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SECOND AMENDMENT TO THE DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
BENTWATER, SECTION 17

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

WHEREAS, on June 8, 1989, Bentwater Joint Venture, a Texas Joint Venture, executed that certain Declaration of Covenants, Conditions and Restrictions Bentwater, Section 17 (the "Original Declaration"), filed for record in the Official Public Records of Real Property of Montgomery County, Texas, under Clerk's File No. 8924314; as amended by that certain Amendment to Clarify the Declarations of Covenants, Conditions and Restrictions, filed for record on November 16, 2000, in the Official Public Records of Real Property of Montgomery County, Texas, under Clerk's File No. 2000-097722, both of which are hereinafter referred to collectively as the "Amended Declaration"; and

WHEREAS, Bentwater on the North Shore, Ltd., ("Declarant"), a Texas Limited Partnership, is the successor in interest to Bentwater Joint Venture; and

WHEREAS, The Declaration provides, in Article XI, that the Declaration may be amended or changed, in whole or in part, at any time by the written agreement or signed ballot of the Owners (including the Declarant) entitled to cast not less than two-thirds (2/3) of the votes of all of the Owners in Section 17; and

WHEREAS, the Declarant's vote exceeds two-thirds (2/3rd) of all of the votes of Members of the Association pursuant to Section 7 of the By-Laws which provides that until the Control Transfer Date, no Class A Member shall be entitled to vote except the initial Trustees; and


WHEREAS, the Control Transfer Date has not yet occurred; and

WHEREAS, reference is hereby made to the Amended Declaration for all purposes, and any and all capitalized terms used herein shall have the meanings set forth in the Amended Declaration, unless otherwise specified in this Second Amendment to the Declaration of Covenants, Conditions and Restrictions For Bentwater, Section 17 (the "Second Amendment"); and

NOW THEREFORE, in consideration of these premises, Declarant hereby amends the Amended Declaration as follows:

The following amendments are hereby incorporated into the Amended Declaration as if the same had been made a part thereof as originally recorded.

Article III "Use Restrictions," Section 3.02 (a) "Country Estate Lots" which currently reads as follows:

CERTIFIED COPY CERTIFICATE
STATE OF TEXAS
COUNTY OF MONTGOMERY
A true and correct copy, I hereby certify as the same appears under 2001-055014 of the Real Property records in the County Clerk's Office in Montgomery County, Texas.

MARK TURNBULL
COUNTY CLERK
COUNTY OF MONTGOMERY
[Signature]
Deputy

(a) Country Estate Lots: Block 1, Lot One (1), and Lot Twelve (12) through Thirty-eight (38)

is hereby deleted in its entirety, and replaced with the following:

(a) Country Estate Lots: Block One (1), Lots One (1) and Two (2); and Block Two (2), Lots One (1) through Twenty-seven (27).

Article III "Use Restrictions," Section 3.02 (b) "Golf Estate Lots" which currently reads as follows:

(b) Golf Estate Lots: Block 1, Lots Two (2) through Eleven (11).

is hereby deleted in its entirety, and replaced with the following:

(b) Golf Estate Lots: Block One (1), Lots Three (3) through Eleven (11).

Article III "Use Restrictions," Section 3.06 (b) which currently reads as follows:

(b) Foundations for houses constructed on Lots Twenty (20) through Twenty-Two (22) and Lots Twenty-Nine (29) through Thirty-Two (32) must use a concrete pier foundation in the form of drilled shafts with bell footings as designed by a qualified engineer unless otherwise approved by said engineer in writing.

is hereby deleted in its entirety.

If any provision of this Second Amendment is found to be in conflict with the Amended Declaration, this Second Amendment shall control.

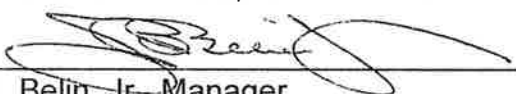
The Amended Declaration, as hereby amended, is in all respects ratified and confirmed and shall remain in full force and effect.

SIGNED this the 24th day of June, 2001.

DECLARANT:

BENTWATER ON THE NORTH SHORE,
LTD., A Texas limited partnership

By: J. B. Land Co., Ltd., General Partner
By: J.B.-G.P. L.L.C., General Partner



J.B. Belin, Jr., Manager

CERTIFIED COPY CERTIFICATE
STATE OF TEXAS
COUNTY OF MONTGOMERY
A true and correct copy, I hereby certify as the same appears under 2001-055614 of the Real Property records in the County Clerk's Office in Montgomery County, Texas.



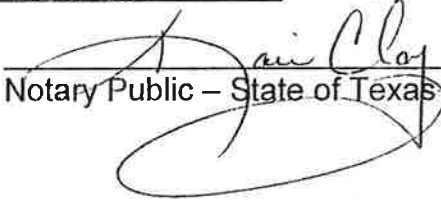
MARK TURNBULL
COUNTY CLERK
COUNTY OF MONTGOMERY

By:  Deputy

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared J.B. BELIN, JR., the Manager of J.B.-G.P. L.L.C., the General Partner of J. B. Land Co., Ltd. the General Partner of Bentwater on the North Shore 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 for the purpose and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

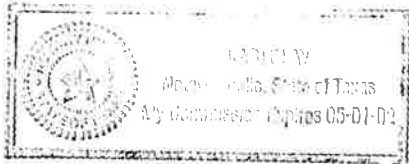
SIGNED this the 24th day of JUNE, 2001.



Notary Public – State of Texas

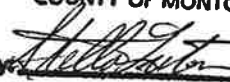
After Recording Return To:


Bentwater OTNS, Ltd.
17210 West FM 1097
Montgomery, Texas 77356



CERTIFIED COPY CERTIFICATE
STATE OF TEXAS
COUNTY OF MONTGOMERY
A true and correct copy, I hereby certify as the same appears under 2001 of the Real Property records in the County Clerk's Office in Montgomery County, Texas.

MARK TURNBULL
COUNTY CLERK
COUNTY OF MONTGOMERY

By  Deputy

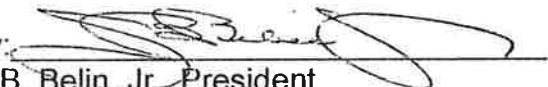


JOINDER OF LIENHOLDER

Omega Financial Services, Ltd., a Texas Limited Partnership, ("Omega"), as the present owner and holder of a mortgage lien and/or other liens, assignments and security interests encumbering all or a portion of the Property hereby consents to the terms and provisions of this Second Amendment To The Declarations Of Covenants, Conditions And Restrictions For Bentwater Section 17 (the "Second Amendment") to which this Joinder is attached and acknowledges that the execution thereof does not constitute a default under the lien document or other document executed in connection with or as security for the indebtedness above described and subordinates the liens of the lien document and any other liens and/or security instruments securing said indebtedness to the rights and interests created under said Second Amendment, and acknowledges and agrees that a foreclosure of said liens and/or security interests shall not extinguish the rights, obligations and interests created under this Second Amendment. No warranties of title are hereby made by lienholder, lienholder's joinder hereunder being solely limited to such consent and subordination.

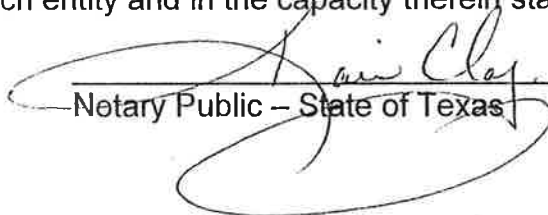
OMEGA FINANCIAL SERVICES, LTD., a Texas limited partnership, by its sole General Partner

By: Alpha Advisory Group, Inc., a Texas corporation

By: 
J. B. Belin, Jr., President



STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 24th day of JUNE, 2001, by J. B. Belin, Jr. of Omega Financial Services, Ltd., a Texas Limited Partnership, on behalf of such entity and in the capacity therein stated.


Notary Public - State of Texas

After Recording Return To:
Bentwater OTNS, Ltd.
17210 West FM 1097
Montgomery, Texas 77356



CERTIFIED COPY CERTIFICATE
STATE OF TEXAS
COUNTY OF MONTGOMERY
A true and correct copy, I hereby certify as the same appears under 8564 of the Real Property records in the County Clerk's Office in Montgomery County, Texas.

MARK TURNBULL
COUNTY CLERK
COUNTY OF MONTGOMERY
By:  Deputy

FILED FOR RECORD
01 JUN 28 PM 4:18
MARK TURNBULL, CLERK
MONTGOMERY COUNTY, TEXAS
DEPUTY

STATE OF TEXAS
COUNTY OF MONTGOMERY
I hereby certify that this instrument was filed in
file number sequence on the date and at the time
stamped herein by me and was duly RECORDED in
the official Public Records of Real Property of
Montgomery County, Texas.

JUN 28 2001



Mark Turnbull
MARK TURNBULL, CLERK
MONTGOMERY COUNTY, TEXAS

CERTIFIED COPY CERTIFICATE
STATE OF TEXAS
COUNTY OF MONTGOMERY
A true and correct copy, I hereby certify as the same
appears under *2201* of the Real Property
records in the County Clerk's Office in Montgomery
County, Texas.
MARK TURNBULL
COUNTY CLERK
COUNTY OF MONTGOMERY
By: *Stella Lute* Deputy

