

THIS INSTRUMENT PREPARED BY:
Dearborn & Ewing
1200 One Commerce Place
Nashville, Tennessee 37239

AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS

This Amendment to Declaration of Covenants, Conditions, and Restrictions is made this 13TH day of June, 1985, by Radnor/Nashville Corporation, a Delaware corporation qualified to do business in Tennessee (hereinafter referred to as "Declarant"),

W I T N E S S E T H:

WHEREAS, Declarant has previously filed for record a Declaration of Covenants, Conditions, and Restrictions, dated November 9, 1984, and recorded on November 13, 1984, in Book 6424, page 839, Register's Office for Davidson County, Tennessee (the "Declaration") with respect to a development referred to therein as Hearthstone Manor; and

WHEREAS, Hearthstone Manor, Phase I, is depicted in a Plat recorded in Book 6250, page 215, and re-recorded, as revised, in Book 6250, page 398, said Register's Office; and

WHEREAS, Article VIII, Section 1 of the Declaration provides that the Declarant shall have the unilateral right at any time within five (5) years from the date the Declaration is recorded to subject to the provisions of the Declaration all or any portion of the property described in Exhibit "B" of the Declaration; and

WHEREAS, Declarant desires to submit and subject additional property to the provisions of the Declaration as hereinafter set forth; and

WHEREAS, the property which Declarant presently intends to add to Hearthstone Manor and subject to the Declaration is that property referred to hereinafter as "Phase II" and described more fully in Exhibit "A" hereto, and that property referred to hereinafter as "Phase III" and described more fully in Exhibit "B" hereto; and

WHEREAS, the Plat of Phase II is of record in Book 6250, page 492, and the Plat of Phase III is of record in Book 6250, page 493, said Register's Office; and

WHEREAS, Phase II and Phase III are both a portion of, and included in, that property described in Exhibit "B" to the Declaration, which property may be unilaterally subjected to the terms and conditions of the Declaration by Declarant,

NOW, THEREFORE, in consideration of the foregoing premises, the aforementioned Declaration is hereby amended to include as part of the "Properties", as defined in the Declaration, Phase II and Phase III as described in Exhibits "A" and "B" hereto and as depicted in Plat Book 6250, page 492, and Plat Book 6250, page 493, said Register's Office. Phases II and III, including the Residential Units, Common Area, and other matters thereon and in connection therewith, shall hereinafter comprise a part of Hearthstone Manor and shall be subject to, and governed by, the terms and conditions of the Declaration. This Amendment shall be effective upon filing.

IN WITNESS WHEREOF, this instrument has been executed on the day and date first above set forth.

RADNOR/NASHVILLE CORPORATION

ATTEST:

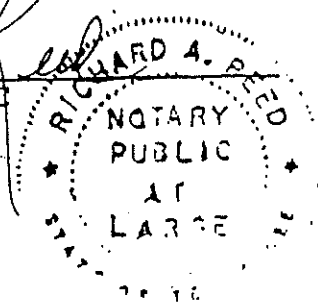
[Handwritten signature]

BY: Raymond R. Jones
TITLE: Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, THE UNDERSIGNED, a Notary Public in and for the County and State aforesaid, personally appeared RAYMOND R. JONES, with whom I am personally acquainted, and who upon oath acknowledged HIMself to be VICE PRESIDENT of Radnor/Nashville Corporation, the within named bargainer, a corporation, and that HE as such VICE PRESIDENT, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by HIMself as VICE PRESIDENT.

Witness my hand and seal at office in Nashville, Tennessee, this the 13 day of JUNE, 1985.

[Handwritten signature]
NOTARY PUBLIC


My Commission Expires:

My Commission Expires Oct. 19, 1986