

**AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR CLEVELAND HALL**

This first amendment to the Declaration of Covenants, Conditions and Restrictions (the "Amendment") is made this 1st day of December, 2005 by Cleveland Hall, LLC, a Tennessee limited liability company, (the "Declarant" herein).

WHEREAS,

Declarant owns property listed on Exhibit A of the Declaration of Covenants, Conditions and Restrictions for Cleveland Hall, of record in Book 11725, Page 76 of the Register's Office for Davidson County, Tennessee; and,

WHEREAS, under Article II, Paragraph 3 and under Article XII, Section 2 of the said Declaration of Covenants, Conditions and Restrictions, the declarant is a Class B member, as defined in Article III, Section 2, the Class "B" control period not having expired and;

WHEREAS, it is the wish of the developer and Class "B" member to amend the present and existing Declaration of Covenants, Conditions and Restrictions for Cleveland Hall, of record in Book 11725, Page 76 of the Register's Office for Davidson County, Tennessee in order to require additional square footage for all dwellings hereafter constructed within the Cleveland Hall subdivision;

NOW, THEREFORE, the declarant does hereby make, modify and amend the aforesaid Declaration of Covenants, Conditions and Restrictions at Article XI, Section 15, Minimum Square Footage and Siding by striking and omitting Section 15 in its entirety and inserting the following:

"Section 15. Minimum Square Footage and Siding. All one story residences constructed on any of the Lots shall contain a minimum of 2,800 square feet of heated and cooled living space prior to occupancy, exclusive of basements, whether finished or not, garages, porches, decks and patios. All two-story residences constructed on any of the Lots and all story and a half residences constructed on any of the Lots shall contain not less than 3,000 square feet of heated and cooled living space prior to occupancy, exclusive of unfinished basements, garages, porches, decks and patios. The exterior siding of all residences constructed on the Lots shall be finished with exterior building materials to the finished yard grade, and at least Seventy-five percent (75%) of the exterior siding of each such residence (exclusive of gables) shall be finished with brick, brick veneer, stone, stone veneer or a combination of the foregoing. The remaining portion of the exterior siding of each such residence may be finished with other types of exterior building materials, such as wood or synthetic siding. Recognizing that other exterior building materials, such as drivit or stucco, and/or new and innovative building materials may be attractive and consistent with the Community-Wide Standard, other and/or new and innovative exterior building materials may be used in finishing at least Seventy-five percent

Exhibit "A"

Land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being more fully described as follows:

Tract One:

Beginning at an existing iron pin at the intersection of the westerly right-of-way line of the Nashville and Eastern Railroad (100 feet wide) and the northerly line of Hadley's Bend City, a subdivision, of record in Plat Book 421, Page 120, Register's Office for Davidson, County, Tennessee; thence, with the common line of said subdivision, along a fence, N 59° 48' 08" W, 488.98 feet to a fence corner; thence, continuing with said subdivision and fence line, S 28° 35' 30" W, 197.53 feet to a fence corner; thence N44° 25' 43"-W, 344.1-7 feet to-an existing iron pin;-thence, N-63° 35' 21"-W, 17.81 feet to an existing iron pin; thence, N 59° 10' 39" W, 200.06 feet to a fence corner; thence, N 31 ° 55' 10" E, 280.33 feet to an existing iron pin at a tree; thence N 31° 55' 10" E, 116.39 feet to an iron pin set; thence, continuing with the common line of said subdivision and fence line, the following calls:

N 61° 44' 47" W, 56.88 feet to a fence post; thence,
N 76° 51' 25" W, 146.88 feet to an iron pin set; thence,
N 77 0 47' 15" W, 111.09 feet to an iron pin set; thence,
N 77° 50' 45" W, 131.95 feet to an iron pin set; thence,
N 76° 45' 10" W, 123.41 feet to an iron pin set; thence,
N 77 0 36' 40" W, 105.96 feet to an iron pin set; thence,
N 77° 44' 51" W, 104.50 feet to an iron pin set; thence,
N 77° 56' 52" W, 103.50 feet to an iron pin set; thence,
N 77° 51' 15" W, 109.01 feet to an iron pin set; thence,
N 77° 49' 08" W, 188.52 feet to an iron pin set; thence,
N 81° 50' 37" W, 14.77 feet to an iron pin set; thence,
N 77° 44' 59" W, 74.23 feet to an iron pin set; thence,
N 78° 04' 16" W, 96.03 feet to an iron pin set; thence,
N 81 ° 52' 56" W, 8.55 feet to an iron pin set; thence,
N 78° 39' 19" W, 71.20 feet to an iron pin set; thence,
N 76° 39' 16" W, 17.55 feet to an iron pin set; thence,
N 78° 29' 10" W, 81.80 feet to an iron pin set; thence,
N 78° 16' 59" W, 146.30 feet to an existing iron pin, said pin being the southwest corner of the herein described tract and a corner to property conveyed to Hermitage Golf Course, Inc., of record in Book 8331, Page 575, Register's Office for Davidson County, Tennessee, formerly the R.L. Danner property; thence,

With the easterly line of said property, N 04° 52' 10" E, 1261.58 feet to an existing iron pin; thence, with the southerly line of Hermitage Golf Course, Inc., property, formerly an ingress and egress easement, S 89° 00' 11" E, 925.00 feet to an iron pin set; thence, a new line S 00° 59' 49" W, 325.00 feet to an iron pin set; thence, a new line S 38° 48' 31" E, 781.02 feet to an iron pin set; thence, a new line S 58° 32' 59".E, 907.45 feet to an iron pin set in the westerly right-of-way line of the Nashville and Eastern Railroad; thence, with said right-of-way line S 00° 11' 00" W, 286.45 feet to an iron pin set; thence, continuing with said right of way line, S 09° 55' 08" E,

573.47 feet to an iron pin set; thence, S 18° 57' 21" E, 155.24 feet to the point of beginning, containing 2,575,003 square feet or 59.114 acres, more or less.

Being the same property intended to be conveyed to Cleveland Hall Associates, Ltd., by deed of record in Book 7441, Page 160, Register's Office for Davidson County, Tennessee, and by deed of record in Book 7442, Page 944, Register's Office for Davidson County, Tennessee.

Tract Two:

Beginning at a point in the westerly right-of-way line of Old Hickory Boulevard that is N 8° 26' 40" E, 513.54 feet from an existing iron pin in the southeasterly corner of the William Stokley Donelson III property of record in Book 9215, Page 744, Register's Office for Davidson County, Tennessee; thence,

1. Leaving the westerly right-of-way line of Old Hickory Boulevard in a northerly and westerly direction with a 25-foot radius curve to the left, a distance of 39.27 feet, said curve has a chord bearing and distance of N 36° 33' 20" W, 35.36 feet; thence,
2. N 81° 33' 20" W, 50.00 feet; thence,
3. With an 806.99-foot radius curve to the right, 202.65 feet, said curve has a chord bearing and distance of N 74° 21' 42" W, 202.11 feet; thence,
4. With a 746.99-foot radius curve to the left, 187.58 feet to a point in the easterly right-of-way line of Nashville and Eastern Railroad, said curve has a chord bearing and distance of N 74° 21' 42" W, 187.09 feet; thence,
5. With said easterly right-of-way line N 09° 55' 08" W, 63.22 feet; thence,
6. Leaving said easterly right-of-way line S 81° 33' 20" E, 19.92 feet; thence,
7. With an 806.99-foot radius curve to the right 202.65 feet, said curve has a chord bearing and distance of S 74° 21' 42" E, 202.11 feet; thence,
8. With a 746.99-foot radius curve to the left, 187.58 feet, said curve has a chord bearing and distance of S 74° 21' 42" E, 187.09 feet; thence,
9. S 81° 33' 20" E, 50.00 feet; thence,
10. With a 25-foot radius curve to the left, 39.27 feet to a point in the westerly right-of-way line of Old Hickory Boulevard, said curve has a chord bearing and distance of N 53° 26' 40" E, 35.36 feet; thence,
11. With said westerly right-of-way line, S 8° 26' 40" W, 110.00 feet to the point of beginning and containing 28,780 square feet or 0.661 acres, more or less.

Being the same property conveyed to Cleveland Hall Associates, Ltd., by deed of record in Book 7844, Page 253, Register's Office for Davidson County, Tennessee.

Tract Three:

A parcel of land in the Second Civil District of Metropolitan Nashville and Davidson County, Tennessee, that is more particularly described according to a survey prepared by Ragan-Smith Murphy and Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, License #737 as follows:

Beginning at an iron pin set in the westerly right of way line of Nashville and Eastern Railroad, said point being the northeasterly corner of Cleveland Hall Associates, Ltd., property of record in Book 7441, Page 160, Register's Office for Davidson County, Tennessee, and in Book 7442, Page 944, Register's Office for Davidson County, Tennessee, and the southeasterly corner of John Donelson, et al., property of record in Book 6292, Page 654, Register's Office for Davidson County, Tennessee, and proceeding as follows:

1. With the common line of Donelson and Cleveland Hall Associates, Ltd., North $58^{\circ} 32' 52''$ West, 907.45 feet to an iron pin set; thence,
2. North $38^{\circ} 48' 31''$ West, 781.02 feet to an iron pin set; thence,
3. North $0^{\circ} 59' 49''$ East, 325.00 feet to an iron pin set in the southerly line of property conveyed to Hermitage Golf Course of record in Book 8331, Page 575, Register's Office for Davidson County, Tennessee, formerly an ingress and egress easement; thence,
4. With said southerly line, South $89^{\circ} 00' 11''$ East, 680.81 feet to an existing iron pin; thence,
5. North $810^{\circ} 01' 11''$ East, 589.20 feet to an existing iron pin on the westerly right-of-way line of the Nashville and Eastern Railroad; thence,
6. With said westerly line, South $0^{\circ} 11' 00''$ West, 1487.24 feet to the point of beginning and containing 1,232,035 square feet or 28.284 acres, more or less.

Being the same property intended to be conveyed to Cleveland Hall Associates, Ltd., by deed of record in Book 8177, Page 482, Register's Office for Davidson County, Tennessee.

Included within the description of the afore-described properties but expressly excluded from the real property described on this Exhibit C is all of the real property shown on the plat of Phase One Cleveland Hall, as recorded in Plat Book 11700, Page 51, Register's Office for Davidson County, Tennessee.

The foregoing property described on this Exhibit C being a portion of the property conveyed to Cleveland Hall, LLC by Successor Trustee's Special Warranty Deed of Correction of record at Book 11714, Page 126, Register's Office for Davidson County, Tennessee.