

**AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR
ALLIANCE TOWN CENTER ASSOCIATION**

This Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center Association (the "Amendment") is executed to be effective as of the 30 day of March, 2017 (the "Effective Date"), by AIL Investment, L.P., a Texas limited partnership ("Declarant"), and ATC MF No. 1, LP, a Texas limited partnership, Heritage Riverside, LP, a Texas limited partnership, Prairie Dog FWA, LLC, a Delaware limited liability company, BDR Realty, LLC, a Texas limited liability company, ATC MF No. 2, LP, a Texas limited partnership, ATC Investors, LP, a Delaware limited partnership (d/b/a ATC Retail Owner, LP), and ATC MF No. 4, LP, a Texas limited partnership (each being referred to herein as an "Owner" and collectively as the "Owners").

Declarant executed the Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center Association dated February 20, 2006, and recorded at Document No. D206053514 in the Real Property Records of Tarrant County, Texas (the "Original Declaration"). Declarant also executed that certain Agreement Adding Property to the Jurisdiction of the Declaration of Covenants, Conditions, Restrictions, and Easements for Alliance Town Center Association dated May 15, 2006, which document is recorded at Document No. D206148153 in the Real Property Records of Tarrant County, Texas. The Declaration was amended by that Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center Association dated September 23, 2008, which document is recorded at Document No. D211204169 in the Real Property Records of Tarrant County, Texas. The Declaration was further amended by that Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center Association dated April 30, 2009, which document is recorded at Document No. D209122843 in the Real Property Records of Tarrant County, Texas. The Declaration was further amended by that Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center Association dated August 26, 2011, which document is recorded at Document No. D211207259 in the Real Property Records of Tarrant County, Texas. The Declaration was further amended by that Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center Association dated December 18, 2014, which document is recorded at Document No. D214274533 in the Real Property Records of Tarrant County, Texas. The Declaration was further amended by that Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center Association dated April 29, 2016, which document is recorded at Document No. D216203737 in the Real Property Records of Tarrant County, Texas. The Original Declaration, as previously amended and supplemented, is referred to in this Amendment as the "Declaration".

Declarant and Owner(s) desire to amend the Declaration in accordance with the provisions of Section 10.04 of the Declaration. As of the Effective Date of this Amendment, Declarant and Owner(s), in the aggregate, own more than a majority of the gross acreage contained in the Property (as defined in the Declaration). Further, Declarant and Owner(s) are, as of the Effective Date of this Amendment, Members in Good Standing (as defined in the Declaration). At a duly called meeting of the Class A Members held on March 30, 2017, at

which a Quorum (as defined in the Declaration) was present, Class A Members in Good Standing (as defined in the Declaration), including Declarant, holding, in the aggregate, more than two-thirds of the votes eligible to be cast by all Class A Members in Good Standing present or voting by legitimate proxy at such meeting, approved this Amendment. Therefore, the Declaration is amended by this Amendment. Due to their ownership of a majority of the Property and the above referenced approval of this Amendment by Special Vote of the Class A Members, no person or entity other than Declarant and Owners is required to join in and consent to this Amendment.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Section 4.02 Regular Assessments: The fourth sentence of Section 4.02 of the Declaration is hereby deleted in its entirety and replaced with the following:

“Thereafter, for 2007 and each following year while this Declaration is in force, the Board shall set the amount of the Regular Assessments to be levied for the next calendar year, taking into consideration Common Expenses for the then current year (annualized with respect to 2006 expenses), expected increases in such expenses during the next year, a contingency amount (not exceeding 5% of the anticipated expenditures for such next year) and an optional reserve fund contribution (not exceeding 7% of the anticipated expenditures for such next year); provided, however, no reserve fund contribution amount shall be included in Regular Assessments for any year in which the unused balance of the reserve fund equals or exceeds 35% of the other anticipated expenditures for that year.”

2. All capitalized terms not defined herein are shall have the meanings ascribed to them in the Declaration.

3. The Declaration, as previously amended and supplemented, and as amended by this Amendment, remains in full force and effect.

[Signatures on following pages]

Executed to be effective as of the Effective Date.

Declarant:

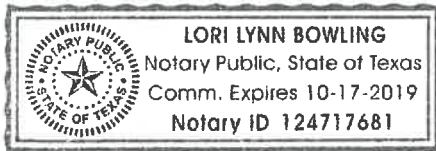
AIL INVESTMENT, L.P.,
a Texas limited partnership,

By: AIL GP, LLC,
a Texas limited liability company,
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin, Sr. Vice Pres. of AIL GP, LLC, a Texas limited liability company, as general partner of AIL Investment, L.P., a Texas limited partnership, on behalf of said limited partnership.



[Signature]
Notary Public, State of Texas

Owner:

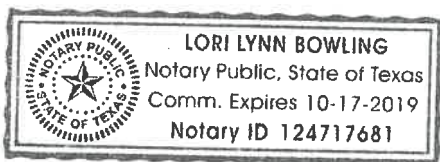
ATC MF NO. 1, LP,
a Texas limited partnership

By: ATC MF No. 1 GP, LLC,
a Texas limited liability company,
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin
Sr. V. P. of ATC MF No. 1 GP, LLC, a Texas limited liability company, on behalf of
said limited liability company, in its capacity as general partner of ATC MF No. 1, LP, a Texas
limited partnership, on behalf of said limited partnership.



[Signature]
Notary Public, State of Texas

Owner:

HERITAGE RIVERSIDE, LP,
a Texas limited partnership

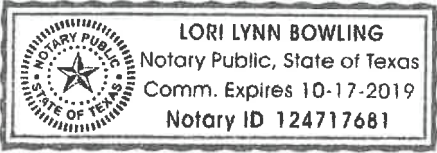
By: Hillwood Alliance Management, L.P.,
a Texas limited partnership,
its general partner

By: Hillwood Alliance GP, LLC,
a Texas limited liability company,
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Service President

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin, Sr. of Hillwood Alliance GP, LLC, a Texas limited liability company, on behalf of said limited liability company, in its capacity as general partner of Hillwood Alliance Management, L.P., a Texas limited partnership, on behalf of said limited partnership, in its capacity as general partner of Heritage Riverside, LP, a Texas limited partnership, on behalf of said limited partnership.



[Signature]
Notary Public, State of Texas

Owner:

PRAIRIE DOG FWA, LLC,
a Delaware limited liability company

By: [Signature]
Name: Jeffrey H. Finkel
Title: Vice President

GEORGIA
THE STATE OF ~~TEXAS~~ §
COUNTY OF FULTON §

This instrument was acknowledged before me on July 25th, 2017, by JEFFREY H. FINKEL, VICE PRESIDENT of Prairie Dog FWA, LLC, a Delaware limited liability company, on behalf of said limited liability company.



[Signature]
Notary Public, State of ~~Texas~~ GEORGIA

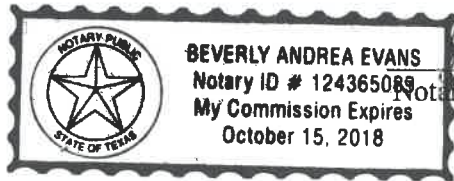
Owner:

BDR REALTY, LLC,
a Texas limited liability company

By: *Rob Viveros*
Name: *Rob Viveros*
Title: *President BDR*

THE STATE OF TEXAS §
 §
COUNTY OF *Dallas* §

This instrument was acknowledged before me on *October 10*, 2017, by *Rob Viveros*, *President* of BDR Realty, LLC, a Texas limited liability company, on behalf of said limited liability company.



Beverly Andrea Evans
Notary Public, State of Texas

Owner:

ATC MF NO. 2, LP,
a Texas limited partnership

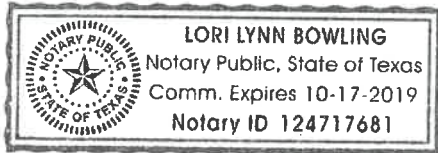
By: ATC MF No. 2 GP, LLC,
a Texas limited liability company,
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017 by L. Russell Laughlin, SLP of ATC MF No. 2 GP, LLC, a Texas limited liability company, on behalf of said limited liability company, in its capacity as general partner of ATC MF No. 2, LP, a Texas limited partnership, on behalf of said limited partnership.


[Signature]
Notary Public, State of Texas



Owner:

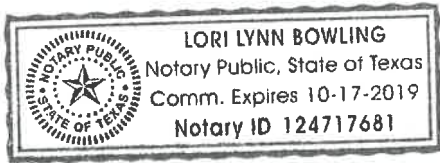
ATC INVESTORS, LP,
a Delaware limited partnership
(d/b/a ATC Retail Owner, LP)

By: ATC Retail GP, LLC,
a Texas limited liability company,
its general partner

By: 
Name: L. Russell Laughlin
Title: Sr. Vice President

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin, Sr. Vice Pres. of ATC Retail GP, LLC, on behalf of said limited liability company, in its capacity as general partner of ATC Investors, LP, a Texas limited partnership, on behalf of said limited partnership.




Notary Public, State of Texas

Owner:

ATC MF NO. 4, LP,
a Texas limited partnership

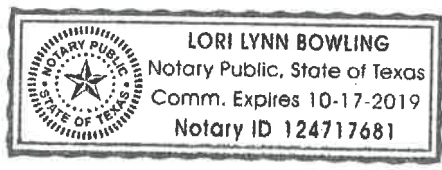
By: ATC MF No. 4 GP, LLC,
a Texas limited liability company,
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
§
COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017 by L. Russell Laughlin, Sr. of ATC MF No. 4 GP, LLC, a Texas limited liability company, on behalf of said limited liability company, in its capacity as general partner of ATC MF No. 4, LP, a Texas limited partnership, on behalf of said limited partnership.

[Signature]
Notary Public, State of Texas



The undersigned Secretary of Alliance Town Center Association (referenced as the Association in the Declaration) certifies that the above and foregoing Amendment has been approved by a Special Vote of the Class A Members (as defined in the Declaration).

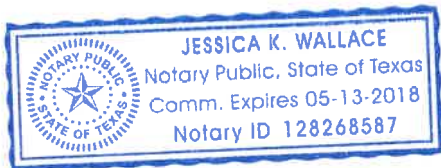
Date: October 16, 2017

Alliance Town Center Association

By: Stephanie Wright
Name: Stephanie Wright
CAK Title: Secretary

THE STATE OF TEXAS §
§
COUNTY OF TARRANT §

This instrument was acknowledged before me on October 16, 2017, by Stephanie Wright, as Secretary of Alliance Town Center Association, a Texas non-profit corporation, on behalf of said non-profit corporation.



Jessica K. Wallace
Notary Public, State of Texas

MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

HILLWOOD PROPERTIES
9800 HILLWOOD PARKWAY - STE 300
FT WORTH, TX 76177

Submitter: JESSICA WALLACE

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 10/19/2017 2:11 PM

Instrument #: D217243751

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PGS

\$56.00

By: _____

Mary Louise Garcia

D217243751

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.