

COBB COUNTY, GA.
RECORDS OFFICE

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CROSS-REFERENCE TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
FOR BROOKSTONE II, A COUNTRY
CLUB COMMUNITY, RECORDED IN
DEED BOOK 4550, PAGE 187,
COBB COUNTY, GEORGIA RECORDS

THIRD AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR BROOKSTONE II, A COUNTRY
CLUB COMMUNITY

THIS THIRD AMENDMENT is made as of the 1st day of July,
1988, by WILLOUGHBY & SEWELL DEVELOPMENT, LTD., a Georgia
limited partnership (hereinafter referred to as "Declarant").

W I T N E S S E T H:

WHEREAS, Declarant previously submitted and subjected
certain real property lying and being in Land Lots 264, 265 and
269 of the 20th District, 2nd Section of Cobb County, Georgia,
to the terms and conditions of that certain Declaration of
Covenants, Conditions and Restrictions for Brookstone II, a
Country Club Community, dated July 7, 1987, and recorded in
Deed Book 4550, Page 187, Cobb County, Georgia records
(hereinafter referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 2.02 of the
Declaration, Declarant retained and reserved the right,
privilege and option for a period of ten (10) years from and
after the date of the Declaration to submit to the terms and
provisions of the Declaration all or any portion of the real
property described in Exhibit B to the Declaration, such
property being defined as the "Additional Property" in the
Declaration; and

WHEREAS, Declarant desires to submit a portion of the
Additional Property, as that term is defined in the
Declaration, to the terms and provisions of the Declaration,
which portion is more particularly described in Exhibit A
attached hereto and by reference made a part hereof;

NOW, THEREFORE, Declarant, pursuant to and in accordance with the Declaration, hereby amends the Declaration as follows:

1. Submission of Property. The real property described in Exhibit A hereto, being a portion of the Additional Property, as that term is defined in the Declaration, is hereby submitted and made subject to the Declaration. Said property shall be owned, held, transferred, sold, conveyed, used, occupied and mortgaged or otherwise encumbered subject to the provisions of the Declaration, and the covenants, conditions, restrictions and easements set forth therein. From and after the filing for record of this Third Amendment in the office of the Clerk of the Superior Court of Cobb County, Georgia, the real property described in Exhibit A hereto shall be included in the meaning of the term "Property", as such term is defined in the Declaration.

2. Effect. Except as modified hereby, the Declaration shall remain unchanged and in full force and effect. This Third Amendment shall be binding upon and inure to the benefit of all Owners (as defined in the Declaration) and their respective heirs, legal representatives, successors and assigns.

IN WITNESS WHEREOF, Declarant has caused this Third Amendment to be executed in its name by its duly authorized officers under seal on the day and year first above written.

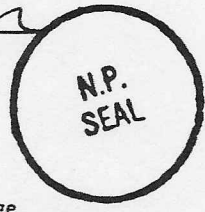
Signed, sealed and delivered in the presence of:

WILLOUGHBY & SEWELL DEVELOPMENT, LTD., a Georgia limited partnership

[Signature]
Witness

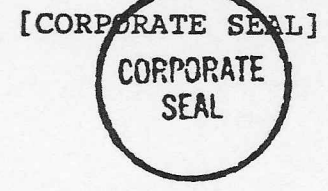
By: Willoughby & Sewell Development Company, Inc., as General Partner

[Signature]
Notary Public



By: *[Signature]*
Title: *[Signature]*

My Commission expires:
Notary Public, Georgia, State at Large
My Commission Expires Nov. 30, 1988



[NOTARIAL SEAL]

0217t

EXHIBIT A

TRACT 1

ALL THAT TRACT of parcel of land lying and being in Land Lot 264 of the 20th District, 2nd Section of Cobb County, Georgia and being more particularly described as follows:

BEGINNING at an iron pin set located on the western right-of-way line of Mars Hill Road (100 foot right-of-way), said iron pin being located north 02 degrees 36 minutes 29 seconds west, a distance of 48.69 feet from the intersection of the western right-of-way line of Mars Hill Road with the northwestern right-of-way line of Brown Road (70 foot right-of-way); thence running along said western right-of-way line of Mars Hill Road north 02 degrees 36 minutes 29 seconds east, a distance of 500.87 feet to a point; thence leaving said western right-of-way line of Mars Hill Road running north 87 degrees 27 minutes 46 seconds west, a distance of 452.59 feet to an iron pin set; thence running south 02 degrees 09 minutes 27 seconds east, a distance of 126.19 feet to a rebar; thence running south 01 degrees 59 minutes 58 seconds east, a distance of 100.19 feet to a point; thence running south 01 degrees 00 minutes 33 seconds west, a distance of 279.75 feet to a rebar; thence running south 88 degrees 03 minutes 27 seconds east, a distance of 426.28 feet to the POINT OF BEGINNING; said tract containing 5.04 acres and being designated as Tract 1 according to that certain boundary survey for Willoughby, et al., prepared by Gaskins Surveying Co, Inc. (John C. Gaskins, Georgia Registered Land Surveyor No. 2060), dated September 16, 1986, last revised December 9, 1986.

(0460K/6)

TRACT 2

ALL THAT TRACT of parcel of land lying and being in Land Lots 264 and 269 of the 20th District, 2nd Section of Cobb County, Georgia and being more particularly described as follows:

TO FIND THE TRUE POINT OF BEGINNING, commence at a point located at the intersection of the western right-of-way line of Mars Hill Road (100 foot right-of-way) and the northwestern right-of-way line of Brown Road (70 foot right-of-way); thence running along said western right-of-way line of Mars Hill Road north 02 degrees 36 minutes 29 seconds west, a distance of 48.69 feet to an iron pin set; thence leaving said right-of-way and running north 88 degrees 03 minutes 27 seconds west, a distance of 426.28 feet to a point and the TRUE POINT OF BEGINNING; from said TRUE POINT OF BEGINNING thence running south 0 degrees 38 minutes 23 seconds west, a distance of 261.45 feet to a rebar; thence running south 33 degrees 51 minutes 58 seconds west, a distance of 611.05 feet to a rebar; thence running south 33 degrees 25 minutes 14 seconds west, a distance of 110.24 feet to a rebar; thence running south 29 degrees 44 minutes 07 seconds west, a distance of 123.95 feet to a one and one-half inch pipe; thence running south 23 degrees 20 minutes 35 seconds west, a distance of 104.68 feet to a point; thence running south 40 degrees 06 minutes 31 seconds east, a distance of 299.91 feet to an iron pin found located on the northwestern right-of-way line of Brown Road (70 foot right-of-way); thence running along said northwestern right-of-way line of Brown Road south 15 degrees 21 minutes 12 seconds west, a distance of 87.98 feet to a rebar; thence leaving said northwestern right-of-way line of Brown Road running north 88 degrees 55 minutes 34 seconds west, a distance of 346.49 feet to a one and one-half inch flat bar; thence running north 89 degrees 34 minutes 55 seconds west, a distance of 295.43 feet to a rebar; thence running north 89 degrees 15 minutes 00 seconds west, a distance of 354.02 feet to a rebar located on the approximate land lot line common to Land Lots 268 and 269, said District and Section; thence running along said land lot line north 0 degrees 36 minutes 49 seconds west, a distance of 1,645.61 feet to a point; thence running south 89 degrees 52 minutes 41 seconds east, a distance of 1,322.43 feet to a point; thence running south 01 degrees 00 minutes 33 seconds west, a distance of 279.75 feet to a rebar and the TRUE POINT OF BEGINNING; said tract containing 42.58 acres and being designated as Tract 2 according to that certain boundary survey for Willoughby, et al., prepared by Gaskins Surveying Co, Inc. (John C. Gaskins, Georgia Registered Land Surveyor No. 2060), dated September 16, 1986, last revised December 9, 1986.

TRACT 3

ALL THAT TRACT of parcel of land lying and being in Land Lots 265 and 268 of the 20th District, 2nd Section of Cobb County, Georgia and being more particularly described as follows:

TO FIND THE TRUE POINT OF BEGINNING, commence at a point located at the intersection of the western right-of-way line of Mars Hill Road (100 foot right-of-way) and the northwestern right-of-way line of Brown Road (70 foot right-of-way); thence running along said western right-of-way line of Mars Hills Road north 02 degrees 36 minutes 29 seconds east, a distance of 48.69 feet to an iron pin set; thence leaving said right-of-way line and running north 88 degrees 03 minutes 27 seconds west, a distance of 426.28 feet to a point; thence running north 01 degrees 00 minutes 33 seconds east, a distance of 279.75 feet to a point; thence running north 89 degrees 52 minutes 41 seconds west, a distance of 1322.43 feet to a point located on the approximate land lot line common to Land Lots 264 and 265, said District and Section, and the TRUE POINT OF BEGINNING; from said TRUE POINT OF BEGINNING thence running along said land lot line south 0 degrees 36 minutes 49 seconds west, a distance of 1,645.61 feet to a rebar located on the approximate land lot line common to Land Lots 268 and 269, said District and Section; thence running along said land lot line south 0 degrees 19 minutes 24 seconds west, a distance of 559.42 feet to a rebar; thence leaving said land lot line running south 80 degrees 05 minutes 18 seconds west, a distance of 199.03 feet to a rebar; thence running south 80 degrees 04 minutes 55 seconds west, a distance of 133.12 feet to a rebar; thence running south 80 degrees 04 minutes 53 seconds west, a distance of 133.28 feet to a rebar; thence running south 80 degrees 16 minutes 37 seconds west, a distance of 183.62 feet to a rebar; thence running south 07 degrees 51 minutes 58 seconds east, a distance of 312.54 feet to an iron pin set located on the northwestern right-of-way line of Due West Road (70 foot right-of-way); thence running along said northwestern right-of-way line of Due West Road south 80 degrees 26 minutes 31 seconds west, a distance of 50.71 feet to an iron pin set; thence leaving said right-of-way line of Due West Road running north 07 degrees 51 minutes 58 seconds west, a distance of 311.42 feet to a rebar; thence running north 86 degrees 06 minutes 19 seconds west, a distance of 394 feet more or less to a point located on the center line of Dry Branch Creek; thence running along said center line of Dry Branch Creek in a northerly direction a distance of 443 feet more or less to a

point (tie line running north 20 degrees 47 minutes 23 seconds west, a distance of 349.33 feet to a point); thence leaving the center line of said creek and running north 89 degrees 19 minutes 44 seconds west, a distance of 834 feet more or less to a point; thence running north 30 degrees 56 minutes 22 seconds west, a distance of 366.45 feet to a point; thence running south 52 degrees 07 minutes 20 seconds west, a distance of 299.50 feet to a point located on the northeastern right-of-way line of Due West Road (70 foot right-of-way); thence running said northeastern right-of-way line of Due West Road the following courses and distances: north 37 degrees 49 minutes 47 seconds west, a distance of 50.50 feet to a point; north 33 degrees 44 minutes 52 seconds west, a distance of 95.65 feet to an iron pin set; north 29 degrees 33 minutes 57 seconds west, a distance of 79.59 feet to a point; thence leaving said northeastern right-of-way line of Due West Road running north 54 degrees 04 minutes 17 seconds east, a distance of 305.37 feet to a point; thence running north 29 degrees 38 minutes 21 seconds west, a distance of 599.45 feet to a rebar; thence running north 55 degrees 11 minutes 08 seconds east, a distance of 111.00 feet to an iron pin set; thence running north 27 degrees 34 minutes 50 seconds east, a distance of 530.93 feet to a rebar; thence running south 89 degrees 20 minutes 36 seconds east, a distance of 1,000.27 feet to a rebar; thence running north 0 degrees 39 minutes 45 seconds east, a distance of 435.57 feet to a rebar; thence running south 89 degrees 21 minutes 20 seconds east, a distance of 1,316.77 feet to the TRUE POINT OF BEGINNING, said tract containing 107.74 acres and being designated as Tract 3 according to that certain boundary survey for Willoughby, et al., prepared by Gaskins Surveying Co., Inc. (John C. Gaskins, Georgia Registered Land Surveyor No. 2060), dated September 16, 1986, last revised December 9, 1986.

(0460K/3-4)

TRACT 4

ALL THAT TRACT or parcel of land lying and being in Land Lot 267 of the 20th District, 2nd Section of Cobb County, Georgia and being more particularly described as follows:

TO FIND THE TRUE POINT OF BEGINNING, commence at an iron pin found located at the corner common to Land Lots 265, 266, 267 and 268, said District and Section; thence run south along the land lot line common to Land Lots 267 and 268 south 0 degrees 36 minutes 14 seconds west, a distance of 1,366.69 feet to an iron pin found and the TRUE POINT OF BEGINNING; from said TRUE POINT OF BEGINNING thence continuing along said land lot line south 0 degrees 36 minutes 14 seconds west, a distance of 194.25 feet to an iron pin set located on the northwestern right-of-way line of Woodlore Drive (50 foot right-of-way); thence running along said northwestern right-of-way line of Woodlore Drive the following courses and distances; along the arc of a curve to the right with a radius of 426.25 feet, an arc distance of 47.52 feet to a point; south 49 degrees 22 minutes 57 seconds west, a distance of 186.17 feet to a point; along the arc of a curve to the left with a radius of 474.91 feet, an arc distance of 156.31 feet to a point; south 30 degrees 31 minutes 27 seconds west, a distance of 95.01 feet to a point; along the arc of a curve to the right with a radius of 468.88 feet, an arc distance of 143.16 feet to a point; south 48 degrees 01 minutes 04 seconds west, a distance of 76.67 feet to a point; south 51 degrees 08 minutes 58 seconds west, a distance of 58.26 feet to a point; south 55 degrees 13 minutes 45 seconds west, a distance of 48.87 feet to a point; south 61 degrees 29 minutes 17 seconds west, a distance of 48.79 feet to a point; south 69 degrees 06 minutes 41 seconds west, a distance of 47.27 feet to a point; along the arc of curve to the right with a radius of 248.15 feet, an arc distance of 91.01 feet; north 82 degrees 02 minutes 13 seconds west, a distance of 64.01 feet to a point; along the arc of a curve to the left with a radius of 550.16 feet, an arc distance of 204.28 feet to a point; south 76 degrees 41 minutes 17 seconds west, a distance of 53.65 feet to a point; south 74 degrees 46 minutes 44 seconds west, a distance of 98.26 feet to a point; south 73 degrees 04 minutes 03 seconds west, a distance of 42.52 feet to an iron pin set located on the northeastern boundary line of Colonial Pipeline Easement; thence running along said northeastern boundary line of Colonial Pipeline

Easement the following courses and distances: north 45 degrees 17 minutes 36 seconds west, a distance of 1,502.16 feet to an iron pin set; north 33 degrees 11 minutes 32 seconds west, a distance of 231.29 feet to an iron pin set; north 40 degrees 36 minutes 32 seconds west, a distance of 178.67 feet to an iron pin set located on the county line common to Cobb and Paulding Counties; thence running along said county line north 0 degrees 38 minutes 58 seconds east, a distance of 864.87 feet to an iron pin found located on the land lot line common to Land Lots 266 and 267, said District and Section; thence running along said land lot line the following courses and distances; south 89 degrees 25 minutes 00 seconds east, a distance of 496.97 feet to a point; south 89 degrees 45 minutes 11 seconds east, a distance of 199.90 feet to a point; south 89 degrees 49 minutes 01 seconds east, a distance of 490.49 feet to a point; thence leaving said land lot line running south 0 degrees 39 minutes 24 seconds west, a distance of 1,330.83 feet to an iron pin found; thence running south 88 degrees 11 minutes 57 seconds east, a distance of 1,319.32 feet to the TRUE POINT OF BEGINNING; said tract containing 62.56 acres according to that certain survey for Willoughby, et al., prepared by Gaskins Surveying Co., Inc. (John C. Gaskins, Georgia Registered Land Surveyor No. 2060), dated April 18, 1986.

(0460K/1-2)

TRACT 5

ALL THAT TRACT or parcel of land lying and being in Land Lots 267, 303 and 304 of the 20th District, 2nd Section of Cobb County, Georgia and being more particularly described as follows:

TO FIND THE TRUE POINT OF BEGINNING, begin at an iron pin set located at the intersection of the northwestern right-of-way line of Antioch Road (50 foot right-of-way) and the land lot line common to Land Lots 268 and 304, said District and Section; thence running along said northwestern right-of-way line of Antioch Road the following courses and distances: south 04 degrees 29 minutes 07 seconds west, a distance of 16.56 feet to a point; south 05 degrees 19 minutes 52 seconds west, a distance of 106.70 feet to a point; south 06 degrees 10 minutes 37 seconds west, a distance of 89.37 feet to a point; along the arc of a curve to the right with a radius of 1,839.66 feet, an arc distance of 350.67 feet to a point; south 17 degrees 05 minutes 55 seconds west, a distance of 150.17 feet to a point; along the arc of a curve to the right with a radius of 2,066.26 feet, an arc distance of 208.64 feet to an iron pin found; thence leaving said northwestern right-of-way line of Antioch Road running north 89 degrees 49 minutes 24 seconds west, a distance of 1,695.01 feet to an iron pin set and the TRUE POINT OF BEGINNING; from said TRUE POINT OF BEGINNING running north 89 degrees 49 minutes 24 seconds west, a distance of 2,543.93 feet to an iron pin set located on the eastern right-of-way line of County Line Road (100 foot right-of-way); thence running along said eastern right-of-way line of County Line Road north 01 degrees 36 minutes 32 seconds west, a distance of 531.82 feet to an iron pin set located on the southeastern right-of-way line of Woodlore Drive (80 foot right-of-way at that point); thence running along said southeastern right-of-way line of Woodlore Drive the following courses and distances: south 82 degrees 31 minutes 53 seconds east, a distance of 144.15 feet to a right-of-way monument; north 05 degrees 14 minutes 07 seconds east, a distance of 13.65 feet to an iron pin set (50 foot right-of-way at that point); south 84 degrees 54 minutes 02 seconds east, a distance of 46.69 feet to a point; along the arc of a curve to the right with a radius of 1,671.38 feet, an arc distance of 133.98 feet to a point; south 80 degrees 18 minutes 27 seconds east, a distance of 175.09 feet to a point; along the arc of curve to

the left with a radius of 240.78 feet, an arc distance of 216.81 feet to a point; north 48 degrees 06 minutes 01 seconds east, a distance of 94.40 feet to a point; along the arc of a curve to the right with a radius of 467.89 feet, an arc distance of 147.92 feet to a point; north 66 degrees 12 minutes 47 seconds east, a distance of 69.74 feet to a point; along the arc of a curve to the left with a radius of 207.75 feet, an arc distance of 212.82 feet to a point; north 07 degrees 31 minutes 07 seconds east, a distance of 99.59 feet to a point; along the arc of a curve to the right with a radius of 926.94 feet, an arc distance of 155.99 feet to a point; along the arc of a curve to the right with a radius of 762.57 feet, an arc distance of 96.57 feet to a point; north 38 degrees 13 minutes 58 seconds east, a distance of 20.83 feet to a point; along the arc of curve to the right with a radius of 227.79 feet, an arc distance of 109.06 feet to an iron pin set located on the southwestern boundary line of Colonial Pipeline Easement; thence running along said boundary line of Colonial Pipeline Easement south 44 degrees 54 minutes 09 seconds east, a distance of 1,828.57 feet to the TRUE POINT OF BEGINNING; said tract containing 38.16 acres and being designated as Tract 2 according to that certain survey for Willoughby, et al., prepared by Gaskins Surveying Co., Inc. (John C. Gaskins, Georgia Registered Land Surveyor No. 2060), dated April 18, 1986.

(0460K/9-10)

TRACT 6

ALL THAT TRACT of parcel of land lying and being in Land Lots 267, 268, 303 and 304 of the 20th District, 2nd Section of Cobb County, Georgia and being more particularly described as follows:

BEGINNING at an iron pin found located at the intersection of the southwestern right-of-way line of Due West Road (50 foot right-of-way) and the southeastern right-of-way line of Woodlore Drive (50 foot right-of-way); thence running along said southwestern right-of-way line of Due West Road south 55 degrees 20 minutes 11 seconds east, a distance of 131.62 feet to an iron pin set; thence leaving said southwestern right-of-way line of Due West Road running south 09 degrees 13 minutes 01 seconds east, a distance of 694.24 feet to an iron pin found; thence running south 05 degrees 38 minutes 15 seconds west, a distance of 1,043.31 feet to an iron pin found located on the land lot line common to Land Lots 268 and 304, said District and Section; thence running along said land lot line south 87 degrees 38 minutes 56 seconds east, a distance of 1,299.35 feet to an iron pin set located on the northwestern right-of-way line of Antioch Road (50 foot right-of-way); thence running along said northwestern right-of-way line of Antioch Road the following courses and distances: south 04 degrees 29 minutes 07 seconds west, a distance of 16.56 feet to a point; south 05 degrees 19 minutes 52 seconds west, a distance of 106.70 feet to a point; south 06 degrees 10 minutes 37 seconds west, a distance of 89.37 feet to a point; along the arc of a curve to the right with a radius of 1,839.66 feet, an arc distance of 350.67 feet to a point; south 17 degrees 05 minutes 55 seconds west, a distance of 150.17 feet to a point; along the arc of a curve to the right with a radius of 2,066.26 feet, an arc distance of 208.64 feet to an iron pin found; thence leaving said northwestern right-of-way line of Antioch Road running north 89 degrees 49 minutes 24 seconds west, a distance of 1,695.01 feet to an iron pin set located on the southwestern boundary line of Colonial Pipeline Easement; thence running along said southwestern boundary line of Colonial Pipeline Easement north 44 degrees 54 minutes 09 seconds west, a distance of 1,828.57 feet to an iron pin set located on the southeastern right-of-way line of Woodlore Drive (50 foot right-of-way); thence running along said southeastern right-of-way line of Woodlore Drive the following courses and distances: along the arc of a curve to the right with a radius of 227.79 feet, an arc distance of 27.56 feet to a point; north

73 degrees 04 minutes 03 seconds east, a distance of 75.32 feet to a point; north 74 degrees 46 minutes 44 seconds east, a distance of 95.20 feet to a point; north 76 degrees 41 minutes 17 seconds east, a distance of 54.30 feet to a point; along the arc of a curve to the right with a radius of 500.16 feet, an arc distance of 185.72 feet to a point; south 82 degrees 02 minutes 13 seconds east, a distance of 64.01 feet to a point; along the arc of a curve to the left with a radius of 298.15 feet, an arc distance of 109.35 feet to a point; north 69 degrees 06 minutes 41 seconds east, a distance of 57.42 feet to a point; north 61 degrees 29 minutes 17 seconds east, a distance of 54.85 to a point; north 55 degrees 13 minutes 45 seconds east, a distance of 53.38 feet to a point; north 51 degrees 08 minutes 58 seconds east, a distance of 61.41 feet to a point; north 48 degrees 01 minutes 04 seconds east, a distance of 78.04 feet to a point; along the arc of a curve to the left with a radius of 518.88 feet, an arc distance of 158.42 feet to a point; north 30 degrees 31 minutes 27 seconds east, a distance of 95.01 feet to a point; along the arc of curve to the right with a radius of 424.91 feet, an arc distance of 139.85 feet to a point; north 49 degrees 22 minutes 57 seconds west, a distance of 186.17 feet to a point; along the arc of curve to the left with a radius of 476.25 feet, an arc distance of 320.01 feet to a point; north 10 degrees 53 minutes 01 seconds east, a distance of 126.76 feet to a point; north 12 degrees 33 minutes 15 seconds east, a distance of 106.86 feet to a point; north 17 degrees 27 minutes 01 seconds east, a distance of 44.08 feet to a point; along the arc of a curve to the right with a radius of 763.99 feet, an arc distance of 230.17 feet to a point; north 67 degrees 24 minutes 24 seconds east, a distance of 69.31 feet to a point; north 71 degrees 07 minutes 34 seconds east, a distance of 122.35 feet to the POINT OF BEGINNING; said containing 89.18 acres and being designated as Tract 1 according to that certain survey for Willoughby, etal., prepared by Gaskins Surveying Co, Inc. (John C. Gaskins, Georgia Registered Land Surveyor No. 2060), dated April 18, 1986.

(0460K/7-8)

LESS AND EXCEPT THE FOLLOWING DESCRIBED TRACTS OF LAND:

ALL THAT TRACT or parcel of land lying and being in Land Lots 264, 265 and 269 of the 20th District, 2nd Section of Cobb County, Georgia and being more particularly described as follows:

BEGINNING at a point located on the western right-of-way line of Mars Hill Road (100 foot right-of-way), said point being located North 02 degrees 35 minutes 29 seconds east along said western right-of-way line a distance of 69.93 feet from the intersection of the western right-of-way line of Mars Hill Road and the northwestern right-of-way line of Brown Road (70 foot right-of-way); thence running north 88 degrees 03 minutes 27 seconds west, a distance of 426.28 feet to a point; thence running south 00 degrees 38 minutes 23 seconds west, a distance of 261.45 feet to a point; thence running south 33 degrees 51 minutes 58 seconds west, a distance of 611.05 feet to a point; thence running south 33 degrees 25 minutes 14 seconds west, a distance of 110.24 feet to a point; thence running south 29 degrees 44 minutes 07 seconds west, a distance of 123.95 feet to a point; thence running south 23 degrees 20 minutes 35 seconds west, a distance of 104.68 feet to a point; thence running south 40 degrees 06 minutes 31 seconds east, a distance of 296.63 to a point located on the northwestern right-of-way line of Brown Road (70 foot right-of-way); thence running southwesterly along the northwestern right-of-way line of Brown Road and following the arc of a curve to the left (said arc being subtended by a chord bearing south 15 degrees 21 minutes 12 seconds west, a chord distance of 87.98 feet), an arc distance of 88.0 feet to a point; thence running north 88 degrees 55 minutes 34 seconds west, a distance of 346.49 feet to a point; thence running north 89 degrees 34 minutes 55 seconds west, a distance of 295.43 feet a point; thence running north 89 degrees 15 minutes 00 seconds west, a distance of 244.02 feet to a point; thence running north 08 degrees 11 minutes 39 seconds east, a distance of 269.97 feet to a point; thence running north 22 degrees 13 minutes 52 seconds east, a distance of 100.00 feet to a point; thence running north 36 degrees 14 minutes 44 seconds west, a distance of 112.95 feet to a point located on the southeastern right-of-way line of Fairwood Drive (50 foot right-of-way); thence running north 28 degrees 53 minutes 05 seconds west, a distance of 50.36 feet to a point located on the proposed northwestern right-of-way line of Fairwood Drive; thence running north 35 degrees 18 minutes

19 seconds west, a distance of 163.03 feet to a point; thence running north 68 degrees 00 minutes 38 seconds east, a distance of 156.79 feet to a point; thence running north 25 degrees 07 minutes 48 seconds west, a distance of 160.85 feet to a point located on the proposed southeastern right-of-way line of Fairwood Walk (50 foot right-of-way); thence running north 15 degrees 44 minutes 11 seconds east, a distance of 66.12 feet to a point located on the northwestern right-of-way line of Fairwood Walk; thence running north 25 degrees 07 minutes 48 seconds west, a distance of 147.82 feet to a point; thence running north 67 degrees 41 minutes 19 seconds east, a distance of 15.02 feet to a point; thence running north 36 degrees 46 minutes 04 seconds east, a distance of 109.7 feet to a point; thence running north 01 degrees 00 minutes 51 seconds east, a distance of 121.04 feet to a point; thence running north 37 degrees 37 minutes 47 seconds west, a distance of 61.37 feet to a point; thence running north 07 degrees 28 minutes 47 seconds west, a distance of 141.9 feet to a point located on the proposed southeastern right-of-way line of Fairwood Circle (50 foot right-of-way); thence running north 08 degrees 23 minutes 37 seconds east, a distance of 51.98 feet to a point located on the proposed northwestern right-of-way line of Fairwood Circle; thence running north 00 degrees 07 minutes 19 seconds east, a distance of 161.72 feet to a point; thence running south 89 degrees 52 minutes 41 seconds east, a distance of 1,273.18 feet to a point; thence running north 01 degrees 59 minutes 58 seconds west, a distance of 100.19 feet to a point; thence running north 02 degrees 09 minutes 27 seconds west, a distance of 126.19 feet to a point; thence running south 87 degrees 27 minutes 46 seconds east, a distance of 452.59 feet to a point located on the western right-of-way line of Mars Hill Road; thence running along said right-of-way line of Mars Hill Road south 02 degrees 36 minutes 29 seconds west, a distance of 500.87 feet to the POINT OF BEGINNING; said tract containing 44.29 acres according to that final subdivision plat for Brookstone P.D. II, Unit 1, prepared by Gaskins Surveying Co. (John C. Gaskins, Georgia Registered Land Surveyor No. 2060), dated June 12, 1987, recorded in Plat Book 115, page 36, Cobb County, Georgia Records.

(0457K)

Brookstone
P.D. II, Unit II

ALL THAT TRACT OR PARCEL OF LAND lying and being in Land Lot 264 of the 20th District, 2nd Section of Cobb County, Georgia, being more particularly described as follows:

TO FIND THE TRUE POINT OF BEGINNING, commence at a point located at the intersection of the land lot line common to Land Lots 264 and 265, said District, Section and County, with the southerly right-of-way line of Fords Road; thence running along the common land lot line of Land Lots 264 and 265 South 00 degrees 46 minutes 24 seconds West, a distance of 999.45 feet to a point; thence running South 89 degrees 52 minutes 41 seconds East, a distance of 624.83 feet to a point and the TRUE POINT OF BEGINNING; thence running North 13 degrees 10 minutes 39 seconds West, a distance of 1040.10 feet to a point located on the southerly right-of-way line of Fords Road (said right-of-way line being 30 feet from the centerline of Fords Road at this point); thence running along said southerly right-of-way line of Fords Road the following courses and distances: along the arc of a curve to the left, having a radius of 714.56 feet, a distance of 138.63 feet to a point; and North 71 degrees 28 minutes 05 seconds East, a distance of 433.40 feet to a point; thence leaving said southerly right-of-way line of Fords Road and running South 01 degrees 57 minutes 46 seconds East, a distance of 1183.00 feet to a point; thence running South 16 degrees 00 minutes 00 seconds West, a distance of 41.67 feet to a point; thence running South 88 degrees 24 minutes 05 seconds West, a distance of 106.74 feet to a point; thence running along the arc of a curve to the right, having a radius of 437.20 feet, a distance of 86.78 feet to a point; thence running South 09 degrees 46 minutes 24 seconds West, a distance of 15.00 feet to a point; thence running South 35 degrees 13 minutes 36 seconds East, a distance of 28.28 feet to a point located on the northeasterly right-of-way line of Fairwood Drive (a 50 foot right-of-way); thence running along said northeasterly right-of-way line of Fairwood Drive the following courses and distances: North 80 degrees 13 minutes 36 seconds West, a distance of 45.00 feet to a point; and along the arc of a curve to the left, having a radius of 602.10 feet, a distance of 45.01 feet to a point; thence leaving said northeasterly right-of-way line of Fairwood Drive and running North 53 degrees 06 minutes 24 seconds East, a distance of 29.09 feet to a point; thence running North 09 degrees 46 minutes 24 seconds East, a distance of 15.52 feet to a point; thence running along the arc of a curve to the left, having a radius of 387.20 feet, a distance of 121.83 feet to a point; thence running North 89 degrees 52 minutes 41 seconds West, a distance of 177.66 feet to a point and the TRUE POINT OF BEGINNING; being 11.84 acres as shown on that certain Final Plat of Brookstone P. D. II, Unit II, prepared by Gaskins Surveying Co. (Daniel Trenholm Baker, Georgia Registered Land Surveyor No. 2327), dated February 1, 1988, and recorded in Plat Book 119, Page 93, Cobb County, Georgia records.

ORIGINAL RECORDED ON 7-7-87

BROOKSTONE II
AMENDMENTS TO THE CCR'S

1ST AMENDMENT: 2-29-88; SUBMIT ADDITIONAL PROPERTY

2ND AMENDMENT: 3-1-88; SUBMIT ADDITIONAL PROPERTY

3RD AMENDEMNT: 3-1-88; SUBMIT ADDITIONAL PROPERTY