

083579

SECOND AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR RANCHES OF BRUSHY TOP

Ranches at Brushy Top Partners, LP, a Delaware limited partnership (hereinafter called the "Owner/Declarant") hereby exercises the power given to it in Section 4.04 of the First Amended and Restated Declaration of Covenants, Conditions and Restrictions for Ranches of Brushy Top recorded in Volume 349, Page 257, *et. seq.*, in the Official Records of Blanco County, Texas (the "Declaration") and hereby modifies and amends certain sections of the Declaration as follows:

RECITALS

Owner/Declarant has agreed with Royal Classic Properties, L.P., a Texas limited partnership ("Royal Classic") that it will not make modifications in the restrictions that would have a material adverse effect on Buyer property. Royal Classic has agreed to these covenants.

I. Amendment to Section 2.17

Section 2.17 shall be amended to read as follows:

"2.17 Roofing Materials. The roof of all buildings (including any garage or servants' quarters) shall be constructed or covered with a material acceptable to and approved by the ACC. Composition roofs are not allowed. Solar heating panels on the roof may be permitted only at the sole discretion of the ACC upon written request."

II. Amendment to Section 2.25

Section 2.25 shall be amended to read as follows:

"2.25 Maximum Number of Structures, Separate Footage, Ad Valorem Tax Exemption and Survey, and Easement for Wildlife Management. Construction on any Tract shall be confined to the building set backs provided elsewhere in this Declaration but also subject to the approval of the ACC. The configuration of all structures is subject to the approval of the ACC. The total gross square footage of all vertical structures (including without limitation houses, barns, outbuildings, covered arenas, but excluding fences) on a Tract cannot exceed five percent of the total area of the Tract unless approved by the ACC. A Tract Owner may fence his entire tract and the easements mentioned in this Paragraph shall not apply unless the Tract Owner later removes his fence. Any fence shall be subject to the approval of the ACC. Each Tract Owner should determine the availability of exemptions from ad valorem taxes prior to fencing his property because fencing the tract may cause the Tract Owner to lose the exemption from taxation at full fair market value for ad valorem tax purposes. The remainder of the Tract area (excluding areas that are fenced) shall be open space land with a permanent easement in favor of the Association and the Declarant for ranching and wildlife


habitat. Ranching activities shall only be those conducted by the Association or its duly authorized and qualified agents. Wildlife for which the habitat is available shall include whitetail deer, longhorn cattle, wild turkey, exotic wildlife, native birds and all other indigenous wildlife.”

Except as provided, Owner ratifies and confirms the First Amended and Restated Declaration of Covenants, Conditions and Restrictions for Ranches of Brushy Top. Nothing herein shall be deemed to amend or affect that certain Agreement Regarding Restrictive Covenants [Ranches of Brushy Top] recorded as Document No. 081090 in the Official Public Records of Blanco County, Texas.

DECLARANT:

RANCHES AT BRUSHY TOP PARTNERS, L.P.

By: Country Communities, Inc., General Partner

By: 
Terry S. Ward, President

THE ASSOCIATION:

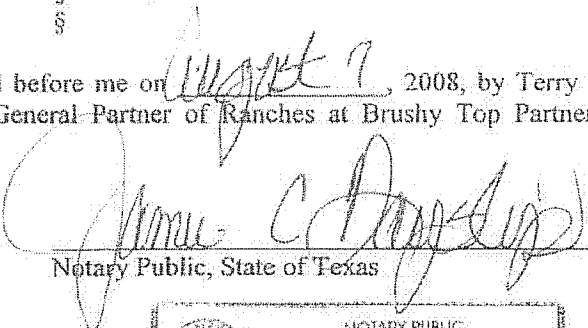
RANCHES OF BRUSHY TOP LANDOWNERS ASSOCIATION, INC.

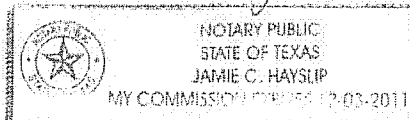
By: 
Terry S. Ward, President

THE STATE OF TEXAS
COUNTY OF HARRIS

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This instrument was acknowledged before me on August 7, 2008, by Terry S. Ward, President of Country Communities, Inc. General Partner of Ranches at Brushy Top Partners, LP, a Delaware Limited Partnership.

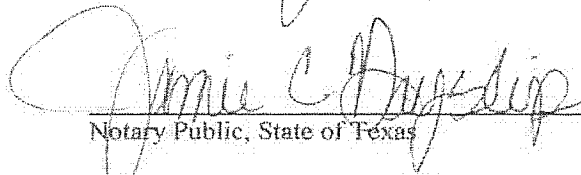

Notary Public, State of Texas



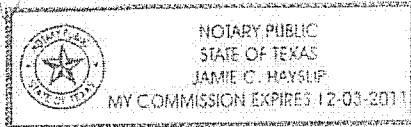
THE STATE OF TEXAS
COUNTY OF HARRIS

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This instrument was acknowledged before me on August 19 2008, by Terry S. Ward,
President of RANCHES OF BRUSHY TOP LANDOWNERS ASSOCIATION, INC.



Notary Public, State of Texas



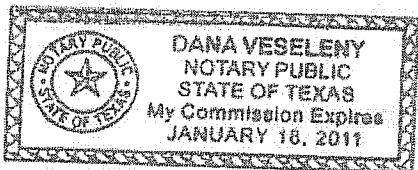
LIENHOLDERS:

Amegy National Bank Association

By: *Marc Dunmire*
Name: Marc Dunmire
Title: Senior Vice President

THE STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on August 5, 2008, by Marc Dunmire, SVP of Amegy National Bank Association.



Dana Veseleny
Notary Public, State of Texas

LIENHOLDERS:

E2M Value Added Fund, LP. a Delaware Limited Partnership

By: E2M General Partner, LP, a Delaware Limited Partnership, its General Partner

By: E2M Partners, LLC, a Delaware limited liability company, its General Partner

By: David M. Jacobs
Name: David M. Jacobs
Title: Vice President

E2M Value Added Fund (Tax Exempt), LP. a Delaware Limited Partnership

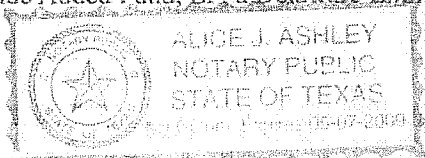
By: E2M General Partner, LP, a Delaware Limited Partnership, its General Partner

By: E2M Partners, LLC, a Delaware limited liability company, its General Partner

By: David M. Jacobs
Name: David M. Jacobs
Title: Vice President

THE STATE OF TEXAS §
COUNTY OF DALLAS §

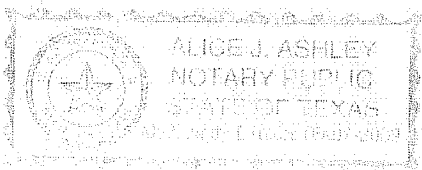
This instrument was acknowledged before me on September 8, 2008, by David M. Jacobs, Vice President of E2M Partners, LLC, a Delaware limited liability company, general partner of E2M General Partner, LP, a Delaware limited partnership, general partner of E2M Value Added Fund, LP, a Delaware Limited Partnership.



Alice Ashley
Notary Public, State of Texas

THE STATE OF TEXAS §
COUNTY OF DALLAS §

This instrument was acknowledged before me on September 8, 2008, by David M. Jacobs, Vice President of E2M Partners, LLC, a Delaware limited liability company, general partner of E2M General Partner, LP, a Delaware limited partnership, general partner of E2M Value Added Fund (Tax Exempt), LP, a Delaware Limited Partnership.



Alice Ashley
Notary Public, State of Texas

Approved and Agreed as to Property Owned by Royal Classic Properties, L.P., namely Lots 104, 76 and 39, Ranches of Brushy Top, a Subdivision of Blanco County, Texas, according to the plat thereof recorded in Volume 2, Page 49-57, Map or Plat Records of Blanco County, Texas.

ROYAL CLASSIC PROPERTIES, LP, a Texas limited partnership

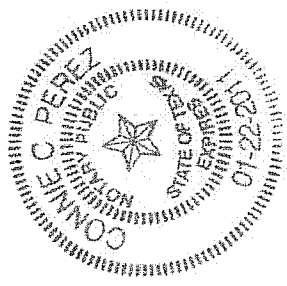
By: Royal Classic Properties Management, Inc., a Texas corporation, its General Partner

By: Michael G. Pearce
Printed Name: MICHAEL G. PEARCE
Title: PARTNER

THE STATE OF TEXAS §
COUNTY OF MCCURTAIN §

This instrument was acknowledged before me on the 14th day of July, 2008 by, Michael G. Pearce, Partner of Royal Classic Properties Management, Inc., a Texas corporation, General Partner of Royal Classic Properties, LP, a Texas limited partnership, on behalf of said corporation and limited partnership.

(Seal)



Connie C. Perez
Notary Public Signature

Filed this 2nd day of Oct. 2008
2:19 P.M.

KAREN NEWMAN
County Clerk, Blanco County, Texas
Sharon Walls Deputy

STATE OF TEXAS
COUNTY OF BLANCO
I hereby certify that this instrument was FILED in File Number Sequence on the date and time hereon set forth by me and was duly RECORDED in Official Public records of Real Property of Blanco County, Texas on

OCT 02 2008



DATE 10/02/2008

KAREN NEWMAN, COUNTY CLERK
BLANCO COUNTY

RECEIPT # 81306

TIME 15:08

JOHNSON CITY, TEXAS 78636

FILE # M25309

RECEIVED OF: RANCHES AT BRUSHY TO

FOR: RANCHES AT BRUSHY TOP

DESCRIPTION: RECORDING DOCUMENT #083579

AMOUNT PAID \$36.00

* DUPLICATE RECEIPT *

PAYMENT TYPE K
CHECK NO 2852
COLLECTED BY MM