

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR, PLC (JMB)
One American Center, Suite 1100
3100 West End Avenue
Nashville, Tennessee 37203

**SECOND AMENDMENT TO AMENDED AND RESTATED DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR COLONIAL VILLAGE**

This Second Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions for Colonial Village (this "Amendment") is made as of the 20th day of November, 2009, by Goodall Inc. Builders ("Declarant").

WITNESSETH:

WHEREAS, Declarant has previously placed of record that Amended and Restated Declaration of Covenants, Conditions and Restrictions for Colonial Village, which is of record in Book 1171, page 2005, in the Register's Office for Wilson County, Tennessee, and amended the same by that First Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions for Colonial Village, which is of record in Book 1223, page 683, in the Register's Office for Wilson County, Tennessee (collectively, the "Declaration"); and

WHEREAS, Declarant desires to amend the Declaration, further, to add additional land to the Properties;

NOW, THEREFORE, pursuant to Article XII of Declaration, the Declaration is hereby amended as follows:

1. Exhibit "A" to the Declaration is hereby deleted and replaced with Exhibit "A" attached hereto, which shall, for all purposes, henceforth constitute Exhibit "A" to the Declaration.
2. Capitalized terms not specifically defined herein shall have the same meanings given them in the Declaration.
3. Except as modified by this Amendment, the Declaration remains in full force and effect as executed and recorded.

IN WITNESS WHEREOF, the undersigned has caused this Second Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions for Colonial Village to be executed by its duly authorized representative as of the date first above written.

GOODALL INC. BUILDERS,
a Tennessee corporation ("Declarant")

By: DOE

Title: President

STATE OF TENNESSEE
COUNTY OF Davidson

Personally appeared before me, Shannan Williams a Notary Public, Robert H. Goodall , with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is President of Goodall Inc. Builders, a Tennessee corporation, being authorized to execute the foregoing instrument on behalf of the corporation.

WITNESS MY HAND, at office this 20th day of November 2009.

 Shannan Williams
Notary Public

My Commission Expires:
 5.2.2011

