

**FOURTH SUPPLEMENTAL DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
PROVIDENCE**

A. Valerian Properties Associates, L.P., a Delaware limited partnership ("**Declarant**"), is the developer of Providence, a phased planned development located in Denton County, Texas, which is subject to the Declaration of Covenants, Conditions and Restrictions for Providence, recorded on June 12, 2002, as Document No. 2002-R0073755, in Volume 5105, Page 02787, Real Property Records, Denton County, Texas, as amended and supplemented, including the following instruments: (collectively, the "**Declaration**")

- First Supplemental Declaration and Second Amendment of Covenants, Conditions and Restrictions for Providence, recorded on February 11, 2003, as Document No. 2003-R0021879, in Volume 5270, Page 05324, Real Property Records, Denton County, Texas.
- Third Amendment to Declaration of Covenants, Conditions and Restrictions for Providence, recorded on February 5, 2004, as Document No. 2004-15170, Real Property Records, Denton County, Texas.
- Second Supplemental Declaration of Covenants, Conditions and Restrictions for Providence, recorded on February 11, 2004, as Document No. 2004-17855, Real Property Records, Denton County, Texas.
- Third Supplemental Declaration of Covenants, Conditions and Restrictions for Providence, recorded on August 11, 2004, as Document No. 2004-106622, Real Property Records, Denton County, Texas.

B. As provided by Section 14.1 of the Declaration, Declarant has the unilateral right to expand the Property by amending the Declaration to submit additional real property to the terms and provisions of the Declaration.

C. Declarant desires to submit the real property described in Exhibit A (hereafter referred to as the "**additional land**") to the provisions of the Declaration.

D. Although plats of the additional land are not recorded in the Plat Records of Denton County, Texas, on the date of this Fourth Supplemental Declaration, all of the additional land has been preliminarily platted into house lots, common areas, streets, and other features, pending final approval, execution, and recording.

E. To facilitate the calculation of votes appurtenant to the additional land, Exhibit B of this Fourth Supplemental Declaration summarizes the number and distribution of house lots on the additional land.

F. By recording this Fourth Supplemental Declaration, Declarant submits the property described in Exhibit A to the provisions of the Declaration.

AMENDMENT

Appendix A of the Declaration, which describes real property subject to the Declaration, is hereby amended by the addition of the real property described in Exhibit A to this Fourth Supplemental Declaration, which is incorporated herein by reference.

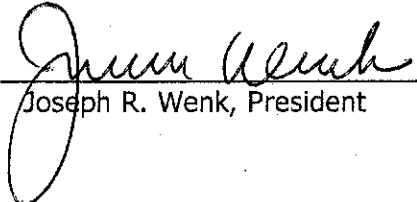
INFORMATIONAL

Exhibit B to this Fourth Supplemental Declaration, which is incorporated herein by reference, describes the preliminary platting of the land described by metes and bounds in Exhibit A.

SIGNED on this 20 day of June 2005.

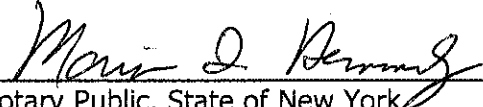
VALERIAN PROPERTIES ASSOCIATES, L.P.,
a Delaware limited partnership

By: **FIRST REGENCY ENTERPRISES, INC.,** a
Delaware corporation, its general partner

By: 
Joseph R. Wenk, President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

This instrument was acknowledged before me on the 20th day of June 2005 by Joseph R. Wenk, President of First Regency Enterprises, Inc., a Delaware corporation on behalf of the corporation in its capacity as general partner of Valerian Properties Associates, L.P., a Delaware limited partnership, on behalf of the limited partnership.


Notary Public, State of New York

MARIA I. HERNANDEZ
Notary Public, State Of New York
No. 01HE6067170
Qualified In Suffolk County
Commission Expires December 3, 2005

EXHIBIT A
DESCRIPTION OF ADDITIONAL LAND

TRACT ONE - 194.921 ACRES

BEING a tract of land situated in the JAMES BRIDGES SURVEY, ABSTRACT NO. 36, in Denton County, Texas, and being part of a called 114.4193 acre tract of land described in a deed from Neta Stallings to Sherry Stallings, Ronald Bailey Stallings and Dennis Stallings recorded as County Clerk's Document Number 94-R0094767 in the Real Property Records of Denton County, Texas, and all of a called 84.04 acre tract of land described in a deed from Neta Smith Stallings to Sherry Stallings (31%) and Dennis Stallings (31%) recorded in Volume 4797, Page 2057 of said Real Property Records, and being more particularly described as follows:

BEGINNING at a 1/2-inch iron rod found for a re-entry corner on said 114.4193 acre tract, said point also being the north west corner of a called 14.991 acre tract of land described in a deed from Thomas R. Willett and Denise M. Willett to Providence Properties Associates, L. P., recorded in Volume 5076, Page 326 of said Real Property Records;

THENCE South 01 degree 06 minutes 21 seconds West, along the west line of said 14.991 acre tract and the west line of the remainder of a called 25.70 acre tract described in a deed to Dennis Stallings recorded as County Clerk's Document Number 94-R0042718 of said Real Property Records, a distance of 1544.45 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set at the southwest corner of said 25.70 acre tract in the general center of Fish Trap Road (undedicated public road);

THENCE North 87 degrees 40 minutes 47 seconds West, generally along the center of Fish Trap Road and the south line of said 114.4193 acre tract, a distance of 1164.31 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set for the southeast corner of a called 5.00 acre tract of land described in a deed to Howard J. Frank and Judy A. Frank recorded in Volume 4471, Page 1236 of said Real Property Records;

THENCE North 02 degrees 21 minutes 36 seconds East, along the east line of said 5.00 acre tract, a distance of 839.05 feet to a 1/2-inch iron rod found in the south line of a called 28.215 acre tract of land described as First Tract in a deed to J. H. Byrom recorded in Volume 319, Page 375 of said Real Property Records, said point being the northeast corner of said 5.00 acre tract;

THENCE North 87 degrees 51 minutes 49 seconds East, along the south line of said 28.215 acre tract, a distance of 394.42 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set for the southeast corner thereof;

THENCE North 01 degree 18 minutes 59 seconds East, along the east line of said 28.215 acre tract, a distance of 772.33 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set for the northeast corner thereof;

THENCE North 89 degrees 19 minutes 51 seconds West, along the north line of said 28.215 acre tract, a distance of 1627.10 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set at the most westerly southwest corner of said 114.4193 acre tract in the general center of Dr. Sanders Road (undedicated public road);

THENCE North 01 degree 40 minutes 41 seconds East, generally along the center of Dr. Sanders Road and the west line of said 114.4193 acre tract, a distance of 2288.75 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set at the northwest corner of said 114.4193 acre tract;

THENCE North 89 degrees 22 minutes 47 seconds East, along the north line of said 114.4193 acre tract and the north line of said 84.04 acre tract, a distance of 2532.50 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set at the most northerly northeast corner of said 84.04 acre tract and a re-entrant corner in a called 29.465 acre tract of land described in a deed to Ruth E. Carter and Edith G. Sims recorded in Volume 1365, Page 635 of said Real Property Records;

THENCE South 00 degrees 20 minutes 24 seconds West, along the most northerly east line of said 84.04 acre tract and the most southerly west line of said 29.465 acre tract, a distance of 813.13 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set for the southwest corner of said 29.465 acre tract and a re-entrant corner in said 84.04 acre tract;

THENCE South 88 degrees 18 minutes 36 seconds East, along the south line of said 29.465 acre tract and the most easterly north line of said 84.04 acre tract, a distance of 596.00 feet to a 1/2-inch iron rod found for corner at a point in the west line of a called 5.000 acre tract of land described in a deed to Larry Andes and Judy Andes recorded as County Clerk's Document Number 95-R0036037 in said Real Property Records for the most easterly northeast corner of said 84.04 acre tract and the southeast corner of said 29.465 acre tract;

THENCE South 01 degree 43 minutes 49 seconds West, along the east line of said 84.04 acre tract, a distance of 1650.13 feet to a 5/8-inch iron rod with cap stamped "PETITT-RPLS 4087" set at the northeast corner of said 14.991 acre tract;

THENCE North 88 degrees 40 minutes 27 seconds West, along the north line of said 14.991 acre tract, a distance of 766.96 feet to the POINT OF BEGINNING and containing 8,490,750 square feet, or 194.921 acres of land, more or less.

TRACT TWO - 14.993 ACRES

Being 14.993 acres of land situated in the James Bridges Survey, Abstract No.36, Denton County, Texas and being part of that certain tract conveyed to Dennis Stallings recorded in County Clerk's File No. 94-R0042718 and part of the remnant of that certain tract conveyed to Sherry Stallings, Ronald Bailey Stallings and Dennis Stallings as recorded in County Clerk's File No. 94-R0094767, all of the Deed Records, Denton County, Texas and being more particularly described as follows;

BEGINNING at a 1/2-inch iron rod found for the southeast corner of said 14.993 acre tract, said point being in the west right-of-way line of F.M. 2931(a 100 foot right-of-way):

THENCE South 89°50'47" West, leaving the west line of said F.M. 2931 and along the south line of said 14.993 acre tract a distance of 740.60 feet to a 1/2-inch iron rod found for the southwest corner of said 14.993 acre tract:

THENCE North 01°31'07" East, along the west line of said 14.993 acre tract a distance of 877.46 feet to a 1/2-inch iron rod found for the northwest corner of said 14.993 acre tract:

THENCE South 88°15'41" East, along the north line of said 14.993 acre tract a distance of 767.35 feet to a 5/8-inch iron rod with cap (stamped PETITT-RPLS 4087) set for the northwest corner of said 14.993 acre tract, said point being in the west line of the Wayne D. Hollar and wife, Sandra J. Hollar as recorded in Volume 622, Page 515 of said Deed records:

THENCE South 02°11'44" West, along the east line of said 14.993 acre tract and the west line of said Hollar tract5 a distance of 426.68 feet to a 5/8-inch iron rod with cap set for corner, said point being in

the west right-of-way line of said F.M. 2931 and being in a non-tangent curve to the left having a radius of 1959.87 feet and a chord that bears South 05°47'35" West a distance of 298.01 feet;

THENCE in a southwesterly direction along said curve to the left, the west line of said F. M. 2931 and the east line of said 14.993 acre tract, through a central angle of 08°43'14" passing at an arc distance of 250.84 feet a 1/2-inch iron rod found for the southeast corner of said 12.00 acre tract, continuing in all an arc distance of 298.29 feet to 5/8-inch iron rod with cap set for corner;

THENCE South 01°25'58" West, continuing along the west line of said F. M. 2931 and the east line of said 14.993 acre tract, a distance of 129.07 feet the POINT OF BEGINNING and containing 14.993 acres of land more or less.

TRACT THREE - 0.311 ACRE

BEING a tract of land situated in the JAMES BRIDGES SURVEY, ABSTRACT NO. 36 in Denton County, Texas, and being part of a called 3.985 acre tract of land described in a deed to Wayne D. Hollar and wife Sandra J. Hollar recorded in Volume 622, Page 515 of the Real Property Records of Denton County, Texas, and being more particularly described as follows:

BEGINNING at the intersection of the west line of said Hollar tract which is also the east line of a called 14.991 acre tract described in a deed to Providence Properties Associates, L. P., recorded in Volume 5076, Page 326 of said Real Property Records, with the west right-of-way line of F. M. Road No. 2931 (100' right-of-way);

THENCE North 01 degree 57 minutes 18 seconds East, along the common line between said Hollar tract and said Providence tract, a distance of 359.07 feet to a point on a steel pipe fence;

THENCE North 88 degrees 12 minutes 21 seconds East, generally along said pipe fence, a distance of 48.62 feet to an angle point;

THENCE North 83 degrees 53 minutes 05 seconds East, continuing along said fence, a distance of 36.67 feet to an angle point;

THENCE North 54 degrees 33 minutes 38 seconds East, continuing along said fence, a distance of 6.30 feet to a point on the west right-of-way line of F. M. 2931 (100' right-of-way);

THENCE Southwesterly, along the west right-of-way line of F. M. Road No. 2931 and along a non-tangent curve to the left which has a chord that bears South 15 degrees 33 minutes 26 seconds West for 381.94 feet, a central angle of 11 degrees 11 minutes 01 second and a radius of 1959.87 feet, for an arc distance of 382.55 feet to the POINT OF BEGINNING and containing 13,540 square feet, or 0.311 acre of land, more or less.

(End of Exhibit A)

EXHIBIT B
SUMMARY OF PRELIMINARY PLATS
OF ADDITIONAL PROVIDENCE LAND

THE DATA CONTAINED IN THIS EXHIBIT ARE FOR INFORMATIONAL PURPOSES, AND ARE SUBJECT TO CHANGE BY PUBLIC AUTHORITIES UNTIL THE PLATS ARE FINALIZED, EXECUTED, AND RECORDED. Declarant may revise and restate this information in a Notice of Platting to be recorded after plats for all of the additional land have been publicly recorded. In case of conflict between the information contained in this Exhibit B and a plat that is publicly recorded, the publicly recorded plat will control.

Preliminary Plat, **Island Village** at Providence, dated March 2005, is a 62.259-acre tract platted with common areas and the following 225 house lots:

Block A: Lots 1 - 92	Block E: Lots 1 - 18
Block B: Lots 2 - 46	Block F: Lots 1 - 11
Block C: Lots 1 - 18	Block G: Lots 1 - 23
Block D: Lots 1 - 18	

Preliminary Plat, **Island Village** at Providence **Phase 2**, dated March 2005, is a 3.385-acre tract platted with one commercial lot: Lot 1, Block B.

Preliminary Plat, **Harbor Village** at Providence **Phase 1**, dated March 2005, is a 28.04-acre tract platted with common areas and the following 69 house lots:

Block H: Lots 1 - 57
Block V: Lots 1 - 12

Preliminary Plat, **Harbor Village** at Providence **Phase 2**, dated March 2005, is a 26.80-acre tract platted with common areas and the following 132 house lots:

Block H: Lots 58 - 108, 110 - 137, 139 - 154
Block V: Lots 13 - 25
Block W: Lots 1 - 24

Preliminary Plat, **Seaside Village** at Providence, dated March 2005, is a 54.185-acre tract platted with common areas and the following 304 house lots:

Block H: Lots 162 - 188	Block L: Lots 1 - 38
Block I ("eye"): Lots 1 - 34	Block M: Lots 1 - 3, 5 - 36
Block J: Lots 1 - 47	Block N: Lots 1 - 33
Block K: Lots 1 - 51	Block O: Lots 1 - 39

Preliminary Plat, **Eagle Village** at Providence, dated March 2005, is a 35.58-acre tract platted with common areas and the following 182 house lots:

Block A: Lots 93 - 113	Block S: Lots 1 - 25
Block P: Lots 1 - 36	Block T: Lots 1 - 34
Block Q: Lots 1 - 21	Block U: Lots 1 - 28
Block R: Lots 1 - 17	

After recording, please return to:

Valerian Properties Associates, L.P.
8222 Douglas Avenue, Suite 660
Dallas, Texas 75225

Denton County
Cynthia Mitchell
County Clerk
Denton, TX 76202



70 2005 00085675

Instrument Number: 2005-85675

Recorded On: July 14, 2005

As
Declaration

Parties: VALERIAN PROPERTIES ASSOCIATES

Billable Pages: 7

To

Number of Pages: 7

Comment:

**** Examined and Charged as Follows: ****

Declaration	26.00
Total Recording:	26.00

***** THIS PAGE IS PART OF THE INSTRUMENT *****

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

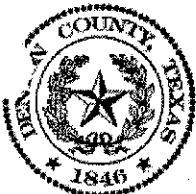
File Information:

Document Number: 2005-85675
Receipt Number: 209867
Recorded Date/Time: July 14, 2005 03:47P

Record and Return To:

VALERIAN PROPERTIES ASSOCIATES LP
8222 DOUGLAS AVE STE 660
DALLAS TX 75225

User / Station: J Robinson - Cash Station 3



THE STATE OF TEXAS }
COUNTY OF DENTON }

I hereby certify that this Instrument was FILED in the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Records of Denton County, Texas.

C. Mitchell

County Clerk
Denton County, Texas