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THIRD SUPPLEMENTAL DECLARATION

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF HARRIS

THAT THIS THIRD SUPPLEMENTAL DECLARATION is made on the date hereinafter set forth by Devco Land Development, Ltd., a Texas limited partnership (hereinafter referred to as "Declarant"), through Newcastle Development, Inc. a Texas corporation, its General Partner, acting herein by and through its duly authorized officers.

WITNESSETH:

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into that certain residential subdivision known as Sheffield Section One (comprised of 92 Lots) and recorded under Film Code No. 441129 of the Map Records of the County Clerk for Harris County, Texas (the "Initial Property"); and,

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into that certain residential subdivision known as Sheffield Estates Section Three (comprised of 172 Lots) and recorded under Film Code No. 537014 of the Map Records of the County Clerk for Harris County, Texas (the "Plat") (the "Additional Property"); and,

WHEREAS, Declarant desires to hold, sell and convey the Initial Property and the Additional Property subject to the Declaration of Covenants, Conditions, and Restrictions for Sheffield Section One filed and duly recorded in the Official Public Records of Real Property of Harris County, Texas on April 24, 2000 under Clerk's File No. U374011, as the same may be amended from time to time, (the "Declaration") which is for the purpose of establishing a uniform plan for the development, improvement and sale of the Initial Property, together with such other land constituting the Property from time to time brought within the terms of the Declaration pursuant thereto, and to insure the preservation of such uniform plan for the benefit of both present and future owners of the residential subdivision Lots within the Property; and,

WHEREAS, Declarant now wishes to annex the Additional Property to the Initial Property pursuant to the terms of the Declaration and wishes to subject the Additional Property to the covenants, conditions, and restrictions contained in the Declaration.

NOW, THEREFORE, Declarant hereby adopts the following Third Supplemental Declaration which is for the purpose of annexing the Additional Property to the Initial Property and to subject the Additional Property to the covenants, conditions, and restrictions contained in the Declaration. This Third Supplemental Declaration shall run with the Property and shall bind all parties having or acquiring any right, title, or interest therein or any part thereof, their heirs or successors in title and assigns, and shall inure to the benefit of each owner thereof. Except as otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to such term in the Declaration. Declarant hereby files this Third Supplemental Declaration subject to the following:

571-34-0003

571-34-0304

1. The Owner of the Additional Property is the Declarant.
2. The recorded subdivision description of the Additional Property is set out in the Plat which identifies (i) those portions of the Additional Property that are dedicated and/or conveyed to the public or any governmental or quasi-governmental authority for street right-of-way or utility facility purposes, (ii) those portions that are to comprise Lots for construction of Living Units and related improvements, and (iii) those portions that comprise Common Property, if any (those being the only three permitted uses for the Additional Property).
3. A mutual grant and reservation of rights and easements of the Owners in and to the existing and annexed Common Property and Common Facilities is hereby made.
4. The Additional Property is being added or annexed in accordance with and subject to the provisions of the Declaration, as heretofore amended.
5. The Additional Property shall be developed, held, used, sold and conveyed in accordance with and subject to the provisions of the Declaration as heretofore and hereafter amended.
6. All of the provisions of the Declaration, as heretofore amended, shall apply to the Additional Property with the same force and effect as if the Additional Property were originally included in the Declaration as part of the Initial Property.
7. A vendor's lien is herein reserved in favor of the Association, in the same manner as provided in the Declaration, to secure collection of the Assessments provided for, authorized or contemplated in the Declaration.
8. After this annexation is made, all assessments collected by the Association from the Owners in the Additional Property shall be commingled with the Assessments collected from all other Owners so that there shall be a common maintenance fund for the Property.
9. Nothing in this Third Supplemental Declaration shall be construed to represent or imply the Declarant, its successors or assigns, are under any obligation to add or annex any additional land to the Property.

IN WITNESS WHEREOF, this Declaration is executed this the 3rd day of July, 2003.

DECLARANT:

Devco Land Development, Ltd., a Texas limited partnership.
By: Newcastle Development, Inc., General Partner

By: David E. Garrett
Name: David E. Garrett
Title: Vice President

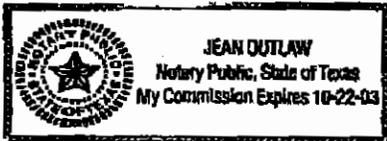
STATE OF TEXAS

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COUNTY OF HARRIS

This instrument was acknowledged before me on the 3rd day of July, 2003, by David E. Garrett, Vice President of Newcastle Development, Inc., a Texas Corporation, General Partner of Devco Land Development, Ltd., a Texas limited partnership, on behalf of said Corporation and said partnership.

Notary Public in and for the State of Texas



Jean Outlaw
Jean Outlaw

Commission Expiration Date: 10-22-03

571-34-0305

MORTGAGE JOINDER

First Bank & Trust, N.A., a national banking association, is the Beneficiary under those certain Deeds of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statement (the "Deed of Trust") filed under Harris County, Texas Clerk's File No. W611223. First Bank & Trust, N.A. hereby joins in the Third Supplemental Declaration to evidence its consent to same and hereby subordinates these two Deeds of Trust to all the terms and provisions of the Twelfth Supplemental Declaration.

First Bank & Trust, N.A.

By: Michele Alvarado
Name: Michele Alvarado
Title: Vice President
Date: July 3, 2003

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, MENTAL OR PHYSICAL INCAPACITY OR INCOMPETENCY OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS HEREBY REPEALED AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number 004471 on the date and at the place stated herein by me; and was duly RECORDED, in the Central Public Records Office of Harris County, Texas on

JUL 16 2003



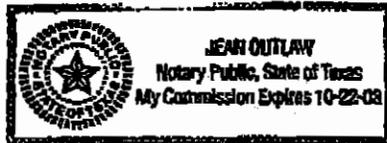
Dorely B. Keighan
COUNTY CLERK
HARRIS COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF HARRIS

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This instrument was acknowledged before me on the 3rd day of July, 2003 by Michele Alvarado, Vice President of First Bank & Trust, N.A.

Dean Outlaw
Notary Public in and for the State of Texas



After recording, return to:
Newcastle Development, Inc.
8000 IH 10 West, Suite 700
San Antonio, Texas 78230

FILED
2003 JUL 16 PM 12: 07
Dorely B. Keighan
COUNTY CLERK
HARRIS COUNTY, TEXAS

571-34-8386