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MAY

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RESTRICTIVE COVENANT

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

WHEREAS, Fairways of Blackhawk, an Ohio Limited Partnership, (the "Owner"), whose address is 1250 Springfield Pike, Suite 400, Cincinnati, OH 45215, is the owner of the following real property in Travis County, Texas:

Fairways of Blackhawk, Phase III-A, a subdivision in Travis County, Texas, according to the plat recorded in Book 101, Pages 316 - 317 of the Plat Records of Travis County, Texas (the "Property"); and

WHEREAS, the City of Pflugerville (the "City") and the Owner have agreed that the Property should be impressed with certain covenants and restrictions running with the land and desire to set forth their agreement in writing;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Owner hereby agrees as follows with respect to the Property, which agreement will constitute a covenant running with the Property and will be binding on the Owner, its successors and assigns:

1. No portion of the Property may be sold transferred or conveyed prior to the final acceptance of the subdivision improvements for the Property by the City; however, utility easements required to serve the Property may be dedicated to the public and/or the applicable utility provider.
2. If all of the subdivision improvements required by the City for the Property, as more fully described in the Subdivision Development Agreement between the Owner and the City dated June, 1998, are not complete and accepted by the City by June, 2000 then this covenant and agreement will constitute an application to the City for the vacation of the subdivision plat for the Property.
3. If any person or entity violates or attempts to violate this agreement and covenant, the City, or its successors and assigns, may prosecute proceedings at law or in equity against the person or entity violating or attempting to violate this agreement and covenant and may prevent said person or entity from violating or attempting to violate this agreement or covenant.
4. If any part or provision of this agreement and covenant is declared invalid, by judgment or court order, that invalidity will not affect any of the other provisions of this agreement, and the remaining portions of this agreement will remain in full force and effect.

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REAL PROPERTY RECORDS
TRAVIS COUNTY TEXAS

5. Any failure of the City, its successors and assigns, to enforce this agreement and covenant, whether the violations are known or not, will not constitute a waiver or estoppel of the City's right to do so.
6. This agreement may be modified, amended or terminated only by joint action of both (a) the City Manager of the City or another duly authorized representative of the City, and (b) the owners of the Property at the time of the modification, amendment or termination.

EXECUTED this 3rd day of June, 1998.

Address:
 1250 Springfield Pike, Suite 400
 Cincinnati, OH 45215

FAIRWAYS OF BLACKHAWK, LIMITED
 PARTNERSHIP

BY: OHIO BLACKHAWK OF TEXAS, INC.,
 an Ohio Corporation, General Partner

By: [Signature]
 Nick C. Bauer, Vice President

Ohio
 THE STATE OF TEXAS §
Harrison
 COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 3rd day of June, 1998, by Nick C. Bauer, Vice President of Ohio Blackhawk of Texas, Inc., an Ohio Corporation, general partner of Fairways of Blackhawk, Limited Partnership, an Ohio Limited Partnership as Vice President and General Partner.

(SEAL)

[Signature]
 Notary Public Signature

SHERI VEE DRAFFEN
 Notary Public, State of Ohio
 My Commission Expires October 20, 1999

REAL PROPERTY RECORDS
 TRAVIS COUNTY TEXAS
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**DANA DE BEAUVOIR
COUNTY CLERK
TRAVIS COUNTY TEXAS**

Please return a copy to:

**Charles L. Simon
City of Pflugerville
P. O. Box 589
Pflugerville TX 78691**

STATE OF TEXAS COUNTY OF TRAVIS
I hereby certify that this instrument was FILED on
the 12th day of the month of August 1998 by me, and
was duly RECORDED, in my Volume and Page of the
Public Records of Travis County, Texas, as

AUG 12 1998

 *Dana De Beauvoir*
**COUNTY CLERK
TRAVIS COUNTY, TEXAS**

**REAL PROPERTY RECORDS
TRAVIS COUNTY TEXAS
13245 0173**

RECORD# 400127000 TRAVIS# 40014 DEPT: REGULAR RECORD 113.0
OWNER: MUMF FILE DATE: 8/12/98 TRAVIS DATE: 8/12/98
PAID BY: CHECK# 1489