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SECOND AMENDMENT

TO

Jeane Brunson
County Clerk
By
Patricia Melson, Deputy
County Clerk

**DECLARATION OF COVENANTS AND EASEMENTS
FOR THE HILLS OF BEAR CREEK- PHASE TWO**

AND

**DECLARATION OF COVENANTS AND EASEMENTS
FOR THE HILLS OF BEAR CREEK- PHASE THREE**

STATE OF TEXAS §
 §
COUNTY OF PARKER §

This Second Amendment to Declaration of Covenants and Easements for The Hills of Bear Creek – Phase Two and Declaration of Covenants and Easements for the Hills of Bear Creek Phase Three is executed to be effective as of the ____ day of _____, 2004.

WHEREAS, Choctaw Properties, L.L.C. (“Declarant”) executed (i) that certain Declaration of Covenants and Easements for The Hills of Bear Creek – Phase Two dated effective August 26, 1996, recorded in Book 1685, Page 1153 of the Deed Records of Parker County, Texas, and covering that certain real property in Parker County, Texas described on Exhibit “A” to the Phase Two Declaration, and (ii) that certain Declaration of Covenants and Easements for the Hills of Bear Creek– Phase Three dated effective January 28, 1998, recorded in Book 1746, Page 1283 of the Deed Records of Parker County, Texas, and covering that certain real property in Parker County, Texas described on Exhibit “A” to the Phase Three Declaration;

WHEREAS, the substantive provisions of the Declarations are identical, other that references to Dates, the names of the associations created therein, and the real property covered by the respective Declarations;

WHEREAS, The Hills of Bear Creek – Phase Two Homeowners’ Association, Inc. was created and operates pursuant to the Phase Two Declaration, and The Hills of Bear Creek – Phase Three Homeowners’ Association, Inc. was created and operates pursuant to the Phase Three Declaration;

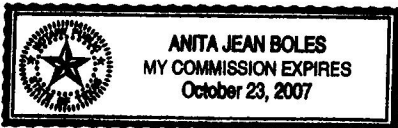
NOW THEREFORE, the Declarant (“Choctaw Properties, L.L.C.”) amends the Declaration of Covenants and Easements for The Hills of Bear Creek – Phase Two and Declaration of Covenants and Easements for The Hills of Bear Creek – Phase Three as follows:

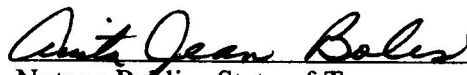
Pursuant to Section 3.08(a)iii of the Declaration of Covenants and Easements for the Hills of Bear Creek. Declarant surrenders its authority to appoint and remove directors and officers by this recorded amendment to the Declaration.


Jerry W. Campbell, Manager of Declarant
Choctaw Properties, L.L.C.

ACKNOWLEDGMENT

THIS INSTRUMENT WAS ACKNOWLEDGED TO BEFORE ME by JERRY W. CAMPBELL, Manager of Choctaw Properties, L.L.C. a Texas Limited Liability Company on behalf of said Limited Liability Company on this 29 day of Nov., 2004.




Notary Public, State of Texas

My Commission Expires:

10/23/07

EXHIBIT "A"

Legal Description of Property

Phase Two

Lots 1 through 66 of The Hills of Bear Creek, Phase Two, an Addition to Parker County, Texas according to the plat recorded in Plat Cabinet B, Slide 269, Plat Records, Parker County, Texas.

Phase Three

Lots 1 through 66 of The Hills of Bear Creek, Phase Three, an Addition to Parker County, Texas according to the plat recorded in Plat Cabinet B, Slide 269, Plat Records, Parker County, Texas.

AFTER RECORDING, RETURN TO:

Andrew L. Wambsganss, SBN 30831250
Brown Pruitt Peterson & Wambsganss, P.C.
201 Main Street, Suite 801
Fort Worth, Texas 76102

**ATTORNEY FOR JERRY W. CAMPBELL,
MANAGER OF DECLARANT
CHOCTAW PROPERTIES, L.L.C.**