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**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 29 day of April, 2016 (the "Effective Date"), by AIL Investment, L.P., a Texas limited partnership ("Declarant"), Eagle Income Properties, LP, a Texas limited partnership ("EIP"), ATC Investors, LP, a Delaware limited partnership ("ATCI"), ATC MF No. 2, LP, a Texas limited partnership ("ATCMF2"), ATC MF No. 1, LP, a Texas limited partnership ("ATCMF1"), Heritage Riverside, LP, a Texas limited partnership ("HR"), GL ATC No. 2, Ltd., a Texas limited partnership ("GLATC2"), GL ATC No. 1, Ltd., a Texas limited partnership ("GLATC1"), and BDR Realty, LLC, a Texas limited liability company ("BDR"), (EIP, ATCI, ATCMF2, ATCMF1, HR, GLATC2, GLATC1, and BDR 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 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 April 29, 2016, 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 7.02(l) of the Declaration is hereby deleted in its entirety and replaced with the following:

“l. any bar, disco, pub, night club, dance hall, music hall or “social encounter” restaurants serving alcoholic beverages for on-premises consumption and whose primary purpose is the meeting and mingling of its patrons, provided, however:

(i) within that certain portion of the Property described on Exhibit “C” attached hereto (the “Entertainment Zone”), the restrictions set forth in this Subsection 7.02(l) shall not prohibit any bar, pub, dance hall, music hall, “social encounter” restaurant, restaurant or entertainment venue serving alcoholic beverages for on-premises consumption as long as the sale from alcoholic beverages for on-premises consumption does not exceed seventy percent (70%) of the gross sales of such business on an annual basis; and

(ii) within all portions of the Property other than the Entertainment Zone, the restrictions set forth in this Subsection 7.02(l) shall not prohibit a restaurant or entertainment venue from selling alcoholic beverages as long as the sale from alcoholic beverages for on-premises consumption does not exceed forty percent (40%) of the gross sales of such business on an annual basis; and

(iii) the restrictions set forth in this Subsection 7.02(l) shall not prohibit the operation of an amphitheater and the operation of a motion picture theatre.”

2. Section 7.02(o) of the Declaration is hereby deleted in its entirety and replaced with the following:

“o. Sexually oriented businesses (as used herein, “sexually oriented business” means a commercial enterprise the primary business of which is the offering of a service or the selling, renting, or exhibiting of devices or any other items intended to provide sexual stimulation or sexual gratification to the customer)”

3. The Declaration is hereby amended to insert the legal description of the Entertainment Zone attached as **Exhibit "A"** to this Amendment as a new **Exhibit "C"** to the Declaration. Any references in the Declaration to the Entertainment Zone will refer to the land described on the new **Exhibit "C"** to the Declaration.

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

5. 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:

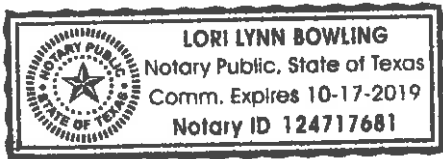
AIL Investment, L.P.,
a Texas limited partnership

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

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

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on August 30, 2016, by L. Russell Laughlin, Sr. Vice President 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.




Lori Lynn Bowling
Notary Public, State of Texas

Owner:

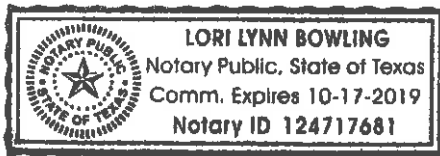
Eagle Income Properties, LP,
a Texas limited partnership

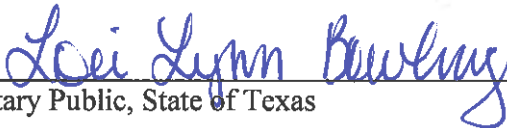
By: Hillwood Alliance GP, LLC,
a Texas limited liability company,
its general partner

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

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on August 30, 2016, by L. Russell Laughlin Sr. Vice President of Hillwood Alliance GP, LLC, a Texas limited liability company, as general partner of Eagle Income Properties, LP, a Texas limited partnership, on behalf of said limited partnership.




Notary Public, State of Texas

Owner:

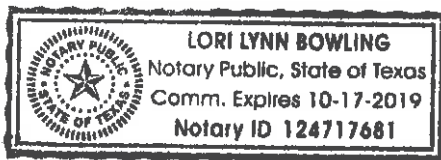
ATC MF No. 2, LP,
a Texas limited partnership

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

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

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on August 30, 2016, by L. Russell Caughlin, Sr. Vice President of ATC MF No. 2 GP, LLC, a Texas limited liability company, 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:

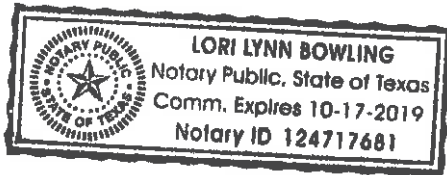
ATC MF No. 1, LP,
a Texas limited partnership

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

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

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on August 30, 2016, by L. Russell Laughlin, Sr. Vice President of ATC MF No. 1 GP, LLC, a Texas limited liability company, as general partner of ATC MF No. 1, LP, a Texas limited partnership, on behalf of said limited partnership.




Lori Lynn Bowling
Notary Public, State of Texas

Owner:

Heritage Riverside, LP,
a Texas limited partnership

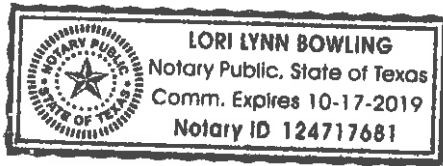
By: Hillwood Alliance Management, L.P.,
a Texas limited partnership
its general partner

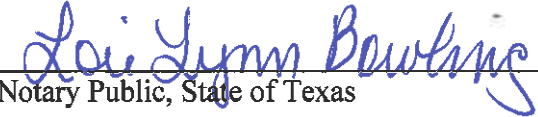
By: Hillwood Alliance GP, LLC,
a Texas limited liability company,
its general partner

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

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on August 30, 2016, by L. Russell Laughlin, SVP 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.




Notary Public, State of Texas

Owner:

GL ATC No. 2, Ltd.,
a Texas limited partnership

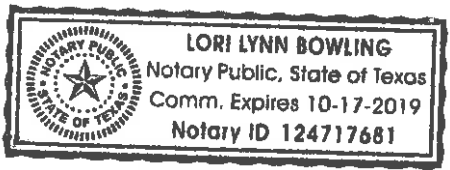
By: Hillwood Alliance Management, L.P.,
a Texas limited partnership,
its general partner

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

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

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on August 30, 2016 by L. Russell Laughlin, SVP 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 GL ATC No. 2, Ltd., a Texas limited partnership, on behalf of said limited partnership.



Lori Lynn Bowling
Notary Public, State of Texas

Owner:

GL ATC No. 1, Ltd.,
a Texas limited partnership

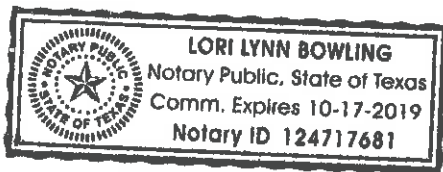
By: Hillwood Alliance Management, L.P.,
a Texas limited partnership,
its general partner

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

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

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on August 30, 2016 by L. Russell Laughlin, SVP 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 GL ATC No. 1, Ltd., a Texas limited partnership, on behalf of said limited partnership.



[Signature]
Notary Public, State of Texas

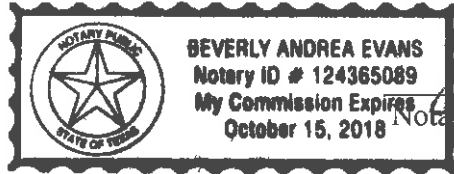
Owner:

BDR Realty, LLC,
a Texas limited liability company

By: Todd Blankenship
Name: Todd Blankenship
Title: Controller

THE STATE OF TEXAS §
 §
COUNTY OF Dallas §

This instrument was acknowledged before me on August 3rd, 2016 by Todd Blankenship Controller of BDR Realty, LLC, a Texas limited liability company, on behalf of such limited liability company.



Beverly Andrea Evans
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).

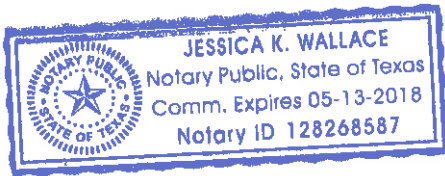
Date: August 30, 2016

Alliance Town Center Association

By: L. Bowling
Name: Lori Bowling
Title: Secretary

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on August 30, 2016, by Lori Bowling, 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

Exhibit "A" to Amendment

Exhibit "C" to Declaration

Description of Entertainment Zone

- [To be inserted]

**Description of
17.920 Acres of Land**

TRACT 1 of 1

BEING a tract of land situated in the William McCowen Survey, Abstract Number. 999, Tarrant County, Texas and being a portion of that tract of land described by deed to Eagle Income Properties, L.P. recorded in Instrument Number D209265997, and portions of Lot 3A-R2-2, Block A, and Lot 5A-R2-3, Block A, Alliance Town Center, an addition to the City of Fort Worth, recorded in Instrument Number D20150724, said County Records, Tarrant County, Texas and being more particularly described by metes and bounds as follows:

BEGINNING at the northwest corner of an Access Easement, recorded in Instrument Number D213031208, being in the east line of said Lot 5A-R2-3, from which the most easterly southeast corner of Lot 5A-R2-3, bears N 89°43'11"E, 56.59 feet, being in the west line of Lot 6AR1, Block A, Alliance Town Center, an addition to the City of Fort Worth, recorded in Instrument Number D210298365, said County Records;

THENCE S 00°22'38"E, 48.90 feet, with the west line of said Access Easement, to the beginning of a curve to the right;

THENCE with said curve to the right, at 44.12 feet, the northwest corner of Feather Grass Lane, (a 72 foot right-of-way), Alliance Town Center, an addition to the City of Fort Worth, recorded in Instrument Number D213285615, said County Records, continuing with the west right-of-way line of Feather Grass Lane, a total arc distance of 49.77 feet, through a central angle of 25°00'43", having a radius of 114.00 feet, the long chord which bears S 12°07'44"W, 49.37 feet;

THENCE with said west right-of-way line the following bearings and distances:

S 24°38'05"W, 183.34 feet, to the beginning of a curve to the left;

with said curve to the left, an arc distance of 216.69 feet, through a central angle of 25°01'53", having a radius of 496.00 feet, the long chord which bears S 12°07'08"W, 214.97 feet;

S 00°21'41"E, 76.31 feet,

S 44°39'13"W, 14.14 feet;

S 89°39'14"W, 6.99 feet;

S 00°20'34"E, 72.00 feet;

N 89°39'14"E, 7.00 feet;

S 45°20'48"E, 14.17 feet;

THENCE S 00°13'09"E, continuing with said west right-of-way line at 6.96 feet, the northwest corner of Feather Grass Lane (a 72 foot right-of-way), Alliance Town Center North, an addition to the City of Fort Worth, recorded in Instrument Number D214105737, said County Records, in all 176.28 feet;

THENCE S 89°30'48"W, 76.16 feet, departing said west right-of-way line;

THENCE S 00°13'38"E, 292.36 feet;

THENCE S 89°33'36"W, 213.16 feet;

THENCE S 00°04'33"W, 62.95 feet;

THENCE S 89°45'12"W, 316.40 feet;

THENCE N 00°22'38"W, 265.05 feet, to the west line of said Lot 3A-R2-2, Block A, being the east line of Lot 5A-R2-3;

THENCE with the common line of said Lot 3A-R2-2 and said Lot 5A-R2-3, the following bearings and distances:

S 89°37'22"W, 10.89 feet;

N 00°22'38"W, 125.83 feet;

S 89°37'22"W, 255.96 feet;

N 00°22'38"W, 382.67 feet;

N 89°37'22"E, 104.78 feet;

S 00°22'38"E, 3.79 feet;

N 89°37'22"E, 54.80 feet;

N 00°22'38"W, 3.79 feet;

N 89°37'22"E, 170.80 feet;

N 00°22'38"W, 274.09 feet;

S 89°21'22"W, 15.63 feet;

N 00°38'38"W, 124.92 feet, to the north line of the aforementioned Lot 3A-R2-2;

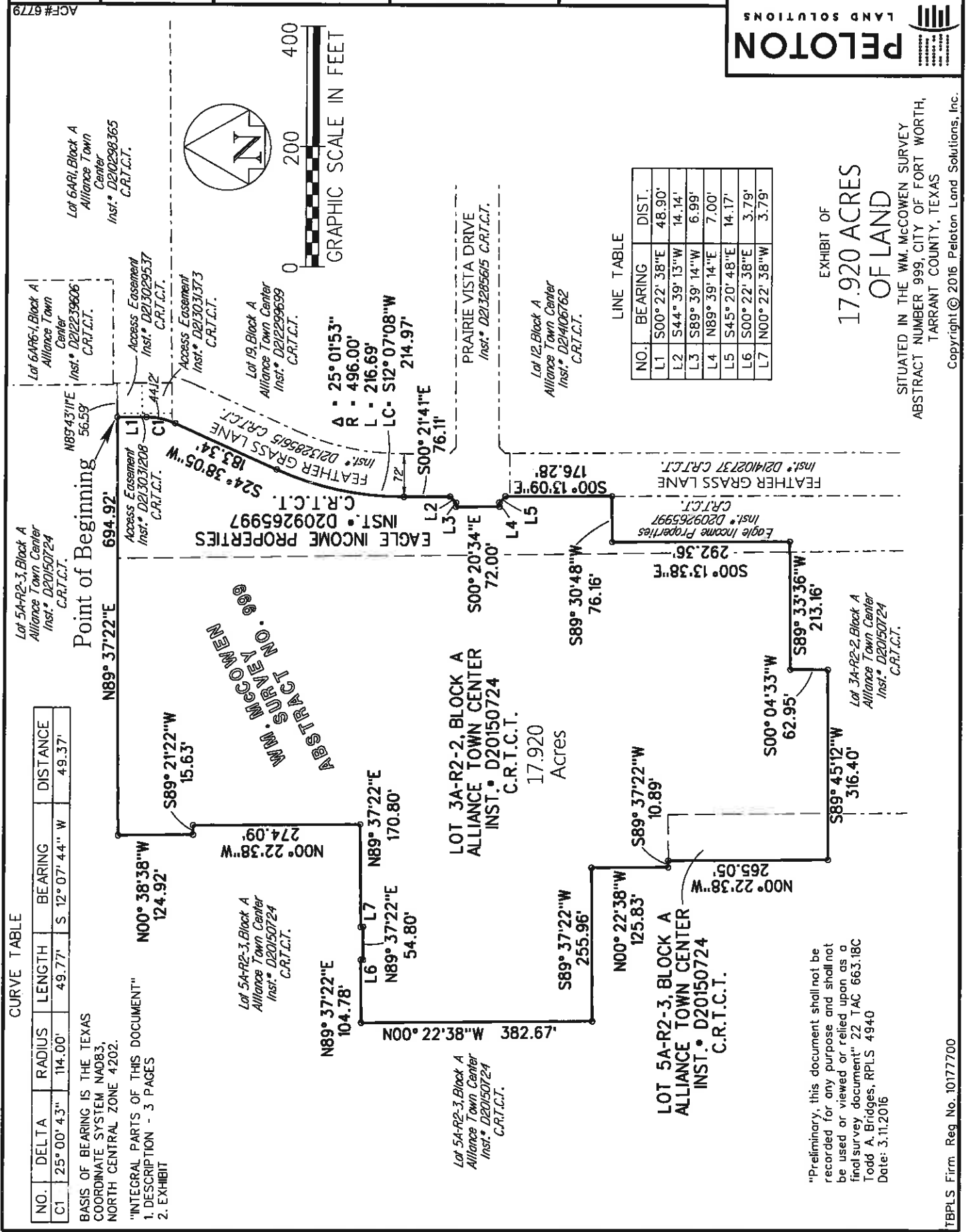
THENCE N 89°37'22"E, 694.92 feet to the Point of Beginning and containing 780,545 square feet or 17.920 acres of land more or less.

"Integral parts of this document"

- 1. Description – 3 pages**
- 2. Exhibit**



SITUATED IN THE WM. MCCOWEN SURVEY
 ABSTRACT NUMBER 999, CITY OF FORT WORTH,
 TARRANT COUNTY, TEXAS
 Copyright © 2016 Peloton Land Solutions, Inc.



CURVE TABLE

NO.	DELTA	RADIUS	LENGTH	BEARING	DISTANCE
C1	25° 00' 43"	114.00'	49.77'	S 12° 07' 44" W	49.37'

BASIS OF BEARING IS THE TEXAS
 COORDINATE SYSTEM NAD83,
 NORTH CENTRAL ZONE 4202.

"INTEGRAL PARTS OF THIS DOCUMENT"
 1. DESCRIPTION - 3 PAGES
 2. EXHIBIT

Lot 5A-R2-3, Block A
 Alliance Town Center
 Inst.* D20150724
 C.R.T.C.T.

Lot 3A-R2-2, BLOCK A
 ALLIANCE TOWN CENTER
 INST.* D20150724
 C.R.T.C.T.

Lot 5A-R2-3, Block A
 Alliance Town Center
 Inst.* D20150724
 C.R.T.C.T.

Lot 3A-R2-2, Block A
 Alliance Town Center
 Inst.* D20150724
 C.R.T.C.T.

Lot 5A-R2-3, Block A
 Alliance Town Center
 Inst.* D20150724
 C.R.T.C.T.

Lot 6A-R1, Block A
 Alliance Town Center
 Inst.* D210298365
 C.R.T.C.T.

LINE TABLE

NO.	BEARING	DIST.
L1	S00° 22' 38" E	48.90'
L2	S44° 39' 13" W	14.14'
L3	S89° 39' 14" W	6.99'
L4	N89° 39' 14" E	7.00'
L5	S45° 20' 48" E	14.17'
L6	S00° 22' 38" E	3.79'
L7	N00° 22' 38" W	3.79'

GRAPHIC SCALE IN FEET
 0 200 400

Point of Beginning
 N89° 43' 11" E 56.59'

ABSTRACT NO. 999
 WM. MCCOWEN

Curve Data:
 A = 25° 01' 53"
 R = 496.00'
 L = 216.69'
 LC = S12° 07' 08" W 214.97'
 S00° 21' 41" E 76.11'

Access Easement
 Inst.* D213029537
 C.R.T.C.T.

Access Easement
 Inst.* D213031373
 C.R.T.C.T.

Access Easement
 Inst.* D213031208
 C.R.T.C.T.

Access Easement
 Inst.* D209265997
 C.R.T.C.T.

MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

HILLWOOD PROPERTIES
13600 HERITAGE PKWY STE 200
FT WORTH, TX 76177

Submitter: HILLWOOD PROPERTIES

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

Filed For Registration: 9/1/2016 2:28 PM

Instrument #: D216203737

OPR 19 PGS \$84.00

By: _____

Mary Louise Garcia

D216203737

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.