

This instrument prepared by
and mail to:

A. Harrison Johnson, Jr., Attorney
213 Fifth Avenue North
Nashville, TN 37219

Pamela L. Whitaker, Register

Sumner County Tennessee

Rec #: 380856 Instrument 492542
Rec'd: 12.00 Wk: 73 Ps 406
State: 0.00 Recorded
Clerk: 0.00 9/14/1999 at 1:40 PM
EDP: 2.00 in Record Book
Total: 14.00

FIRST
AMENDED

DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS

1025 Ps 799
This **FIRST AMENDED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**, hereinafter sometimes referred to as the "First Amended Declaration", set forth and entered into as of this the 14th day of **September, 1999**, by the undersigned "Declarant":

W I T N E S S E T H:

WHEREAS, Declarant is the owner of certain real property in Nashville, Sumner County, Tennessee, known as WINSTON HILLS [Village III], a Plat of which is of record in Book 17, page 374, Register's Office for Sumner County, Tennessee (the "Original Plat" herein);

AND, WHEREAS, the Declarant has executed and recorded a "Declaration of Covenants, Conditions and Restrictions" dated May 27, 1999, which are recorded in Record Book 982, page 242-340, said Register's Office (the "Original Declaration"), which relates to the Lots and Common Areas shown on the Original Plat;

AND, WHEREAS, the Declarant has caused subdivision Plats to be recorded with regard to additional Lots and Common Areas in: (1) Village III, designated as Lots 26, 27, 28, 29, 30, 49, 50, 51 and 52, as shown on Plat Book 18, pages 96 and 97, said Register's Office, and (2) Village II, designated as Lots 83, 84, 85, 100, 101, 102, 103, 104, 121, 122, 123, 124, 125, 126, 127 and 128, as shown on Plat Book 18, pages 96 and 98, said Register's Office (the "Additional Plat(s)");

AND, WHEREAS, Article IX, Section 3.C., on page 264, of the Original Declaration permits the Declarant to submit and subject additional Lots, Phases or Villages to the easements, restrictions, charges, liens, covenants, terms and conditions of the Original Declaration and to the Association formed thereunder.

NOW, THEREFORE, Declarant does hereby declare that all of the Lots and Common Areas shown and described on the Additional Plat(s) described above shall be held, sold and conveyed subject to all the easements, restrictions, charges, covenants, terms, liens and conditions contained in the Original Declaration, which are for the purpose of protecting the value and desirability of, and which shall run with the real property and be binding on all parties having any right, title or interest in the described properties or

any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof. And the Declarant does hereby incorporate by reference all the definitions, terms, conditions, easements, restrictions, charges, covenants, terms, liens and conditions contained in the Original Declaration herein, as if they were fully copied herein. Any modifications which shall be necessary in the Original Declaration, for purposes of this Amendment, such as Exhibit A and Exhibit B to the Original Declaration, shall be deemed to be made in this Amendment, as they apply to the said Lots and Common Areas shown on the Additional Plat(s). This document shall be known as the "First Amended Declaration".

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has caused this instrument to be executed by its duly authorized officer, as of this the 14th day of September, 1999.

DECLARANT AND MASTER DEVELOPER:

RBAG/PRESTON - WINSTON HILLS, L.L.C., a Delaware limited liability company

By: MIXED TN - RBAG, L.L.C., a Delaware limited liability company, its member

By: PS/MS - Bellevue, L.L.C., a manager

By: Chickee, L.L.C., its manager

By: 
Name: Mark W. Morgan
Title: Vice Managing Member

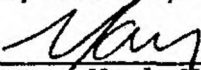
By: PS/MS - Cash, L.L.C., a manager

By: Chickee, L.L.C., its manager

By: 
Name: Mark W. Morgan
Title: Vice Managing Member

By: PS/MS - Bellevue, L.L.C., a Virginia limited liability company, its manager

By: Chickee, L.L.C., its manager

By: 
Name: Mark W. Morgan
Title: Vice Managing Member

ACKNOWLEDGMENTS

STATE OF Virginia)
COUNTY OF Fairfax) SS:

On September 14, 1999, before me, Debra E Olampo, a Notary Public in and for the said State and County, personally appeared Mark W. Morgan, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the Vice Managing Member of CHICKEE, L.L.C., a Virginia limited liability company, the manager of (i) PS/MS CASH, L.L.C., a Virginia limited liability company, the manager of RBAG/Preston-Winston Hills, L.L.C., a Delaware limited liability company, the within named bargainer; and a manager of MIXED TN - RBAG, L.L.C., a Delaware limited liability company, the sole member of RBAG/Preston-Winston Hills, L.L.C., and (ii) PS/MS-BELLEVUE, L.L.C., a Virginia limited liability company, a manager of MIXED TN - RBAG, L.L.C., and that he executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as such Vice Managing

Member
Witnessed by hand and official seal.



Debra E Olampo
Notary Public, State of Virginia
Commission Expires: 31 January 2000