

10:30

This instrument prepared by: (PLA)
Boult, Cummings, Conners & Berry, PLC
1600 Division Street, Suite 700
Nashville, TN 37203

Res

**FIRST AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS (the "Amendment") is made and executed by **FOXLAND DEVELOPMENT CORPORATION**, a Tennessee corporation (herein "Foxland"), and **OAKBROOK REALTY & INVESTMENTS II, LLC**, an Illinois limited liability company (herein "Oakbrook"), effective the 21st day of July, 2008. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

WITNESSETH:

WHEREAS, Oakbrook and Foxland previously executed that certain Declaration of Covenants and Restrictions, recorded in Record Book 2501, page 303, in the Register's Office of Sumner County, Tennessee (the "Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, Section 12.2.2 of the Declaration permits the Developer to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Developer; and

WHEREAS, Foxland desires to further amend the Declaration to subject additional real property to the provisions thereof, as set forth herein.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, (i) Oakbrook, as holder of legal title to the property described on Exhibit A attached hereto and incorporated herein by this reference, and Foxland, as holder of equitable title to the property described on Exhibit A attached hereto and incorporated herein by this reference, hereby subject such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, and (ii) Foxland, as "Developer" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit A thereto the real property described on Exhibit A to this Amendment, all of which is owned by Oakbrook and Foxland as described herein and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Famela L. Whitaker, Registrar	
Sumner County Tennessee	
Rec #: 703445	35.00 Instrument #: 889259
Rec'd:	0.00
State:	0.00
Clerk:	2.00
ROP:	37.00
Total:	

Recorded
7/24/2008 at 10:30 AM
in
Record Book 2996 Pgs 579-585

1672929 v1
103871-001

OAKBROOK REALTY & INVESTMENTS II, LLC, an Illinois limited liability company

By: Donna J. Krllich
Donna J. Krllich, Manager

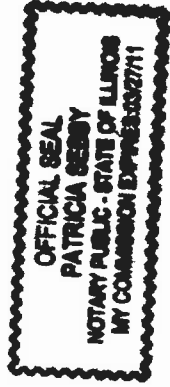
STATE OF ILLINOIS)
COUNTY OF DePage)

Before me, Patricia Sebbey, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Donna J. Krllich, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be a manager of Oakbrook Realty & Investments II, LLC, the within named bargainer, a limited liability company, and that she as such manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by herself as such manager.

WITNESS my hand and seal at office in Oakbrook Terrace, Ill., this the 17th day of July, 2008.

Patricia Sebbey
Notary Public

My Commission Expires:
3/27/11



(signatures continued on following page)

EXHIBIT A

FOXLAND PHASE 3, SECTION 1

Being a tract of land in the Fourth Civil District of Sumner County, City of Gallatin, Tennessee, located on the southerly bank of Station Camp Creek east of Douglas Bend Road and being more particularly described as follows:

BEGINNING at a point in the westerly margin of Reynard Drive at the northeast corner of Lot No. 1005 of Foxland, Phase One, Section Two of record in Plat Book 23, pages 184-187, Register's Office for Sumner County, Tennessee;

THENCE, leaving Foxland, Phase One, Section Two with the west margin of proposed Reynard Drive, N28°56'58"E, 20.26 feet to a point;

THENCE, leaving said margin and severing subject property the following calls:

N60°33'02"W, 133.69 feet to a point,
N12°58'25"E, 57.35 feet to a point,
N29°27'01"E, 98.89 feet to a point,
N09°14'59"E, 30.00 feet to a point,
S80°45'01"E, 36.20 feet to a point,

With a curve concave to the south having a central angle of 20°46'35", a radius of 280.00 feet and a chord of S70°23'21"E, 100.98 feet for an arc length of 101.53 feet to a point,

With a curve concave to the north having a central angle of 90°00'29", a radius of 25.00 feet and a chord of N73°57'06"E, 35.35 feet for an arc length of 39.27 feet to a point, said point being in the west margin of proposed Reynard Drive;

THENCE, with said margin of Reynard Drive the following calls:

N28°56'58"E, 33.58 feet to a point,

With a curve concave to the west having a central angle of 28°31'03", a radius of 135.00 feet and a chord of N14°41'21"E, 66.50 feet for an arc length of 67.19 feet to a point,

N00°25'53"E, 15.41 feet to a point,

With a curve concave to the west having a central angle of 90°00'00", a radius of 25.00 feet and a chord of N44°34'07"W, 35.36 feet for an arc length of 39.27 feet to a point in the south margin of proposed Albatross Way;

1672929 v1
103871-001

A - 1

THENCE, leaving Old Hickory Lake S25°09'53"W, 214.65 feet to a point in the southerly margin of Albatross Way of record in Plat Book 23, pages 184-187, Register's Office for Sumner County, Tennessee, and in the boundary of golf course property of TLP DevCo LLC of record in Record Book 2708, page 400, Register's Office for Sumner County, Tennessee;

THENCE, with the southeasterly margin of proposed Albatross Way and said golf course property the following calls:

With a curve concave to the south having a central angle of 111°22'18", a radius of 255.00 feet and a chord of S59°28'45"W, 421.24 feet for an arc length of 495.67 feet to a point,

S03°47'36"W, 274.44 feet to a point,

With a curve concave to the west having a central angle of 86°38'17", a radius of 235.00 feet and a chord of S47°06'45"W, 322.45 feet for an arc length of 355.35 feet to a point,

N89°34'07"W, 2.87 feet to a point;

THENCE, leaving said margin of Albatross Way and along the western line of said golf course property the following calls:

S15°07'27"W, 103.83 feet to a point,

S17°13'23"W, 76.08 feet to a point,

S21°24'33"W, 46.92 feet to a point,

S27°06'01"W, 54.64 feet to a point,

S29°27'17"W, 257.70 feet to a point, said point being in the west line of Lot

1333 of Foxland, Phase One, Section Two of record in Plat Book 23, pages 184-187, Register's Office for Sumner County, Tennessee;

THENCE, with Foxland, Phase One, Section Two, N52°25'51"W, 151.22 feet to a point in the east margin of Reynard Drive;

THENCE, with said margin N28°56'58"E, 17.87 feet to a point;

THENCE, crossing Reynard Drive N61°03'02"W, 50.00 feet to the Point of Beginning.

Containing 353,516 square feet or 8.12 acres, more or less.

Being a part of the same property conveyed to Oakbrook Realty & Investments II, LLC by Quitclaim Deed recorded in Record Book 2246, page 770, Register's Office for Sumner County, Tennessee, and by Quitclaim Deed recorded in Record Book 2248, page 734, said Register's Office.

1672929 v1
103871-001

A - 3