

**SUPPLEMENTAL DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR TERRA DEL SOL**

THIS SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TERRA DEL SOL (this "Supplemental Declaration") is made to be effective on the date filed of record in the Office of the County Clerk of Harris County, Texas (the "Effective Date") by Richfield Homes at Terra del Sol LP, a Delaware limited partnership ("Declarant"), and supplements and amends the Declaration of Covenants, Conditions and Restrictions for Terra del Sol filed of record under Clerk's File No. X319393 in the Official Public Records of Real Property of Harris County, Texas, as amended and restated by Amended and Restated Declaration of Covenants, Conditions and Restrictions for Terra del Sol filed of record under Clerk's File No. X415182 in the Official Public Records of Real Property of Harris County, Texas and amended by First Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions for Terra del Sol filed of record under Clerk's File No. Y093556 in the Official Public Records of Real Property of Harris County, Texas (as amended, the "Existing Declaration").

RECITALS:

Declarant is the owner of the real property described in Exhibit A attached to the Existing Declaration incorporated herein by reference (the "Existing Subdivision"), and the owner of the real property described as follows (the "Annexed Property"): hel

Lots 12 through 25 in Block One, and Lots 1 through 41 in Block Three of Terra del Sol, Section 4, according to the map or plat thereof recorded under Film Code 560108 in the Map Records of Harris County, Texas.

Pursuant to Section 9.1 of the Existing Declaration, Declarant reserves to itself and has the continuing right, at any time, and from time to time, without the joinder or consent of any owner, entity, lender or other person to annex all or any portion of the real property described in Exhibit B to the Existing Declaration by filing of record in the Harris County Real Property Records, a Supplemental Declaration annexing such property.

The Annexed Property is a portion of the real property described on Exhibit B to the Existing Declaration.

NOW THEREFORE, pursuant to its right under the Existing Declaration, Declarant does hereby annex the Annexed Property to the Existing Subdivision, and the Annexed Property shall be encumbered with all of the covenants, conditions, restrictions, reservations, liens, and charges set forth in the Existing Declaration.

1. Capitalized Terms. Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Existing Declaration, the Articles of Incorporation of the Association or the By-laws of the Association.

2. Supplementation and Amendment. The Existing Declaration is hereby supplemented and amended by this Supplemental Declaration. The Existing Declaration as supplemented and amended by the Supplemental Declaration shall be referred to as the

"Declaration". The Existing Subdivision and the Annexed Property shall be referred to collectively as the "Subdivision".

3. Severability In case any one or more of the provisions contained in this Supplemental Declaration shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision hereof, and the Supplemental Declaration shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

4. Effectiveness. Except as amended by this Supplemental Declaration, the Existing Declaration shall remain in full force and effect as written.

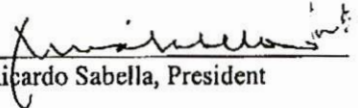
IN WITNESS WHEREOF, Declarant has executed this Supplemental Declaration on the date set forth in the acknowledgement below, to be effective as of the Effective Date.

DECLARANT

Richfield Homes at Terra del Sol LP,
a Delaware limited partnership

By: Richfield Homes LLC, its sole General Partner

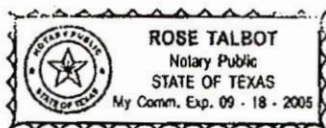
By: Richfield Investment Corporation
Its Managing Member

By: 
Ricardo Sabella, President

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THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on March 21, 2005, by Ricardo Sabella, President of Richfield Investment Corporation, Managing Member of Richfield Homes LLC, sole General Partner for Richfield Homes at Terra del Sol LP, a Delaware limited partnership, on behalf of said limited partnership.



Rose Talbot
Notary Public, the State of Texas

Rose Talbot
Name printed or typed

My commission expires: 09/18/05

~~AFTER RECORDING RETURN TO~~

~~Terra del Sol, a California
a limited partnership
c/o 10001 Westheimer Rd.
Suite 2888
Houston, TX 77042
Attn: Corporate Dept.~~

WHEN RECORDED, RETURN TO
MICHAEL W. MORGAN
FULBRIGHT & JAWORSKI L.L.P.
51st FLOOR
1301 McKINNEY
HOUSTON, TEXAS 77010

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL
PROPERTY BECAUSE OF COLOR OR RACE IS HEREBY AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in file number Sequence on the
date and at the time stamped hereon by me, and was duly RECORDED in the
Official Public Records of Real Property of Harris County Texas on

MAR 29 2005



Dorely L. Kayman
COUNTY CLERK
HARRIS COUNTY TEXAS

EXHIBIT A

Lots 1 through 25 in Block One, Lots 1 through 17 in Block Two, and Lots 1 through 22 in Block Three of Terra del Sol, Section Three, a subdivision in Harris County, Texas according to the map or plat thereof recorded under Film Code No. 544195 in the Official Public Records of Real Property of Harris County, Texas.

2004 FEB 25 AM 11:24
Harris County, Texas
Recorder's Office
Clerk of the Court

EXHIBIT B

Section 4:

- I. Lots 1 through 35 in Block One, Lots 1 through 26 in Block Two, Lots 1 through 100 in Block Three, Lots 1 through 31 in Block Four, Lots 1 through 15 in Block Five, and Lots 1 through 24 in Block Six of Terra del Sol, Section 4, according to the map or plat thereof to be recorded in the Official Public Records of Real Property of Harris County, Texas.

Section 5:

- II. Lots 1 through 57 in Block One, Lots 1 through 77 in Block Two, Lots 1 through 69 in Block Three, Lots 1 through 39 in Block Four, Lots 1 through 35 in Block Five, Lots 1 through 23 in Block Six, Lots 1 through 31 in Block Seven and Lots 1 through 32 in Block Eight of Terra del Sol, Section 5, according to the map or plat thereof to be recorded in the Official Public Records of Harris County, Texas.

Section 6:

- III. The land in Harris County, Texas to be subdivided into lots and designated as Terra del Sol, Section 6, and described on Attachment 1 to Exhibit B to this Declaration.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS HEREBY AND EXPRESSLY REJECTED UNDER FEDERAL LAW THE STATE OF TEXAS COUNTY OF HARRIS
I hereby certify that the instrument was FILED in the Public Records of the State and of the County of Harris, Texas, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

FEB 25 2004



Dorothy B. Kayman
COUNTY CLERK
HARRIS COUNTY, TEXAS