

Copy

**AMENDMENT OF DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS**

FOR

MARINE CREEK RANCH

THIS AMENDMENT OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (this "Amendment"), made as of the 2nd day of March, 2006, by M & C DEVELOPMENT, LTD., a Texas limited partnership ("Declarant");

W I T N E S S E T H:

Introductory Statement

A. Declarant, Hayco Realty, Ltd., and Arcadia Land Partners 19, Ltd. previously executed and filed of record that certain Declaration of Covenants and Restrictions for Marine Creek Ranch (the "Original Declaration") dated as of October 20, 2003, and recorded in Volume 17361, Page 204, Real Property Records of Tarrant County, Texas.

B. Declarant and Lake Hollow Corporation ("LHC"), as the owner of the real property (the "Phase A Property") described on the Plat of Marine Creek Ranch, Phase A, an Addition to the City of Fort Worth, Tarrant County, Texas, recorded in Cabinet A, Slides 10187 and 10188, Plat Records, Tarrant County, Texas, previously executed a certain Supplement to Declaration of Covenants, Conditions and Restrictions (the "LHC Supplement") subjecting the Phase A Property to the terms and provisions of the Original Declaration. The Original Declaration, as supplemented by the LHC Supplement, is called the "Declaration."

D. Terms used as defined terms in this Amendment but not expressly defined herein shall have the meanings attributable to such terms in the Declaration.

E. Pursuant to Section 11.3 of the Declaration, at the annual meeting of the Members held March 7, 2006, the terms and provisions of this Amendment were approved by a Two-Thirds Members Vote by Class. Declarant is executing this Amendment pursuant to the authority granted to Declarant in Section 11.1 of the Declaration.

NOW, THEREFORE, the Declaration is amended as follows:

1. As of March 7, 2006 (the "Effective Date"), the Declaration is amended to provide for the creation by Declarant of a second Architectural Control Committee (the "New Construction ACC"). Commencing as of the Effective Date and prior to the first occupancy of a Dwelling Unit on a Lot, the New Construction ACC shall perform all of the functions of the ACC under the Declaration regarding each such Lot. Accordingly, until such time as a Dwelling Unit is first occupied on a Lot, all references in the Declaration to ACC shall mean the New Construction ACC with regard to such Lot. The original ACC (the "Original ACC") created pursuant to the Declaration shall continue in existence and shall perform ACC functions regarding Lots on which occupied Dwelling Unit exist as of the Effective Date or are constructed and occupied subsequent to the Effective Date. Accordingly, once a Dwelling Unit is first occupied on a Lot, all references in the Declaration to ACC shall mean the Original ACC with regard to such Lot and Dwelling Unit.

2. Members of the New Construction ACC shall be appointed by Declarant or a successor designated in writing by Declarant. All references to "Board" in Article IX of the Declaration and the definition of "ACC" on the second page of the Declaration are amended to mean Declarant when used in the context of the New Construction ACC. Notwithstanding anything to the contrary contained in the Declaration, the Board of Directors of the Association shall not have the authority to override decisions of the New Construction ACC affecting Lots on which Dwelling Units are not yet occupied. The authority of Declarant to appoint members of, or otherwise control, the New Construction ACC is unrelated to the number of Lots, if any, owned by Declarant.

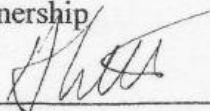
3. Except as amended by this Amendment, the Declaration shall remain in full force and effect.

EXECUTED as of the day and year first above written.

DECLARANT:

Pursuant to the authority and power of attorney granted in
Section 11.1 of the Declaration

M & C DEVELOPMENT, LTD., a Texas limited
partnership



Haydn Cutler, General Partner

THE STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on the 14 day of MARCH, 2006, by Haydn Cutler, General Partner of M & C DEVELOPMENT, LTD., a Texas limited partnership, on behalf of such limited partnership.

Notary Public in and for
the State of Texas

My Commission Expires:

12/15/08

Rita A. Singleton

Printed Name: RITA A. SINGLETON

