

THIS INSTRUMENT PREPARED BY:
 STEPHEN C. BAKER, P.C.
 ATTORNEY AT LAW
 2207 CRESTMOOR RD., SUITE 101A
 NASHVILLE, TN 37215

SECOND AMENDMENT TO RESTRICTIVE COVENANTS OF HEATHROW HILLS

This Second Amendment to Restrictive Covenants of Heathrow Hills is made by the undersigned lot owners representing more than seventy percent (70%) of the lots in Heathrow Hills subdivision as shown of the Plat of Heathrow Hills of record in Plat Book 10, page 172, in the Register's Office of Williamson County, Tennessee ("Heathrow Hills").

WITNESSETH:

Whereas, E.L.N. Corporation, a Louisiana corporation, as Declarant, adopted certain restrictive covenants for Heathrow Hills by Restrictive Covenants of Heathrow Hills of record in Book 650, page 401, Register's Office for Williamson County, Tennessee, as amended by First Amendment to Restrictive Covenants of Heathrow Hills, of record in Book 735, page 149, in said Register's Office (collectively the "Restrictive Covenants"); and

Whereas, pursuant to Paragraph 27 of the Restrictive Covenants, the Restrictive Covenants may be amended by a recorded instrument, executed and acknowledged by the owners of at least seventy percent (70%) of the lots shown on the plan of Heathrow Hills of record in Plat Book 10, page 172, said Register's Office, at any time during the initial thirty (30) year term of the Restrictive Covenants; and

Whereas, the undersigned owners desire to amend the Restrictive Covenants to enhance and preserve the value of individual homes and lots in Heathrow Hills and to allow the lot owners to form a Homeowners Association to enforce the Restrictive Covenants and to preserve and maintain values and a good quality of life in Heathrow Hills.

Now, Therefore, for and in consideration of the premises and the mutual benefits to be derived by the lot owners of Heathrow Hills, the undersigned lot owners representing more than seventy percent (70%) of all lot owners of Heathrow Hills hereby amend the Restrictive Covenants as follows:

1. Paragraph 22 of the Restrictive Covenants which reads as follows:

Any campers, buses - recreational vehicles shall be parked to the rear of all residences at all times.

is hereby deleted in its entirety and the following inserted in lieu thereof:

No campers, buses, recreational homes, trailers, boats or other types of recreational vehicles shall be parked on any lot in a position or manner that would allow any such vehicle to be viewed from the front or the side of any lot.

2. Paragraph 26 of the Restrictive Covenants which reads as follows:

The right of enforcement of the Restrictive Covenants contained herein is vested in Declarant and in the owner of each and every lot. Declarant and any owner shall have the right at any time to compel compliance with said Restrictive Covenants, or to prevent the violation of any of them, by the institution of an action at law, or a suit in equity for injunction or other relief.

is hereby deleted in its entirety and the following inserted in lieu thereof:

The right of enforcement of the Restrictive Covenants is vested in Declarant and Heathrow Hills Homeowners Association, Inc. ("Association"). Declarant and/or the Association shall have the right at any time to compel compliance with the Restrictive Covenants, or to prevent the violation of any of them, by the institution of an action at law, or a suit in equity, for injunction or other relief. Additionally, all expenses of the Association incurred in connection with any efforts to enforce the Restrictive Covenants, including court costs and attorney's fees, shall be assessed against such defaulting lot owner and shall be deemed part of such lot owner's share of the expenses of the Association. The Association shall have a lien upon such lot owner's lot to secure such sums. Such lien shall be subordinate to the lien of a recorded first mortgage or deed of trust on the lot.

3. Paragraph 27 of the Restrictive Covenants which reads as follows:

The restrictions contained herein, and this instrument may be amended by a recorded instrument executed and acknowledged by the owner or owners of at least seventy percent (70%) of the lots as shown on the recorded plan at any time during the initial thirty (30) year term hereof. Additional restrictions may be placed upon the lots in the same manner. After the initial thirty (30) year term, the restrictions and this instrument may be amended or deleted, and additional restrictions may be placed thereon, by the execution, acknowledgment and recordation of an instrument approving any such action by at least fifty percent (50%) of the owners of the lots.

is hereby deleted in its entirety and the following inserted in lieu thereof:

The restrictions contained herein, and this instrument, at any time during the initial thirty (30) year term hereof, may be amended by a recorded instrument executed and acknowledged by the President and Secretary of the Association containing the certification of such officers that such amendment was duly approved by owners of at least seventy percent (70%) of the lots as shown on the recorded plan. Additional restrictions may be placed upon the lots in the same manner. After the initial thirty (30) year term, the restrictions and this instrument may be amended or deleted, and additional restrictions may be placed thereon, by the execution, acknowledgment and recordation of an instrument executed by the President and Secretary of the Association containing the certification of such officers that such amendment was duly approved by owners of at least fifty-one percent (51%) of the lots shown on the recorded plan.

4. The following paragraphs are added to the Restrictive Covenants with the Paragraph numbers set forth below:

28. No vehicles of any kind may be parked on any of the roads or streets in Heathrow Hills except in connection with social events registered with the Association.

29. No satellite dishes shall be placed on any lot without the written approval of the Board of Directors of the Association.

30. Heathrow Hills Homeowners Association, Inc. shall be established by the lot owners of Heathrow Hills as follows:

(a) Formation. The Association shall be incorporated as nonprofit corporation under the laws of the State of Tennessee.

- (b) Members. Each lot owner in Heathrow Hills shall be a member of the Association.
- (c) Purpose. The purpose of the Association shall be for the enforcement of the Restrictive Covenants of Heathrow Hills, the maintenance and improvement of the entrance way and street signs, to serve as the successor to the Declarant under the Restrictive Covenants upon the sale of all lots of Declarant, to adopt such rules and regulations, and to perform such tasks or services deemed appropriate by the Board of Directors of the Association or by a resolution of the members of the Association adopted at any annual or special meeting of members to enhance and preserve values and quality of life in Heathrow Hills.
- (d) Board of Directors. The Association shall be governed by a Board of Directors elected by the members. The Board of Directors shall have the power and authority to carry out the purposes of the Association including, but not limited to, the power to fix the annual budget and to determine the manner of assessing and collecting from lot owners their shares of such expenses. The Board shall consist of seven (7) Directors with each Director serving a three (3) year term except with respect to the initial Board of Directors, two (2) Directors shall be elected for a term of one (1) year, two (2) Directors shall be elected for a term of two (2) years and three (3) Directors shall be elected for a term of three (3) years. The initial Board of Directors shall be elected at the first annual meeting of the members of the Association to be held on _____, 199__ at the residence of _____.
- (e) By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and shall be recorded in the Register's Office for Williamson County, Tennessee and a copy furnished to each member.
- (f) Assessments. No assessments shall be levied by the Board of Directors without the approval of the owner or owners of at least seventy Percent (70%) of the lots of the Association. The expenses of the Association shall be assessed in equal shares against the lots in Heathrow Hills. Each lot owner shall be jointly and severally liable for all assessments levied against their lot. The assessments shall be payable as determined by the Board of Directors. The Association shall have a lien for unpaid assessments on each lot. Such lien shall also secure reasonable attorney's fees and all costs of collection incurred by the Association incident to the collection of such assessment or enforcement of such lien. The lien of the Association shall be subordinate to first mortgage liens on the individual lots. A first mortgage holder who obtains title to a lot by reason of foreclosure or by a deed in lieu of foreclosure shall take the lot free of any claims for unpaid assessments against the lot which accrue prior to the time such mortgage holder comes into possession of the lot.
- (g) Voting. Each lot shall be entitled to one vote.

31. All rights of Declarant, its successors and assigns, under the Restrictive Covenants shall vest in the Association upon the sale by Declarant of all lots owned by Declarant in Heathrow Hills or upon such earlier assignment to the Association of such rights by written instrument executed by Declarant or its successors or assigns and recorded in the Register's Office for Williamson County, Tennessee.

5. Except as modified herein, the Restrictive Covenants shall remain in full force and effect.

6. This Second Amendment may be executed in multiple original counterparts with each counterpart to be recorded in the Register's Office of Williamson County, Tennessee, and all such counterparts shall be deemed to be a single instrument.

The undersigned hereby adopt this Second Amendment to Restrictive Covenants of Heathrow Hills and certify that they are the owner(s) of the lot in Heathrow Hills set forth below their signatures to this instrument.

↑
Lot 1

Eugenio P. Aranda

Shelia Aranda

↑
Lot 2

John C. Russell

Carol Russell

↑
Lot 3

↑
Lot 4

↑
Lots 5 and 40

↑
Lot 6

↑
Lot 7

X Ray L. Corn

Ray L. Corn

↑
Lot 8

E.L.N. Corporation

BY: E. J. Newsham

TITLE: PRESIDENT

↑
Lots 10, 11, 12, 14, 15

[Signature]

Colleen J. Owens

↑
Lot 17

↑
Lot 9

E. J. Newsham

PRESIDENT

↑
Lot 57, 58 and 59

↑
Lot 18

↑
Lot 19

↑
Lot 20

↑
Lot 21

[Diagonal line]

↑
Lot 22

↑
Lot 23

↑
Lot 24

↑
Lot 25

[Diagonal line]

Edward Gustaf
James W. Smith

Julie Gustaf
Betty F. Smith

↑
Lot 26

↑

• Lot 27

L. Louis Johnson

Henry W. Johnson

↑
Lot 28

↑

Lot 29

Samuel Lawrence

Frank Lawrence

↑
Lot 30

↑

Lot 31

Alfred H. Reed

Nancy Swadlow

↑
Lot 32

Beverly A. Miller

↑
• Lot 33

James L. Hancock

Frank Hancock

↑
Lot 34

↑

• Lot 35

↑

• Lot 36

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• Lot 37

Handwritten signature on a set of three horizontal lines.

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• Lot 38

Handwritten signature on a set of three horizontal lines.

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Lot 39

Handwritten signature on a set of three horizontal lines.

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• Lot 41

Handwritten signature on a set of three horizontal lines.

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• Lot 42

Handwritten signature on a set of three horizontal lines.

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• Lot 43

Handwritten signature on a set of three horizontal lines.

↑
• Lots 44 and 45

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Handwritten signature on a set of three horizontal lines.

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Lot 46

Handwritten signature on a set of three horizontal lines.

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• Lot 47

Handwritten signature on a set of three horizontal lines.

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• Lot 48

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• Lot 49

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• Lot 50

Handwritten signature on a set of three horizontal lines.

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• Lot 51

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• Lot 52

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Lot 53

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• Lot 54

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Lot 55

↑
Lot 56

↑
Lot 16

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Valeri Overmyer, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993.

Callen S. Owen
NOTARY PUBLIC

My Commission Expires: 10/25/94.

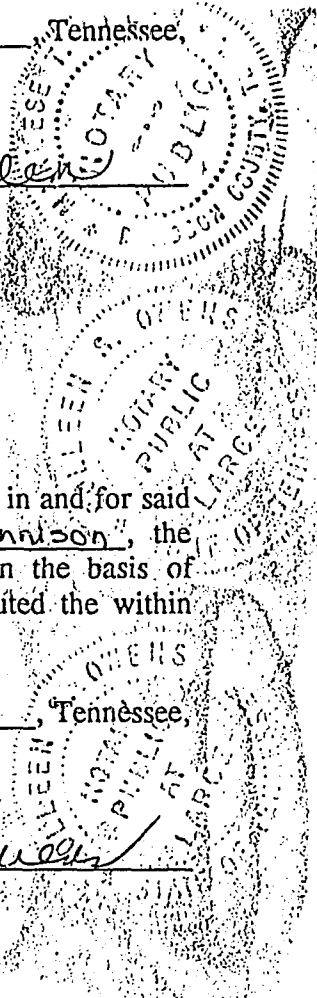
STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named S. Norris Johnson and Sherry L. Johnson, the bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee,
this the 17th day of December, 1992.

Margene D Allen
NOTARY PUBLIC

My Commission Expires: 11/27/93



STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Bob J. Tennison & Diana L. Tennison, the bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee,
this the 17th day of December, 1992.

Colleen A. Owens
NOTARY PUBLIC

My Commission Expires: 10/25/94

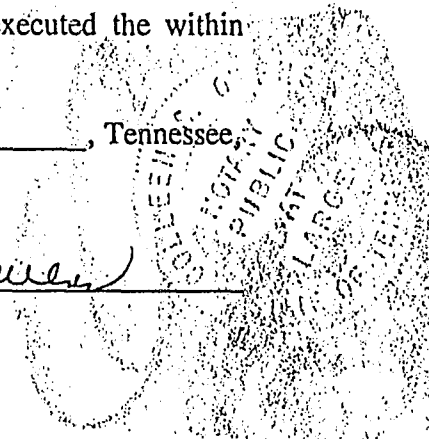
STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named George Owens, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee,
this the 17th day of December, 1992.

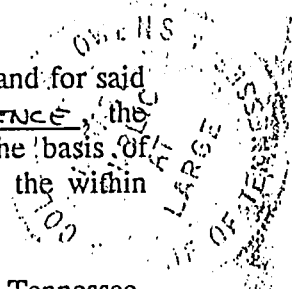
Colleen A. Owens
NOTARY PUBLIC

My Commission Expires: 10/25/94



STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Gunny LARENCE + Frank LARENCE, the bargainorS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.



Witness my hand and seal, at office in Brentwood, Tennessee, this the 17th day of December, 1992.

Colleen S. Owens
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named TENRIQUE AREVALUS, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993.

Colleen S. Owens
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Edward + Julie JUSTIS, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 16th day of January, 1994.

Colleen S. Owens
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Beverly A. Miller, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 16th day of January, 1994.

Colleen S. Owens
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named ANNE L. HARRELL + Frank Harrell, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 10 day of June, 1994

[Signature]
NOTARY PUBLIC

My Commission Expires: My Commission Expires JULY 26, 1997

STATE OF TENNESSEE)
COUNTY OF Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named LARRY L. & GAY T. CORN, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that They executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in BRENTWOOD, Tennessee, this the 16 day of August, 1994.

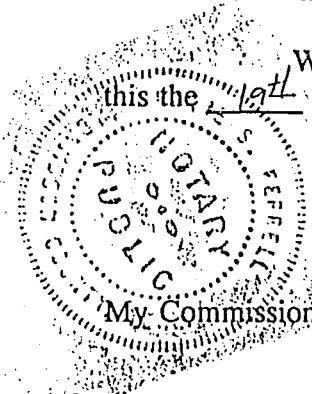
Jane Abner
NOTARY PUBLIC

My Commission Expires: 5-24-97

STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named John & Carol Russell, the bargainor s, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, this the 19th day of August, 1994.



Marie S. Ferrell
NOTARY PUBLIC

My Commission Expires: May 28, 1995

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

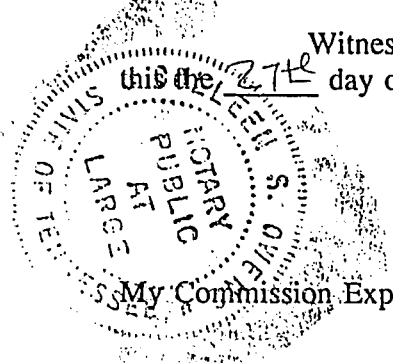
STATE OF TENNESSEE)
COUNTY OF Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named William + Nancy Pritchett, the bargainers, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 27th day of August, 1994.

Colleen S. Owen
NOTARY PUBLIC

My Commission Expires: 10/25/94



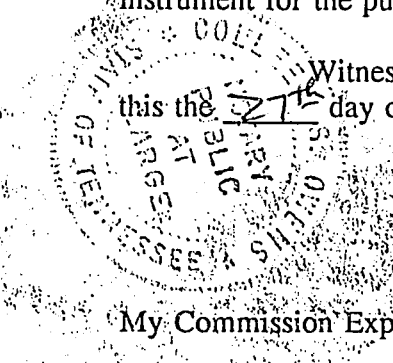
STATE OF TENNESSEE)
COUNTY OF Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Bruce Fischer, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 27th day of August, 1994.

Colleen S. Owen
NOTARY PUBLIC

My Commission Expires: 10/25/94



STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199 .

NOTARY PUBLIC

My Commission Expires: _____

31. All rights of Declarant, it successors and assigns, under the Restrictive Covenants shall vest in the Association upon the sale by Declarant of all lots owned by Declarant in Heathrow Hills or upon such earlier assignment to the Association of such rights by written instrument executed by Declarant or its successors or assigns and recorded in the Register's Office for Williamson County, Tennessee.

5. Except as modified herein, the Restrictive Covenants shall remain in full force and effect.

6. This Second Amendment may be executed in multiple original counterparts with each counterpart to be recorded in the Register's Office of Williamson County, Tennessee, and all such counterparts shall be deemed to be a single instrument.

The undersigned hereby adopt this Second Amendment to Restrictive Covenants of Heathrow Hills and certify that they are the owner(s) of the lot in Heathrow Hills set forth below their signatures to this instrument.

Wendell P. Baugh

↑
Lot 1

↑
Lot 2

↑
Lot 3

↑
Lot 4

↑
Lots 5 and 40

↑
Lot 6

↑
Lot 7

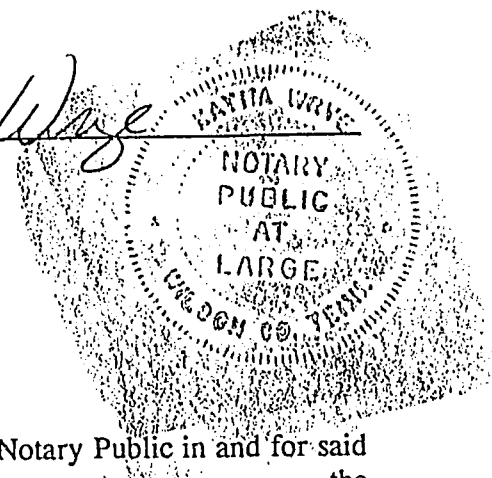
↑
Lot 8

STATE OF TENNESSEE)
COUNTY OF Wilson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Wendell P. Beuzel, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Sebanon, Tennessee, this the 16th day of August, 1994.

Katha Wang
NOTARY PUBLIC



My Commission Expires: 11-22-97

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199 .

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199 .

NOTARY PUBLIC

My Commission Expires: _____

E.L.N. Corporation

BY: _____

TITLE: _____

↑
Lots 10, 11, 12, 14, 15

↑
Lot 9

↑
Lot 57, 58 and 59

↑
Lot 17

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Lot 18

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Lot 19

↑
Lot 20

↑
Lot 21

Derry Huppel

↑
Lot 22

↑
Lot 23

Charles L. Huppel
Rose C. Huppel

↑
Lot 24

↑
Lot 25

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Lot 52

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Lot 53

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Lot 54

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Lot 55

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Lot 56

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Lot 16

STATE OF TENNESSEE)
COUNTY OF Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Charles Sexter, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993

Vicki Adams
NOTARY PUBLIC

My Commission Expires: May 24, 1994

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named JERRY HEFFEL, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 11th day of January, 1994.

Colleen S. Owen
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199 .

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199 .

NOTARY PUBLIC

My Commission Expires: _____

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Lot 26

↑
Lot 27

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Lot 28

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Lot 29

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Lot 30

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Lot 31

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Lot 32

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Lot 33

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Lot 34

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Lot 35

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Lot 36

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Lot 37

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named George E. & Nancy Maxwell, the bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993.

Wicki Adams
NOTARY PUBLIC

My Commission Expires: 5/24/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Mike & Jan Tucker, the bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993.

Wicki Adams
NOTARY PUBLIC

My Commission Expires: 5/24/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Ann Sweet, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993.

Wicki Adams
NOTARY PUBLIC

My Commission Expires: 5/24/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named CHUCK & JEAN SOELLNER, the bargainor s, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993.

Calleen S. Owens
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named John M. Doscher, the bargainor s, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 16th day of January, 1994.

Calleen S. Owens
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Sandra Lewis, with whom I am personally acquainted, and who upon oath acknowledged _____ to be the _____ of E.L.N. Corporation, the within named bargainor, a Louisiana corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by the said _____ as such _____.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199 .

NOTARY PUBLIC

My Commission Expires: _____

↑
Lot 38

↑
Lot 39

↑
Lot 41

↑
Lot 42

↑
Lot 43

↑
Lots 44 and 45

↑
Lot 46

↑
Lot 47

↑
Lot 48

↑
Lot 49

↑
Lot 50

↑
Lot 51

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Valeri Overmyer + John Overmyer, the bargainer S, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 22nd day of December, 1992

Calleen S. Owens
NOTARY PUBLIC

My Commission Expires: October, 1994

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named David Porter, the bargainer , with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993

Wicki Adams
NOTARY PUBLIC

My Commission Expires: May 24, 1994

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Patricia L. Daxhee, the bargainer , with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25 day of May, 1993.

Wicki Adams
NOTARY PUBLIC

My Commission Expires: May 24, 1994

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named SANDRA LEWIS, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 16th day of January, 1994.

Calleen S. Owen
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Joan Zeifschneider, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 16th day of January, 1994.

Calleen S. Owen
NOTARY PUBLIC

My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Jo Carter, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 16th day of January, 1994.

Calleen S. Owen
NOTARY PUBLIC

My Commission Expires: 10/25/94

Edward Gustaf
James W. Smith
Julie Gustaf
Betty J. Smith

↑
Lot 26

↑
Lot 27

S. Ann Johnson
Henry H. Johnson

↑
Lot 28

↑
Lot 29

Luigi Lawrence
Frank Lawrence

↑
Lot 30

E. Thett Smith *Lursha M. Phy*
Joseph W. Smith *My Comm Exp.*
1/12/51/95

↑
Lot 31

↑
Lot 32

Beverly S. Miller

↑
Lot 33

James L. Hance
Frank Hance

↑
Lot 34

↑
Lot 35

↑
Lot 36

↑
Lot 37

↑
Lot 38

↑
Lot 39

↑
Lot 41

↑
Lot 42

↑
Lot 43

↑
Lots 44 and 45

Kevin T. Daley
Paula R. Hal

↑
Lot 46

↑
Lot 47

Valeri Overmyer

↑
Lot 48

↑
Lot 49

Bob J. Tennison
Diana L. Tennison

Roberta G. Galt
Debra S. Foster

↑
Lot 50

↑
Lot 51

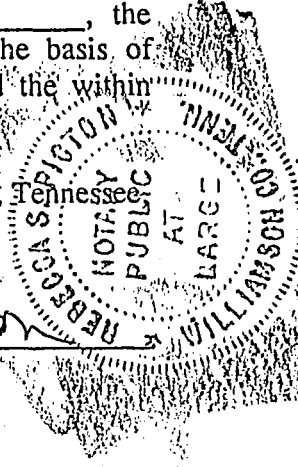
STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named ROBERT A. FOSTER, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood
this the 19 day of May, 1994.

Rebecca S. Pictor
NOTARY PUBLIC

My Commission Expires: 9-28-97



STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee,
this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee,
this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

31. All rights of Declarant, its successors and assigns, under the Restrictive Covenants shall vest in the Association upon the sale by Declarant of all lots owned by Declarant in Heathrow Hills or upon such earlier assignment to the Association of such rights by written instrument executed by Declarant or its successors or assigns and recorded in the Register's Office for Williamson County, Tennessee.

5. Except as modified herein, the Restrictive Covenants shall remain in full force and effect.

6. This Second Amendment may be executed in multiple original counterparts with each counterpart to be recorded in the Register's Office of Williamson County, Tennessee, and all such counterparts shall be deemed to be a single instrument.

The undersigned hereby adopt this Second Amendment to Restrictive Covenants of Heathrow Hills and certify that they are the owner(s) of the lot in Heathrow Hills set forth below their signatures to this instrument.

↑
Lot 1

Eugene P. Amick

Shirley Aronson

↑
Lot 2

↑
Lot 3

Sail McBesta

↑
Lot 4

↑
Lots 5 and 40

↑
Lot 6

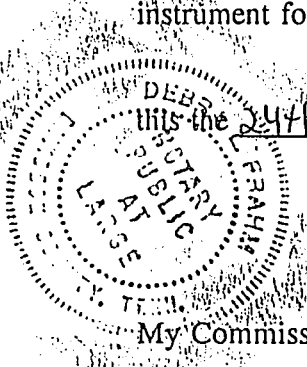
↑
Lot 7

↑
Lot 8

STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Gail M. Oberta, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, this the 24th day of May, 1994.



Debra L. Frahm
NOTARY PUBLIC

My Commission Expires: January 24, 1998

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

Katherine T. Murray
↑
Lot 38

↑
Lot 39

↑
Lot 41

↑
Lot 42

↑
Lot 43

↑
Lots 44 and 45

Ken T. Daley
Paula R. Hale
↑
Lot 46

↑
Lot 47

↑
Lot 48

Veteri Oermeyer

↑
Lot 49

Bob J. Tennison
Diana L. Tennison
↑
Lot 50

↑
Lot 51

STATE OF TENNESSEE)
COUNTY OF Davidson

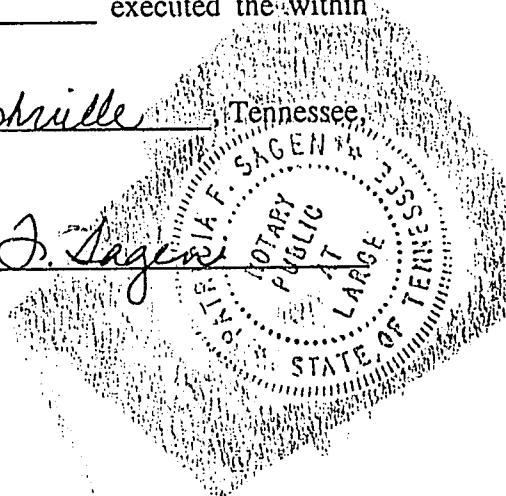
Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named John and Katherine Murray, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, this the 24 day of May, 1994.

Patricia J. Sagen
NOTARY PUBLIC

My Commission Expires NOV. 26, 1994

My Commission Expires: _____



STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

↑
Lot 38

↑
Lot 39

↑
Lot 41

Rich D. West

↑
Lot 42

↑
Lot 43

↑
Lots 44 and 45

Kenneth T. Adley
Paula R. Hal

↑
Lot 46

↑
Lot 47

Veteri Overmyer

↑
Lot 48

↑
Lot 49

Bob J. Tennison
Diana L. Tennison

↑
Lot 50

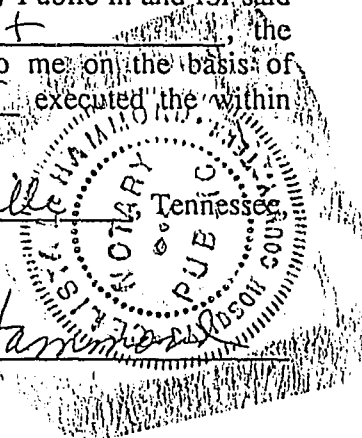
↑
Lot 51

STATE OF TENNESSEE)
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Rich D West, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that HE executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, this the 18th day of May, 1994.

Christa L Hammond
NOTARY PUBLIC



My Commission Expires: 3/21/98

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

↑
Lot 38

Sally R. Buntz
Cory J. Buntz

↑
Lot 41

↑
Lot 39

↑
Lot 42

↑
Lot 43

Kevin T. Dole
Paula R. Hall

↑
Lot 46

↑
Lots 44 and 45

↑
Lot 47

↑
Lot 48

Bob J. Tennison
Diana L. Tennison

↑
Lot 50

↑
Lot 49

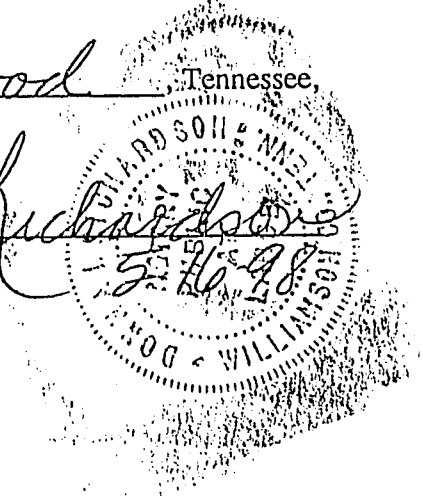
↑
Lot 51

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Sally Binetti, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 5th day of July, 1994.

Donna S. Richardson
NOTARY PUBLIC



My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

William Jones
Robert Jones

↑
Lot 52

↑
Lot 53

↑
Lot 54

↑
Lot 55

↑
Lot 56

↑
Lot 16

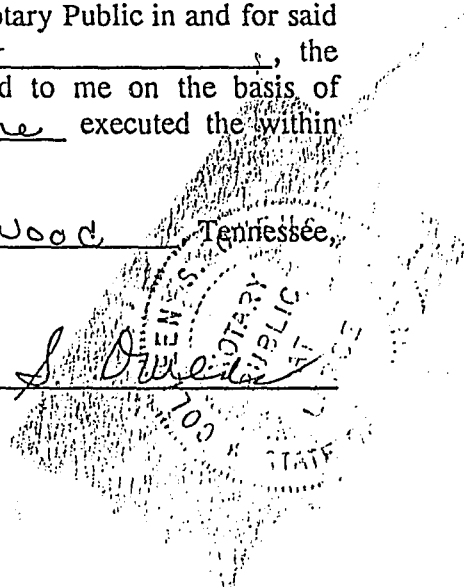
STATE OF TENNESSEE)
COUNTY OF Williamson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Valeri Overmyer, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee,
this the 25th day of May, 1993.

Colleen S. Dwyer
NOTARY PUBLIC

My Commission Expires: 10/25/94.

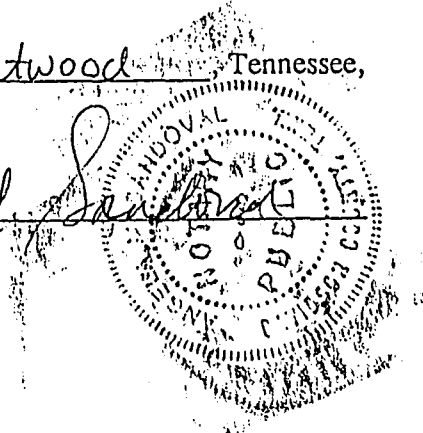


STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named William Jones & Ro Jean Jones; the bargainor s, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25 day of May, 1994.

Angie M. Samsel
NOTARY PUBLIC



My Commission Expires: My Commission Expires NOV. 20, 1996

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____

↑
Lot 52

↑
Lot 53

Janet Greenleaf

↑
Lot 54

↑
Lot 55

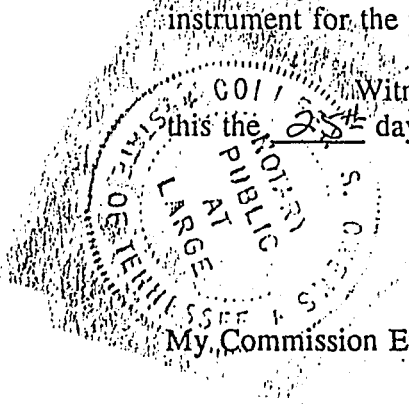
↑
Lot 56

↑
Lot 16

STATE OF TENNESSEE)
COUNTY OF Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Valeri Overmyer, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Brentwood, Tennessee, this the 25th day of May, 1993.



Colleen S. Owens
NOTARY PUBLIC

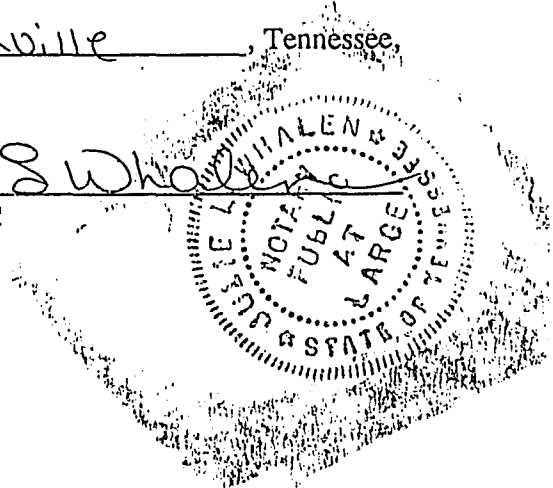
My Commission Expires: 10/25/94

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named SANET GREENLEAF, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, this the 31st day of May, 1994.

Julio S Whalen
NOTARY PUBLIC



My Commission Expires: 1-22-95

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199 .

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee, this the _____ day of _____, 199 .

NOTARY PUBLIC

My Commission Expires: _____

Kathleen Powell

~~Michael A. [unclear]~~

↑
Lot 9

E. J. Newsham

PRESIDENT

↑
Lot 57, 58 and 59

E.L.N. Corporation

BY: E. J. Newsham

TITLE: PRESIDENT

↑
Lots 10, 11, 12, 14, 15

[unclear signature]

Colleen J. Owens

↑
Lot 17

↑
Lot 18

↑
Lot 19

↑
Lot 20

↑
Lot 21

↑
Lot 22

↑
Lot 23

↑
Lot 24

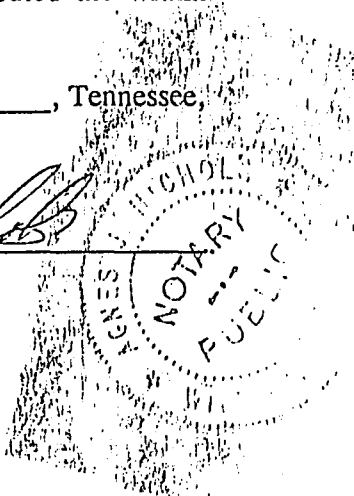
↑
Lot 25

STATE OF TENNESSEE)
COUNTY OF Williamson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Michael & Kathleen Baswell, the bargainor__, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Franklin, Tennessee,
this the 11 day of June, 1994.

[Signature]
NOTARY PUBLIC



My Commission Expires: 9/12/95

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor__, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee,
this the _____ day of _____, 199__.

NOTARY PUBLIC

State of Tennessee, County of WILLIAMSON
Received for record the 02 day of
NOVEMBER 1994 at 1:01 PM. (RECH 116684)
Recorded in official records
Book 1242 Page 787- 828
Notebook 53 Page 434
State Tax \$.00 Clerks Fee \$.00,
Recording \$168.00, Total \$ 168.00,
Register of Deeds SADIE WADE
Deputy Register PAN GREER

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named _____, the bargainor__, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in _____, Tennessee,
this the _____ day of _____, 199__.

NOTARY PUBLIC

My Commission Expires: _____