



**AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS and RESTRICTIONS
FOR
MAGNOLIA CREEK**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS
COUNTY OF GALVESTON §

This Amendment to Declaration of Covenants, Conditions and Restrictions for Magnolia Creek ("Amendment") is made effective as of the 18 day of May, 2005, by Mag Creek Partners, LP, a Texas limited partnership, of the County of Harris, State of Texas (hereinafter referred to as "Declarant")

WITNESSETH:

WHEREAS, Mag Creek LP, a Texas limited partnership executed that certain Declaration of Covenants, Conditions and Restrictions For Magnolia Creek dated as of December 20, 1999 and filed in the Official Public Records of Real Property of Galveston County under Clerks File Number 9965227, and supplemented by that certain Supplemental Declaration of Covenants, Conditions, and Restrictions For Magnolia Creek dated as of December 18, 2000 and filed in the Official Public Records of Real Property of Galveston County under Clerks File Number 2001000280 and further supplemented by that certain Supplemental Declaration of Covenants, Conditions and Restrictions for Magnolia Creek dated as of March 22, 2002 and filed in the Official Public Records of Real Property of Galveston County under Clerks File No 2002016081 and further supplemented by that certain Supplemental Declaration of Covenants, Conditions and Restrictions for Magnolia Creek dated as of March 1, 2004 and filed in the Official Public Records of Real Property of Galveston County under Clerks File No 2004013015 and amended by that certain First Amendment to Supplemental Declaration of Covenants, Conditions and Restrictions for Magnolia Creek dated effective November 28, 2005 2004 and filed in the Official Public Records of Real Property of Galveston County under Clerks File No 2006038855 (collectively referred to herein as the "Declaration") encumbering all of the property of Magnolia Creek as described therein,

WHEREAS, Mag Creek, LP assigned all of its right, title and interest (whether as declarant, owner, member or otherwise) in and to the Declaration to MHI Partnership, Ltd pursuant to that certain Assignment and Assumption Agreement dated effective as of October 11, 2002 and filed in the Official Public Records of Real Property of Galveston County under Clerks File No 2006038853,

WHEREAS, MHI Partnership, Ltd assigned all of its right, title and interest (whether as declarant, owner, member or otherwise) in and to the Declaration to Mag Creek Partners, L P pursuant to that certain Assignment and Assumption Agreement dated effective as of November 28, 2005 and filed in the Official Public Records of Real Property of Galveston County under Clerks File No 2006038854,

WHEREAS, Declarant, MHI Partnership, Ltd and Weekley Homes, LP are the owners of the certain property (the "Property") located in Galveston County, Texas and as more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes,

WHEREAS, ARTICLE III, Section B of the Declaration provides, in pertinent part, as follows

B Annexation and De-annexation of Additional Property

Furthermore, without the joinder of any other Owners or Members, the Declarant reserves the exclusive right to add additional land into Exhibit "B" hereto, thereby increasing the amount of Eligible Property, as long as there is a Class "B" Membership

WHEREAS, Declarant desires to amend Exhibit "B" to the Declaration to include the Property as Eligible Property

WHEREAS, MHI Partnership, Ltd and Weekley Homes, LP desire to have their property included as Eligible Property, and

NOW, THEREFORE, Declarant hereby amends the Exhibit "B" of the Declaration to include the Property as Eligible Property, and

FURTHER, MHI Partnership, Ltd and Weekley Homes, LP hereby consents to its property being included as Eligible Property

Defined terms not otherwise defined herein shall have the meanings set forth in the Declaration

In no way does this Amendment modify or amend any other of the covenants set forth in the covenants, conditions, and restrictions set forth in the Declaration

The singular shall be treated as the plural and vice versa, if such treatment is necessary to interpret this Amendment Likewise, if either the feminine, masculine or neuter gender should be any of the other genders, it shall be so treated

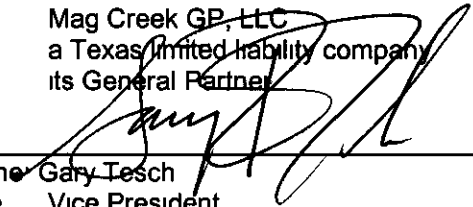
[Intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Amendment effective as of the date first set forth above

EXECUTED this 27 day of March, 2007

**Mag Creek Partners, L P.
a Texas limited partnership**

By Mag Creek GP, LLC
a Texas limited liability company
its General Partner

By 
Name Gary Tesch
Title Vice President

**MHI Partnership, Ltd
a Texas limited partnership**

By McGuyer Homebuilders, Inc
a Texas corporation
its General Partner

By 
Name Michael K Love
Title President

**Weekley Homes, LP
a Delaware limited partnership**

By _____
Name John Johnson
Title President

IN WITNESS WHEREOF, the undersigned have executed this Amendment effective as of the date first set forth above

EXECUTED this _____ day of _____, 2007

Mag Creek Partners, L.P
a Texas limited partnership

By Mag Creek GP, LLC
a Texas limited liability company
its General Partner

By _____
Name Gary Tesch
Title Vice President

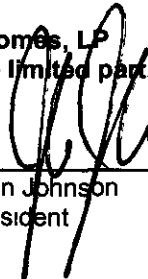
MHI Partnership, Ltd.
a Texas limited partnership

By McGuyer Homebuilders, Inc
a Texas corporation
its General Partner

By _____
Name Michael K Love
Title President

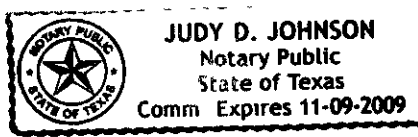
Weekley Homes, LP
a Delaware limited partnership

By _____
Name John Johnson
Title President



STATE OF TEXAS §
 §
COUNTY OF HARRIS §

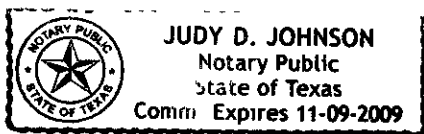
This instrument was acknowledged before me on this 27 day of March, 2007, by Gary Tesch, Vice President of Mag Creek GP, LLC, a Texas limited liability company, General Partner of Mag Creek Partners, L P , a Texas limited partnership, on behalf of said company and limited partnership



Judy D. Johnson
Notary Public in and for the
State of Texas

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 27 day of March, 2007, by Michael K Love, President of McGuyer Homebuilders, Inc , a Texas corporation, General Partner of MHI PARTNERSHIP, Ltd , a Texas limited partnership, on behalf of said corporation and limited partnership



Judy D. Johnson
Notary Public in and for the
State of Texas

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this _____ day of _____, 2007, by John Johnson, President of Weekley Homes, LP, a Delaware limited partnership, on behalf of limited partnership

Notary Public in and for the
State of Texas

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this _____ day of _____, 2007, by Gary Tesch, Vice President of Mag Creek GP, LLC, a Texas limited liability company, General Partner of Mag Creek Partners, L P , a Texas limited partnership, on behalf of said company and limited partnership

Notary Public in and for the
State of Texas

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this _____ day of _____, 2007, by Michael K Love, President of McGuyer Homebuilders, Inc , a Texas corporation, General Partner of MHI PARTNERSHIP, Ltd , a Texas limited partnership, on behalf of said corporation and limited partnership

Notary Public in and for the
State of Texas

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 26th day of March, 2007, by John Johnson, President of Weekley Homes, LP, a Delaware limited partnership, on behalf of limited partnership

Karen A Mauer

Notary Public in and for the
State of Texas



Tract 1
**MAGNOLIA CREEK
SECTION EIGHT**

FIELD NOTES of a 37 16 acre (1,618,476 square feet) tract of land being situated in the I. & G.N.R.R. SURVEY, Section No 1, Abstract No 606 & 607, Galveston County, Texas, said 37 16 acre tract of land being out of a 192.631 acre tract of land called Golf Tract "II" as conveyed to Mag Creek Golf Course, L P as recorded at Film Code No 013-40-2450 of the Official Public Records of Real Property of Galveston County, Texas, and a 40 763 acre tract of land called Golf Tract "V-A" as recorded at Film Code No 014-19-1943 of the Official Public Records of Real Property of Galveston County, Texas, said 37 16 acre tract of land being more particularly described by metes and bounds as follows

NOTE ALL BEARINGS ARE LAMBERT GRID BEARINGS AND ALL COORDINATES REFER TO THE STATE PLANE COORDINATE SYSTEM, SOUTH CENTRAL ZONE, AS DEFINED BY ARTICLE 21 071 OF THE NATURAL RESOURCES CODE OF THE STATE OF TEXAS, 1983 DATUM (1986 ADJUSTMENT) ALL DISTANCES ARE ACTUAL DISTANCES SCALE FACTOR = 0 999866224

BEGINNING at an iron rod with cap found for the most Northerly corner of MAGNOLIA CREEK MODEL HOMES, according to the map or plat thereof recorded at Plat Record 2005A, Map Number 82, Galveston County Map Records, said point being the most Northerly corner at the intersection rounding for the Southeast line of League City Parkway, a 100 foot wide public roadway right-of-way, and the Northeasterly line of Magnolia Trace Drive, a varying width public roadway right-of-way,

THENCE N 40°21'14" E, along the Southeasterly line of said League City Parkway, a distance of 315 91 feet to an iron rod with cap set marking a point for curvature of a tangent curve to the right having a radius of 1,950 00 feet and a central angle of 47°34'04",

THENCE Northeasterly, along the Southeasterly line of said League City Parkway and with the arc of said curve to the right, an arc distance of 1618 92 feet, the chord of which curve bears N 64°08'16" E, 1,572 83 feet to an iron rod with cap set for point for tangency,

THENCE N 87°55'18" E, along the Southerly line of said League City Parkway, a distance of 156 74 feet to an iron rod with cap found marking a point for curvature of a tangent curve to the right having a radius of 25 00 feet and a central angle of 91°49'32", said point being the most Westerly Northwest corner of MAGNOLIA CREEK, SECTION NINE, according to the map or plat thereof recorded at Plat Record 2006A, Map Number 163, Galveston County Map Records, and being the most Westerly corner at the intersection rounding for the Southerly line of said League City Parkway and the Westerly line of Magnolia Meadow Lane, a 60 foot wide public roadway right-of-way,

THENCE Southeasterly, along the Westerly line of said Magnolia Meadow Lane and with the arc of said curve the right, an arc distance of 40 07 feet, the chord of which curve bears S 46°09'56" E, 35 91 feet to an iron rod with cap found for point for tangency,

THENCE S 00°15'10" E, along the Westerly line of said Magnolia Meadow Lane, a distance of 161 61 feet to an iron rod with cap set marking a point for curvature of a tangent curve to the right having a radius of 1,470 00 feet and a central angle of 06°26'51",

"Exhibit A"

THENCE Southerly, along the Westerly line of said Magnolia Meadow Lane and with the arc of said curve to the right, an arc distance of 165 42 feet, the chord of which curve bears S 02°58'16" W, 165 33 feet to an iron rod with cap found for point for tangency;

THENCE S 06°11'41" W, along the Westerly line of said Magnolia Meadow Lane, a distance of 69 63 feet to an iron rod with cap found marking a point for curvature of a tangent curve to the left having a radius of 545 00 feet and a central angle of 24°15'24",

THENCE Southerly, along the Westerly line of said Magnolia Meadow Lane and with the arc of said curve to the left, an arc distance of 230 73 feet, the chord of which curve bears S 05°56'01" E, 229 01 feet to an iron rod with cap found marking a point for reverse curvature of a tangent curve having a radius of 25 00 feet and a central angle of 84°27'46",

THENCE Southwesterly, along the arc of said curve to the right, an arc distance of 36 85 feet, the chord of which curve bears S 24°10'10" W, 33 61 feet to an iron rod with cap found for corner,

THENCE S 23°35'57" E, along the Southwesterly line of said SECTION NINE, a distance of 60 00 feet to an iron rod with cap found for the beginning of a non-tangent curve to the right having a radius of 25 00 feet and a central angle of 84°27'46",

THENCE Southeasterly, along the arc of said curve to the right, an arc distance of 36 85 feet, the chord of which curve bears S 71°22'04" E, 33 61 feet to an iron rod with cap found marking a point for reverse curvature of a tangent curve having a radius of 545.00 feet and a central angle of 47°09'38",

THENCE Southeasterly, along the Southwesterly line of said Magnolia Meadow Lane, an arc distance of 448 59 feet, the chord of which curve bears S 52°43'00" E, 436.04 feet to an iron rod with cap found for point for tangency,

THENCE S 76°17'06" E, along the Southwesterly line of said Magnolia Meadow Lane, a distance of 205 81 feet to an iron rod with cap found for the most Easterly corner of the herein described tract,

THENCE S 08°25'22" W, a distance of 101 91 feet to an iron rod with cap set for point for angle to the right,

THENCE S 15°12'02" W, a distance of 59 46 feet to an iron rod with cap set for point for angle to the right,

THENCE S 62°31'22" W, a distance of 299 84 to an iron rod with cap set for point for angle to the left,

THENCE S 54°16'06" W, a distance of 92 52 feet to an iron rod with cap set for point for angle to the right,

THENCE N 70°05'27" W, a distance of 146 37 feet to an iron rod with cap set for point for angle to the right,

THENCE N 60°54'38" W, a distance of 60 00 feet to an iron rod cap set for corner, said point being the beginning of a non-tangent curve to the right having a radius of 270 00 feet and a central angle of 04°27'41",

"Exhibit A"

THENCE Southwesterly, along the arc of said curve to the right, an arc distance of 21 02 feet, the chord of which curve bears S 31°19'13" W, 21 02 feet to an iron rod with cap set for corner,

THENCE N 56°26'57" W, a distance of 120 00 feet to an iron rod with cap set for corner,

THENCE N 19°41'20" E, a distance of 71 88 feet to an iron rod with cap set for point for angle to the left;

THENCE N 07°40'53" W, a distance of 70 07 feet to an iron rod with cap set for point for angle to the left,

THENCE N 33°54'53" W, a distance of 71 86 feet to an iron rod with cap set for point for angle to the left,

THENCE N 42°28'02" W, a distance of 138 58 feet to an iron rod with cap set for corner,

THENCE S 63°44'22" W, a distance of 133 96 feet to an iron rod with cap set for point for angle to the left,

THENCE S 415°10'37" W, a distance of 122 42 feet to an iron rod with cap set for corner,

THENCE N 54°22'29" W, a distance of 131 52 feet to an iron rod with cap set for corner, said point being the beginning of a non-tangent curve to the left having a radius of 620 00 feet and a central angle of 02°14'57",

THENCE Southwesterly, along the arc of said curve to the left, an arc distance of 24 34 feet, the chord of which curve bears S 34°30'02" W, 24 34 feet to an iron rod with cap set for corner;

THENCE N 56°37'26" W, a distance of 193 51 feet to an iron rod with cap set for corner,

THENCE S 41°56'29" W, a distance of 33 84 feet to an iron rod with cap set for corner,

THENCE N 48°03'31" W, a distance of 72 00 feet to an iron rod with cap set for point for angle to the left,

THENCE N 49°39'31" W, a distance of 65 06 feet to an iron rod with cap set for point for angle to the left,

THENCE N 62°53'03" W, a distance of 82 00 feet to an iron rod with cap set for point for angle to the left,

THENCE N 87°22'06" W, a distance of 82 00 feet to an iron rod with cap set for point for angle to the left,

THENCE S 77°22'27" W, a distance of 61 84 feet to an iron rod with cap set for point for angle to the left,

THENCE S 62°15'11" W, a distance of 61 84 feet to an iron rod with cap set for point for angle to the left,

THENCE S 47°07'55" W, a distance of 61 84 feet to an iron rod with cap set for point for angle to the left;

"Exhibit A"

THENCE S 32°00'39" W, a distance of 61 84 feet to an iron rod with cap set for point for angle to the left,

THENCE S 20°09'12" W, a distance of 63 72 feet to an iron rod with cap set for point for angle to the right,

THENCE S 64°18'01" W, a distance of 21 21 feet to an iron rod with cap set for point for angle to the right,

THENCE N 70°41'59" W, a distance of 110 00 feet to an iron rod with cap set for point for corner,

THENCE S 19°18'01" W, a distance of 8 34 feet to an iron rod cap set marking a point for curvature of a tangent curve to the right having a radius of 730 00 feet and a central angle of 16°03'59",

THENCE Southwesterly, along the arc of said curve to the right, an arc distance of 204 70 feet, the chord of which curve bears S 27°19'30" W, 204.03 feet to an iron rod with cap set marking a point for reverse curvature of a tangent curve having a radius of 25 00 feet and a central angle of 83°27'19";

THENCE Southerly, along the arc of said curve to the right, an arc distance of 36 41 feet, the chord of which bears S 06°22'10" E, 33 28 feet to an iron rod with cap set for corner at the Northeasterly line of said Magnolia Trace Drive and said MAGNOLIA CREEK MODEL HOMES, said point being the beginning of a non-tangent curve to the left having a radius of 530 00 feet and a central angle of 16°39'26",

THENCE Northwesterly, along the Northeasterly line of said Magnolia Trace Drive and with the arc of said curve to the left, an arc distance of 154 08 feet, the chord of which curve bears N 56°25'32" W, 153 54 feet to an iron rod with cap found for point for tangency,

THENCE N 64°44'34" W, along the Northeasterly line of said Magnolia Trace Drive, a distance of 9 06 feet to an iron rod with cap found marking a point for curvature of a tangent curve to the right having a radius of 750 00 feet and a central angle of 15°05'48",

THENCE Northwesterly, along the Northeasterly line of said Magnolia Trace Drive and with the arc of said curve to the right, an arc distance of 197 61 feet, the chord of which curve bears N 57°11'40" W, 197 04 feet to an iron rod with cap found for point for tangency,

THENCE N 49°38'46" W, along the Northeasterly line of said Magnolia Trace Drive, a distance of 143 12 feet to an iron rod with cap found marking a point for curvature of a tangent curve to the right having a radius of 25 00 feet and a central angle of 90°00'00", said point being the most Southerly corner at the intersection rounding for the Northeasterly line of said Magnolia Trace Drive and the Southeasterly line of said League City Parkway,

THENCE Northerly, along the arc of said curve to the right, an arc distance of 39 27 feet, the chord of which curve bears N 04°38'46" W, 35.36 feet to the **POINT OF BEGINNING** and containing 37 16 acres (1,618,476 square feet) of land

Tract 2
**MAGNOLIA CREEK
MODEL HOMES**

FIELD NOTES of a 7.67 acre tract of land being situated in the I & G N R R SURVEY, Section No. 1, Abstract No. 607, Galveston County, Texas, said 7.67 acre tract of land being out of a 192.631 acre tract of land called Golf Tract "II" as conveyed to Mag Creek Golf Course, L.P. as recorded at Film Code No. 013-40-2450 of the Official Public Records of Real Property of Galveston County, Texas, and a 40.763 acre tract of land called Golf Tract "V-A" as recorded at Film Code No. 014-19-1943 of the Official Public Records of Real Property of Galveston County, Texas, said 7.67 acre tract of land being more particularly described by metes and bounds as follows

NOTE: ALL BEARINGS ARE LAMBERT GRID BEARINGS AND ALL COORDINATES REFER TO THE STATE PLANE COORDINATE SYSTEM, SOUTH CENTRAL ZONE, AS DEFINED BY ARTICLE 21.071 OF THE NATURAL RESOURCES CODE OF THE STATE OF TEXAS, 1983 DATUM (1986 ADJUSTMENT) ALL DISTANCES ARE ACTUAL DISTANCES SCALE FACTOR = 0.999866224

COMMENCING at the Southwest corner of Brittany Bay Boulevard called Tract "B" as recorded at County Clerk File No. 9962308 of the Official Public Records of Real Property of Galveston County, Texas, said point being the beginning of a non-tangent curve to the left, the radius of said curve bears N 25° 17' 19" W, this commencing point has Texas State Plane Coordinate Values of Y = 13,741,507.88 and X = 3,194,566.52,

THENCE Northeasterly, with the South right-of-way line of said Brittany Bay Boulevard and said non-tangent curve to the left having a central angle of 13° 37' 32", a radius of 2050.00 feet, a length of 487.51 feet and a chord bearing and distance of N 57°53'55" E, 486.36 feet to the West corner of the herein described tract of land and the **POINT OF BEGINNING**, said point having Texas State Plane Coordinates of Y = 13,741,766.31 and X = 3,194,978.46,

THENCE continuing along the South right-of-way line of said Brittany Bay Boulevard, along said curve to the left having a radius of 2050.00 feet, through a central angle of 10° 43' 56", along an arc length of 383.99 feet, having a chord bearing and distance of N 45° 43' 12" E, 383.43 feet to a point of tangency,

THENCE N 40° 21' 14" E, a distance of 133.80 feet to a point of non-tangency,

THENCE leaving the South right-of-way line of said Brittany Bay Boulevard, along a non-tangent curve to the left having a radius of 25.00 feet, through a central angle 90° 00' 00", along an arc length of 39.27 feet, having a chord bearing and distance of S 04° 38' 46" E, 35.36 feet to a point of tangency,

THENCE S 49° 38' 46" E, a distance of 143.12 feet to a point of curvature,

THENCE along a curve to the left having a radius of 750.00 feet, through a central angle of 15° 05' 48", along an arc length of 197.61 feet, having a chord bearing and distance of S 57° 11' 40" E, 197.04 feet to a point of tangency,

THENCE S 64° 44' 34" E, a distance of 9.17 feet to a point of curvature,

"Exhibit A"

THENCE along a curve to the right having a radius of 530 00 feet, through a central angle of 35° 37' 38", along an arc length of 329 56 feet, having a chord bearing and distance of S 46° 55' 45" E, 324 28 feet to a point of non-tangency,

THENCE S 60° 53' 04" W, a distance of 60 00 feet to an anglepoint,

THENCE S 64° 25' 12" W, a distance of 194 95 feet to an anglepoint,

THENCE S 58° 11' 31" W, a distance of 333.49 feet to the most Southerly corner of the herein described tract of land,

THENCE N 57° 08' 32" W, a distance of 183 04 feet to an anglepoint,

THENCE N 37° 56' 32" W, a distance of 355 29 feet to the **POINT OF BEGINNING**, and containing a calculated 7 67 acres of land

FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

Mary Ann Daigle

2007025098

April 19, 2007 11 25 52 AM

FEE \$60 00

Mary Ann Daigle, County Clerk
Galveston County, TEXAS

RETURN TO:
MILLENNIUM TITLE CO.
4700 W Sam Houston Pkwy. North, Suite 100
Houston, TX 77041
ATTN: Kelly Ford

6# 00202110