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WHPD

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Davidson County REST
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**SECOND SUPPLEMENTARY DECLARATION TO AMENDED AND RESTATED
DECLARATION OF RESTRICTIVE COVENANTS FOR STANFORD VILLAGE**

This Second Supplementary Declaration to Amended and Restated Declaration of Restrictive Covenants for Stanford Village ("Second Supplementary Declaration") is made and entered into as of this 22 day of JANUARY 2002.

WITNESSETH:

WHEREAS, Beazer Homes Corp. d/b/a Phillips Builders, a Tennessee corporation ("Developer"), has previously submitted certain property to the Amended and Restated Declaration of Restrictive Covenants for Stanford Village recorded as Instrument Number 200002280019107 in the Register's Office for Davidson County, Tennessee as amended by the First Amendment to Amended and Restated Declaration of Restrictive Covenants for Stanford Village recorded as Instrument Number 200003010020280 and as supplemented by the First Supplementary Declaration to Amended and Restated Declaration of Restrictive Covenants for Stanford Village recorded as Instrument Number 200103190026310 (the "Declaration"); and

WHEREAS, pursuant to Article 2 of the Declaration, Developer has the right to file of record one or more supplementary declarations to create Additional Phases and subject other Properties to the provisions of the Declaration;

WHEREAS, Developer desires to annex additional land known as Stanford Village Section Three as more particularly described on Exhibit A, attached hereto and incorporated herein by this reference, and which is described on the Plat recorded as Instrument Number 200112170139079 in the Register's Office of Davidson County, Tennessee;

NOW, THEREFORE, for and in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Developer, being empowered so to do hereby amends the Declaration as follows:

1. Amendment. The Declaration is amended to annex additional property as more particularly described in Exhibit A attached hereto and incorporated herein by reference. The foregoing property is deemed submitted to the restrictive covenants

contained in the Declaration, effective upon the date of the recordation of the respective plat therefore.

2. Ratification. In all other respects, the Declaration is ratified and confirmed.

IN WITNESS WHEREOF, Beazer Homes Corp. d/b/a Phillips Builders has caused this Second Supplementary Declaration to be executed as of the day and date first above written.

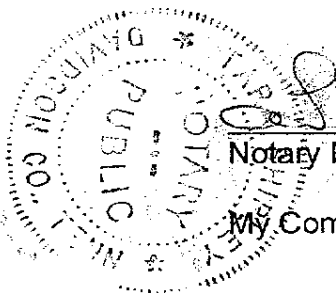
BEAZER HOMES CORP. d/b/a
PHILLIPS BUILDERS, Developer

By: Kelly Harrison
Kelly Harrison, Vice President Land/Operations

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, Kelly Harrison, with whom I am personally acquainted, and who acknowledged that she executed the foregoing instrument for the purposes therein contained and who further acknowledged that she is Vice President Land/Operations of Beazer Homes Corp. d/b/a Phillips Builders, a Tennessee corporation, and is authorized to execute this instrument on behalf of Beazer Homes Corp. d/b/a Phillips Builders.

WITNESS my hand, at office this 22 day of Jan, 2002.



[Signature]
Notary Public

My Commission Expires: 5/30/2004

Prepared by: Anderson-Dalk & Associates, Inc.
818 Grassmere Park Drive, Suite 4
Nashville, Tennessee 37211

Property Description
a portion of the
SC Ventures, L.P. Property

TRACT THREE

Being a 12.346 more or less acre tract of land lying in the 31st Councilmanic District of Davidson County, Tennessee, and being a portion of the property conveyed to SC Ventures, L.P., as evidenced by deed of record in Deed Book 11263, page 506, Register's Office Davidson County, Tennessee, and being more particularly described as follows:

Starting at a concrete monument found on the southerly right-of-way of Barnes Road (50' right-of-way), said point being the most northwestern corner of the Phillips Builders, Inc. Property of record in Deed Book 11263, page 521, Register's Office Davidson County, Tennessee, and the most northeasterly corner of the Sidney Wair Property of record in Deed Book 5066, page 362, Register's Office Davidson County, Tennessee;

Thence with the common line of said Wair and Phillips Builders Property,
South 07 Degrees 08 Minutes 58 Seconds West a distance of 596.19 Feet to an iron pin;

Thence continuing,

North 78 Degrees 31 Minutes 50 Seconds West a distance of 500.86 Feet to an iron pin set, the **POINT OF BEGINNING** of the herein-described tract;

Thence with the southerly line of said Phillips Builders Property,

South 27 Degrees 52 Minutes 23 Seconds East a distance of 716.43 Feet to a point in the approximate centerline of Mill Creek;

Thence with the centerline of Mill Creek, and with the westerly line of the E.M. Baker Property of record in Deed Book 673, page 142,

South 41 Degrees 49 Minutes 22 Seconds West a distance of 146.41 Feet to a point;

Thence leaving the centerline of Mill Creek and with a new line, severing said SC Ventures, L.P.

Property,

South 87 Degrees 42 Minutes 19 Seconds West a distance of 350.45 Feet to an iron pin set in the easterly line of the Linda Whittaker Property of record in Deed Book 10507, page 591, Register's Office Davidson County, Tennessee;

Thence with the westerly line of said Whittaker Property,

North 09 Degrees 24 Minutes 41 Seconds East a distance of 353.34 Feet to an iron pin (old);

Thence with the common line of the herein-described tract and the Myles B. Owens et ux Property of record in Deed Book 4249, page 718, Register's Office Davidson County, Tennessee, the following two calls:

South 80 Degrees 37 Minutes 41 Seconds East a distance of 77.98 Feet to a nail in a tree root (old);

Thence North 09 Degrees 35 Minutes 37 Seconds East a distance of 527.05 Feet to an iron pin set at the southwestern corner of the George Wair Property of record in Deed Book 999, page 267, Register's Office Davidson County, Tennessee.

Thence South 78 Degrees 31 Minutes 50 Seconds East a distance of 397.85 Feet to the point of beginning, containing 537.791 square feet or 12.346 acres, more or less.

The above described Tract Three is subject to a 30 foot wide temporary ingress/egress easement for the benefit of the remaining Raymond A. Claxton Property of record in Deed Book 6716, page 760, Register's Office Davidson County, Tennessee, the centerline of said temporary easement being more particularly described as follows:

Starting at an iron pin set in the southerly line of the George Wair Property of record in Deed Book 999, page 267, R.O.D.C., said point being the point of beginning for Tract Three described above;

Thence South 27 Degrees 52 Minutes 23 Seconds East a distance of 641.43 Feet to the

Point of Beginning of the herein-described easement;

Thence South 42 Degrees 09 Minutes 59 Seconds West a distance of 242.05 Feet to a point in the southerly line of said Tract Three, the point of termination of the herein-described easement.