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FIRST AMENDMENT TO THE SUPPLEMENTARY DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR
ANNANDALE, PART A1, MADISON COUNTY, MISSISSIPPI

WHEREAS, on October 18, 1985, Annandale Development Company, a Delaware corporation, declared and caused to be filed for record that certain Declaration of Covenants, Conditions, and Restrictions for Annandale, as recorded in Book 580 at Page 01 in the office of the Chancery Clerk of Madison County, Mississippi (the "Declaration"), and reference to which is hereby made for all purposes; and

WHEREAS, Annandale Development Company subdivided, platted and designated a certain 23.48 acre parcel of real property as "Annandale Part A1" as recorded in the aforesaid Chancery Clerk's office in Plat Cabinet B, Slide 87, reference to which is hereby made for all purposes, and declared and caused to be filed for record that certain Supplementary Declaration of Covenants and Restrictions for Annandale Part A1, as recorded in Book 580 at Page 51 in the aforesaid Chancery Clerk's office, reference to which is hereby made for all purposes, which Supplementary Declaration imposed all of the terms, provisions and conditions of the Declaration on "Annandale Part A1"; and

WHEREAS, Annandale Properties, L.P., a Mississippi limited partnership, is the successor to Annandale Development Company as the Declarant under the terms and provisions of the Declaration and said Supplementary Declarations, and is the owner of certain lots and real property and is a Class B Member of the Association; and

WHEREAS, Section 1. Amendment of Article XIII, Additional Provisions, of the Declaration provides for the amendment of the Supplementary Declaration when there is one or more Class B Member(s) by an instrument executed and acknowledged by the Declarant and by the Owners who own at least fifty percent (50%) of all Lots subject to the Supplementary Declaration; and

WHEREAS, Paragraph 11 of the Supplementary Declaration provides for the amendment of the Supplementary Declaration in the same manner and to the same extent as provided in the Declaration; and

WHEREAS, the undersigned Declarant and Lot Owners, constituting Owners who own at least fifty percent (50%) of all Lots subject to the Supplementary Declaration, desire to amend the Supplementary Declaration.

NOW, THEREFORE, in consideration of the premises, Annandale Properties, L.P., a Mississippi limited partnership, as the Declarant and as the record owner of Lots subject to the Supplementary Declaration, and the undersigned Lot Owners, being record owners of Lots subject to the Supplementary Declaration, do hereby amend that certain Supplementary Declaration of Covenants, Conditions, and Restrictions for Annandale, Part A1, as recorded in Book 580 at Page 51 in the office of the Chancery Clerk of Madison County, Mississippi, as follows, to-wit:

Subparagraphs (a) and (b) of Paragraph 9 are hereby amended as follows:

(a) that portion of said annual maintenance assessment which is attributable to Class A membership shall not exceed One Hundred Eighty Dollars (\$180.00) per annum, plus whatever additions to said sum of \$180.00 which, in accordance with the provisions of the Declaration, may be imposed with respect to the properties now or hereinafter set aside as commons areas;

(b) that portion of said annual maintenance assessment which is attributable to the Additional Services

mentioned in this Supplementary Declaration shall not exceed Six Hundred Dollars (\$600.00) per annum.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed this the 24th day of November, 1992.

ANNANDALE PROPERTIES, L.P.
A MISSISSIPPI LIMITED PARTNERSHIP

BY: ZACH T. HEDERMAN, JR., PROPERTIES, INC.
GENERAL PARTNER

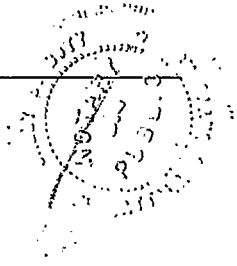
BY: [Signature]
ZACH T. HEDERMAN, JR., PRESIDENT

STATE OF MISSISSIPPI

COUNTY OF Hinds

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said County and State, on this the 24th day of November, 1992, within my jurisdiction, the within named ZACH T. HEDERMAN, JR., who acknowledged that he is President of Zach T. Hederman, Jr., Properties, Inc., a Mississippi corporation and General Partner of Annandale Properties, L.P., a Mississippi Limited Partnership, and as its act and deed, he executed the above and foregoing First Amendment to the Declaration of Covenants, Conditions, and Restrictions for Annandale, Part A1, Madison County, Mississippi, on the day and for the purposes therein mentioned for and on behalf of the corporation as the General Partner of the Limited Partnership, after first having been duly authorized to do so.

[Signature]
Notary Public



My Commission Expires:

10/13/95

LOT 1, ANNANDALE PART A1

OWNER(S):

[Signature]
DON W. JACKSON

[Signature]
WITNESS

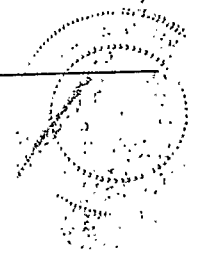
[Signature]
JEWEL LUSTER JACKSON

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of DON W. JACKSON AND JEWEL LUSTER JACKSON.

[Signature]
Notary Public

My Commission Expires:
November 7, 1993



OWNER(S):

Larry W. Heiden
LARRY W. HEIDEN

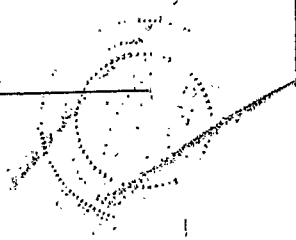
William C Beck
WITNESS

Barbara J. Heiden
BARBARA J. HEIDEN

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of LARRY W. HEIDEN AND BARBARA J. HEIDEN.

Horace F. Foy
Notary Public



My Commission Expires:
November 7, 1993

OWNER(S):

[Signature]
JOHN P. GORECKI

[Signature]
WILLIAM C. BECK
WITNESS

[Signature]
KERRI M. ROBERTSON

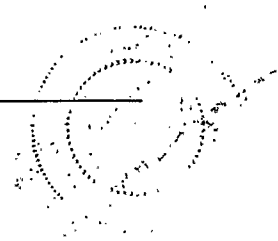
STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of JOHN P. GORECKI AND KERRI M. ROBERTSON.

[Signature]
Notary Public

My Commission Expires:
November 7, 1993



LOT 4, ANNANDALE PART A1

OWNER(S):

K. Robertson
KERRI M. ROBERTSON
[Signature]

William C Beck
WITNESS

STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of KERRI M. ROBERTSON.

Horace B. [Signature]
Notary Public

My Commission Expires:
November 7, 1993

OWNER(S)

James T. Knight
JAMES T. KNIGHT

William C Beck
WITNESS

Lorene A Knight
LORENE A. KNIGHT

STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of JAMES T. KNIGHT AND LORENE A. KNIGHT.

Horace P. [Signature]
Notary Public

My Commission Expires:
November 7, 1993

OWNER(S):

B. F. Nelson
BEN F. NELSON

William C Beck
WITNESS

Lynn H. Nelson
LYNN H. NELSON

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of BEN F. NELSON AND LYNN H. NELSON.

Horace F. [Signature]
Notary Public

My Commission Expires:
November 7, 1993

LOT 7, ANNANDALE PART A1

BOOK 810 PAGE 212

OWNER(S):

Samuel D. Hensley Jr.
SAMUEL D. HENSLEY, JR.

William C Beck
WITNESS

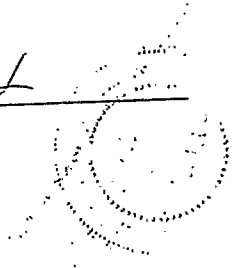
Ellen M. Hensley
ELLEN M. HENSLEY

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of SAMUEL D. HENSLEY, JR. AND ELLEN N. HENSLEY.

Horace B. Teston, Jr.
Notary Public

My Commission Expires:
November 7, 1993



LOT 8, ANNANDALE PART 1A

OWNER(S):

James Edward Jones III
JAMES EDWARD JONES, III
Denise Coleman Jones
DENISE COLEMAN JONES

William C Beck
WITNESS

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of JAMES EDWARDS JONES, III, AND DENISE COLEMAN JONES.

Horace Peyton L
Notary Public

My Commission Expires:
November 7, 1993

OWNER(S):

William L. White
WILLIAM L. WHITE

William C. Beck
WITNESS

Jerrie M. White
JERRIE M. WHITE

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of WILLIAM L. WHITE AND JERRIE M. WHITE.

Horace Taylor
Notary Public

My Commission Expires:
November 7, 1993



LOT 11, ANNANDALE PART A1

BOOK 810 PAGE 215

OWNER(S):

William T. Brown, III
WILLIAM T. BROWN, III

William C Beck
WITNESS

Sally S. Brown
SALLY S. BROWN

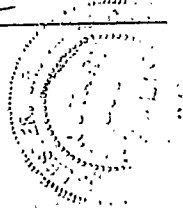
STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Annandale, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of WILLIAM T. BROWN, III, AND SALLY S. BROWN.

Horace P. ...
Notary Public

My Commission Expires:
November 7, 1993



LOT 13, ANNANDALE PART A1

OWNER(S):

Roger L. McGehee, Jr.
ROGER L. MCGEHEE, JR.

William C Beck
WITNESS

Linda B. McGehee
LINDA B. MCGEHEE

STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of **ROGER L. MCGEHEE, JR. AND LINDA B. MCGEHEE.**

Horace P. Foster, Jr.
Notary Public

My Commission Expires:
November 7, 1993

BOOK 810 PAGE 217

LOT 17, ANNANDALE PART A1

OWNER(S):

[Signature]
THOMAS D. LANDRUM

[Signature]
WITNESS

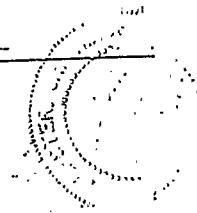
[Signature]
JILL B. LANDRUM

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of THOMAS D. LANDRUM and JILL B. LANDRUM.

[Signature]
Notary Public

My Commission Expires:
November 7, 1993



BOOK 810 PAGE 218

LOT 19, ANNANDALE PART A1

OWNER(S):

Sarah O'Reilly-Evans
SARAH O'REILLY-EVANS

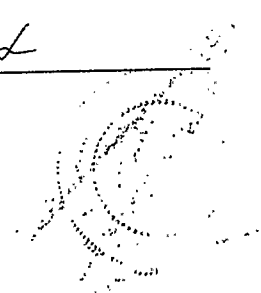
William C Beck
WITNESS

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of SARAH O'REILLY-EVANS.

Horace [Signature]
Notary Public

My Commission Expires:
November 7, 1993



LOT 20, ANNANDALE PART A1

OWNER(S):

C. Gerald Garnett
C. GERALD GARNETT

[Signature]
WITNESS

Becky W. Garnett
BECKY W. GARNETT

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 14th day of December, 1992, within my jurisdiction, Donald Jackson, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of C. GERALD GARNETT and BECKY W. GARNETT.

Dorey B. Doty
Notary Public

My Commission Expires:
10/13/95

LOT 22, ANNANDALE PART A1

OWNER(S):

Mark M. Porter, Jr.
MARK M. PORTER, JR.

William C. Beck
WITNESS

Nancey P. Porter
NANCEY P. PORTER

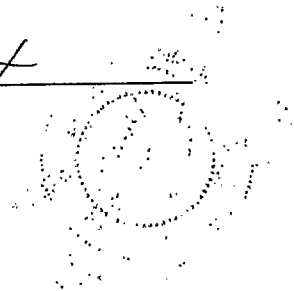
STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of MARK M. PORTER, JR. and NANCEY P. PORTER.

Horace B. Fisk, Jr.
Notary Public

My Commission Expires:
November 7, 1993



LOT 23, ANNANDALE PART A1

OWNER(S):

Theodore A. King
THEODORE A. KING
Linda H. King
LINDA H. KING

William C. Beck
WITNESS

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of THEODORE A. KING and LINDA H. KING.

Horace F. ...
Notary Public

My Commission Expires:
November 7, 1993

LOT 26, ANNANDALE PART A1

BOOK 810 PAGE 222

OWNER(S):

Steve T. Sparkman
STEVE T. SPARKMAN

William C. Beck
WITNESS

Lou Ann Sparkman
LOU ANN SPARKMAN

STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of STEVE T. SPARKMAN and LOU ANN SPARKMAN.

Horace P. ...
Notary Public

My Commission Expires:
November 7, 1993



LOT 27, ANNANDALE PART A1

OWNER(S):

Noland Lamar Jackson
NOLAND LAMAR JACKSON
NOLAN
Betty Jean Butler Jackson
BETTY JEAN BUTLER JACKSON

William C Beck
WITNESS

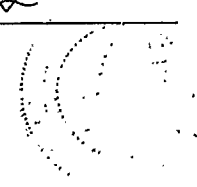
STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of **NOLAND LAMAR JACKSON AND BETTY JEAN BUTLER JACKSON.**

Horace F. Feltus
Notary Public

My Commission Expires:
November 7, 1993



LOT 31, ANNANDALE PART A1

BOX 810 RD 224

OWNER(S):

MIKE McCURLEY & ASSOCIATES, INC.

BY: Mike McCurley

William C Beck
WITNESS

TITLE: President

STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of Mike McCurley, who acknowledged that (s)he is President of **MIKE McCURLEY & ASSOCIATES, INC.**

Horace Fenton
Notary Public

My Commission Expires:

November 7, 1993

LOT 18, ANNANDALE PART A1

OWNER(S):

ANNANDALE PROPERTIES, L.P.,
A Mississippi Limited Partnership
BY: ZACH T. HEDERMAN, JR., PROPERTIES, INC.,
A Mississippi Corporation,
General Partner

BOOK 810 PAGE 225

BY: Zach Hederman
ZACH T. HEDERMAN, JR., President

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the said County and State, within my jurisdiction, the within named ZACH T. HEDERMAN, JR., who acknowledged that he is President of ZACH T. HEDERMAN, JR., PROPERTIES, INC., a Mississippi Corporation, General Partner of ANNANDALE PROPERTIES, L.P., a Mississippi Limited Partnership, and as the act and deed of the Corporation in its capacity as General Partner, he signed and delivered the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part A-1, for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said Corporation and Partnership so to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE this 17th day of December, 1992.

Louise E. Coffey
Notary Public

My Commission Expires:
April 3, 1993



STATE OF MISSISSIPPI, County of Madison:
I certify that the within instrument was filed for record in my office this 8 day of Jan, 1993, at 900 o'clock A.M., and was duly recorded on the JAN 08 1993, Book No. 810, Page 204.
BILLY V. COOPER, CHANCERY CLERK BY: K. Cooper D.C.