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DOC. NO.

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ELEVENTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR CIRCLE C RANCH SUBDIVISION

9:22 AM 3066 15.00 RE 1 5 12/13/7
9:22 AM 3066 5.00 RE 1 5 12/13/7
9:22 AM 3066 1.00 RE 1 5 12/13/7

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

This Eleventh Amendment to Declaration of Covenants, Conditions and Restrictions is made to be effective the date set forth below by CIRCLE C LAND CORP., a Texas corporation.

RECITALS:

93149854-001
93.90-018

A. By Declaration of Covenants, Conditions and Restrictions for Circle C Ranch Subdivision recorded in Volume 10585, Page 110, Real Property Records of Travis County, Texas (the "Original Declaration"), Circle C Development Corporation, a Texas corporation (the "Original Declarant") imposed certain covenants, restrictions, charges and liens upon certain real property as therein described.

B. The Original Declaration has been amended by documents recorded in Volume 10627, Page 771; Volume 10729, Page 1153; Volume 10778, Page 284; Volume 10847, Page 1704; Volume 10961, Page 0851; Volume 11003, Page 1060; Volume 11134, Page 1045; and Volume 11824, Page 0883; Volume 11924, Page 0139; Volume 11924, Page 0959, Volume 11925, Page 0009, and Volume 11929, Page 0356, respectively, of the Real Property Records of Travis County, Texas (which Original Declaration, as so amended, is herein referred to as the "Declaration").

B. Circle C Development Corporation assigned its rights and privileges as "Declarant" under the Declaration to Circle C Development Joint Venture, and Circle C Development Joint Venture subsequently assigned its rights and privileges as "Declarant" under the Declaration to Circle C Land Corp., a Texas corporation (hereinafter referred to as the "Declarant").

C. Article I, Section 3 of the Declaration has the right at any time and from time to time to bring within the scheme of the Declaration additional properties, and in addition to supplement or modify the Declaration as may be appropriate for such additional property.

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

NOW, THEREFORE, Declarant hereby declares as follows:

1. Addition to Property Subject to Declaration. The following tracts of land (the "Additional Land") are hereby added to the Properties subject to and covered by the Declaration:

52.404 acres of land, more or less, more particularly described on Exhibit A attached hereto and incorporated herein, also known as Section Five (5), Circle C Ranch, Phase C, a subdivision in Travis County, Texas.

2. Modification of the Declaration as to the Added Tract. The Additional Land shall be held, transferred, sold, conveyed, occupied and used subject to the covenants, restrictions, charges and liens as set forth in the Declaration, provided that as the same relate to the Additional Land, the terms and provisions of the Declaration are modified as follows:

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TRAVIS COUNTY, TEXAS

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(a) Article III, Section 6 of the Declaration is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

Section 6. Commencement Date of Assessments. The first annual assessment provided for herein shall commence to accrue as to each Lot within the Additional Land on the date a final plat that includes the Lot within the property covered by such final plat is recorded in the Plat Records of Travis County, Texas. No special assessment shall be made with respect to the Additional Land before the above described commencement date for the accrual of the annual assessment.

(b) Article V, Section 2 of the Declaration is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

Section 2. Minimum Square Footage Within Improvements. The living area of the main residential structure located on any Lot exclusive of porches and parking facilities shall not be less than two thousand eight hundred (2,800) square feet and not more than three thousand six hundred (3,600) square feet.

(c) Article V, Section 3(h) is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

h. Carports, sports courts, and swimming pools. No carports, sports courts of any kind, or swimming pools shall be constructed, erected or permitted to remain on any Lot without the express prior written approval of the Architectural Control Committee. Any outdoor lighting related to carports, sports courts, or swimming pools shall be subject to the requirements of Section 5 hereof.

(d) Article V, Section 4 is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

Section 4. Minimum Setback Lines. All setback lines shall be in accordance with the approved final plat(s) for the Additional Land. No structure may be placed within the setback lines; however, subject to applicable City of Austin Zoning Ordinances and other governmental regulations, the following improvements are allowed within minimum setback areas:

- a. structures below and covered by the ground;
- b. steps, walks, driveways, and curbing;
- c. retaining or screening walls as approved by the Architectural Control Committee;
- d. landscaping;
- e. any other improvement approved in writing by the Architectural Control Committee, provided that roofed structures other than relatively minor encroachments shall in no event be so approved.

(e) Article V, Section 8(e) is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

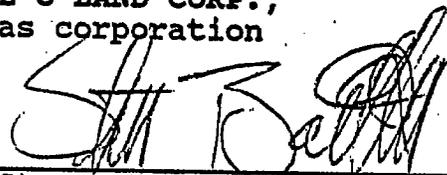
e. Fences. Prior to the completion of the construction of infrastructure improvements (streets, utilities and drainage) within the Additional Land, and prior to the closing of the sale of any Lot within the Additional Land, the Owner of the Additional Land shall construct, at its expense, a masonry wall or a masonry and wood fence along the boundaries of the Additional Land adjacent to LaCrosse Avenue and MoPac Boulevard (Loop 1), the type and materials of such wall or fence shall be subject to the prior approval of the Architectural Control Committee. Except where the above-described wall or fence is located along the rear or side Lot lines of any Lot, the Owner of each Lot upon which a residential structure has been constructed (or is under construction) shall further construct or cause to be constructed, at such Owner's expense, a six-foot privacy fence along the rear and side Lot lines, the materials and location of which shall be subject to approval by the Architectural Control Committee. Where fences are constructed adjacent to any school or open space, such fences shall be constructed with face toward the school or open space, according to the Design Guidelines. Cost of construction and maintenance of fences along common Lot lines may be shared by the Owners of adjacent Lots; however, each such Owner shall be fully liable for the construction and maintenance of fences along the rear and side Lot lines of his respective Lot.

(f) Article V, Section 9(b) (iv) is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

iv. The exterior walls of all residential structures must have a minimum of 100% masonry coverage on any side facing a street (including both walls facing streets on corner lots), 100% masonry coverage on any other side, and 100% masonry coverage on the rear or back of such structure, except that the rear wall of any residential structure that backs up to a four-lane divided street must have a minimum of 100% masonry coverage.

EXECUTED this the 8th day of December, 1993.

CIRCLE C LAND CORP.,
a Texas corporation

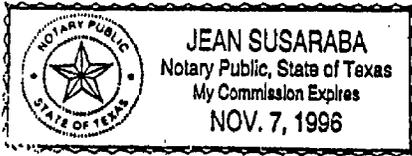
By: 

Steven P. Bartlett, President

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 8th day of December, 1993, by Steven P. Bartlett, President of Circle C Land Corp., a Texas corporation, on behalf of said corporation.



Jean Susaraba
Notary Public, State of Texas
Print Name: _____

AFTER RECORDING, RETURN TO:

Mr. R. Alan Haywood
Graves, Dougherty, Hearon & Moody, P.C.
P.O. Box 98
Austin, Texas 78767

F:\RAHAYW00\3008.131\9th.Amend, November 30, 1993

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REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

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