNESS WHEREOF, Declarant has caused this instrument to be executed this the 28th day of April, 2005.

RAINTREE HOMES, INC.

By: [Signature]
Name: Greg Patterson
Title: Pres.

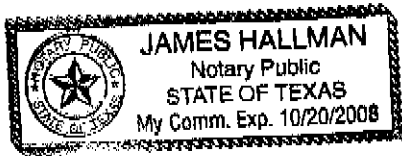
AGREED AND CONSENTED TO BY:

FIRST STATE BANK TEXAS
Lienholder

By: [Signature]
Name: Tim Whitlock
Title: E.V.P.

STATE OF TEXAS §
 §
COUNTY OF JOHNSON §

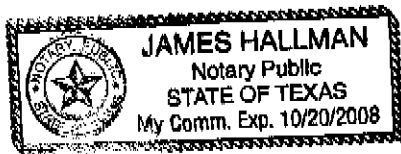
This instrument was acknowledged before me on this the 28th day of April, 2005, by Greg Patterson, President of RAINTREE HOMES, INC., a Texas Corporation, on behalf of said Corporation.



[Signature]
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS §
 §
COUNTY OF JOHNSON §

This instrument was acknowledged before me on this the 28th day of April, 2005, by Tim Whitlock, E. Vice President of FIRST STATE BANK TEXAS, a Banking Corporation, on behalf of said Corporation.



[Signature]
NOTARY PUBLIC, STATE OF TEXAS

WARNING --- THIS IS PART OF THE OFFICIAL RECORD
DO NOT DESTROY

Filed For Record 254 AM/PM

APR 28 2005

County Clerk Johnson County
By JD Deputy



STATE OF TEXAS
COUNTY OF JOHNSON

that I hereby certify this instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the OFFICIAL PUBLIC RECORDS OF JOHNSON COUNTY, TEXAS in the Volume and Page as shown heron.

A handwritten signature in black ink, appearing to read "C. H. Douglas", is written over the printed name of the County Clerk.

CURTIS H. DOUGLAS, COUNTY CLERK
JOHNSON COUNTY, TEXAS