

**AMENDMENT TO SUPPLEMENTAL DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR SIENNA STEEP BANK VILLAGE, SECTION ELEVEN B (11-B) PHASE ONE
CARRIAGE PARK NEIGHBORHOOD**

This Amendment to Supplemental Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made as of the date hereinafter stated by SIENNA/JOHNSON DEVELOPMENT, L.P., a Texas limited partnership ("Declarant"), BRUSHY LAKE, L.P., a Texas limited partnership ("Brushy Lake"), and the SIENNA PLANTATION RESIDENTIAL ASSOCIATION, INC., a Texas non-profit corporation ("HOA").

WITNESSETH:

WHEREAS, Sienna/Johnson Development GP, L.L.C., a Texas limited liability company formerly named AFG Johnson Development, L.L.C. executed that certain Declaration of Covenants, Conditions and Restrictions for Sienna Plantation (Sienna Plantation Residential Association, Inc.) dated June 2, 1997 (as amended in accordance with the provisions thereof, the "Declaration") which is filed under Clerk's File No. 9734406 and recorded in the Official Records of Real Property of Fort Bend County, Texas (the "Official Records"), and which imposed covenants, conditions and restrictions on certain property described therein; and

WHEREAS, in accordance with the provisions of Section 1 of Article VIII of the Declaration, by that certain Corrected Declaration of Annexation instrument filed under Clerk's File No. 2003031465 and recorded in the Official Records, Declarant and Brushy Lake subjected the tract of land which has been subdivided and platted as Sienna Steep Bank Village, Section Eleven B (11-B) Phase One according to the plat thereof recorded under Slide Nos. 2378/B and 2379/A of the Plat Records of Fort Bend County, Texas (hereinafter referred to as the "Steep Bank 11-B Phase One Property") to the provisions of the Declaration and annexed such property into the jurisdiction of the HOA; and

WHEREAS, as contemplated by the Declaration and in accordance with the provisions thereof, Declarant and Brushy Lake subjected the Steep Bank 11-B Phase One Property to the provisions of that certain Supplemental Declaration of Covenants, Conditions and Restrictions for Sienna Steep Bank Village, Section Eleven B (11-B) Phase One dated April 1, 2003 and filed under Clerk's File No. 2003043340 and recorded in the Official records (the "Supplemental Declaration"); and

WHEREAS, Section 2 of Article V of the Declaration provides that it may be amended by an instrument executed by the owner(s) of a majority of the lots subject to the Supplemental Declaration and the HOA; and

WHEREAS, Declarant, Brushy Lake and the HOA own a majority of the lots subject to the Supplemental Declaration and desire to amend the Supplemental Declaration in certain respects.

NOW, THEREFORE, Declarant and Brushy Lake hereby declare as follows:

1. Section 7 of Article IV of the Supplemental Declaration is amended and restated in its entirety to read as follows:

"7. Location of Improvements – Setbacks. No Single Family Residence, garage or improvement on any Lot in the Steep Bank 11-B Phase One Property other than fencing and/or landscaping approved by the Residential Review Committee shall be located nearer to the front building line than that shown on the plat of such property. No Single Family Residence, garage or improvement other than approved fencing and/or landscaping on any Lot in the Steep Bank 11-B Phase One Property shall be located nearer to the rear property line than ten (10) feet. No Single Family Residence, garage or improvement other than approved fencing and/or landscaping on any Lot in the Steep Bank 11-B Phase One Property shall be located nearer to a side property line than three (3) feet, except a corner Lot in which case no Single Family Residence, garage or improvement other than approved fencing and/or landscaping shall be located nearer to the side property line adjacent to the side street than that shown on the plat. Notwithstanding the foregoing, the Residential Review Committee may grant variances from these setbacks, in the manner provided in the Declaration, when, in its sole discretion, a variance is deemed necessary or appropriate."

2. Except as expressly amended hereby, the Supplemental Declaration is not affected hereby and the same is ratified as being in full force and effect.

IN WITNESS WHEREOF this Amendment is executed the 30th day of May, 2003.

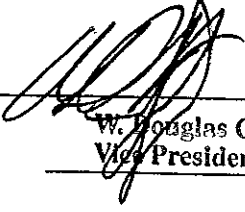
Declarant:

SIENNA/JOHNSON DEVELOPMENT, L.P.,
a Texas limited partnership

By: Sienna/Johnson Development GP, L.L.C.,
a Texas limited liability company,
general partner

By: _____

Its: _____


W. Douglas Goff
Vice President


Brushy Lake:

BRUSHY LAKE, L.P.,
a Texas limited partnership

By: Brushy Lake GP, L.L.C.,
a Texas limited liability company,
general partner

By: _____

Its: _____



W. Douglas Goff
Vice President

HOA:

SIENNA PLANTATION RESIDENTIAL
ASSOCIATION, INC.,
a Texas non-profit corporation

By: _____

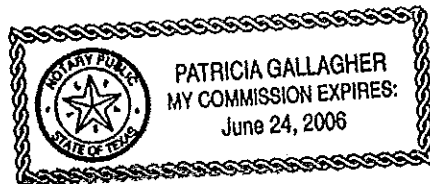
Its: _____


W. DOUGLAS GOFF, PRESIDENT

THE STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

This instrument was acknowledged before me on May 30th, 2003 by
W. DOUGLAS GOFF, VICE PRESIDENT of Sienna/Johnson
Development, L.L.C., a Texas limited liability company which is the sole general partner of
SIENNA/JOHNSON DEVELOPMENT, L.P., a Texas limited partnership, on behalf of said
limited partnership.

[Seal]

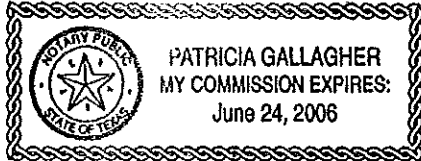



Notary Public--State of Texas

THE STATE OF TEXAS §
§
COUNTY OF FORT BEND §

This instrument was acknowledged before me on May 30th, 2003 by W. DOUGLAS GOFF, VICE PRESIDENT of Brushy Lake GP, L.L.C., a Texas limited liability company which is the sole general partner of BRUSHY LAKE, L.P., a Texas limited partnership, on behalf of said limited partnership.

[Seal]

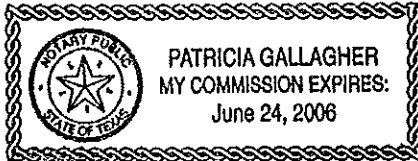


Patricia Gallagher
Notary Public--State of Texas

THE STATE OF TEXAS §
§
COUNTY OF FORT BEND §

This instrument was acknowledged before me on May 30th, 2003 by W. DOUGLAS GOFF, PRESIDENT of SIENNA PLANTATION RESIDENTIAL ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.

[Seal]



Patricia Gallagher
Notary Public--State of Texas

After recording return to:

Patti Gallagher
Sienna Plantation
3777 Sienna Parkway
Missouri City, TX 77459

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dianne Wilson

2003 MAY 30 11:40 AM 2003071618
DA \$13.00
DIANNE WILSON, COUNTY CLERK
FORT BEND COUNTY, TEXAS