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**FIRST AMENDMENT
 TO THE
 DECLARATIONS OF COVENANTS
 CONDITIONS AND RESTRICTIONS
 FOR RIVERSIDE RANCH
 PERTAINING TO SECTION I
EFFECTIVE SEPTEMBER 1ST, 2002**

The following Articles are hereby amended:

ARTICLE IV -- COVENANT FOR MAINTENANCE ASSESSMENTS

SECTION 6. RATES OF ASSESMENT. The following is added to this Section: Builders that purchase lots to build houses will be assessed at 50% of both annual and special assessments on lots purchased until they are sold to the public.

ARTICLE VI -- USE RESTRICTIONS

SECTION 21. LAKE. The following is added: The lake area is for the common use of all the lake lot owners and their guests. However, if a common area is designated by the Declarant or a lot is purchased by the Homeowner's Association for all the lot owners the lake will be for the common use of all Riverside Ranch lot owners.

ARTICLE VII -- ARCHITECTURAL RESTRICTIONS APPLICABLE TO LOTS

SECTION 2. LIVING AREA REQUIREMENTS. This Section has been amended to: The total living area of any single family dwelling, exclusive of open porches and garage, shall contain not less than 2,000 square feet. House designs must stretch out on the lot and have a minimum length along the road of 62 feet. All designs must be approved by the Architectural Control Committee. No square box type design will be allowed.

IN WITNESS WHEREOF, this Declaration is executed this 15 day of October, 2002

723 PARTNERSHIP, LTD.
a Texas limited partnership

By: [Signature]
Larry K. Siller, President
River Forest Development Company, Inc.

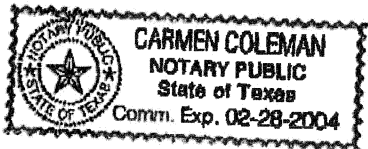
By: [Signature]
Larry K. Siller, Individual

By: [Signature]
HOUSTON HERITAGE, LTD.
Gerald Hazelhurst (General Partner)

THE STATE OF TEXAS }
COUNTY OF FORT BEND }

This instrument was acknowledged before me on this 15th day of October, 2002 by Larry K. Siller of 723 PARTNERSHIP, LTD. a limited partnership, on behalf of said limited partnership, Larry K. Siller, Individual and Gerald Hazelhurst, general partner for HOUSTON HERITAGE, LTD.

(SEAL)



[Signature]
Notary Public in and for the State of Texas

Carmen Coleman
Name Printed

My Commission Expires 02-28-04

RETURN TO:

Larry K. Siller
5545 FM 359
Richmond, Texas 77469

Ret:

723 Partnership
5545 FM 359
Richmond TX 77469

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dianne Wilson

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DIANNE WILSON, COUNTY CLERK
FORT BEND COUNTY, TEXAS