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AMENDMENT OF RESTRICTIVE COVENANT
FOR
ZONING CASE NO. C14-00-2112

Owner: ACP II, Ltd., a Texas limited partnership

Address: 1717 West 6th Street, Suite 390, Austin, Texas 78703

City: The City of Austin, a home-rule city, municipal corporation and political subdivision of the State of Texas, in Travis County, Texas.

City Council: The City Council of the City of Austin

Consideration: Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by the Owner to the City of Austin, the receipt and sufficiency of which is acknowledged.

WHEREAS, Austin-Century Park, Ltd., a Texas limited partnership as owner of all that certain property described in Zoning File No. C14-00-2112, consisting of property in Century Park I Subdivision in Travis County (the "Property"), as more particularly described in the restrictive covenant recorded in the Official Public Records of Travis County, Texas, in Document No. 2000202980, (the "Restrictive Covenant"), imposed certain restrictions and covenants on the Property by the Restrictive Covenant of record.

WHEREAS, the Restrictive Covenant provided that the covenant could be modified, amended, or terminated by joint action of both (a) a majority of the members of the City Council, and (b) the owner of the Property at the time of such modification, amendment or termination.

WHEREAS, ACP II, Ltd., a Texas limited partnership, is the current owner (the "Owner") of the Property on the date of this Amendment of Restrictive Covenant (the "Amendment") and desires to amend the Restrictive Covenant as to the Property.

WHEREAS, the City Council and the Owner agree the Restrictive Covenant should be amended.

NOW, THEREFORE, for and in consideration of the premises and mutual promises, covenants, and agreement hereinafter set forth, the City of Austin and the Owner agree as follows:

1. Paragraph No. 1 is deleted in its entirety and the following paragraph is substituted in its place:
 1. In the event that a multifamily project is constructed on the Property, then concurrently with the construction of such multifamily project, a sound barrier in the form of a wall shall be constructed along the north property line. The sound barrier shall be constructed from the mid-point of Lot 1 to the eastern

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edge of the now vacated Orchid Lane. The purpose of the sound barrier is to mitigate the sound transmission from the existing concrete plant onto the multifamily project constructed on Lots 1-5, Block A, Century Park Addition. The height of the sound barrier shall be aligned such that the finished 'head' of the window opening of the top floor of the multifamily project shall be no higher than the top elevation of the sound barrier.

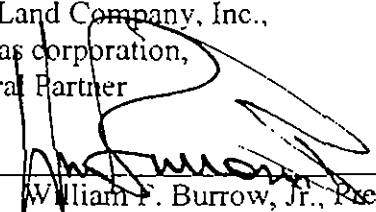
2. Except as expressly provided for in this Amendment, each and every one of the terms, conditions, and provisions of the Restrictive Covenant, as set forth in the Restrictive Covenant, shall continue in full force and effect on and after the effective date of this Amendment.
3. The City Manager, or her designee, shall execute, on behalf of the City, this Amendment of Restrictive Covenant for Zoning File No. C14-00-2112, as authorized by the City Council of the City of Austin. The Amendment of Restrictive Covenant shall be filed in the Official Public Records of Travis County, Texas.

EXECUTED to be effective the 8th day of January, 2004.

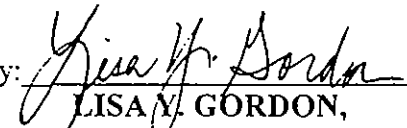
OWNER:

**ACP II, Ltd.,
a Texas limited partnership**

By: Sage Land Company, Inc.,
a Texas corporation,
General Partner

By: 
William F. Burrow, Jr., President

CITY OF AUSTIN:

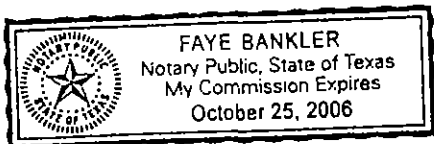
By: 
LISA Y. GORDON,
ASSISTANT CITY MANAGER,
CITY OF AUSTIN

THE STATE OF TEXAS

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COUNTY OF TRAVIS

This instrument was acknowledged before me on this the 7 day of January, 2004, by William F. Burrow, Jr., President of Sage Land Company, Inc., a Texas corporation, on behalf of the corporation, and the corporation acknowledged this instrument as General Partner on behalf of ACP II, Ltd., a Texas limited partnership.



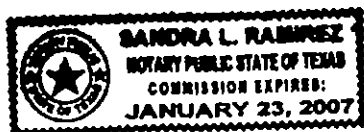
Faye Bankler
Notary Public, State of Texas

THE STATE OF TEXAS

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COUNTY OF TRAVIS

This instrument was acknowledged before me on this the 13th day of January, 2004, by **LISA Y. GORDON**, as Assistant City Manager of the City of Austin, a municipal corporation, on behalf of said municipal corporation.



Sandra L. Ramirez
Notary Public, State of Texas

AFTER RECORDING RETURN TO:

City of Austin Law Department
P.O. Box 1088
Austin, Texas 78767
Attn: Diana Minter, Paralegal

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana Debeauvoir
01-13-2004 11:36 AM 2004006647
HAYWOODK \$18.00
DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS

Charter Title Company
03030486 WSR
700 Louisiana, Suite 3340
Houston, TX 77002
(713) 222-6060