

for file

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Pamela K. Berglund, Tippecanoe County Recorder

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Pamela K. Berglund, Tippecanoe County Recorder

**FIRST SUPPLEMENTAL DECLARATION of COVENANTS,
CONDITIONS and RESTRICTIONS of SADDLEBROOK ESTATES**

This First Supplemental Declaration of Covenants, Conditions and Restrictions of Saddlebrook Estates ("First Supplemental Declaration"), has been executed as of the 12th day of August, 1999, by SADDLEBROOK DEVELOPMENT, L.L.C., an Indiana LIMITED LIABILITY COMPANY, ("Successor Declarant").

RECITALS

1. Crossman Communities Partnership, an Indiana General Partnership, (sometimes herein referred to as the "Declarant" and sometimes as the "Original Declarant") has previously entered into a Declaration Agreement ("Original Declaration") dated January 24, 1996, and recorded February 5, 1996, as Document Number 96-01959 in the Office of the Recorder of Tippecanoe County, Indiana, restricting all Lots in the Property and Additional Real Estate as may be made subject to the Original Declaration.

2. The Original Declarant transferred its interest in the Real Estate to Successor Declarant on the 30th day of December, 1998, with the Original Declarant becoming a member of the limited liability company of Successor Declarant.

3. The Original Declaration contemplated that the Declarant may from time to time add to the Property all or any part of Additional Real Estate, subject, in all respects, to the Original Declaration and all rights, obligations and privileges therein.

DULY ENTERED FOR TAXATION
SUBJECT TO FINAL ACCEPTANCE
FOR TRANSFER.

AUG 26 1999

[Signature]
AUDITOR OF TIPPECANOE CO.

DULY ENTERED FOR TAXATION
SUBJECT TO FINAL ACCEPTANCE
FOR TRANSFER.

AUG 17 1999

[Signature]
AUDITOR OF TIPPECANOE CO.

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4. This First Supplemental Declaration is entered into by the Successor Declarant pursuant to the Original Declaration for the purpose of transferring the interest of the Original Declarant and adding Additional Real Estate which shall become a part of the Property and subject, in all respects, to this Declaration and all rights, obligations, and privileges herein.

5. All acts and things have been done and performed which are necessary to transfer the interests of the Original Declarant to the Successor Declarant and add Additional Real Estate that, when executed and recorded in the Records of Tippecanoe County, Indiana, are enforceable with their respective terms and to make this First Supplemental Declaration a valid and binding agreement.

NOW, THEREFORE, THIS FIRST SUPPLEMENTAL DECLARATION WITNESSETH,
THAT:

Article I. Definitions

Section 1.01 Definitions

(A) Unless otherwise provided herein, the terms defined in Article II of the Original Declaration shall, for all purposes, have the same meaning specified in the First Supplemental Declaration.

(B) In addition, the terms defined in this Section 1.01(B) shall, for all purposes of this First Supplemental Declaration, have the meanings specified in this Section 1.01(B).

“First Supplemental Declaration” means this First Supplemental Declaration authorizing the transfer of interest from the Original Declarant to the Successor Declarant and the addition of Additional Real Estate which shall become part of the Property.

"Successor Declarant" means Saddlebrook Development, L.L.C., an Indiana Limited Liability Company, and its successors and assigns.

Article II. Transfer of Declarant's Interest

Section 2.01 Transfer of Declarant's Interest

Original Declarant transferred all of its interest in the Real Estate to the Successor Declarant on the 30th day of December, 1998, with the Original Declarant becoming a member of the limited liability company of Successor Declarant.

Article III. Transfer of Additional Real Estate to the Property

Section 3.01 Transfer of Additional Property

Successor Declarant has been or is the owner of certain real estate more commonly described in what is marked Exhibit A, attached hereto and incorporated herein by this reference, which real estate is declared Additional Real Estate and is hereby added to the Property, and therefore becomes a part of the Property and subject in all respects to the Original Declaration when recorded in the Records of Tippecanoe County, Indiana.

Article IV. Miscellaneous

Section 4.01 Survival of Original Declaration

Except to the extent modified, amended, or supplemented by this First Supplemental Declaration, the Original Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, Saddlebrook Development, L.L.C., an Indiana Limited Liability Company, has caused this Declaration to be executed as of the date first written above.

SADDLEBROOK DEVELOPMENT, L.L.C.,
An Indiana Limited Liability Company

by: *Derrin P. Sorenson*
Derrin P. Sorenson, Member

STATE OF INDIANA)
) SS:
TIPPECANOE COUNTY)

Before me, a Notary Public in and for said County and State, personally appeared Derrin P. Sorenson, as a Member of Saddlebrook Development, L.L.C., an Indiana Limited Liability Company, who, for and on behalf of said Company, acknowledged the execution of the foregoing Declaration, and who, having been duly sworn, stated that the representations therein contained are true.

Witness my hand and Notarial Seal this 12th day of August, 1999.



Joann Maisonnet
(written)
JOANN MAISONNET
(printed)

NOTARY PUBLIC
Resident of Tippecanoe County, IN.

This instrument prepared by: Daniel A. Teder of the firm of REILING TEDER & SCHRIER, 117 North Fourth Street, P. O. Box 280, Lafayette, IN 47902-0280; Telephone: (765) 423-5333; Facsimile: (765) 423-4564; E-mail: rtslawfirm@aol.com

KEY # 112-03000-0599

DESCRIPTION: ARLINGTON COMMONS, PHASE I

A part of the Southwest Quarter of Section 30, Township 23 North, Range 3 West, Perry Township, Tippecanoe County, Indiana, and being a part of the Saddlebrook Development, L.L.C. real estate as described in Document Number 96-27216 in the Office of the Recorder of Tippecanoe County, Indiana; described as follows:

Commencing at a Berntsen monument marking the northwest corner of the Southwest Quarter of said Section 30, thence North $89^{\circ} 45' 51''$ East; along the North line of the Southwest Quarter of said Section 30, a distance of 1,401.58 feet to the POINT OF BEGINNING of this description; Thence continuing North $89^{\circ} 45' 51''$ East, along said North line, 246.01 feet; thence South $00^{\circ} 11' 25''$ East, 255.00 feet; thence South $17^{\circ} 13' 07''$ East, 221.96 feet; thence South $00^{\circ} 11' 25''$ East, 255.00 feet to the South line of a 70.00 acre tract as shown on an Indiana Land Title Survey prepared by John E. Fisher Co., Inc., and recorded in the Office of the Recorder of said Tippecanoe County as Document Number 97-23093; thence South $89^{\circ} 45' 51''$ West, along the South line of said 70.00 acre tract and parallel with the North line of said Southwest Quarter, 374.87 feet; thence North $00^{\circ} 14' 09''$ West, 160.00 feet; thence North $89^{\circ} 45' 51''$ East, 50.25 feet; thence North $00^{\circ} 14' 09''$ West, 140.00 feet; thence North $18^{\circ} 40' 15''$ West, 63.25 feet; thence North $00^{\circ} 14' 09''$ West, 250.00 feet; thence North $89^{\circ} 45' 51''$ East, 34.19 feet; thence North $00^{\circ} 14' 09''$ West, 112.28 feet to the POINT OF BEGINNING, containing 5.125 acres, more or less.

The bearings used in the above description are based on the North line of the Southwest Quarter of said Section 30 as bearing North $89^{\circ} 45' 51''$ East.

DESCRIPTION: ARLINGTON COMMONS, PHASE 2

A part of the Southwest Quarter of Section 30, Township 23 North, Range 3 West, Perry Township, Tippecanoe County, Indiana, and being a part of the Saddlebrook Development, L.L.C. real estate as described in Document Number 96-27216 in the Office of the Recorder of Tippecanoe County, Indiana; described as follows:

Commencing at a Berntsen monument marking the northwest corner of the Southwest Quarter of said Section 30, thence North 89° 45' 51" East, along the North line of the Southwest Quarter of said Section 30, a distance of 801.58 feet to the POINT OF BEGINNING of this description; Thence continuing North 89° 45' 51" East, along said North line, 600.00 feet; thence South 00° 14' 09" East, 112.28 feet; thence South 89° 45' 51" West, 34.19 feet; thence South 00° 14' 09" East, 250.00 feet; thence South 18° 40' 15" East, 63.25 feet; thence South 00° 14' 09" East, 140.00 feet; thence South 89° 45' 51" West, 50.25 feet; thence South 00° 14' 09" East, 160.00 feet to the South line of a 70.00 acre tract as shown on an Indiana Land Title Survey prepared by John E. Fisher Co., Inc., and recorded in the Office of the Recorder of said Tippecanoe County as Document Number 97-23093; thence South 89° 45' 51" West, along the South line of said 70.00 acre tract and parallel with the North line of said Southwest Quarter, 600.00 feet; thence North 00° 14' 09" West, 160.00 feet; thence North 89° 45' 51" East, 90.25 feet; thence North 00° 14' 09" West, 400.00 feet; thence South 89° 45' 51" West, 25.81 feet; thence North 00° 14' 09" West, 162.28 feet to the POINT OF BEGINNING, containing 9.437 acres, more or less.

The bearings used in the above description are based on the North line of the Southwest Quarter of said Section 30 as bearing North 89° 45' 51" East.

DESCRIPTION Arlington Commons, Phase 3

Exhibit A

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A part of the West half of Section 30, Township 23 North, Range 3 West, Perry Township, Tippecanoe County, Indiana, more particularly described as follows:

Commencing at a Berntsen Monument marking the the northwest corner of the southwest quarter of said Section 30; thence North 89°45'51" East, along the northern line of the southwest quarter of said Section 30, a distance of 55.00 feet to the eastern right-of-way line of County Road 500 East and the point of beginning of this description; thence North 00°00'00" East, along said eastern right-of-way line, a distance of 88.62 feet to the southern line of Saddlebrook Estates Subdivision, Phase 1, Part 1 as per the plat thereof recorded in Plat Cabinet E, Slide 100 in the Office of the Recorder of Tippecanoe County, Indiana; thence traversing the southern lines of said Saddlebrook Estates Subdivision, Phase 1, Part 1 the following four (4) courses: (1) northeasterly, along a tangent curve to the right having a central angle of 89°45'51", a radius of 29.50 feet, and an arc length of 46.22 feet; (2) North 89°45'51" East a distance of 65.62 feet; (3) North 87°39'15" East a distance of 190.13 feet; (4) North 89°45'51" East a distance of 40.90 feet to the northwest corner of Lot numbered 176 in the Replat of Lots 175 and 176 in Saddlebrook Estates Subdivision, Phase 1, Part 1 as per the plat thereof recorded in Plat Cabinet E, Slide 190 in said Office of the Recorder; thence South 00°14'09" East, along the western line of said Lot numbered 176, a distance of 84.49 feet to the southern line of said Lot numbered 176; thence North 90°00'00" East, along said southern line, a distance of 124.65 feet to the western right-of-way line of Gallop Drive; thence South 00°00'00" East, along said western right-of-way line, a distance of 40.00 feet; thence North 89°45'51" East, along the southern line of said Saddlebrook Estates Subdivision, Phase 1, Part 1, along the southern line of said Replat of Lots 175 and 176 in Saddlebrook Estates Subdivision, Phase 1, Part 1, and along the southern line of Saddlebrook Estates Subdivision, Phase 1, Part 2 as per the plat thereof recorded in Plat Cabinet E, Slide 115 in said Office of the Recorder, a distance of 295.71 feet to the western line of Arlington Commons, Phase 2 as per the plat thereof recorded in Plat Cabinet F, Slide 39 in the aforesaid Office of the Recorder; thence traversing the western lines of said Arlington Commons, Phase 2 the following five (5) courses: (1) South 00°14'09" East a distance of 162.28 feet; (2) North 89°45'51" East a distance of 25.81 feet; (3) South 00°14'09" East a distance of 400.00 feet; (4) South 89°45'51" West a distance of 90.25 feet; (5) South 00°14'09" East a distance of 160.00 feet; thence South 89°45'51" West a distance of 613.54 feet to the eastern right-of-way line of County Road 500 East; thence North 05°43'20" West, along said eastern right-of-way line, a distance of 717.85 feet; thence North 00°00'00" East, continuing along said eastern right-of-way line, a distance of 7.72 feet to the point of beginning, containing 12.834 acres, more or less.

The above bearings are based upon the northern line of the southwest quarter of said Section 30 as bearing North 89°45'51" East.

DESCRIPTION-SADDLEBROOK ESTATES SUBDIVISION, PHASE 3

A part of the Saddlebrook Development, L.L.C. real estate as described in Document Number 96-27215 in the Office of the Recorder of Tippecanoe County, Indiana, and located in the northwest quarter of Section 30, Township 23 North, Range 4 West, Perry Township, Tippecanoe County, Indiana, described as follows:

Commencing at an iron pipe marking the southeast corner of the northwest quarter of said Section 30; thence North 00°11'31" West, along the eastern line of said northwest quarter, 31.09 feet to the northern right-of-way line of the proposed Stable Drive; thence traversing said northern right-of-way line the following three courses: (1) North 75°00'10" West, 448.06 feet; thence (2) northwesterly, along a curve to the left having a central angle of 151°3'59", a radius of 1030.00 feet, and an arc length of 273.84 feet; thence South 89°45'51" West, 616.93 feet to the southeast corner of Lot 93 in Saddlebrook Estates Subdivision, Phase 1, Part 2 as per the plat thereof recorded in Plat Cabinet E, Slide 115, in the Office of the Recorder of Tippecanoe County, Indiana; thence North 00°11'25" West, along the eastern line of said Saddlebrook Estates Subdivision, Phase 1, Part 2, and along the eastern line of Saddlebrook Estates Subdivision, Phase 2 as per the plat thereof recorded in Plat Cabinet E, Slide 152 in said Office of the Recorder, a distance of 1205.49 feet to the southeast corner of Brookfield Farms Subdivision, Phase Two as per the plat thereof recorded as Document Number 94-14430 in said Office of the Recorder; thence North 00°11'25" West, along the eastern line of said Brookfield Farms Subdivision, Phase Two, a distance of 267.74 feet to the northern line of said Saddlebrook Development, L.L.C. real estate; thence North 89°45'29" East, along said northern line, 1319.95 feet to the eastern line of the northwest quarter of said Section 10; thence South 00°11'31" East, along said eastern line, 1627.29 feet to the point of beginning, containing 45.663 acres, more or less.

The above bearings are based upon the eastern line of the northwest quarter of said Section 30 as bearing South 00°11'31" East.