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Prepared By:
Baker, Donelson, Bearman & Caldwell (JJK)
511 Union Street, Suite 1700
P. O. Box 190613
Nashville, TN 37219

**FIRST AMENDMENT TO RECIPROCAL EASEMENT
AND OPERATION AGREEMENT**
019144

THIS FIRST AMENDMENT TO RECIPROCAL EASEMENT AND OPERATION AGREEMENT (hereinafter referred to as the "Amendment") is made and entered into this 24 day of May, 1996 by and between **HOWARD D. WALL AND SALLY S. WALL, d/b/a W. and O. Investments** (hereinafter referred to as "Landholder"), and **HOME DEPOT U.S.A., INC.**, a Delaware corporation (hereinafter referred to as "HD").

WITNESSETH:

WHEREAS, Landholder and HD heretofore made and entered into that certain Reciprocal Easement and Operation Agreement for the operation and maintenance of their parcels and the common areas of the facilities to be erected thereon dated June 30, 1995, filed at Deed Book 552, Page 257, Register's Office of Rutherford County, Tennessee (hereinafter referred to as the "Declaration"); and

WHEREAS, Landholder and HD desire to amend the Declaration as hereinafter set forth.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00), in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Notwithstanding the provisions of Article 3.01(g) and 3.01(i) to the contrary, the undersigned hereby consent to the construction of an Uncle Bud's Catfish Cabin Restaurant on Lot 7 as shown on the Final Plat Resubdivision of Lots 3, 5, 6 and 7, Home Depot Subdivision, of record in Plat Book 17, Page 137, Register's Office of Rutherford County, Tennessee, in accordance with the site plan and elevation drawing attached hereto as **Exhibit "A."**

2. Except as amended by this Amendment, the Declaration is unmodified and continues in full force and effect, and HD and Landholder hereby ratify and confirm the Declaration as so amended. The Declaration as amended hereby shall inure to the benefit of and be binding upon HD, Landholder and their successors, assigns, heirs and legal representatives. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed as of the day and year first above written.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

55856

491

RECORDING FEE 16.00
STATE TAX —
REGISTER'S FEE —
TOTAL PAID 16.00
RECEIPT NO. 67104

LANDHOLDER:

Robert E. Minter

Witness

Robert E. Minter

Witness

Howard D. Wall (SEAL)

Howard D. Wall

Sally S. Wall (SEAL)

Sally S. Wall

HD:

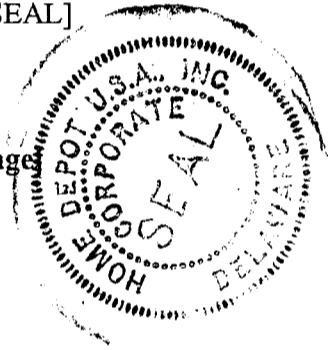
HOME DEPOT U.S.A., INC.,
a Delaware corporation

By: [Signature]

Name: William E. Harris

Its: Sr. V.P. - corporate Development

[CORPORATE SEAL]



[Acknowledgements Are Contained On The Following Pages]

STATE OF TENNESSEE
RUTHERFORD COUNTY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Howard D. Wall and Sally S. Wall, with whom I am personally acquainted and who upon oath, acknowledged themselves to be the individuals in the foregoing instrument, and that they executed the foregoing instrument for the purposes contained therein.

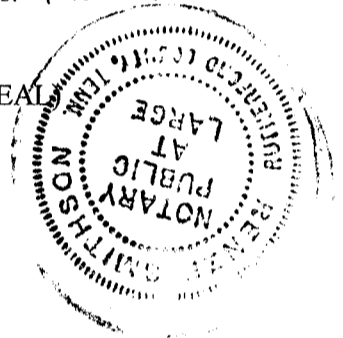
Witness my hand and official seal this 4th day of June, 1996.

Renee Smithson

Notary Public

My Commission Expires: 1-16-99

(NOTARIAL SEAL)



STATE OF GEORGIA
COUNTY OF COBB

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared William E. Harris, with whom I am personally acquainted and who upon oath, acknowledged himself to be the Sr. V.P. - Corporate Development of Home Depot U.S.A, a Delaware corporation, in the foregoing instrument, and that as such officer being duly authorized so to do executed the foregoing instrument for the purposes contained therein by signing in the name of Home Depot, U.S.A., Inc. as such officer.

Witness my hand and official seal this 24 day of May, 1996.

Vida Upton-Chen

Notary Public

My Commission Expires: February 21, 1997

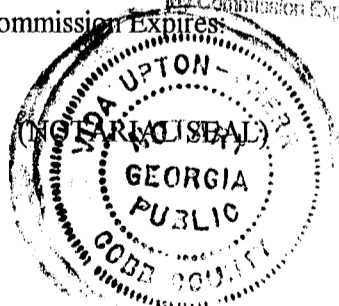
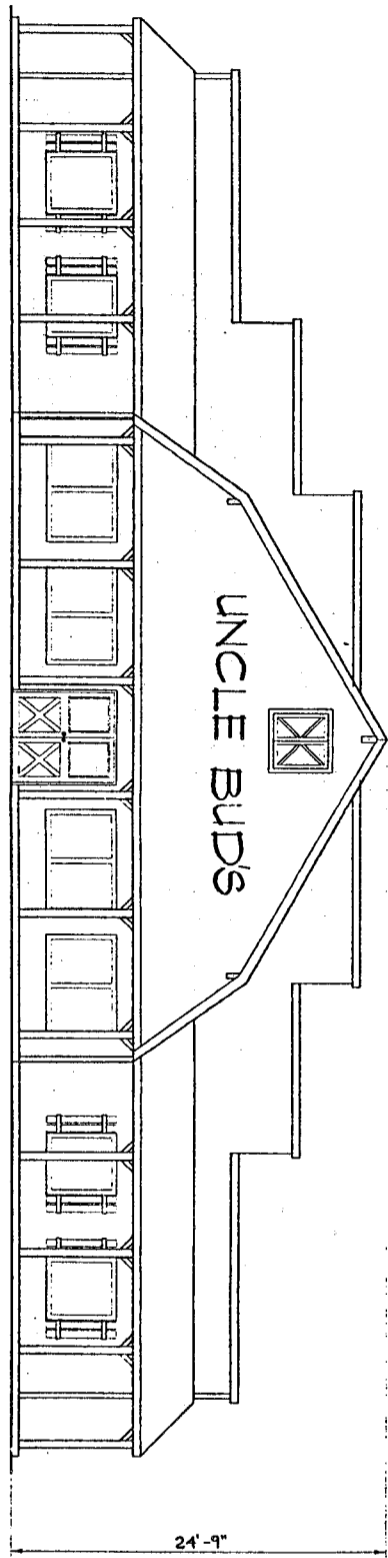
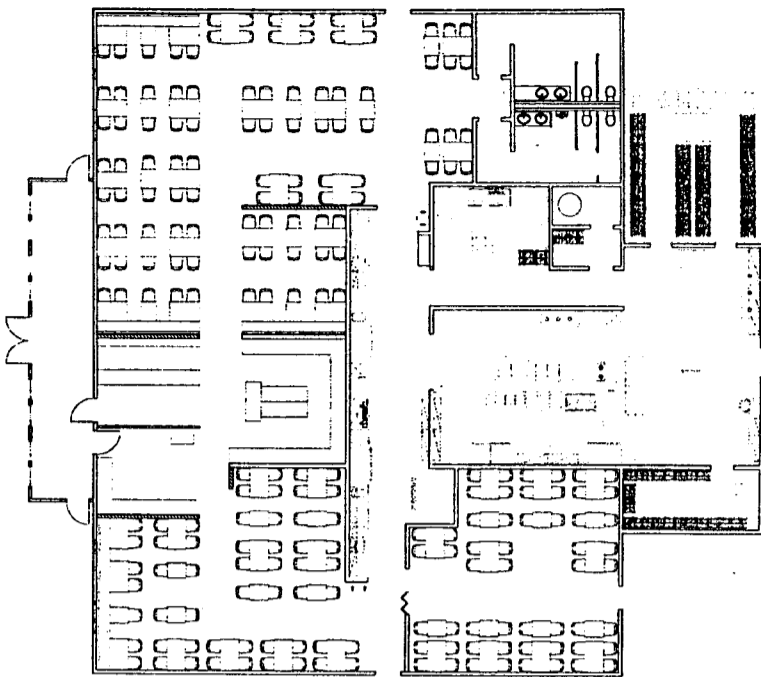


EXHIBIT A

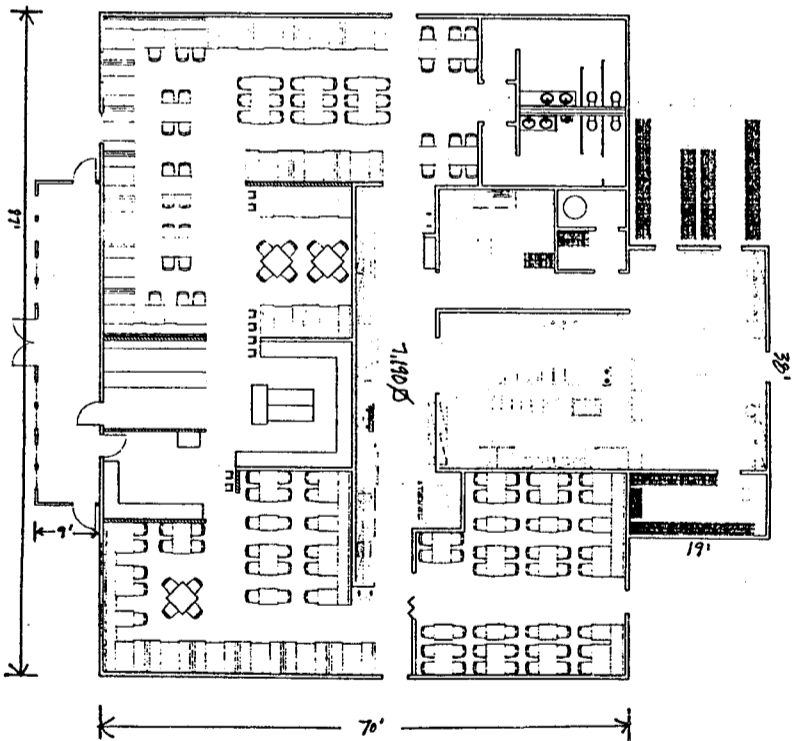


PROPOSED FRONT ELEVATION
SCALE: 1/8" = 1'-0"



PROPOSED FLOOR PLAN
SCALE: 1/8" = 1'-0"

State of Tennessee, Rutherford County
 I, Mark H. Moshea, Register of said county and state do certify that the foregoing instrument is registered in said office in book 574 page 491 that it was received June 6 1996 at 8:27 o'clock A. M and entered in notebook 78 page 333. Mark H. Moshea, Reg. John Henley Deputy



PROPOSED FLOOR PLAN
SCALE: 1/8" = 1'-0"

UNCLE BUDS
 PROTOTYPE

THOMAS L. ANDERSON
 ARCHITECT

THOMAS L. ANDERSON, ARCHITECT
 11405
 11405
 11405

ORDERED BY:
 THOMAS ANDERSON

DRAWN BY:
 JOHN BUDW

REVISIONS:

DATE:

PROPOSED FLOOR PLAN
 AND ELEVATIONS

PR-11