

**AMENDMENT TO THE DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
GRAND RIVER**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS THAT:
COUNTY OF FORT BEND §

THIS AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for Grand River, made as of the date hereinafter set forth by Ft. Bend/Grand River, Ltd., a Texas limited partnership (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant adopted and established restrictive covenants applicable to Grand River, a subdivision of land in Fort Bend County, Texas according to the plat thereof recorded under Slide Nos. 1650/A, 1650/B, 1651/A, 1651/B, 1652/A, 1652/B, 1653/A, 1653/B and 1654/A of the Map Records of Fort Bend County, Texas (the "Subdivision"), by that certain Declaration of Covenants, Conditions and Restrictions for Grand River (the "Declaration") filed under County Clerk's File No. 9775092 and recorded in the Official Records of Fort Bend County, Texas; and

WHEREAS, Section 5(d) of Article IX of the Declaration provides that the Declaration may be amended by the Declarant in certain respects as specified therein provided that the amendment has no material adverse affect upon any right of any Owner (as defined in the Declaration) or that the Owner or Owners so affected have consented thereto; and

WHEREAS, Declarant desires to amend the Declaration as hereinafter specified and Declarant is the Owner of all Lots affected by this Amendment.

NOW, THEREFORE, Declarant hereby amends the Declaration as follows:

1. Section 3(b) of Article VII of the Declaration is amended and restated to read as follows:

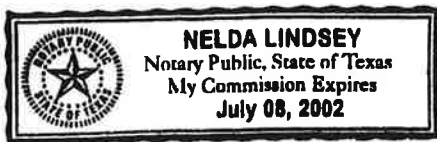
"(b) The location of each Single Family Residence on a Lot must be approved in writing by the Architectural Review Committee with its approval of the plans and specifications. Unless otherwise approved by the ARC, a Single Family Residence must be a minimum of eighty (80) feet from the front Lot line, forty (40) feet from the rear Lot line, and forty (40) feet from each side Lot line. Detached garages and accessory buildings must be located behind the main residence so as not to be visible from the Street at the front of the Lot, a minimum of sixty (60) feet from the rear and side Lot lines."

IN WITNESS WHEREOF, this Amendment to Declaration of Covenants, Conditions and Restrictions for Grand River is executed by Declarant as of the 4 day of August, 1999.

FT. BEND/GRAND RIVER, LTD.,
a Texas limited partnership

By: Ft. Bend/Grand River GP, LLC,
general partner

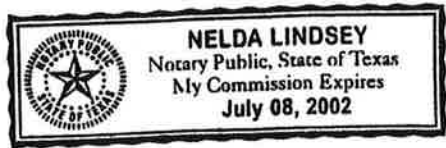
By: 
Its: Vice President



THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on August 8, 1999 by Eugene E. Arensberg, Jr., Vice President of Ft. Bend/Grand River GP, LLC, a Texas limited liability company which is the sole general partner of Ft. Bend/Grand River, Ltd., a Texas limited partnership, on behalf of said partnership.

(SEAL)



Nelda Lindsey
Notary Public in and for
the State of Texas
Nelda Lindsey
Name printed or typed
My commission expires:
July 8, 2002