This document prepared by:
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Goodlettsville, TN 37072

FIRST SUPPLEMENTARY DECLARATION TO DECLARATION OF RESTRICTIVE COVENANTS FOR WEXFORD DOWNS

This First Supplementary Declaration to Declaration of Restrictive Covenants for Wexford Downs ("Amendment") is made and entered into as of this 12th day of February, 1998.

W I T N E S S E T H:

WHEREAS, Wexford Downs, LLC, a Tennessee limited liability company, has previously submitted certain property to the Declaration of Restrictive Covenants for Wexford Downs of record in Book 10292, page 51, Register's Office for Davidson County, Tennessee (the "Declaration"); and

WHEREAS, pursuant to Article 2 of the Declaration, the filing of record of one or more supplementary declarations in respect to the creation of Additional Phases or the addition of other Properties to be then subject to the Declaration is required; and

WHEREAS, the Developer desires to annex additional land as more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference, and which is described on the plat therefore of record in Plat Book 9700, page 593 & 594 Register's Office for Davidson County, Tennessee;

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration receipt and sufficiency of which are hereby acknowledged, Wexford Downs, LLC, being empowered so to do hereby supplements the Declaration as follows:

1. Amendment. The Declaration is amended to annex additional property as more particularly described on the plat therefore recorded in Plat Book 9700, page 593 & 594 Register's Office for Davidson County, Tennessee. The foregoing property is deemed submitted to these covenants, conditions and restrictions, effective upon the date of recordation hereof.

2. Ratification. In all other respects the Declaration is ratified and confirmed.

IN WITNESS WHEREOF, Wexford Downs, LLC, has caused this First Supplementary Declaration to be executed as of the day and date first above written.

WEXFORD DOWNS, LLC,
a Tennessee limited liability company

By: C Wayne Meadows
C. Wayne Meadows, Chief Manager

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said County and State, C. Wayne Meadows, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged upon oath or affirmation that he is Chief Manager of WEXFORD DOWNS, LLC, the maker, and is authorized by maker to execute this document on its behalf.

WITNESS my hand, at Office, this 10th day of February, 1998.

Virginia Farmer
Notary Public

My Commission Expires:
11/25/00

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PICK-UP

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FELIX Z. ... REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE

04000210

EXHIBIT "A"

Being a 21.094 more or less acre tract of land lying in the 31st Councilmanic District of Davidson County, Tennessee, described according to a survey dated April 12, 1996, prepared by Mark E. Lowrance, Surveyor, License No. 160 of Anderson-Delk & Associates, Inc., 618 Grassmere Park Drive, Suite 4, Nashville, TN 37211, as follows:

Beginning at an iron pin set on the easterly right-of-way of Edmondson Pike, said point being the most northwesterly corner of Lot 145 on the plan of Wexford Downs, Section One, as of record in Book 9700, page 308, Register's Office Davidson County, Tennessee; Thence with said right-of-way of Edmondson Pike, North 22 Degrees 19 Minutes 50 Seconds West a distance of 605.35 Feet to an iron pin (new); Thence continuing, around a curve to the right through a central angle of 18 Degrees 25 Minutes 45 Seconds, a radius of 833.39 Feet, an arc distance of 268.06 Feet, a chord bearing of North 13 Degrees 06 Minutes 58 Seconds West, a chord distance of 266.90 Feet to an iron pin (new); Thence with a return curve to the right through a central angle of 95 Degrees 54 Minutes 05 Seconds, a radius of 25.00 Feet, an arc distance of 41.84 Feet, a chord bearing of North 44 Degrees 02 Minutes 57 Seconds East, a chord distance of 37.13 Feet to an iron pin set on the southerly right-of-way of Mt. Pisgah Road; Thence with said right-of-way of Mt. Pisgah Road, South 88 Degrees 00 Minutes 00 Seconds East a distance of 1057.37 Feet to an iron pin; Thence leaving said right-of-way of Mt. Pisgah Road, and with a new line, severing said Williams Property, the following calls: South 02 Degrees 00 Minutes 00 Seconds West a distance of 183.67 Feet to an iron pin; Thence South 61 Degrees 05 Minutes 12 Seconds East a distance of 91.15 Feet to an iron pin; Thence South 13 Degrees 21 Minutes 37 Seconds East a distance of 107.76 Feet to an iron pin; Thence South 06 Degrees 10 Minutes 13 Seconds East a distance of 225.51 Feet to an iron pin; Thence South 80 Degrees 53 Minutes 36 Seconds West a distance of 70.00 Feet to an iron pin; Thence South 02 Degrees 48 Minutes 58 Seconds West a distance of 170.00 Feet to an iron pin; Thence around a curve to the right through a central angle of 00 Degrees 46 Minutes 24 Seconds, a radius of 707.96 Feet, an arc distance of 9.56 Feet, a chord bearing of North 86 Degrees 47 Minutes 50 Seconds West, a chord distance of 9.56 Feet to an iron pin; Thence South 03 Degrees 35 Minutes 22 Seconds West a distance of 110.00 Feet to an iron pin; Thence South 00 Degrees 42 Minutes 54 Seconds East a distance of 145.40 Feet to an iron pin; Thence South 16 degrees 25 Minutes 52 Seconds East a distance of 162.63 Feet to an iron pin at the northeasterly corner of an open space tract as shown on the afore-mentioned plan of Wexford Downs, Section One; Thence with the common line of the herein-described tract and said plan of Wexford Downs, Section One, the following calls: South 44 Degrees 34 Minutes 42 Seconds West a distance of 99.51 Feet to an iron pin; Thence South 62 Degrees 00 Minutes 40 Seconds West a distance of 89.52 Feet to an iron pin; Thence North 66 Degrees 40 Minutes 00 Seconds West a distance of 138.20 Feet to an iron pin; Thence North 45 Degrees 32 Minutes 53 Seconds West a distance of 41.98 Feet to an iron pin; Thence North 18 Degrees 27 Minutes 05 Seconds West a distance of 119.61 Feet to an iron pin; Thence North 01 Degrees 40 Minutes 46 Seconds East a distance of 175.75 Feet to an iron pin; Thence North 12 Degrees 59 Minutes 56 Seconds East a distance of 92.65 Feet to an iron pin; Thence North 77 Degrees 00 Minutes 04 Seconds West a distance of 37.64 Feet to an iron pin; Thence North 38 Degrees 20 Minutes 32 Seconds West a distance of 29.66 Feet to an iron pin; Thence North 70 Degrees 53 Minutes 01 Seconds West a distance of 150.00 Feet to an iron pin; Thence South 19 Degrees 06 Minutes 59 Seconds West a distance of 14.26 Feet to an iron pin; Thence North 70 Degrees 53 Minutes 01 Seconds West a distance of 90.00 feet to an iron pin; Thence North 82 Degrees 31 Minutes 45 Seconds West a distance of 64.01 Feet to an iron pin; Thence South 84 Degrees 35 Minutes 23 Seconds West a distance of 68.93 Feet to an iron pin; Thence South 68 Degrees 30 Minutes 14 Seconds West a distance of 69.39 Feet to an iron pin; Thence South 38 Degrees 22 Minutes 05 Seconds West a distance of 108.94 Feet to the point of beginning, containing 918,838 square feet or 21.094 acres, more or less.

Being the same property conveyed to John M. Williams by Court Decree of record in Book 1229, page 359, Register's Office for Davidson County, Tennessee. The said John M. Williams having since died leaving Elizabeth Williams Self, Rebecca Williams Williams and Anne Williams Pierce as his only heirs-at-law.