



**AFTER RECORDING RETURN TO:**

**Robert D. Burton  
Armbrust & Brown, L.L.P.  
100 Congress Ave., Suite 1300  
Austin, Texas 78701**

**FIRST AMENDMENT TO  
DECLARATION OF RESTRICTIVE COVENANTS  
MUELLER COMMUNITY FEE**

*Travis County, Texas*

**Master Declarant:      CATELLUS AUSTIN, LLC, a Delaware limited  
liability company**

Cross reference to that certain Mueller Master Community Covenant, recorded as Document No. 2004238007, in the Official Public Records of Travis County, Texas, as amended, and that certain Declaration of Restrictive Covenants – Mueller Community Fee, recorded as Document No. 2006050355, in the Official Public Records of Travis County, Texas

**FIRST AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS  
[MUELLER – COMMUNITY FEE]**

This First Amendment to Declaration of Restrictive Covenants [Mueller – Community Fee] (the “**Amendment**”) is made by CATELLUS AUSTIN, LLC, a Delaware limited liability company (“**Master Declarant**”), and is as follows:

**RECITALS**

A. Master Declarant previously executed and recorded that certain Declaration of Restrictive Covenants – Mueller Community Fee, recorded as Document No. 2006050355, in the Official Public Records of Travis County, Texas (the “**Community Fee Covenant**”).

B. Pursuant to *Section 3(b)* of the Community Fee Covenant, the Community Fee Covenant may be amended by (i) majority vote of the Board, and (ii) written consent of the Master Declarant. The Master Declarant hereby consents to this Amendment by its execution of this instrument in the space provided below.

**NOW, THEREFORE**, a majority of the Directors of the Mueller Master Community, Inc. Board of Directors hereby amend and modify the Community Fee Covenant as follows:

1. **Revision to Exclusions from the Community Fee.** *Section 1(a)(x)(c)* is hereby deleted in its entirety and the following is substituted in its place:

c. **Transfer to Master Declarant.** Any Transfer to the Master Declarant or its successor, assignee, or affiliate;

2. **Revision to Exclusions from the Community Fee.** *Section 1(a)(x)(d)* is hereby deleted in its entirety and the following is substituted in its place:

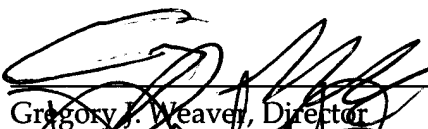
d. **Transfer from Master Declarant.** Unless waived in writing by Master Declarant, any Transfer from or by Master Declarant or its successor, assignee, or affiliate, except that a Transfer from Master Declarant, its successor, assignee, or affiliate of Property acquired from the City of Austin for Fair Market Value will be subject to a Community Fee. “Fair Market Value” means that the Master Declarant has paid to the City of Austin a cash purchase price that a willing third-party buyer would pay to a willing third-party seller at the time of the sale, neither being under a compulsion to buy or sell, and both being fully aware of relevant facts.

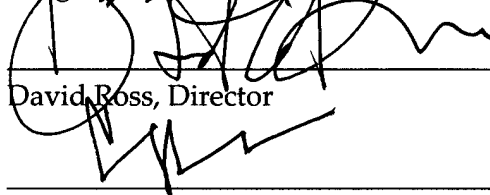
3. **Effect of Amendment.** Any capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Community Fee Covenant. Unless expressly amended by this Amendment, all other terms and provisions of the Community Fee Covenant remain in full force and effect as written.

EXECUTED to be effective the 16<sup>th</sup> day of June, 2006.

***SIGNATURES APPEAR ON FOLLOWING PAGE***

The following signatures represent a majority of the Directors of the Mueller Master Community, Inc. Board of Directors:

  
\_\_\_\_\_  
Gregory J. Weaver, Director

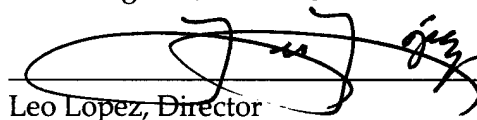
  
\_\_\_\_\_  
David Ross, Director

\_\_\_\_\_  
Carl Paulson, Director

  
\_\_\_\_\_  
Fei Dai, Director

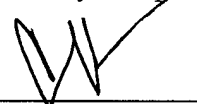
  
\_\_\_\_\_  
Lori Flores, Director

  
\_\_\_\_\_  
Bill Broughton, Director

  
\_\_\_\_\_  
Leo Lopez, Director

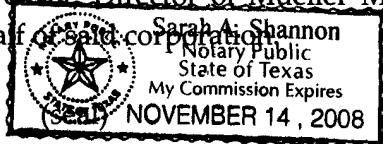
**CONSENT PROVIDED PURSUANT TO  
SECTION 3(b) OF THE COMMUNITY FEE  
COVENANT:**

**CATELLUS AUSTIN, LLC, a Delaware  
limited liability company**

By:   
Printed Name: Carl Paulson  
Title: Secretary

THE STATE OF TEXAS     §  
COUNTY OF TRAVIS     §

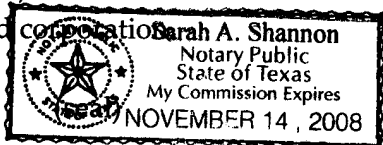
This instrument was acknowledged before me on this 15<sup>th</sup> day of June, 2006 by Gregory J. Weaver, Director of Mueller Master Community, Inc., a Texas non-profit corporation, on behalf of said corporation.



Sarah A. Shannon  
Notary Public Signature

THE STATE OF TEXAS     §  
COUNTY OF TRAVIS     §

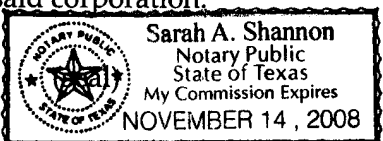
This instrument was acknowledged before me on this 15<sup>th</sup> day of June, 2006 by David Ross, Director of Mueller Master Community, Inc., a Texas non-profit corporation, on behalf of said corporation.



Sarah A. Shannon  
Notary Public Signature

THE STATE OF TEXAS     §  
COUNTY OF TRAVIS     §

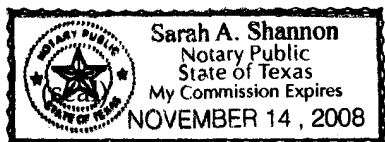
This instrument was acknowledged before me on this 15<sup>th</sup> day of June, 2006 by Carl Paulson, Director of Mueller Master Community, Inc., a Texas non-profit corporation, on behalf of said corporation.



Sarah A. Shannon  
Notary Public Signature

THE STATE OF TEXAS     §  
COUNTY OF TRAVIS     §

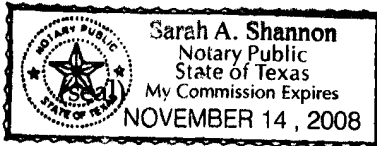
This instrument was acknowledged before me on this 15<sup>th</sup> day of June, 2006 by Fei Dai, Director of Mueller Master Community, Inc., a Texas non-profit corporation, on behalf of said corporation.



Sarah A. Shannon  
Notary Public Signature

THE STATE OF TEXAS §  
COUNTY OF TRAVIS §

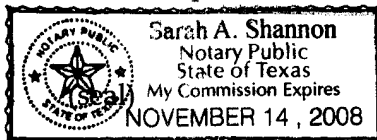
This instrument was acknowledged before me on this 15<sup>th</sup> day of June, 2006 by Lori Flores, Director of Mueller Master Community, Inc., a Texas non-profit corporation, on behalf of said corporation.



Sarah A. Shannon  
Notary Public Signature

THE STATE OF TEXAS §  
COUNTY OF TRAVIS §

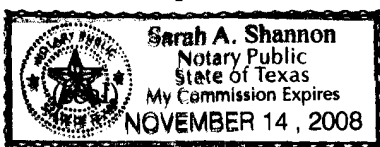
This instrument was acknowledged before me on this 15<sup>th</sup> day of June, 2006 by Bill Broughton, Director of Mueller Master Community, Inc., a Texas non-profit corporation, on behalf of said corporation.



Sarah A. Shannon  
Notary Public Signature

THE STATE OF TEXAS §  
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this 15<sup>th</sup> day of June, 2006 by Leo Lopez, Director of Mueller Master Community, Inc., a Texas non-profit corporation, on behalf of said corporation.



Sarah A. Shannon  
Notary Public Signature

THE STATE OF TEXAS §  
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this 16 day of June, 2006 by Carl Paulson of Catellus Austin, LLC, a Delaware limited liability company, on behalf of said limited liability company.



Lori Ann Flores  
Notary Public Signature

**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

*Dana DeBeauvoir*

2006 Jun 22 03:11 PM 2006117412

CLARKMM \$40.00

DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS