

1149

FIRST AMENDMENT TO SCOFIELD PHASE VIII RESIDENTIAL AREA  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

THE STATE OF TEXAS           §  
  §  
COUNTY OF TRAVIS           §

This First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective April 15<sup>th</sup>, 1995, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration").

B. Mellon Properties Company, a Louisiana corporation ("Declarant") is the "Declarant" under the Declaration.

C. Article 10, Section 10.1 of the Declaration provides that the Declaration may be amended by an affirmative vote of ninety percent (90%) of a quorum of Members present in person or by proxy at a meeting duly called to vote on such matter.

D. As of the date of recording of this Declaration, ninety percent (90%) of a quorum of the Members of the Association have voted to amend the Declaration in the manner provided herein, as reflected in the records of the Association.

NOW, THEREFORE, Declarant declares as follows:

1. Amendment of Article 1. Article 1, Section 1.17 (the definition of "Occupied Lot") is deleted from the Declaration.

2. Amendment of Article 5, Section 5.2. The first sentence of Article 5, Section 5.2 of the Declaration is amended to read as follows:

Any Person upon becoming an Owner of a Lot automatically and concurrently shall become a Member of the Association.

3. Amendment of Article 5, Section 5.3. Article 5, Section 5.3(a) is amended to read as follows:

(a) The Owner (other than Declarant) of each Lot within the Property shall have one (1) vote for each Lot so owned.

The first sentence of Article 5, Section 5.3(b) is amended to read as follows:

Declarant shall have three (3) votes for each Lot owned by it until the earlier of (i) December 31, 2004, or (ii) the date when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership (i.e. the date that 75% of the Lots have been sold by Declarant).

4. Amendment of Article 7, Section 7.3. The first sentence of Article 7, Section 7.3 of the Declaration is amended in its entirety to read as follows:

Until January 1, 1996, without the assent of two-thirds (2/3) of the votes of each class of Members who are eligible to vote at a meeting duly called to vote on such matter with at least sixty percent (60%) of Members who are eligible to vote represented in person or by proxy,

the annual Assessment per Lot shall not exceed Three Hundred and No/100 Dollars (\$300.00).

5. Amendment of Article 7, Section 7.4. Article 7, Section 7.4 is amended in its entirety to read as follows:

Notwithstanding the provisions of the foregoing Section, Declarant shall only be required to pay thirty-three percent (33%) of the amount of the annual Assessment levied against the Lots. Nothing in this subsection shall be construed to relieve an Owner other than Declarant from payment of full annual Assessments for every year after a Lot is conveyed by Declarant.

6. Definitions: Ratification. Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.

MELLON PROPERTIES COMPANY, a Louisiana corporation

By: [Signature]  
Blake Magee, Agent and Attorney-in-Fact

THE STATE OF TEXAS §  
  §  
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 13th day of April, 1995, by Blake Magee, Agent and Attorney-in-Fact for MELLON PROPERTIES COMPANY, a Louisiana corporation, on behalf of said corporation.

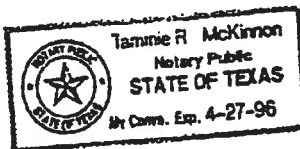
My Commission Expires:

4-27-96

[Signature]  
Notary Public State of Texas  
Print Name: TAMMIE R. MCKINNON

Return:

GARNS, DONALD R. & HARRON & HODDY  
515 CONGRESS #2300  
AUSTIN, TX, 78701



FILED

95 MAY -1 PM 4:11

DANA DE BEAUVOIR  
COUNTY CLERK  
TRAVIS COUNTY, TEXAS

RECEIPT#: 80000283 TRANS#: 80570 DEPT: REGULAR RECORD \$11.00  
CASHIER: BAYON FILE DATE: 5/1/95 TRANS DATE: 5/1/95  
PAID BY: CASH

STATE OF TEXAS COUNTY OF TRAVIS  
I hereby certify that this instrument was FILED on  
the date and at the time stamped hereon by me; and  
was duly RECORDED, in the Volume and Page of the  
named RECORDS of Travis County, Texas, on

MAY 1 1995



FA-DECLARAT\PHASES.IAM.04/12/95

2

REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

12627 0589

FILM CODE

00005394678

SECOND AMENDMENT TO SCOFIELD PHASE VIII RESIDENTIAL AREA  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

THE STATE OF TEXAS       §  
  §  
COUNTY OF TRAVIS       §

This Second Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective February 15, 1996, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration"); the Declaration has been amended by that certain First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12427, Page 588 of the Real Property Records of Travis County, Texas.

B. Mellon Properties Company, a Louisiana corporation ("Declarant") is the "Declarant" under the Declaration.

C. Article 2, Section 2.1 of the Declaration permits Declarant to bring certain property described in the Declaration within the scheme of the Declaration and to modify the Declaration as may be appropriate for such property; and

D. Declarant desires to bring certain property within the scheme of the Declaration and to modify the Declaration as to said property.

NOW, THEREFORE, Declarant declares as follows:

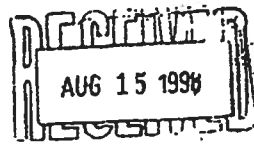
1. Addition to Property Subject to Declaration. In accordance with Article 2, Section 2.1 of the Declaration, the following tract of land (the "Added Tract"), hereby is added to the property subject to the Declaration:

SCOFIELD FARMS, PHASE 8, SECTION 2, a subdivision in Travis County, Texas, according to the map or plat recorded in Volume 95, Pages 220-222 of the Plat Records of Travis County, Texas.

The Added Tract is included within the property described on Exhibit C of the Declaration.

2. Effect of the Declaration as to the Added Tract. As provided in Article 2, Section 2.1 of the Declaration, upon the recording of this Amendment, the Declaration (as previously amended and as modified by this Amendment), and the covenants, conditions, restrictions and obligations set forth in same, shall apply to the Added Tract and the rights, privileges, duties and liabilities of the persons subject to the Declaration shall be the same with respect to the Added Tract as with respect to the lands originally covered by the Declaration.

3. Definitions; Ratification. Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.



REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

12627 0604

Executed on the date set forth below to be effective the date first stated above.

MELLON PROPERTIES COMPANY, a Louisiana corporation

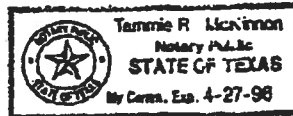
By: [Signature]  
Blake Magee, Agent and Attorney-in-Fact

THE STATE OF TEXAS        §  
   §  
COUNTY OF TRAVIS       §

This instrument was acknowledged before me on this the 14th day of February, 1996, by Blake Magee, Agent and Attorney-in-Fact for MELLON PROPERTIES COMPANY, a Louisiana corporation, on behalf of said corporation.

My Commission Expires: 4-27-96

Tammie R. Lickinton  
Notary Public, State of Texas  
Print Name: TAMMIE R. LICKINTON



Ret:  
Graves, Dougherty, Hearson & Moody  
PO Box 98  
Austin TX. 78767

FILED

96 FEB 21 PM 2:06

DANA DESSAUVOIR  
COUNTY CLERK  
TRAVIS COUNTY, TEXAS

STATE OF TEXAS        COUNTY OF TRAVIS  
I hereby certify that this instrument was FILED on the date and at the time stated herein by one and the same RECORDED, in the Volume and Page of the named RECORDS of Travis County, Texas, on

FEB 21 1996



[Signature]  
COUNTY CLERK  
TRAVIS COUNTY, TEXAS

REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

12627 0605

RECEIPT#: A2021160 TRANS: 4150 DEPT: REGULAR RECORDS 111.00  
CHARGE#: 15400 FILE DATE: 2/21/96 TRANS DATE: 2/21/96  
PAID W: CHECK 127004

THIRD AMENDMENT TO SCOFIELD PHASE VIII RESIDENTIAL AREA  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

THE STATE OF TEXAS           §  
  §  
COUNTY OF TRAVIS           §

This Third Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective September 9, 1996, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration"); the Declaration has been amended by (i) that certain First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12427, Page 588 of the Real Property Records of Travis County, Texas; and (ii) that certain Second Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12627, Page 604 of the Real Property Records of Travis County, Texas.

B. Mellon Properties Company, a Louisiana corporation ("Declarant") is the "Declarant" under the Declaration.

C. Article 2, Section 2.1 of the Declaration permits Declarant to bring certain property described in the Declaration within the scheme of the Declaration and to modify the Declaration as may be appropriate for such property; and

D. Declarant desires to bring certain property within the scheme of the Declaration and to modify the Declaration as to said property.

E. The address to submit Plans and Specifications to the Architectural Control Committee has changed.

NOW, THEREFORE, Declarant declares as follows:

1. Addition to Property Subject to Declaration. In accordance with Article 2, Section 2.1 of the Declaration, the following tract of land (the "Added Tract"), hereby is added to the property subject to the Declaration:

SCOFIELD FARMS, PHASE 8, SECTION 3, a subdivision in Travis County, Texas, according to the map or plat recorded in Volume 97, Pages 1-4 of the Plat Records of Travis County, Texas.

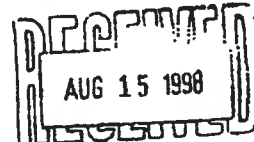
The Added Tract shall be included within the property described on Exhibit C of the Declaration.

2. Effect of the Declaration as to the Added Tract. As provided in Article 2, Section 2.1 of the Declaration, upon the recording of this Amendment, the Declaration (as previously amended and as modified by this Amendment), and the covenants, conditions, restrictions and obligations set forth in same, shall apply to the Added Tract and the rights, privileges, duties and liabilities of the persons subject to the Declaration shall be the same with respect to the Added Tract as with respect to the lands originally covered by the Declaration.

3. Section 6.12 of the Declaration is hereby amended in its entirety to read as follows:

REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

12769 0141



"Plans and Specifications shall be submitted to the Architectural Control Committee in care of The Blake Magee Company, 610 Guadalupe, Suite A, Austin, Texas 78701, or such other address as may be designated by Declarant (or the Board if Declarant has delegated such designation right to the Board) from time to time."

4. Definitions; Ratification. Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.

Executed on the date set forth below to be effective the date first stated above.

MELLON PROPERTIES COMPANY, a Louisiana corporation

By: [Signature]  
Blake Magee, Agent and Attorney-in-Fact



THE STATE OF TEXAS     §  
  §  
COUNTY OF TRAVIS     §

This instrument was acknowledged before me on this the 10th day of September, 1996, by Blake Magee, Agent and Attorney-in-Fact for MELLON PROPERTIES COMPANY, a Louisiana corporation, on behalf of said corporation.

[Signature]  
Notary Public, State of Texas

Return:

Graves, Dorothy of Mildred Thompson  
515 Congress  
Austin Tx 78701

**FILED**  
96 SEP 11 AM 10:58  
DANA DEGENOUR  
COUNTY CLERK  
TRAVIS COUNTY, TEXAS

STATE OF TEXAS     COUNTY OF TRAVIS  
I hereby certify that this instrument was FILED on this 11th day of the month of September 1996, at the County Clerk's Office, and was duly recorded, on the 11th day of the month of September 1996, in the Public Records of Travis County, Texas, on

SEP 11 1996  
[Signature]  
COUNTY CLERK  
TRAVIS COUNTY, TEXAS

RECORDS MANAGER TRAVIS COUNTY CLERK'S OFFICE 1000 N. BRASSFIELD BLVD. AUSTIN, TX 78701  
CALLER: 787-478-3117 FAX: 787-478-3117  
THIS IS: CHECK ONE  
REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

12769 0142

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FILM CODE  
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**FOURTH AMENDMENT TO SCOFIELD PHASE VIII RESIDENTIAL AREA  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THE STATE OF TEXAS           §  
  §  
COUNTY OF TRAVIS           §

This Fourth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective November 25, 1997, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration"); the Declaration has been amended by (i) that certain First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12427, Page 588 of the Real Property Records of Travis County, Texas, (ii) that certain Second Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12627, Page 604 of the Real Property Records of Travis County, Texas, and (iii) that certain Third Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12769, Page 141 of the Real Property Records of Travis County, Texas.

B. Mellon Properties Company, a Louisiana corporation ("Declarant") is the "Declarant" under the Declaration.

C. Article 2, Section 2.1 of the Declaration permits Declarant to bring certain property described in the Declaration within the scheme of the Declaration and to modify the Declaration as may be appropriate for such property.

D. Declarant desires to bring certain property within the scheme of the Declaration and to modify the Declaration as to said property.

NOW, THEREFORE, Declarant declares as follows:

1. Addition to Property Subject to Declaration. In accordance with Article 2, Section 2.1 of the Declaration, the following tracts of land (the "Added Tracts") hereby are added to the property subject to the Declaration:

REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

13071 0438

SCOFIELD FARMS, PHASE 3, SECTION 3, a subdivision in Travis County, Texas, according to the map or plat recorded in Volume 99, Pages 305-307 of the Plat Records of Travis County, Texas ("Phase 3, Section 3"); and

SCOFIELD FARMS, PHASE 8, SECTION 4, a subdivision in Travis County, Texas, according to the map or plat recorded in Volume 100, Pages 15-17 of the Plat Records of Travis County, Texas.

The Added Tracts are included within the property described on Exhibit C of the Declaration.

2. Minimum Square Footage Requirements for Phase 3, Section 3. Article 3, Section 3.27 of the Declaration shall not apply to any Lot located in Phase 3, Section 3, and the following restriction with respect to minimum square footage requirements for primary dwelling structures on Lots in Phase 3, Section 3 shall be substituted therefor:

"The air conditioned portion of the primary dwelling structure erected on any Lot in Phase 3, Section 3 shall have a floor area of not less than one thousand three hundred (1,300) square feet for any Lot, such area to be exclusive of all porches, carports, garages and other rooms which are not air conditioned with the main living quarters."

3. Effect of the Declaration as to the Added Tracts. As provided in Article 2, Section 2.1 of the Declaration, upon the recording of this Amendment, the Declaration (as previously amended and as modified by this Amendment), and the covenants, conditions, restrictions and obligations set forth in same, shall apply to the Added Tracts and the rights, privileges, duties and liabilities of the persons subject to the Declaration shall be the same with respect to the Added Tracts as with respect to the lands originally covered by the Declaration.

4. Definitions; Ratification. Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.



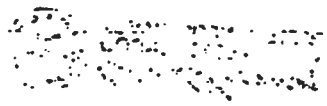
3111 288.  
11/25/97

Executed on the date set forth below to be effective the date first stated above.

**MELLON PROPERTIES COMPANY**, a Louisiana corporation

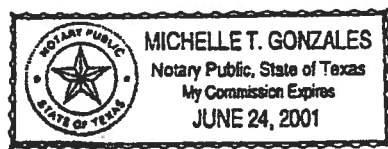
By: [Signature]  
Blake Magee, Agent and Attorney-in-Fact

THE STATE OF TEXAS     §  
  §  
COUNTY OF TRAVIS     §



This instrument was acknowledged before me on this the 25<sup>th</sup> day of November, 1997, by **BLAKE MAGEE**, Agent and Attorney-in-Fact for **MELLON PROPERTIES COMPANY**, a Louisiana corporation, on behalf of said corporation.

[Signature]  
NOTARY PUBLIC, State of Texas



**AFTER RECORDING RETURN TO:**

**ANN E. VANDERBURG, ESQ.**  
**GRAVES, DOUGHERTY, HEARON & MOODY, P.C.**  
**POST OFFICE BOX 98**  
**AUSTIN, TX 78767**

NOV 25 1997  
RAS110028.5\PH8-SEC4.VA\FOURTH.AMD

REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

13071 0440

**FIFTH AMENDMENT TO SCOFIELD PHASE VIII RESIDENTIAL AREA  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THE STATE OF TEXAS       §  
  §  
COUNTY OF TRAVIS       §

This Fifth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective on the date of recordation in the Real Property Records of Travis County, Texas, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration"); the Declaration has been amended by (i) that certain First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12427, Page 588 of the Real Property Records of Travis County, Texas, (ii) that certain Second Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12627, Page 604 of the Real Property Records of Travis County, Texas, (iii) that certain Third Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12769, Page 141 of the Real Property Records of Travis County, Texas; and (iv) that certain Fourth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13071, Page 438 of the Real Property Records of Travis County, Texas.

B. Mellon Properties Company, a Louisiana corporation ("Declarant") is the "Declarant" under the Declaration.

C. Article 2, Section 2.1 of the Declaration permits Declarant to bring certain property described in the Declaration within the scheme of the Declaration and to modify the Declaration as may be appropriate for such property.

D. Declarant desires to bring certain property within the scheme of the Declaration and to modify the Declaration as to said property.

NOW, THEREFORE, Declarant declares as follows:

1. Addition to Property Subject to Declaration. In accordance with Article 2, Section 2.1 of the Declaration, the following tract of land (the "Added Tract") is hereby added to the property subject to the Declaration:

SCOFIELD FARMS, PHASE 10, SECTION 1, a subdivision in Travis County, Texas, according to the map or plat recorded in Volume 101, Pages 375-378 of the Plat Records of Travis County, Texas ("Phase 10, Section 1");

The Added Tract is included within the property described on Exhibit C of the Declaration.

2. Effect of the Declaration as to the Added Tract. As provided in Article 2, Section 2.1 of the Declaration, upon the recording of this Amendment, the Declaration (as previously amended and as modified by this Amendment), and the covenants, conditions, restrictions and obligations set forth in same, shall apply to the Added Tract and the rights, privileges, duties and liabilities of the persons subject to the Declaration shall be the same with respect to the Added Tract as with respect to the lands originally covered by the Declaration.

3. **Definitions: Ratification.** Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.

Executed on the date set forth below to be effective the date first stated above.

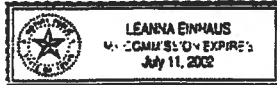
MELLON PROPERTIES COMPANY, a Louisiana corporation

By: [Signature]  
Blake Magee, Agent and Attorney-in-Fact

THE STATE OF TEXAS  
COUNTY OF TRAVIS

501 00 00

This instrument was acknowledged before me on this the 27th day of October, 1998, by BLAKE MAGEE, Agent and Attorney-in-Fact for MELLON PROPERTIES COMPANY, a Louisiana corporation, on behalf of said corporation.



[Signature]  
NOTARY PUBLIC, State of Texas

AFTER RECORDING RETURN TO:

SUSAN SAVAGE, ESQ.  
GRAVES, DOUGHERTY, HEARON & MOODY, P.C.  
POST OFFICE BOX 98  
AUSTIN, TX 78767

FILED

99 JAN 12 AM 11:15

DANA DEBLAUVOIR  
COUNTY CLERK  
TRAVIS COUNTY, TEXAS

STATE OF TEXAS COUNTY OF TRAVIS  
I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me, and was duly RECORDED, in the Volume and Page of the named RECORDS of Travis County, Texas, on

JAN 19 1999



REAL PROPERTY RECORDS  
TRAVIS COUNTY, TEXAS

13347 2919

U:\SSAVAGE\10026 5\CC&R\F2h.AMD, 10/28/98

RECEIVED: 40014543 TRAVIS: A3657 DEPT: REGULAR RECORD \$11.00  
CASHIER: TRUE FILE DATE: 1/12/99 TRANS DATE: 1/12/99

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TRV 1999053332 10 PGS

**SIXTH AMENDMENT TO SCOFIELD PHASE VIII RESIDENTIAL AREA  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THE STATE OF TEXAS           §  
  §  
COUNTY OF TRAVIS           §

10  
BU

This Sixth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective June 4, 1999, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration"); the Declaration has been amended by that certain First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12427, Page 588 of the Real Property Records of Travis County, Texas; Second Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12627, Page 604 of the Real Property Records of Travis County, Texas; Third Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12769, Page 141 of the Real Property Records of Travis County, Texas; Fourth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13071, Page 438 of the Real Property Records of Travis County, Texas; and Fifth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13347, Page 2918 of the Real Property Records of Travis County, Texas.

B. Mellon Properties Company, a Louisiana corporation ("Declarant"), is the "Declarant" under the Declaration.

C. Article 10, Section 10.2(a) of the Declaration permits Declarant to amend the Declaration to correct certain errors contained therein. Declarant has determined that the metes and bounds description attached to the Declaration as a part of Exhibit "C" to same does not conform to the shaded areas on the map also attached to the Declaration as a part of Exhibit "C". Further, certain of the roadway alignments within the shaded areas depicted on Exhibit "C" have changed since the Declaration initially was recorded. Declarant wishes to amend the Declaration to revise the attached map so as to reflect the correct roadway alignment and areas which may be incorporated into the Properties, and to correct the metes and bounds description so as to be identical to the revised map.

NOW, THEREFORE, Declarant declares as follows:

1. Correction of Exhibit "C" to the Declaration. In accordance with Article 10, Section 10.2(a) of the Declaration, Declarant hereby amends the Declaration by deleting Exhibit "C" attached thereto (both the map and the legal descriptions) and substituting in the place of said Exhibit "C" the map and the legal descriptions attached hereto as Exhibit C.

2. Definitions; Ratification. Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.

Executed on the date set forth below to be effective the date first stated above.

MELLON PROPERTIES COMPANY, a Louisiana corporation

By: [Signature]  
Name: Clinton D. PEASELTON  
Title: Vice President

THE STATE OF TEXAS §  
  §  
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 10<sup>th</sup> day of June, 1999, by Clinton D. Peaseleton, Vice Pres of MELLON PROPERTIES COMPANY, a Louisiana corporation, on behalf of said corporation.

My Commission Expires:

[Signature]  
Notary Public, State of Texas  
Print Name: \_\_\_\_\_



Exhibit C

Tract 1:

All of SCOFIELD FARMS PHASE 10, SECTION ONE; a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Book 101, Page 375, Plat Records of Travis County, Texas.

Tract 2:

106.08 acres, more or less, out of the Francisco Garcia Survey, in Travis County, Texas, more particularly described by metes and bounds on Exhibit C-1 attached hereto and incorporated herein for all purposes.

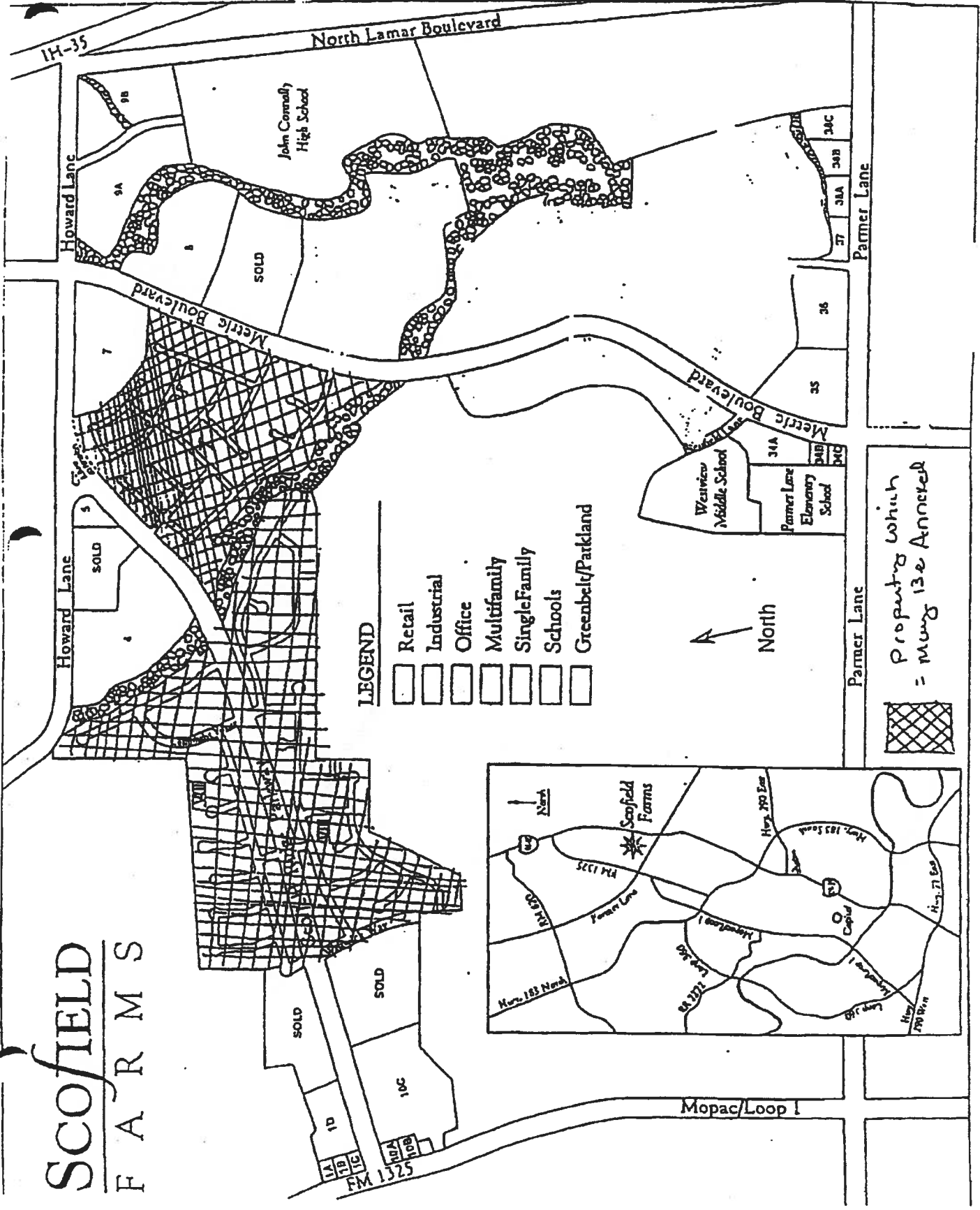
Tract 3:

18.769 acres, more or less, out of the Thomas C. Collins Survey No. 61, Abstract 201, in Travis County, Texas, more particularly described by metes and bounds on Exhibit C-2 attached hereto and incorporated herein for all purposes.








Tract 4:


14.863 acres, more or less, out of the Thomas C. Collins Survey No. 61, Abstract 201, in Travis County, Texas, more particularly described by metes and bounds on Exhibit C-2 attached hereto and incorporated herein for all purposes.

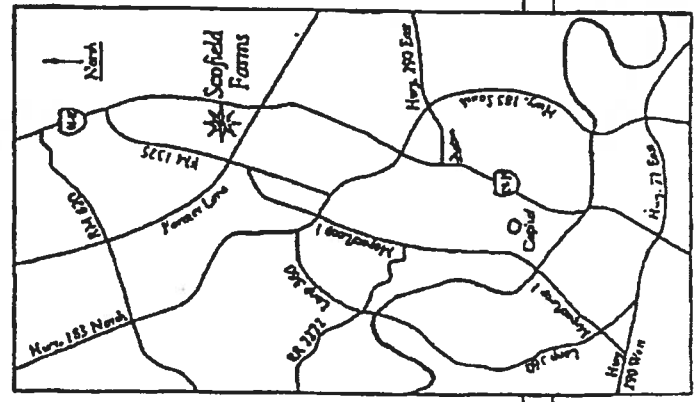
EXHIBIT "C"



LEGEND

-  Retail
-  Industrial
-  Office
-  Multifamily
-  Single Family
-  Schools
-  Greenbelts/Parkland

 Property which = Mung 13e Annexed



**SCOFIELD**  
F A R M S

EXHIBIT C-1

FIELD NOTES FOR 106.68 ACRES OF LAND OUT OF AND A PART OF THE FRANCISCO GARCIA SURVEY NO. 60 AND THE T. C. COLLINS SURVEY NO. 61, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT BEING A PORTION OF THAT CERTAIN TRACT OF LAND CONVEYED TO T.D. REALTY, INC. IN VOLUME 10399 PAGE 736, TRAVIS COUNTY, TEXAS DEED RECORDS, SAID TRACT BEING TWO TRACTS OF LAND INDIVIDUALLY DESCRIBED BY NETES AND BOUNDS AS FOLLOWS:

BEGINNING at a point in the south line of said T.D. Realty, Inc. tract for the southwest corner of the herein described tract, from which point the northwest corner of said T.D. Realty, Inc. tract bears N 18°49'27" E, 2,203.96 feet,

THENCE, with the east line of the herein described tract, the following five (5) courses and distances numbered 1 through 5,

- 1. N 30°21'17" E, 416.65 feet to a point,
- 2. with a curve to the left, having a radius of 445.00 feet, an arc length of 197.54 feet and whose chord bears N 17°38'16" E, 185.92 feet to a point,
- 3. N 04°55'15" E, 353.46 feet to a point,
- 4. with a curve to the right, having a radius of 515.00 feet, an arc length of 63.59 feet and whose chord bears N 10°07'37" E, 83.46 feet to a point,
- 5. N 15°20'00" E, 161.26 feet to a point for the northwest corner of the herein described tract,

THENCE, with the north line of the herein described tract, the following three (3) courses and distances numbered 1 through 3,

- 1. S 74°40'00" E, 1,687.72 feet to a point,
- 2. with a curve to the left, having a radius of 2,160.00 feet, an arc length of 151.52 feet and whose chord bears S 78°40'35" E, 151.49 feet to a point,
- 3. S 72°41'09" E, 985.93 feet to a point for the northeast corner of the herein described tract,

THENCE, with the east line of the herein described tract the following twelve (12) courses and distances numbered 1 through 12,

- 1. S 22°00'00" E, 180.00 feet to a point,
- 2. S 62°00'00" E, 130.00 feet to a point,
- 3. N 70°00'00" E, 50.00 feet to a point,
- 4. S 30°00'00" E, 50.00 feet to a point,
- 5. S 06°00'00" W, 100.00 feet to a point,
- 6. S 41°30'00" E, 200.00 feet to a point,
- 7. S 26°30'00" E, 350.00 feet to a point,
- 8. S 45°00'00" E, 115.00 feet to a point,
- 9. S 09°44'15" E, 147.83 feet to a point,
- 10. S 40°00'00" W, 100.00 feet to a point,
- 11. S 78°56'39" W, 150.00 feet to a point,
- 12. S 89°58'05" W, 92.22 feet to a point for the southeast corner of the herein described tract,

THENCE, with the south line of the herein described tract, the following thirteen (13) courses and distances numbered 1 through 13,

- 1. N 52°59'50" W, 460.21 feet to a point,
- 2. N 52°58'45" W, 731.53 feet to a point,
- 3. N 52°56'34" W, 394.81 feet to a point,
- 4. N 52°46'19" W, 64.00 feet to a point,
- 5. N 32°55'37" W, 325.32 feet to a point,
- 6. S 31°41'26" W, 110.02 feet to a point,
- 7. S 31°44'51" W, 60.06 feet to a point,
- 8. S 31°32'32" W, 271.19 feet to a point,
- 9. N 59°45'00" W, 625.00 feet to a point,
- 10. S 62°23'13" W, 165.98 feet to a point,
- 11. S 57°13'38" W, 667.25 feet to a point,
- 12. N 59°37'00" W, 136.44 feet to a point,
- 13. N 59°39'43" W, 117.97 feet to the POINT OF BEGINNING containing 60.68 Acres Of



BEGINNING at the northwest corner of said T.D. Realty, Inc. tract for the northwest corner of the herein described tract.

THENCE, with the north line of the herein described tract, the following five (5) courses and distances numbered 1 through 5,

1. S 81°19'33" E, 301.54 feet to a point,
2. S 55°52'37" E, 105.28 feet to a point,
3. S 51°36'03" E, 1,345.75 feet to a point,
4. N 31°32'57" E, 1,049.88 feet to a point,
5. S 59°13'52" E, 306.26 feet to a point for the northeast corner of the herein described tract,

THENCE, with the east line of the herein described tract, the following eight (8) courses and distances numbered 1 through 8,

1. S 28°34'00" W, 110.00 feet to a point,
2. S 07°30'00" W, 80.00 feet to a point,
3. S 50°00'00" W, 120.00 feet to a point,
4. S 05°30'00" W, 200.00 feet to a point,
5. S 17°00'00" E, 250.00 feet to a point,
6. S 74°00'00" W, 40.00 feet to a point,
7. S 01°30'00" W, 400.00 feet to a point,
8. S 22°00'00" E, 297.71 feet to a point for the southeast corner of the herein described tract,

THENCE, with the south line of the herein described tract, the following three (3) courses and distances numbered 1 through 3,

1. N 78°41'09" W, 890.55 feet to a point,
2. with a curve to the right, having a radius of 2,040.00 feet, an arc length of 143.10 feet and whose chord bears N 76°40'35" W, 143.07 feet to a point,
3. N 74°40'00" W, 1,687.72 feet to a point for the southwest corner of the herein described tract,

THENCE, with the west line of the herein described tract, the following five (5) courses and distances numbered 1 through 5,

1. N 31°25'17" E, 357.00 feet to a point,
2. N 27°01'25" E, 242.99 feet to a point,
3. N 28°47'55" E, 56.34 feet to a point,
4. N 31°19'30" E, 25.04 feet to a point,
5. N 28°20'25" E, 210.54 feet to the PLACE OF BEGINNING containing 45.40 Acres Of Land, for a net acreage of 106.08 Acres Of Land.

PREPARED BY: BRYSON & ASSOCIATES SURVEYING CO., INC.  
3401 Slaughter Lane West  
Austin, Texas 78748

TW-kr

## EXHIBIT C-2

## FIELD NOTES

BEING ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE THOMAS C. COLLINS SURVEY NO. 61, ABSTRACT 201, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED AS BEING A PORTION OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY IN VOLUME 10399, PAGE 736 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, SAID TRACT BEING 18.769 ACRES OF LAND AND MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

**BEGINNING.** at an iron rod found in the northwest right-of-way line of Metric Boulevard, a 100-foot wide right-of-way dedicated to the public by the plat Scofield Farms Street Dedication Phase 1, Metric Boulevard and Scofield Lane, a subdivision of record in Volume 87, Pages 17A-17C of the Plat Records of Travis County, Texas, at the most easterly corner of Lot 1A, Block DD of Scofield Farms Phase 10, Section One, a subdivision of record in Volume 101, Pages 375-378 of the Plat Records of Travis County, Texas, for the POINT OF BEGINNING of the herein described 18.769 acre tract of land,

**THENCE,** departing the northwest right-of-way line of said Metric Boulevard, with the east and north lines of said Lot 1A, for a southeast line of the herein described tract, the following two (2) courses and distances, numbered 1 and 2.

1. N35°29'14"W, a distance of 5.00 feet to an iron rod found, and
2. S54°30'46"W, a distance of 120.00 feet to an iron rod found at the most easterly corner of Lot 60, Block DD of said Scofield Farms Phase 10, Section One, for the most southerly corner of the herein described tract,

**THENCE,** with the east line of said Scofield Farms Phase 10, Section One, for the west line of the herein described tract, the following five (5) courses and distances, numbered 1 through 5,

1. N35°29'14"W, a distance of 349.27 feet to an iron rod found,
2. N30°14'14"W, a distance of 164.43 feet to an iron rod found,
3. N22°07'09"W, a distance of 63.48 feet to an iron rod found,
4. S78°39'08"W, a distance of 165.25 feet to an iron rod found, and
5. N04°39'14"W, a distance of 299.66 feet to an iron rod found in the east line of Lot 38, Block DD at the southwest corner of Lot 36, Block DD of said Scofield Farms Phase 10 Section One, for the northwest corner of the herein described tract,

**THENCE,** crossing said Mellon Properties tract, for the north line of the herein described tract, the following eleven (11) courses and distances, numbered 1 through 11,

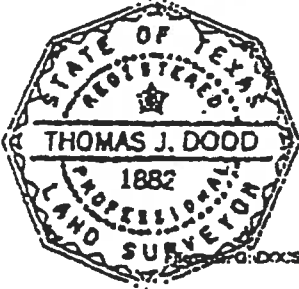
1. N80°33'41"E, a distance of 156.58 feet to an iron rod found,
2. N78°39'08"E, a distance of 362.99 feet to an iron rod found,
3. N76°45'32"E, a distance of 50.00 feet to an iron rod found,
4. N76°41'09"E, a distance of 115.00 feet to an iron rod found,
5. N60°14'44"E, a distance of 166.51 feet to an iron rod found,
6. N65°45'39"E, a distance of 50.23 feet to an iron rod found,
7. N60°14'44"E, a distance of 115.00 feet to an iron rod found,
8. S29°45'16"E, a distance of 150.00 feet to an iron rod found,
9. S38°18'19"E, a distance of 132.57 feet to an iron rod found,
10. N44°53'06"E, a distance of 271.03 feet to an iron rod found, and
11. S34°33'13"E, a distance of 370.92 feet to an iron rod found in the northwest right-of-way line of said Metric Boulevard, for the southeast corner of the herein described tract,

THENCE, with the northwest right-of-way line of said Metric Boulevard, for the southeast line of the herein described tract, the following three (3) courses and distances, numbered 1 through 3,

1. S54°30'46"W, a distance of 1019.28 feet to an iron rod found at a point of curvature to the right,
2. With said curve to the right having a radius of 20.00 feet, an arc length of 31.42 feet and whose chord bears, N80°29'14"W, a distance of 28.28 feet to an iron rod found, and
3. S54°30'46"W, a distance of 80.00 feet to the POINT OF BEGINNING and containing 18.769 Acres Of Land.

Prepared By: 

Thomas J. Dodd, C.P.L.S. No. 1882  
CARLSON, BEIGANCE & DOERING, INC.  
3401 Slaughter Lane West  
Austin, Texas 78748  
(512) 280-5160 Fax: (512) 280-5165



## EXHIBIT C-3

## FIELD NOTES

BEING ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE THOMAS C. COLLINS SURVEY 61, ABSTRACT 201, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED AS BEING OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY IN VOLUME 10399, PAGE 736 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, SAID TRACT BEING 14.863 ACRES OF LAND AND MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

**BEGINNING**, at an iron rod found in the curving south right-of-way line of Scofield Ridge Parkway, a 120-foot wide right-of-way dedicated to the public by the plat Scofield Ridge Parkway Street Dedication Phase Two, recorded in Volume 101, Pages 39-40 of the Plat Records of Travis County, Texas, at the northeast corner of Lot 122A, Block AA of Scofield Farms Phase 10, Section One, recorded in Volume 101, Pages 375-378 of the Plat Records of Travis County, Texas, for the northwest corner and POINT OF BEGINNING of the herein described 14.863 acre tract of land,

**THENCE**, with the curving south right-of-way line of said Scofield Ridge Parkway, and crossing said Mellon Properties tract, for the north line of the herein described tract, with a curve to the right having a radius of 1673.99 feet, an arc length of 708.15 feet and whose chord bears, S82°43'42"E, a distance of 702.88 feet to a point, for the northeast corner of the herein described tract,

**THENCE**, continuing across said Mellon Properties tract, for the east and south line of the herein described tract, the following thirteen (13) courses and distances, numbered 1 through 13,

1. S13°45'01"W, a distance of 284.72 feet to a point,
2. S10°47'59"E, a distance of 173.83 feet to point,
3. S29°46'39"E, a distance of 275.25 feet to a point,
4. S34°33'13"E, a distance of 12.64 feet to a point, for the southeast corner of the herein described tract,
5. S44°53'06"W, a distance of 271.03 feet to a point,
6. N38°18'19"W, a distance of 132.57 feet to a point,
7. N29°45'16"W, a distance of 150.00 feet to a point,
8. S60°14'44"W, a distance of 115.00 feet to a point,
9. S65°45'39"W, a distance of 50.23 feet to a point,
10. S60°14'44"W, a distance of 166.51 feet to a point,
11. S76°41'09"W, a distance of 115.00 feet to a point,
12. S76°45'32"W, a distance of 50.00 feet to a point, and
13. S78°39'08"W, a distance of 262.99 feet to an iron rod found at the southeast corner of Lot 32, Block DD of said Scofield Farms Phase 10, Section One, for the southwest corner of the herein described tract,

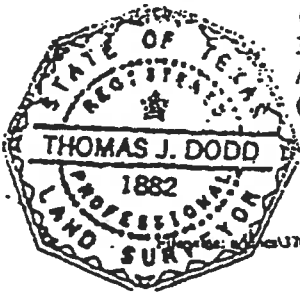
**THENCE**, with the east line of said Scofield Farms Phase 10, Section One, for the west line of the herein described tract, the following eight (8) courses and distances, numbered 1 through 8,

1. N11°20'52"W, a distance of 170.00 feet to an iron rod found,
2. S78°39'08"W, a distance of 11.12 feet to an iron rod found,
3. N16°14'30"W, a distance of 120.44 feet to an iron rod found,
4. N78°39'08"E, a distance of 341.72 feet to an iron rod found,
5. N60°16'09"E, a distance of 57.77 feet to an iron rod found,
6. N00°35'39"E, a distance of 243.34 feet to an iron rod found,
7. N06°08'53"W, a distance of 185.34 feet to an iron rod found, and

8. N11°42'56"W, a distance of 193.83 feet to the POINT OF BEGINNING and containing 14.863 Acres of Land.

Surveyed By:

*Thomas J. Dodd*  
Thomas J. Dodd - R.P.L.S. No. 1882  
CARLSON, BRIGANCE & DOERING, INC.  
3401 Slaughter Lane West  
Austin, Texas 78748  
(512) 280-5160 Fax: (512) 280-5165



U:\706004\457-3B.doc

FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS

*Dana DeBeauvoir*

06-22-1999 01:05 PM 1999053332  
STATEND \$27.00  
Dana DeBeauvoir, COUNTY CLERK  
TRAVIS COUNTY, TEXAS

RECORDERS MEMORANDUM-At the time of recordation this instrument was found to be inadequate for the best photographic reproduction, because of illegibility, carbon or photocopy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

RETURN TO: ROBERTA MEADOWS  
STEWART TITLE HOUSTON  
P. O. BOX 1504

# EXHIBIT "A"

## SEVENTH AMENDMENT TO SCOFIELD DECLARATION OF COVENANTS

THE STATE OF TEXAS

§

COUNTY OF TRAVIS

§

§

*Dana Debeauvoir*

11-30-1999 02:13 PM 1999146686

RUIZO \$13.00

DANA DEBEAUVOIR, COUNTY CLERK  
TRAVIS COUNTY, TEXAS



TRV 1999146686 3 pgs

This Seventh Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective November 30, 1999, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration"); the Declaration has been amended by that certain First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12427, Page 588 of the Real Property Records of Travis County, Texas; Second Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12627, Page 604 of the Real Property Records of Travis County, Texas; Third Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12769, Page 141 of the Real Property Records of Travis County, Texas; Fourth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13071, Page 438 of the Real Property Records of Travis County, Texas; Fifth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13347, Page 2918 of the Real Property Records of Travis County, Texas; and Sixth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded under Document No. 1999053332 of the Official Public Records of Travis County, Texas.

B. Scofield SF, Ltd., a Texas limited partnership ("Declarant") is the "Declarant" under the Declaration as to the real property annexed pursuant to this Amendment. Mellon Properties Company, a Louisiana corporation, the original Declarant under the Declaration, assigned its rights as Declarant to Newmark Homes, L.P. and Weekley Homes, L.P., by Assignment of Rights of Declarant (Scofield Farms Phase VIII Residential) dated June 21, 1999 and recorded under Document No. 1999053330 of the Official Public Records of Travis County, Texas. Newmark Homes, L.P. and Weekley Homes, L.P. assigned a portion of their rights as Declarant to Scofield SF, Ltd. by Partial Assignment of Rights of Declarant Scofield Farms Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions dated September 24, 1999, and recorded in the Official Public Records of Travis County, Texas, under Document No. 1999112331.

C. Article 2, Section 2.1 of the Declaration permits Declarant to bring certain property described in the Declaration within the scheme of the Declaration and to modify the Declaration as may be appropriate for such property.

D. Declarant, as the owner of the property described herein, desires to bring said property within the scheme of the Declaration and to modify the Declaration as to said property.

E. Declarant further desires to assign a portion of Declarant's rights under the Declaration, as more particularly described below.

NOW, THEREFORE, Declarant declares as follows:

1. Addition to Property Subject to Declaration. In accordance with Article 2, Section 2.1 of the Declaration, the following tract of land (the "Added Tract"), hereby is added to the property subject to the Declaration:

All of SCOFIELD FARMS PHASE 8, SECTION 7, a subdivision in Travis County, Texas, according to the map or plat thereof recorded under Document No. 199900303 of the Plat Records of Travis County, Texas.

2. Effect of Declaration as to the Added Tract. As provided in Article 2, Section 2.1 of the Declaration, upon the recording of this Amendment, the Declaration (as modified by this Amendment), and the covenants, conditions, restrictions and obligations set forth in same, shall apply to the Added Tract and the rights, privileges, duties and liabilities of the persons subject to the Declaration shall be the same with respect to the Added Tract as with respect to the lands originally covered by the Declaration.

3. Partial Assignment of Rights of Declarant. Pursuant to Article 10, Section 10.7 of the Declaration, and with respect to the Added Tract only, Declarant hereby assigns to Hammonds Homes, L.P., a Texas limited partnership ("Hammonds"), an undivided interest in and to Declarant's rights as Declarant under the Declaration, so that with respect to the Added Tract, Declarant and Hammonds, acting jointly, shall be deemed the Declarant for all purposes of the Declaration. Any action which may be taken by the Declarant under the Declaration with respect to any Lots within the Added Tract shall be taken only by the joint action of Declarant and Hammonds. All Lots owned by Hammonds within the Added Tract shall be deemed Lots owned by the Declarant under the Declaration for all purposes therein (expressly including without limitation the purpose of calculating the votes of members of the Association). With respect to any portion of the Property other than the Added Tract, Hammonds shall have no rights as Declarant.

4. Definitions: Ratification. Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.

Executed on the date set forth below to be effective the date first stated above.

**SCOFIELD SF, LTD., a Texas limited partnership**


By: **Scofield SF GP, Inc., a Texas corporation,  
General Partner**

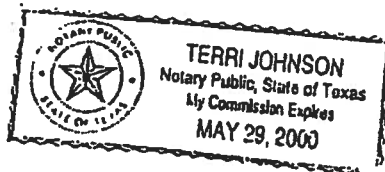
By:   
Blake J. Magee, President

THE STATE OF TEXAS       §  
  §  
COUNTY OF TRAVIS       §

This instrument was acknowledged before me on this the 30th day of November, 1999, by Blake J. Magee, President of Scofield SF GP, Inc., a Texas corporation, General Partner of SCOFIELD SF, LTD., a Texas limited partnership, on behalf of said corporation and limited partnership.

My Commission Expires:

  
Notary Public, State of Texas  
Print Name: \_\_\_\_\_







**EIGHTH AMENDMENT TO SCOFIELD PHASE VIII RESIDENTIAL AREA  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THE STATE OF TEXAS            §  
  §  
COUNTY OF TRAVIS           §

3  
BT

This Eighth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective February 10, 2000, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration"); the Declaration has been amended by that certain First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12427, Page 588 of the Real Property Records of Travis County, Texas; Second Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12627, Page 604 of the Real Property Records of Travis County, Texas; Third Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12769, Page 141 of the Real Property Records of Travis County, Texas; Fourth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13071, Page 438 of the Real Property Records of Travis County, Texas; Fifth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13347, Page 2918 of the Real Property Records of Travis County, Texas; Sixth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded under Document No. 1999053332 of the Official Public Records of Travis County, Texas and Seventh Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded under Document No. 1999146686 of the Official Public Records of Travis County, Texas.

B. Scofield SF, Ltd., a Texas limited partnership ("Declarant") is the "Declarant" under the Declaration as to the real property annexed pursuant to this Amendment. Mellon Properties Company, a Louisiana corporation, the original Declarant under the Declaration, assigned its rights as Declarant to Newmark Homes, L.P. and Weekley Homes, L.P., by Assignment of Rights of Declarant (Scofield Farms Phase VIII Residential) dated June 21, 1999 and recorded under Document No. 1999053330 of the Official Public Records of Travis County, Texas. Newmark Homes, L.P. and Weekley Homes, L.P. assigned a portion of their rights as Declarant to Scofield SF, Ltd. by Partial Assignment of Rights of Declarant Scofield Farms Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions dated September 24, 1999, and recorded in the Official Public Records of Travis County, Texas, under Document No. 1999112331.

C. Article 2, Section 2.1 of the Declaration permits Declarant to bring certain property described in the Declaration within the scheme of the Declaration and to modify the Declaration as may be appropriate for such property.

D. Declarant, as the owner of the property described herein, desires to bring said property within the scheme of the Declaration and to modify the Declaration as to said property.

E. Declarant further desires to assign a portion of Declarant's rights under the Declaration, as more particularly described below.

NOW, THEREFORE, Declarant declares as follows:

1. Addition to Property Subject to Declaration. In accordance with Article 2, Section 2.1 of the Declaration, the following tract of land (the "Added Tract"), hereby is added to the property subject to the Declaration:

All of SCOFIELD FARMS PHASE 10, SECTION TWO, a subdivision in Travis County, Texas, according to the map or plat thereof recorded under Document No. 200000035 of the Plat Records of Travis County, Texas.

2. Effect of Declaration as to the Added Tract. As provided in Article 2, Section 2.1 of the Declaration, upon the recording of this Amendment, the Declaration (as modified by this Amendment), and the covenants, conditions, restrictions and obligations set forth in same, shall apply to the Added Tract and the rights, privileges, duties and liabilities of the persons subject to the Declaration shall be the same with respect to the Added Tract as with respect to the lands originally covered by the Declaration.

3. Definitions; Ratification. Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.

Executed on the date set forth below to be effective the date first stated above.

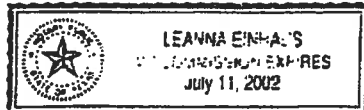
SCOFIELD SF, LTD., a Texas limited partnership

By: Scofield SF GP, Inc., a Texas corporation,  
General Partner

By: Blake J. Magee  
Blake J. Magee, President

THE STATE OF TEXAS       §  
  §  
COUNTY OF TRAVIS       §

This instrument was acknowledged before me on this the 7<sup>th</sup> day of February, 2000, by Blake J. Magee, President of Scofield SF GP, Inc., a Texas corporation, General Partner of SCOFIELD SF, LTD., a Texas limited partnership, on behalf of said corporation and limited partnership.



*Leanna Enhaas*

My Commission Expires:

7-11-02

Notary Public, State of Texas

Print Name: Leanna Enhaas

**FILED AND RECORDED**  
OFFICIAL PUBLIC RECORDS

*Dana DeBeauvoir*

02-11-2000 04:13 PM 2000020547  
OJEDAS \$13.00  
DANA DEBEAUVOIR, COUNTY CLERK  
TRAVIS COUNTY, TEXAS

AFTER RECORDING RETURN TO:

Hurst & Vanderburg, L.L.P.  
710 W. 14<sup>th</sup> Street, Suite A  
Austin, Texas 78701  
Attn: Ann E. Vanderburg

3-  
No

**NINTH AMENDMENT TO SCOFIELD PHASE VIII RESIDENTIAL AREA  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THE STATE OF TEXAS           §  
  §  
COUNTY OF TRAVIS           §

This Ninth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made to be effective November 10, 2000, with respect to the following facts:

A. The Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions was recorded on August 22, 1994, in Volume 12255, Page 1, Real Property Records of Travis County, Texas (the "Declaration"); the Declaration has been amended by that certain First Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12427, Page 588 of the Real Property Records of Travis County, Texas; Second Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12627, Page 604 of the Real Property Records of Travis County, Texas; Third Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 12769, Page 141 of the Real Property Records of Travis County, Texas; Fourth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13071, Page 438 of the Real Property Records of Travis County, Texas; Fifth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded in Volume 13347, Page 2918 of the Real Property Records of Travis County, Texas; Sixth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded under Document No. 1999053332 of the Official Public Records of Travis County, Texas; Seventh Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded under Document No. 1999146686 of the Official Public Records of Travis County, Texas; and Eighth Amendment to Scofield Phase VIII Residential Area Declaration of Covenants, Conditions and Restrictions recorded under Document No. 2000020847 of the Official Public Records of Travis County, Texas.

B. Scofield SF, Ltd., a Texas limited partnership ("Declarant") is the "Declarant" under the Declaration as to the real property annexed pursuant to this Amendment. Mellon Properties Company, a Louisiana corporation, the original Declarant under the Declaration, assigned its rights as Declarant to Newmark Homes, L.P. and Weekley Homes, L.P., by Assignment of Rights of Declarant (Scofield Farms Phase VIII Residential) dated June 21, 1999 and recorded under Document No. 1999053330 of the Official Public Records of Travis County, Texas. Newmark Homes, L.P. and Weekley Homes, L.P. assigned a portion of their rights as Declarant to Scofield SF, Ltd. by Partial Assignment of Rights of Declarant Scofield Farms Phase VIII Residential Area

Declaration of Covenants, Conditions and Restrictions dated September 24, 1999, and recorded in the Official Public Records of Travis County, Texas, under Document No. 1999112331.

C. Article 2, Section 2.1 of the Declaration permits Declarant to bring certain property described in the Declaration within the scheme of the Declaration and to modify the Declaration as may be appropriate for such property.

D. Declarant, as the owner of the property described herein, desires to bring said property within the scheme of the Declaration and to modify the Declaration as to said property.

NOW, THEREFORE, Declarant declares as follows:

1. Addition to Property Subject to Declaration. In accordance with Article 2, Section 2.1 of the Declaration, the following tract of land (the "Added Tract"), hereby is added to the property subject to the Declaration:

All of SCOFIELD FARMS PHASE 10, SECTION THREE a subdivision in Travis County, Texas, according to the map or plat thereof recorded under Document No. 200000245 of the Plat Records of Travis County, Texas

2. Effect of Declaration as to the Added Tract. As provided in Article 2, Section 2.1 of the Declaration, upon the recording of this Amendment, the Declaration (as modified by this Amendment), and the covenants, conditions, restrictions and obligations set forth in same, shall apply to the Added Tract and the rights, privileges, duties and liabilities of the persons subject to the Declaration shall be the same with respect to the Added Tract as with respect to the lands originally covered by the Declaration.

3. Definitions: Ratification. Capitalized terms used in this Amendment and not otherwise defined shall have the same meaning as set forth in the Declaration. Expressly as expressly provided herein, Declarant hereby ratifies and confirms the Declaration in all respects.

Executed to be effective the date first stated above.

SCOFIELD SF, LTD., a Texas limited partnership

By: Scofield SF GP, Inc., a Texas corporation,  
General Partner

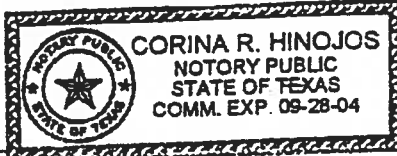
By:   
Blake J. Magee, President

THE STATE OF TEXAS

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COUNTY OF TRAVIS

This instrument was acknowledged before me on this the 9th day of November, 2000, by Blake J. Magee, President of Scofield SF GP, Inc., a Texas corporation, General Partner of SCOFIELD SF, LTD., a Texas limited partnership, on behalf of said corporation and limited partnership.



My Commission Expires:

9-28-2004

*Corina R. Hinojos*  
Notary Public, State of Texas  
Print Name: Corina R. Hinojos

**FILED AND RECORDED**  
OFFICIAL PUBLIC RECORDS

*Dana Debevoise*

11-17-2000 09:49 AM 2000184248  
DAYLIM \$13.00  
DANA DEBEVOISE, COUNTY CLERK  
TRAVIS COUNTY, TEXAS

AFTER RECORDING RETURN TO:

Hurst & Vanderburg, L.L.P.  
1401 West Avenue, Suite B  
Austin, Texas 78701-1527  
Attn.: Ann E. Vanderburg