

This instrument prepared by:
Richard Northcutt, Metropolitan Escrow, Inc.
1415 N. Jackson St.
Tullahoma, TN 37388

AMENDMENT TO RESTRICTIVE COVENANTS AND PLAT OF
HIGHLAND WOODS SUBDIVISION, PHASE II

THIS DECLARATION is executed for the purpose of amending the restrictive and protective covenants pertaining to HIGHLAND WOODS SUBDIVISION PHASE II, the Plat thereof, as the same pertains to the side setback lines affecting all lots in Phase II within said subdivision;

WHEREAS, the undersigned are owners of more than 75% of the lots comprising HIGHLAND WOODS SUBDIVISION, PHASE II; and

WHEREAS, the undersigned wish to amend and/or grant a variance for side setback lines affecting all lots in Phase II within said subdivision; and

WHEREAS, the restrictive and protective covenants heretofore filed of record in Deed Book 292, Page 571, Register's Office of Franklin County, Tennessee, specifically provide for and authorize amendments to the restrictive and protective covenants by 75% of the lot owners.

NOW, THEREFORE, the undersigned being 75% of the lot owners of HIGHLAND WOODS SUBDIVISION, PHASE II, hereby amend the restrictive and protective covenants pertaining to said subdivision, which are recorded in Deed Book 292, page 571, Register's Office, Franklin County, Tennessee, and do authorize the amendment of the Plat of said subdivision which is recorded in Plat Envelope 278A, Register's Office, Franklin County, Tennessee, so as to provide a side setback line of 10 feet for all lots in Phase II of HIGHLAND WOODS SUBDIVISION, PHASE II. It is the express and specific intent of the undersigned that any existing violation of the side setback lines for the above designated lots are hereby granted a variance.

DATED this 16 day of December, 1999.

Jack E. Dayton

OWNERS OF LOTS # 25, 26, 29, 30
31, 34, 35, 36, 40, 41, 42, 43, 48

Gail H. Dayton

OWNERS OF LOTS # Same as above

Joe Hill Jr.
By William Arthur, Attorney in Fact

OWNERS OF LOTS# 33, 44, 47

X William Arthur & Doris Arthur

owners of Lots # 32 & 45 & 46

STATE OF Tennessee
COUNTY OF Coffee

Personally appeared before me, the undersigned authority, a Notary Public in and for said county and state, the within named

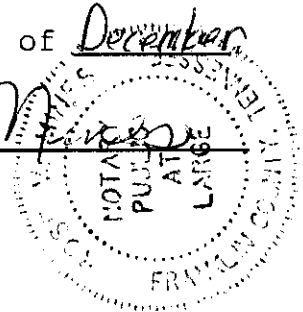
Jack E. Dayton and wife Gail H. Dayton

with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the foregoing instrument for the purposes therein contained.

WITNESS MY HAND AND OFFICIAL SEAL this 16 day of December 1999.

My commison expires: 9/29/2003

Rose M. M... [Signature]
Notary Public



STATE OF Tennessee
COUNTY OF Coffee

Personally appeared before me, the undersigned authority, a Notary Public in and for said county and state, the within named

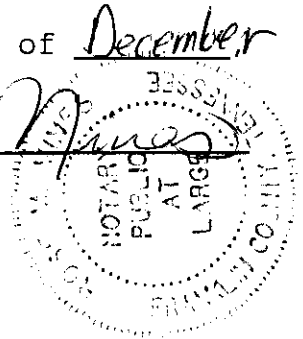
Joe Hill, Jr., William Arthur and wife Doris Arthur

with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the foregoing instrument for the purposes therein contained.

WITNESS MY HAND AND OFFICIAL SEAL this 16 day of December 1999.

My commison expires: 9/29/2003

Rose M. M... [Signature]
Notary Public



State of Tennessee, County of FRANKLIN
Received for record the 26 day of
DECEMBER 1999 at 8:45 AM. (RECK# 10485)
Recorded in official records
Book D297 pages 580- 581
State Tax \$.00 Clerks Fee \$.00,
Recording \$ 10.00, Total \$ 10.00,
Register of Deeds LYDIA CURTIS DANIEL
Deputy Register RUTH BAILEY