



AFTER RECORDING RETURN TO:

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Henry Oddo Austin & Fletcher, P.C.
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Suite 2700
Dallas, Texas 75201**

**FIRST AMENDMENT TO THE DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR CASTLEWOOD**

STATE OF TEXAS

§

COUNTY OF DENTON §

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KNOW ALL MEN BY THESE PRESENTS:

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR CASTLEWOOD (this "First Amendment") is made as of the date set forth below by BALFOUR VILLAGE ESTATES, LP., a Texas limited partnership (hereinafter referred to as "Declarant").

INTRODUCTORY PROVISIONS

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Castlewood, executed by Balfour Village Estates, L.P., was filed of record on July 2, 1997, and is recorded as Instrument No. 97-R0044273 in the Real Property Records of Denton County, Texas (the "Master Declaration"); and

WHEREAS, additional property has been subjected to the terms, conditions and the plan of the development set forth in the Master Declaration by certain supplemental declarations filed of record in the Real Property Records of Denton County, Texas, to wit: (i) Instrument No. 97-R0044274; (ii) Instrument No. 97-R0066634; (iii) Instrument No. 98-R0118851; (iv) Instrument No. 99-R0033177; (v) Instrument No. 99-R0124933; (vi) Instrument No. 99-R0124935; (vii) Instrument No. 00-R0097901; (viii) Instrument No. 2001-R0000459; (ix) Instrument No. 2001-R0022599; and (x) Instrument No. 2001-R0022600 (the Master Declaration and the foregoing supplemental declarations are hereinafter referred to, collectively, as the "Castlewood Declaration"); and

WHEREAS, the Castlewood Declaration affects certain tracts or parcels of real property in Denton County, Texas, more particularly described on Exhibit "A attached hereto and incorporated herein by reference for

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CONDITIONS AND RESTRICTIONS FOR CASTLEWOOD** Page 1

all purposes (the "Properties"); and

WHEREAS, under XVIII, Section 18.2 (a) of the Castlewood Declaration, the terms and conditions of the Castlewood Declaration can be amended by the Declarant for any purpose so long as the Class B Membership class has not terminated; and

WHEREAS, the following amendment to the Castlewood Declaration is made by the Declarant, as evidenced by its duly authorized representative's signature below, as the Class B Member.

NOW, THEREFORE, the Castlewood Declaration is hereby amended as follows:

Section 10.11 of Article X of the Castlewood Declaration is amended to read, in its entirety, as follows:

10.11 Capitalization of the Association. Upon the acquisition of record title to a Unit by any Owner other than Declarant or Builder, a contribution shall be made by or on behalf of the purchaser to the working capital of the Association in the amount of at least \$200.00. This amount shall be in addition to, not in lieu of, the annual Base Assessment and shall not be considered an advance payment of such assessment. This amount shall be deposited into the purchase and sales escrow and disbursed therefrom to the Association for use in covering operating expenses incurred by the Association pursuant to the terms of this Declaration and the By-Laws. The amount of the contribution may be adjusted by the Board without the necessity of amending this Declaration.

The terms and provisions of the Castlewood Declaration, except as modified herein, are hereby declared to be in full force and effect with respect to the Properties. The Properties shall continue to be held, occupied, sold and conveyed subject to the terms and conditions of the Castlewood Declaration and this First Amendment, which shall run with title to the Properties and are binding on all parties having any right, title or interest in and to the Properties or any part thereof, including their heirs, representatives, successors, transferees and assigns, and shall inure to the benefit of each Owner thereof.

IN WITNESS WHEREOF, the Declarant has caused this First Amendment to be executed by its duly

authorized representative to be effective as of the 14th day of January, 2004.

DECLARANT:

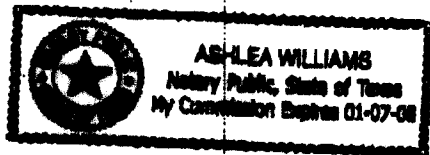
BALFOUR VILLAGE ESTATES, L.P.

By: BRE/CASTLEWOOD L.L.C.,
General Partner

By: *Julian Hawes, Jr.*
JULIAN HAWES, JR., Vice-President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on the 14th day of January, 2004, by Julian Hawes, Jr., Vice-President of BRE/Castlewood L.L.C., a Delaware limited liability company, General Partner of Balfour Villages Estates, L.P., a Texas limited partnership, on behalf of said limited liability company and partnership.



Ashlea Williams
Notary Public, State of Texas

Exhibit "A"

All that certain tract or parcel of land being situated in the Town of Copper Canyon and the City of Highland Village, Denton County, Texas, part of the J. Edmondson Survey, Abstract 398, and the G.W. Jackson Survey, Abstract 1599, and the T & P Railroad Survey, Abstract 1300, and the Wm. Herod Survey, Abstract 591, and the J.W. Baker Survey, Abstract 50, and the J. Herod Survey, Abstract 588, and being a portion of the following: a called 71.458 acre tract conveyed to Highland Shores Inc. as recorded in Volume 2805, page 405, of the Deed Records of Denton County, Texas, a called 10.000 acre tract conveyed to Highland Shores Inc. recorded in Volume 2805, page 412 of said Deed Records, two tracts described as Tracts I & II totalling 187.155 acres conveyed to Highland Shores Inc. as recorded in Volume 1344, page 417 of said Deed Records, and called 92.129 acre tract conveyed to Highland Shores Inc. as recorded in Volume 1344, page 410 of said Deed Records, and a called 18.94 acre tract conveyed to Highland Shores Inc. as described in the Correction Deed recorded in Volume 3003, page 185, of said Deed Records and being further described by metes and bounds as follows:

COMMENCING at a 5/8" iron rod with cap marked Survcon 4818 found in the northeasterly line of Gulf, Colorado & Santa Fe Railroad right-of-way, 150 feet wide said point being the southwest corner of Highland Shores Phase 13-P, an Addition to the City of Highland Village, as recorded in Cabinet L, Pages 18-20 of the Plat Records of Denton County, Texas;

THENCE North 44°47'55" West along said northeasterly line, 72.82 feet to a 5/8" iron rod with cap marked Survcon 4818 found at the point of beginning;

THENCE along said northeasterly line of Gulf, Colorado & Santa Fe Railroad right-of-way for the following five courses:

North 44°47'55" West, passing at 2618.76 feet a 5/8" iron rod found at the westerly corner of said called 81.458 acre tract, in all a total distance of 3209.02 feet to a found 5/8" iron rod with cap marked Survcon;

North 51°55'24" West, 201.56 feet to a found 5/8" iron rod;

North 44°47'54" West, 160.00 feet to a set 5/8" iron rod with cap marked Survcon;

North 16°20'18" West, 133.53 feet to a found 1/2" iron rod;

North 32°43'54" West, 681.65 feet to a found 5/8" iron rod with cap marked Survcon 4818 in the approximate center of Chinn Chapel Road;

THENCE along said approximate center of Chinn Chapel Road for the following courses:

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North 02°38'33" East, 133.75 feet to a found 5/8" iron rod with cap marked Survcon 4818, from which a found P.K. nail bears South 72°24'39" West, 2.43 feet;

North 03°40'20" East, 535.14 feet to a found 5/8" iron rod;

THENCE South 88°45'42" East, 278.88 feet to a found concrete monument with brass cap marked F535-2, disturbed, said point being in the Southerly line of Lewisville Lake;

THENCE along said southerly line of Lewisville Lake for the following twelve courses:

South 64°09'16" East, 396.65 feet to a found 5/8" iron rod with cap marked Survcon;

North 01°45'34" West, 1462.31 feet to a found 5/8" iron rod with cap marked Survcon 4818;

North 10°22'09" East, 158.76 feet to a found concrete monument with brass cap marked F530-3;

South 79°08'32" East, 396.09 feet to a found concrete monument with brass cap marked F530-4;

North 60°16'39" East, 354.30 feet to a found concrete monument with brass cap marked F530-5;

North 75°22'17" East, 397.79 feet to a found concrete monument with brass cap marked F530-6;

North 76°07'21" East, 20.15 feet to a found 5/8" iron rod with cap marked Survcon;

South 89°19'28" East, 204.20 feet, from which a found concrete monument with a brass cap marked F530-8, bears South 06°58'26" East, 0.89 feet;

South 06°47'47" West, 11.97 feet to a found concrete monument with a brass cap marked F530-9;

South 83°40'21" East, 241.38 feet to a found concrete monument with brass cap marked F530-10, disturbed;;

South 39°02'40" West, 251.84 feet to a found concrete monument with brass cap marked F530-11;

South 07°56'04" East, 117.50 feet to a found 5/8" iron rod with cap marked Survcon;

THENCE South 05°59'02" East, 303.25 feet to a 5/8" iron rod

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with cap marked Survcon 4818 found on the arc of a non-tangent curve to the right;

THENCE along the arc of said non-tangent curve to the right having a radius of 830.00 feet, a central angle of $24^{\circ}26'17''$, a chord which bears South $80^{\circ}35'14''$ East, 351.34 feet, an arc distance of 354.02 feet to a found $5/8''$ iron rod with cap marked Survcon 4818;

THENCE South $68^{\circ}22'05''$ East, 220.05 feet to a found $5/8''$ iron rod with cap set on the arc of non-tangent curve to the right;

THENCE along the arc of said non-tangent curve to the right having a radius of 2043.64 feet, a central angle of $03^{\circ}28'34''$, a chord which bears South $19^{\circ}53'38''$ West, 123.97 feet, an arc distance of 123.98 feet to a found $5/8''$ iron rod with cap marked Survcon 4818;

THENCE South $21^{\circ}37'55''$ West, 399.23 feet to a found $5/8''$ iron rod with cap marked Survcon 4818 set at the beginning of a curve to the left;

THENCE along the arc of said curve to the left having a radius of 2884.79 feet, a central angle of $42^{\circ}29'25''$, a chord which bears South $00^{\circ}23'13''$ West, 2090.65 feet, an arc distance of 2139.34 feet to a found $5/8''$ iron rod with cap marked Survcon 4818;

THENCE South $20^{\circ}51'30''$ East, 829.96 feet to a found $5/8''$ iron rod with cap marked Survcon 4818 at the beginning of a curve to the right;

THENCE along the arc of said curve to the right having a radius of 2844.79 feet, a central angle of $04^{\circ}12'36''$, a chord which bears South $18^{\circ}45'12''$ East, 208.98 feet, an arc distance of 209.03 feet to a found $5/8''$ iron rod with cap marked Survcon 4818 found for the Northerly corner of a called 4.000 acre tract conveyed to the City of Highland Village as recorded in File #96-R0010237 of said Deed Records;

THENCE SOUTH $45^{\circ}15'36''$ West, 482.47 feet along the Northwesterly line of said 4.000 acre to a found $5/8''$ iron rod with cap marked Survcon 4818 in the northeasterly line of an easement to Brazos Electric Co-op as recorded in File #93-R0032708 of said Deed Records;

THENCE along the Southwesterly line of said 4.000 acre tract and along said Northeasterly line of Brazos Electric Co-op Easement for the following two courses:

South $44^{\circ}44'24''$ East, 524.21 feet to a found $5/8''$ iron rod with

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cap marked Survcon 4818;

South $44^{\circ}49'10''$ East, 122.84 feet to a found $5/8''$ iron rod with cap marked Survcon 4818;

THENCE South $01^{\circ}25'56''$ East, 421.65 feet to the point of beginning, containing a computed area of 185.222 acres of land, more or less.

