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SUPPLEMENT TO DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR DEERFIELD IIIe, DEERFIELD IIIf AND DEERFIELD IIIg

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This Supplement to Declaration of Covenants, Conditions, and Restrictions for Deerfield IIIe, Deerfield IIIf and Deerfield IIIg is made on January 29, 2004 by Colonial/Jordan Partners, L.P., a Mississippi Limited Partnership ("Declarant").

The Declarant filed for record a Declaration of Covenants, Conditions, and Restrictions for Deerfield III ("Declaration") on June 15, 1995 in the office of the Chancery Clerk of Madison County, Mississippi, which is recorded in Book 0934 at Page 480. Except as otherwise defined herein, all capitalized terms are used herein as defined in the Declaration.

As contemplated by Section 2.03 of Article II of the Declaration, a certain portion of the Additional Property has been platted as Deerfield IIIe, Deerfield IIIf and Deerfield IIIg (the "Annexed Property").

The Declarant desires to impose upon the Annexed Property mutually beneficial restrictions and covenants for the benefit of all Owners, as provided in Section 2.04(c) of Article II of the Declaration.

NOW, THEREFORE, the provisions of Section 2.05 of Article II of the Declaration are hereby effective as to the Annexed Property, and the Declaration, as it may now or hereafter be amended, shall apply to and affect the Annexed Property described in that certain Plat of Deerfield IIIe, Deerfield IIIf and Deerfield IIIg recorded in Plat Cabinet 147, 148, 149 at Slide _____ in the office of the aforesaid Chancery Clerk, as though such Annexed Property was originally subjected to the provisions of the Declaration and to the same extent and degree as the Declaration now affects the Property except for such additions and/or modifications, if any, as are hereinafter set forth:

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1. Section 5.13 of Article V is hereby amended to add the following subparagraph:

- (c) Lots 4 through 17, in Deerfield IIIe, not less than 2,600 square feet.
- (f) Lots 23 through 25, in Deerfield IIIe, not less than 2,200 square feet.
- (g) Lots 46 through 69, in Deerfield IIIf, not less than 2,200 square feet.
- (h) Lots 92 through 112, in Deerfield IIIg, not less than 1,800 square feet.

IN WITNESS WHEREOF THE DECLARANT HAS CAUSED this Supplement to be duly executed on the date first above mentioned.

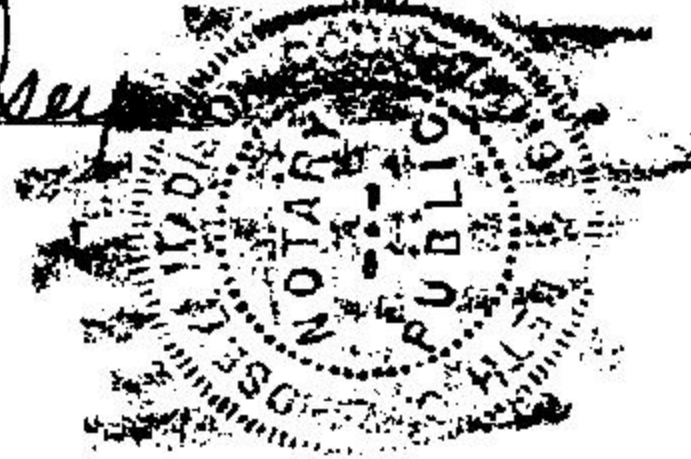
Colonial/Jordan Partners, L.P., a
Mississippi Limited Partnership

By: Mark S. Jordan, President
Mark S. Jordan, President

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the said County and State, on this 29th day of January, 2004, within my jurisdiction, the within named Mark S. Jordan who acknowledged that he is President of Colonial/Jordan Partners, L.P., a Mississippi Limited Partnership and that for and on behalf of the said Limited Partnership, and as its act and deed as President of said Limited Partnership, he executed the above and foregoing instrument after first having been duly authorized by said corporation and partnership, so to do.

Beth Lindsey
NOTARY PUBLIC



My Commission Expires:

MY COMMISSION EXPIRES SEPT. 23, 2007
(Affix Notary Seal)

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MADISON COUNTY MS This instrument was
filed for record 2004, JAN. 29 at 3:40 PM
Book 1736 Page 993
ARTHUR JOHNSTON, CHANCERY CLERK
BY: Boa D.C.