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DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
APPLYING TO

**CERTAIN REAL PROPERTY BEING 29.439 ACRES ALONG MEMORIAL BLVD.
AT KINGS RIDGE DRIVE, MURFREESBORO, TN**

**A PORTION OF SAID PROPERTY BEING APPROXIMATELY
7.465 ACRES ZONED COMMERCIAL AND
A PORTION OF SAID PROPERTY BEING APPROXIMATELY
21.974 ACRES ZONED MULTI-FAMILY**

**THE OWNERS OF SAID PROPERTY BEING CAROLYN N. HAYNES,
TERRY G. HAYNES, LISA S. HAYNES AND HAYNES BROS. LUMBER CO, LP**

IN THE 9th CIVIL DISTRICT OF RUTHERFORD COUNTY, TENNESSEE

Map 69, Parcel 23; Map 69, Parcel 23.01;
Map 69, Parcel 22; Map 69, Parcel 22.01

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WHEREAS, Carolyn N. Haynes, Terry G. Haynes, Lisa S. Haynes and Haynes Bros. Lumber Co., LP hereinafter referred to as "Declarants" are the owners in fee simple of certain real property being 30.6 acres along Memorial Blvd. at Kings Ridge Drive, Murfreesboro, TN, and being described as "Exhibit A" and shown on the drawing attached hereto as "Exhibit B". Exhibit A and Exhibit B are incorporated hereinto by reference verbatim. The real property described on Exhibit A and shown on the drawing on Exhibit B shall be known as the "Property".

WHEREAS, a portion of the Property, being 8.0 acres is described as "Exhibit C" and shown on the drawing attached hereto as "Exhibit D". Exhibit C and Exhibit D are incorporated hereinto by reference verbatim. The real property described on Exhibit C and shown on the drawing on Exhibit D shall be known as the "Commercial Property".

WHEREAS, a portion of the Property being 22.6 acres which is described on "Exhibit E" and shown on the drawing attached hereto as "Exhibit F". Exhibit E and Exhibit F are incorporated hereinto by reference verbatim. The real property described on Exhibit E and shown on the drawing on Exhibit F shall by known as the "Multi-Family Property".

NOW THEREFORE, the Declarants hereby bind themselves, their successors and assigns, to the following restrictions, limitations and covenants which shall run with the land and be binding on all parties having any right, title, or interest in any portion of the Property, their successors, successors-in-title, and assigns, and shall inure to the benefit of each owner of any portion of the Property.

The restrictions and covenants herein contained shall run with and bind the Property and each and all parties having any right, title, or interest in any portion of the Property, and all persons claiming under such owners for a period of twenty (20) years. At the end of said twenty year term these restrictions and covenants shall extend automatically for an additional period of fifteen (15) years ("Renewal Term"), unless terminated by the Declarants during the Renewal Term.

ARTICLE I

DEFINITIONS

1. "Appointment Period" shall mean a period which ends fifteen (15) years after the Declarants their heirs, successors, and assigns have sold all of the Property
2. "Commercial Property" shall mean the real property described on "Exhibit C" and shown on the drawing on "Exhibit D".
3. "Declarants" shall mean and refer to Carolyn N. Haynes, Terry G. Haynes, Lisa S. Haynes, and Haynes Bros. Lumber Co., LP, their

heirs, their successors and their assigns.

4. "Declaration" shall mean this instrument.

5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any portion of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

"Lot" shall mean and refer to any plot or tract of land which has distinct fee simple ownership.

6. "Multi-Family Property" shall mean and refer to the real property described on "Exhibit E" and shown on the drawing on "Exhibit F".

7. "Plat(s)" shall mean and refer to the plat(s) recorded in the Rutherford County Register of Deeds Office subdividing the Property into Lots and reflecting thereon the public streets, common areas, and utility easements and other matters normally shown on subdivision plats, and "Plat" may also refer to the instrument showing the division of a tract into individual dwelling units in a Horizontal Property Regime.

8. "Property" shall mean and refer to on the real property described on "Exhibit A" and shown of the drawing on the attached "Exhibit B".

9. "Related User" shall mean a Person who obtains all or certain rights of an Owner by reason of such Person validly claiming or being entitled to such rights by, through or under such Owner. Without limiting the generality of the foregoing, "Related User" shall include any occupant, tenant, family member or contract purchaser of an Owner who occupies all or part of or resides on any Site of such Owner and any natural person who is a guest or invitee of such Owner or of such Person.

ARTICLE II

ARCHITECTURAL CONTROL COMMITTEE

1. **General.** The following provisions shall govern use of all portions of the Property.

There shall be an architectural review committee which shall review and approve all proposed improvements to insure the adherence hereto and to enhance the aesthetics of the development of the Property, and to insure that the design review guidelines for the Property are followed (the "Architectural Control Committee"). During the Appointment Period the Declarants their heirs, successors or assigns, shall appoint the Architectural Control Committee, thereafter the Architectural Control Committee shall be appointed by majority vote of the Lot Owners of the

Property.

2. Architectural Guidelines,

(a) No construction, reconstruction, remodeling, alteration, or addition of or to any structure, building, fence, wall, drive, or improvement of any nature shall be constructed on any of the Property without obtaining prior written approval of the Architectural Control Committee.

(b) The Architectural Control Committee shall be composed of three (3) members serving one (1) year terms. As a prerequisite to consideration for approval, and prior to the commencement of the contemplated work, an Owner shall submit to the Architectural Control Committee, or it's agent, as the case may be, such plans, specifications, and other information concerning the proposed improvements as the Architectural Control Committee may require from time to time as a condition for its review and approval thereof accompanied with such fee as the Architectural Control Committee may require, and the Architectural Control Committee or such agent shall submit the same to the Architectural Control Committee for approval. All plans of proposed development to be constructed shall conform to the standards set forth herein and the restrictions and provisions contained in this Declaration, and the Architectural Control Committee shall be the sole arbiter of such plans and may withhold its approval for any reason, including purely aesthetic reasons. Upon approval being given, construction shall be started and prosecuted to completion promptly and in strict conformity with such plans, otherwise the approval shall be void.

(c) A reasonable fee may be charged by the Architectural Control Committee to defray its costs incurred in considering and acting upon such proposed plans and specifications. This fee shall be for the review of plans and may be required to be paid prior to the review of any plans. Such fees may include the reasonable costs incurred in having any application reviewed by architects, engineers or other professionals.

(d) Buildings shall be constructed on the Property as to be sufficiently compatible with existing architectural styles that predominate any existing development on the Property to assure a pleasing overall appearance.

(e) Declarants, the Architectural Control Committee, and the members thereof shall not be liable for any act or omission in performing or purporting to perform the functions delegated hereunder. The Architectural Control Committee shall use their best efforts to indicate approval or disapproval of any plans submitted within thirty (30) days after the receipt of the required documents. Approval or disapproval by the Architectural Control Committee shall not be deemed to constitute any warranty or representation by it including, without limitation, any warranty or representation as to fitness, design or adequacy of the proposed construction or compliance with applicable statutes, codes and regulations. Anything contained in this section, or elsewhere in this

Declaration to the contrary notwithstanding, Declarants and the Architectural Control Committee are hereby authorized and empowered, at their sole and absolute discretion, to make and permit reasonable modifications or deviations from any of the requirements of this Declaration. Such modifications and deviations in such improvements will be in harmony with existing structures and will not materially detract from the aesthetic appearance of the Property and the improvements as a whole; provided, however, such modifications and deviations must comply with all applicable ordinances and regulations established by the City of Murfreesboro (and/or any other applicable governing authority).

(f) The Architectural Control Committee shall have the right to impose additional restrictions and requirements on any portion of the Property at the time of sale.

ARTICLE III

ARCHITECTURAL CONTROL

1. Approval of Construction and Landscape Plans.

(a) No structure may be erected, placed or altered on any portion of the Property, and no building permit may be obtained, until the construction plans and building specifications and a plan showing (i) the location of improvements; (ii) the topographical elevations (including rear, front and side elevations); (iii) the type of exterior material and roof material (including delivery of samples thereof); (iv) the color of paint or stain to be applied to any exterior surfaces and the color of the roof material (including delivery of samples thereof); (v) the location and size of any driveway, shall have been approved in writing by the Architectural Control Committee. All plans must be in compliance with the requirements hereof and specifications set forth by the City of Murfreesboro.

(b) In addition to the plans referred to in the previous paragraph, a landscape plan shall be submitted to the Architectural Control Committee for its approval in writing, which plan shall show the trees, shrubs and other plantings.

2. Exterior and Materials Colors.

(a). The color of any exterior building material paint or stain to be applied to exterior surfaces, whether original application or later reapplication, must be approved by the Architectural Control Committee.

ARTICLE IV

USE COVENANTS CONDITIONS AND RESTRICTIONS APPLICABLE TO ALL OF THE PROPERTY

The following set out restrictions, covenants, and conditions, shall apply to, govern and restrict all of the Property.

1. Building Facades. The following building facades shall be applied to any and all developments of said Property;

(a) Rear and side facades, if visible from public streets, shall have a similar architectural treatment as used on the primary or front façade;

(b) Blank building walls facing streets are prohibited;

(c) Buildings shall have a defined base and cap; and

(d) Remote walls that are not visible from a street and only visible from an alley, the rear yard of another nonresidential or mixed-use site, or completely hidden due to topography or natural features preserved in an open space lot shall be exempt from these requirements.

(e) Buildings shall not be designed to have long uninterrupted facades. Variations in the roof line or the wall plane shall be used to break up the mass of the building

2. Building Materials. The following building materials shall be applied to developments on said Property:

(a) Primary materials for building facades shall include brick, stone (real or faux), marble, limestone, granite or scored precast concrete, however, smooth wood, fibrous cement siding, stucco, synthetic stucco, or EIFS may be allowable as a secondary material. Vinyl is allowed in soffets, trim and windows, but not otherwise.

(b) Where two or more materials are proposed to be combined on a façade, the heavier and more massive elements shall be located below the lighter elements (e.g., brick shall be located below wood). It is acceptable to provide the heavier material as a detail on the corner of a building or along cornices or windows.

(c) Primary façade materials shall not change at outside corners, and shall continue a minimum distance of two feet from the front corners along both side facades.

(d) Material changes shall occur along a horizontal line or where two forms meet. It is acceptable, however, that change of materials occur as accents around windows, doors, cornices, at corners of the buildings, or as a repetitive pattern.

(e) Exterior materials shall conform to and be in harmony with the overall purposes and intent, as described throughout this Declaration, as well as the design of neighboring structures and parcels. Large, uninterrupted expanses of a single material are

discouraged. Long, uninterrupted building planes are not recommended. Buildings should be designed and arranged with offsetting surfaces and planes to provide a varied street appearance.

3. Prohibited Building Materials. The following exterior materials shall be prohibited on any and all developments on said Property:

(a) Exposed smooth metal panels (e.g. corrugated metal) on vertical surfaces.

(b) Vinyl shall be prohibited except for soffets, trim and windows.

4. Colors. The following provisions related to colors of building materials shall apply to any and all developments on said Property:

(a) Structures shall not use more than three main colors exclusive of roof material.

(b) Accent or trim colors shall not be included within the three color limit.

(c) Overly bright, neon, or day-glow colors shall not be used as main or accent colors.

5. Roof Forms. The following roof form standards shall be applied to any and all developments on said Property.

(a) Roof forms shall be used to conceal all mechanical equipment and to add architectural interest to a structure.

(b) When flat roofs are used, parapet walls with three-dimensional cornice treatments shall conceal them. The cornice shall include a perpendicular projection a minimum of four inches from the parapet facade plane.

(c) Roof forms shall be appropriate to the building's design and scale.

(d) All penetrations through the roof (for example, mechanical equipment or skylights) must be organized in a manner that is integral to the architectural form of the building.

(e) To ensure the preservation of views, all rooftop surface material, texture, equipment and accessories shall be reviewed according to the following:

(i) Roof-mounted mechanical equipment, vents and stacks shall be minimized and eliminated where possible. Equipment should be consolidated to be located within the same screened area.

(ii) Exposed ductwork, pipes, conduit, fans, vents or other similar building elements shall be screened from the view at pedestrian level from all public roadways and vehicular access ways.

(iii) Mechanical, utilities or other building elements that must be roof mounted shall be located and screened so they are not visible from any point six feet above ground level or from any public right-of-way. The appurtenances shall be grouped and enclosed by screens that are designed to be compatible with the building architecture. The screens shall be set back from the roof edge a distance of no less than one and one half (1½) times their height.

(iv) All rooftop equipment and penetrations shall be painted and designed to be compatible with the building architecture.

(v) Rooftop solar collectors, skylights, and any other potentially reflective rooftop building elements shall be designed and installed in a manner which prevents reflected glare and obstruction of views of other sites and structures.

(vi) Roof-mounted radio, TV and microwave antennae and towers are prohibited unless they can be screened so that they are not visible from public right-of-way or adjoining properties. Special technology requirements shall be reviewed and discussed in advance with the Architectural Control Committee.

6. Off-Street and On-Street Parking and Loading. The following parking standards shall be applied to any and all developments on said Property:

(a) Where parking abuts the public right-of-way, evergreen shrubs shall be installed.

(b) Parking lots shall be screened and landscaped.

(c) Streetscape elements (e.g., benches, trash receptacles, light fixtures, bollards, fountains, bicycle racks, etc.) included within a development shall be compatible with the architectural features of the structures and shall help to establish a unifying theme throughout the site.

(7) Building Heights, Massing and Orientation. "Height" will be defined and determined by the standards used by the City of Murfreesboro in its ordinances, as of the time of this Declaration. The following building heights, massing and orientation shall respect the integrity and privacy of the established neighborhoods, and shall be applied to any and all developments on said Property as follows:

(a) Height allowance of a building shall not exceed a

maximum height of forty-five (45') feet for Commercial Property and thirty-five (35') feet for Multi-Family Property. The height limitation shall not apply to ornamental architectural features which may extend the height limitation to a maximum additional height of seventy (70') feet.

(b) The maximum linear length of an uninterrupted facade plane shall be forty-five (45') feet.

(c) Building-wall offsets (projections and recesses) or pilasters shall be used to break up the mass of a single building into bays. Variations in roofline, materials, and color may also be used to break up massing.

(d) Building facades shall emphasize clearly identified main entrances using awnings, canopies, columns, pilasters, and recessed entrances.

(e) Blank walls facing public streets shall be prohibited.

(f) Elements to achieve this standard include water tables, storefront kick-plates, stringcourses, corbelling, and material changes.

8. Landscape, Buffers and Screening. The following landscape, buffers and screening shall respect the integrity and privacy of the established neighborhoods, and shall be applied to any and all developments on the Property as follows:

Where allowed, berms shall comply with the following standards:

(a) The slope of all berms shall not exceed a three-to-one ratio (horizontal to vertical), shall have a top width at least one-half the berm height, and a maximum height of eight feet above the toe of the berm.

(b) Berms exceeding six feet in height shall maintain a four-to-one ratio (horizontal to vertical)

(c) Berms, regardless of size, shall be stabilized with a ground cover or other suitable vegetation.

(d) Berms proposed to be placed along street rights-of-way shall not be permitted within sight distances at intersections.

Screening methods shall be used to conceal specific areas of high visual impact from off-site views. These standards apply to ground-based, wall-mounted, and roof-based equipment and service areas associated with the development. Items that shall be screened in accordance with this Declaration are as follows:

(a) refuse collection, dumpsters, recycling bin, and refuse handling areas;

(b) service entrances, maintenance areas, equipment areas, and building or ground mounted mechanical equipment, including, but not limited to transformers, backflow preventers, telephone risers or equipment cabinets, generators, or similar devices;

(c) mechanical equipment on roof;

(d) water meters, gas meters, electrical meters, air-conditioning, similar HVAC equipment;

(e) loading docks, births, or similar spaces;

9. Screening Methods are Permitted with the Minimum Standards as follows:

(a) Parapet walls and other techniques included as an integral part of the building design shall be used to totally screen any roof-based mechanical equipment from public rights-of-way or adjacent lands.

(b) All roof vents, pipes, antennas, satellite dishes, or other roof penetrations (except chimneys), shall be fully screened, located on the rear elevations, or otherwise configured to the maximum extent practicable to have a minimum visual impact as seen from a public street.

(c) In cases where roof-based mechanical equipment, roof vents, pipes, antennas, satellite dishes, or other roof penetrations (except chimneys) are too tall to be screened by a parapet or wall, a penthouse screen shall be used for screening.

10. Landscape Requirements.

(a) Goals and objectives. The development of the site landscape is integral to the total building design. It should respond to the architecture and reflect a relationship to the site. The landscape design concept must accomplish the following aesthetic and functional purposes:

(i) Reinforce the design objectives of the building. Articulation of main entries should be emphasized and reinforced by creating a focal point with specimen plant material. Seasonal color can be considered wherever possible for special interest areas.

(ii) Screen (with evergreen plants) service areas, mechanical equipment, trash containers, etc. from adjacent buildings.

(iii) Integrate existing topography, as well as natural vegetation, to the landscape design. Steep sites require special attention to prevent erosion and ease of maintenance.

(iv) Preserve desirable views while obtaining privacy.

(v) long-term viability of landscape, ease of upkeep, disease resistance and drought tolerance should be included in the selection criteria.

11. Landscape and Screening. The provisions of this section shall be required

(a) Requirements.

(i) Landscape plan. A separate landscape plan prepared in accordance with this article.

(b) Irrigation. All landscape areas shall be irrigated with an automatic underground irrigation system. Permanent irrigation need not be provided for areas to be maintained as existing natural areas or areas to be restored as natural areas. However, temporary irrigation systems may be required for reestablishment of such areas.

(c) Undeveloped areas. Undeveloped areas or portions of a parcel held in reserve for future building(s) or pavement and which have been disturbed by land development activities do not need to be fully landscaped or irrigated. Such areas shall be seeded with a turf mix to minimize erosion and reduce weed growth, and shall be properly maintained.

(d) Additional landscape requirements. In addition to parking lot screening and buffer yard planting requirements, the following additional landscaping requirements shall be met:

(i) Required front landscaping yard. Landscape areas are required adjacent to and contiguous with all right-of-ways. The width of these landscape areas shall be measured from the right-of-way and shall be dependent on the roadway type as follows:

- Memorial Blvd = 25 foot width
- Kings Ridge = 20 foot width
- Internal Streets = 15 foot width

(ii) Required trees. The number and location of required perimeter trees shall be determined based on the requirements of this Section, however, the following additional requirements shall be met to determine the size and minimum number of required trees.

(aa) each newly developed site shall be required a minimum A.C.I. (acquired caliper inch) of sixty caliper inches of proposed trees per acre of development site. Trees in required buffer yards may not be counted toward this requirement;

(bb) twenty percent (20%) of required trees

shall be a minimum four caliper inches in size;

(cc) twenty percent (20%) of required trees shall be a minimum three caliper inches in size;

(dd) no proposed canopy, under-story, or ornamental tree planted with a size less than two caliper inches shall be counted as a required tree; and,

(ee) a minimum of twenty-five percent (25%) and maximum of forty percent (40%) of required trees shall be under-story and/or ornamental trees.

(iii) Required shrubs.

(aa) each newly developed site shall be required to be landscaped with shrubs in accordance with the requirements of this section provided, however, a minimum of thirty eighteen-inch shrubs per acre shall be required for each site. Parking lot screening shall not be counted toward this requirement unless the site is less than 1.5 acres in size; and,

(bb) shrubs in required buffer yards shall not be counted toward this requirement.

(iv) Ground cover. Large areas with uninterrupted areas of gravel, pine straw or bark mulch or bare soil are prohibited. Such areas shall be landscaped with turf, seed, sod or groundcover.

(v) Street landscaping requirement. All streets shall be landscaped and irrigated in accordance with this Section.

(e) Parking areas.

(i) Landscape islands.

(aa) A landscape island shall be provided and constructed for every twelve parking spaces. Such islands shall be a minimum of nine feet wide by eighteen feet long and shall not count toward the required open space requirement unless they contain a contiguous area of two hundred square feet. Landscape islands shall be planted with one canopy tree per island and shall have the remaining surface planted with appropriate turf, ground cover, or shrubs.

(bb) At least one canopy tree with a minimum three inch caliper shall be placed in each island. (Note: These canopy trees can be used toward the overall sixty inch A.C.I. per acre minimum requirement.)

(cc) The backfill material for landscape islands shall be free of asphaltic, construction and/or trash materials.

The following note is to be placed on all site plans. Note: No asphaltic, construction trash and/or materials are to be left in the backfill and/or subgrade of any proposed landscape parking area islands and/or planting strips.

(dd) Landscape islands shall not be used for parking lot lighting if such lighting will displace or be in conflict with parking lot landscaping.

(ii) Parking lot screening. All parking areas shall be screened and buffered from public right-of-way by berms or planting or a combination thereof which shall have a minimum height of three feet at the time of installation.

(iii) Landscape parking island strip.

(aa) For every two hundred parking spaces maximum one twenty foot wide landscape strip that runs the length of the parking bay shall be provided to divide the parking spaces into sub parking lots.

(bb) The backfill material for such twenty foot strip is to be free of asphaltic, construction and/or materials.

(cc) For every forty L.F. of planting strip, one - three inch caliper shade tree shall be planted plus one - twenty-four inch high shrub for every one hundred S.F. of planting strip area. Plantings shall consist of fifty percent (50%) evergreen shrubs. Shrubs and trees shall count toward the minimum shrub and tree requirements.

(f) Landscape screening. Landscape screening shall conform to the requirements of this section. All utility boxes, service areas, mechanical equipment, trash containers, dumpsters, and similar unaesthetic site elements shall be screened with the use of appropriate plant material, fences or walls, berming and grading with a general sensitivity to location of a site to minimize or eliminate any negative impacts. Screening and overall location of such elements is part of the review process.

(g) Sight triangle standards. Proposed landscaping within an automotive sight triangle area shall conform to the requirements and specifications set forth in this Section.

(H) Construction phase.

(i) Soil erosion prevention.

(aa) Expose smallest practical area of cleared land during construction.

(bb) Temporary ditches, dikes, vegetation

and/or mulching shall be used to protect exposed areas during development or construction.

(cc) Sediment basins (debris basins, de-silting basins or silt traps) shall be installed and maintained to remove sediment from runoff waters during development.

(dd) The permanent landscaping shall be installed as soon as practicable after construction activities and, in general, within thirty days of completion of major buildings and site construction. Reasonable extensions by the Architectural Control Committee may be granted due to inclement weather.

(ee) Temporary mulching or grassing shall be used to control erosion on construction projects.

(ff) Temporary grassing shall be used for topsoil storage areas.

(ii) Storage and equipment. Construction storage and equipment yards shall be identified on site plans and shall be located on the site in a manner to minimize their impact on adjacent properties and public streets.

(iii) Maintenance of construction sites. Construction sites shall be maintained in a neat and orderly manner. All trash shall be kept in enclosed containers and emptied weekly or as necessary to maintain a neat and orderly construction site.

12. Exterior Lighting. Exterior lighting is an essential part of the total design of all projects. Well conceived lighting can extend the use of outdoor areas, create a sense of well-being and add interest to the nighttime landscape.

Lighting shall satisfy the objectives of security while creating a pleasing visual environment. In an effort to reduce glare in the landscape, down lighting should be emphasized while limiting the use of spotlights. Selective site and building accent lighting is encouraged. For public protection and security, walkways and parking areas, as well as non-defensible public space (i.e., hidden nooks, exterior stairwells, dead end spaces) should be adequately lighted.

Lighting plans and schedules shall be provided along with submittal of site plans to the City of Murfreesboro in accordance with these requirements:

(a) Lighting levels shall meet applicable standards for safety and security for parking, pedestrian and service areas.

(b) All light sources for a project shall be coordinated, including consideration of adjacent light sources.

(c) All lighting fixtures shall be shielded to prevent glare. Light shall not be distributed beyond an angle of thirty-five (35°) degrees from a vertical plane onto surrounding properties.

(d) Lighting shall be designed so that illumination does not exceed one-half (1/2) foot candle beyond the property line. All lighting shall have the intensities and uniformity ratio consistent with the Lighting Handbook of the Illuminations Engineering Society of North America (IESNA).

(e) On-site lighting fixtures in residential developments shall not exceed sixteen feet in height. For nonresidential developments with structures thirty-five feet or less in height, fixtures shall not exceed twenty feet in height. For nonresidential developments with structures greater than thirty-five feet in height, fixtures shall not exceed a height of thirty feet. Shoebox-style lighting fixtures shall not be used for poles of sixteen feet or less in height.

(f) Poles may be located within landscaped areas or islands; however, to avoid conflicts with required landscaping, poles shall not displace or conflict with required parking lot landscaping.

(g) Attached building or wall pack lighting shall be screened by the building's architectural features or contain a thirty-five (35°) degree cutoff shield.

(h) Ground-oriented, pedestrian-scale lighting shall be considered as an alternative to pole-mounted fixtures along pedestrian walkways.

(i) No lighting fixtures shall have blinking, flashing or fluttering lights or other illuminating devices which have changing light intensity, brightness or color, nor shall any beacon light be permitted, except those required for fire alarm and/or emergency systems.

(j) White light shall be required. Low-pressure sodium lighting is prohibited.

(k) Fixtures used for architectural lighting, such as façade, feature, and landscape lighting, shall be aimed or directed to preclude light projection beyond immediate objects intended to be illuminated.

(l) Internally illuminated canopies shall have flush or recessed lenses.

(m) No glare shall project into public right-of-way.

13. Signage. The signage shall be applied to any and all

developments of said property as follows:

(a) Signs may be illuminated; however exposed neon and LED signs are prohibited from exterior signs, and shall not be incorporated into the sign of a principal or accessory structure.

(b) The maximum height of a freestanding sign shall be sixteen (16') feet.

(c) Building materials for signs shall be durable, have low maintenance, be of the same or higher quality as the principal structure(s), and shall not adversely impact adjacent uses.

14. Waste Management. The following waste management shall respect the integrity and privacy of the established neighborhoods, and shall be applied to any and all developments on the Property as follows:

(a) Refuse collection areas shall be enclosed by walls of brick or stone with a solid gate for access. The gate must be closed at all times unless when in use. Such refuse collection areas must be screened from clear view and landscaped with rows of staggered evergreen plants.

ARTICLE V

APPLICABLE TO COMMERCIAL PROPERTY

The following additional restrictive covenants shall be applicable to the Commercial Property:

1. Square Footage. Square footage allowance for commercial units. Any and all commercial developments for said property shall not exceed sixty (60,000) thousand square feet of gross floor area in a single building for a commercial use development. This limitation shall not apply to a retail commercial mall (such as a strip center), that is built on part or all of the commercial property. In that event, commercial retail units in said mall shall be limited to sixty (60,000) square feet per unit. This limitation shall not apply to office buildings built on the commercial property.

2. Prohibited Uses. The following uses, as may be defined in the City of Murfreesboro zoning ordinance, which may be otherwise permitted by right or by special permit in the underlying zoning shall not be permitted as principal uses in the area.

(a) OTHER HOUSING

(i) Fraternity/Sorority

(ii) Mobile Homes

- (iii) Family Crisis Shelter
- (iv) Family Violence Shelter
- (vi) Mission
- (vii) Student Dormitory
- (viii) Transitional Home

(b) INSTITUTIONS

- (i) Airport/Heliport
- (ii) Cemetery
- (iii) Pet Cemetery

(c) COMMERCIAL

- (i) Adult Cabaret
- (ii) Adult Entertainment Center
- (iii) Adult Motel
- (iv) Adults-only Book store
- (v) Adults-only Motion Picture Theater
- (vi) Amusements, Commercial Outdoor Motorized
- (vii) Amusements, Commercial Outdoor Motorized Except

Carnivals

- (viii) Communications Tower
- (ix) Crematory
- (i) Drive-in-Theater
- (xi) Kennels
- (xii) Lumber, Building Material
- (xiii) Massage parlor
- (xiv) Pawn Shop
- (xv) Pet Crematory
- (xvi) Pet Funeral Home

- (xvii) Rap Parlor
- (xviii) Salvage and Surplus Merchandise
- (xix) Sauna
- (xx) Tattoo Parlor
- (xxi) Tavern (however, restaurants serving alcoholic beverages shall be permitted)
- (xxii) Taxidermy Studio

(d) INDUSTRIAL

Rendering

- (i) Animal or Poultry Slaughter, Stockyards,
- (ii) Automobile Dismantlers and Recyclers
- (iii) Mobile Home Construction
- (iv) Paper Mills
- (v) Petroleum and Coal Products Refining
- (vi) Primary Metals Distribution and Storage
- (vii) Saw Mills
- (viii) Scrap Processing Yard
- (ix) Scrap Metal Processors
- (x) Scrap Metal Distribution and Storage
- (xi) Secondary Material Dealers
- (xii) Stone, Clay, Glass, and Concrete Products

(e) TRANSPORTATION AND PUBLIC UTILITIES

Yard

- (i) Garbage or Refuse Collection Service
- (ii) Refuse Processing Treatment and Storage
- (iii) Landfill
- (iv) Railroad Switching Yard, Terminal, Piggyback

(v) Taxicab Dispatching Station

(f) OTHER

(i) Metal, Sand, Stone, Gravel, Clay, Mining and
Related Processing

(ii) Temporary Mobile Recycling Center

3. Temporary Outdoor Use of Land.

(a) The following temporary outdoor uses of land shall be
prohibited:

(i) Carnivals

(ii) Circuses

(iii) Fireworks Sales

(iv) Christmas Tree Sales

(b) Tents shall be prohibited.

(c) Itinerant and/or temporary outdoor sales of retail
merchandise shall be prohibited, including but not limited to the
following:

(i) sale of vacuum cleaners, fans and other
appliances;

(ii) sale of rugs, carpets, toys, T-shirts, license
plates, velvet paintings and artwork;

(iii) sale of landscaping materials not grown on-site;

(iv) sale of vegetables and produce not grown on-
site;

(v) sale of souvenirs and mementos;

(vi) sale of tropical plants, potted plants, and
bouquets of flowers;

(vii) sale of stone, clay, glass, or concrete
figurines; and

(viii) sale of food and beverages.

(d) Outdoor display or sale of merchandise, other than
motor vehicles, is prohibited. Provided, however, an outdoor display of

items regularly offered for sale indoors will be permitted on an infrequent and incidental basis. No such items may be displayed within any required landscape area.

(e) Chain link, woven wire, or barbwire fencing shall be prohibited in any required front yard or in any area visible from the public right-of-way. Provided, however, woven wire fence or barbwire fence shall be permitted on land used for agricultural uses when such fencing is used for the keeping of livestock on the property. Provided further that chain link fence necessary for safety or security during a construction project shall be allowed but it must be removed prior to issuance of a certificate of occupancy.

4. Setbacks and Buffer Yards.

(a) **Additional required setbacks.** In addition to the buffer yard requirements established in this Section for every one foot that any proposed building exceeds thirty-five feet in height the required building setback on the side of the property where the buffer yard is required shall be increased an additional one foot of width.

5. Stormwater.

(a) Stormwater will be detained in accordance with the standards for drainage design and stormwater management of the City. Construction details, general concepts and standards to be applied to drainage planning and design are an integral part of these regulations. The design intent for treatment of stormwater drainage is to preserve and enhance existing drainage ways. New drainage ways shall be designed to appear natural and blend with the landscape. This includes the use of broad, grassed swales, aesthetic stormwater quality facilities with very gentle side slopes, the use of natural stone weirs, or the creation of naturalistic streambeds. Headwalls and other drainage structures should be used sparingly.

(b) All development of parcels shall consider and apply stormwater drainage techniques that minimize culverts, underground structures, or other visually and environmentally intrusive techniques in favor of a lower impact approach.

6. Circulation and Parking. Plans for vehicular circulation and parking must consider safety and aesthetic factors relative to the movement of vehicles. This includes efforts to minimize conflicts between vehicles and pedestrians, to limit paved areas, and to screen and soften the visual impact of parking areas, both interior and perimeter.

(a) **Street design.** A consistent streetscape treatment along public rights-of-way enhances the appearance of the public domain and provides an attractive unified setting for the variation among individual developments and sites. Landscaping and building facades should dominate the public roadway frontage of any site

7. Street Trees.

(a) Street trees shall ne behind the sidewalk. Said trees may not be counted towards the minimum landscape requirements and shall be in addition to any other trees required in this section or this article. Street trees shall be large-maturity, canopy trees of a species approved by the City Horticulturist with a minimum caliper inch D.B.H. (diameter at breast height) of three inches. A canopy tree shall be installed for every fifty linear feet of roadway frontage and shall conform to the automotive sight triangle requirements and specifications set forth in this article.

8. Effort to Create a Uniform Theme.

(a) When incorporated into the site, streetscape furnishings such as benches, receptacles, light fixtures, bollards, etc. shall create a uniform theme throughout the site. This entails the selection and specifications of products based on a harmonious design and compatibility with the architecture of the site and in conformance with standards adopted by the City.

9. Surface Parking.

(a) The design of surface parking shall be carefully considered to minimize the visual impact on surrounding streets and developments. In order to accomplish this, the following standards shall apply:

(i) number of parking spaces and size of spaces required shall meet the requirements of the City of Murfreesboro;

(ii) shared parking between developments shall be allowed and will be encouraged for sites containing two or more buildings having complimentary parking requirements. Shared accesses are encouraged between different sites via cross access agreements. Approved shared parking or access plans may allow waiver of other applicable design requirements, e.g., subsection (iv) below;

(iii) minimum space between buildings and parking: ten feet on lots of 1.5 acres or more and seven feet on lots of less than 1.5 acres, provided however this Section shall not apply to drive lanes to drive up windows;

(iv) minimum space between parking and adjacent property: fifteen feet on lots of 1.5 acres or more and ten feet on lots of less than 1.5 acres;

(v) curbing (continuous concrete) required in all parking areas;

(vi) tree quantities and sizes, buffering, and other planting requirements shall meet those specified in this article; and,

(vii) environmentally sensitive parking lot construction designs and methods including grass pavers and light colored asphalt shall be permitted upon approval by the City Engineer provided the site architect or engineer can demonstrate their construction will be satisfactory for the purpose to be served.

(b) Parking structures.

(i) exterior design shall be architecturally harmonious with development;

(ii) screening at perimeter of deck shall be provided at grade level so that vehicles are screened; and,

(iii) all parking spaces shall be delineated with painted lines.

10. Natural Vegetation Areas.

(a) Efforts shall be made during the preliminary planning to maintain existing tree rows and trees six inches in caliper or over. Clearing limit lines of natural areas and trees six inches in caliper or over to be preserved shall be clearly delineated on all plans. These areas shall require the following treatment:

(i) Trees or vegetative areas, which are to remain undisturbed, shall be protected with a fence. Such fencing shall provide adequate protection for all trunks, branches and root systems, prior to the use of grading equipment. Fencing shall not be removed until commencement of landscape planting.

(ii) When areas of natural vegetation occur within twenty feet of the point of intersection of vehicular drives and streets, vehicular drives and pedestrian walks or two or more drives or streets, the vegetation shall be limited to a height not to exceed three feet, or in the case of trees, no branches below six feet.

(iii) In general, areas of natural vegetation may be cleared of undergrowth.

11. Open Space. Open space development is critical to creating a sense of place for the development. Consideration shall be given by the individual developers of each site to develop a land plan that considers creating open space that provides visual, aesthetic and environmental amenities appropriate to the scale and character. As a result, the following minimum standards shall apply.

(a) General Requirements.

(i) a minimum of twenty percent (20%) open space shall be required on each site;

(ii) all landscape areas or natural areas greater than two hundred square feet may constitute open space; and,

(iii) phased developments shall provide the minimum twenty percent (20%) open space required with each phase.

(b) Formal open space requirements. Each site of more than 2 acres shall be required to contain formal open spaces which may be part of the open space required as described above. Formal open space is defined as planned and structured areas that include formally designed landscape areas that may include streetscape furnishings, plaza areas, recreational improvements and street improvements. Following are general requirements for these spaces.

(i) developments shall provide one or more formal open spaces equal to five percent (5%) of the site's developable area. A minimum area of five thousand square feet shall be required for any formal open space and may include hardscape improvements, street furnishings and amenity structures (i.e., gazebos, arbors, bandshells, etc.). However, individual lots in a subdivision for single family residential lots shall not be required to provide formal open space on each lot as described in this subsection; and

(ii) Commercial/Office Developments, which exceed five acres or forty thousand square feet, shall provide one or more formal open spaces equal to three percent (3%) of the site's developable area and shall contain no less than two thousand five hundred square feet.

12. Pedestrian Circulation.

(a) Pedestrian circulation systems shall promote free and safe movement of pedestrians and bicyclists within each part of the Property and shall create an alternative transportation mode and open space network throughout the entire Property. A network of walkways, paths or trails ultimately linking the various grounds and land uses of the Property together, including connections with current and future parts of the property being developed shall be encouraged. All sites shall provide pedestrian access from parking areas and public streets to building entries.

(b) Sidewalks shall have a minimum unobstructed width of five feet.

(c) all commercial areas shall provide adequate pedestrian circulation within and between individual developments and shall provide pedestrian linkage to common areas.

13. Building orientation. As part of an integrated approach to site planning, the orientation of building must be considered crucial to the success of the development, as well as its impact on the site.

Views to and from roadways, surrounding parcels and significant existing or proposed site features should be incorporated into the siting of buildings to limit any potential negative impacts while taking advantage of any benefits.

14. Site Utilities.

(a) The utility appurtenances and mechanical equipment will be considered as part of the overall site planning and design process in order to incorporate these items in an acceptable manner. Evergreen planting, building and equipment orientation, fencing, screening walls, grading and berming may be used to mitigate the negative impacts of electrical transformer and telephone switching boxes or any other utility or mechanical equipment to be located on-site. Grouping these items together will usually make treatment more efficient and effective. All utilities shall be underground.

(b) **Exterior utilities.** All exterior service, loading, storage, and utility areas (including transformers, cooling towers, etc.) will be located at the side or rear of the building and shall be screened or sheltered so as not to be visible from the right-of-way or from adjacent parcels.

ARTICLE VI

ADDITIONAL RESTRICTIONS AND CONDITIONS FOR MULTI-FAMILY PROPERTY

The following additional restrictive covenants and conditions shall be applicable to the Multi-Family Property:

1. Set Back Requirements. Three story multi-family buildings must be a minimum of eighty (80') feet from property lines adjacent to single family residential existing at the time of this Declaration. However, if a multi-family building has no windows or decks facing the single family residential existing at the time of this Declaration, it may be closer than eighty (80') feet but no closer than fifty (50') feet from the single family existing at the time of this Declaration.

2. Roofs. Pitch roof on multi-family structures will use thirty (30) year architectural shingles.

3. Landscaping and Garages. Twenty (20') foot landscaping shall be placed adjacent to the single family residential property line existing at the time of this Declaration; garages may be permitted in the twenty (20') foot landscape buffer up to ten (10') feet from the existing single family residential property line.

4. Primary Access. Primary access for any Multi-Family development shall be off Memorial Boulevard.

ARTICLE VII

DECLARANTS RIGHTS AND RESERVATIONS

1. **Period of Declarants Rights and Reservations.** Declarants shall have, and hereby retains and reserves, certain rights as set forth in this Declaration. The right and reservation of Declarants set forth in this Declaration shall be deemed excepted and reserved in each recorded Supplemental Declaration, in each conveyance of Property by Declarants and in each deed or other instrument by which any property is conveyed, whether or not specifically stated therein. The rights, reservations and easements of Declarants set forth in this Declaration during **the Appointment Period may not, without Declarants prior written consent,** be modified, amended rescinded or affected by any amendment of this Declaration, including any amendment of this Section. Declarants consent to any such amendment shall not be construed as consent to any other or subsequent amendment. In the event of any conflict between the rights reserved to Declarants hereunder and any other provisions of this Declaration, then Declarants rights shall control.

2. **Declarants Rights to Use the Property in Promotion and Marketing of its Remaining Property.** Declarants shall have and hereby reserves the right to the reasonable use of the Property in connection with the promotion, marketing, sale and leasing of any portion of the Property owned by the Declarants, by erecting and maintaining on any part of the Property such signs as Declarants may reasonably deem necessary or proper in connection with the development, construction, promotion, marketing, sale and leasing of parcels of real property within the Property. The Declarants may also assign the rights under this section to any third party

3. **Amendments:** Declarants, their heirs, successors and assigns, shall have at any time during the Appointment Period the right to amend this Declaration by written amendment recorded in the Register's Office of Rutherford County, Tennessee, no consent of the Owners shall be required.

ARTICLE VIII

AMENDMENT AFTER THE APPOINTMENT PERIOD

Upon the expiration of the Appointment Period, this Declaration can only be amended by majority vote of all of the Owners of the Property. There shall be one vote for each fee simple lot in the Property. Should there be multiple Owners of a single lot, these Owners shall only be entitled to just one vote for said Lot. That is, there shall be one vote for each lot.

ARTICLE IX

ENFORCEMENT

(a) Declarants shall have the right to enforce the terms of this Declaration by proceedings at law or in equity, and shall have any and all remedies available. The Declarants shall be entitled to recover its cost and expenses in connection with any acts it takes to enforce the terms hereof, including reasonable attorneys fees.

(b) The Owners shall also have the right to enforce the terms of this Declaration by proceedings at law or in equity, and shall be entitled to their attorneys fees for any enforcement measures taken.

ARTICLE X

GENERAL PROVISIONS

1. Easement for Emergency Access. An easement over and through all or any portion of the Property is hereby granted to the County for police, fire, ambulance and other rescue personnel in the lawful performance of their functions.

2. Severability. Invalidation of any one of these covenants or restrictions by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

3. Captions and Cross-References. The captions are inserted only for reference, and in no way define, limit or otherwise affect the scope, meaning or effect of any provision. All cross-references are to the Declaration unless otherwise indicated.

4. Pronouns. The use of the masculine gender shall be deemed to include the feminine and neuter genders, and the use of the singular shall be deemed to include the plural and vice versa, whenever the context so requires.

5. Severability. Each provision of this Declaration is severable from every other provision, and the invalidity of any one or more provisions shall not change the meaning of or otherwise affect any other provision. To the extent that any provision of the Declaration is found to be overly broad or unenforceable and a narrower or partially enforceable construction may be given to such provision, then the narrower or partially enforceable construction shall be applied and, to the extent lawful, the provision shall be enforced.

6. Governing Law. This Declaration shall be construed under Tennessee law; excluding its conflicts of law provisions.

IN WITNESS WHEREOF, the undersigned has placed his/her
signature on this the 2 day of Aug, 2011.

Carolyn N. Haynes
Carolyn N. Haynes

Terry G. Haynes
Terry G. Haynes

Lisa S. Haynes
Lisa S. Haynes

Haynes Bros. Lumber Co., LP

By: Terry G. Haynes

Its: General Partner

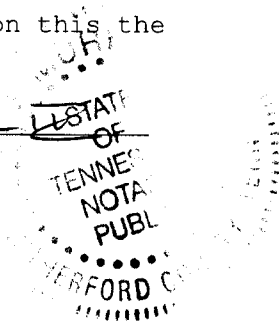
STATE OF TENNESSEE
COUNTY OF RUTHERFORD

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, CAROLYN N. HAYNES, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who executed the foregoing instrument for the purposes therein contained.

WITNESS MY HAND and official seal at my office on this the 2nd day of Aug, 2011.

M.B. Murfree
Notary Public

My commission expires: 1/24/12



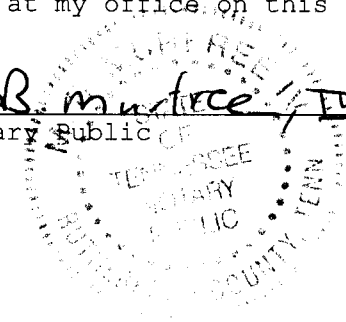
STATE OF TENNESSEE
COUNTY OF RUTHERFORD

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, TERRY G. HAYNES, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who executed the foregoing instrument for the purposes therein contained.

WITNESS MY HAND and official seal at my office on this the 2nd day of Aug, 2011.

M.B. Murfree
Notary Public

My commission expires: 1/24/12



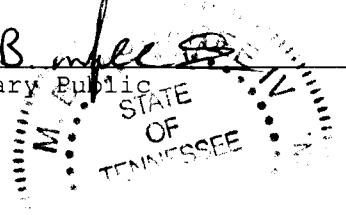
STATE OF TENNESSEE
COUNTY OF RUTHERFORD

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, LISA S. HAYNES, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who executed the foregoing instrument for the purposes therein contained.

WITNESS MY HAND and official seal at my office on this the 2nd day of Aug, 2011.

M.B. Murfree
Notary Public

My commission expires: 1/24/12



STATE OF TENNESSEE
COUNTY OF RUTHERFORD

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, Terry Haynes, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the General Partner of Haynes Bros. Lumber Co, LP, the within named bargainor, a limited partnership, and he as such Partner being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as such Partner.

WITNESS MY HAND and official seal at my office on this the 2nd day of Aug, 2011.

MB. Miller
Notary Public

My commission expires: 1/24/12

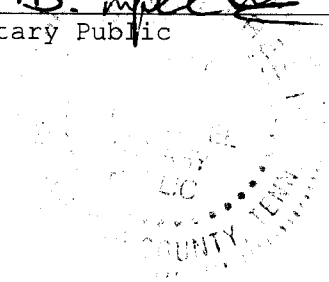


EXHIBIT A

Being two tracts of land in the 9th Civil District, City of Murfreesboro, Rutherford County, Tennessee. Said tracts are shown of Property Map 69, of the Rutherford County Property Assessor's Mapping System and are comprised of Parcel 22, Haynes Brothers Lumber, Deed Book 375, Page 878, Parcel 22.01, Lisa S. Haynes, Deed Book 614, Page 636, Parcel 23, Carolyn N. Haynes, Record Book 519, Page 1183, and Parcel 23.01, Haynes Brothers Lumber, Record Book 385, Page 1396. The herein described tracts are bounded as follows: on the west by Lots 305 through 308, the eastern terminus of Majesty Drive, and Lot 314 of Regency Park, Section 10, Plat Book 13, Page 49, Lots 402 through 405, Regency Park, Section 12, Plat Book 15, Page 68, and a reserved tract, Regency Park, Section 12, Plat Book 15, Page 306; on the north by Lot 1, Siegel Property, Plat Book 19, Page 35, Lot 1, Siegel Commercial Retail Center, Plat Book 24, Page 33, and Lot 7, Siegel Commercial Retail Center, Plat Book 28, Page 169; on the east by the western right-of-way of U.S. Highway 231, also known as Memorial Boulevard; and on the south by the lands of Juanelle Neely Eddleman, Deed Book 161, Page 107, Lot 1, Haynes Development Company, Plat Book 18, Page 358, Lot 5, Regency Estates, Section 1, Resubdivision of Lots 1 through 5, Plat Book 11, Page 104, the northern terminus of Wessex Drive, and Lots 28 through 32, Regency Estates, Section 1, Plat Book 10, Page 138. All references made herein are of the Register's Office, Rutherford County, Tennessee. It is noted that Parcel 23, lands of Carolyn N. Haynes, has been severed by the extension of Kings Ridge Drive, a 60' wide city road.

Total Area North of Kings Ridge Drive:

Beginning at a point in the western right-of-way of Memorial Boulevard, said point being the southeast corner of Lot 1, Siegel Commercial Retail Center, thence with said western right-of-way, S 00°34'29" E, 30.09 feet to the northeast intersection corner of Kings Ridge Drive with Memorial Boulevard; thence with the northern right-of-way of Kings Ridge Drive, S 56°18'46" W, 63.92 feet; thence, S 89°25'32" W, 23.96 feet; thence with a curve to the right, having a radius of 320.00 feet, an arc length of 184.39 feet, and a chord bearing and distance of, N 74°04'02" W, 181.85 feet; thence, N 57°33'35" W, 85.36 feet; thence with a curve to the left, having a radius of 330.00 feet, an arc length of 343.38 feet, and a chord bearing and distance of, N 87°22'11" W, 328.10 feet; thence with a curve to the right, having a radius of 270.00 feet, an arc length of 180.22 feet, and a chord bearing and distance of, S 81°56'31" W, 176.89 feet to a point in the east line of a reserved tract, Regency Park, Section 12; thence with said east line, N 11°06'07" E, 133.57 feet to a point in the south line of Lot 1, Siegel Property; thence with the south line of Lot 1, S 79°49'50" E, 45.72 feet to the southeast corner of Lot 1, Siegel Property, also being the southwest corner of Lot 7, Siegel Commercial Retail Center; thence with the south line of Lot 7, S 79°26'05" E, 72.13 feet; thence continuing with the south line of Lot 7, and with the south line of Lot 1, Siegel Commercial Retail Center, S 79°09'32" E, 594.44 feet; thence continuing with the south line of Lot 1, S 79°49'32" E, 102.80 feet to the point of beginning, containing 49,117 square feet or 1.128 acres, more or less.

Total Area South of Kings Ridge Drive:

Beginning at a point in the western right-of-way of Memorial Boulevard, said point being the southeast intersection corner of Kings Ridge Drive with Memorial Boulevard, thence with the western right-of-way of Memorial Boulevard, S 00°34'29" E, 682.06 feet; thence, S 00°32'30" E, 421.58 feet to the northeast corner of Eddleman; thence with the north line of Eddleman, N 84°48'31" W, 212.30 feet to the northwest corner of Eddleman; thence with the west line of Eddleman, S 02°36'19" W, 156.60 feet to the southwest corner of Eddleman, also being a point in the north line of Lot 1, Haynes Development Company; thence with the north line of Lot 1, the north line of Lot 5, Regency Estates, the northern terminus of Wessex

Drive, and the north line of Lots 28 through 32, Regency Estates, N 83°23'41" W, 830.74 feet to the southeast corner of Lot 314, Regency Park, Section 10; thence with the east line of Lot 314, the eastern terminus of Majesty Drive, and the east line of Lots 305 through 308, N 07°00'19" E, 638.80 feet; thence continuing with the east line of Lot 305, N 07°23'16" E, 123.70 feet to the southeast corner of Lot 402, Regency Park, Section 12; thence with the east line of Lots 402 through 405, N 10°47'37" E, 530.01 feet to a point in the southern right-of-way of Kings Ridge Drive; thence with said right-of-way, and a curve to the left, having a radius of 330.00 feet, an arc length of 220.29 feet, and a chord bearing and distance of, N 81°56'35" E, 216.21 feet; thence with a curve to the right, having a radius of 270.00 feet, an arc length of 280.95 feet, and a chord bearing and distance of, S 87°22'11" E, 268.45 feet; thence, S 57°33'35" E, 86.81 feet; thence with a curve to the left, having a radius of 391.00 feet, an arc length of 83.38 feet, and a chord bearing and distance of, S 56°22'19" E, 83.22 feet; thence continuing with a curve to the left, having a radius of 391.00 feet, an arc length of 139.97 feet, and a chord bearing and distance of, S 80°19'10" E, 139.22 feet; thence, N 89°25'32" E, 24.03 feet; thence, S 57°32'04" E, 63.79 feet to the point of beginning, containing 1,233,234 square feet or 28.311 acres, more or less.

CH Zone - North of Kings Ridge Drive:

Beginning at a point in the western right-of-way of Memorial Boulevard, said point being the southeast corner of Lot 1, Siegel Commercial Retail Center, thence with said western right-of-way, S 00°34'29" E, 30.09 feet to the northeast intersection corner of Kings Ridge Drive with Memorial Boulevard; thence with the northern right-of-way of Kings Ridge Drive, S 56°18'46" W, 63.92 feet; thence, S 89°25'32" W, 23.96 feet; thence with a curve to the right, having a radius of 320.00 feet, an arc length of 184.39 feet, and a chord bearing and distance of, N 74°04'02" W, 181.85 feet; thence, N 57°33'35" W, 85.36 feet; thence with a curve to the left, having a radius of 330.00 feet, an arc length of 30.75 feet, and a chord bearing and distance of, N 60°13'45" W, 30.73 feet; thence crossing the lands of Haynes with a zoning line, N 00°33'43" W, 20.74 feet to a point in the south line of Lot 7, Siegel Commercial Retail Center; thence with the south lines of Lot 7 and Lot 1, Siegel Commercial Retail Center, S 79°09'32" E, 253.98 feet; thence continuing with the south line of Lot 1, S 79°49'32" E, 102.80 feet to the point of beginning, containing 22,733 square feet or 0.522 acres, more or less.

RM-16 Zone - North of Kings Ridge Drive:

Beginning at a point in the northern right-of-way of Kings Ridge Drive, also being a point in the east line of a reserved tract, Regency Park, Section 12, thence with the east line of said reserved tract, N 11°06'07" E, 133.57 feet to a point in the south line of Lot 1, Siegel Property; thence with the south line of Lot 1, S 79°49'50" E, 45.72 feet to the southeast corner of Lot 1, Siegel Property, also being the southwest corner of Lot 7, Siegel Commercial Retail Center; thence with the south line of Lot 7, S 79°26'05" E, 72.13 feet; thence continuing with the south line of Lot 7, S 79°09'32" E, 340.47 feet; thence crossing the lands of Haynes with a zoning line, S 00°33'43" E, 20.74 feet to a point in the northern right-of-way of Kings Ridge Drive; thence with said right-of-way and a curve to the left, having a radius of 330.00 feet, an arc length of 312.64 feet, and a chord bearing and distance of, S 89°57'40" W, 301.08 feet; thence with a curve to the right, having a radius of 270.00 feet, an arc length of 180.22 feet, and a chord bearing and distance of, S 81°56'31" W, 176.89 feet to the point of beginning, containing 26,384 square feet or 0.606 acres, more or less.

CH Zone - South of Kings Ridge Drive:

Beginning at a point in the western right-of-way of Memorial Boulevard, said point being the southeast intersection corner of Kings Ridge Drive with Memorial Boulevard, thence with the western right-of-way of Memorial Boulevard, S 00°34'29" E, 682.06 feet; thence, S 00°32'30" E, 119.63 feet; thence crossing the lands of Haynes with a zoning line, S 89°25'26" W, 350.11 feet; thence, N 00°33'43" W, 951.35 feet to a point in the southern right-of-way of Kings Ridge Drive; thence with said right-of-way, S 57°33'35" E, 79.47 feet; thence with a curve to the left, having a radius of 391.00 feet, an arc length of 83.38 feet, and a chord bearing and distance of, S 56°22'19" E, 83.22 feet; thence continuing with a curve to the left, having a radius of 391.00 feet, an arc length of 139.97 feet, and a chord bearing and distance of, S 80°19'10" E, 139.22 feet; thence, N 89°25'32" E, 24.03 feet; thence, S 57°32'04" E, 63.79 feet to the point of beginning, containing 302,427 square feet or 6.943 acres, more or less.

RM-16 Zone - South of Kings Ridge Drive:

Beginning at a point in the southern right-of-way of Kings Ridge Drive, also being a point in the east line of Lot 405, Regency Park, Section 12, thence with said southern right-of-way and a curve to the left, having a radius of 330.00 feet, an arc length of 220.28 feet, and a chord bearing and distance of, N 81°56'35" E, 216.21 feet; thence with a curve to the right, having a radius of 270.00 feet, an arc length of 280.95 feet, and a chord bearing and distance of, S 87°22'11" E, 268.45 feet; thence, S 57°33'35" E, 7.34 feet; thence crossing the lands of Haynes with a zoning line, S 00°33'43" E, 951.35 feet; thence, N 89°25'26" E, 350.11 feet to a point in the western right-of-way of Memorial Boulevard; thence with said right-of-way, S 00°32'30" E, 301.95 feet to the northeast corner of Eddleman; thence with the north line of Eddleman, N 84°48'31" W, 212.30 feet to the northwest corner of Eddleman; thence with the west line of Eddleman, S 02°36'19" W, 156.60 feet to the southwest corner of Eddleman, also being a point in the north line of Lot 1, Haynes Development Company; thence with the north line of Lot 1, the north line of Lot 5, Regency Estates, the northern terminus of Wessex Drive, and the north line of Lots 28 through 32, Regency Estates, N 83°23'41" W, 830.74 feet to the southeast corner of Lot 314, Regency Park, Section 10; thence with the east line of Lot 314, the eastern terminus of

Majesty Drive, and the east line of Lots 305 through 308, N 07°00'19" E, 638.80 feet; thence continuing with the east line of Lot 305, N 07°23'16" E, 123.70 feet to the southeast corner of Lot 402, Regency Park, Section 12; thence with the east line of Lots 402 through 405, N 10°47'37" E, 530.01 feet to the point of beginning, containing 930,807 square feet or 21.368 acres, more or less.

The property descriptions contained herein were prepared using a compilation of recorded deeds and plats and does not represent a general property survey. No field surveying was done at the time of this writing. The herein described property is subject to the findings of a current and complete title search.

EXHIBIT B

SEC, Inc.

SITE ENGINEERING CONSULTANTS

ENGINEERING · SURVEYING · LAND PLANNING

850 MIDDLE TENNESSEE BLVD · MURFREESBORO, TENNESSEE 37129
PHONE: (615) 890-7901 · FAX: (615) 895-2567

TOTAL NORTH OF KING'S RIDGE DRIVE
49,177 SQ.FT. OR 1.128 ACRES
ZONED - CH
22,733 SQ.FT. OR 0.522 ACRES
ZONED - RM-16
26,384 SQ.FT. OR 0.606 ACRES

SIEGEL PROPERTY
PLAT BOOK 19, PG. 35

SIEGEL COMMERCIAL
RETAIL CENTER
PLAT BOOK 24, PG. 33
PLAT BOOK 28, PG. 169

RESERVED
REGENCY PARK
SECTION 12
PLAT BOOK 15, PG. 306

KINGS RIDGE DRIVE EXTENSION

REGENCY PARK
SECTION 12
PLAT BOOK 15, PG. 68
405
404
403

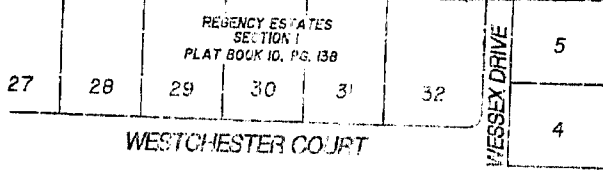
REGENCY PARK
SECTION 10
PLAT BOOK 13, PG. 49
402
305
306
307
308

MAJESTY DR
314

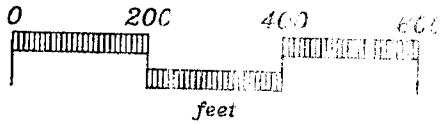


MEMORIAL BOULEVARD - U.S. HWY. 231

MAP 69, PCL 32
EDDLEMAN
DB 161, PG. 107



HAYNES DEV. CO.
PLAT BOOK 18, PG. 358



REGENCY ESTATES
SECTION 1 - RESUB I-5
PLAT BOOK 10, PG. 104



ZONED - CH



ZONED - RM-16

ZONING EXHIBIT

HAYNES FAMILY PROPERTY
PROPERTY MAP 69 - PARCELS 22, 22.01, 23, & 23.01
9TH CIVIL DISTRICT, CITY OF MURFREESBORO
RUTHERFORD COUNTY, TENNESSEE

07/26/2011

S.E.C. #07092

EXHIBIT C

CH Zone - North of Kings Ridge Drive:

Beginning at a point in the western right-of-way of Memorial Boulevard, said point being the southeast corner of Lot 1, Siegel Commercial Retail Center, thence with said western right-of-way, S 00°34'29" E, 30.09 feet to the northeast intersection corner of Kings Ridge Drive with Memorial Boulevard; thence with the northern right-of-way of Kings Ridge Drive, S 56°18'46" W, 63.92 feet; thence, S 89°25'32" W, 23.96 feet; thence with a curve to the right, having a radius of 320.00 feet, an arc length of 184.39 feet, and a chord bearing and distance of, N 74°04'02" W, 181.85 feet; thence, N 57°33'35" W, 85.36 feet; thence with a curve to the left, having a radius of 330.00 feet, an arc length of 30.75 feet, and a chord bearing and distance of, N 60°13'45" W, 30.73 feet; thence crossing the lands of Haynes with a zoning line, N 00°33'43" W, 20.74 feet to a point in the south line of Lot 7, Siegel Commercial Retail Center; thence with the south lines of Lot 7 and Lot 1, Siegel Commercial Retail Center, S 79°09'32" E, 253.98 feet; thence continuing with the south line of Lot 1, S 79°49'32" E, 102.80 feet to the point of beginning, containing 22,733 square feet or 0.522 acres, more or less.

CH Zone - South of Kings Ridge Drive:

Beginning at a point in the western right-of-way of Memorial Boulevard, said point being the southeast intersection corner of Kings Ridge Drive with Memorial Boulevard, thence with the western right-of-way of Memorial Boulevard, S 00°34'29" E, 682.06 feet; thence, S 00°32'30" E, 119.63 feet; thence crossing the lands of Haynes with a zoning line, S 89°25'26" W, 350.11 feet; thence, N 00°33'43" W, 951.35 feet to a point in the southern right-of-way of Kings Ridge Drive; thence with said right-of-way, S 57°33'35" E, 79.47 feet; thence with a curve to the left, having a radius of 391.00 feet, an arc length of 83.38 feet, and a chord bearing and distance of, S 56°22'19" E, 83.22 feet; thence continuing with a curve to the left, having a radius of 391.00 feet, an arc length of 139.97 feet, and a chord bearing and distance of, S 80°19'10" E, 139.22 feet; thence, N 89°25'32" E, 24.03 feet; thence, S 57°32'04" E, 63.79 feet to the point of beginning, containing 302,427 square feet or 6.943 acres, more or less.

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EXHIBIT D

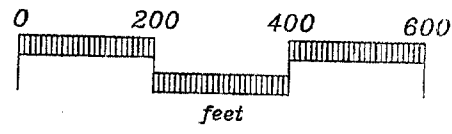
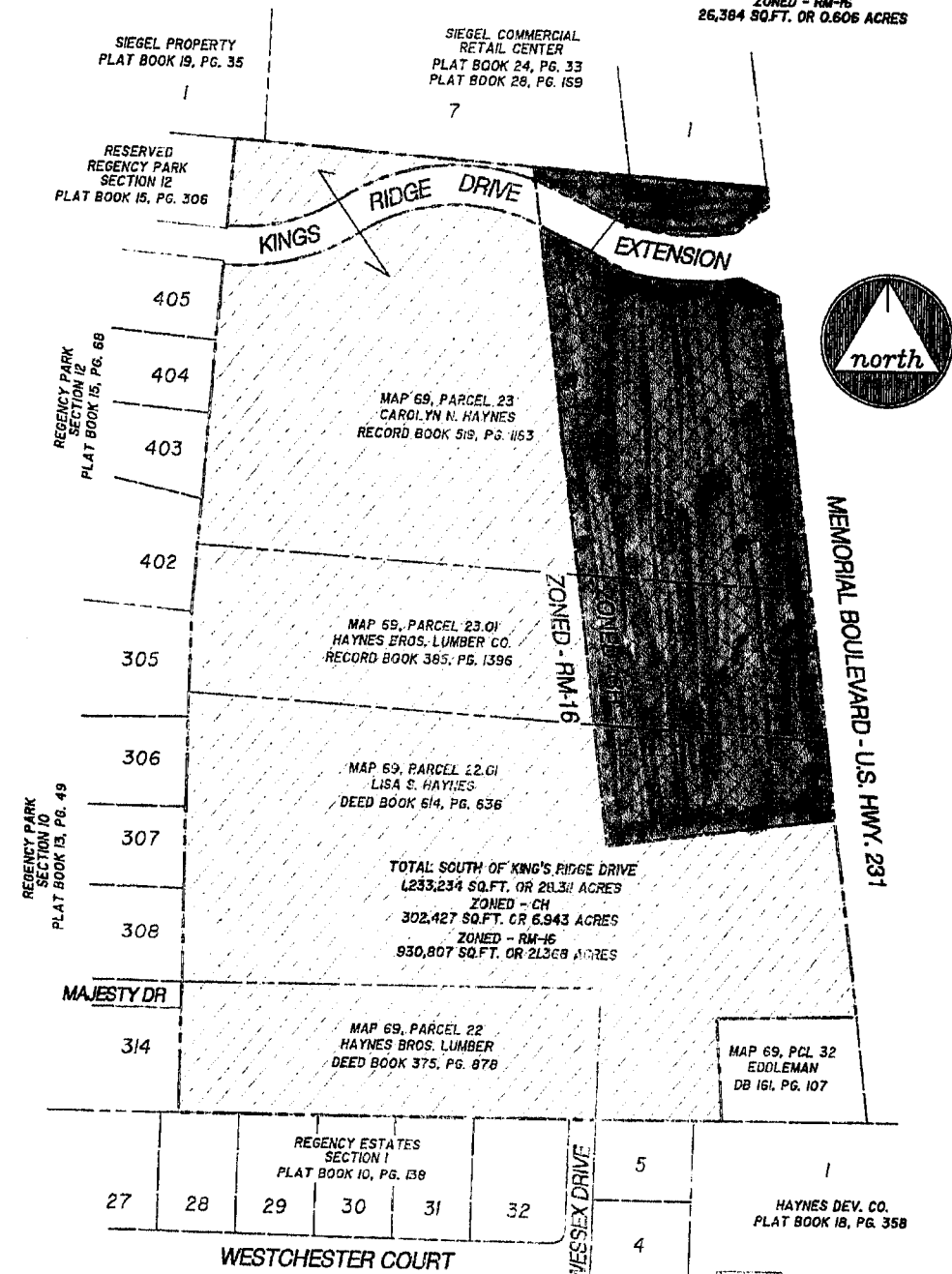


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TOTAL NORTH OF KING'S RIDGE DRIVE
49,87 SQ.FT. OR 1.128 ACRES
ZONED - CH
22,733 SQ.FT. OR 0.522 ACRES
ZONED - RM-16
26,384 SQ.FT. OR 0.606 ACRES



ZONED - CH
 ZONED - RM-16

ZONING EXHIBIT

HAYNES FAMILY PROPERTY
PROPERTY MAP 69 - PARCELS 22, 22.01, 23, & 23.01
9TH CIVIL DISTRICT, CITY OF MURFREESBORO
RUTHERFORD COUNTY, TENNESSEE

07/26/2011

S.E.C. #07092

EXHIBIT E

RM-16 Zone - North of Kings Ridge Drive:

Beginning at a point in the northern right-of-way of Kings Ridge Drive, also being a point in the east line of a reserved tract, Regency Park, Section 12, thence with the east line of said reserved tract, N 11°06'07" E, 133.57 feet to a point in the south line of Lot 1, Siegel Property; thence with the south line of Lot 1, S 79°49'50" E, 45.72 feet to the southeast corner of Lot 1, Siegel Property, also being the southwest corner of Lot 7, Siegel Commercial Retail Center; thence with the south line of Lot 7, S 79°26'05" E, 72.13 feet; thence continuing with the south line of Lot 7, S 79°09'32" E, 340.47 feet; thence crossing the lands of Haynes with a zoning line, S 00°33'43" E, 20.74 feet to a point in the northern right-of-way of Kings Ridge Drive; thence with said right-of-way and a curve to the left, having a radius of 330.00 feet, an arc length of 312.64 feet, and a chord bearing and distance of, S 89°57'40" W, 301.08 feet; thence with a curve to the right, having a radius of 270.00 feet, an arc length of 180.22 feet, and a chord bearing and distance of, S 81°56'31" W, 176.89 feet to the point of beginning, containing 26,384 square feet or 0.606 acres, more or less.

RM-16 Zone - South of Kings Ridge Drive:

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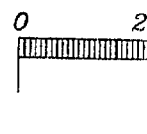
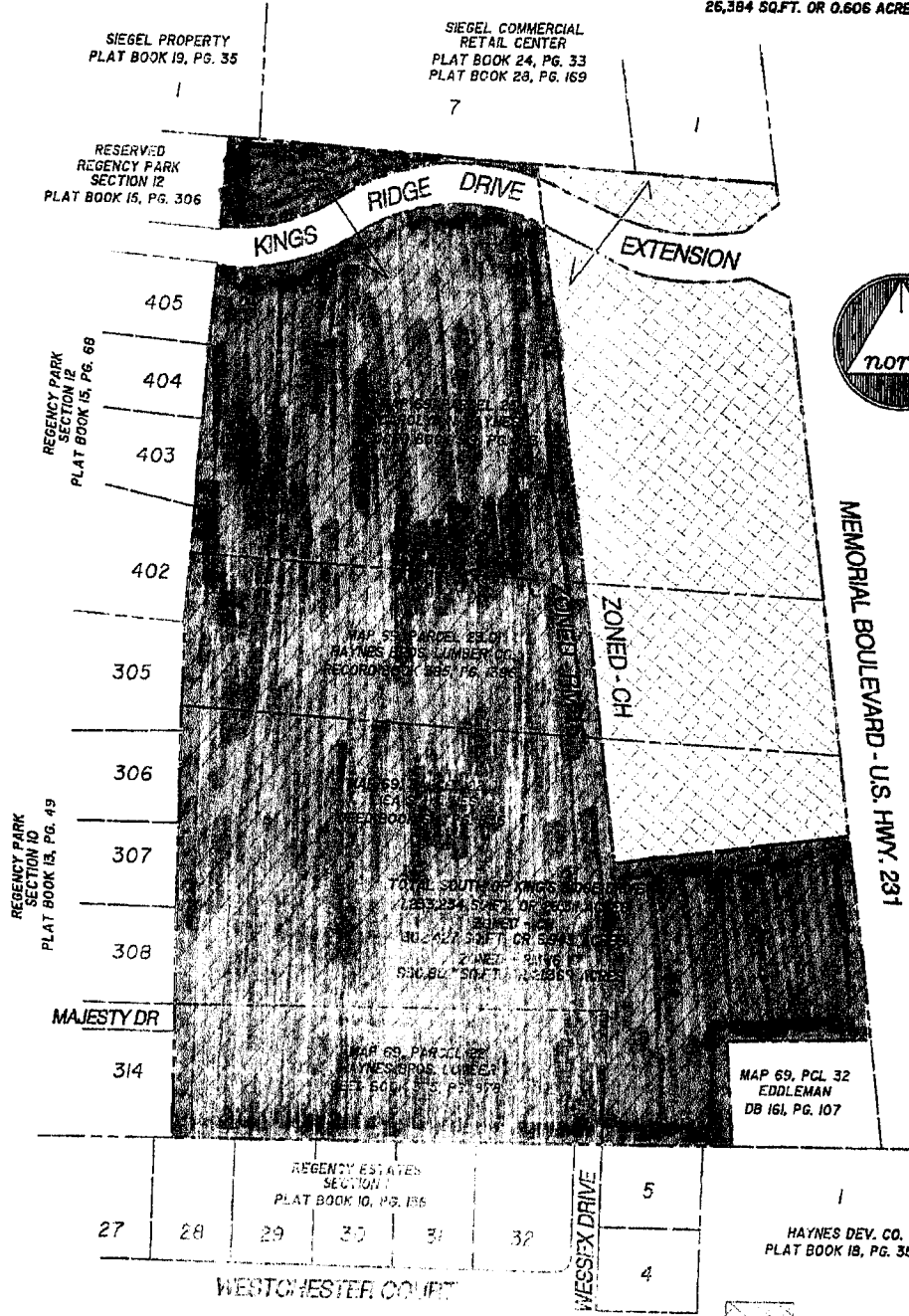
EXHIBIT F

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Heather Dawbarn, Register
Rutherford County Tennessee
Rec #: 663983
Rec'd: 200.00
State: 0.00
Clerk: 0.00
Other: 2.00
Total: 202.00
Record Book 1074 Pgs 2546-2585
Instrument #: 1737673
Recorded
8/4/2011 at 11:02 AM

HAYNES FAMILY PROPERTY
PROPERTY MAP 69 - PARCELS 22, 22.01, 23, & 23.01
9TH CIVIL DISTRICT, CITY OF MURFREESBORO
RUTHERFORD COUNTY, TENNESSEE

07/26/2011

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