

**FIRST AMENDMENT TO DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
TRAVIS RANCH**

This **FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TRAVIS RANCH** (this "Amendment") is made and entered into this 8th day of JUNE, 2005, by **TRAVIS RANCH DEVELOPMENT, L.P.**, a Texas limited partnership ("Declarant").

WHEREAS, Declarant is the Declarant under that certain Declaration of Covenants, Conditions and Restrictions for Travis Ranch (the "Declaration") dated December 17, 2004, recorded in Volume 2562, Page 351, Land Records, Kaufman County, Texas, regarding certain real property more particularly described in the Declaration, reference to which is hereby made for all purposes (the "Property"). Capitalized terms which are not otherwise defined herein shall have the meanings set forth in the Declaration.

WHEREAS, the Declaration provides that the Declarant shall have the right and privilege to amend the Declaration as set forth therein;

WHEREAS, Declarant desires to amend and clarify the Declaration in certain respects;

NOW, THEREFORE, in consideration of the premises and the mutual promises hereinafter set forth and for other consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant hereby amends the Declaration as follows:

1. Travis Ranch Boulevard is hereby designated as a Thoroughfare Street.
2. The last sentence of Section 6.20.4 and the next to the last sentence of Paragraph 3 of Appendix D are hereby deleted and the following substituted therefor:

Dwellings adjacent to a Thoroughfare Street or F. M. 740 must be 100 percent masonry or masonry veneer; provided, however, minimal areas of front elevations of dwellings such as under eaves and dormers may be other exterior wall materials as approved by the Architectural Reviewer.

3. Nothing contained herein shall in any way modify, limit or otherwise affect the right, power and authority of the Architectural Reviewer to approve plans, drawings or specifications for any improvement or for any other matter requiring the approval of the Architectural Reviewer under the Declaration or to grant variances, waivers, tolerances or modifications of the standards as set forth within the Declaration.

EXECUTED to be effective as of the date first written above.

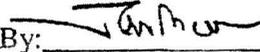
TRAVIS RANCH DEVELOPMENT, L.P.,
a Texas limited partnership

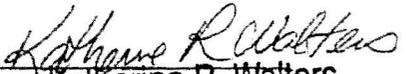
By: 2428 Management L.L.C.,
a Delaware limited liability company,
its general partner

By: IHP Investment Fund III, L.P.,
a California limited partnership,
its sole member

By: Institutional Housing Partners III
L.P.,
a California limited partnership,
its general partner

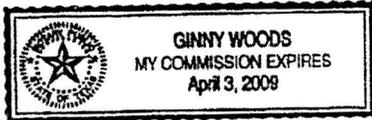
By: IHP Capital Partners,
a California corporation,
its general partner

By: 
Name: J. Tim Moore
Title: Senior Vice President

By: 
Name: Katherine R. Walters
Title: Vice President

THE STATE OF Texas §
COUNTY OF Dallas §

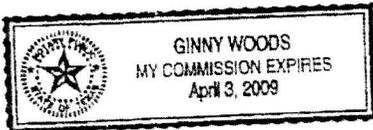
This instrument was acknowledged before me on the 8th day of June, 2005 by J. Tim Moore, Sr. Vice President of IHP Capital Partners, a California corporation, general partner of Institutional Housing Partners III L.P., a California limited partnership, general partner of IHP Investment Fund III, L.P., a California limited partnership, sole member of 2428 Management L.L.C., a Delaware limited liability company, sole general partner of Travis Ranch Development, L.P., a Texas limited partnership, on behalf of the limited partnership.



Ginny Woods
Notary Public, The State of Texas

THE STATE OF Texas §
COUNTY OF Dallas §

This instrument was acknowledged before me on the 8th day of June, 2005 by Kathleen Walters, Vice President of IHP Capital Partners, a California corporation, general partner of Institutional Housing Partners III L.P., a California limited partnership, general partner of IHP Investment Fund III, L.P., a California limited partnership, sole member of 2428 Management L.L.C., a Delaware limited liability company, sole general partner of Travis Ranch Development, L.P., a Texas limited partnership, on behalf of the limited partnership.



Ginny Woods
Notary Public, The State of Texas