

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR THE HILLS OF CHILDRESS CREEK SUBDIVISION,
SECTION ONE, MCLENNAN COUNTY, TEXAS TO INCLUDE PHASE TWO**

WHEREAS, Hines Development Corporation, hereinafter called the "Declarant," is the owner of all that certain real property located in McLennan County, Texas, known as "The Hills of Childress Creek Section One," described as follows:

All that certain real property located in McLennan County, Texas, known as The Hills of Childress Creek, Section One; comprising all of Tracts One (1) through Twenty-Nine (29), Block "A," Tracts One (1) through Twenty-Two (22), Block "B," Tracts One (1) through Fourteen (14), Block "C," Tracts One (1) through Twenty-Four (24), Block "D," and Tracts One (1) through Twenty-Five (25), Block "E," of said subdivision, as recorded in Volume 256, Page 194, Official Public Records of McLennan County, Texas;

AND WHEREAS, Declarant is also the owner of all that certain real property located in McLennan County, Texas, known as "The Hills of Childress Creek Phase Two," described as follows:
All that certain real property located in McLennan County, Texas, known as The Hills of Childress Creek, Phase Two, comprising all of Tracts One (1) through Eighteen (18), Block F; Tracts One (1) through Thirty-two (32), Block G; Tracts One (1) through Twenty-five (25), Block H; and Tracts One (1) through Fourteen (14), Block J, of said subdivision, as recorded under Clerk's File Number 2001036053, Official Public Records of McLennan County, Texas;

AND WHEREAS, The Hills of Childress Creek Subdivision Section One is subject to that one certain Amended Declaration of Covenants, Conditions, and Restrictions for The Hills of Childress Creek Subdivision, Section One, McLennan County, Texas (the "Declaration"), recorded in Volume 396, page 505, Official Public Records of McLennan County, Texas;

AND WHEREAS, Section 3.02 of the Declaration reserves to Declarant the right to impose the Declaration or a substantially similar declaration upon additional property adjacent contiguous or nearby to The Hills of Childress Creek Section One;

NOWHEREFORE, the Declaration is hereby supplemented to impose the Declaration in its entirety upon The Hills of Childress Creek Phase Two with the following deviations which apply only to The Hills of Childress Creek Phase Two:

Type of Buildings Permitted

1. Section 9.02 Regarding Type of Buildings Permitted. As to the Hills of Childress Creek Phase Two, this section shall read:

All Tracts shall be used for residential purposes only, and no building shall be erected, altered placed, or permitted to remain on any Tract other than one detached single family dwelling not to exceed two (2) stories in height plus any workshops, private garages, barns and other necessary outbuildings (all such outbuildings not to exceed thirty (30) feet in height), provided, however, that not more than one single family guest house may be erected on a tract in addition to the above. Workshops, private garages, barns and other outbuildings must be constructed on site, on permanent foundations and of new materials designed and manufactured for finished exterior use. Such buildings must be situated no closer to any roads, streets or highways adjacent to the Tract than the farthest point of the primary residence on such Tract from such roads, streets or highways, unless otherwise approved by the Architectural Control Committee. The exterior walls of all structures of any kind on all Tracts in The Hills of Childress Creek Phase Two shall consist of not less than eighty percent (80%) brick, stone, cedar, finished and treated logs, or other similar construction; provided, however, that all construction shall be of materials designed and manufactured for finished exterior use on site built residence structures of average or better quality. All non-masonry exterior construction on any residence or other buildings must be painted, stained or otherwise appropriately finished or treated.

Minimum Floor Area and Exterior Walls

2. Section 9.03 Regarding Minimum Floor Area and Exterior Walls. As to The Hills of Childress Creek Phase Two, this section shall read:

Any single story residence constructed on any tract in The Hills of Childress Creek Phase Two must have a floor living area of not less than two thousand two hundred (2,200) square feet, exclusive of open or screened porches, terraces, patios, driveways, porte cocheres and garages; any residence two (2) stories in height constructed on any tract in The Hills of Childress Creek Phase Two must have a floor living area of not less than two thousand five hundred (2,500) square feet exclusive of open or screened porches, terraces, patios, driveways, porte cocheres, and garages.

Any residence situated on any Tract must have a minimum width of not less than forty (40) feet, exclusive of porte cocheres, porches of any kind, awnings, roof overhangs, and the like.

Fencing

3. Section 9.09 Regarding Fencing. As to The Hills of Childress Creek Phase Two, this section shall read:

Owner shall submit plans for any fencing on any Tract in The Hills of Childress Creek Phase Two to the Architectural Control Committee for approval prior to construction. No barbed wire, hog wire, chain link, chicken wire, goat wire, solid privacy, or similar type fence shall be erected on any Tract in The Hills of Childless Creek Phase Two within one hundred (150) feet of the front or side lines of any street, road, or highway, or between the residence constructed or planned to be constructed on any Tract in The Hills of Childless Creek Phase Two and any street, road or highway, without prior approval of the Architectural Control Committee. Any fencing within one hundred (150) feet of any street, road or highway or between the residence constructed or planned to be constructed on any Tract in The Hills of Childless Creek Phase Two and any street, road or highway, shall be of a decorative nature. All fencing shall be constructed with new materials suitable for exterior use which will withstand weather and time.

All fencing shall be constructed and maintained in accordance with the Wildlife Management Plan. In order to assure that all fencing complies with the Wildlife Management Plan, all plans and specifications shall be submitted to the Wildlife Management Committee for review and approval in writing. Approval of this Committee shall not be unreasonably withheld.

Driveways

4. Section 9.27 Regarding Driveways. As to The Hills of Childress Creek Phase Two, this section shall read:

Every dwelling on a Tract in The Hills of Childress Creek Phase Two shall have a Primary Driveway and may have one Secondary Driveway.

Primary Driveways for all Tracts in The Hills of Childless Creek Phase Two shall be constructed of concrete, minimum 4" reinforced with #3 bars 18" center to center with expansion joints max 20' spacing or asphalt paving, minimum 6" compacted road gravel and 1 1/2" hot mix asphaltic concrete for not less than one hundred and fifty (150) feet from any public road or right-of-way. Beginning at a minimum distance of one hundred and fifty (150) feet from any public road or right-of-way, Primary Driveways may be constructed of any customary road material.

Secondary Driveways for all Tracts in The Hills of Childless Creek Phase Two shall be constructed of concrete, minimum 4" reinforced with #3 bars 18" center to center with expansion joints max 20' spacing or asphalt paving, minimum 6" compacted road gravel and 1 1/2" hot mix asphaltic concrete for not less than one hundred (100) feet from any public road or right-of-way. Beginning at a minimum distance of one hundred (100) feet from any public road or right-of-way, Secondary Driveways may be constructed of any customary road material.

Driveway culverts must be no less than 12 inches in diameter unless otherwise approved by the

Architectural Control Committee. Culvert pipe must be Galvanized Corrugated Metal (GCM) or concrete pipe. Plastic or PVC of any kind shall not be permitted in any application as a drain pipe under a driveway, whether the location of that pipe is in the public right-of-way or on private property.

Landscaping

5. Section 9.30 is hereby added with the heading "Landscaping," to apply only to The Hills of Childress Creek Phase Two. This section shall read:

Prior to construction of any dwelling on a Tract in The Hills of Childress Creek Phase Two, the Lot owner must have a landscape plan approved by the Architectural Control Committee. Such plan must provide for the front and side yards to be sodded or otherwise completely covered in all areas where grass is planned and for some shrubbery in the front yard. The approved landscape must be installed within one hundred twenty (120) days of completion or occupancy of the residence, whichever occurs first.


Garages

6. Section 9.31 is hereby added with the heading "Garages," to apply only to The Hills of Childress Creek Phase Two. This section shall read:

Every dwelling on a Tract in The Hills of Childress Creek Phase Two shall have either an attached or detached garage with the capacity to hold at least two automobiles. Said garage shall not front or open onto a street unless the lot is a corner lot and the garage fronts on a street other than the street which the residence fronts, or unless otherwise approved by the Architectural Control Committee.

IN WITNESS WHEREOF, Declarant has executed this Supplemental Declaration as of this the 14th day of November, 2001.

Hines Development Corporation

By: 
Rick Hines, President

CORPORATE ACKNOWLEDGMENT

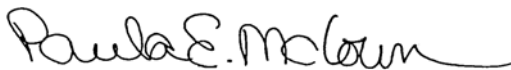
STATE OF TEXAS

COUNTY OF McLENNAN:

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This instrument was acknowledged before me on this the 14th day of November, 2001, by Rick Hines, President of Hines Development Corporation, a Texas Corporation.




Notary Public In and For the State of Texas