

**SECOND AMENDMENT TO THE SECOND AMENDED AND RESTATED
CONDOMINIUM DECLARATION FOR THE SHELTON CONDOMINIUM**

THIS SECOND AMENDMENT TO THE SECOND AMENDED AND RESTATED CONDOMINIUM DECLARATION FOR THE SHELTON CONDOMINIUM (this "Amendment") is made effective as of date written below by SHELTON DUNHILL, LTD., a Texas limited partnership (hereinafter "Declarant").

RECITALS

A. Declarant executed the Second Amended and Restated Condominium Declaration for The Shelton Condominium on the 18th day of April, 2006, which was recorded as Document No. 200600313093 in the Real Property Records of Dallas County, Texas, as amended by that certain First Amendment to the Second Amended and Restated Condominium Declaration for the Shelton Condominium dated as of June ²⁹, 2007, which was recorded as Document No. 20070250842 in the Real Property Records of Dallas County, Texas, (the "Declaration").

B. The Declaration contemplated renovations and improvements to the Units on the Property as set forth in Exhibit A of the Declaration.

C. Section 6 of the Declaration provides that Declarant is authorized to make changes in the plans and specifications and construction and renovation methods and materials during the construction or renovation of improvements, so long as such changes do not conflict with mandatory provisions of the Condominium Act.

D. Section 24(d) of the Declaration provides that, to the extent and only if permitted by the Condominium Act, at all times while Declarant owns any Unit or any other real property interest in the Condominium or for such lesser time as may be permitted by the Condominium Act, Declarant reserves the right to make and record corrections to the Survey and Plot Plan, set forth in Exhibit B, to conform the same to the actual size and location of the Units.

E. Section 4 of the Declaration provides that the Declarant may, in its sole discretion, increase the number of parking spaces and storage units assigned or leased to a Unit.

NOW, THEREFORE, Declarant amends the Declaration as follows:

1. Definitions. Capitalized terms used in this Amendment without definitions have the same meaning as assigned to them in the Declaration.

2. Exhibit A to the Declaration is hereby deleted, and Exhibit A attached hereto is substituted in lieu thereof.

3. Exhibit B to the Declaration is amended as follows:

(a) The plot plan for unit 707 is hereby deleted, and the plot plan for unit 707 included in Exhibit B attached hereto is substituted in lieu thereof.

- (b) The plot plan for unit 709 is hereby deleted.
- (c) The plot plan for unit 1105 is hereby deleted, and the plot plan for unit 1105 included in Exhibit B attached hereto is substituted in lieu thereof.
- (d) The plot plan for unit 1107 is hereby deleted.
- (e) The plot plan for unit 1505 is hereby deleted, and the plot plan for unit 1505 included in Exhibit B attached hereto is substituted in lieu thereof.
- (f) The plot plan for unit 1507 is hereby deleted.
- (g) The plot plan for unit 1605 is hereby deleted, and the plot plan for unit 1605 included in Exhibit B attached hereto is substituted in lieu thereof.
- (h) The plot plan for unit 1607 is hereby deleted.
- (i) The plot plan for unit 1701 is hereby deleted, and the plot plan for unit 1701 included in Exhibit B attached hereto is substituted in lieu thereof.
- (j) The plot plan for unit 1703 is hereby deleted.
- (k) The plot plan for unit 1805 is hereby deleted, and the plot plan for unit 1805 included in Exhibit B attached hereto is substituted in lieu thereof.
- (l) The plot plan for unit 1807 is hereby deleted.
- (m) The plot plan for unit 2101 is hereby deleted, and the plot plan for unit 2101 included in Exhibit B attached hereto is substituted in lieu thereof.
- (n) The plot plan for unit 2103 is hereby deleted.
- (u) The three pages marked "Parking Spaces and Storage Locker Assignments" attached to the Declaration are hereby deleted, and the Parking Spaces and Storage Locker Assignments included in Exhibit B attached hereto are substituted in lieu thereof.

4. Exhibit C to the Declaration is hereby deleted, and Exhibit C attached hereto is substituted in lieu thereof.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK
SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has executed this Amendment effective the 21 day of September, 2007.

SHELTON DUNHILL, LTD., a Texas limited partnership

By: GP Shelton Dunhill, LLC, A Texas limited liability company, ~~its general partner~~.

By: [Signature]
Name: William L. Hutchinson
Title: Manager

STATE OF TEXAS)
)
COUNTY OF DALLAS)

The foregoing instrument was acknowledged before me this 29 day of November, 2007, by William L. Hutchinson Manager of GP Shelton Dunhill, LLC, a Texas limited liability company, in its capacity as the sole limited partner of Shelton Dunhill, Ltd., a Texas limited partnership, on behalf of said limited liability company and limited partnership

[Signature]
Notary Public, State of Texas

My commission expires:

11/10/09.

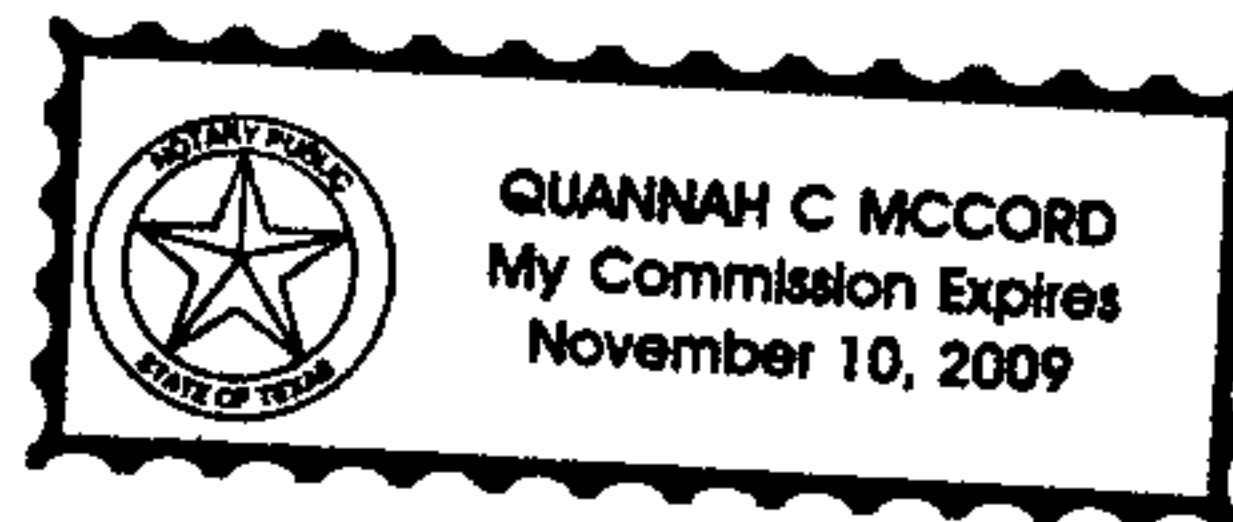


EXHIBIT A

REAL PROPERTY DESCRIPTION

All Units of The Shelton Condominium, a Condominium in the City of Dallas, Dallas County, Texas together with an undivided interest in the common elements according to the Second Amended and Restated Condominium Declaration for The Shelton Condominium, dated April 18, 2006, recorded under County Clerk's File No. 2006003093, Condominium Records of Dallas County, as follows:

Units No. 700, 701, 702, 703, 704, 706, 707, 708 (there is no Unit 705 within the Declaration); and

Units No. 800, 801, 802, 803, 804, 805, 806, 807, 808; and

Units 900, 901, 902, 903, 904, 905, 906, 907, 908; and

Units 1000, 1001, 1002, 1003, 1004, 1005, 1006 (there is no Unit 1007 within the Declaration); and

Units 1100, 1101, 1102, 1103, 1104, 1105, 1106; and

Units 1200, 1201, 1202, 1204, 1205, 1206, 1207 (there is no Unit 1203 within the Declaration); and

(Note: There are no unit designations within the "1300" series in the Declaration.)

Units 1400, 1401, 1402, 1403, 1404, 1406 (Unit 1405 and the general and limited common elements appurtenant to such unit are intentionally excluded from this listing); and

Units 1500, 1501, 1502, 1504, 1505, 1506 (there is no Unit 1503 within the Declaration); and

Units 1600, 1601, 1603, 1604, 1605, 1606 (there is no Unit 1602 within the Declaration); and

Units 1700, 1701, 1702, 1704, 1705, 1706, 1707 (there is no Unit 1703 within the Declaration); and

Units 1800, 1801, 1803, 1804, 1805, 1806 (there is no Unit 1802 within the Declaration); and

Units 1900, 1901, 1902, 1904, 1905, 1906 (there is no Unit 1903 or 1907 within the Declaration); and

Units 2000, 2001, 2003, 2004, 2005, 2006, 2007 (there is no Unit 2002 within the Declaration); and

Units 2100, 2101, 2102, 2104, 2105, 2107 (there is no Unit 2103 and no Unit 2106 within the Declaration); and

Units 2200, 2201, 2202, 2203, 2204, 2205 (there is no Unit 2206 or 2207 within the Declaration); and

Units 2300-PH, 2301-PH, 2302-PH, 2303-PH, 2304-PH, 2305-PH, 2306-PH, 2307-PH, 2308-PH, 2309-PH, 2311-PH (there is no Unit 2310 within the Declaration);

Said Condominium Regime being located upon the following described land:

Being a tract of land situated in the Andrew J. Manning Survey, Abstract No. 948, Dallas County, Texas, and being known as all of Lot 11 and part of Lot 12, Dallas City Block 2/5625, Preston Square Addition, an Addition to the City of Dallas as recorded in Volume 9, Page 159, Deed Records, Dallas County, Texas, and also being all of Lot 9A and Lot 10A, Dallas City Block No. 2/5625, a replat of Lots 9 and 10,

Preston Square Addition, Dallas City Block No. 2/5625, as recorded in Volume 80163, Page 2220, Deed Records, Dallas County, Texas, and further being part of a 15 foot alley, abandoned by City Ordinance No. 17391, April 29, 1982; said tract of land being known as The Shelton Condominium, a Condominium in the City of Dallas, Dallas County, Texas together with an undivided interest in the common elements according to the Second Amended and Restated Condominium Declaration for The Shelton Condominium, dated April 18, 2006, recorded under County Clerk's File No. 2006003093, Condominium Records of Dallas County, and being more particularly described by metes and bounds as follows:

BEGINNING at an "X" found for corner at the intersection of the East right-of-way line of Lomo Alto Drive (50 foot right-of-way) and the North right-of-way line of Luther Lane (variable width right-of-way), said corner also being the Southwest corner of said "The Shelton Condominiums" tract;

THENCE North 05 degrees 30 minutes 00 seconds East, along said East right-of-way line of Lomo Alto Drive, a distance of 193.08 feet to an "X" found for corner;

THENCE North 89 degrees 48 minutes 00 seconds East, a distance of 13.37 feet to a 1/2 inch iron rod found for corner;

THENCE North 06 degrees 38 minutes 16 seconds East, a distance of 10.07 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Southern most Southwest corner of a tract of land conveyed to CLPE-Berkshire, by Deed recorded in Volume 2001241, Page 5123, Deed Records, Dallas County, Texas;

THENCE North 89 degrees 48 minutes 00 seconds East, along the South line of said CLPE-Berkshire tract, a distance of 302.66 feet to an "X" cut for corner at the Southeast corner of said CLPE-Berkshire tract and lying in the West line of a tract of land conveyed to TR 8333 Douglas Corporation, by Deed recorded in Volume 2004158, Page 13201, Deed Records, Dallas County, Texas;

THENCE South 00 degrees 06 minutes 00 seconds West, along said West line of TR 8333 Douglas tract, a distance of 199.12 feet to an "X" cut for corner;

THENCE South 89 degrees 48 minutes 00 seconds West, a distance of 14.00 feet to an "X" cut for corner;

THENCE South 00 degrees 06 minutes 00 seconds West, a distance of 6.00 feet to an "X" found for corner, said corner lying in said North right-of-way line of Luther Lane;

THENCE South 89 degrees 48 minutes 00 seconds West, along said North right-of-way line of Luther Lane, a distance of 110.00 feet to an "X" found for corner;

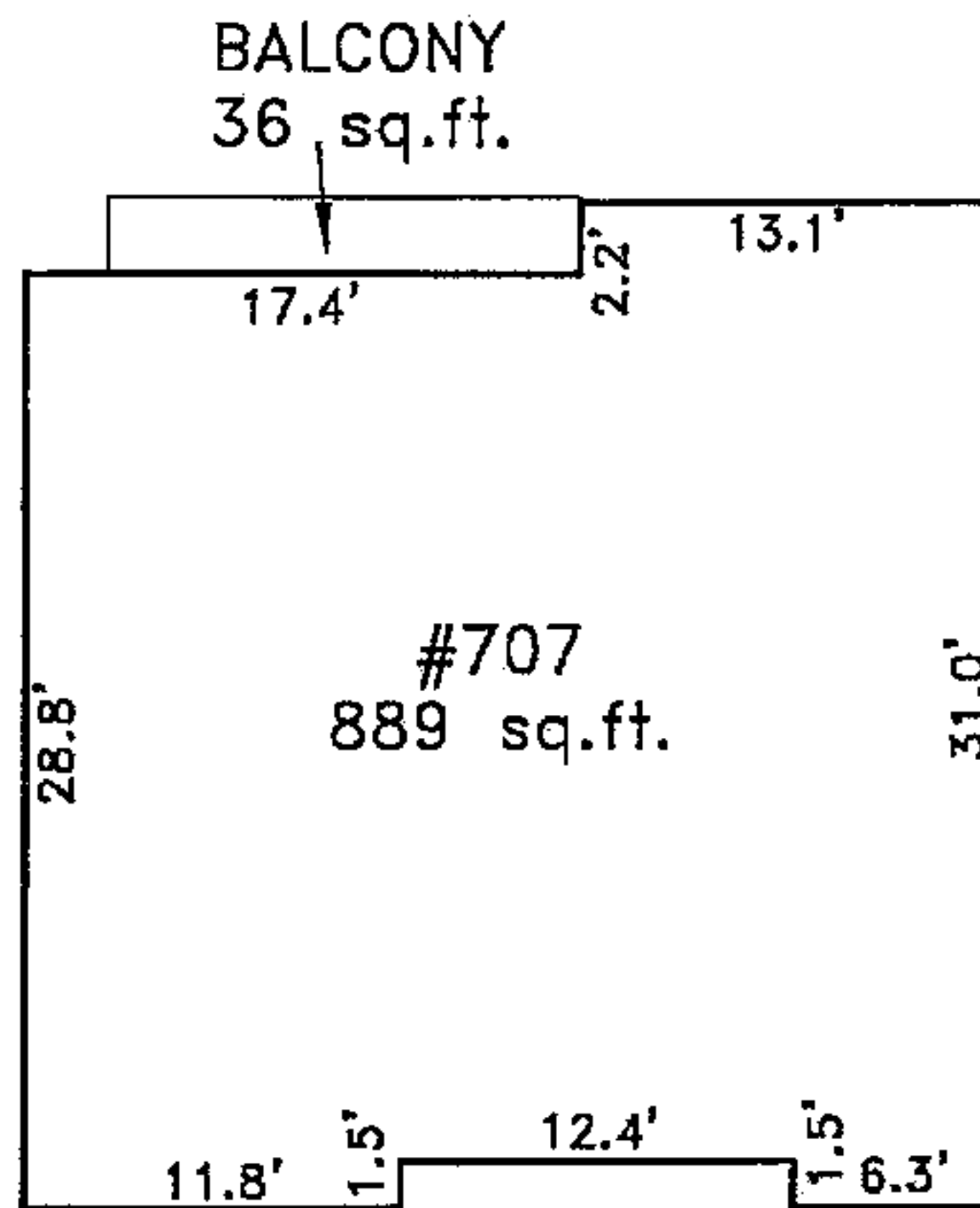
THENCE North 00 degrees 06 minutes 00 seconds East, a distance of 3.00 feet to an "X" found for corner;

THENCE South 89 degrees 48 minutes 00 seconds West, along said North right-of-way line of Luther Lane, a distance of 211.35 feet to the POINT OF BEGINNING and containing 66,003.20 square feet or 1.5152 acres of land.

EXHIBIT B

[SEE ATTACHMENT]

THE SHELTON CONDOMINIUMS
LOTS 9A, 10A & PART OF LOTS
11 & 12, BLOCK 2/5625
5909 LUTHER LANE
UNIT 707



NOTE:

1) ALL AREAS AND MEASUREMENTS ARE
PER APPROVED PLANS BY CARRELL, POOLE &
YOST, DATED JUNE, 2007 AND MEASURING TO
MIDDLE OF INTERIOR WALLS & EXTERIOR OF
OUTSIDE WALLS.

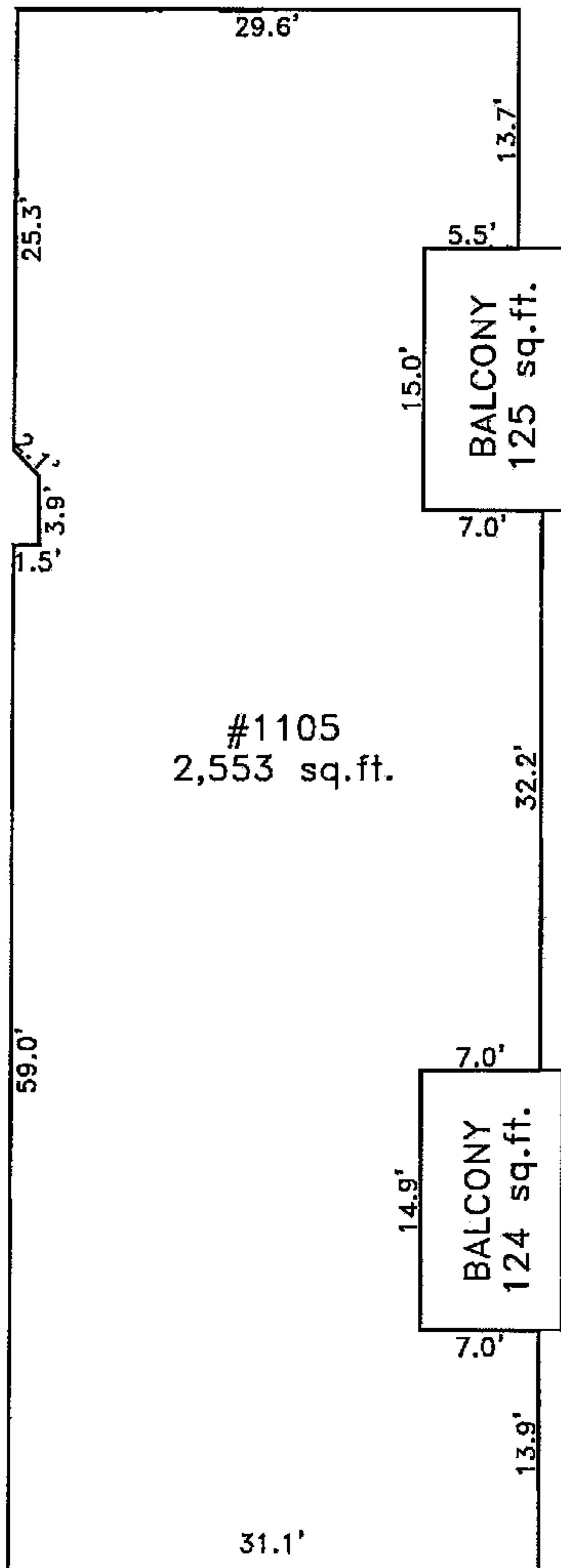
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DOUG CONNALLY & ASSOCIATES, INC.

ENGINEERING • PLANNING • SURVEYING
11545 Pagemill Road • Suite 200 • Dallas, Texas 75243
P 214.349.9485 • F 214.349.2216
www.dcadfw.com

DATE: 9/04/07
SCALE: 1"=10'
JOB NO. 0601010-2
DRAWN BY: T.O./BOB

THE SHELTON CONDOMINIUMS
 LOTS 9A, 10A & PART OF LOTS
 11 & 12, BLOCK 2/5625
 5909 LUTHER LANE
 UNIT 1105



NOTE:
 1) ALL AREAS AND MEASUREMENTS ARE
 PER APPROVED PLANS BY CARRELL, POOLE &
 YOST, DATED JUNE, 2007 AND MEASURING TO
 MIDDLE OF INTERIOR WALLS & EXTERIOR OF
 OUTSIDE WALLS.

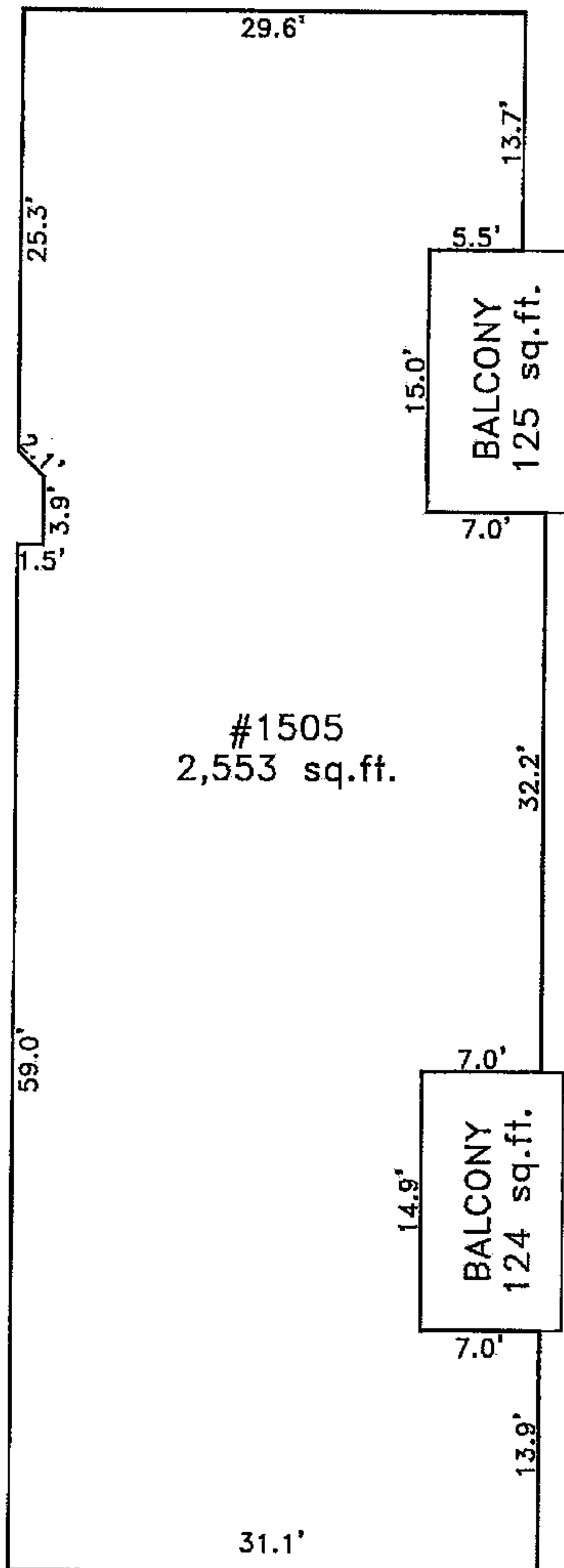
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DATE: 9/04/07
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 JOB NO. 0601010-2
 DRAWN BY: T.O./BOB

THE SHELTON CONDOMINIUMS
 LOTS 9A, 10A & PART OF LOTS
 11 & 12, BLOCK 2/5625
 5909 LUTHER LANE
 UNIT 1505



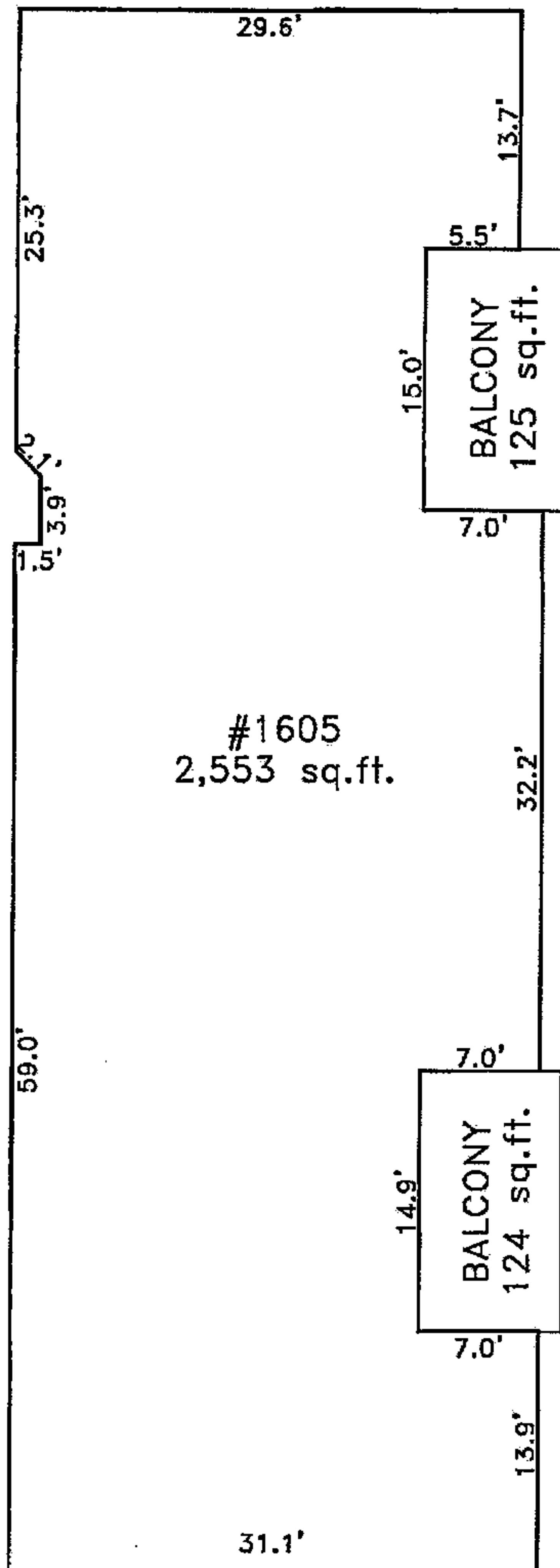
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 1) ALL AREAS AND MEASUREMENTS ARE
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 OUTSIDE WALLS.

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DATE: 9/04/07
 SCALE: 1"=10'
 JOB NO. 0601010-2
 DRAWN BY: T.O./BOB

THE SHELTON CONDOMINIUMS
 LOTS 9A, 10A & PART OF LOTS
 11 & 12, BLOCK 2/5625
 5909 LUTHER LANE
 UNIT 1605



NOTE:
 1) ALL AREAS AND MEASUREMENTS ARE
 PER APPROVED PLANS BY CARRELL, POOLE &
 YDST, DATED JUNE, 2007 AND MEASURING TO
 MIDDLE OF INTERIOR WALLS & EXTERIOR OF
 OUTSIDE WALLS.

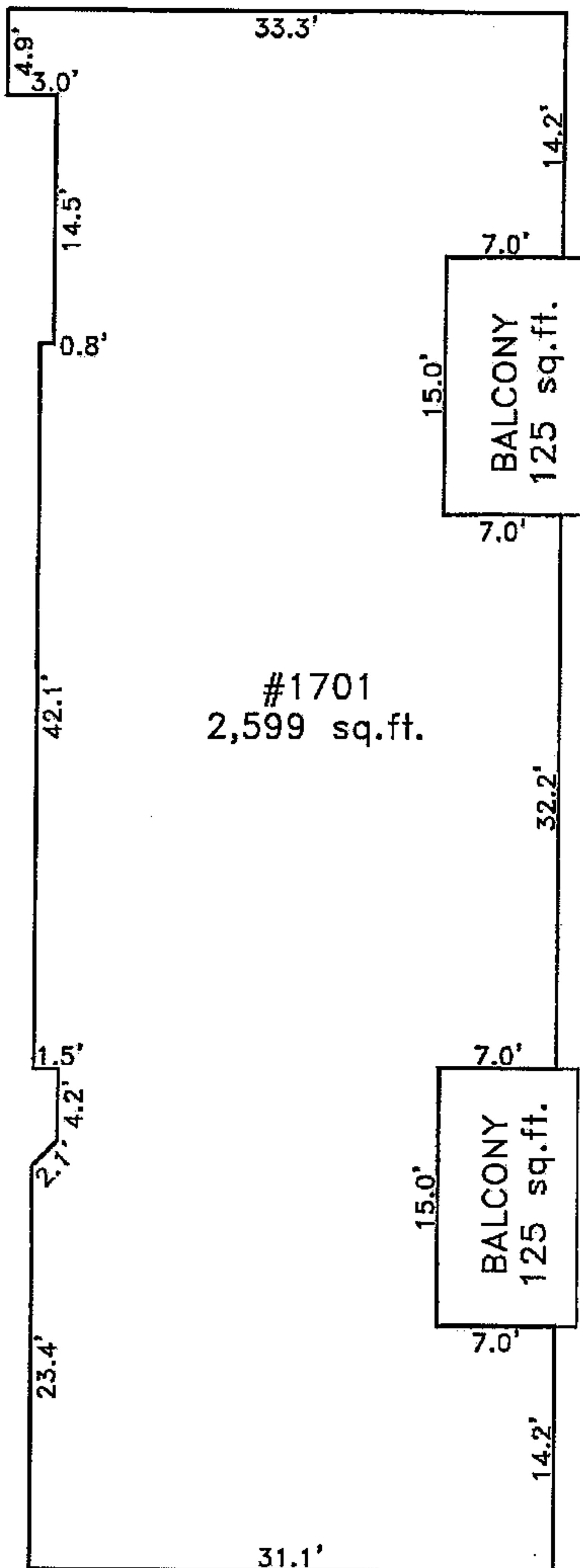
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DATE: 9/04/07
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 JOB NO. 0601010-2
 DRAWN BY: T.O./BOB

THE SHELTON CONDOMINIUMS
 LOTS 9A, 10A & PART OF LOTS
 11 & 12, BLOCK 2/5625
 5909 LUTHER LANE
 UNIT 1701



NOTE:
 1) ALL AREAS AND MEASUREMENTS ARE
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 YOST, DATED JUNE, 2007 AND MEASURING TO
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 OUTSIDE WALLS.

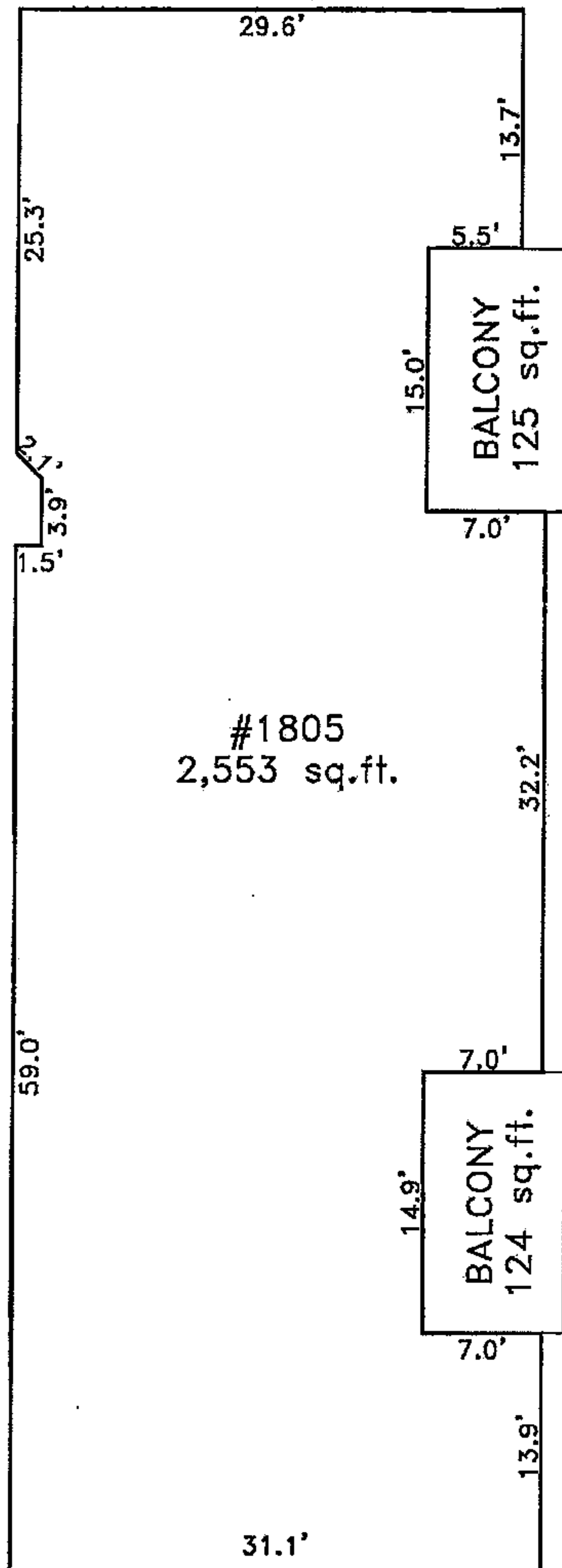
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DATE: 9/04/07
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 JOB NO. 0601010-2
 DRAWN BY: T.O./BOB

THE SHELTON CONDOMINIUMS
 LOTS 9A, 10A & PART OF LOTS
 11 & 12, BLOCK 2/5625
 5909 LUTHER LANE
 UNIT 1805



NOTE:
 1) ALL AREAS AND MEASUREMENTS ARE
 PER APPROVED PLANS BY CARRELL, POOLE &
 YQST, DATED JUNE, 2007 AND MEASURING TO
 MIDDLE OF INTERIOR WALLS & EXTERIOR OF
 OUTSIDE WALLS.

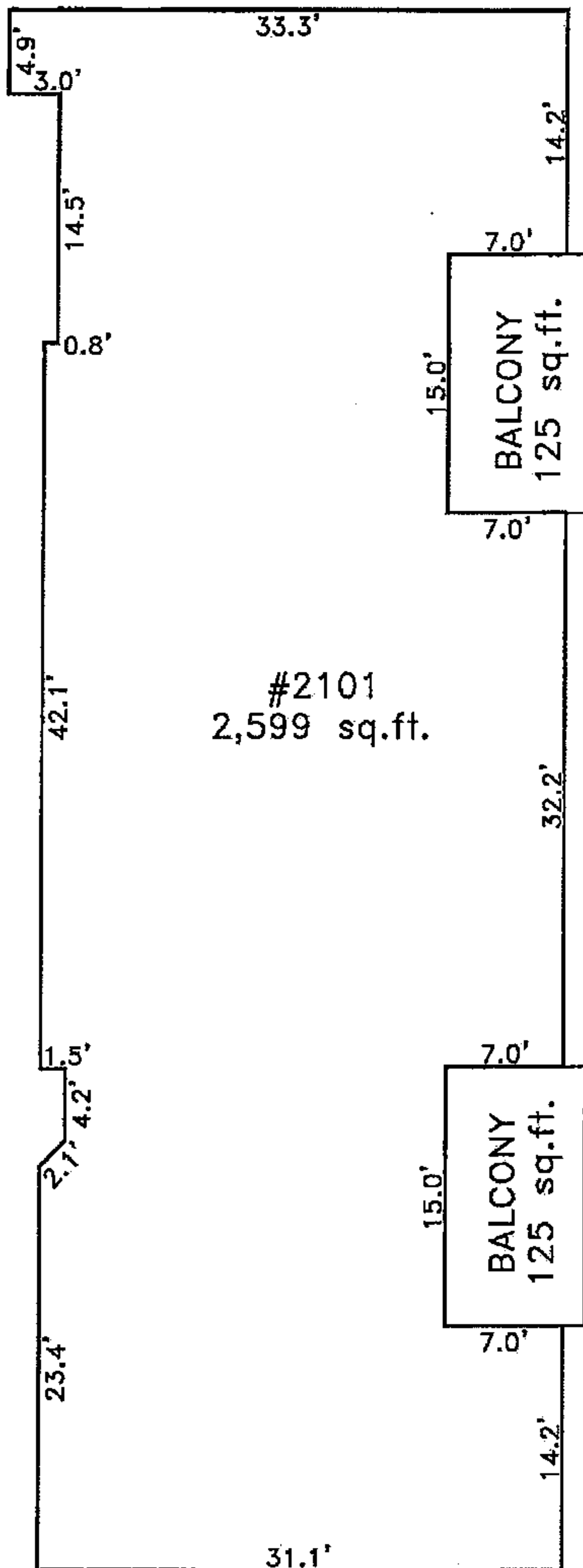
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DATE: 9/04/07
 SCALE: 1"=10'
 JOB NO. 0601010-2
 DRAWN BY: T.O./BOB

THE SHELTON CONDOMINIUMS
 LOTS 9A, 10A & PART OF LOTS
 11 & 12, BLOCK 2/5625
 5909 LUTHER LANE
 UNIT 2101



NOTE:
 1) ALL AREAS AND MEASUREMENTS ARE
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 YOST, DATED JUNE, 2007 AND MEASURING TO
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 OUTSIDE WALLS.

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DATE: 9/04/07
 SCALE: 1"=10'
 JOB NO. 0601010-2
 DRAWN BY: T.O./BOB

9/13/2007

[illegible]

9/13/2007

[illegible]

Shelton - Parking Spaces and Storage Lockers

9/13/2007

Condo Unit No.	Parking Space No.	Parking Space No.	Parking Space No.	Parking Space No.		Condo Unit No.	Storage Locker No.	Storage Locker No.	Storage Locker No.	Storage Locker No.
2104	544	545	546			2104	167	168	169	
2105	547	548				2105	170	171	172	
2107	549	550				2107	173			
2200	452	453				2200	178			
2201	553	554				2201	175	176		
2202	556	557	558			2202	177			
2203	601	602				2203	183			
2204	603	604	605			2204	186	187		
2205	606	607	608	609		2205	188	189		
2300 - PH	610	611	612	613		2300 - PH	190	191		
2302 - PH	444	445	446	447		2302 - PH	129	130	131	133
2301 - PH	614	615				2301 - PH	192			
2303 - PH	616	617				2303 - PH	193			
2305 - PH	618	637				2305 - PH	202			
2304 - PH	635	636				2304 - PH	201			
2306 - PH	629	630				2306 - PH	218			
2308 - PH	631	632				2308 - PH	217	199		
2307 - PH	633	634				2307 - PH	200			
2309 - PH	623	624				2309 - PH	219			
2311 - PH	637	638	639	640		2311 - PH	201 1/2	203		
Guests	117	118	119	215		Unassigned	10	39	40	50
Guests	216	234	235	257		Unassigned	77	99	100	101
Guests	258	259	334	335		Unassigned	163	182	185	204
Guests	336	349	350	351		Unassigned	205	206	207	208
Guests	419	420	459	460		Unassigned	209	210	211	212
Guests	461	521	555	559		Unassigned	213			
Guests	560	620	621	644						
Guests	645	646	647	648		Maintenance	20	21	22	
Guests	649	650	651	652		Maintenance	23	24	25	
Guests	653	654	655	656		Maintenance	26	27	28	
Guests	658	659				Maintenance	41	78	93	
						Maintenance	94	97	98	
Handicap	341	342	343	344		Maintenance	157	158	159	
Handicap	345	346	347	348		Maintenance	108	184	143	
						Maintenance	220			

EXHIBIT C

[SEE ATTACHMENT]

The Shelton Residences - 5909 Luther Lane, Dallas Texas
Homeowners Association Unit Sizes and Ownership Percentage

Unit No.	Unit Sizes	Unit % ownership
700	1,354	0.69
701	1,372	0.70
702	1,075	0.55
703	1,388	0.71
704	1,350	0.69
706	741	0.38
707	889	0.45
708	1,415	0.72
800	1,348	0.69
801	1,406	0.72
802	1,072	0.55
803	1,419	0.73
804	1,361	0.70
805	1,393	0.71
806	747	0.38
807	1,381	0.71
808	1,436	0.73
900	1,358	0.69
901	1,414	0.72
902	1,076	0.55
903	1,411	0.72
904	1,366	0.70
905	1,379	0.71
906	748	0.38
907	1,375	0.70
908	1,436	0.73
1000	1,387	0.71
1001	1,410	0.72
1002	1,376	0.70
1003	1,409	0.72
1004	1,852	0.95
1005	2,777	1.42
1006	1,438	0.74
1100	1,360	0.70
1101	1,441	0.74
1102	1,361	0.70
1103	1,409	0.72
1104	1,846	0.94
1105	2,802	1.43
1106	1,438	0.74
1200	1,388	0.71
1201	2,877	1.47
1202	1,361	0.70

The Shelton Residences - 5909 Luther Lane, Dallas Texas
Homeowners Association Unit Sizes and Ownership Percentage

Unit No.	Unit Sizes	Unit % ownership
1204	1,846	0.94
1205	1,377	0.70
1206	1,438	0.74
1207	1,375	0.70
1400	1,395	0.71
1401	1,408	0.72
1402	1,361	0.70
1403	1,406	0.72
1404	1,845	0.94
1405	2,756	1.41
1406	1,436	0.73
1500	1,368	0.70
1501	2,837	1.45
1502	1,361	0.70
1504	1,847	0.94
1505	2,802	1.43
1506	1,430	0.73
1600	2,736	1.40
1601	1,407	0.72
1603	1,406	0.72
1604	1,847	0.94
1605	2,802	1.43
1606	1,436	0.73
1700	1,351	0.69
1701	2,849	1.46
1702	1,361	0.70
1704	1,847	0.94
1705	1,372	0.70
1706	1,435	0.73
1707	1,375	0.70
1800	2,751	1.41
1801	1,409	0.72
1803	1,406	0.72
1804	1,847	0.94
1805	2,802	1.43
1806	1,438	0.74
1900	1,377	0.70
1901	2,822	1.44
1902	1,361	0.70
1904	1,846	0.94
1905	2,749	1.41
1906	1,432	0.73
2000	2,733	1.40
2001	1,398	0.72

The Shelton Residences - 5909 Luther Lane, Dallas Texas
Homeowners Association Unit Sizes and Ownership Percentage

2003	1,406	0.72
Unit No.	Unit Sizes	Unit % ownership
2004	1,846	0.94
2005	1,375	0.70
2006	1,429	0.73
2007	1,369	0.70
2100	1,371	0.70
2101	2,849	1.46
2102	2,278	1.17
2104	2,382	1.22
2105	1,379	0.71
2107	1,371	0.70
2200	1,369	0.70
2201	1,399	0.72
2202	2,282	1.17
2203	1,397	0.71
2204	2,359	1.21
2205	2,738	1.40
2300 - PH	2,590	1.32
2301 - PH	1,737	0.89
2302 - PH	2,837	1.45
2303 - PH	2,079	1.06
2304 - PH	2,220	1.14
2305 - PH	2,032	1.04
2306 - PH	1,879	0.96
2307 - PH	2,033	1.04
2308 - PH	2,131	1.09
2309 - PH	2,030	1.04
2311 - PH	1,823	0.93
115	195,515	100

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS



[Signature]

John F. Warren, County Clerk
Dallas County TEXAS

November 30 2007 09:48 AM

FEE: \$ 92.00

20070427250