

"1.1 'Committee' shall mean and refer to the Architectural Review Committee for Bridlewood as established by the Master Declaration."

"1.2 'Declarant' shall mean and refer to Bridlewood, Ltd., a Texas limited partnership, its successors and assigns and any personal representative of it who has been designated as such in writing by Declarant who succeeds to the interest of the Partnership. Additionally, Declarant may, by written instrument, assign all or any portion of its rights hereunder to an assignee who agrees in writing to assume the obligations of Declarant hereunder contemporaneously with such assignment."

(b) All references to the Master Declaration in the Supplemental Declaration, including this Second Amendment, shall hereafter be deemed to refer to the Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Bridlewood dated as of November 1, 1996, and recorded as Document Number 96-R0080148 in the Real Property Records of Denton County, Texas, and including (i) that certain First Amendment to Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Bridlewood and (ii) any future amendments, modifications, or supplements to the Master Declaration.

(c) Except as otherwise defined in this Second Amendment, all capitalized terms used herein shall have the meanings given to them in the Master Declaration.

2. ARTICLE II of the Supplemental Declaration is hereby amended as follows:

(a) Section 2.4 is hereby deleted and replaced in its entirety by the following:

"2.4 TRANSPORT VEHICLES. Trucks with tonnage in excess of three-fourths (3/4) of a ton shall not be permitted to park on the streets, driveways or Lots overnight. Pickup campers, trailer campers and boats shall be kept behind the front line of the house and not be visible from the street."

(b) The following is hereby added to Article II:

"2.18 TRASH CONTAINERS. All garbage, trash and recycling materials shall be placed in containers approved by the Town. No such containers may be placed in the front yard or curb area of any Residence more than twelve (12) hours prior to the scheduled pick-up. All such containers must be removed from the front yard or curb area by the Owner or other occupant of the Residence within twelve (12) hours following

pick-up of their contents. All trash containers shall be stored within the garage or behind a six foot high fence so that no such container is visible from the front yard of any other Lot except during the curb pick-up times permitted by this Section 2.18."

3. - ARTICLE III of the Supplemental Declaration is hereby deleted and replaced in its entirety by the following:

"ARTICLE III: ARCHITECTURAL REVIEW COMMITTEE

3.1 COMMITTEE ESTABLISHED. The Architectural Review Committee for Steeplechase shall be the Architectural Review Committee established for Bridlewood by the Master Declaration.

3.2 SCOPE OF REVIEW. All Lots located in Steeplechase and any and all Residences or other Improvements located thereon shall be subject to the architectural requirements, design criteria, and other aesthetic standards set forth in this Supplemental Declaration or as established by the Committee with respect to the entire Bridlewood residential development or specifically for the Steeplechase neighborhood."

4. ARTICLE VI of the Supplemental Declaration is hereby amended as follows:

(a) Section 6.3 of the Supplemental Declaration is hereby modified by deleting the second paragraph thereof and replacing said second paragraph in its entirety with the following:

"No amendment or termination of this Supplemental Declaration shall be effective until recorded in the records of Denton County, Texas, nor until the approval of any governmental regulatory body (including the Town of Flower Mound) from which such approval is required shall have been obtained."

(b) Section 6.4 is hereby deleted in its entirety and replaced by the following:

"6.4 CONFLICTS. In the event of any conflict between the terms of this Supplemental Declaration and the terms of the Master Declaration, the terms of the Master Declaration shall control."

ARTICLE II: GENERAL

2.1 CHANGE OF ADDRESS. The address of the Declarant is hereby modified to be: 4000 W. Windsor Drive, Flower Mound, Texas 75028.

2.2 NO OTHER MODIFICATION. Except as hereinabove amended, all other terms and conditions of the Supplemental Declaration remain as written, and, except as otherwise expressly provided herein, the terms and provisions hereof shall in no manner impair, limit or restrict or otherwise affect the rights and obligations of Declarant, the Association, any Owner or any Sub-association under the Supplemental Declaration.

Executed by the said Declarant, this 11th day of June, 1997.

DECLARANT:

BRIDLEWOOD, LTD.,
a Texas limited partnership

By: WPT/BARLAS JOINT VENTURE,
its authorized manager and representative

By: Marc A. Footlik
Marc A. Footlik, authorized signatory

4000 W. Windsor Drive
Flower Mound, Texas 75028

THE STATE OF TEXAS §
COUNTY OF Denton §

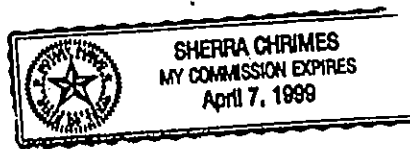
Before me the undersigned authority, on this day personally appeared MARC A. FOOTLIK, authorized signatory of WPT/BARLAS JOINT VENTURE, the authorized manager and representative of BRIDLEWOOD, LTD., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act for the purpose and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 11th day of June, 1997.

Sherra Chrimes

Notary Public in and for
State of Texas

My Commission Expires:



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020597 v1
395:6170-3

STATE OF TEXAS
COUNTY OF TEXAS

WENEAS, BROOKWOOD LTD. acting by and through the undersigned, its duly authorized agent, in the sole corner of a 47.361 acre tract of land located in the Perry Bluff Survey, Abstract No. 836 and the Jones Wagon Survey, Abstract No. 324 in the Town of Flower Mound, Denton County, Texas according to the deed recorded in Clark's File No. 94-80030471 of the Deed Records of Denton County, Texas, and being more particularly described as follows:

COMMENCING at a VZ iron pin found in the North line of Farm to Market Road 1071 F.M. 1071, said pin also being the Southwest corner of Goshawk Estates Phase Two as existing to the Town of Flower Mound, Denton County, Texas as recorded in Volume 11 Page 341 of the Deed Records of Denton County, Texas, said pin also being the West boundary Southeast corner of the said subdivided LP tract; THENCE S 64°22'33" W Reference bearing along the North line of said F.M. 1071 2,837.07 feet to a VZ iron pin set, said pin being on the proposed East right-of-way line of proposed Bridlewood Boulevard (600 R.O.W.); THENCE N 07°37'07" W along said proposed East right-of-way line 25.60 feet to a VZ iron pin set, said pin also being the Point of Curvature of a circular curve to the right having a radius of 1540.00 feet, a central angle of 17°35'28", a chord length of 310.09 feet and a chord bearing of N 07°20'32" E; THENCE S 07°20'32" E along said curve to the right and said proposed East right-of-way line 512.08 feet to a VZ iron pin set (or the Point of Tangency); THENCE N 15°18'11" E along said proposed East right-of-way line 537.48 feet to a VZ iron pin set; THENCE S 75°47'40" E along said proposed East right-of-way line 14.00 feet to a VZ iron pin set, said pin also being the Point of Beginning of the herein described tract;

THENCE N 15°18'11" E along said proposed East right-of-way line 60.00 feet to a VZ iron pin set, said pin also being on the proposed North right-of-way line of proposed Georgetown Drive 100 R.O.W.;

THENCE S 73°41'49" E departing said proposed East right-of-way line and continuing along said proposed North right-of-way line 141.00 feet to a VZ iron pin set, said pin also being the Point of Curvature of a circular curve to the left having a radius of 470.00 feet, a central angle of 06°11'10", a chord length of 50.72 feet and a chord bearing of S 78°47'21" E;

THENCE along said curve to the left and proposed North right-of-way line 50.75 feet to a VZ iron pin set;

THENCE N 20°19'56" E, departing said proposed North right-of-way line 134.87 feet to a VZ iron pin set;

THENCE N 28°15'42" E, 375.07 feet to a VZ iron pin set;

THENCE N 28°06'07" E, 77.68 feet to a VZ iron pin set;

THENCE N 14°27'01" E, 72.10 feet to a VZ iron pin set;

THENCE N 09°20'18" E, 436.32 feet to a VZ iron pin set;

THENCE N 09°47'29" E, 99.71 feet to a VZ iron pin set;

THENCE N 17°39'23" E, 435.15 feet to a VZ iron pin set, said pin being on the proposed South right-of-way line of proposed Washer Drive 600 R.O.W.; said pin also being the Point of Curvature of a non-tangent circular curve to the left having a radius of 1025.00 feet, a central angle of 10°15'55", a chord length of 183.40 feet and a chord bearing of N 84°30'18" E;

THENCE along said curve to the left and said proposed South right-of-way line 183.64 feet to a VZ iron pin set (or the Point of Tangency);

THENCE N 80°47'13" W along said proposed South right-of-way line 377.50 feet to a VZ iron pin set, said pin also being on the proposed East right-of-way line of proposed Bridlewood Boulevard;

THENCE N 09°21'36" W along said proposed East right-of-way line 60.00 feet to a VZ iron pin set, said pin also being on the proposed North right-of-way line of proposed Washer Drive;

THENCE S 80°47'13" E along said proposed North right-of-way line 377.79 feet to a VZ iron pin set, said pin also being the Point of Curvature of a circular curve to the right having a radius of 1025.00 feet, a central angle of 22°24'12", a chord length of 421.53 feet and a chord bearing of S 78°35'07" E;

THENCE along said curve to the right and said proposed North right-of-way line 424.25 feet to a VZ iron pin set (or the Point of Reverse Curvature of a circular curve to the left having a radius of 1025.00 feet, a central angle of 19°20'57", a chord length of 456.09 feet and a chord bearing of S 77°03'30" E);

THENCE along said curve to the left and said proposed North right-of-way line 454.27 feet to a VZ iron pin set (or the Point of Reverse Curvature of a circular curve to the right having a radius of 147.67 feet, a central angle of 12°31'46", a chord length of 37.61 feet and a chord bearing of S 80°18'04" E);

THENCE along said curve to the right and said proposed North right-of-way line 318.28 feet to a VZ iron pin set;

THENCE S 04°36'32" W departing said proposed North right-of-way line 61.21 feet to a VZ iron pin set, said pin being on the proposed South right-of-way line of proposed Washer Drive, said pin also being the Point of Curvature of a non-tangent circular curve to the left having a radius of 137.87 feet, a central angle of 07°43'15", a chord length of 182.61 feet and a chord bearing of N 77°15'50" E;

THENCE along said curve to the left and said proposed South right-of-way line 182.85 feet to a VZ iron pin set;

THENCE S 10°39'48" W departing said proposed South right-of-way line 716.22 feet to a VZ iron pin set;

THENCE S 02°45'10" W, 81.44 feet to a VZ iron pin set;

THENCE S 07°41'57" E, 80.45 feet to a VZ iron pin set;

THENCE S 05°07'21" E, 80.44 feet to a VZ iron pin set;

THENCE S 10°32'49" E, 80.44 feet to a VZ iron pin set;

THENCE S 14°50'29" E, 80.46 feet to a VZ iron pin set;

THENCE S 18°14'33" E, 602.29 feet to a VZ iron pin set;

THENCE S 61°30'00" W, 572.95 feet to a VZ iron pin set;

THENCE S 66°46'30" W, 302.60 feet to a VZ iron pin set;

THENCE S 72°19'58" W, 102.36 feet to a VZ iron pin set;

THENCE S 78°14'14" W, 102.36 feet to a VZ iron pin set;

THENCE S 83°19'30" W, 102.47 feet to a VZ iron pin set;

THENCE N 89°47'36" W, 334.83 feet to a VZ iron pin set;

THENCE N 09°23'33" W, 809.47 feet to a VZ iron pin set, said pin being on the South right-of-way line of proposed Georgetown Drive, said pin also being the Point of Curvature of a non-tangent circular curve to the right having a radius of 530.00 feet, a central angle of 06°32'10", a chord length of 63.31 feet and a chord bearing of N 77°07'54" E;

THENCE along said curve to the right and said proposed South right-of-way line 63.54 feet to a VZ iron pin set (or the Point of Tangency);

THENCE N 73°41'49" W along said proposed South right-of-way line 141.00 feet to the POINT OF BEGINNING and containing 2,603,659 square feet or 47.361 acres of land.

CC MEMO:
LEGIBILITY OF THIS DOCUMENT
UNSATISFACTORY FOR
MICROFILMING OR REPRODUCING