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**FIRST AMENDMENT TO DECLARATIONS  
OF COVENANTS, CONDITIONS AND RESTRICTIONS  
FOR WILLIAMS CREEK SUBDIVISIONS, PHASE 5 AND PHASE 7  
COLLEGE STATION, BRAZOS COUNTY, TEXAS**

This first amendment to the Declarations of Covenants, Conditions and Restrictions for Williams Creek Subdivisions, Phase 5 and Phase 7, College Station, Brazos County, Texas, made this 25 day of May 2007, by Joe Johnson and wife, Janet Johnson, hereinafter referred to as "Declarant";

**WITNESSETH**

WHEREAS, Declarant is the Owner, subject to certain lot sales, of that certain real property located in the City of College Station, Brazos County, Texas, being 30.868 acres, more or less, known as Williams Creek Subdivision, Phase 5, as shown on the plat of Williams Creek Subdivision, Phase 5 recorded at Volume 7757, Page 147, Official Records of Brazos County, Texas; and

WHEREAS, Declarant is the Owner, subject to certain lot sales, of that certain real property located in the City of College Station, Brazos County, Texas, being 25.777 acres, more or less, known as Williams Creek Subdivision, Phase 7, as shown on the plat of Williams Creek Subdivision, Phase 7 recorded at Volume 7964, Page 180, Official Records of Brazos County, Texas; and

WHEREAS, on January 2, 2007, Declarant adopted the Declaration of Covenants, Conditions and Restrictions for Williams Creek Subdivision, Phase 5, "Declaration" and filed the same for record on January 4, 2007 at Volume 7758, Page 57, Official Records of Brazos County, Texas; and

WHEREAS, on May 10, 2007, Declarant adopted the Declaration of Covenants, Conditions and Restrictions for Williams Creek Subdivision, Phase 7, "Declaration" and filed the

same for record on May 11, 2007 at Volume 7965, Page 1, Official Records of Brazos County, Texas; and

WHEREAS, both Declarations confer upon Declarant the authority, acting alone, to amend the Declarations until the Transition Date as defined in Article V, Section 5.03 of both Declarations; and

WHEREAS, NEITHER Phase 5 nor Phase 7 has reached the Transition Date, as of the date hereof; and

WHEREAS, to provide for the orderly development of both Williams Creek Subdivision, Phase 5 and Williams Creek Subdivision, Phase 7, Declarant desires to hereby amend the Declarations of Covenants, Conditions and Restrictions for Phase 5 and Phase 7 in the following particulars:

NOW, THEREFORE, for and in consideration of the mutual benefits and detriments set forth herein, Declarant, pursuant to the authority vested as hereinabove referenced, hereby deletes Article III, Section 3.01 of both the Declaration for Phase 5 and the Declaration for Phase 7 and substitutes therefor the following:

3.01 Construction of Improvements. No improvements shall hereafter be constructed upon any of the Property without the prior approval of the Architectural Control Committee.

FURTHER, Declarant hereby deletes Article IX, Section 9.03 (A) of both the Declaration for Phase 5 and the Declaration for Phase 7 and substitutes therefor the following:

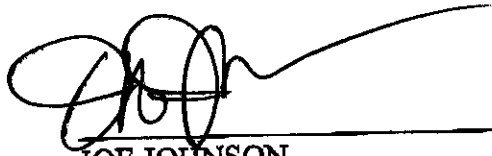
9.03 Amendment.

(A) By Declarant. This Declaration may be amended by Declarant, acting alone, until the Transition Date (defined in Section 5.03). No amendment by Declarant shall be effective until there has been recorded in the Official Records of Brazos County, Texas, an instrument executed and acknowledged by Declarant and setting forth the amendment.


Except for the amendments specifically recited herein, both Declarations shall remain in full force and effect as written.

EXECUTED this 25 day of May 2007.

DECLARANT



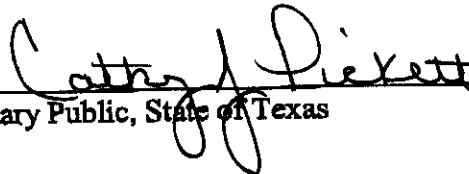
JOE JOHNSON

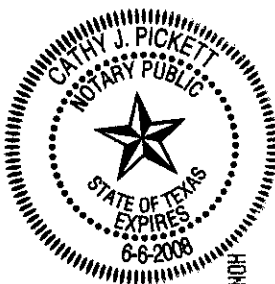


JANET JOHNSON

THE STATE OF TEXAS §  
COUNTY OF Coleman §

This instrument was acknowledged before me on the 25 day of May 2007, by JOE JOHNSON and wife, JANET JOHNSON.

  
Notary Public, State of Texas



HONORABLE KAREN MCQUEEN, COUNTY CLERK  
BRAZOS COUNTY

as stamped hereon by me.  
May 29, 2007

BRAZOS COUNTY

STATE OF TEXAS COUNTY OF BRAZOS  
I hereby certify that this instrument was filed on the date and time stamped hereon by me and was duly recorded in the volume and page of the Official Public records of:

Cynthia Rincon

By

Receipt Number - 316882

Amount 19.00

Document Number: 00964101

As a  
Recording

On: May 29, 2007 at 04:07P

Filed for Record in:  
BRAZOS COUNTY