

Pamela L. Whitaker, Register
Sumner County Tennessee
Rec #: 586831 Instrument 712159
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State: 0.00 Recorded
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EDP: 2.00 in Record Book
Total: 32.00 2058 Pages 203-208

This instrument prepared by: (PLA)
Boulton, Cummings, Conners & Berry, PLC
414 Union Street, Suite 1600
Nashville, TN 37219

Ret

**SEVENTH AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS FOR
THE LAST PLANTATION**

THIS SEVENTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION (the "Amendment") is made and executed by TLP DEVCO LLC, a Tennessee limited liability company ("TLP"), and by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (the "Lot Owner"), effective the 22nd day of July, 2004. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

WITNESSETH:

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP, including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

WHEREAS, pursuant to that certain Assignment (the "Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment and as amended by the Sixth Amendment, is hereafter referred to collectively as the "Declaration"); and

WHEREAS, Section 12.22 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

WHEREAS, TLP and the Lot Owner desire to further amend the Declaration to subject additional real property to the provisions thereof as set forth herein; and

WHEREAS, the Declaration provides for amendment of the Declaration at any time upon approval of at least fifty-one percent (51%) of the votes of the Members; and

WHEREAS, the Declaration defines Member as a person entitled to membership in the Association as provided in the Bylaws of the Association and the Declaration; and

WHEREAS, the Bylaws of the Association provide for four (4) votes for each Lot owned by the Declarant; and

WHEREAS, the Declarant possesses more than fifty-one percent (51%) of the voting interest of the Association, thereby allowing it to amend the Declaration without consent of other Members; and

WHEREAS, the Declarant desires to further amend the Declaration in certain respects as set forth herein.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, the Lot Owner hereby subjects the property described on Exhibit A attached hereto and incorporated herein by this reference to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, and TLP, as "Declarant" under the Declaration, hereby modifies and amends the Declaration as follows:

1. The Declaration is hereby amended by inserting a new paragraph 5.3 as follows:

5.3. Golf Course Easement. Declarant hereby grants, creates and establishes for the benefit of the Club a perpetual easement over the portion of each Lot adjacent to the Club's golf course as described herein for the construction, installation, operation, maintenance, repair and replacement of such golf course including, without limitation, (i) the right of individuals playing the golf course to go into such easement area for the purpose of playing or searching for any ball which may have been hit into such easement area, (ii) the right of the Club to install, maintain and replace trees, shrubs, plants, flowers, grass, sod and other landscaping and related improvements within such easement area as deemed appropriate by the Club, including, without limitation, the right to apply fertilizer and other chemicals, (iii) the right of the Club to construct, install, operate, maintain, repair and replace within such easement area irrigation systems for watering such trees, shrubs, plants, flowers, grass, sod and other landscaping and/or the Club's golf course and utilities needed for the operation and maintenance of such irrigation systems, and (iv) the right of the Club to install or place "out of bounds" signs or markers and/or other signs or markers within such easement area (but any such signs or markers shall not be deemed to indicate the boundary of

such easement area which shall be as set forth herein). Further, no buildings, fences or improvements of any nature and no trees, shrubs, plants, flowers or other landscaping and no fertilizer or other chemicals shall be placed within such easement area without the prior written approval of the Club, and no trees, shrubs, plants, flowers grass, sod, other landscaping or related improvements existing within such easement area and no signs, markers, trees, shrubs, plants, flowers, grass, sod, other landscaping or related improvements installed or placed within such easement area by the Club shall be destroyed, removed, disturbed or altered in any manner without the prior written approval of the Club. The golf course easement described herein shall exist on, over, across and under each Lot adjacent to the Club's golf course parallel and adjacent to the boundary between each such Lot and the Club's golf course for the entire length, or portion thereof, as applicable, as is adjacent to the Club's golf course and into each such Lot a distance equal to the greater of (i) fifteen feet (15') or (ii) the distance for the "golf course easement" set forth on any subdivision plat with respect to such Lot recorded in the Register's Office for Sumner County, Tennessee or (iii) the distance set forth in any other golf course or similar easement recorded in the Register's Office for Sumner County, Tennessee.

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2. The Declaration is hereby amended by inserting in paragraph 12.2.2 thereof, following the language "for the purposes of granting of easements over any portion of the Additional Property which is also Common Property", the language "for the purpose of designating a Neighborhood".

3. The Declaration is hereby amended by inserting at the end of the last paragraph of Exhibit A to the Sixth Amendment the language "as corrected by Instrument of Correction of record in Record Book 2006, page 5, said Register's Office".

4. Exhibit "A" of the Declaration is hereby amended by adding thereto the real property described on Exhibit A to this Amendment, all of which is owned by the Lot Owner and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

5. Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVCO LLC
a Tennessee limited liability company

By: 

Leon Moore, President

(signatures continued on following page)

STATE OF TENNESSEE)
COUNTY OF SUMNER)

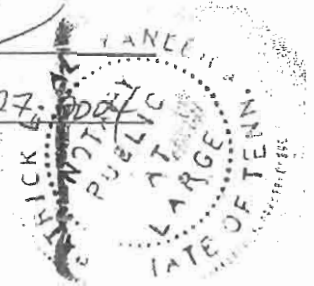
Page 207

Before me, Patrick L. Alexander, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Devco LLC, a Tennessee limited liability company, the within named bargainor, a Tennessee limited liability company, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 22nd day of July, 2004.

Patrick L. Alexander
Notary Public

My Commission Expires: November 27, 2004



TLP DEVELOPMENT CORPORATION
a Tennessee corporation

By: Leon Moore

Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, Patrick L. Alexander, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such 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 President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 22nd day of July, 2004.

Patrick L. Alexander
Notary Public

My Commission Expires: November 27, 2004

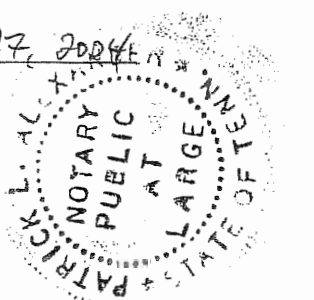


EXHIBIT A

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 443 through 468, Lots 470 through 471 and Lots 473 through 489, all as shown on the Final Plat Phase 10 Fairvue Plantation, of record in Plat Book 21, pages 334-335, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of Parcel B of the property conveyed to TLP Development Corporation by deed of record in Record Book 1939, page 739, Register's Office for Sumner County, Tennessee, and being a part of Parcel B and a part of Parcel C of the property conveyed to TLP Development Corporation by deed from TLP DevCo LLC of record in Record Book 2005, page 812, Register's Office for Sumner County, Tennessee, and being a part of the property conveyed to TLP Development Corporation by deed from TLP Investment Company LLC of record in Record Book 2005, page 797, Register's Office for Sumner County, Tennessee.

9:0.

Pamela L. Whitaker, Register
Sumner County Tennessee
Rec #: 591592 Instrument #: 719114
Rec'd: 35.00 Recorded
State: 0.00 9/16/2004 at 9:05 am
Clerk: 0.00 in Record Book
EDP: 2.00 2095
Total: 37.00 Pgs 173-179

This instrument prepared by: (PLA)
Boult, Cummings, Connors & Berry, PLC
414 Union Street, Suite 1600
Nashville, TN 37219

**EIGHTH AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS FOR
THE LAST PLANTATION**

THIS EIGHTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION (the "Amendment") is made and executed by TLP DEVCO LLC, a Tennessee limited liability company ("TLP"), and by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (the "Lot Owner"), effective the 3rd day of September, 2004. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

WITNESSETH:

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP, including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

WHEREAS, pursuant to that certain Assignment (the "Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment and as amended by the Seventh Amendment, is hereafter referred to collectively as the "Declaration"); and

WHEREAS, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

WHEREAS, TLP and the Lot Owner desire to further amend the Declaration to subject additional real property to the provisions thereof as set forth herein; and

WHEREAS, the Declaration provides for amendment of the Declaration at any time upon approval of at least fifty-one percent (51%) of the votes of the Members; and

WHEREAS, the Declaration defines Member as a person entitled to membership in the Association as provided in the Bylaws of the Association and the Declaration; and

WHEREAS, the Bylaws of the Association provide for four (4) votes for each Lot owned by the Declarant; and

WHEREAS, the Declarant possesses more than fifty-one percent (51%) of the voting interest of the Association, thereby allowing it to amend the Declaration without consent of other Members; and

WHEREAS, the Declarant desires to further amend the Declaration in certain respects as set forth herein.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, (i) the Lot Owner hereby subjects the property described on Exhibit A attached hereto and incorporated herein by this reference to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP, as "Declarant" under the Declaration, hereby designates a Neighborhood to be known as "The Peninsula" consisting of the Lots described on Exhibit B attached hereto and incorporated herein by this reference, (iii) TLP, as "Declarant" under the Declaration, hereby designates (A) the real property (herein the "Peninsula Road Property") shown as "ROSELLA WAY (PRIVATE ROAD)" and as "WAVECREST CIRCLE (PRIVATE ROAD)" on the Final Plat Phase 7 Fairvue Plantation, of record in Plat Book 21, pages 397-399, Register's Office of Sumner County, Tennessee, (the "Plat"), and (B) the real property designated as "OPEN SPACE" on the Plat, as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "The Peninsula" Neighborhood and their guests and invitees, (iv) the Lot Owner hereby grants to the Association, for the benefit of the Owners of the Lots within the "The Peninsula" Neighborhood, subject to the terms and provisions of the Declaration, a non-exclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the purpose of ingress and egress (but not parking) over, upon and across the Peninsula Road Property, such access easement to remain in effect until the Peninsula Road Property is conveyed to the Association as contemplated in Paragraph 4.1 of the Declaration, (v) TLP, as "Declarant" under the Declaration, hereby designates the access easement described in (iv) as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "The Peninsula" Neighborhood and their guests and invitees, and (vi) TLP, as "Declarant" under the Declaration, hereby modifies and amends the Declaration as follows:

1. The Declaration is hereby amended by inserting in paragraph 12.2.2 thereof, following the language "for the purpose of designating a Neighborhood", the language "for the purpose of designating Exclusive Common Property".

2. Exhibit "A" of the Declaration is hereby amended by adding thereto the real property described on Exhibit A to this Amendment, all of which is owned by the Lot Owner and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

3. Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVCO LLC
a Tennessee limited liability company

By: Leon Moore
Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, Patrick L. Alexander, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Devco LLC, a Tennessee limited liability company, the within named bargainor, a Tennessee limited liability company, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 3rd day of September, 2004.

Patrick L. Alexander
Notary Public

My Commission Expires: November 27, 2004

(signatures continued on following page)

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TLP DEVELOPMENT CORPORATION
a Tennessee corporation

By: Leon Moore
Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, Patrick L. Alexander, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such 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 President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 3rd day of September, 2004.

Patrick L. Alexander
Notary Public

My Commission Expires: November 27, 2004



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EXHIBIT A

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 338 through 355 and Lots 363 through 367 and Lots 555 and 556, all as shown on the Final Plat Phase 6 Section I Fairvue Plantation, of record in Plat Book 21, pages 211-214, as amended in Record Book 2064, page 66, both in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being Lots 371 through 420, all as shown on the Final Plat Phase 7 Fairvue Plantation, of record in Plat Book 21, pages 397-399, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2086, page 49, Register's Office for Sumner County, Tennessee.

EXHIBIT B

The Peninsula

Being Lots 371 through 420, all as shown on the Final Plat Phase 7 Fairvue Plantation, of record in Plat Book 21, pages 397-399 in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

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This instrument prepared by: (PLA)
Boult, Cummings, Conners & Berry, PLC
414 Union Street, Suite 1600
Nashville, TN 37219

**NINTH AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS FOR
THE LAST PLANTATION**

THIS NINTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION (the "Amendment") is made and executed by TLP DEVCO LLC, a Tennessee limited liability company ("TLP"), and by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (the "Lot Owner"), effective the 8th day of December, 2004. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

WITNESSETH:

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP, including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

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103871-001 12/8/2004

Pamela L. Whitaker, Register
Sumner County Tennessee
Rec #: 599522
Rec'd: 30.00 Instrument #: 730484
State: 0.00
Clerk: 0.00 Recorded
EDP: 2.00 12/17/2004 at 9:20 am
Total: 32.00 in
Record Book 2155 Pgs 684-689

WHEREAS, pursuant to that certain Assignment (the "Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record

Book 2095, page 173, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment and as amended by the Eighth Amendment, is hereafter referred to collectively as the "Declaration"); and

WHEREAS, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

WHEREAS, TLP and the Lot Owner desire to further amend the Declaration to subject additional real property to the provisions thereof as set forth herein; and

WHEREAS, the Declarant desires to further amend the Declaration to designate such additional property as a Neighborhood as set forth herein.

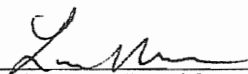
NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, (i) the Lot Owner hereby subjects the property described on Exhibit A attached hereto and incorporated herein by this reference to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP, as "Declarant" under the Declaration, hereby designates a Neighborhood to be known as "The Reserve" consisting of the Lots described on Exhibit B attached hereto and incorporated herein by this reference, and (iii) TLP, as "Declarant" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit "A" thereto the real property described on Exhibit A to this Amendment, all of which is owned by the Lot Owner and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVCO LLC
a Tennessee limited liability company

Page 686

By:


Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, Tina Claiborne, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Devco LLC, a Tennessee limited liability

company, the within named bargainor, a Tennessee limited liability company, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 8th day of December, 2004.



Tina Claiborne
Notary Public

My Commission Expires: 07-23-05

TLP DEVELOPMENT CORPORATION
a Tennessee corporation

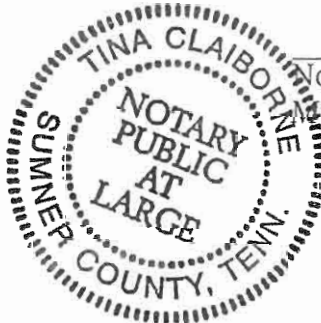
By: Leon Moore

Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, Tina Claiborne, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such 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 President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 8th day of December, 2004.



Tina Claiborne
Notary Public

My Commission Expires: 07-23-05

EXHIBIT A

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 557 through 588, all as shown on the Final Plat Phase 14 Fairvue Plantation, of record in Plat Book 22, page 76, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2005, page 797, Register's Office for Sumner County, Tennessee, being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2005, page 812, said Register's Office, and being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2131, page 544, said Register's Office.

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EXHIBIT B

The Reserve

Being Lots 557 through 588, all as shown on the Final Plat Phase 14 Fairvue Plantation, of record in Plat Book 22, page 76 in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Page 689

Pamela L. Whitaker, Register
Sumner County Tennessee
Rec'd: 622395
Inst'd: 20.00 Instrument #: 764728
State: 0.00
Lark: 0.00 Recorded
DP: 2.00 9/16/2005 at 1:15 PM
Total: 22.00 in
Record Book 2341 Pgs 597-600

This instrument prepared by:
Boult, Cummings, Conners & Berry, PLC (PLA)
1600 Division Street, Suite 700
Nashville, Tennessee 37203

ASSIGNMENT

THIS ASSIGNMENT (hereinafter this "Assignment") is made as of the 16 day of September, 2005, by and between **TLP DEVCO LLC**, a Tennessee limited liability company (hereinafter "Assignor"), and **TLP DEVELOPMENT CORPORATION**, a Tennessee corporation (hereinafter "Assignee").

WITNESSETH:

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to Assignor, including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

WHEREAS, pursuant to that certain Assignment (the "Assignment"), dated as of June 21, 2002, the Corporation assigned to Assignor all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth

Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment and as amended by the Ninth Amendment, is hereafter referred to collectively as the "Declaration"); and

WHEREAS, Assignee is the owner of certain real property which has been subjected to the provisions of the Declaration; and

WHEREAS, Assignor desires to assign and transfer to Assignee all of Assignor's rights as "Declarant" under the Declaration, and Assignee wishes to accept said assignment.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties covenant and agree as follows:

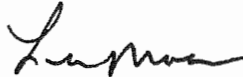
1. **Assignment.** Assignor hereby assigns and transfers to Assignee all of Assignor's rights as "Declarant" under the Declaration.
2. **Acceptance of Assignment.** Assignee hereby accepts the assignment from Assignor of all of Assignor's rights as "Declarant" under the Declaration.
3. **Binding Effect.** This Assignment shall be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the date and year first above written.

ASSIGNOR:

TLP DEVCO LLC,
a Tennessee limited liability company

By: _____


Leon Moore, President

(signatures continued on following page)

ASSIGNEE:

TLP DEVELOPMENT CORPORATION,
a Tennessee corporation

By:

Leon Moore
Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, CAROL A. WILSON, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Devco LLC, the within named bargainor, a Tennessee limited liability company, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as President.

WITNESS my hand and seal at office in Ballatin, Tennessee, this the 16 day of September, 2005.

My Commission Expires:

7-19-08



STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, CAROL A. WILSON, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such 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 President.

WITNESS my hand and seal at office in Ballatin, Tennessee, this the 16 day of September, 2005.

My Commission Expires:



Pamela L. Whitaker, Register
Sumner County Tennessee
Rec #: 623977
Rec'd: 35.00 Instrument #: 767187
State: 0.00
Clerk: 0.00 Recorded
EDP: 2.00 10/4/2005 at 3:26 pm
Total: 37.00 in
Record Book 2355 Pgs 824-830

3-2
This instrument prepared by: (PLA)
Boulton, Cummings, Conners & Berry, PLCO
1600 Division Street, Suite 700
Nashville, TN 37203

**TENTH AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS FOR
THE LAST PLANTATION**

THIS TENTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION (the "Amendment") is made and executed by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (herein "TLP Corporation"), effective the 3RD day of OCTOBER, 2005. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

WITNESSETH:

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP DevCo LLC ("TLP DevCo"), including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

WHEREAS, pursuant to that certain Assignment (the "First Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP DEVCO all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the First Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The

Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to that certain Assignment (the "Second Assignment"), dated as of September 16, 2005, TLP DevCo assigned to TLP Corporation all of TLP DevCo's interest as "Declarant" under the Original Declaration, as previously amended and as the rights of the "Declarant" thereunder were previously assigned, the Second Assignment being of record in Record Book 2341, page 597, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the First Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment, as amended by the Ninth Amendment and as the rights of "Declarant" thereunder were assigned pursuant to the Second Assignment, is hereafter referred to collectively as the "Declaration"); and

WHEREAS, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

WHEREAS, TLP Corporation desires to further amend the Declaration to subject additional real property to the provisions thereof as set forth herein; and

WHEREAS, the Declaration provides for amendment of the Declaration at any time upon approval of at least fifty-one percent (51%) of the votes of the Members; and

WHEREAS, the Declaration defines Member as a person entitled to membership in the Association as provided in the Bylaws of the Association and the Declaration; and

WHEREAS, the Bylaws of the Association provide for four (4) votes for each Lot owned by the Declarant; and

WHEREAS, the TLP Corporation possesses more than fifty-one percent (51%) of the voting interest of the Association, thereby allowing it to amend the Declaration without consent of other Members; and

WHEREAS, TLP Corporation desires to further amend the Declaration in certain respects as set forth herein.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, (i) TLP Corporation, as owner of the property described on Exhibit A attached hereto and incorporated herein by this reference, hereby subjects such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, and (ii) TLP Corporation, as "Declarant" under the Declaration, hereby modifies and amends the Declaration as follows:

1. Paragraph 1.15 of the Declaration is hereby deleted in its entirety and the following is substituted in lieu thereof:

1.15 "DECLARANT" shall mean and refer to TLP Development Corporation, a Tennessee corporation, and its successors and assigns.

2. Paragraph 1.23 of the Declaration is hereby amended by deleting the last sentence therefrom in its entirety and inserting in lieu thereof the following:

Declarant shall also be a Member of the Association, as provided in this Declaration and the By-Laws.

3. Paragraph 9.1 of the Declaration is hereby amended by adding the following sentence at the end thereof.

For those Lots bordering on a lake, river or creek, the provisions of this paragraph shall apply to all Improvements within such lake, river or creek or on property between the Lot and such lake, river or creek, such as, without limitations, boat docks and piers, so that the location, construction and modifications of all such Improvements, even though not on a Lot, must have the prior written approval of the A.R.B. and must comply with the general plan for development of all Lots within the Property (including Improvements within any bordering lake, river or creek or on property between any such lake, river or creek and the Property), this Declaration and all applicable building, zoning or other governmental codes.

4. Paragraph 10.2.7 of the Declaration is hereby amended by adding the following sentence at the end of the first (1st) paragraph thereof:

For those Lots bordering on a lake, river or creek, whether with or without Improvements such as a boat dock or pier in such lake, river or creek, the mooring or storage of boats, jet skis and similar water craft either within such lake, river or creek or on property between a Lot and such lake, river or creek shall be subject to such rules and regulations relating thereto as the Association shall promulgate from time to time.

5. Paragraph 12.2.2 of the Declaration is hereby deleted in its entirety and the following is inserted in lieu thereof:

12.2.2 By Declarant. This Declaration may be amended upon the initiation of Declarant, at any time, upon approval of at least fifty-one percent (51%) of the votes of the Members; provided, however, that (i) if at the time Declarant possesses more than fifty-one percent (51%) of the voting interest in the Association and the recitals to any such amendment reflect such voting interest of Declarant, no formal vote of the Members shall be required and such amendment shall be effective upon execution by Declarant, and (ii) the Declaration may be amended by Declarant, at any time, for the purpose of subjecting additional real property to the provisions hereof, for the purpose of removing real property that is subject to this Declaration from the provisions of this Declaration, for the purpose of designating the basis of voting, membership and assessment for such additional real property, for the purposes of granting easements over any portion of the Common Property, for the purpose of modifying or terminating any easements previously granted over any portion of the Common Property, for the purpose of designating a Neighborhood, for the purpose of abolishing any previously designated Neighborhood or removing any real property within a designated Neighborhood from such Neighborhood, for the purpose of designating Exclusive Common Property, for the purpose of abolishing any previously designated Exclusive Common Property or removing any real property designated as Exclusive Common Property from such designation, and for the purpose of complying with the requirements of government authorities and lenders, without the joinder or consent of Owners, the Association, Institutional Mortgagees, or any other party, except that when additional real property is subjected to this Declaration which is not owned by Declarant and when real property not owned by Declarant that is subject to this Declaration is removed from this Declaration, the joinder of the owner of such additional property or removed property, as applicable, shall also be required.

6. Paragraph 12.7 of the Declaration is hereby amended by deleting the name and address of the Declarant therein and inserting in lieu thereof the following:

TLP Development Corporation
130 Maple Drive North
Hendersonville, TN 37075

7. Exhibit "A" of the Declaration is hereby amended by adding thereto the real property described on Exhibit A to this Amendment, all of which is owned by TLP Corporation and all of which shall hereafter be subject to the terms and provisions of the

Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVELOPMENT CORPORATION
a Tennessee corporation

By: Leon Moore
Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, Patrick L. Alexander, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such 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 President.

WITNESS my hand and seal at office in Gallatin, Tennessee, this the 3rd day of October, 2005.

Patrick L. Alexander
Notary Public

My Commission Expires: November 28, 2008

Page 829



EXHIBIT A

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 490 through 534, all as shown on the Final Plat Phase 11 Fairvue Plantation, of record in Plat Book 22, pages 341-342, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 1939, page 739, Register's Office for Sumner County, Tennessee, being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2086, page 49, said Register's Office, and being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2131, page 535, said Register's Office.

Page 830

Pamela L. Whitaker, Register
Sumner County Tennessee
Rec #: 629995
Ver: 35.00
It: 0.00
Lerk: 0.00
DP: 2.00
Total: 37.00
Instrument #: 776534
Recorded
12/20/2005 at 4:24 PM
in
Record Book 2408 Pgs 408-414

4.24
This instrument prepared by: (PLA)
Boulton, Cummings, Connors & Berry, PLC
1600 Division Street, Suite 700
Nashville, TN 37203

**ELEVENTH AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS FOR
THE LAST PLANTATION**

THIS ELEVENTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION (the "Amendment") is made and executed by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (herein "TLP Corporation"), effective the 20th day of December, 2005. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

WITNESSETH:

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP DevCo LLC ("TLP DevCo"), including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

WHEREAS, pursuant to that certain Assignment (the "First Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP DevCo all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the First Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The

Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to that certain Assignment (the "Second Assignment"), dated as of September 16, 2005, TLP DevCo assigned to TLP Corporation all of TLP DevCo's interest as "Declarant" under the Original Declaration, as previously amended and as the rights of the "Declarant" thereunder were previously assigned, the Second Assignment being of record in Record Book 2341, page 597, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment and by the Ninth Amendment, was further amended pursuant to that certain Tenth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Tenth Amendment"), said Tenth Amendment being of record in Record Book 2355, page 824, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the First Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment, as amended by the Ninth Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Second Assignment and as amended by the Tenth Amendment, is hereafter referred to collectively as the "Declaration"); and

WHEREAS, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

WHEREAS, Section 12.2.2 of the Declaration also permits the Declarant to amend the Declaration for the purpose of designating a Neighborhood and for the purpose of designating Exclusive Common Property without the joinder or consent of any other party; and

WHEREAS, TLP Corporation desires to further amend the Declaration to subject additional real property to the provisions thereof, to designate a Neighborhood and to designate Exclusive Common Property, all as set forth herein.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, (i) TLP Corporation, as owner of the property described on

Exhibit A attached hereto and incorporated herein by this reference, hereby subjects such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP Corporation, as "Declarant" under the Declaration, hereby designates the Lots described on Exhibit B attached hereto and incorporated herein by this reference to be a part of the previously designated Neighborhood known as "Jacobs Pointe", (iii) TLP Corporation, as "Declarant" under the Declaration, hereby designates (A) the real property (herein the "Private Road Property") shown as "EGRET PVT WAY" and "LANDING PVT COURT" on the Final Plat Fairvue Plantation Phase 16, of record in Plat Book 23, page 14, Register's Office of Sumner County, Tennessee, (the "Plat"), and (B) the real property designated as "OPEN SPACE" on the Plat between Lots 680 and 681 and adjacent to Lots 681, 682 and 683, as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Jacobs Pointe" Neighborhood and their guests and invitees, (iv) the TLP Corporation, as Owner of the Private Road Property, hereby grants to the Association, for the benefit of the Owners of the Lots within the "Jacobs Pointe" Neighborhood, subject to the terms and provisions of the Declaration, a non-exclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the purpose of ingress and egress (but not parking) over, upon and across the Private Road Property, such access easement to remain in effect until the Private Road Property is conveyed to the Association as contemplated in Paragraph 4.1 of the Declaration, (v) TLP Corporation, as "Declarant" under the Declaration, hereby designates the access easement described in (iv) as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Jacobs Pointe" Neighborhood and their guests and invitees, and (vi) TLP Corporation, as "Declarant" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit "A" thereto the real property described on Exhibit A to this Amendment, all of which is owned by TLP Corporation and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVELOPMENT CORPORATION,
a Tennessee corporation

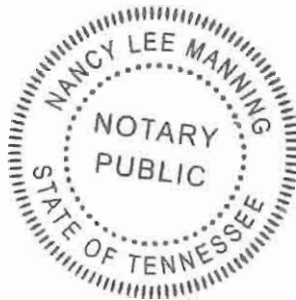
By: 

Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, Nancy Lee Manning, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such 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 President.

WITNESS my hand and seal at office in Gallatin, Tennessee, this the 20th day of December, 2005.



Nancy Lee Manning
Notary Public

My Commission Expires: 9.26.09

EXHIBIT A

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 665 through 683, all as shown on the Final Plat Fairvue Plantation Phase 16, of record in Plat Book 23, page 14, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2246, page 598, Register's Office for Sumner County, Tennessee.

EXHIBIT B

Jacobs Pointe

Being Lots 665 through 683, all as shown on the Final Plat Fairvue Plantation Phase 16, of record in Plat Book 23, page 14, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

This instrument prepared by: (PLA)
Boult, Cummings, Conners & Berry, PLC
1600 Division Street, Suite 700
Nashville, TN 37203

**TWELFTH AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS FOR
THE LAST PLANTATION**

THIS TWELFTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION (the "Amendment") is made and executed by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (herein "TLP Corporation"), effective the 29 day of December 2005. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

WITNESSETH:

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP DevCo LLC ("TLP DevCo"), including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

Pamela L. Whitaker, Register
Sumner County Tennessee

1175421 v3
103871-001 12/28/2005

Rec #:	630606	Instrument #:	777482
Rec'd:	35.00		
State:	0.00		
Clerk:	0.00	Recorded	
EDP:	2.00	12/29/2005 at 1:56 pm	
Total:	37.00		

WHEREAS, pursuant to that certain Assignment (the "First Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP DevCo all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the First Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The

Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to that certain Assignment (the "Second Assignment"), dated as of September 16, 2005, TLP DevCo assigned to TLP Corporation all of TLP DevCo's interest as "Declarant" under the Original Declaration, as previously amended and as the rights of the "Declarant" thereunder were previously assigned, the Second Assignment being of record in Record Book 2341, page 597, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment and by the Ninth Amendment, was further amended pursuant to that certain Tenth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Tenth Amendment"), said Tenth Amendment being of record in Record Book 2355, page 824, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment, by the Ninth Amendment and by the Tenth Amendment, was further amended pursuant to that certain Eleventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Eleventh Amendment"), said Eleventh Amendment being of record in Record Book 2408, page 408, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the First Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment, as amended by the Ninth Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Second Assignment, as amended by the Tenth Amendment and as amended by the Eleventh Amendment, is hereafter referred to collectively as the "Declaration"); and

WHEREAS, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

WHEREAS, Section 12.2.2 of the Declaration also permits the Declarant to amend the Declaration for the purpose of designating a Neighborhood and for the purpose of designating Exclusive Common Property without the joinder or consent of any other party; and

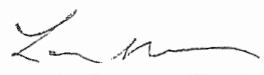
WHEREAS, TLP Corporation desires to further amend the Declaration to subject additional real property to the provisions thereof, to designate a Neighborhood and to designate Exclusive Common Property, all as set forth herein.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, (i) TLP Corporation, as owner of the property described on Exhibit A attached hereto and incorporated herein by this reference, hereby subjects such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP Corporation, as "Declarant" under the Declaration, hereby designates a Neighborhood to be known as "Gracie Lake" consisting of the Lots described on Exhibit B attached hereto and incorporated herein by this reference, (iii) TLP Corporation, as "Declarant" under the Declaration, hereby designates (A) the real property (herein the "Phase 8 Road Property") shown as "FAIRINGTON PVT WAY" and "JARMAN PVT LANE" on the Final Plat Fairvue Plantation Phase 8, of record in Plat Book 23 pages 34-36 Register's Office of Sumner County, Tennessee, (the "Plat"), and (B) the real property designated as "OPEN SPACE" on the Plat, as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Gracie Lake" Neighborhood and their guests and invitees, (iv) the TLP Corporation, as Owner of the Phase 8 Road Property, hereby grants to the Association, for the benefit of the Owners of the Lots within the "Gracie Lake" Neighborhood, subject to the terms and provisions of the Declaration, a non-exclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the purpose of ingress and egress (but not parking) over, upon and across the Phase 8 Road Property, such access easement to remain in effect until the Phase 8 Road Property is conveyed to the Association as contemplated in Paragraph 4.1 of the Declaration, (v) TLP Corporation, as "Declarant" under the Declaration, hereby designates the access easement described in (iv) as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Gracie Lake" Neighborhood and their guests and invitees, and (vi) TLP Corporation, as "Declarant" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit "A" thereto the real property described on Exhibit A to this Amendment, all of which is owned by TLP Corporation and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVELOPMENT CORPORATION,
a Tennessee corporation

Page 801

By: 
Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, CAROL A. WILSON, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such 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 President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 29th day of December, 2005.

Carol A. Wilson
Notary Public
My Commission Expires: 7-19-08



Page 002

EXHIBIT A

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 589 through 596 and Lots 632 through 650, all as shown on the Final Plat Fairvue Plantation Phase 8, of record in Plat Book 23, pages 34-36, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2329, page 863, Register's Office for Sumner County, Tennessee, and being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2330, page 1, said Register's Office.

Page 803

EXHIBIT B

Gracie Lake

Being Lots 589 through 596 and Lots 632 through 650, all as shown on the Final Plat Fairvue Plantation Phase 8, of record in Plat Book 23, pages 34-36 in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

This instrument prepared by: (PLA)
Boult, Cummings, Conners & Berry, PLC
1600 Division Street, Suite 700
Nashville, TN 37203

**THIRTEENTH AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS FOR
THE LAST PLANTATION**

THIS THIRTEENTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION (the "Amendment") is made and executed by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (herein "TLP Corporation"), effective the 29th day of December, 2005. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

WITNESSETH:

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP DevCo LLC ("TLP DevCo"), including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

Pamela L. Whitaker, Register
Sumner County Tennessee

1204642 v1
103871-001 12/28/2005

Rec #: 630606
Rec'd: 35.00 Instrument #: 777483
State: 0.00
Clerk: 0.00 Recorded
EDP: 2.00 12/29/2005 at 1:56 pm
Total: 37.00 in

WHEREAS, pursuant to that certain Assignment (the "First Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP DevCo all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the First Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The

Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to that certain Assignment (the "Second Assignment"), dated as of September 16, 2005, TLP DevCo assigned to TLP Corporation all of TLP DevCo's interest as "Declarant" under the Original Declaration, as previously amended and as the rights of the "Declarant" thereunder were previously assigned, the Second Assignment being of record in Record Book 2341, page 597, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment and by the Ninth Amendment, was further amended pursuant to that certain Tenth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Tenth Amendment"), said Tenth Amendment being of record in Record Book 2355, page 824, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment, by the Ninth Amendment and by the Tenth Amendment, was further amended pursuant to that certain Eleventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Eleventh Amendment"), said Eleventh Amendment being of record in Record Book 2408, page 408, Register's Office of Sumner County, Tennessee; and

WHEREAS, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment, by the Ninth Amendment, by the Tenth Amendment and by the Eleventh Amendment, was further amended pursuant to that certain Twelfth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Twelfth Amendment"), said Twelfth Amendment being of record in Record Book 2413 page 798, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the First Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment, as amended by the Ninth Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Second Assignment, as amended by the Tenth Amendment, as amended by the Eleventh Amendment,

and as amended by the Twelfth Amendment, is hereafter referred to collectively as the "Declaration"); and

WHEREAS, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

WHEREAS, Section 12.2.2 of the Declaration also permits the Declarant to amend the Declaration for the purpose of designating a Neighborhood and for the purpose of designating Exclusive Common Property without the joinder or consent of any other party; and

WHEREAS, TLP Corporation desires to further amend the Declaration to subject additional real property to the provisions thereof, to designate a Neighborhood and to designate Exclusive Common Property, all as set forth herein.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, (i) TLP Corporation, as owner of the property described on Exhibit A attached hereto and incorporated herein by this reference, hereby subjects such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP Corporation, as "Declarant" under the Declaration, hereby designates the Lots described on Exhibit B attached hereto and incorporated herein by this reference to be a part of the previously designated Neighborhood known as "Gracie Lake", (iii) TLP Corporation, as "Declarant" under the Declaration, hereby designates (A) the real property (herein the "Phase 9 Road Property") shown as "FAIRINGTON PVT LANE" and "JARMAN PVT LANE" on the Final Plat Fairvue Plantation Phase 9, of record in Plat Book 23, pages 37-39, Register's Office of Sumner County, Tennessee, (the "Plat"), and (B) the real property designated as "OPEN SPACE" on the Plat, as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Gracie Lake" Neighborhood and their guests and invitees, (iv) TLP Corporation, as Owner of the Phase 9 Road Property, hereby grants to the Association, for the benefit of the Owners of the Lots within the "Gracie Lake" Neighborhood, subject to the terms and provisions of the Declaration, a non-exclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the purpose of ingress and egress (but not parking) over, upon and across the Phase 9 Road Property, such access easement to remain in effect until the Phase 9 Road Property is conveyed to the Association as contemplated in Paragraph 4.1 of the Declaration, (v) TLP Corporation, as "Declarant" under the Declaration, hereby designates the access easement described in (iv) as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Gracie Lake" Neighborhood and their guests and invitees, and (vi) TLP Corporation, as "Declarant" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit "A" thereto the real property described on Exhibit A to this Amendment, all of which is owned by TLP Corporation and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVELOPMENT CORPORATION,
a Tennessee corporation

By: Leon Moore
Leon Moore, President

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, CAROL A. WILSON, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such 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 President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 29th day of December, 2005.

Carol A. Wilson
Notary Public
My Commission Expires: 7-19-08



Page 809

EXHIBIT A

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 597 through 631 and Lots 651 through 654, all as shown on the Final Plat Fairvue Plantation Phase 9, of record in Plat Book 23 pages 37-39, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2329, page 863, Register's Office for Sumner County, Tennessee.

EXHIBIT B

Gracie Lake

Being Lots 597 through 631 and Lots 651 through 654, all as shown on the Final Plat Fairvue Plantation Phase 9, of record in Plat Book 23, pages 37-39 in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

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