

**SECOND AMENDMENT TO DECLARATION  
OF EASEMENTS, COVENANTS, CONDITIONS AND  
RESTRICTIONS FOR BROOKFIELD SOUTH**

THIS SECOND AMENDMENT TO DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS FOR BROOKFIELD SOUTH (the "Second Amendment") is made as of the 6th day of February, 1997, by NATIONSBANK, N.A (successor to NationsBank, N.A. (Carolinas) and NationsBank of North Carolina, N.A.), AS TRUSTEE FOR THE NCNB REAL ESTATE FUND (hereinafter referred to as "Declarant");

**W I T N E S S E T H:**

WHEREAS, by that certain Declaration of Easements, Covenants, Conditions, and Restrictions for Brookfield South recorded in Deed Book 1539 at Page 887 in the Office of the R.M.C. for Greenville County, South Carolina (hereinafter referred to as the "Declaration"), Declarant subjected certain real property in Greenville County, South Carolina, to those certain protective covenants, conditions, restrictions and other provisions as set forth therein; and

WHEREAS, by that certain Amendment to Declaration of Easements, Covenants, Conditions and Restrictions for Brookfield South recorded in Deed Book 1539 at Page 931 in the Office of the R.M.C. for Greenville County, South Carolina (the "Amendment"), Declarant amended the Declaration in certain respects as set forth therein; and

WHEREAS, pursuant to Article X, Section 1 of the Declaration, Declarant, both as Declarant and as the owner of more than fifty percent (50%) of the acreage within the Property (as defined in the Declaration), desires to amend further the Declaration in certain aspects as provided herein.

NOW, THEREFORE, Declarant hereby declares that the property located in Greenville County, South Carolina, described on Exhibit A attached hereto and incorporated herein by reference (the "Released Property") is and shall be released and discharged from the easements, protective covenants, conditions, restrictions and all other terms and provisions set forth in the Declaration (as same has been and may further be amended or supplemented from time to time); and, whenever referred to therein, the term "Property" shall exclude the Released Property.

It is understood and agreed that this Second Amendment shall apply only to the Released Property, and, as to the remainder of the Property, the Declaration (as same has been and may further be amended or supplemented from time to time) and all terms therein shall remain in full force and effect.

Drawn by and mail to :

G. Lee Cory, Jr., Esquire  
Kennedy Covington Lobdell & Hickman, L.L.P.  
100 N. Tryon Street, Suite 4200  
Charlotte, North Carolina 28202-4006

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IN WITNESS WHEREOF, Declarant has caused this Second Amendment to be duly executed and sealed as of the day and year first above written.

NATIONSBANK, N.A. (successor to NationsBank, N.A. (Carolinas) and NationsBank of North Carolina, N.A.), AS TRUSTEE FOR THE NCNB REAL ESTATE FUND

By: Milton R. Hodges (SEAL)  
Its: SR Vice President

Signed, sealed and delivered in the presence of

G. LeLong  
Dessau Leigh Holt

Attest: George L. Hodges III  
Its: Assistant Secretary

[NOTARIAL SEAL]

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

PERSONALLY APPEARED before me the undersigned witness who made oath that s/he saw the within named Grantor sign, seal, by and through Milton R. Hodges, as Sr. Vice President, and George L. Hodges III, as Assistant Secretary, as and for the act and deed of the Grantor, deliver the within written deed, and that s/he, with the other witness who signed above, witnessed the execution thereof.

Sworn to before me this 6<sup>th</sup> day of February, 1997.

G. LeLong

Dessau Leigh Holt  
Notary Public for Mecklenburg Co., North Carolina  
My Commission Expires: 8-14-98

[NOTARIAL SEAL]

Exhibit ALegal Description

Lying and being in Greenville County, South Carolina, and being more particularly described as follows:

All that certain piece, parcel or tract of land situate, lying and being on the eastern side of Holland Road (formerly Verdin Road) and being shown and designated as containing 51.11 acres on a plat entitled "Survey for School District of Greenville County" prepared by Landrith Surveying, Inc., dated November 25, 1996, and recorded in the RMC Office for Greenville County, S.C., in Plat Book 34-N at Page 96, reference to which plat is hereby made for the metes and bounds description thereof.

FILED FOR RECORD IN GREENVILLE  
COUNTY SC RMC OFFICE AT 09:06 AM  
02/10/97 RECORDED IN DEED  
BOOK 1670 PAGE 0394  
DOC # 97008710

*Judy A. Hill*

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