

Prepared by and return to:
Shelley E. Rothman, Esquire
The Winchester Law Firm
The Winchester Building, 5th Floor
8 Third Street South
Memphis, Tennessee 38103

AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
VILLAGES OF BENNINGTON

WHEREAS, the hereinafter named parties are the Developer and a minimum of seventy percent (70%) of all of the other parties owning all of the lots, parcels and tracts of land comprising the planned unit development known as The Villages of Bennington, record in Plat Book 98, Page 44, in the Register's Office of Shelby County, Tennessee; and

WHEREAS, there is a certain Declaration of Covenants, Conditions and Restrictions affecting said planned unit development recorded as instrument number S4-4074 in said Register's Office (the "Declaration"); and

WHEREAS, the parties hereto, being the Developer of said planned unit development and a minimum of seventy percent (70%) of the other parties owning all of the other lots, parcels and tracts of land comprising The Villages of Bennington, do by these presents, desire and wish to amend said Declaration to the extent as set out hereinafter.

NOW, THEREFORE, in consideration of the premise, the mutual benefits accruing to the parties, and other good and valuable considerations, said parties do now amend said Declaration to the extent as follows:

1. Section 10.4 of the Declaration entitled "Commercial Buildings" is hereby amended to delete the following restriction:

"... and at no time shall the combined impervious area of building and paving exceed fifty-five percent (55%)."

2. Section 10.5 of the Declaration entitled "Office and Institutional Buildings" is hereby amended to delete the following restriction:

... and at no time shall the combined aggregate
value of his/their and party's exceed sixty percent
(60%)."

The aforesaid restrictions are hereby forever released,
waived, terminated, abolished and discharged.

This Amendment shall in no way affect any of the other
provisions of the Declaration which shall remain in full force and
effect.

IN WITNESS WHEREOF, the parties have set their hands and
seals the day and year set forth in each acknowledgment.

The undersigned, being the Developer of The Villages of Bennington, hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for The Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and therefore hereby consents and agrees that the Declaration be amended to delete these restrictions.

BENNINGTON LAND COMPANY
a Delaware General Partnership

By: Its Administrative Partner,
BENNINGTON LAND COMPANY, INC.
a Delaware corporation

By: Val P. Hawkins
Val P. Hawkins
Executive Vice President

STATE OF TENNESSEE)
)
COUNTY OF SHELBY)

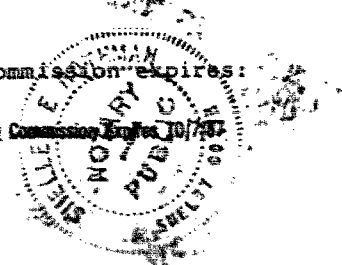
Before me, the undersigned Notary Public in the above State and County, personally appeared VAL P. HAWKINS, with whom I am personally acquainted and who, upon oath, acknowledged himself to be Executive Vice President of Bennington Land Company, Inc., a Delaware corporation, and acknowledged that Bennington Land Company, Inc. is the administrative general partner of Bennington Land Company, a Delaware general partnership, and that he as such Executive Vice President of Bennington Land Company, Inc., being duly authorized so to do, executed the foregoing instrument on behalf of Bennington Land Company, Inc. as such administrative general partner, for the purposes therein contained, by signing the name of the partnership by Bennington Land Company, Inc. as such administrative general partner.

19 86. WITNESS my hand and official seal this 27th day of September.

Shelby C. ...
Notary Public

My Commission expires:

My Commission Expires 10/7/87



DECLARATION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Hennington hereby covenants and agrees that the restrictions contained in Sections 15.4 and 15.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Hennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 65% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

G'TOWN TRAILS

<u>NAME</u> <u>(PRINTED)</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>	<u>"A"</u>
Mrs. WVE STRENER	<i>[Signature]</i>	6557 STONE GAP CV. <small>(VIA. OF REDWOOD) VIA. OF REDWOOD</small>	68	
" "	<i>[Signature]</i>	" " "	69	
Douglas S Moore	<i>[Signature]</i>	4954 Georgetown Rd <small>6' TOWN TRAILS SUBD. (17)</small>	3	
MARtha S MOORE	<i>[Signature]</i>	6' TOWN TRAILS SUBD. (17)	3	
HAROLD PORTER	<i>[Signature]</i>	4974 <small>6' TOWN TRAILS SUBD. (17)</small>	4	7
Marjorie Porter (MARJORIE PORTER)	<i>[Signature]</i>	" "	4	7
W. S. + Norma Sifford, Jr	<i>[Signature]</i>	4977 Cottage Ln <small>6' TOWN TRAILS SUBD. (17)</small>	46	
Norma U Sifford	<i>[Signature]</i>	4977 Cottage Ln <small>6' TOWN TRAILS SUBD. (17)</small>	46	
Carolyn Moore	<i>[Signature]</i>	4969 Cottage Ln CV	47	
Dennis G Rogers	<i>[Signature]</i>	4961 Cottage Ln	48	
Janice R. Rogers	<i>[Signature]</i>	4961 Cottage Ln	48	
Mary T. Cummings	<i>[Signature]</i>	4952 Cottage Ln <small>6' TOWN TRAILS SUBD. (17)</small>	53	
B.G. Cummings	<i>[Signature]</i>	4952 Cottage Ln <small>6' TOWN TRAILS SUBD. (17)</small>	53	
Robert V. Lyle	<i>[Signature]</i>	4958 Cottage Ln <small>6' TOWN TRAILS SUBD. (17)</small>	54	
Emma Lyle	<i>[Signature]</i>	4958 Cottage Ln <small>6' TOWN TRAILS SUBD. (17)</small>	54	
Julius G. Tompkins	<i>[Signature]</i>	4972 Cottage Ln <small>6' TOWN TRAILS SUBD. (17)</small>	55	
PATRICIA A. TOWNSEND	<i>[Signature]</i>	4972 Cottage Ln <small>6' TOWN TRAILS SUBD. (17)</small>	55	
Janet R Frame	<i>[Signature]</i>	4965 Fairington <small>6' TOWN TRAILS SUBD. (17)</small>	6	
Randall Frame	<i>[Signature]</i>	4965 Fairington <small>6' TOWN TRAILS SUBD. (17)</small>	6	

WS 5086

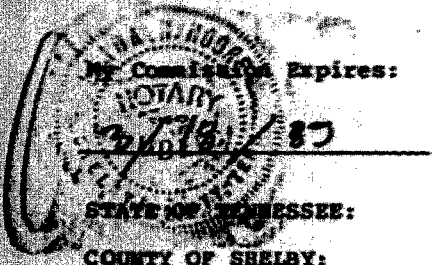
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared MR. & MRS. UME STRAUDE to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

Dwight M. Moore
NOTARY PUBLIC



My Commission Expires: _____

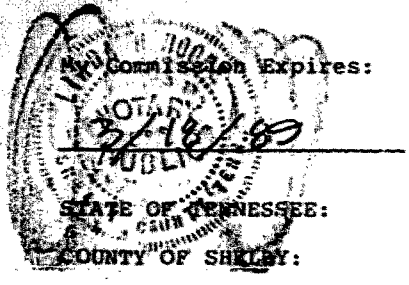
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DOUGLASS & MARTHA MOORE, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

Dwight M. Moore
NOTARY PUBLIC



My Commission Expires: _____

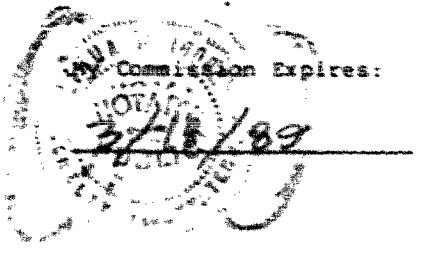
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared HAROLD & MARJORIE PORTER, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

Dwight M. Moore
NOTARY PUBLIC



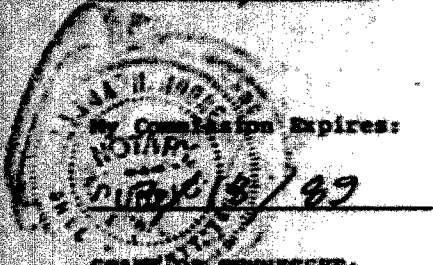
My Commission Expires: _____

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared W. K. & NORMA LIFFORD, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

Quinn M. Moore
NOTARY PUBLIC



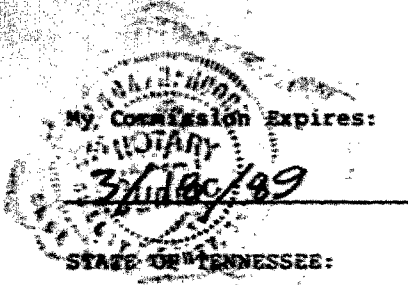
My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared CAROLYN MOORE, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

Quinn M. Moore
NOTARY PUBLIC



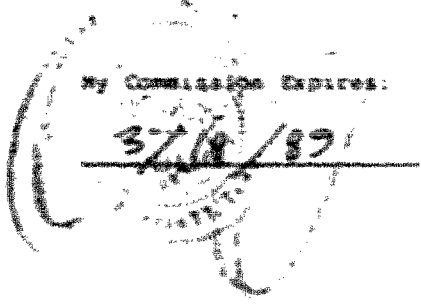
My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DENNIS & JANICE ROGERS, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

Quinn M. Moore
NOTARY PUBLIC



My Commission Expires:

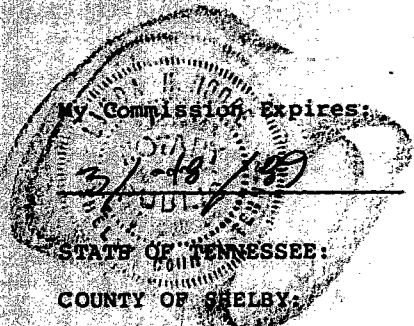
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared B. G. & MARY CUMMINGS, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

Linda M. Moore
NOTARY PUBLIC



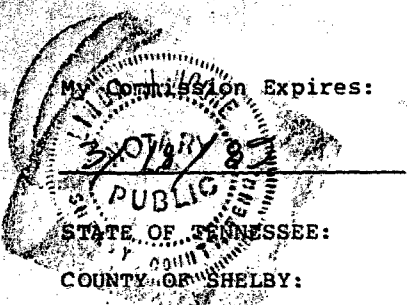
My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ROBERT & EMMA JEAN LOYD, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

Linda M. Moore
NOTARY PUBLIC



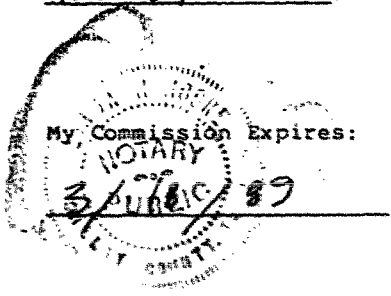
My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JOEL & PATRICIA TOWNSEND, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

Linda M. Moore
NOTARY PUBLIC



My Commission Expires:

STATE OF TENNESSEE:

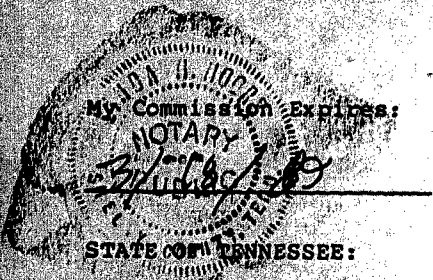
W9 5086

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared RANDALL & JANET FRAME, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that They executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

Linda M. Moore
NOTARY PUBLIC



STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

<u>NAME</u> <u>(Printed)</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>	
GREGORY A. MOORE	<i>Gregory A. Moore</i>	4977 BROOKS AVE. G.	#1	WILSON
Sheryl A. Moore	CHERYL A. MOORE	" " "	#1	
Art May	<i>Art May</i>	7042 CAMDEN ST. E.	#10	TRAIL SUB.
Beth B. May	Beth B. May	" " "	#12	
5/ Bill McKnett	BILL MCKNETT	5020 GERMANTOWN RA	#12	TRAIL SUB.
JANN BOWEN	Jean Bowen	7038 Chalfonte Cir	#15	"
Laura Williams	Laura Williams	7038 Chalfonte Cir	#15	
Connie Franklin	Connie Franklin	7034 Chalfonte Cir	#14	
<i>Handwritten notes on left margin</i>	<i>Stephen Franklin</i>	7034 Chalfonte Cir	#14	
<i>Handwritten notes on left margin</i>	DEA ROBERTS	7033 CHALFONTE CIR.	#16	

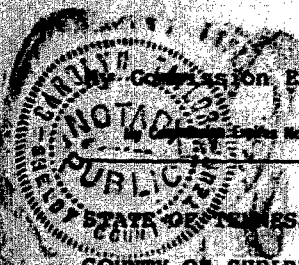
W9 5086

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared GREGORY & CHERYL MOORE to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 12 day of SEPTEMBER, 1985.

Carolyn Taylor
NOTARY PUBLIC

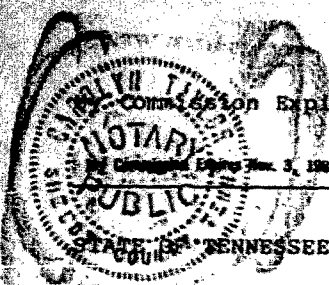


Commission Expires:
Nov. 3, 1985
STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared A.M. & BETH MAY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 12 day of SEPTEMBER, 1985.

Carolyn Taylor
NOTARY PUBLIC

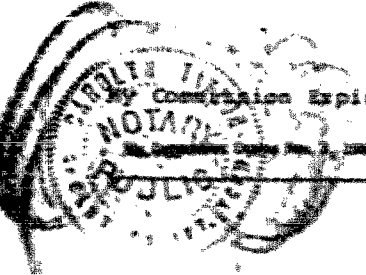


Commission Expires:
Nov. 3, 1985
STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared BILL MCKNETT to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 12 day of SEPTEMBER, 1985.

Carolyn Taylor
NOTARY PUBLIC



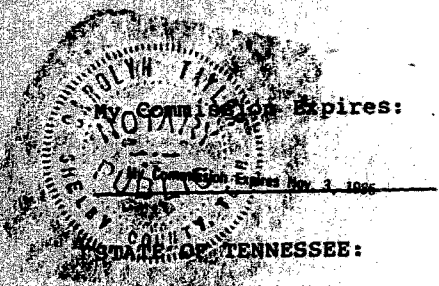
Commission Expires:
Nov. 3, 1985
STATE OF TENNESSEE:
COUNTY OF SHELBY:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DANN BOWEN & LAURA WILLIAMS, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that THEY executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 12 day of SEPTEMBER, 1985.

Carole Taylor
NOTARY PUBLIC

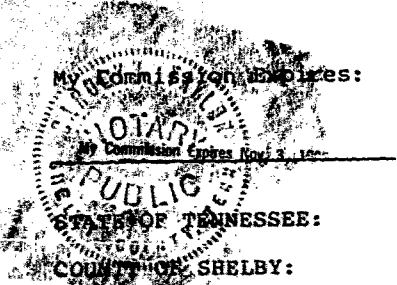


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared STEPHEN & CONNIE FRANKLIN, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that THEY executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 12 day of SEPTEMBER, 1985.

Carole Taylor
NOTARY PUBLIC

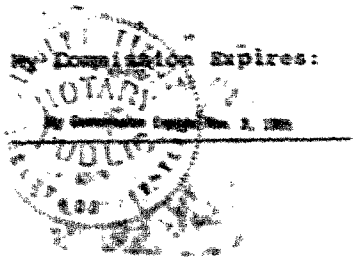


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared FRED ROBERTS, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 12 day of SEPTEMBER, 1985.

Carole Taylor
NOTARY PUBLIC



My Commission Expires:
STATE OF TENNESSEE:
COUNTY OF SHELBY:

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

<u>NAME</u> <u>(Printed)</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>
Doug PARKER	<i>Doug Parker</i>	7074 Cutter Mill Rd	25
Sherry Parker	<i>Sherry Parker</i>	7077 Cutter Mill	25
LARRY W. PHILLIPS	<i>Larry W. Phillips</i>	7095 Cutter Mill	23
Mary L. Phillips	<i>Mary L. Phillips</i>	7095 Cutter Mill	23
Richard L. McFall	<i>Richard L. McFall</i>	4764 Seville Ln	18
ROBYN W. McFALL	<i>Robyn W. McFall</i>	4764 Seville Ln	18
Trace Hurley	<i>Trace Hurley</i>	7086 Cutter Mill	15
^{KENNETH HURLEY} Kenneth Hurley	<i>Kenneth Hurley</i>	7086 Cutter Mill	15
E. RICHARD TAYLOR	<i>E. Richard Taylor</i>	7078 CUTTER MILL	14

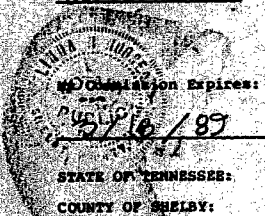
un

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DOV & SHERYL PARTER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 24 day of SEPTEMBER, 1985.



Linda M. Moore
NOTARY PUBLIC

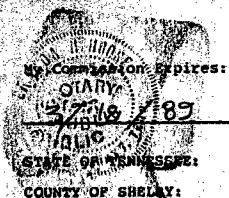
My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared LARRY & MARY PHILLIPS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 24 day of SEPTEMBER, 1985.



Linda M. Moore
NOTARY PUBLIC

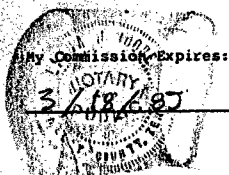
My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared RICHARD & ROBYN MYFALL to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of SEPTEMBER, 1985.



Linda M. Moore
NOTARY PUBLIC

My Commission Expires:

1955

State of Tennessee
County of Shelby

Before me, a Notary Public of the State and County aforesaid,
personally appeared Walter A. Taylor
to me known (or proved to me on the basis of satisfactory evidence) to
be the person(s) described in and who executed the foregoing
instrument, and acknowledged that he executed the same as his free
act and deed.

Witness my hand and seal, at office, this 24 day of
SEPTEMBER, 1955.

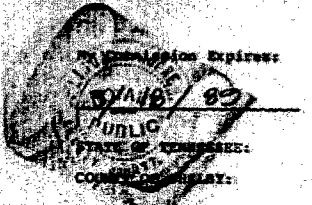
David T. Moore



Before me, a Notary Public of the State and County aforesaid,
personally appeared E. Richard Taylor
to me known (or proved to me on the basis of satisfactory evidence) to
be the person(s) described in and who executed the foregoing
instrument, and acknowledged that he executed the same as his free
act and deed.

Witness my hand and seal, at office, this 24 day of
SEPTEMBER, 1955.

David T. Moore
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid,
personally appeared _____
to me known (or proved to me on the basis of satisfactory evidence) to
be the person(s) described in and who executed the foregoing
instrument, and acknowledged that he executed the same as _____ free
act and deed.

Witness my hand and seal, at office, this _____ day of
_____, 1955.

NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid,
personally appeared JAMES JONES
to me known (or proved to me on the basis of satisfactory evidence) to
be the person(s) described in and who executed the foregoing
instrument, and acknowledged that he executed the same as free free
act and deed.

Witness my hand and seal, at office, this 15 day of APRIL, 1985.

[Signature]


My Commission Expires:
APRIL 18, 1987

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid,
personally appeared JAMES JONES
to me known (or proved to me on the basis of satisfactory evidence) to
be the person(s) described in and who executed the foregoing
instrument, and acknowledged that he executed the same as free free
act and deed.

Witness my hand and seal, at office, this 15 day of APRIL, 1985.

[Signature]


My Commission Expires:
APRIL 18, 1987

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid,
personally appeared _____
to me known (or proved to me on the basis of satisfactory evidence) to
be the person(s) described in and who executed the foregoing
instrument, and acknowledged that he executed the same as _____ free
act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

The undersigned, being a freeholder of the property herein referred to, do hereby certify that the same is not subject to any lien or encumbrance of any kind and that the same is not subject to any lien or encumbrance of any kind and that the same is not subject to any lien or encumbrance of any kind...

NAME	SIGNATURE	ADDRESS	NO.
Tom Lopez	Tom Lopez	1001 Ashland	216
...
Roger ...	Roger ...	187
Bruce ...	Bruce ...	674 ...	15
Eugene ...	Eugene ...	680 ...	25
Jim Anders	Jim Anders	620 ...	31
E Ann Anders	E Ann Anders	680 ...	31
W.J. ...	W.J. ...	6859 ...	#42
...	...	1873 ...	#46
Tom ...	Tom	#46
...	...	6873 ...	#71
...
James E. Miller	James E. Miller	...	#33
Connie R. M. Murry	Connie R. M. Murry	...	#33
Michael P. Simmers	Michael P. Simmers	4928 ...	#31
Suzanne Simmers	Suzanne Simmers	4928 ...	#31
Dan Hall	Dan Hall	4962 ...	#26
Karen Hall	Karen Hall	...	#26

~~NOTARY PUBLIC~~
~~COUNTY OF SHELBY~~

~~Before me, a Notary Public of the State and County aforesaid, personally appeared Michael & Suzanne Summers to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.~~

~~Witness my hand and seal, at office, this 14 day of SEPTEMBER, 1985.~~

~~Carlynn Taylor
NOTARY PUBLIC~~



~~COUNTY OF TENNESSEE:
COUNTY OF SHELBY:~~

Before me, a Notary Public of the State and County aforesaid, personally appeared MICHAEL & SUZANNE SUMMERS to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 14 day of SEPTEMBER, 1985.

Carlynn Taylor
NOTARY PUBLIC

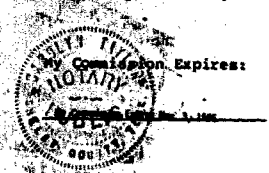


~~COUNTY OF TENNESSEE:
COUNTY OF SHELBY:~~

Before me, a Notary Public of the State and County aforesaid, personally appeared DONALD & KAREN HALL to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 14 day of SEPTEMBER, 1985.

Carlynn Taylor
NOTARY PUBLIC



PETITION

W9 5086

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (PRINTED)	SIGNATURE	ADDRESS	LOT #
Barbara Radant	Barbara Radant	7124 Farmhouse	#22
Doug Radant	Doug Radant	7144 Farmhouse	22
Gerald J Taylor	Gerald J Taylor	7120 Farmhouse	23
Walter Cottrell	Walter Cottrell	1082 Farmhouse	23
Ellen E. Nagler	Ellen E. Nagler	7067 Farmhouse	#9
Frank A. [unclear]	[unclear]	[unclear]	[unclear]
James E. Casman	James E. Casman	5029 Brookbank	#17
<i>WIFE ON ANOTHER LOT</i> Margaret Therese [unclear]	Margaret Therese [unclear]	4802 Brookbank	#17
<i>HUSBAND ON ANOTHER LOT</i> Dianne Stoy	Dianne Stoy	6885 [unclear]	#33
Mary T. Casman	Mary T. Casman	5029 Brookbank	#12
<i>WIFE ON ANOTHER LOT</i> Alice [unclear]	Alice [unclear]	5063 Brookbank	#12
<i>WIFE ON ANOTHER LOT</i> George [unclear]	George [unclear]	5055 Brookbank	#12
<i>HUSBAND ON ANOTHER LOT</i> James [unclear]	James [unclear]	5044 Brookbank	5044 Brookbank
Colin E. Wilson	Colin E. Wilson	7100 Farmhouse	#26
Phyllis J. Warren	Phyllis J. Warren	7100 Farmhouse	#26
Robert B. Nagler	Robert B. Nagler	7067 Farmhouse	#9
Linda Taylor	Linda Taylor	7120 Farmhouse	#23

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (PRINTED)	SIGNATURE	ADDRESS	LOT
✓ Susan D Miller	<i>Susan D Miller</i>	6979 Blountstown	Lot 7
✓ James M Miller	<i>James M Miller</i>	6979 Blountstown	Lot 7
<i>Wife</i> ✓ James M Miller	<i>James M Miller</i>	6979 Blountstown	Lot 7
<i>Wife</i> ✓ Kenneth Buller	<i>Kenneth Buller</i>	5063 Brookbank	Lot 8
<i>Wife</i> ✓ Theresa Buller	<i>Theresa Buller</i>	5063 Brookbank	Lot 8
<i>Wife</i> ✓ Theresa Buller	<i>Theresa Buller</i>	5063 Brookbank	Lot 8
<i>Wife</i> ✓ Theresa Buller	<i>Theresa Buller</i>	5063 Brookbank	Lot 8
✓ Jeff Luckess	<i>Jeff Luckess</i>	5027 Brookbank	Lot 5
✓ Jennifer Loveas	<i>Jennifer Loveas</i>	5008 Brookbank	Lot 5
✓ Cathy Holston	<i>Cathy Holston</i>	5018 Brookbank	Lot 5
✓ Sherell Moore	<i>Sherell Moore</i>	5012 Brookbank	Lot 5
✓ Tracy Moore	<i>Tracy Moore</i>	5012 Brookbank	Lot 5

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (Printed)	SIGNATURE	ADDRESS	LOT #
<i>SKlein</i>	<i>[Signature]</i>	7075 GERMAN TOWN TR.	34
A. J. Korte <i>WIFE ON ANOTHER PLOT</i>	H. J. Korte <i>[Signature]</i>	7074 GERMAN TOWN TR.	59
J. L. Dickson <i>WIFE ON ANOTHER PLOT</i>	<i>[Signature]</i>	5018 Brockbank Ck.	22
Billy J. Lohman <i>Wife on another plot</i>	<i>[Signature]</i>	5044 Brockbank Ck.	22
<i>[Signature]</i>	<i>[Signature]</i>	4966 BASKINGTON	# 71
Harold B. Autry	<i>[Signature]</i>	7035 CULPENTER CV.	# 6
Linda H. Autry	<i>[Signature]</i>	7035 CULPENTER CV.	# 6

GERMAN TOWN TRAILS "A"

WILLOWOOD

WILLOWOOD

GERMAN TOWN TRAILS SUB(D)

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (Printed)	SIGNATURE	ADDRESS	LOT #
JANIS HATLEY	<i>Janis Hatley</i>	3021 College Ln Memphis, TN	4 TRANS "A"
Gill Hatley	<i>Gill Hatley</i>	4933 BLOODESBANK DRIVE N MEMPHIS, TN 38115	35
DEWAYNE HARTSO	<i>Dewayne Hartso</i>	MEMPHIS, TN 38115	35
"	<i>Mrs. Hartso</i>	"	35
Thomas W. Julia	<i>Thomas W. Julia</i>	4600 BIRCH LAKE Memphis, TN 38115	4B
Beth W. Julia	<i>Beth Julia</i>	4600 Birch Lake Memphis, TN 38115	4B

PETITION

W9 5086

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (Printed)	SIGNATURE	ADDRESS	LOT #
Sandra G. Coarin	<i>Sandra G. Coarin</i>	7953 Garmenton Rd.	1
Bill Coarin	<i>Bill Coarin</i>	7953 Garmenton Rd.	
<i>Wife of Sandra Coarin</i>			
Ray Neal	<i>Ray Neal</i>	5229 Cottage Lane	5
<i>Wife of Ray Neal</i>			
Jack McNeal	<i>Jack McNeal</i>	5037 Cottage Lane	
<i>Wife of Jack McNeal</i>			
Ann Lehnert	<i>Ann Lehnert</i>	5030 Cottage Lane	
<i>Wife of Ann Lehnert</i>			
SUSAN WEST	<i>Susan West</i>	5057 Alt Garmenton Rd. South	Lot 17
<i>Wife of R. Wayne McCann</i>			
R. Wayne McCann	<i>R. Wayne McCann</i>	6825 E. Holman Rd. - Oakbrook Forest	

PETITION

h9 5086

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial building of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (PRINTED)	SIGNATURE	ADDRESS	LOT #	
WIFE ON ANOTHER PETITION <i>Rodney Schwab</i> AWARDED ON ANOTHER PETITION	<i>Rodney Schwab</i>	5030 Cottage Cove	30	TRACTS "A"
Kellie Nolen WIFE ON ANOTHER PETITION	<i>Kellie Nolen</i>	5029 Cottage Ln	5	
PAUL O. GALLAGHER	<i>Paul O. Gallagher</i>	5037 Cottage Ln.	#6	
William C. Moore, Jr.	<i>William C. Moore, Jr.</i>	7091 Farmhouse Dr.	#12	
Janelle Moore	<i>Janelle Moore</i>	7091 Farmhouse Dr.	#12	
Richard C. Sobanski	<i>Richard C. Sobanski</i>	5086 Mountaintop Rd	#13	
Melinda Sobanski	<i>Melinda Sobanski</i>	5036 Mountaintop Rd	#13	
Bill Giffel	<i>Bill Giffel</i>	7037 Cranberry Ln.	#11	

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for offices and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (Printed)	SIGNATURE	ADDRESS	LOT #	TRAILS "A"
MARYINE FREEMAN	<i>Maryine Freeman</i>			
BONNIE L. FREEMAN	<i>Bonnie L. Freeman</i>	5014 Cottage	32	
GINA PRYOR	<i>Gina Pryor</i>			
Mr + Mrs Nathan Pryor	<i>Nathan Pryor</i>	5022 Cottage Ln	31	
Mr Nathan Pryor	<i>Nathan Pryor</i>	5022 Cottage Ln	31	
Robert W. Allan	<i>Robert W. Allan</i>	7116 Farmhouse Dr	24	
Vivita W. Pollan	<i>Vivita W. Pollan</i>	7116 Farmhouse Dr	24	
Mike Smith	<i>Mike Smith</i>	5015 Crab Orchard Ln	37	
Dabbi Smith	<i>Dabbi Smith</i>	5015 Crab Orchard	37	
John F. BANASIEWICZ JR	<i>John F. Banasiewicz Jr</i>	5014 CRAB ORCHARD CV	40	
Beverly A. Banasiewicz	<i>Beverly A. Banasiewicz</i>	5014 Crab Orchard Cv	40	

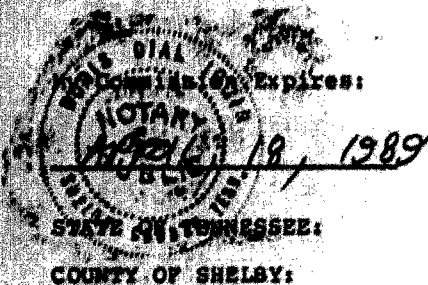
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DOUG & BARBARA RADAMIT to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

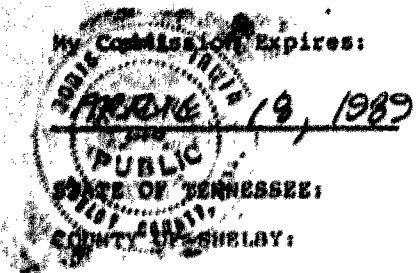
Doris Dial Lewis
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid, personally appeared GERALD & LINDA TAYLOR to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

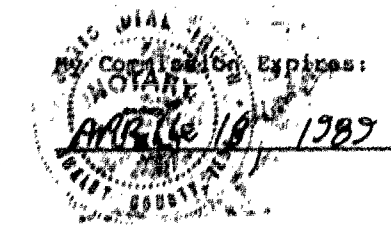
Doris Dial Lewis
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid, personally appeared ROBERT & ELEN NAGLER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dial Lewis
NOTARY PUBLIC



STATE OF TENNESSEE:

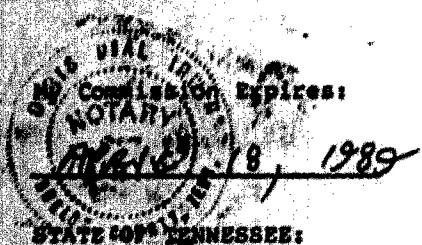
W9 5086

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JAMES & MARY CARMODY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dial Lewis
NOTARY PUBLIC



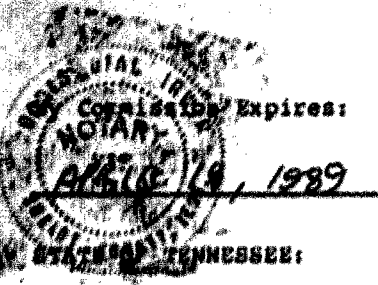
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared GEORGE THORNTON to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dial Lewis
NOTARY PUBLIC



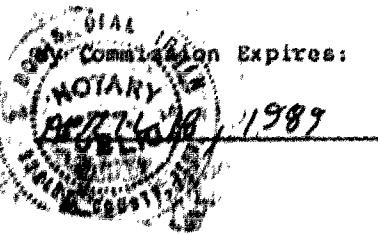
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DIANE STY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dial Lewis
NOTARY PUBLIC



STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared GENEVA LAMONICA to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dail Imani
NOTARY PUBLIC

Commission Expires:
19 APRIL, 1989

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared PATRICK & PHYLLIS WARREN to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dail Imani
NOTARY PUBLIC

Commission Expires:
19 APRIL, 1989

STATE OF TENNESSEE:

COUNTY OF SHELBY:

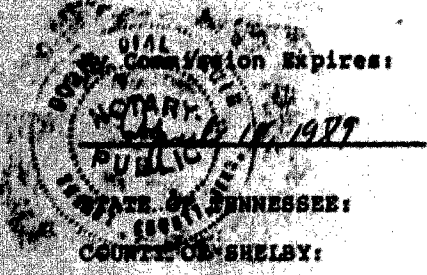
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Sharon Miller & James Miller to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 29th day of August, 1985.

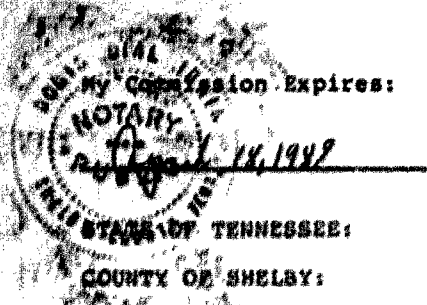
Donis Dial Brown
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid, personally appeared Kenneth Buckler and Edwin Buckler to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 29th day of August, 1985.

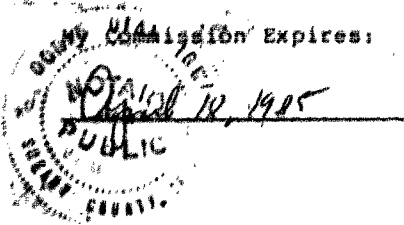
Donis Dial Brown
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid, personally appeared George Bowman & Thelma Bowman to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 29th day of August, 1985.

Donis Dial Brown
NOTARY PUBLIC

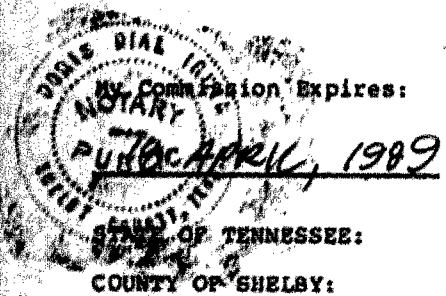


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JEFF & JENIFER LOVELESS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

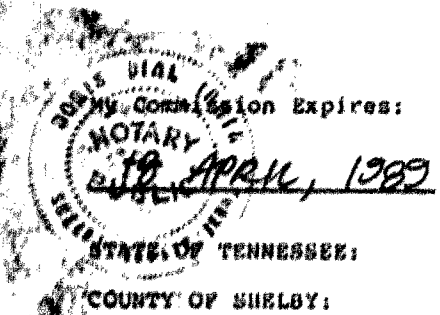
Doris Dial Imani
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid, personally appeared CATHY PINKSTON to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

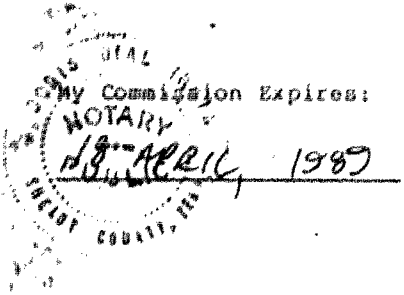
Doris Dial Imani
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid, personally appeared TROY & SHERELL MOORE to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

Doris Dial Imani
NOTARY PUBLIC



W9 5086

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared B. KLEIN to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 24 day of SEPTEMBER, 1985.

Jinda M. Moore
NOTARY PUBLIC

My Commission Expires:

30/09/85

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared H. J. KOTHE to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 24 day of SEPTEMBER, 1985.

Jinda M. Moore
NOTARY PUBLIC

My Commission Expires:

30/09/85

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared V. L. PINKSTON to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 24 day of SEPTEMBER, 1985.

Jinda M. Moore
NOTARY PUBLIC

My Commission Expires:

30/09/85

W9 5086

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared BILLY J. LOMONICA to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 24 day of SEPTEMBER, 1985.

Linda M. Moore
NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ANTHONY & FREDDIE GIORDANO to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 24 day of SEPTEMBER, 1985.

Linda M. Moore
NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared HAROLD & LINDA ATRY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 24 day of SEPTEMBER, 1985.

Linda M. Moore
NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

W9 5086

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared BILL & JANIS HAYLEY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 25 day of SEPTEMBER, 1985.

Marion E. Tucker
NOTARY PUBLIC

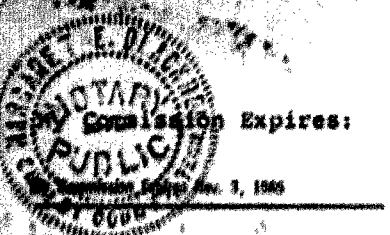


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared MR. & MRS. HARTSOE to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 25 day of SEPTEMBER, 1985.

Marion E. Tucker
NOTARY PUBLIC

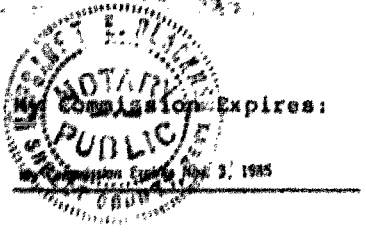


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared THOMAS & BETH FULLER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 25 day of SEPTEMBER, 1985.

Marion E. Tucker
NOTARY PUBLIC



W9 5086

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Sandra G. Cowrie and Bill Cowrie, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 17th day of September, 1985.



Shelley E. Rothman
NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared KERRIE WEST + SUSAN WEST, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 17th day of September, 1985.



Shelley E. Rothman
NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

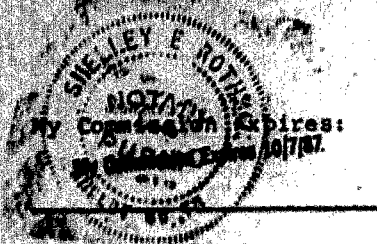
My Commission Expires:

W9 5086

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Kimber McLeson, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be ADMINISTRATOR of the LABELLE HAVEN METHODIST CHURCH, the within named bargainor, a corporation, and that he as ADMINISTRATOR, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such ADMINISTRATOR.

Witness my hand and seal, at office, this 17th day of September, 1985.



Shelley E. Rotberg
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainor, a corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as such _____.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

35

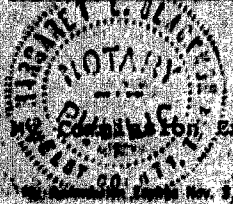
W9 5086

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Bill Lane to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 28th day of August, 1985.



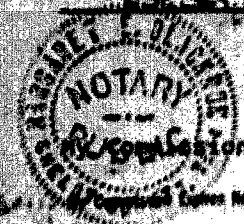
Margaret E. Oliver
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Ray Lane to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 28th day of August, 1985.



Margaret E. Oliver
NOTARY PUBLIC

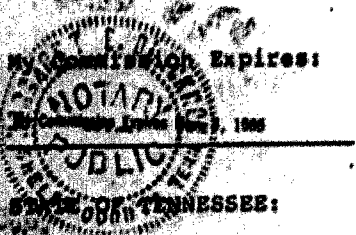
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Lisa ~~Alleguer~~ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 29th day of August, 1985.

Michael E. Fisher
NOTARY PUBLIC



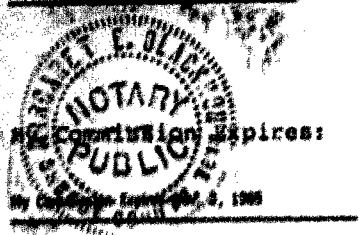
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared SUSIE ~~Schwarz~~ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 28th day of August, 1985.

Michael E. Fisher
NOTARY PUBLIC



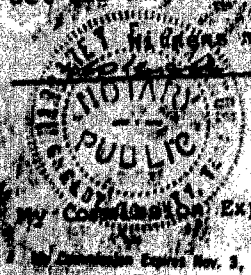
STATE OF TENNESSEE:

W9 5086

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ROONEY S. DELBACH to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

ROONEY S. DELBACH my hand and seal, at office, this 18th day of _____, 1985.



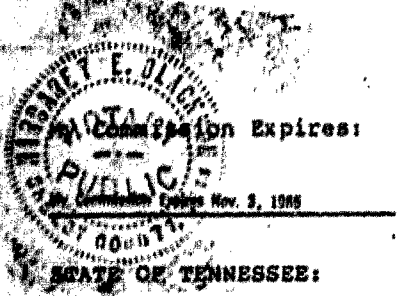
Rooney S. Delbach
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared KEVIN DAVIS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as her free act and deed.

Witness my hand and seal, at office, this 18th day of April, 1985.



Robert E. Olick
NOTARY PUBLIC

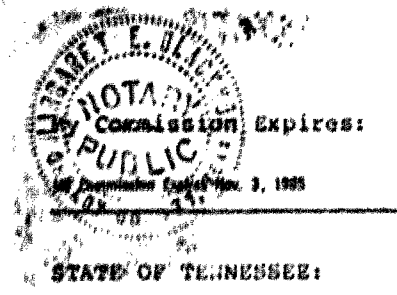
My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Paul G. GIBSON to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 18th day of April, 1985.



Robert E. Olick
NOTARY PUBLIC

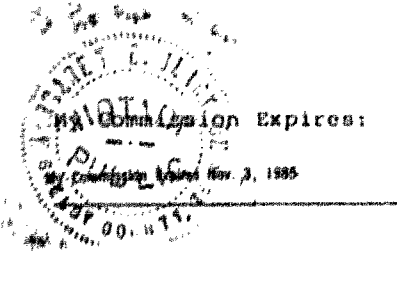
My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared William S. Jones Moore to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that They executed the same as free act and deed.

Witness my hand and seal, at office, this 18th day of April, 1985.



Robert E. Olick
NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared EDWARD S. MELIJOJA SOBANEKI to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 18th day of _____, 1985.

Edward S. Meliyoja Sobanecki
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Nov. 3, 1985

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Ed. Sifford to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free

Witness my hand and seal, at office, this 18th day of _____, 1985.

Edward S. Meliyoja Sobanecki
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Nov. 3, 1985

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

W9 5086

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared James E. Bonnie Fagan to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 18th day of Sept, 1985.



Robert E. Olin
NOTARY PUBLIC

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared James E. Bonnie Fagan to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 18th day of Sept, 1985.

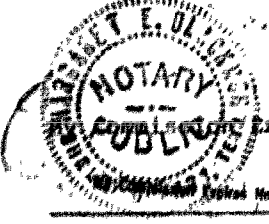


Robert E. Olin
NOTARY PUBLIC

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Roscoe E. Virnie Powell to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 18th day of Sept, 1985.



Robert E. Olin
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared MIKE & DEBBIE SMITH to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 18th day of SEP, 1985.



Margaret E. D. [unclear]
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JOHN E. BENEWY BONDREKZ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as his free act and deed.

Witness my hand and seal, at office, this 18th day of SEP, 1985.



Margaret E. D. [unclear]
NOTARY PUBLIC

PETITION

W9 5086

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

RECORDED BY LETTER COW

NAME (Printed)

SIGNATURE

ADDRESS

LOT #

NAME (Printed)	SIGNATURE	ADDRESS	LOT #
Tim Logan	Tim Logan	4898 Parkside Dr. #16	46
Tim Logan	Tim Logan	4898 Parkside Dr. #16	46
ROGER DANLON	Roger Danlon	6925 MEDICAN WLL # 22	22
BARBARA BYRN	Barbara Byrn	6701 Hedgewood	25
Eugene Bryan	Eugene Bryan	6501 Hedgewood	25
Jim Anders	J. C. Anders	6906 Middlebrook	31
E Ann Anders	E. Ann Anders	6906 Middlebrook	31
W.T. Stewart, Jr.	W.T. Stewart, Jr.	6959 Stone Circle	# 62
Wilson Roberts	Wilson Roberts	6843 New Gap	# 66
DONNA ROBERTS	Donna Roberts	6843 New Gap	# 66
TIM VITA SWINDLELL	Tim Swindell	6845 Boothway	# 71
	Vita Swindell	6845 Boothway	# 71

Handwritten initials

WILSON ROBERTS

W9 5086

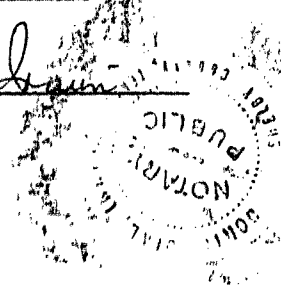
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ROGER DANLER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dial Leavelle
NOTARY PUBLIC



My Commission Expires:

19 APRIL, 1989

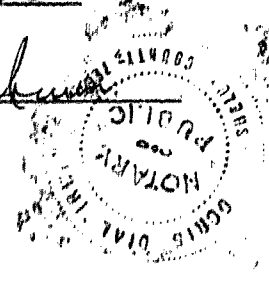
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared EUGENE AND BARBARA BRYAN to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dial Leavelle
NOTARY PUBLIC



My Commission Expires:

19 APRIL, 1989

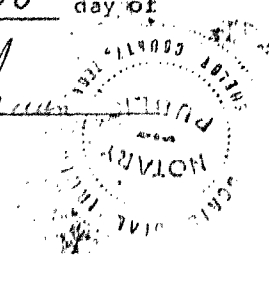
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JIM & ANN ANDERS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Doris Dial Leavelle
NOTARY PUBLIC



My Commission Expires:

19 APRIL, 1989

W9 5086

STATE OF TENNESSEE:

COUNTY OF SHELBY:

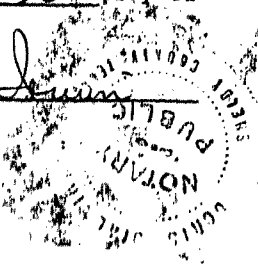
Before me, a Notary Public of the State and County aforesaid, personally appeared W. T. STEWART to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Donna Dail Lewis
NOTARY PUBLIC

My Commission Expires:

18 APRIL, 1989



STATE OF TENNESSEE:

COUNTY OF SHELBY:

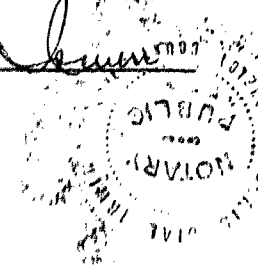
Before me, a Notary Public of the State and County aforesaid, personally appeared WILSON & DONNA ROBERTS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Donna Dail Lewis
NOTARY PUBLIC

My Commission Expires:

18 APRIL, 1989



STATE OF TENNESSEE:

COUNTY OF SHELBY:

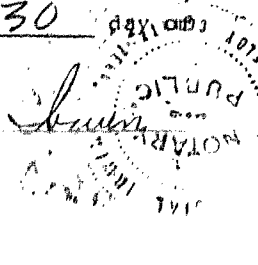
Before me, a Notary Public of the State and County aforesaid, personally appeared TIM & VITA SWINDELL to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 30 day of AUGUST, 1985.

Donna Dail Lewis
NOTARY PUBLIC

My Commission Expires:

18 APRIL, 1989



PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

<u>NAME</u> (Printed)	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>
CARY WHITHEAD	[Signature]	7300 Holmes	13 WOODS LANDING
JAMES P. HARRISON	James P. Harrison	7036 CULP-APR CAYE	#1 GERMAN TOWN TRAILS SUBD.
GAIL A. HARRISON	Gail A. Harrison		#1 WOODS LANDING
RANDY THORNBURG			
ED WELDON			#2 "
LAWRENCE THOMPSON			#4 "
GREG JANAERI			#5 "
STEVEN THORNBURG			#6 "
DANNY VERHINE		633 MOSS ROAD	#7 "
JERRY SURRATT		6732 ROCKBROOK MEMPHIS, TN. 38115	#8 "
RONALD COUTURIER		7103 SHADOW OAKS	#9 "
ROBERT T. McBRIDE		4230 COCHISE MEMPHIS, TN.	#10 "
B.W. THORNBURG, SR.			#11 "
B.W. THORNBURG, JR.			#12 "

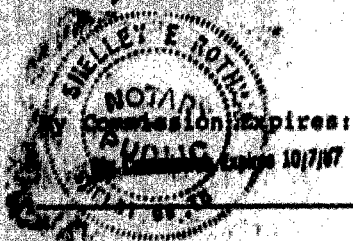
W9 5086

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Cary Whitehead to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 19th day of September, 1985.



Shelley E. Rothel
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared James R. + Paul A. Harrison to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 19th day of September, 1985.



Shelley E. Rothel
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

VILLAGES OF BENNINGTON

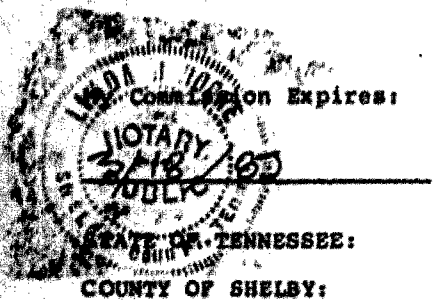
<u>NAME</u> <u>(Printed)</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>
Dwaine King	<i>Dwaine King</i>	48201 Highway 100	5
KAREN King	<i>Karen King</i>		
HARRY M. FUNK JR.	<i>Harry M. Funk Jr.</i>	4853 WOODBURY #51	5
BEVERLY H. FUNK	<i>Beverly Funk</i>	By Harry Funk, Jr.	5
Deborah Vanover	<i>Deborah Vanover</i>	6905 ARBOR LAKE	4
Richard Vanover	<i>Richard Vanover</i>	6905 ARBOR LAKE	4
Craig Fienig	<i>Craig Fienig</i>	6906 ARBOR LAKE	LOT 4
KAREN Fienig	<i>KAREN Fienig</i>	" "	" "
Phillip Morris	<i>Phillip Morris</i>	6892 ARBOR LAKE	LOT 42
Johnetta M. Morris	<i>Johnetta Morris</i>	6892 ARBOR LAKE	LOT 42
RICHARD MORRIS	<i>Richard Morris</i>	4936 HEIDENWALD	LOT 42
JAMES A. REEDY JR.	<i>JAMES A. REEDY JR.</i>	4890 HEIDENWALD #190	LOT 42
BERNICE REEDY	<i>Bernice J. Reedy</i>		
Don Jones	<i>Don Jones</i>	48417 Sturbridge	
Theresa H. Miller	<i>Theresa Miller</i>	4841 Sturbridge	
DAVID LAWRENCE	<i>David Lawrence</i>	48473 Sturbridge	
Tommie J. Polk	<i>Tommie J. Polk</i>	4838 Sturbridge	
GLEN E. POLK	<i>Glen E. Polk</i>	4838 Sturbridge	

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DWAYNE & GENEVA EWING to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 26 day of AUGUST, 1985.

Linda M. Moore
NOTARY PUBLIC

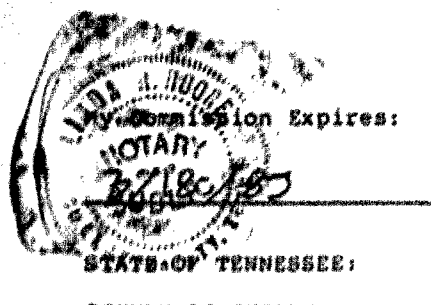


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared HARRY & BEVERLY FUNK to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 26 day of AUGUST, 1985.

Linda M. Moore
NOTARY PUBLIC

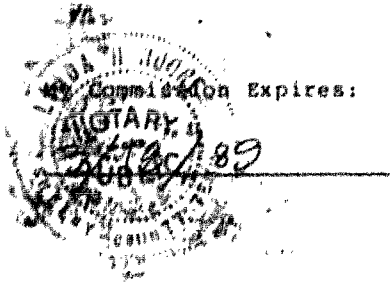


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared RICHARD & DEBORAH VANOVER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 26 day of AUGUST, 1985.

Linda M. Moore
NOTARY PUBLIC



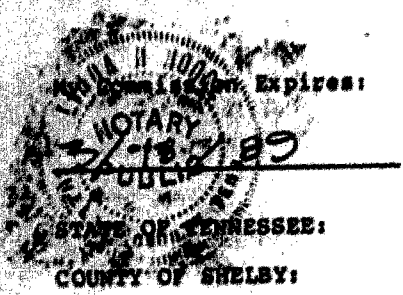
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared CRAIG E. KAREN FIENU to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 26 day of AUGUST, 1985.

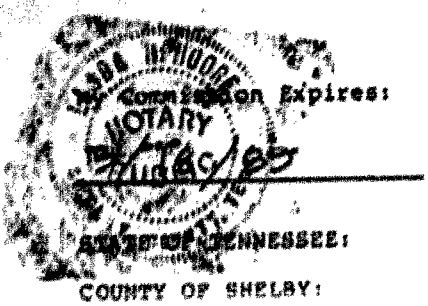
Linda M. Moore
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid, personally appeared PHILLIP & JOHNETTA MORRIS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 26 day of AUGUST, 1985.

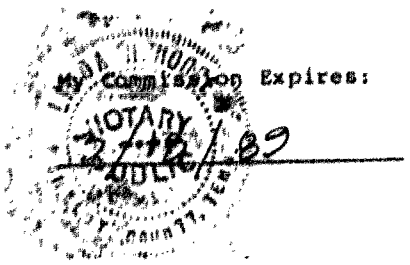
Linda M. Moore
NOTARY PUBLIC



Before me, a Notary Public of the State and County aforesaid, personally appeared RICHARD MOSES to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 26 day of AUGUST, 1985.

Linda M. Moore
NOTARY PUBLIC



W9 5086

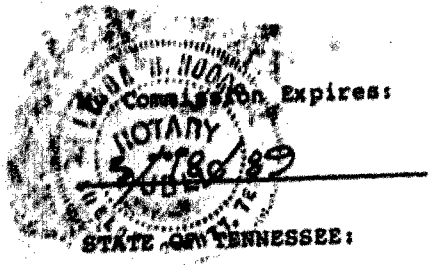
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JAMES E BERNICE REEDY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as free act and deed.

Witness my hand and seal, at office, this 26 day of AUGUST, 1985.

David M. Moore
NOTARY PUBLIC



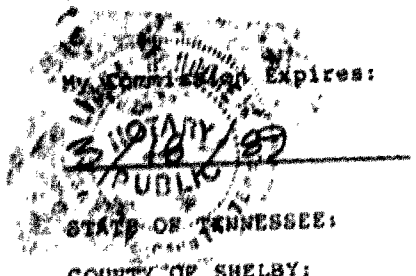
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DON JONES to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

David M. Moore
NOTARY PUBLIC



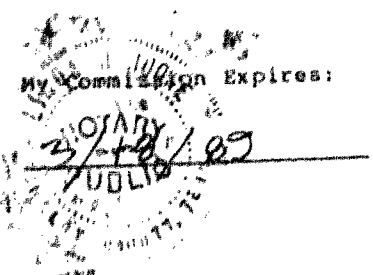
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared RHONA HOLDER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

David M. Moore
NOTARY PUBLIC



W9 5086

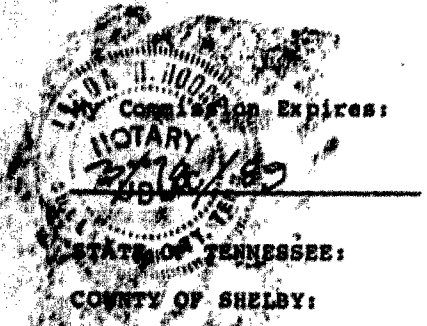
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DAVID CARRUTHERS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

Jinda M. Moore
NOTARY PUBLIC



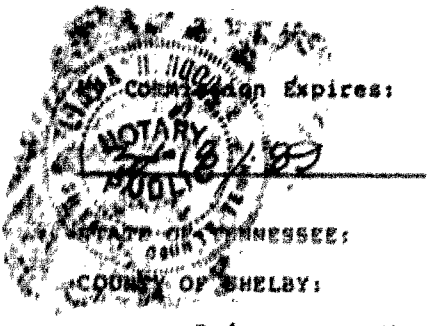
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared GLEN & TOMMIE POLK to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 27 day of AUGUST, 1985.

Jinda M. Moore
NOTARY PUBLIC



STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

VILLAGE OF HEDGEROW

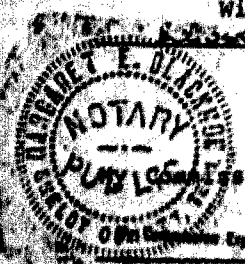
<u>NAME</u> <u>(PRINTED)</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>
Bruce Peterson	<i>Bruce Peterson</i>	6898 Regie Lake Ct. Memphis, TN 38138	44
Thomas Peterson	<i>Thomas Peterson</i>	6898 Regie Lake Ct.	44
Jane Williams	<i>Jane Williams</i>	6910 Arbor Lake Ct.	47
Ally Williams	<i>Ally Williams</i>	6910 Arbor Lake Ct.	47
Phil McConnell	<i>Phil McConnell</i>	4924 Hedgerow Circle	41
Patricia McConnell	<i>Patricia McConnell</i>	4924 Hedgerow Circle	41
James Damouji	<i>James Damouji</i>	6911 Middlebrook Cve.	33
Geary Damouji	<i>Geary Damouji</i>	6911 Middlebrook Cve.	33

W9 5086

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Barbara & Thomas Patterson to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 26th day of _____, 1985.



Marion E. Bunker
NOTARY PUBLIC

Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Jessie E. Williams to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as her free act and deed.

Witness my hand and seal, at office, this 26th day of _____, 1985.



Marion E. Bunker
NOTARY PUBLIC

Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Paul & Patricia McCord to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 26th day of _____, 1985.



Marion E. Bunker
NOTARY PUBLIC

Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JAMES E. GREEN DANLOUS, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that They executed the same as Vol free act and deed.

Witness my hand and seal, at office, this 26th day of June, 1985.



James E. Green Danlous
NOTARY PUBLIC

Commission Expires:

Nov. 3, 1985

55

W9 5086

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

<u>NAME</u> <u>(Printed)</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>
David Scott		6974 Cuttermill Memphis, TN 38115	1
Roy Dunavan		6990 Cutter Mill Memphis, TN 38115	2
Benny Collins		6996 Cutter Mill Memphis, TN 38115	3
James Croley		7002 Cuttermill Memphis, TN 38115	4
Elex Hawkins		7010 Cutter Mill Memphis, TN 38115	5
Douglas Dilts		7018 Cutter Mill Memphis, TN 38115	6
Robert Haun		7026 Cutter Mill Memphis, TN 38115	7
Joseph Nicosia		7032 Cutter Mill Memphis, TN 38115	8
Gaye Burton		7042 Cuttermill Memphis, TN 38115	9
<i>Dawn Sisco</i> <i>Billy Sisco</i>	<i>Dawn Sisco</i> <i>Billy Sisco</i>	7048 Cutter Mill Memphis, TN 38115	10
John Clack		7056 Cutter Mill Memphis, TN 38115	11
James Prindiville		7064 Cuttermill Memphis, TN 38115	12
Barry Snodgrass		7070 Cutter Mill Memphis, TN 38115	13
Fred Taylor		7078 Cutter Mill Memphis, TN 38115	14
Kenneth Hurley		7086 Cutter Mill Memphis, TN 38115	15
Barry Rooks		7094 Cutter Mill Memphis, TN 38115	16
<i>Wallace Wilcox</i> <i>Wallace Wilcox</i>	<i>Wallace Wilcox</i> <i>Wallace Wilcox</i>	7100 Cutter Mill Memphis, TN 38115	17
Richard McFall		4764 Seville Memphis, TN 38115	18

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

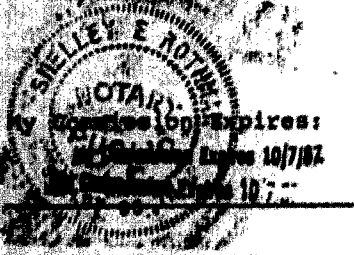
<u>NAME</u> <u>(Printed)</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>
			19
			20
			21
Kim Barham Rance Barham	<i>Rance Barham</i>	7105 Cutter Mill Memphis, TN 38115	22
Larry Phillips		7095 Cutter Mill Memphis, TN 38115	23
John Bledsoe		7087 Cutter Mill Memphis, TN 38115	24
Lloyd Parker		7079 Cutter Mill Memphis, TN 38115	25
Edward Evers		7069 Cutter Mill Memphis, TN 38115	26
Danny Autry		7063 Cutter Mill Memphis, TN 38115	27
William Anderson		7055 Cutter Mill Memphis, TN 38115	28
Donald Schmitz		7047 Cutter Mill Memphis, TN 38115	29
REDACTED			30
			31
Dan Millwood		7025 Cutter Mill Memphis, TN 38115	32
Dale Potts		7017 Cutter Mill Memphis, TN 38115	33
Cynthia Burnham		7009 Cuttermill Memphis, TN 38115	34
Kenneth Landers		7001 Cutter Mill Memphis, TN 38115	35
Bobby Kissinger		6995 Cutter Mill Memphis, TN 38115	36

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Billy and Dawn Disco to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that ~~they~~ executed the same as their free act and deed.

Witness my hand and seal, at office, this 19th day of September, 1985.



Shelley E. Rothman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Wallace and Donna Wilcox to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that ~~they~~ executed the same as their free act and deed.

Witness my hand and seal, at office, this 19th day of September, 1985.



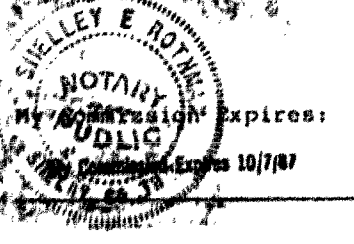
Shelley E. Rothman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Eugene B. and Ella M. Young to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that ~~they~~ executed the same as their free act and deed.

Witness my hand and seal, at office, this 19th day of September, 1985.



Shelley E. Rothman
NOTARY PUBLIC

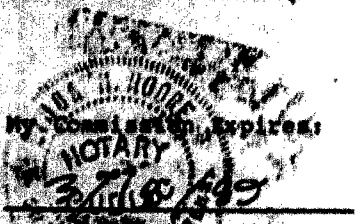
W9 5086

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared K.C. & ROBIN STEIGER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 21 day of SEPTEMBER, 1985.



Linda M. Moore
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared THOMAS & ANGELA LINK to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 21 day of SEPTEMBER, 1985.



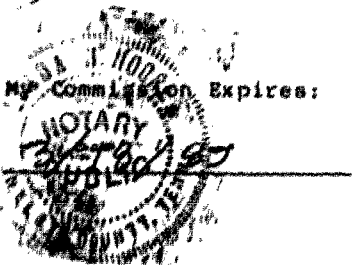
Linda M. Moore
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared KIM BARRHAM to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 21 day of SEPTEMBER, 1985.



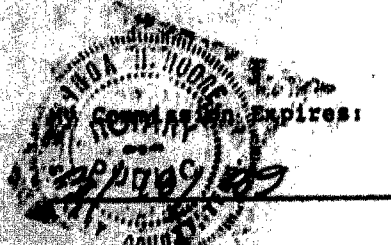
Linda M. Moore
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DALE E. GAY POTTS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 21 day of SEPTEMBER, 1985.



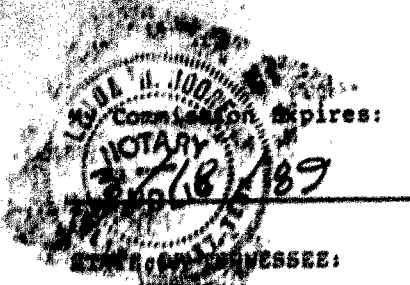
Quida M. Moore
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ELIZABETH OWENS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 21 day of SEPTEMBER, 1985.



Quida M. Moore
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

~~XXXXXXXXXX~~ - 5
DORIS W9 5086

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

WARRANT
OF
HEARINGS

NAME
(Printed) SIGNATURE ADDRESS LOT #

David Hall David Hall 4853 Pebblewood cv 2

Carol Hall Carol Hall 4853 Pebblewood Cv 2

Pam Johnson Pam Johnson 4845 Pebblewood Cve. 3

* Mike Kreider Michael Kreider 4801 Pebblewood Cv 1

PATRICIA J. KREIDER Patricia Kreider 4801 PEBBLEWOOD CV 1

Jack L. Burdett Jack L. Burdett 4839 PEBBLEWOOD CV 4

Jan Burdett Jan Burdett 4837 Pebblewood 4

Kash Cassidy Kash Cassidy 4830 Pebblewood Cve 9

W9 5086

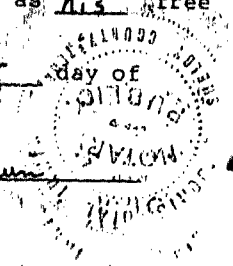
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared David Hall to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Doris Dial
NOTARY PUBLIC



My Commission Expires:

April 12, 1989

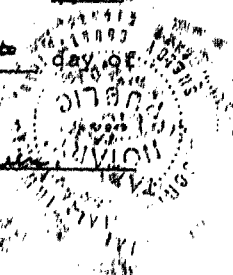
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Carol Hall to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as her free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Doris Dial
NOTARY PUBLIC



My Commission Expires:

April 12, 1989

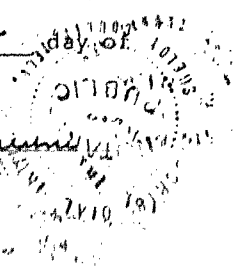
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Pam Johnson to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as her free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Doris Dial
NOTARY PUBLIC



My Commission Expires:

April 12, 1989

W9 5086

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Mike Kreider to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Doris Dial
NOTARY PUBLIC

My Commission Expires:

April 18, 1989

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Patricia J. Kreider to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as her free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Doris Dial
NOTARY PUBLIC

My Commission Expires:

April 18, 1989

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Jack L. Burdett to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Doris Dial
NOTARY PUBLIC

My Commission Expires:

April 18, 1989

W9 5086

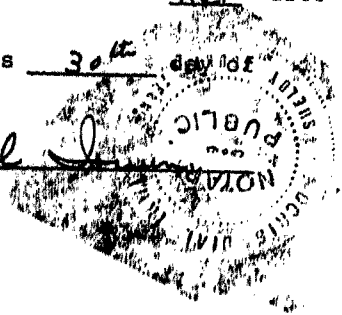
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Tan BONDIC to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as her free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Doris Dial
NOTARY PUBLIC



My Commission Expires:

April 12, 1989

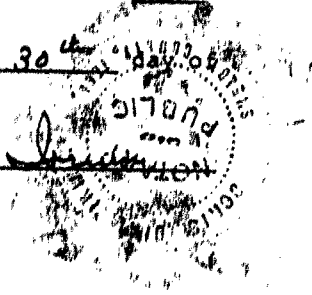
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Rash CASSADA to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as her free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Doris Dial
NOTARY PUBLIC



My Commission Expires:

April 12, 1989

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

PETITION

W9 5086

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME
(Printed)

SIGNATURE

ADDRESS

LOT #

Bobby L. Snodgrass Bobby L. Snodgrass 7070 CUTLER MANE 13

Leanna M. Snodgrass Leanna M. Snodgrass " " " "

Blank lines for additional entries in the table.

W9 5086

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Brian J. Leavelle 6200 4th St to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as well free act and deed.

Witness my hand and seal, at office, this 26th day of NOV, 1985.



Michael S. Fisher
NOTARY PUBLIC

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Bela Lova to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Marion E. Tucker
NOTARY PUBLIC



My Commission Expires:

My Commission Expires Nov. 3, 1985

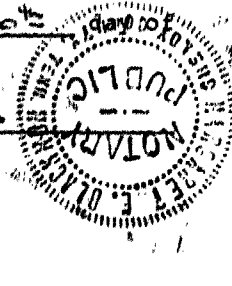
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Carol Ann Williams & Thomas R to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that They executed the same as their free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Marion E. Tucker
NOTARY PUBLIC



My Commission Expires:

My Commission Expires Nov. 3, 1985

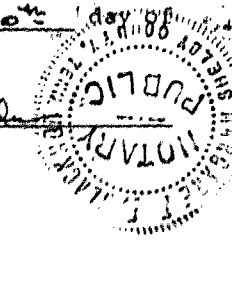
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared MARIE E. LLOYD HEINZ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that They executed the same as their free act and deed.

Witness my hand and seal, at office, this 30th day of July, 1985.

Marion E. Tucker
NOTARY PUBLIC



My Commission Expires:

My Commission Expires Nov. 3, 1985

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (Printed) SIGNATURE ADDRESS LOT #

JAM LANDERS Jam Landers 7001 Cutter Mill #2

Kenneth Landers Kenneth Landers 7001 Cutter Mill #35

Dorothy B. Rooks Dorothy B. Rooks 7094 Cutter Mill #16

BARRY LEE ROOKS Barry Lee Rooks 7094 Cutter Mill Rd. #16

Georgia R. Brickey Georgia R. Brickey 7041 cutter mill Rd. #20

Paul Douglas Brickey Paul Douglas Brickey 7041 Cuttee Mill Rd #20

Sheryn Roberts Sheryn Roberts 4862 Popplewood Court #13

WALTER ROBERTS Walter A Roberts Popplewood CV

Blank lines for additional signatures and addresses.

STATE OF TENNESSEE

COUNTY OF SHELBY:

W9 5086

Before me, a Notary Public of the State and County aforesaid, personally appeared Paul E. KENNEDY LASOERS, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that They executed the same as their free act and deed.

Witness my hand and seal, at office, this 24th day of Sept, 1985.



Paul E. Kennedy
NOTARY PUBLIC

72

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Dorothy E. Barry Books to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Witness my hand and seal, at office, this 25th day of April, 1985.



Marion E. Fisher
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Alvin & Paul Brickley to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that They executed the same as their free act and deed.

Witness my hand and seal, at office, this 25th day of April, 1985.



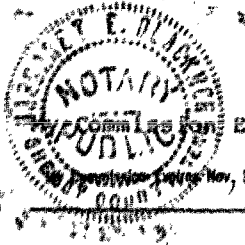
Marion E. Fisher
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Wesley & Wanda Rogers to me known (or proved to me on the basis of satisfactory evidence), to be the person(s) described in and who executed the foregoing instrument, and acknowledged that They executed the same as their free act and deed.

Witness my hand and seal, at office, this 25th day of April, 1985.



Marion E. Fisher
NOTARY PUBLIC

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

GERMANTOWN TRACT "A"

NAME
(Printed)

SIGNATURE

ADDRESS

LOT #

JUANITA L. ANDERSON *Juanita Anderson* 7121 Germantown Tr. 30

JAMES D. ANDERSON *James D. Anderson* - 7121 Germantown Tr. 30

ANDREW A. AESS *Andrew A. Aess* 5020 Crab Orchard 39

Johnny E. Yearwood *Johnny E. Yearwood* 5021 Crab Orchard Ct. 38

Patricia S. Yearwood *Patricia S. Yearwood* 5001 Crab Orchard Ct. 38

Jonalee Powers *Jonalee Powers* 4092 Germantown Tr. 34

David C. Powers *David C. Powers* " " 35

Theresa Rockett *Theresa Dockett* 4961 Cottage Ln. 57

Samuel Rockett *Samuel Rockett* ^{By Operation of Law} 4961 Cottage Ln. 57

Staci S. Hudgin *Staci S. Hudgin* 4958 Barrington Cove 70

Frederick W. Hudgin *Frederick W. Hudgin* ^{by wife} " 70

Mary G. WATTAM *Mary Wattam* 4980 Barrington Cove 71

James M. WATTAM *James M. Wattam* ^{by wife} " " 73

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared WANDA & JAMES ANDERSON to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Wanda M. Moore
NOTARY PUBLIC



COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ANDREW A. HERR to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Wanda M. Moore
NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JOHNNY & PATRICIA YEARWOOD to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Wanda M. Moore
NOTARY PUBLIC

My Commission Expires:



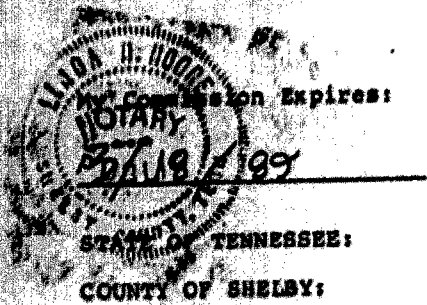
W9 5086

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DAVID & JONALEE POWERS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Linda M. Moore
NOTARY PUBLIC

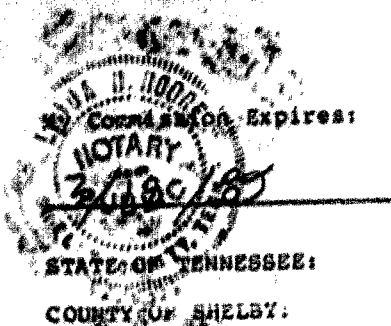


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared SAMUEL & THERESA ROCKETT to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 6 day of SEPTEMBER, 1985.

Linda M. Moore
NOTARY PUBLIC

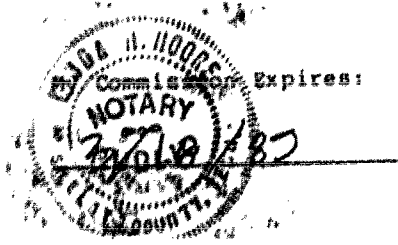


STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared FREDERICK & SHERI HUDGIN to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Linda M. Moore
NOTARY PUBLIC



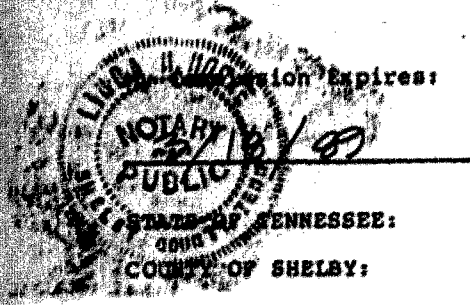
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JAMES & MARY WATTAM to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 7 day of SEPTEMBER, 1985.

Quiana M. Moore
NOTARY PUBLIC



77

DORIS - 3

PETITION

W9 5086

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

HEDGECOCK

NAME (Printed) SIGNATURE ADDRESS LOT #

Patty Cribbs Patty Cribbs 4881 Pebblebrook 21

Tom Cribbs Tom Cribbs " 21

HUSBAND ON ANOTHER PETITION - SEE BELOW

~~Faye Thornton Faye Thornton 4802 Pebblebrook~~

~~Kathleen Kreunen Kathleen Kreunen 4802 Pebblebrook~~

Marcia Kreunen Marcia Kreunen 4866 Hedgcock #78.7

Ed Joy Ed Joy 6885 Middlebrook #37

Brita Fink Brita Fink 6844 Backbay Cv #78.0

Bill & Laura Suler Bill Suler Laura Suler 6845 Backbay Cv #78

Judy Rainey Judy Rainey 6862 Stonegap Cv #69

Hugh Beard Hugh Beard 6839 Booth Bay #72

~~Bill & Laura Suler~~

AFFIRMATION

STATE OF TENNESSEE: COUNTY OF SHELBY:

I, Val P. Hawkins, Executive Vice President of Bennington Land Company, Administrative Partner of Bennington Land Company, hereby deposes and says that the signature of Faye Thornton on this petition was crossed out in error and, to the best of my knowledge, is still in effect.

Val P. Hawkins

SWORN TO AND SUBSCRIBED BEFORE ME THIS 27th DAY OF SEPTEMBER, 1985

Notary Public My Commission Expires 10/7/87

W9 5086

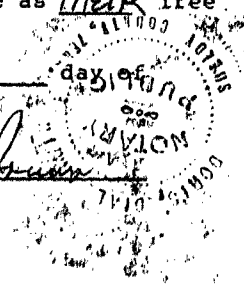
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared TOM & PATTY CRIBBS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 28 day of AUGUST, 1985.

Doris Dial Lewis
NOTARY PUBLIC



My Commission Expires:

APRIL 18, 1989

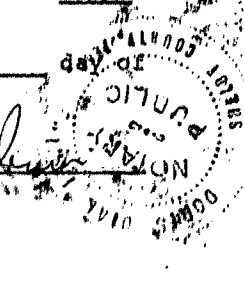
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared MARCIA KREUNEN to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 28 day of AUGUST, 1985.

Doris Dial Lewis
NOTARY PUBLIC



My Commission Expires:

APRIL 18, 1989

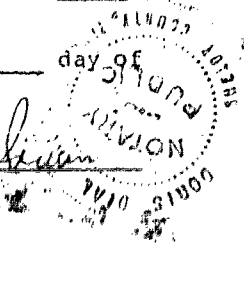
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ED STDY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 28 day of AUGUST, 1985.

Doris Dial Lewis
NOTARY PUBLIC



My Commission Expires:

APRIL 18, 1989

W9 5086

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared RITA FINK to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

Witness my hand and seal, at office, this 28 day of AUGUST, 1985.

Doris Dial Inman
NOTARY PUBLIC

My Commission Expires:

APRIL 18, 1989

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared BILL & LAURA SYLER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 28 day of AUGUST, 1985.

Doris Dial Inman
NOTARY PUBLIC

My Commission Expires:

18 APRIL, 1989

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared BRAD & JUDY RAINY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 28 day of AUGUST, 1985.

Doris Dial Inman
NOTARY PUBLIC

My Commission Expires:

18 APRIL, 1989

W9 5086

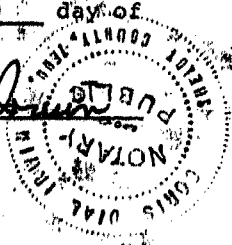
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared FAYE THORNTON to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as her free act and deed.

Witness my hand and seal, at office, this 28 day of AUGUST, 1985.

Doris Deal
NOTARY PUBLIC



My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as _____ free act and deed.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

GERMANTOWN TRAILS "A"

NAME (Printed) SIGNATURE ADDRESS LOT #

- ~~Charles LEAMON~~ ~~Chas. Leamon~~ ~~4973 Barrington Cove~~ ~~61~~
- ~~Karen Leamon~~ ~~Karen Leamon~~ ~~4973 Barrington Cove~~ ~~61~~
- ~~MARY ADAIR~~ ~~Mary Adair~~ ~~4950 Barrington Cove~~ ~~69~~
- ~~JIMMY D. ADAIR~~ ~~Jimmy D. Adair~~ ~~4950 Barrington Cove~~ ~~69~~
- ~~Paul Prather~~ ~~Paul Prather~~ ~~4949 Barrington Cove~~ ~~64~~
- ~~Nadene Prather~~ ~~Nadene Prather~~ ~~4949 Barrington Cove~~ ~~64~~
- ~~JOE FRANKS~~ ~~Joe D. Franks~~ ~~4941 College Ln~~ ~~51~~
- ~~KATHERINE FRANKS~~ ~~Katherine Franks~~ ~~4941 College Ln~~ ~~51~~
- ~~Gilbert R. Kemm~~ ~~Gilbert R. Kemm~~ ~~4974 Barrington Cove~~ ~~72~~
- ~~Carol Kemm~~ ~~Carol Kemm~~ ~~4974 Barrington Cove~~ ~~72~~
- ~~Cindy Lannom~~ ~~Cindy Lannom~~ ~~7046 Germantown Trails~~ ~~74~~
- ~~JAMES B. LANNOM~~ ~~James B. Lannom~~ ~~7046 Germantown Trails~~ ~~74~~
- ~~KENNETH D. MOORE~~ ~~Kenneth D. Moore~~ ~~7129 Farmhouse~~ ~~#18/79~~
- ~~Patricia Moore~~ ~~Patricia Moore~~ ~~7129 Farmhouse Dr.~~ ~~#18/79~~
- ~~Lanny Morris~~ ~~Danny Morris~~ ~~7125 Farmhouse~~ ~~#17~~
- ~~Janice Morris~~ ~~Janice Morris~~ ~~7125 Farmhouse~~ ~~#17~~
- ~~Edward Schwartz~~ ~~Edward R. Schwartz~~ ~~7127 GERMANTOWN TR.~~ ~~#11~~
- ~~Jo Anna Schwartz~~ ~~Jo Anna Schwartz~~ ~~7127 GERMANTOWN TR.~~ ~~#143~~

O.K. SEE BELOW

I, VAL P. HOOKINS, EXECUTIVE VICE PRESIDENT OF BENNINGTON LAND COMPANY, INC., ADMINISTRATIVE PARTNER OF BENNINGTON LAND COMPANY, HEREBY DEPOSE AND SAY THAT THE FIRST EIGHT SIGNATURES ON THIS PETITION WERE CROSSED OUT IN ERROR AND, TO THE BEST OF MY KNOWLEDGE, ARE STILL IN EFFECT. SWORN TO AND SUBSCRIBED BEFORE ME, this 27th day of Sept, 1985.

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared CHARLES & KAREN LEAMON to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

Sandra M. Moore
NOTARY PUBLIC

Commission Expires:
3/29/89
STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JIMMY & MARY ADAIR to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

Sandra M. Moore
NOTARY PUBLIC

Commission Expires:
3/29/89
STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared PAUL & NADENE PRATHER to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 29 day of AUGUST, 1985.

Sandra M. Moore
NOTARY PUBLIC

Commission Expires:
3/29/89

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JOE & KATHERINE FRANKS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 31 day of AUGUST, 1985.

Dwight M. Moore
NOTARY PUBLIC

My Commission Expires:
3/18/89

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared GILBERT & CAROL KERIN to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Dwight M. Moore
NOTARY PUBLIC

My Commission Expires:
3/18/89

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JAMES & CINDY LANNOM to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Dwight M. Moore
NOTARY PUBLIC

My Commission Expires:
3/18/89

49 5086

STATE OF TENNESSEE;
COUNTY OF SHELBY;

Before me, a Notary Public of the State and County aforesaid, personally appeared KENNETH & PATRICIA MOORE, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Quida M. Moore
NOTARY PUBLIC

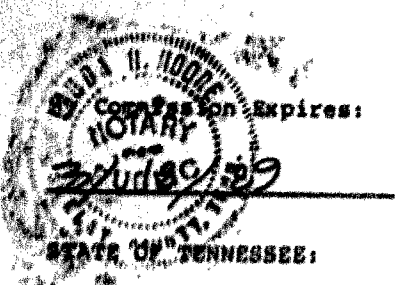


STATE OF TENNESSEE;
COUNTY OF SHELBY;

Before me, a Notary Public of the State and County aforesaid, personally appeared DANNY & JANICE MORRIS, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Quida M. Moore
NOTARY PUBLIC

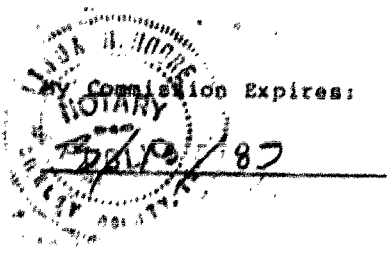


STATE OF TENNESSEE;
COUNTY OF SHELBY;

Before me, a Notary Public of the State and County aforesaid, personally appeared EDWARD & JOANNA SCHWARTZ, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as THEIR free act and deed.

Witness my hand and seal, at office, this 4 day of SEPTEMBER, 1985.

Quida M. Moore
NOTARY PUBLIC



W9 5086

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

GERMANTOWN TRAILS "B"

NAME (Printed)	SIGNATURE	ADDRESS	LOT #
BY: RIVERBIRCH BUILDERS REGGIE GARNER	<i>[Signature]</i>	3792 MENDENHALL	79,84,86,92,99 115,117,144,146
REDACTED			
BY: KEN SLEDD CO. KEN SLEDD	<i>[Signature]</i>	9403 OLD PLANTATION	134,135,139 87,103,104,120 149,150
REDACTED			
BY: OLD MANOR HOMES JIM GREENE	<i>[Signature]</i>	958 REDDOCK CV.	89,90,93,94,100 101,102,109,110
BY: TERRY & TERRY REALTY TERRY PAGLIARI	<i>[Signature]</i>	5978 KNIGHT ARNOLD	108,113,121,125,128 133,138,143,147 LOT/2 WILDWOODE A
BY: REID HOMES JAMES L. REID	<i>[Signature]</i>	6127 STAPLE RD.	89,96,112,119,127 129,130,131,142
REDACTED			
BY: REEVES/WILLIAMS BUILDERS JON REEVES	<i>[Signature]</i>	BOX 167 SOUTHAVEN, MS. 38671	83,85,88,91,98 105,122,130 114
BY: KEN SLEDD CO. INC. JIM GREEN	<i>[Signature]</i>	9403 OLD PLANTATION	GERMANTOWN TRAILS LOT #2 SECT A.
BY: REID HOMES JAMES L. REID	<i>[Signature]</i>	6127 STAPLE RD.	GERMANTOWN TRAILS - SEC "A" #15, #25
REDACTED			
BY: REEVES/WILLIAMS JON REEVES	<i>[Signature]</i>	BOX 167 SOUTHAVEN, MS. 38671	LOT #75 G'TOWN. TRAILS "A"
REDACTED			
BY: BIRCH RUN J.V. TERRY PAGLIARI	<i>[Signature]</i>		PHEASANT RUN 97,98,99,100, 101,102

W9 5086

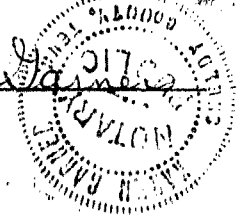
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Reddie M. Garner, 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 the Churchicoh Builders, Inc. the within named bargainer, a corporation, and that he as such owner, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such owner.

Witness my hand and seal, at office, this 6th day of September, 1985.

Karen Garner
NOTARY PUBLIC



My Commission Expires:

My Commission Expires March 11, 1987

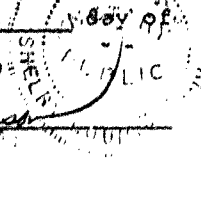
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared KENNETH D. SLEDD, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be President of the KEN SLEDD COMPANY, INCORPORATED, the within named bargainer, a corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such President.

Witness my hand and seal, at office, this 9th day of September, 1985.

Rita Johnson
NOTARY PUBLIC



My Commission Expires:

June 8, 1988


STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JIM GREENE, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be PRESIDENT of the OLD MANOR HOMES, INC. the within named bargainer, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such PRESIDENT.

Witness my hand and seal, at office, this 11th day of September, 1985.

Dorothy Johnson
NOTARY PUBLIC



My Commission Expires:

My Commission Expires 10/17/85

W9 5086

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared TOM REEVES, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be PARTNER of the REIMS-WILLIAMS OILFIELD, the within named bargainer, a corporation, and that he as such PARTNER, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as such PARTNER.

Witness my hand and seal, at office, this 10th day of SEPTEMBER, 1985.



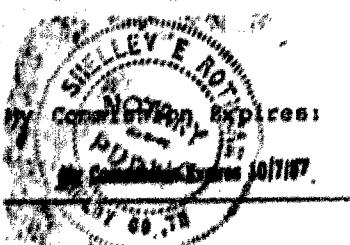
Shelley E. Robbins
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared TERRY P. PUGHART, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be SECY. / TREAS. of the TERRY & TERRY PUMP, the within named bargainer, a corporation, and that he as such SECY. / TREAS., being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by his self as such SECY. / TREAS..

Witness my hand and seal, at office, this 10th day of SEPTEMBER, 1985.



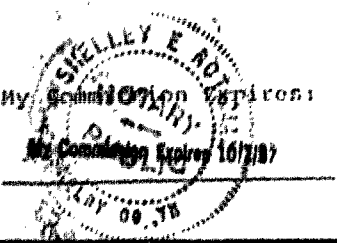
Shelley E. Robbins
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared TERRY E. PUGHART, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be JOINT VENTURE of the TU. JOINT BURNING DIRT VENTURE, the within named bargainer, a corporation, and that he as such JOINT VENTURE, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by his self as such JOINT VENTURE.

Witness my hand and seal, at office, this 10th day of SEPTEMBER, 1985.



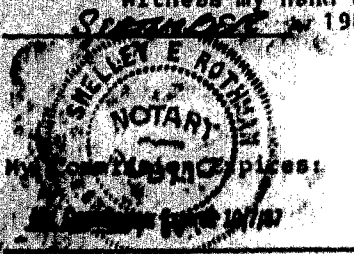
Shelley E. Robbins
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JAMES L. REID, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged his self to be PRESIDENT of the REID PAPER, the within named bargainer, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by his self as such PRESIDENT.

Witness my hand and seal, at office, this 11th day of SEPTEMBER, 1985.



Shelley E. Rothman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainer, a corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as such _____.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainer, a corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as such _____.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

COUNTY OF SHELBY:

W9 5086

Before me, a Notary Public of the State and County aforesaid, personally appeared VAL P. HAWKINS to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as HIS free act and deed.

Witness my hand and seal, at office, this 17 day of SEPTEMBER 1985.

Edward S. [Signature]
NOTARY PUBLIC



91

PETITION

W9 5086

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions.

NAME (Printed) SIGNATURE ADDRESS LOT #

PHEASANT RUN PHEASANT RUN

5 OLD MAJOR HOSES
OF JIM GREEN [Signature] 3,13,20,32,105

100 DOBSON BUILDING CORP.
DOBSON BONDEN [Signature] 8,16,27,29,53,56
57,58,59,104

10 ROBERT F. DENLEY COMPANY, INC.
ROBERT DENLEY [Signature] 4,11,25,37,36,40
51,61,92, CA

10 BUN COMPANY
PHILIP BAUM [Signature] 5744 Parkway Circle 15,21,26,31,33,63,
52,55,62,2

10 REID HOMES, INC.
JIM REID [Signature] 6101 STAPLE LN MEMPHIS TN 38114 5,12,18,19,28,30,
35,46,49,60

4 TERRY & TERRY, INC.
TERRY PAGLIARI [Signature] 5978 Kingswood 68-91,9,14,23,39,53
34,41,44,48,105-110,108

QUAIL CREST QUAIL CREST

1 TERRY & TERRY, INC.
TERRY PAGLIARI [Signature] 5978 Kingswood QUAIL CREST WTS 1-103 203 (1 vote)

HEDGEROW SOUTH HEDGEROW SOUTH

53 HEDGEROW SOUTH, LTD.
BILL REED [Signature] 5500 POPLAR BLDG B, SUITE 100 1-53

80 HALLMARK BUILDING CORP.
DOUGLAS BAYLIFF [Signature] 3125 GERMAN TOWN EXT. 1 PHEASANT RUN LOTS: 6,67,17,22,65,96,50, 54,43,10

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JIM GREEN, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be GENERAL PARTNER of the OLD MADRID HOMES, the within named bargainer, a corporation TENNESSEE and that he as such GENERAL PARTNER, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the GENERAL PARTNER by himself as such GENERAL PARTNER.

Witness my hand and seal, at office, this 24th day of JULY, 1985.



Shelley E. Rotman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared D. L. BOWDEN, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be PRESIDENT of the BOWDEN BUILDING CORP., the within named bargainer, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as such PRESIDENT.

Witness my hand and seal, at office, this 25th day of JULY, 1985.



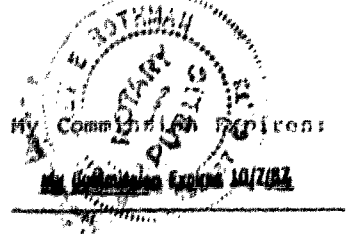
Shelley E. Rotman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared JAMES L. REID, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be PRESIDENT of the REID HOMES, INC., the within named bargainer, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as such PRESIDENT.

Witness my hand and seal, at office, this 24th day of JULY, 1985.



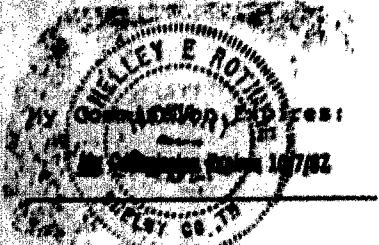
Shelley E. Rotman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared TERRY E. PAGANEL, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be SEC'Y/TREAS. of the TERRY E. PAGANEL, INC., the within named bargainer, a corporation, and that he as such SEC'Y/TREAS., being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such SEC'Y/TREAS.

Witness my hand and seal, at office, this 24th day of JULY, 1985.



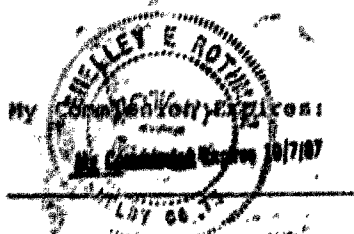
Shelley E. Rothman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared WILLIAM LEIGHTON ROE, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be GENERAL PARTNER of the MISSISSIPPI SOUTHERN L.P., the within named bargainer, a corporation, and that he as such GENERAL PARTNER, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such GENERAL PARTNER.

Witness my hand and seal, at office, this 23rd day of SEPTEMBER, 1985.



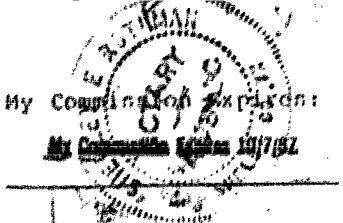
Shelley E. Rothman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared DOUGLAS A. BAYLOR, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be PRESIDENT of the HAWKINS BUILDING CO., the within named bargainer, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such PRESIDENT.

Witness my hand and seal, at office, this 24th day of JULY, 1985.



Shelley E. Rothman
NOTARY PUBLIC

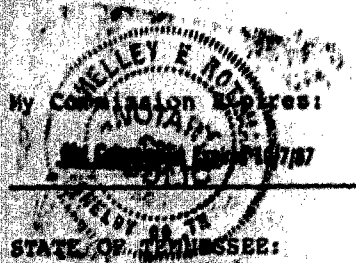
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ROBERT J. DENNEY, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be PRESIDENT of the ROBERT J. DENNEY COMPANY, the within named bargainer, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as such PRESIDENT.

Witness my hand and seal, at office, this 24th day of JULY, 1985.

Shelley E. Rouse
NOTARY PUBLIC

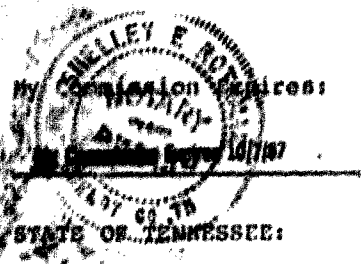


STATE OF TENNESSEE:

Before me, a Notary Public of the State and County aforesaid, personally appeared PHILLIP BAUM, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be PRESIDENT of the BAUM & COMPANY, the within named bargainer, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as such PRESIDENT.

Witness my hand and seal, at office, this 27th day of JULY, 1985.

Shelley E. Rouse
NOTARY PUBLIC



COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainer, a corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as such _____.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires: _____

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions:

<u>NAME</u> (Printed)	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>LOT #</u>
Reed Development Co. By: William L. Reed	<i>[Signature]</i>	5500 Poplar - Bldg. B Memphis, TN. 38119	Wilkwoods 34, 27, 6, 9, 24

Reed Development Co. By: William L. Reed	<i>[Signature]</i>	5500 Poplar - Bldg. B Memphis, TN. 38119	Germentown Trails - Sec B 81, 95, 107, 111 118, 123, 126, 142 and 151
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Reed Development Co. By: William L. Reed	<i>[Signature]</i>	5500 Poplar - Bldg. B Memphis, TN. 38119	Germentown Trails - Sec. A 3, 14, 16, 20 70, 27 & 64
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NOTES BY BOB HURSTON By: BOB HURSTON	<i>[Signature]</i>		PHOENIX RUN LOT: # 42, 43, 94 95, 7, 11
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CHAPMAN DEV. COMPANY By: MRS. CHAPMAN	<i>[Signature]</i>	Chapman 280 HUNTERS HORN	PHOENIX RUN. # 7, 24, 38, 47, 60
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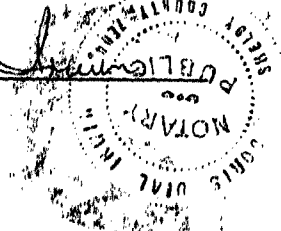
STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared W. VILGHTON REED, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be President of the REED DEVELOPMENT CO., the within named bargainer, a corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as such President.

Witness my hand and seal, at office, this 26 day of AUGUST, 1985.

Doris Dial
NOTARY PUBLIC



My Commission Expires:

April 18, 1987


STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared ROBERT HURSTON, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be PRESIDENT of ~~XXXX~~ NAVES ON CO. HURSTON, the within named bargainer, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such PRESIDENT.

Witness my hand and seal, at office, this 10th day of September, 1985.

Carrie M. White
NOTARY PUBLIC



My Commission Expires:

6-13-87

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Peggy Chapman, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged her self to be Treasurer of the Chapman Sub. Company, the within named bargainer, a corporation, and that she as such Treasurer, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by her self as such Treasurer.

Witness my hand and seal, at office, this 17th day of September, 1985.

Shelly Rothman
NOTARY PUBLIC



My Commission Expires:

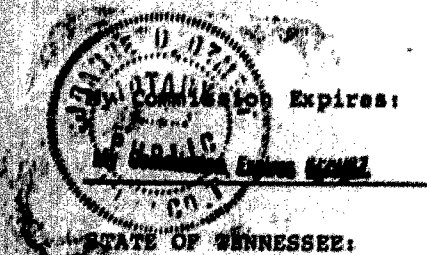
10/27/87

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared Ed. Jerry Deller, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be President of the Deller & Company, Inc., the within named bargainer, a corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such President.

Witness my hand and seal, at office, this 10th day of September, 1985.

J. D. [Signature]
NOTARY PUBLIC



STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainer, a corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as such _____.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainer, a corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as such _____.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires:

PETITION

The undersigned, being a fee simple landowner of the property listed adjacent to my signature in the Planned Unit Development known as the Villages of Bennington hereby covenants and agrees that the restrictions contained in Sections 10.4 and 10.5 of the Declaration of Covenants, Conditions and Restrictions for the Villages of Bennington pertaining to a maximum combined impervious area of building and paving for commercial buildings of 55% and a maximum combined impervious area of building and paving for office and institutional buildings of 60% respectively are detrimental to the development of the area and to our property values and therefore we hereby consent and agree that the Declaration be amended to delete these restrictions..

NAME
(Printed)

SIGNATURE

ADDRESS

LOT #

2

Jon Reeves P/O	<i>Jon Reeves</i>	Box 167 Sharon, Miss	Bennington Trails sec "A"
Reeves Williams Allos			lot 35 C/T 75 Holly Knoll

1

Jon Reeves P/O	<i>Jon Reeves</i>		Evergreen Point WINDY HILL
R W D Partnership			

1

Jon Reeves P/O	<i>Jon Reeves</i>	County of Hedgeman	
R W D Partnership			

20

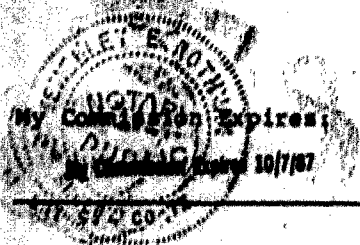
Jon Reeves P/O	<i>Jon Reeves</i>	Hedgeman Co. "A"	33, 30, 38, 39 3, 4, 2
Hedgeman Townhome			

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared T. JON REEVES, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be GENERAL PARTNER of the CONTINENTAL ASSOCIATES, the within named bargainer, a corporation, and that he as such GENERAL PARTNER, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such GENERAL PARTNER.

Witness my hand and seal, at office, this 1ST day of JUNE, 1985.



T. J. Reeves
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared T. JON REEVES, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be GENERAL PARTNER of the CONTINENTAL ASSOCIATES, the within named bargainer, a corporation, and that he as such GENERAL PARTNER, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such GENERAL PARTNER.

Witness my hand and seal, at office, this 1ST day of JUNE, 1985.



T. J. Reeves
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

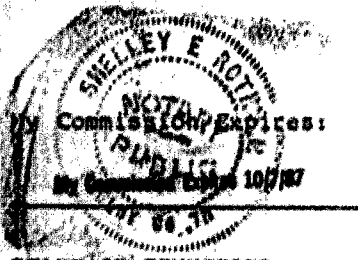
102

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared TON REEVES, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him self to be General Partner of the Tennessee Hedgehog Tomatoes, the within named bargainer, a corporation incorporated in Tennessee, and that he as such General Partner, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as such General Partner.

Witness my hand and seal, at office, this 1st day of June, 1985.



Shelley E. Rothman
NOTARY PUBLIC

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid, personally appeared _____, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainer, a corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as such _____.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE:

COUNTY OF SHELBY:

Before me, a Notary Public of the State and County aforesaid; personally appeared _____, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainer, a corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as such _____.

Witness my hand and seal, at office, this _____ day of _____, 1985.

NOTARY PUBLIC

My Commission Expires: _____

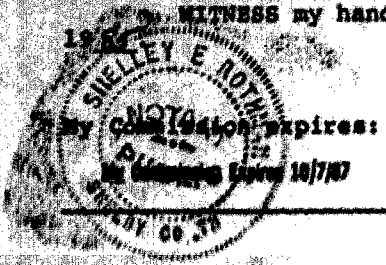
W9 5086

STATE OF TENNESSEE)
)
COUNTY OF SHELBY)

Before me, the undersigned Notary Public in the above State and County, personally appeared VAL P. HAWKINS, with whom I am personally acquainted and who, upon oath, acknowledged himself to be Executive Vice President of Bennington Land Company, Inc., a Delaware corporation, and acknowledged that Bennington Land Company, Inc. is the administrative general partner of Bennington Land Company, a Delaware general partnership, and that he as such Executive Vice President of Bennington Land Company, Inc., being duly authorized so to do, executed the foregoing instrument on behalf of Bennington Land Company, Inc. as such administrative general partner, for the purposes therein contained, by signing the name of the partnership by Bennington Land Company, Inc. as such administrative general partner.

1985 I DO HEREBY WITNESS my hand and official seal this 27th day of September,

Shelley E. Rothman
Notary Public



W 9 5 0 8 6

STATE TAX _____
REGISTER'S FEE _____
RECORDING FEE 315.00

SEP 27 12 47 PM '85

STATE OF TENNESSEE
SHELBY COUNTY
REGISTER

105