

I: 20451
 V: 2063
 P: 940

**SECOND AMENDED AND RESTATED
 DECLARATION OF ANNEXATION
 AND
SUPPLEMENTAL DECLARATION NO. 2
 (HARBOR LAKES – SECTION 4)**

THIS SECOND AMENDED AND RESTATED DECLARATION OF ANNEXATION AND SUPPLEMENTAL DECLARATION NO. 2 (the "Second Amended and Restated Second Supplemental Declaration") is made effective as of the 1st day of November, 2004 by LUMBERMEN'S INVESTMENT CORPORATION (hereinafter referred to as the "Declarant").

WITNESSETH:

WHEREAS, Declarant executed a Declaration of Covenants, Conditions and Restrictions for Harbor Lakes (the "Original Declaration"), dated effective as of the 27th day of December, 2000, applicable to certain real property (the "Original Property") described in EXHIBIT "A" attached thereto, which Original Declaration was recorded on December 28, 2000 in Volume 1726, Page 0001 of the Real Property Records of Hood County, Texas;

WHEREAS, Declarant, with the joinder of T.D. Murphy Construction Company, Inc. and Homes By Dunn, Inc., as Current Owners, amended the Original Declaration pursuant to that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Harbor Lakes (with Joinder of Current Owners) dated as of June 15, 2001, recorded in Volume 1755, Page 0738 of the Real Property Records of Hood County, Texas (the "Amended Declaration"). The Original Declaration, as amended and supplemented by the Amended Declaration and First Supplemental Declaration is hereinafter referred to as the "Declaration";

WHEREAS, Declarant executed a Declaration of Annexation and Supplemental Declaration No. 1 ("First Supplemental Declaration") dated effective as of January 1, 2004, applicable to certain property related to the Villas at Harbor Lakes (the "Villa Property") described in SUPPLEMENTAL EXHIBIT "A-1" attached thereto, which First Supplemental Declaration was recorded in Volume 2023, Page 0259 of the Real Property Records of Hood County, Texas;

WHEREAS, Declarant executed a Declaration of Annexation and Supplemental Declaration No. 2 ("Original Second Supplemental Declaration") dated effective as of June 28, 2001, applicable to certain property in Section 4 of Harbor Lakes described in SUPPLEMENTAL EXHIBIT "A-2" attached thereto (the "Second Additional Property"), which Original Second Supplemental Declaration was recorded in Volume 2023, Page 0268 of the Real Property Records of Hood County, Texas;

WHEREAS, Declarant executed an Amended and Restated Declaration of Annexation and Supplemental Declaration No. 2 ("First Amended and Restated Second Supplemental Declaration") dated effective as of November 1, 2004 applicable to the Second Additional Property, which First Amended and Restated Second Supplemental Declaration was recorded in Volume 2059, Page 0590 of

the Real Property Records of Hood County, Texas (with the Original Second Supplemental Declaration as amended and restated by the First Amended and Restated Second Supplemental Declaration being hereinafter referred to as the "Second Supplemental Declaration"); and

WHEREAS, Declarant has the absolute and unrestricted right to amend and restate the Second Supplemental Declaration pursuant to the terms and provisions of the Declaration.

NOW, THEREFORE, the Declarant hereby declares as follows:

1. Amendment and Reinstatement. This Second Amended and Restated Second Supplemental Declaration replaces and supersedes the Second Supplemental Declaration in its entirety.

2. Second Additional Property. The Second Additional Property described in SUPPLEMENTAL EXHIBIT "A-2", attached hereto and fully incorporated herein by references for all purposes is and shall be subject to the scheme of the Declaration, and are and shall be held, transferred, sold, conveyed, used and occupied subject to the covenants, restrictions, easements, charges and liens set forth in the Declaration (the Declaration being incorporated herein by reference for all purposes as modified herein).

3. Subjecting Residential Lots to Declaration. All residential lots hereinafter described on any and all subsequent final plats covering a portion or all of the Second Additional Property now or hereinafter approved and filed of record shall be subject to the scheme of the Declaration and shall constitute "Affected Lots" for all purposes, and shall be held, transferred, sold, conveyed, used and occupied subject to the covenants, restrictions, easements, charges and liens set forth in the Declaration (the Declaration being incorporated herein by reference for all purposes as modified herein). The Section 4 Boat Ramp and Parking Facilities (as hereinafter defined) shall be a Common Area and shall be maintained by the Association and the use of the Section 4 Boat Ramp and Parking Facilities will be subject to rules and regulations promulgated by the Board of Directors from time to time.

4. Additional Definitions. The following definitions are added to Article I of the Declaration.

"Section 16. "Section 4 Lots" shall mean all of the Lots located within Section 4 of Harbor Lakes.

Section 17. "Limited (Section 4) Common Area" shall mean the private street known as Alexandria Drive in Section 4 of Harbor Lakes from Harbor Lakes Drive to the private street known as Vienna Drive and that portion of Vienna Drive from the intersection of Alexandria Drive and Vienna Drive easterly until it dead ends into the Section 4 Boat Ramp and Parking Facilities (as hereinafter defined) as shown on Supplemental Exhibit "B-2", which is attached hereto and incorporated herein for all purposes. Section 4 Lot Owners and their families, guests and invitees will have unlimited access on and over such Limited Common Area, however, all other Owners (excluding Section 4 Lot Owners) will have use of such Limited Section 4 Common Areas for the sole purpose of ingress and egress to and from the Section 4 Boat Ramp and Parking Facilities (as hereinafter defined).

Section 18. "Section 4 Lot Owners" shall mean each and all of the Owners of Lots in Section 4 of Harbor Lakes.

Section 19. "Section 4 Boat Ramp and Parking Facilities" shall mean the boat ramp and parking facilities located on Lot 35X of Block 2 of Harbor Lakes Section 4.

Section 20. The "Section 4 Private Easement Area" shall mean the portion of the streets, curbs, if any, and drainage system under the streets within Section 4 of Harbor Lakes commonly referred to as Cologne Drive, Bordeaux Drive, Vienna Drive and Alexandria Drive which are not located on any Affected Lots or on the Section 4 Boat Ramp and Parking Facilities."

5. Access to Section 4. Access to and from Section 4 of Harbor Lakes will be through secured controlled gates located at Harbor Lakes Drive and Bordeaux Drive (the "Bordeaux Gate") and at Harbor Lakes Drive and Alexandria Drive (the "Alexandria Gate") which will be access controlled by gate controller card readers. Section 4 Owners will be initially issued one gate controller card and all additional gate controller cards (including replacements) will be issued at the Association's actual cost plus \$25.00 per card which gate controller card will open the Bordeaux Gate and Alexandria Gate. Owners who are not Section 4 Lot Owners will have the right to request one (1) gate controller card at such amount and fees as set by the Board of Directors from time to time. The gate controller card for Owners, other than Section 4 Owners, will only provide access and exit through the Alexandria Gate and its use is strictly limited for the purposes of ingress and egress across the Limited (Section 4) Common Areas to and from the Section 4 Boat Ramp and Parking Facilities and for no other purposes. The Association through the Board of Directors will have the right to promulgate such rules and regulations regarding the maximum number of cards to be issued per Owner. No one other than the Owner and Owner's immediate family may use the gate controller card.

6. Section 4 Private Easement Area and Easement Rights within Limited (Section 4) Common Areas. The Section 4 Lot Owners and their guests and invitees shall have a right and easement in, to, over and across the Section 4 Private Easement Area to the Section 4 Lot Owners' Section 4 Lots and a right and easement of ingress and egress to and from each of their respective Section 4 Lots to dedicated roads ("Harbor Lakes Drive") and to the Section 4 Boat Ramp and Parking Facilities and such easements shall be appurtenant to and shall pass with title to every Section 4 Lot. All other Owners who are not Section 4 Lot Owners have a limited and restricted right and easement of ingress and egress across the Limited (Section 4) Common Areas from the Alexandria Gate to the Section 4 Boat Ramp and Parking Facilities and for no other purposes. Owners who are not Section 4 Lot Owners are not permitted to enter or exit through the Bordeaux Gate, unless an invitee of a Section 4 Lot Owner. The limited right of ingress and egress between the Alexandria Gate and the Section 4 Boat Ramp and Parking Facilities across and over the Limited (Section 4) Common Areas shall be appurtenant to and shall pass with title to every Affected Lot; provided, however, the Association through the Board of Directors: (i) may promulgate rules and regulations regarding the use of the Limited (Section 4) Common Areas by Owners that are not Section 4 Lot Owners and (ii) may promulgate rules and regulations regarding the use of the Section 4 Boat Ramp and Parking Facilities for all Owners,

including the Section 4 Lot Owners, including, but not limited to, restricting use to specific hours during the day and prohibiting use at night.

7. (a) Section 4 Road Maintenance Assessment. Subject to the terms of this Article, each Section 4 Lot is hereby subject to an initial annual road maintenance assessment for the Section 4 Private Easement Area (the "Section 4 Road Maintenance Assessment") of \$120.00 per annum commencing in year 2005; provided however, that the annual Section 4 Road Maintenance Assessment may not be increased by the Board of Directors of the Association each year by more than twenty percent (20%) above the Cumulative Maximum Annual Section 4 Road Maintenance Assessment Amount (as hereinafter defined) for the prior year without the necessity of a vote of Section 4 Owners in accordance with the By-Laws of the Association. The term "Cumulative Maximum Annual Section 4 Road Maintenance Assessment Amount" shall mean the maximum accumulated amount the Board of Directors could have assessed and charged Section 4 Lots and the Section 4 Owners as a Section 4 Road Maintenance Assessment in any given year regardless of whether or not the Board of Directors in fact assessed such amount against the Section 4 Lots. The Cumulative Maximum Annual Section 4 Road Maintenance Assessment Amount shall increase automatically by twenty percent (20%) over the prior year's Cumulative Maximum Annual Section 4 Road Maintenance Assessment Amount and shall continue to accumulate each year without any action of the Board of Directors. For example, the Cumulative Maximum Annual Section 4 Road Maintenance Assessment Amount for the year 2005 shall be \$120.00; the Cumulative Maximum Annual Section 4 Road Maintenance Assessment Amount for the year 2006 shall be \$144.00, and the Cumulative Maximum Annual Section 4 Road Maintenance Assessment Amount for the year 2007 shall be \$158.40. The Association shall create a fund to be designated and known as the "Section 4 Road Maintenance Assessment Fund". The annual Section 4 Road Maintenance Assessment will be paid by the Section 4 Owner of each Section 4 Lot (except as set forth below), commencing as to a Section 4 Lot on the earlier to occur of (i) one hundred eighty (180) days after the conveyance of such Section 4 Lot to a Class A member by Declarant or by another Class B member; (ii) completion of a Unit on such Section 4 Lot owned by a Class A member; or (iii) issuance of a certificate of occupancy for the Unit; however, no Section 4 Lot owned by Declarant or Declarant's successor-in-interest (regardless of whether Declarant or Declarant's successor-in-interest is a Class A member or a Class B member) shall be subjected to any assessments unless and until the earlier of a Unit is completed on a Section 4 Lot owned by Declarant or Declarant's successor-in-interest or a certificate of occupancy is issued by the appropriate governmental authority on a Section 4 Lot owned by Declarant or Declarant's successor-in-interest. Any increase in the rate at which each Section 4 Lot subject to the Section 4 Road Maintenance Assessment will be assessed, and whether such assessment shall be payable monthly, quarterly or annually, will be determined by the Board of Directors of the Association. The Section 4 Road Maintenance Assessment may be adjusted up to the applicable Cumulative Maximum Annual Section 4 Road Maintenance Assessment Amount from time to time by the Board of Directors as the needs of the Association may, in the judgment of the Board of Directors, require with respect to maintenance of the Section 4 Private Easement Area, the Bordeaux Gate, Alexandria Gate and gate controllers for Bordeaux Gate and Alexandria Gate, and for no other purpose. Except as set forth above with respect to a Section 4 Lot owned by Declarant or Declarant's successor-in-interest (regardless of class of membership), the assessment for each Section 4 Lot shall be uniform. The Association shall, upon written demand and for a reasonable charge, furnish a certificate signed by

an officer of the Association setting forth whether or not the assessment has been paid for the assessment period.

(b) Purpose of Section 4 Road Maintenance Assessment Fund. The Association shall establish a Section 4 Road Maintenance Assessment Fund composed of the Section 4 Owners' annual Section 4 Road Maintenance Assessments and shall use the proceeds of such fund for recurring and non-recurring maintenance charges related to the Section 4 streets, drainage, security gates and gate controllers, including capital improvements to such Section 4 Private Easement Areas, including the Bordeaux Gate and Alexandria Gate. Such uses and benefits to be provided by the Association may include, by way of clarification and not limitation, any and all of the following: street and pothole repairs and maintenance, street paving, drainage, removing, improving and replacing and gate and gate controller repairs and maintenance and gate and gate controller improvements and replacement. It is understood that the judgment of the Board of Directors in the expenditure of said funds and the determination of what constitutes maintenance, repair, replacement and improvements of the Section 4 Private Easement Area, including, but not limited to the Bordeaux Gate and the Alexandria Gate and gate controllers shall be final and conclusive so long as such judgment is exercised in good faith. Unused funds in the Section 4 Road Maintenance Assessment Fund at the end of each year shall be transferred to a Special Section 4 Road Assessment Fund (defined below) and shall be maintained as a reserve fund for the periodic maintenance, repair, replacement and improvement of such Section 4 Private Easement Area, in subsequent years as provided below. The fund will be established and maintained out of regular annual Section 4 Road Maintenance Assessments and will be referred to as the Special Section 4 Road Assessment Fund.

8. Special Section 4 Road Assessment Fund for Working Capital, Nonrecurring Maintenance and Capital Improvements. In addition to the annual Section 4 Road Maintenance Assessment authorized above, the Association may, by a vote of two-thirds (2/3) of the Section 4 Lot Owners and Class B Members of the Association, in the aggregate, who are voting in person or by proxy at a meeting called for this purpose, levy special road assessments against the Section 4 Lots (herein so called) as follows: in any assessment year, a Special Section 4 Road Assessment applicable to that year only for the purpose of defraying, in whole or in part, the cost of any nonrecurring maintenance, or the acquisition, construction, reconstruction, repair or replacement of a capital improvement upon any area within the Section 4 Private Easement Area, including curbs, streets and drainage related thereto and gate repair and/or replacement may be assessed. The Association shall establish a Special Section 4 Road Assessment Fund (herein so called) for the Special Section 4 Road Assessment and shall not commingle the proceeds of such Special Section 4 Road Assessment Fund with the Section 4 Road Maintenance Assessment Fund or any other assessment fund permitted in this Declaration, except that excess amount at year end from the annual Section 4 Road Maintenance Fund will be transferred to the Special Section 4 Road Assessment Fund. Such proceeds shall be used solely and exclusively to fund the nonrecurring maintenance or improvements in question and shall be the obligation of the Section 4 Lot Owners and their Section 4 Lots only.

9. Access to Common Area Through Lot 34. Article V of the Declaration is hereby amended by adding the following easement across Lot 34 of Block 2 of Harbor Lakes Section 4 ("Lot 34"): There is hereby reserved unto Declarant and the Association a non-exclusive access easement

across and over that portion of Lot 34, as shown on the Final Plat of Section 4 of Harbor Lakes, for the purpose of Declarant and the Association to maintain, repair and replace the common areas adjacent to Lot 34. The easement granted herein is strictly limited to Declarant and the Association for the purposes set forth above and shall not constitute an easement for or benefit the Owners, their guests or third parties as such easement access is limited.

10. Minimum Dwelling Size Requirements for Section 4 Lots. Notwithstanding anything in Section 20(c) of Article VIII of the Declaration to the contrary, the Section 4 Lots of Harbor Lakes shall have the following minimum dwelling Unit areas: Lots 10 - 34 of Block 2 of Harbor Lakes Section 4, shall have a minimum of 2,200 square feet of air-conditioned living area, excluding the garage once all other Lots in Section 4 of Harbor Lakes shall have a minimum of 2,000 square feet of air-conditioned living area, excluding the garage.

11. No Rear Sidewalk Required for Section 4 Waterway Lots. Notwithstanding anything in Section 20(e) of Article VIII of the Declaration to the contrary, the Owners of Lots 10 - 34 of Block 2 of Harbor Lakes Section 4 shall not be required to construct a sidewalk across the rear of such Waterway Lots. Each Owner of Lots 10 - 34 of Block 2 of Harbor Lakes Section 4 hereby grant to the Association an irrevocable twenty (20) foot wide easement on, over and across the rear portion of the lot line of each such Lot for the purpose of maintaining the seawall and waterway by Declarant and/or the Association. Lots 10 - 34 of Block 2 of Harbor Lakes Section 4 are deemed Waterway Lots and, except as set forth in this Section 10, will be subject to the same Waterway Assessments and Special Waterway Assessments as other Waterway Lots in Harbor Lakes. Owners of the Section 4 Lots are permitted to fence up to the bulkhead/seawall, provided the fence does not tie into or touch any portion, or interfere with the structure of the bulkhead/seawall; gates are installed which permit Declarant or the Association access to the seawall/bulkheads and waterway for maintenance and repair and the location and material used is approved by the Association in writing.

12. Ratification. The Declaration, except as expressly modified herein, remains in full force and effect and is hereby ratified and confirmed.

EXECUTED as of the 17th day of December, 2004, but effective on the day and year first above written.

LUMBERMEN'S INVESTMENT CORPORATION,
a Delaware corporation

By: _____

Name: Gary McAtee
Title: Vice President

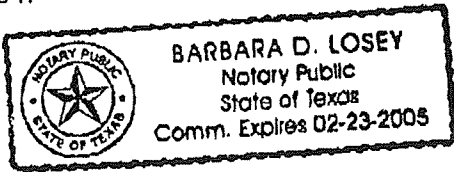
THE STATE OF TEXAS

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COUNTY OF DALLAS

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared GARY MCATEE, VICE PRESIDENT of LUMBERMEN'S INVESTMENT CORPORATION, a Delaware corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as a duly authorized officer of such corporation, and as the act and deed of such corporation and limited partnership, for the purposes and consideration therein expressed, and in the respective capacities therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 17th day of December, 2004.



Barbara D Losey

Notary Public, State of Texas

My Commission Expires:

(Typed/Printed Name of Notary)

SUPPLEMENTAL EXHIBIT "A-2"

STATE OF TEXAS:

COUNTY OF HOOD:

WHEREAS, LUMBERMEN'S INVESTMENT CORPORATION IS THE OWNER OF A TRACT OF LAND SITUATED IN THE MARTIN SETZER SURVEY, ABSTRACT 502 AND THE WES. C. ARMSTRONG SURVEY, ABSTRACT 3, CITY OF GRANBURY, HOOD COUNTY, TEXAS AND BEING A PORTION OF THOSE CERTAIN TRACTS OF LAND CONVEYED TO LUMBERMEN'S INVESTMENT CORPORATION BY INSTRUMENTS RECORDED IN VOLUME 1588, PAGE 4 AND VOLUME 1611, PAGE 362 OF THE DEED RECORDS OF HOOD COUNTY, TEXAS (DRHCT); AND BEING FURTHER DESCRIBED AS FOLLOWS:

BEGINNING AT A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET ON THE EASTERLY RIGHT-OF-WAY LINE OF HARBOR LAKES DRIVE (A 60-FOOT WIDE RIGHT-OF-WAY) AND BEING THE MOST NORTHERLY CORNER OF THAT CERTAIN TRACT CONVEYED TO HARBOR LAKES GOLF CLUB LP BY DEED RECORDED IN VOLUME 2057, PAGE 0847, DRHCT;

THENCE NORTH 44°26'51" EAST ALONG SAID HARBOR LAKES DRIVE, 118.49 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET AT THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE NORTHEASTERLY, 6.52 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 00°39'18", A RADIUS OF 570.00 FEET AND WHOSE LONG CHORD BEARS NORTH 44°46'30" EAST, 6.52 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 45°33'09" EAST, 150.68 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET AT THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE SOUTHEASTERLY, 108.69 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 124°32'45", A RADIUS OF 50.00 FEET AND WHOSE LONG CHORD BEARS SOUTH 29°07'15" EAST, 88.52 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A NON-TANGENT CURVE TO THE RIGHT;

THENCE SOUTHEASTERLY, 27.53 FEET ALONG THE ARC OF SAID NON-TANGENT CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 12°31'04", A RADIUS OF 126.00 FEET AND WHOSE LONG CHORD BEARS SOUTH 09°26'38" EAST, 27.47 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 86°48'54" EAST, 80.21 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 54°05'18" EAST, 676.60 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 62°45'10" EAST, 775.45 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET AT THE BEGINNING OF A NON-TANGENT CURVE TO THE RIGHT;

THENCE NORTHWESTERLY, 26.72 FEET ALONG THE ARC OF SAID NON-TANGENT CURVE TO THE LEFT, HAVING A CENTRAL ANGLE OF 10°56'08", A RADIUS OF 140.00 FEET AND WHOSE LONG CHORD BEARS NORTH 47°21'25" WEST, 26.68 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE NORTHWESTERLY, 5.03 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 01°31'04", A RADIUS OF 190.00 FEET AND WHOSE LONG CHORD BEARS NORTH 52°03'57" WEST, 5.03 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE LEFT;

THENCE NORTHWESTERLY, 10.31 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT, HAVING A CENTRAL ANGLE OF 06°38'13", A RADIUS OF 89.00 FEET AND WHOSE LONG CHORD BEARS NORTH 54°37'31" WEST, 10.30 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE NORTHWESTERLY, 60.32 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 27°25'48", A RADIUS OF 126.00 FEET AND WHOSE LONG CHORD BEARS NORTH 44°13'44" WEST, 59.75 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE NORTHWESTERLY, 25.83 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 7°33'03", A RADIUS OF 196.00 FEET AND WHOSE LONG CHORD BEARS NORTH 26°44'19" WEST, 25.81 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE NORTHWESTERLY, 94.24 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 107°59'35", A RADIUS OF 50.00 FEET AND WHOSE LONG CHORD BEARS NORTH 15°11'29" WEST, 80.90 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 14°19'29" WEST, 16.00 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET ON THE AFORESAID EASTERLY LINE OF HARBOR LAKES DRIVE AND BEING THE BEGINNING OF A NON-TANGENT CURVE TO THE LEFT;

HARBOR LAKES
SECTION 4

PREPARED FOR OWNERS
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6480 BELTLINE ROAD, SUITE 236
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T.C. & G. JOB NO. 24216.0008
SURVCON JOB NO. 31707A

THENCE EASTERLY, 60.06 FEET ALONG THE ARC OF SAID NON-TANGENT CURVE TO THE LEFT, HAVING A CENTRAL ANGLE OF 09° 03' 22", A RADIUS OF 380.00 FEET AND WHOSE LONG CHORD BEARS NORTH 75° 40' 30" EAST, 60.00 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 14° 19' 30" EAST, 16.00 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A NON-TANGENT CURVE TO THE RIGHT;

THENCE SOUTHEASTERLY, 54.71 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 66° 20' 03", A RADIUS OF 50.00 FEET AND WHOSE LONG CHORD BEARS SOUTH 34° 17' 18" EAST, 54.71 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 58° 10' 41" EAST, 22.28 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 88° 10' 41" EAST, 130.76 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 22° 50' 09" EAST, 82.47 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 67° 09' 51" EAST, 247.82 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 40° 40' 50" EAST, 55.86 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 67° 09' 51" EAST, 46.03 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 85° 19' 19" EAST, 113.80 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A NON-TANGENT CURVE TO THE RIGHT;

THENCE NORTHERLY, 25.68 FEET ALONG THE ARC OF SAID NON-TANGENT CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 19° 36' 17", A RADIUS OF 75.00 FEET AND WHOSE LONG CHORD BEARS NORTH 14° 28' 50" EAST, 25.54 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 24° 16' 58" EAST, 105.01 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 66° 15' 52" EAST, 23.81 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 70° 42' 53" EAST, 98.18 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 81° 48' 33" EAST, 45.58 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 47° 22' 42" EAST, 41.08 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 24° 36' 20" WEST, 109.02 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 71° 00' 35" WEST, 157.72 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 04° 40' 41" WEST, 210.80 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 77° 39' 39" EAST, 43.03 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 07° 09' 05" WEST, 89.25 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 57° 43' 07" WEST, 61.49 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 10° 02' 34" WEST, 60.38 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 79° 57' 26" WEST, 61.80 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 67° 09' 51" WEST, 177.87 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 62° 45' 10" WEST, 1568.39 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 59° 53' 17" WEST, 72.32 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 27° 14' 52" WEST, 10.00 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 72° 14' 50" WEST, 22.18 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

HARBOR LAKES SECTION 4

PREPARED FOR OWNER:
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12/20/2007 10:00

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THENCE NORTH 45°51'37" WEST, 151.55 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 10°21'03" WEST, 529.54 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 06°05'29" WEST, 34.05 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 14°21'48" WEST, 36.14 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 10°21'02" WEST, 100.00 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 45°34'28" EAST, 59.74 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET TO THE BEGINNING OF A NON-TANGENT CURVE TO THE RIGHT;

THENCE NORTHWESTERLY, 118.34 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 35°41'15", A RADIUS OF 190.00 FEET AND WHOSE LONG CHORD BEARS NORTH 26°34'54" WEST, 116.44 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE LEFT;

THENCE NORTHERLY, 13.11 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT, HAVING A CENTRAL ANGLE OF 08°26'20", A RADIUS OF 89.00 FEET AND WHOSE LONG CHORD BEARS NORTH 12°57'27" WEST, 13.10 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE NORTHERLY, 30.66 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 13°56'34", A RADIUS OF 126.00 FEET AND WHOSE LONG CHORD BEARS NORTH 10°12'20" WEST, 30.59 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE LEFT;

THENCE NORTHERLY, 17.02 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT, HAVING A CENTRAL ANGLE OF 07°16'36", A RADIUS OF 134.0 FEET AND WHOSE LONG CHORD BEARS NORTH 06°52'21" WEST, 17.01 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET FOR THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE NORTHWESTERLY, 84.61 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 96°57'29", A RADIUS OF 50.00 FEET AND WHOSE LONG CHORD BEARS NORTH 21°41'26" WEST, 74.87 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 45°33'08" WEST, 34.94 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE SOUTH 44°26'40" WEST, 75.00 FEET TO A 5/8-INCH IRON ROD WITH CAP STAMPED "SURVCON" SET;

THENCE NORTH 45°33'08" WEST, 104.00 FEET TO THE POINT OF BEGINNING AND CONTAINING COMPUTED AREA OF 24.227 ACRES OF LAND.

HARBOR LAKES SECTION 4

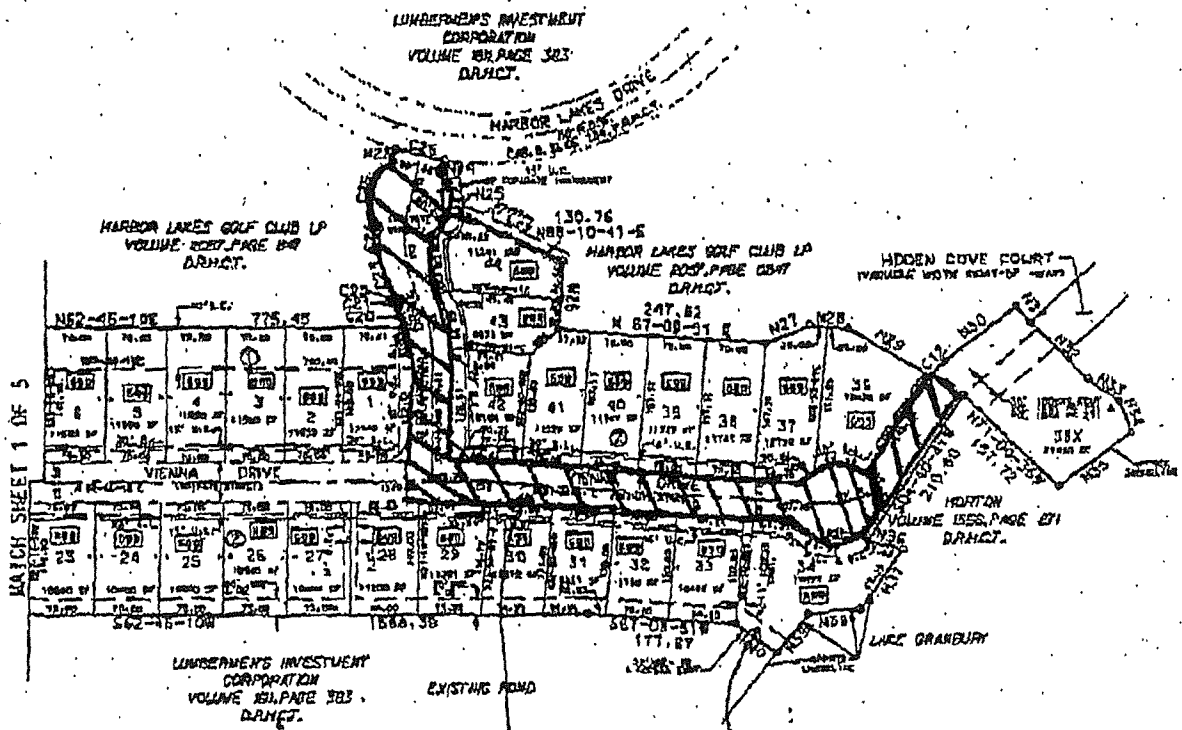
PREPARED FOR OWNER:
LUMBERMAN'S INVESTMENT CORPORATION
5400 RYAN INC ROAD, SUITE 225
DALLAS, TEXAS 75254
(472) 702-4454

PREPARED BY:

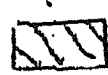
TURNER GOLLJE & BRADEN INC.
1306 SUMMIT AVENUE SUITE 800
FORT WORTH, TEXAS 76102
(817) 884-0700
FAX (817) 858-0700

SURVCON, INC.
1208 SUMMIT AVENUE SUITE 800
FORT WORTH, TEXAS 76102
(817) 810-8748
FAX (817) 332-0525



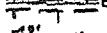


SUPPLEMENTAL EXHIBIT "B-2"



Limited Access Through Lot 34 to Common Areas

 Limited (Section 4) Common Areas

LEGEND

	ROCK MARKER
	10' x 10' LIMITED CO-OP PARADIGM TRANSFORMER EASEMENT
	12' R.C.
	15' R.C.
	MINIMUM FINISH FLOOR ELEVATION

HARBOR LAKES SECTION 4

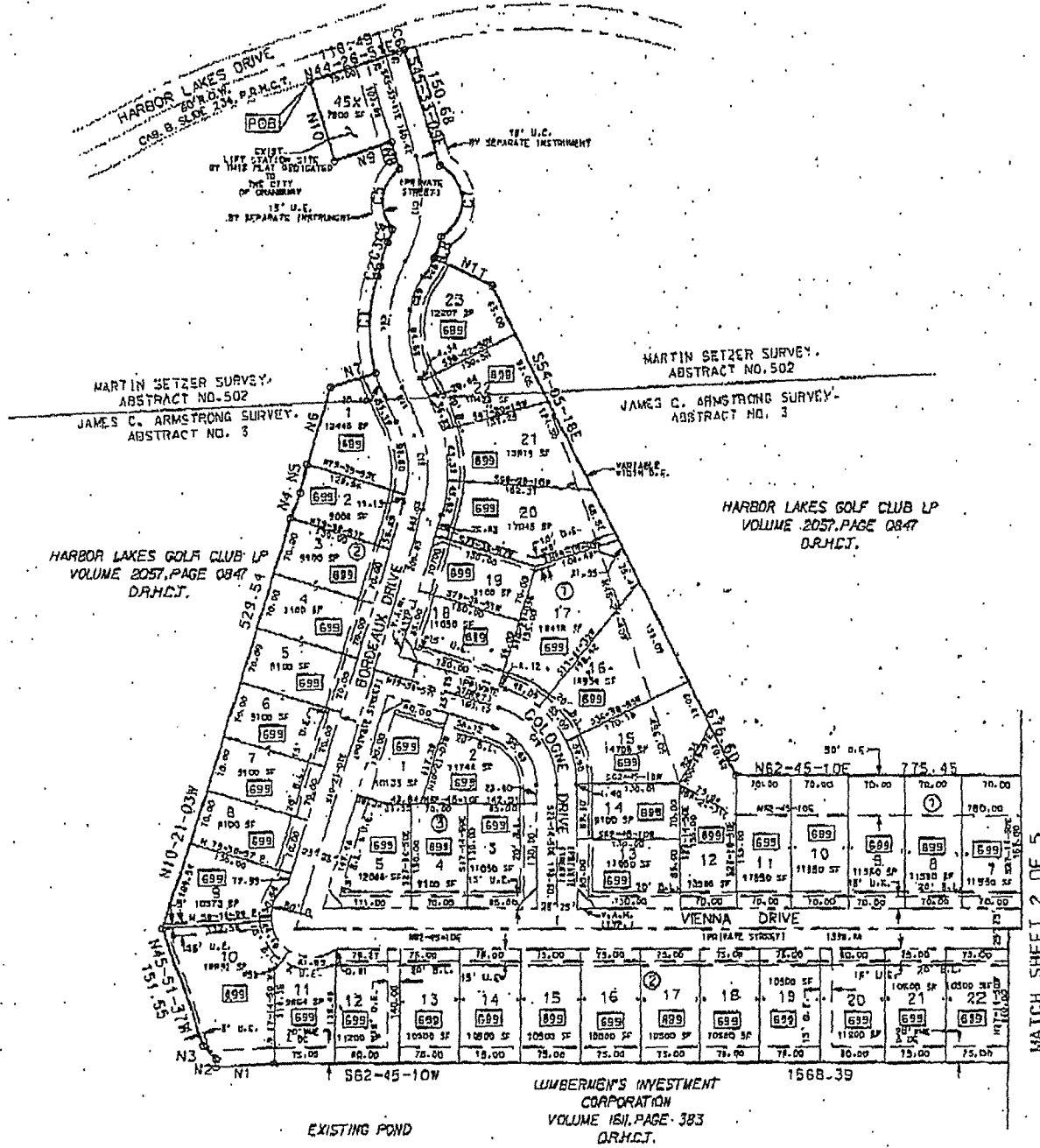
PREPARED FOR: HARBOR LAKES GOLF CLUB LP
 HARBOR LAKES GOLF CLUB LP
 1300 BENTLEY AVENUE, SUITE 100
 FORT WORTH, TEXAS 76104
 (817) 336-4400
 FAX (817) 336-4401

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SURVEYOR, INC.
 1300 BENTLEY AVENUE, SUITE 100
 FORT WORTH, TEXAS 76104
 (817) 336-4400
 FAX (817) 336-4401

DATE: 01/07/03
 SHEET: 12 OF 13

SUPPLEMENTAL EXHIBIT "B-2"



LEGEND

- ① BLOCK NUMBER
- 10' x 10' UNITED CO-OP PADMOUNT, TRANSFORMER GAGEMENT
- 15' D.E.
- 15' U.C.
- MINIMUM FINISH FLOOR ELEVATION

HARBOR LAKES SECTION 4

PREPARED FOR BUYER
 LUMBERMEN'S INVESTMENT CORPORATION
 5415 BELLEVUE ROAD, SUITE 226
 DALLAS, TEXAS 75224
 (214) 352-0455

PREPARED BY
 TURNER COLLIE & BRADEN INC.
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 SURVCON JOB NO. 71707A