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**THIRD SUPPLEMENTARY DECLARATION
OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR RUBY RANCH SUBDIVISION**

PREAMBLE

This Third Supplementary Declaration of Covenants, Conditions, and Restrictions is made on the 27th day of October, 1998, by TWC Enterprises, Inc., a corporation duly formed and existing in the State of Texas, acting by and through the officer whose signature appears below (who has been duly authorized to execute this instrument on behalf of the corporation), (such corporation being referred to herein as the "Declarant").

RECITALS

1. Declarant is the owner of all that certain real property located in Hays County, Texas, described and shown on Exhibit "A" attached hereto and incorporated herein for all purposes.

2. The Declarant has devised general plans for all of the property described and shown on: (a) the subdivision plat for Ruby Ranch, Phase One, a subdivision in Hays County, Texas, as recorded in Volume 6, Pages 398 of the Plat Records of Hays County, Texas, reference being here made to such subdivision for all relevant purposes herein, and said subdivision being sometimes referred to herein as "Ruby Ranch, Phase One"; (b) the subdivision plat for Ruby Ranch, Phase Two, a subdivision in Hays County, Texas, as recorded in Volume 7, Page 22 of the Plat Records of Hays County, Texas, reference being here made to such subdivision for all relevant purposes herein, and said subdivision being sometimes referred to herein as "Ruby Ranch, Phase Two"; and, (c) the subdivision plat for Ruby Ranch, Phase Three, a subdivision in Hays County, Texas, as recorded in Volume 7, Page 331 of the Plat Records of Hays County, Texas, reference being here made to such subdivision for all relevant purposes herein, and said subdivision being sometimes referred to herein as Ruby Ranch, Phase Three". Such general plans provide a common scheme of development designed to protect and safeguard the property shown on the above-referenced subdivision plats over a long period; such plans being filed for record in Volume 1181, Page 57 of the Official Public Records of Hays County, Texas (entitled "Declaration Of Covenants, Conditions, And Restrictions For Ruby Ranch Subdivision"), filed for record in Volume 1214, Page 247 of the Official Public Records of Hays County, Texas (entitled "Supplementary Declaration of Covenants, Conditions, and Restrictions for Ruby Ranch Subdivision"), and Volume 1344, Page 410 of the Official Public Records of Hays County, Texas (entitled "Second Supplementary Declaration of Covenants, Conditions, and Restrictions for Ruby Ranch Subdivision"), and such general plans being herein referenced for all relevant purposes herein. Declarant now desires, pursuant to the terms of such general plans and subject to certain modifications set forth herein, to add the property described and shown on Exhibit "A" attached hereto to such general plans filed for record in Volume 1181, Page 57, Official Public Records, Hays County, Texas (sometimes referred to herein as the "General

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Plan”), so that the common scheme of development provided for in such General Plan is extended to the property described and shown on Exhibit "A" attached hereto. The property described and shown on Exhibit "A" attached hereto is contiguous to the property shown on the subdivision plats for Ruby Ranch, Phases One, Two and Three; and the plat referenced on Exhibit "A", and incorporated herein by reference, contains a geographical description of such property.

3. The General Plan, referred to above in Volume 1181, Page 57, Official Public Records, Hays County, Texas (and as modified herein), will benefit the property described and shown on Exhibit "A" attached hereto, the parcels and lots that constitute such property, the Declarant, and each successive owner of an interest in such property.

4. The purpose of the General Plan, referred to above in Volume 1181, Page 57, Official Public Records, Hays County, Texas, in addition to those stated above, is to enhance and protect the value, attractiveness, and desirability of the property subject to such general plan and to prevent nuisances and to maintain the desired character of the property subject to such plan; and it is the desire of the Declarant to extend such benefits to the property shown and described on Exhibit "A" attached hereto.

5. Therefore, in accordance with both the doctrines of restrictive covenant and implied equitable servitude, the Declarant desires to restrict the property shown and described on Exhibit "A" attached hereto according to such General Plan, referred to above in Volume 1181, Page 57, Official Public Records, Hays County, Texas (and as modified herein) and in furtherance of such general development plan.

NOW THEREFORE, it is declared that all of the property shown and described on Exhibit "A" attached hereto shall be held, sold, and conveyed subject to the easements, restrictions, covenants, and conditions contained and referred to in the General Plan of development (subject to the modifications set forth below) recorded in Volume 1181, Page 57, Official Public Records, Hays County, Texas (as supplemented by those recorded in Volume 1214, Page 247, Official Public Records, Hays County, Texas, and those recorded in Volume 1344, Page 410, Official Public Records, Hays County, Texas); and such General Plan (as modified herein) shall run with the property shown and described on Exhibit "A" attached hereto.

ARTICLE I**Definitions**

The Declaration Of Covenants, Conditions, and Restrictions For Ruby Ranch Subdivision, recorded in Volume 1181, Page 57, Official Public Records of Hays County, Texas (the “General Plan”) (as supplemented by those recorded in Volume 1214, Page 247, Official Public Records, Hays County, Texas, and those recorded in Volume 1344, Page 410, Official Public Records, Hays County, Texas) (herein referred to as the "Declarations"), shall be modified and supplemented as follows:

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1. The term "Property" as defined in such General Plan is hereby modified and supplemented to include and be extended to the property shown and described on Exhibit "A" attached hereto.

2. The term "Subdivision" as defined in such General Plan is hereby modified and supplemented to include and be extended to the subdivided property shown and described on Exhibit "A" attached hereto.

3. The term "Lot" as defined in such General Plan is hereby modified and supplemented to include and be extended to any of the plots of land, except the "common area", shown and described on the plans and subdivision maps recorded in Volume 8, Page 235-240 Plat Records of Hays County, Texas (being designated on such map and being sometimes referred to herein as "Ruby Ranch, Phase IV"), and in Volume 8, Page 241-245 Plat Records of Hays County, Texas (being designated on such map and being sometimes referred to herein as "Ruby Ranch, Phase V"); on which there is or will be built a single family dwelling.

4. The term "Owner" as defined in such General Plan is hereby modified and supplemented to include and be extended to the record owner or owners of the fee simple title to any Lot or portion of a Lot in the property shown and described on Exhibit "A" attached hereto (as subdivided by the subdivision maps referred to in Item #3 above as Ruby Ranch, Phase IV and Ruby Ranch, Phase V) on which there is or will be built a detached single family dwelling.

5. The term "Common Area" as defined in such General Plan is hereby modified and supplemented to include and be extended to the roads/streets shown and described within the boundaries of the subdivision shown and described on the plats recorded in Volume 8, Page 235-240, Plat Records of Hays County, Texas (Ruby Ranch, Phase IV), and in Volume 8, Page 241-245, Plat Records, Hays County, Texas (Ruby Ranch, Phase V). In addition, the term "Common Area" is hereby modified and supplemented to include and be extended to the gate and gated area beginning at the point at which Clark Cove enters the property shown and described on the subdivision map for Ruby Ranch, Phase IV, from Ruby Ranch, Phase III. Notwithstanding anything to the contrary, the roads/streets identified as "Clark Cove" and "Creeside Drive" and shown on the subdivision maps for Ruby Ranch, Phase IV and Ruby Ranch, Phase V, will have limited access as provided for in this document.

ARTICLE II

Property Subject to Third Supplementary Declaration

Property Subject to Third Supplementary Declaration. The real property covered by this Third Supplementary Declaration is described in Exhibit "A" attached hereto and incorporated by reference (said property comprising Ruby Ranch, Phase IV and Ruby Ranch, Phase V). All of the properties and any right, title or interest therein shall be owned, held, leased, sold and/or conveyed by Declarant, and any subsequent owner of all or any part thereof, subject to this Third Supplementary Declaration [and the Declarations recorded in Volume 1181, Page 57, Official Public Records, Hays

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County, Texas, referred to herein and which have been incorporated herein by reference (except as modified herein)].

ARTICLE III Covenants Running With the Land

Covenants Running With the Land. The easements, restrictions, covenants, and conditions contained in the Declarations, as supplemented and modified by this Third Supplementary Declaration, are for the purpose of protecting the value and desirability of the real property described herein (in addition to the real property described in such Declarations). Consequently, they shall run with the real property described herein and shall be binding on all parties having any right, title, or interest in such property (in whole or in part), and their heirs, successors, and assigns. Such easements, covenants, conditions, and restrictions shall be for the benefit of the real property described herein, each Lot, and each Lot Owner.

ARTICLE IV Modifications

Modifications of Declarations applicable to Property. The following modifications of the Declarations shall be applicable to, and only applicable to, the real property described in Exhibit "A" attached hereto:

1. The following provisions shall be added as Provision 4.15 to Article IV of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas:

"With the exception of Lots 1, 2 and 3 of Block A in Ruby Ranch, Phase IV (sometimes referred to herein as the "excepted lots"), in addition to the annual assessments authorized in this Article IV, Declarant covenants for each Lot within Ruby Ranch, Phase IV and Ruby Ranch Phase V, and each owner of a lot in such Phases (except for the owners of the excepted lots defined above) is deemed to covenant by acceptance of his or her deed for such lot, whether or not it is so expressed in the deed, to pay an additional assessment for the construction, improvement, repair and maintenance of the common area comprised of the gate and the gate area shown on the subdivision plat filed for Ruby Ranch, Phase IV, or as may be constructed at the point at which the road/street shown on such plat as "Clark Cove" enters Ruby Ranch, Phase IV, from Ruby Ranch, Phase III (said additional assessment being sometimes referred to herein as the "gate assessment"). Such additional gate assessment shall also be used for obtaining hazard, liability or such other types of insurance as the Board of Directors of the Association shall deem necessary for such gate and gate area. The additional gate assessment, together with interest, costs, and reasonable attorney fees, will be a charge on the land and a continuing lien on each lot against which this additional assessment is made. Each such additional gate assessment, together with interest, costs, and reasonable attorney fees, will also be the personal obligation of the person or persons who own the lot at the time the additional assessment falls due, but such personal obligation will not pass to the successors in title

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of such person or persons unless expressly assumed by them. The initial additional gate assessment as provided for herein shall be \$120.00 per year and such additional gate assessment shall be collected and administered in the same manner and subject to the same provisions as those contained in Provisions 4.03, 4.05, 4.06, 4.07, and 4.08 of this Article IV (as modified herein). Notwithstanding anything contained herein to the contrary: (a) Declarant shall have no obligation or duty to pay such additional assessment provided for herein as a result of its initial ownership of any Lot or Lots in Ruby Ranch, Phase IV or Ruby Ranch, Phase V; (b) The gate assessment lien provided for in this declaration will be subordinate to the lien of any first deed of trust; (c) a sale or transfer of any lot will not affect the gate assessment lien, provided however, the sale or transfer of any lot pursuant to foreclosure of a deed of trust, whether judicial or by exercise of power of sale, will extinguish the gate assessment lien as to payments which become due prior to such sale or transfer; and, (d) no sale or transfer will relieve such lot from liability for any gate assessment thereafter becoming due or from the lien of such gate assessment. All gate assessments paid shall be placed in a separate bank account by the Association to be used only for the purposes set forth above in this Provision 4.15."

2. The following provisions shall be added as Provision 5.04 to Article V of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas:

"Notwithstanding anything contained herein to the contrary, the "Common Area" comprised of the road/street shown as Creekside Drive on the subdivision plat recorded in Volume 8, Page 241-245, Plat Records, Hays County, Texas (Ruby Ranch, Phase V), and the road/street shown as Clark Cove on the subdivision plat recorded in Volume 8, Page 235-240, Plat Records, Hays County, Texas (Ruby Ranch, Phase IV), and any gate and/or gate area shown on such plat or as may be constructed at the point at which Clark Cove enters Ruby Ranch, Phase IV (as shown on the such subdivision plat for Ruby Ranch, Phase IV), shall have access limited to and for the benefit of the owners (and their agents and guests) of the lots shown on such subdivision plats for Ruby Ranch, Phase IV and Ruby Ranch, Phase V; provided however: (a) the owners of Lots 1, 2 and 3, Block A, Ruby Ranch, Phase IV, shall have no right of access over, across or through the road/street designated and shown as "Clark Cove" on the subdivision plat for Ruby Ranch, Phase IV, the road/street designated and shown as "Creekside Drive" on the subdivision plat for Ruby Ranch, Phase V, or the gate and/or gated area (described above), except as agents or guests of the other lot owners in Ruby Ranch Phase IV or Ruby Ranch, Phase V, and (b) the owners of Lots in Ruby Ranch, Phases I, II and III shall have no right of access over, across or through the road/street designated and shown as "Clark Cove" on the subdivision plat for Ruby Ranch, Phase IV, the road/street designated and shown as "Creekside Drive" on the subdivision plat for Ruby Ranch, Phase V, or the gate and/or gated area (described above), except as agents or guests of the lot owners in Ruby Ranch Phase IV (other than the owners of Lots 1, 2 and 3, Block A, Ruby Ranch, Phase IV) or Ruby Ranch, Phase V. The Board of Directors of Ruby Ranch Homeowner's Association may establish rules and regulations for use of the gated access to and from Clark Cove and such rules and regulations shall be binding on the affected owners of lots within Ruby Ranch Phase IV and Ruby Ranch, Phase V (and their agents, guests, successors and assigns). Notwithstanding anything

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contained herein to the contrary, Declarant reserves and retains a right of ingress and egress for Declarant and Declarant's successors and assigns over, across and through the herein mentioned gate and/or gated area within Ruby Ranch Phase IV and Ruby Ranch, Phase V and all roads/streets constructed in such Phases and/or as shown on the subdivision plats for Ruby Ranch, Phase IV and Ruby Ranch, Phase V. In addition, the owners of any lots within any property that adjoins Ruby Ranch, Phase IV or Ruby Ranch, Phase V, and which may be added to the Declarations for Ruby Ranch subdivision and the Ruby Ranch Homeowner's Association and that utilize Clark Cove (as shown on the subdivision plat for Ruby Ranch, Phase IV) and/or Creekside Drive (as shown on the subdivision plat for Ruby Ranch, Phase V) to access F.M. 967 via the other roads in Ruby Ranch subdivision, shall be entitled to a right of ingress and egress over, across and through the road/street designated and shown as "Clark Cove" on the subdivision plat for Ruby Ranch, Phase IV, the road/street designated and shown as "Creekside Drive" on the subdivision plat for Ruby Ranch, Phase V, and the gate and/or gated area (described above), subject to the provisions provided for herein. Notwithstanding Provisions 5.01(a) and 5.01(b) of this Article V, neither Declarant (or its successors or assigns) nor the Association (or its successors or assigns) shall have any right to dedicate or transfer to public use: (a) that portion of the road/street designated and shown as "Clark Cove" on the subdivision plat for Ruby Ranch, Phase IV, or (b) the road/street designated and shown as "Creekside Drive" on the subdivision plat for Ruby Ranch, Phase V." Notwithstanding anything contained in Article IV of these Declarations to the contrary, in the event that all of the roads/streets that are subject to the Declarations (with the exception of that portion of "Clark Cove" shown on the plat for Ruby Ranch, Phase IV, and "Creekside Drive" shown on the plat for Ruby Ranch, Phase V, assuming that they remain private roads/streets) are dedicated to public use, the Association shall set aside a proportionate amount of the funds being then held in the account described in Provision 4.12(b) of the Declarations for the maintenance, repair and replacement of that portion of "Clark Cove" shown on the plat for Ruby Ranch, Phase IV, and "Creekside Drive" shown the plat for Ruby Ranch, Phase V; and in addition, the Association shall adjust the annual assessments in accordance with the dedication of the roads/streets, as described above, and determine that amount of annual assessments (based on that portion of "Clark Cove" shown on the plat for Ruby Ranch, Phase IV, and "Creekside Drive" shown on the plat for Ruby Ranch, Phase V, remaining private roads/streets) that will be necessary and/or appropriate for those owners of lots in Ruby Ranch, Phase IV and Ruby Ranch, Phase V, that utilize "Clark Cove" and/or "Creekside Drive" to access F.M. 967 via the other roads/streets in Ruby Ranch subdivision as shown on the plats for Ruby Ranch, Phases I, II and III."

3. Article VIII, provisions 8.02 and 8.03, of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, are amended to add the following:

"All residences constructed on the lots in Ruby Ranch, Phase IV and Ruby Ranch, Phase V, must have an enclosed side or rear entry garage (which may be attached or detached) providing for the parking and storage of at least two (2) automobiles; and none of such lots in Ruby Ranch, Phase IV and/or Ruby Ranch, Phase V, will be permitted to have carports".

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4. Article VIII, provision 8.03 of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, is amended to add the following:

“Except for Lots 1, 2 and 3, Block A, Ruby Ranch, Phase IV, any residence, excluding guest houses, constructed on a Lot in Ruby Ranch, Phase IV and Ruby Ranch, Phase V, must have a ground floor area of not less than two thousand four hundred (2400) square feet for a single story dwelling and one thousand four hundred (1400) square feet for a two story dwelling; provided, the first and second floors of a two story dwelling shall have not less than two thousand four hundred (2400) square feet. Any residence, excluding guest houses, constructed on Lots 1, 2 or 3, Block A, Ruby Ranch, Phase IV, must have a ground floor area of not less than two thousand (2000) square feet for a single story dwelling and one thousand four hundred (1400) square feet for a two story dwelling; provided, the first and second floors of a two story dwelling shall have not less than two thousand (2000) square feet.”

5. Article VIII, provision 8.04, of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, is amended to add the following:

“The building setback requirement for all lots in Ruby Ranch, Phase IV and Ruby Ranch, Phase V, are as follows: no building or other structure will be built any closer than 40' from the front property line, nor closer than 20' from side or rear property lines”.

6. Article VIII, provision 8.13, of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, is amended to add the following:

“None of the lots in Ruby Ranch, Phase IV or Ruby Ranch, Phase V, shall be permitted to have an individual water supply system unless the centralized water supply system as mentioned hereinbelow ceases to exist and/or is not replaced by another centralized water supply system. The lots in Ruby Ranch, Phase IV and Ruby Ranch, Phase V, shall be serviced by the centralized water system currently located adjacent to Ruby Ranch, Phase III. A water supply corporation has been created under the name “Ruby Ranch Water Supply Corporation” (referred to herein as “RRWSC”). The Declarant and RRWSC have entered into an agreement under which RRWSC will acquire such water system at some point in the future (such agreement being entitled “Agreement For Conveyance and Transfer Of Water System”, dated September 15, 1997, and filed of record in the Official Public Records of Hays County, Texas, and reference being here made to such agreement for all relevant purposes herein); and until the consummation of the transaction contemplated under such agreement, the Declarant, among other things, will operate such water system and will be entitled to collect and retain the fees and charges lawfully permitted to be assessed for such water service. Each and every owner of a lot in Ruby Ranch, Phase IV and Ruby Ranch, Phase V, shall automatically become, and must remain, a member of RRWSC during such owner's period of ownership of such lot; and membership will appurtenant to and may not be separated from ownership of a lot. The membership of a person or entity in RRWSC shall terminate automatically whenever such person or entity ceases to be an owner, except that such termination shall not release or relieve any such person or entity

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from any liability or obligation incurred under or in any way connected with RRWSC during the period of ownership, nor impair any rights or remedies which RRWSC or any other owner has with regard to such former owner. By accepting ownership of a lot in Ruby Ranch, Phase IV and Ruby Ranch, Phase V (which shall be evidenced by the recording of a deed to such lot), each owner shall be deemed to ratify, confirm and accept the Agreement between Declarant and RRWSC as referenced above (and all of the terms, conditions and provisions contained therein) for the period covered by such Agreement."

7. Article VIII, provision 8.15, of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, is amended to add the following:

"Only household pets shall be allowed on any of the lots in Ruby Ranch, Phase IV and Ruby Ranch, Phase V. Provided, however, and notwithstanding the foregoing prohibition, on Lots 1, 2, and 3, Block A, and Lots 17 and 18, Block B, Ruby Ranch, Phase IV, and Lots 6, 7, 8, 9, 10, 11, 12, 13, 14, and 15, Block A, and Lots 5, 6, 7, 8, 9, 10, and 11, Block B, Ruby Ranch, Phase V, animals shall be allowed as provided in Article VIII, provision 8.15 of the Declaration filed at Volume 1181, Page 57, Official Public Records of Hays County, Texas."

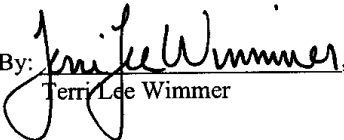
The above modifications will apply to, and only to, the affected lots in Ruby Ranch, Phase IV and Ruby Ranch, Phase V, as set forth above in this Article IV, notwithstanding anything to the contrary contained in those Declarations filed for record at Volume 1181, Page 57, Official Public Records of Hays County, Texas (as supplemented by those certain instruments filed for record at Volume 1214, Page 247, and Volume 1344, Page 410, Official Public Records of Hays County, Texas).

ARTICLE V
Miscellaneous

It is the express intent of the Declarant that this document supplement the Declarations referred to herein. Notwithstanding anything contained herein to the contrary, this instrument is expressly declared to be a supplement of such Declarations and not a replacement of such Declarations.

This Third Supplementary Declaration is executed this the 27th day of October, 1998.

TWC Enterprises, Inc., a Texas corporation

By:  Vice-President
Terri Lee Wimmer

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Acknowledgment **1470 149**

State of Texas
County of Hays

This instrument was acknowledged before me on the 21th day of October, 1998, by Terri Lee Wimmer, Vice-President of TWC Enterprises, Inc., a Texas corporation, on behalf of such corporation.



Diana Endsley
Notary Public, State of Texas
Notary's Stamp with Printed Name
and Commission Expiration Date:

AFTER RECORDING, RETURN TO:

TWC Enterprises, Inc.
1900 FM 967
Buda, Texas 78610

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EXHIBIT "A"

(Attached to Third Supplementary Declaration of Covenants, Conditions,
and Restrictions For Ruby Ranch Subdivision dated October 27, 1998)

All of the property and lots shown on and described on that certain map or plat filed of record for Ruby Ranch, Phase IV, in Volume 8, Page ~~235-240~~ of the Plat Records of Hays County, Texas, said map or plat referred to and incorporated herein for all relevant and pertinent purposes; and being the same property as described in Deed from James C. Ruby, Jr., Trustee and Jessie E. Ruby, Trustee, to TWC Enterprises, Inc. filed of record in Volume 1431, Page 627, Official Public Records, Hays County, Texas, said Deed referred to and incorporated herein for all relevant and pertinent purposes.

All of the property and lots shown on and described on that certain map or plat filed of record for Ruby Ranch, Phase V, in Volume 8, Page ~~241-245~~ of the Plat Records of Hays County, Texas, said map or plat referred to and incorporated herein for all relevant and pertinent purposes; and being the same property as described in Deeds from The Inn Above Onion Creek, Inc. to TWC Enterprises, Inc. filed of record in Volume 1468, Page 881, and Volume 1468, Page 872, Official Public Records, Hays County, Texas, said Deeds referred to and incorporated herein for all relevant and pertinent purposes.

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Margie T. Villalpando

10-29-98 09:16 AM 9823156
KLEEN \$27.00
MARGIE T VILLALPANDO, County Clerk
HAYS COUNTY
