

(S0388-00098)

PREPARED BY AND RETURN TO:

Melody W. Oliver, Attorney
1755 Kirby Parkway, Suite 100
Memphis, Tennessee 38119

SECOND AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
RICHWOOD P.U.D.

AJ 5839

4

By Declaration of Covenants, Conditions and Restrictions of Richwood P.U.D. dated January 28, 1987 recorded under Instrument Number Z1 1656 as amended at Instrument Number AC 2782, Richmond Road Partnership, a Tennessee general partnership ("Declarant"), created Richwood P.U.D. Article VI of said Declaration gives Declarant the right to expand the planned unit development on the basis stated therein. National Bank of Commerce, the United States Department of Housing and Urban Development and the Veteran's Administration join herein for the purpose of approving the expansion of the planned unit development as set forth herein.

Declarant now desires to expand the planned unit development in the following particulars:

1. The number of lots is increased from one hundred twenty-eight (128) lots to two hundred fifteen (215) lots.
2. The land described on Exhibit "A" attached hereto is made a part of the Declaration of Covenants, Conditions and Restrictions of Richwood P.U.D. for all purposes whatsoever.

IN WITNESS WHEREOF, the undersigned have caused this Second Amendment to be executed on the 6th day of April, 1988.

National Bank of Commerce

By: Kim Hanner
Title: Assistant Vice PresidentRichmond Road Partnership, a
Tennessee general partnershipBy: Leader Enterprises, Inc.,
successor in interest of
Faxon, Inc., a Tennessee
corporation, general partnerUnited States Department of
Housing and Urban DevelopmentBy: James K. Lane
Title: Chief, Valuation ArchitecturalBy: Wesley Hays
Title: E. Vice-President

Veteran's Administration

By: _____
Title: _____By: Patton & Taylor Enterprises,
Inc., a Tennessee corporation,
general partnerBy: Clyde Paul
Title: President

AJ 5839

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a duly qualified notary public in and for said county and state, personally appeared Wesley Hays, Exec. Vice President of Leader Enterprises, Inc., successor in interest of Faxon, Inc., a Tennessee corporation, and Clyde Patton, Jr., President of Patton & Taylor Enterprises, Inc., a Tennessee corporation, with whom I am personally acquainted, and who, upon their separate oaths acknowledged themselves to be all of the partners doing business as, and in the name of Richwood Road Partnership, a Tennessee general partnership, the within named bargainor, and they, as such partners, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained by subscribing thereto the name of the said partnership by themselves as such partners, and they further acknowledged that they executed said instrument as their free act and deed and as the free act and deed of Richmond Road Partnership, a Tennessee general partnership.

WITNESS my hand and official seal at office this 6th day of April, 1988.

Wesley Hays
Notary Public
MAY 10 1988
SHELBY COUNTY TENN

My Commission Expires:
3-1-92

STATE OF TENNESSEE :
COUNTY OF SHELBY :

Before me, a Notary Public, in and for said State and County, duly commissioned and qualified, personally appeared Kim Haman, with whom I am personally acquainted, and who upon oath, acknowledged himself/herself to be the Ass't Vice President of the National Bank of Commerce, the within named bargainor, and that he as such ass't vice president, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the National Bank of Commerce by himself/herself as such ass't vice pres.

WITNESS my hand and Notarial Seal at office this 8th day of April, 1988.

Kim Haman
Notary Public
MAY 10 1988
SHELBY COUNTY TENN

My Commission Expires:
3-1-92

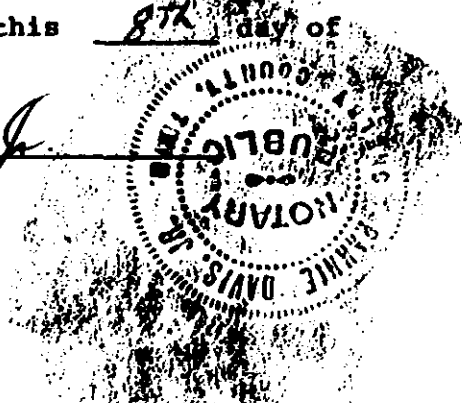
AJ 5839

STATE OF TENNESSEE :
COUNTY OF SHELBY :

Before me, a Notary Public, in and for said State and County, duly commissioned and qualified, personally appeared JAMES K. FOLK, with whom I am personally acquainted, and who upon oath, acknowledged himself/herself to be the CHIEF OF VALUATION & ACQ. of the United States Department of Housing and Urban Development, the Barney within named bargainer, and that he as such CHIEF OF VAL & ACQ. Barney being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the United States Department of Housing and Urban Development by himself/herself as such CHIEF OF VAL & ACQ. Barney.

WITNESS my hand and Notarial Seal at office this 8th day of April, 1988.

Russell Davis, Jr.
Notary Public



My Commission Expires: 2/12/89

STATE OF TENNESSEE :
COUNTY OF SHELBY :

Before me, a Notary Public, in and for said State and County, duly commissioned and qualified, personally appeared _____, with whom I am personally acquainted, and who upon oath, acknowledged himself/herself to be the _____ of the Veteran's Administration, the within named bargainer, and that he as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the Veteran's Administration by himself/herself as such _____.

WITNESS my hand and Notarial Seal at office this _____ day of _____, 19__.

Notary Public

My Commission Expires: _____

PREPARED BY AND RETURN TO:
Melody W. Oliver
1755 Kirby Parkway, Suite 100
Memphis, Tennessee 38119

AJ 5839

EXHIBIT "A"

Phase 2: Lots 176-215, inclusive, Phase 2, Richwood P.U.D., as shown on plat of record in Plat Book 120, Page 75, Register's Office of Shelby County, Tennessee, to which plat reference is hereby made for a more particular description of said lots.

Phase 3: Lots 146-167, inclusive, Phase 3, Richwood P.U.D., as shown on plat of record in Plat Book 120, Page 75, Register's Office of Shelby County, Tennessee, to which plat reference is hereby made for a more particular description of said lots.

Phase 4: Lots 128-A, 129-A, 130-145, and 168-175, Phase 4, Richwood P.U.D., as shown on plat of record in Plat Book 120, Page 75, Register's Office of Shelby County, Tennessee, to which plat reference is hereby made for a more particular description of said lots.

AJ5839

SHELBY COUNTY
REGISTER OF DEEDS
1988 APR -8 PM 3:23

AJ 5839	
STATE TAX	
REGISTER'S FEE	
RECORDING FEE	120
TOTAL	
STATE OF TENNESSEE	
SHELBY COUNTY	
OFF. & RATES	
[Signature]	