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ONCE RECORDED, RETURN TO:
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FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR SADDLEBROOK

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

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS ("First Amendment") is made to be effective as of September 2, 1999 by SADDLEBROOK LAND DEVELOPMENT, L.L.C., a Texas limited liability company ("Declarant").

Recitals

A. Declarant is the sole owner of certain real property in the City of Richardson, Collin County, Texas which is described on Exhibit "A" attached hereto and made a part hereof for all purposes (the "Property").

B. The Property is subject to that certain Declaration of Covenants, Conditions and Restrictions for SADDLEBROOK dated September 2, 1999, recorded in Volume 4524, Page 1386, Real Property Records of Collin County, Texas (the "Declaration").

C. The City of Richardson has requested certain changes to clarify the Declaration. Pursuant to Section 7.5 of the Declaration, the Declarant, as the sole owner of the Property, desires to execute and record this First Amendment to the Declaration for the purposes of clarification and to include an administrative transfer fee for the benefit of the Richardson Saddlebrook Homeowners Association, Inc.

Agreement

NOW, THEREFORE, for and in consideration of the foregoing recitals, Declarant hereby amends the Declaration as follows:

1. Section 1.4 of the Declaration is hereby amended to add the following:

"Common Area shall also mean and refer to (i) those certain landscaping improvements, screening walls, sprinkler systems and easements among other

amenities as are designated on the recorded plat for the Property, which improvements are intended to be devoted to common use and enjoyment; (ii) any areas of land, improvement or other property right in the Property which are intended for or devoted to the common use or enjoyment of the members of the Association and which are designated as Common Areas by the Association together with any and all improvements which are now or may hereafter be constructed thereon; (iii) Lot 19, Block A; Lot 11, Block B, Lot 24, Block C, Lot 34, Block D; and Lot 35, Block D; (iv) the portion of the following lots within the drainage easement as indicated on the recorded plat: Lots 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 29 and 30, Block D; and Lots 5 and 6, Block A; (v) any other lot or area designated or identified on the recorded subdivision plat as a Common Area or Common Properties; and (vi) landscape and pedestrian areas provided along Breckinridge Boulevard including plant material, meandering sidewalk, berms and irrigation constructed or installed by the Declarant, and the screening wall constructed along Sharp Lane and Breckinridge Boulevard by the Declarant."

2. Section 4.3 of the Declaration is hereby amended to add the following:

"(c) In addition to the regular annual assessment, each and every time a Lot in the Development is sold an additional assessment of \$200.00 and the prorata share of annual assessments due on such Lot shall be paid to the Association by the purchaser of the Lot at the closing of each sale of said Lot."

3. Section 7.5 is hereby amended to add the following sentence:

"Notwithstanding anything contained herein to the contrary, the authority and power given to the City as set forth in Section 7.2(b) may not be amended or modified without the express written consent of the City of Richardson, Texas."

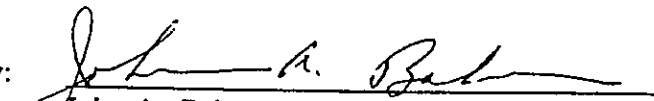
Except as modified by this First Amendment, the Declaration remains unchanged and in full force and effect.

EXECUTED on 1/11, 20, to be effective for all purposes as of the day and year first above written.

DECLARANT:

SADDLEBROOK LAND DEVELOPMENT, L.L.C.
a Texas limited liability company

By:


John A. Baker,
Manager

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned notary public, on this day personally appeared JOHN A. BAKER, Manager of SADDLEBROOK LAND DEVELOPMENT, L.L.C., a Texas limited liability company, on behalf of said limited liability company.

2000. GIVEN UNDER MY HAND AND SEAL OF OFFICE this 11th day of January,

Cloreece R. Powrie
NOTARY PUBLIC in and for
the State of TEXAS

My Commission Expires:

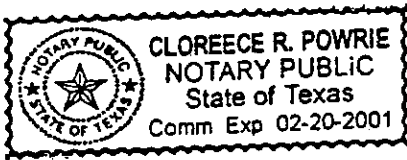


EXHIBIT "A"

PROPERTY DESCRIPTION

4419FLD

BEING a tract of land situated in the John McCullough Survey – Abstract No. 584, City of Richardson, Collin County, Texas, the subject tract further being all of that tract of land conveyed to Saddlebrook Land Development, L.L.C. according to the Special Warranty Deed recorded in County Clerk File Number 99-0021805 of the Land Records of Collin County, Texas (LRCCT), the subject tract further being a portion of that tract of land conveyed to Breckinridge Partners Limited according to the Special Warranty Deed recorded in Volume 4334, Page 1543 (LRCCT), the subject tract further being more particularly described as follows;

BEGINNING at a point on the north line of Breckinridge Blvd. (a variable width ROW at this point), said beginning point further being N 08° 01' 38" E, a distance of 41.24 feet from the intersection of the south line of said Breckinridge Blvd. and the west line of Brookvale Drive (a 60' ROW);

THENCE, N 01° 43' 15" E, a distance of 239.10 feet;

TEHNCE, S 88° 16' 45" E, a distance of 61.04 feet to a 1/2" iron pin with a red cap stamped RPLS 4396 set at corner;

THENCE, N 00° 58' 21" E, along the east line of said Breckinridge Partners Limited tract, a distance of 1242.97 feet to a point in Sharp Lane, an undedicated right-of-way, a 1/2" iron pin found in asphalt pavement at corner;

THENCE, N 87° 33' 28" E, along said Sharp Lane, a distance of 290.00 feet to a PK nail found in asphalt pavement at corner;

THENCE, S 87° 15' 43" E, continuing along said Sharp Lane, a distance of 746.18 feet to a PK nail found in asphalt pavement at corner;

THENCE, S 02° 36' 20" W, along the west line of a 36.000 acre tract of land conveyed to William R. Lawler, Jr. according to the deed recorded in Volume 746, Page 368 (LRCCT), a distance of 1489.10 feet to a point on the north line of Breckinridge Blvd. (a 42.65 ROW);

THENCE, N 88° 14' 12" W, along the north line of said Breckinridge Blvd., a total distance of 993.66 feet to a fence corner post found at corner;

THENCE, N 89° 42' 43" W, continuing along said Breckinridge Blvd. north line, a distance of 63.47 feet to the POINT OF BEGINNING with the subject tract containing 1,530,311 square feet or 35.1311 acres of land.