

**IN THE CHANCERY COURT OF TENNESSEE FOR THE
THIRTIETH JUDICIAL DISTRICT AT MEMPHIS, SHELBY COUNTY**

DOYLE E. SILLIMAN and MARILYN WILLIAMS,
on behalf of himself and other similarly situated
property owners,

Plaintiffs,

No. 110242-3

HARRY E. SMITH, III and wife, KATHLEEN
J. SMITH and LARRY SAWYER and wife,
WANDA SAWYER, on behalf of themselves
and other similarly situated property owners,

Plaintiffs,

No. 110244-3

ROBERT E. TEUTSCH and wife, ROSLYN
M. TEUTSCH and FRANK G.
WITHERSPOON and wife, MARTHA C.
WITHERSPOON, on behalf of themselves and
other similarly situated property owners,

Plaintiffs,

No. 110243-1

vs.

CITY OF MEMPHIS, TENNESSEE, et al.,

Defendants.

AMENDED CONSENT FINAL JUDGMENT

IT APPEARING TO THE COURT that the City of Memphis, Tennessee did, under authority of Tennessee Code Annotated § 6-51-102, proceed to pass on third and final reading Ordinance No. 4513, thereby annexing into the City of Memphis that property described in the body of said Ordinance, and commonly described as the Southwind Annexation Area; and

IT FURTHER APPEARING TO THE COURT that, pursuant to Tennessee Code Annotated § 6-51-103, the above-captioned lawsuits were filed by the Plaintiffs herein challenging the legality and reasonableness of said Annexation Ordinance; and

IT FURTHER APPEARING that the annexation of the portions of the Southwind Annexation Area, described as areas "A1, A2 and A3" on the attached amended map, which is incorporated herein by reference as Exhibit 1, and described in the amended legal description incorporated by reference herein and attached as Exhibit 2, is reasonable and necessary considering the health, safety and welfare of the citizens and property owners of the area as well as the citizens and property owners of the City of Memphis considering the present character and nature of the area; and

IT FURTHER APPEARING that the Parties to this cause agree and desire that the effective date for the annexation of areas "A1, A2 and A3", as set forth and described in the attached amended map, Exhibit 1, and described in the amended legal description incorporated by reference herein and attached as Exhibit 2, shall change from the original date of June 30, 2006, as provided in the Consent Final Judgment entered May 10, 2006, to instead become operative effective December 31, 2006, thus annexing this area into the city limits of the City of Memphis; and

IT FURTHER APPEARING that the annexation of the area described as area "B1 and B2" on the attached amended map, which is incorporated herein by reference and attached as Exhibit 1, and described in the amended legal description incorporated by reference herein and attached as Exhibit 3 will be reasonable and necessary considering the health, safety and welfare of the citizens and property owners of the area as well as the citizens and property owners of the City of Memphis given the present character and nature of the area on December 31, 2013; and

IT FURTHER APPEARING that the Parties to this cause agree and desire that the effective date for the annexation of areas "B1 and B2", as set forth in the attached amended map, Exhibit 1, and described in the amended legal description incorporated by reference herein and attached as Exhibits 3, to become operative effective December 31, 2013, thus annexing this area into the city limits of the City of Memphis; and

IT FURTHER APPEARING that the parties agreed to the terms of this Consent Final Judgment knowingly and with the affirmative intention to waive any right to appeal this Consent Final Judgment; and

IT FURTHER APPEARING, upon representation of all parties as evidenced by the signatures of their legal counsel below, that all matters in dispute have been resolved and that all parties have agreed that a Final Judgment, by Consent, should be entered upon the terms set forth below; and

IT FURTHER APPEARING to the Court that this proposed compromise and settlement is reasonable and proper and should be adopted by the Court;

IT FURTHER APPEARING to the Court that the Consent Final Judgment entered May 10, 2006, should be withdrawn and expunged from the Court's record to avoid confusion and assure that the effective dates set forth herein are known to the public to be the effective dates of this annexation;

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED as follows:

1. The annexation by Ordinance No. 4513 of that portion of the area commonly known as the Southwind Annexation Area described as areas "A1, A2 and A3" on the attached map, Exhibit 1, and described in the attached legal description, Exhibit 2, is hereby deemed to be reasonable in consideration of the health, safety and welfare of the citizens and property owners

of the City of Memphis, and the annexation of this area shall be effective December 31, 2006; and

2. The annexation of the portion of the area commonly known as the Southwind Annexation Area described as areas "B1 and B2" on the attached map, Exhibit 1, and described in the legal description incorporated by reference herein and attached as Exhibit 3, will be reasonable and shall be effective on December 31, 2013.

3. Within the time frame established in Paragraphs 1 and 2 above, the validity of Ordinance No. 4513 is hereby sustained.

4. The entry of this Final Judgment fully adjudicates the claims, rights and liabilities of all parties in this case and there shall be no period from entry of this Order during which it may be appealed or otherwise contested.

5. The Consent Final Judgment entered May 10, 2006, is hereby Ordered withdrawn and expunged from the Court's record to avoid confusion and assure that the effective dates set forth herein are known to the public to be the effective dates of this annexation

6. All court costs of this proceeding are assessed against the Defendant, City of Memphis, for all of which let execution issue, if necessary.

D. J. ALISSANDRATOS

CHANCELLOR

JUN 08 2006

DATE

TRUE COPY ATTEST

Deputy Clerk of Court



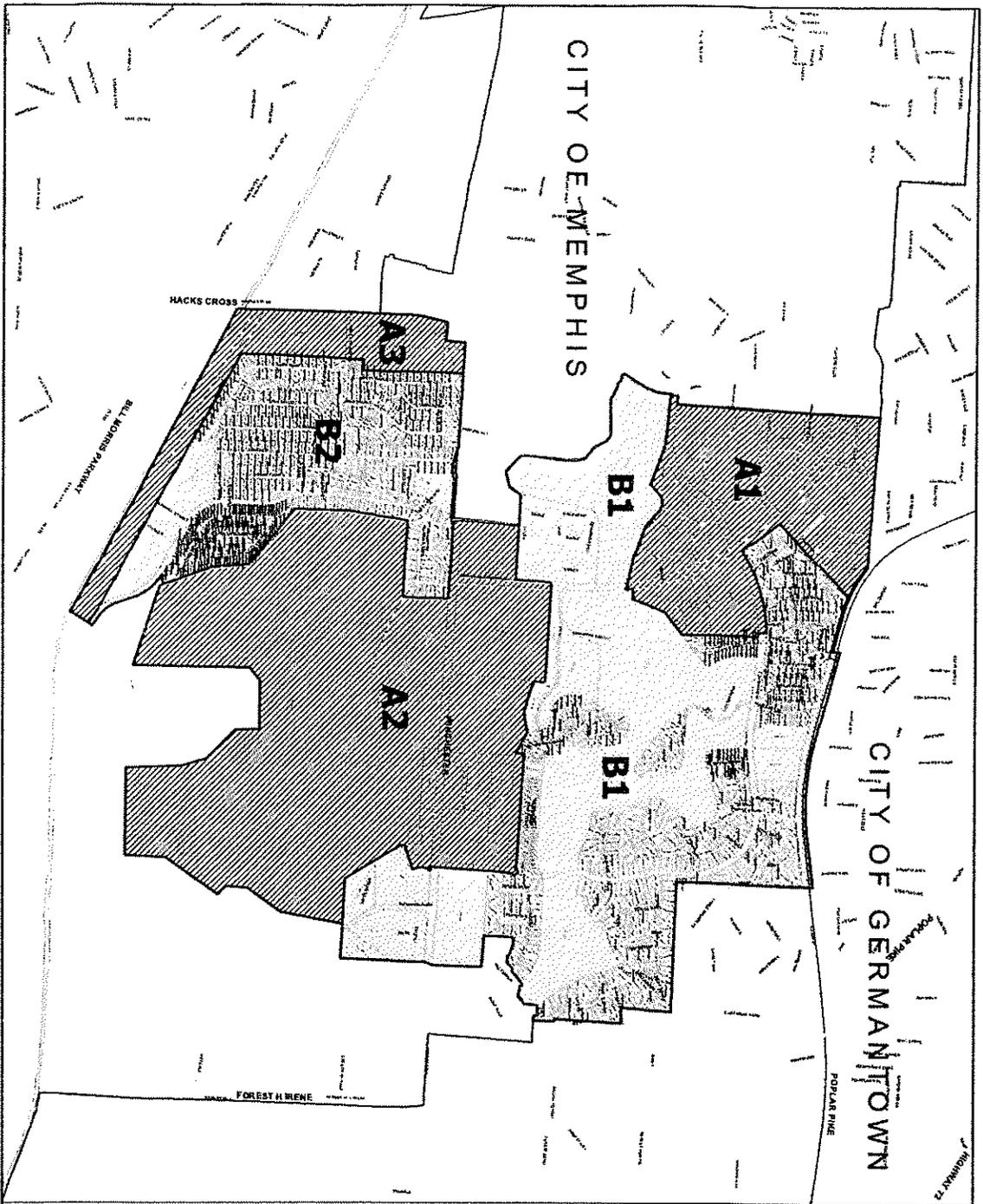
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AGREED AND APPROVED:

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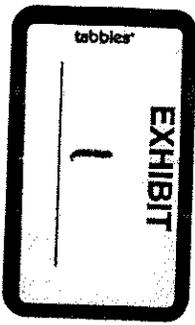


Southwind / Windyke Annexation

- Legend**
-  Areas A1, A2, & A3
 -  Areas B1 & B2
 -  City of Memphis
 -  Memphis Reserve Area



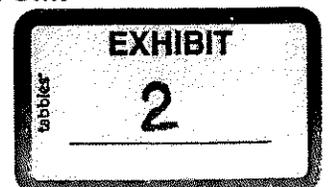
Mapping and Central Records
City of Memphis Engineering Division



**SOUTHWIND / WINDYKE ANNEXATION AREA 42
AREAS "A1", "A2", and "A3"**

LEGAL DESCRIPTION OF AREA "A1"

Beginning at a point on the existing Memphis City Limits, said point being the intersection of said City Limits with the southerly right-of-way line of Tournament Drive, said point being located at the northwest corner property line of the Tournament Players Club at Southwind Incorporated 56.81 acre parcel (D2-42-114); thence northwardly, crossing Tournament Drive, along the existing Memphis City Limits to a point on the northerly right-of-way line of Tournament Drive; thence eastwardly along the northerly right-of-way of Tournament Drive to a point 300 feet eastwardly from the centerline of Hacks Cross Road, as measured perpendicular thereto; thence northwardly 300 feet east of and parallel to the centerline of Hacks Cross Road and following the existing Memphis City Limits to a point on the southerly boundary line of the Germantown Station Subdivision, Section "B" (PB-73, PG-62), said point also being on the existing Germantown City Limits; thence eastwardly with the southerly boundary line of the said Germantown Station Subdivision and the existing Germantown City Limits to a point on the southerly right-of-way line of the Southern Railroad; thence southeastwardly with the southerly right-of-way line of the Southern Railroad and the existing Germantown City Limits to its intersection with a northeastward projection of the northwesterly boundary line of the Southwind Planned Development, Phase 38, Part of Parcel 7 (PB-155, PG-58); thence southwestwardly, crossing C. D. Smith Road, to a point on the most northerly northwest corner of the said Southwind Planned Development, Phase 38, Part of Parcel 7; thence continuing southwestwardly following the northwesterly boundary line of the said Southwind Planned Development, Phase 38, Part of Parcel 7 to a point on the most northerly northeast corner of the Southwind Planned Development, Phase 36, Part of Parcel 7 (PB-150, PG-47); thence continuing southwestwardly along the northwesterly boundary line of the said Southwind Planned Development, Phase 36, Part of Parcel 7 to a point on the northeasterly right-of-way line of Players Club Parkway; thence southeastwardly along the northeasterly right-of-way line of Players Club Parkway to its intersection at a point on the northerly right-of-way line of Tournament Drive; thence eastwardly along the northerly right-of-way line of Tournament Drive to a point at the northwest corner property line of the Southwind Residential Properties Association Incorporation 4.83 acre parcel (D2-42-118); thence southwardly, crossing Tournament Drive, along the westerly property line of the said Southwind Residential Properties Association Incorporation 4.83 acre parcel to a point on the southwest corner property line of said parcel, said point being on the southerly right-of-way line of Tournament Drive; thence eastwardly along the southerly property line of the Southwind Residential Properties Association Incorporation 4.83 acre parcel to a point on the northwest corner of The Fairways Planned Unit Development, Phase 7, Parcel "8A" (PB-114, PG-9); thence southwardly along the westerly boundary line of The Fairways Planned Unit



Development, Phase 7, Parcel "8A" to a point on the southwest corner of said Planned Unit Development; thence southwestwardly along the southeasterly property line of the Shadow Creek Owners Association 1.8 acre parcel (D2-42-326) to a point on the southwest corner property line of said parcel; thence southwestwardly along the southeasterly property line of the Highlands / Tennessee Holdings LP 4.7 acre parcel (D2-42-295) to a point on the most southerly southeast corner property line of said parcel; thence westwardly along the southerly property line of the said Highlands / Tennessee Holdings LP 4.7 acre parcel to a point on the easterly right-of-way line of Players Club Parkway; thence southwardly along the easterly right-of-way line of Players Club Parkway to its intersection with the eastward projection of the northerly property line of the Tournament Players Club at Southwind Incorporated 56.81 acre parcel (D2-42-114); thence westwardly, crossing Players Club Parkway, to a point on the northeast corner property line of the Tournament Players Club at Southwind Incorporated 56.81 acre parcel; thence continuing westwardly along the northerly property line of the Tournament Players Club at Southwind Incorporated 56.81 acre parcel to a point located at the northwest corner property line of the said parcel, said point being the point of beginning.

LEGAL DESCRIPTION OF AREA "A2"

Beginning at a point on the existing Memphis City Limits, said point being the intersection of the southerly right-of-way of Winchester Road and said City Limits with the point of the southward projection of the westerly property line of the Federal Express Corporation 13.0638 acre parcel (D2-42-59); thence northwardly, across Winchester Road, along the existing Memphis City Limits to a point on the northerly right-of-way of Winchester Road, said point being located at the southeast corner property line of the Federal Express Corporation 13.0638 acre parcel; thence northwardly along the existing Memphis City Limits and the westerly property line of the Federal Express Corporation 13.0638 acre parcel to its intersection of the Mid-Am Apts. L.P. (AKA Lincoln on the Green at Southwind Apartments) 26.99 acre parcel (D2-42-138C); thence eastwardly along the southerly property line of said Mid-Am Apts. L.P. 26.99 acre parcel to a point on the southeast corner of said parcel; thence northwardly along the easterly property line of the said 26.99 acre parcel to its point of intersection with the westwardly projection of the northerly property line of the Industrial Development Board of the City of Memphis and County of Shelby (AKA Nike) 37.01 acre parcel (D2-42-60C); thence eastwardly, crossing the Avenue of Commerce right-of-way, to a point on the northwest corner of the Industrial Development Board of the City of Memphis and County of Shelby (AKA Nike) 37.01 acre parcel (D2-42-60C); thence eastwardly along the northerly property line of said Industrial Development Board of the City of Memphis and County of Shelby 37.01 acre parcel to a point on the northeast corner of said Industrial Development Board 37.01 acre parcel; thence southwardly along the easterly property line of said Industrial Development Board of the City of Memphis and County of Shelby 37.01 acre parcel to a point on the northwest corner of Southwind Planned Development, Phase 57, Part of Parcel 9 (PB-171, PG-11); thence eastwardly along the northerly boundary line of the Southwind Planned Development, Phase 57, Part of Parcel 9 to a point on the southeast corner of Southwind Planned Development, Phase 69,

Part of Parcel 10 (PB-213, PG-17); thence northwardly along the easterly boundary line of the said Southwind Planned Development, Phase 69, Part of Parcel 10 to its intersection at a point on the southwest corner property line of Southwind Residential Properties Association Incorporated .01 acre parcel (D2-42Q-B49); thence eastwardly along the southerly property line of said .01 acre parcel to a point on the most southerly southwest corner of the Southwind Planned Development, Phase 39, Parcel 10, The Golf Villas at Southwind (PB-165, PG-6); thence eastwardly along the southerly boundary line of the said Southwind Planned Development, Phase 39, Parcel 10, The Golf Villas at Southwind to its intersection with the westerly right-of-way line of Tournament Drive; thence in a generally northeastwardly direction along the westerly right-of-way of Tournament Drive to its intersection with the Southwind LP 1.68 acre parcel (D2-42Q-A38) Private Drive – Lot “D” Southwind Planned Development, Phase 39, Parcel 10, The Golf Villas at Southwind (PB-165, PG-6); thence eastwardly along the most southerly property line of said 1.68 acre parcel to a point on the west property line of the Lot No. 32 (D2-42PB-32) of the Southwind Planned Development, Phase 34, Section “E”, Part of Parcels 14 & 16 (PB-142, PG-38); thence in a generally southwardly direction along the meanderings of the easterly right-of-way of Tournament Drive and the westerly boundary line of the Southwind Planned Development, Phase 34, Section “E”, Part of Parcels 14 & 16 (PB-142, PG-38) to a point on the northwest corner of the Christ the Rock Church 20 acre parcel (D2-42-221); thence southwardly along the westerly boundary line of said 20 acre parcel and along the easterly right-of-way line of Tournament Drive to its intersection with the northerly right-of-way of Winchester Road; thence continuing southwardly, crossing Winchester Road, along the southerly projection of the easterly right-of-way of Tournament Drive to its intersection with the northerly property line of the Industrial Development Board of the City of Memphis and County of Shelby 5.05 acre parcel (D2-42-351), said point being the southerly right-of-way of Winchester Road; thence eastwardly along the northerly property line of 5.05 acre parcel (D2-42-351) to a point on the northeast corner of said parcel; thence southwardly along the most easterly property line of said 5.05 acre parcel to a point on the most northerly southeast corner of said 5.05 acre parcel; thence westwardly along the most northerly southerly property line of said 5.05 acre parcel to a point on the most westerly easterly property line of said 5.05 acre parcel; thence in a generally southwardly direction along the most westerly easterly property line of said 5.05 acre parcel to a point on the most southerly southeast corner of said 5.05 acre parcel; thence southwestwardly along the most southerly southeasterly property line of said 5.05 acre parcel to its intersection with the easterly property line of Windyke Country Club Incorporated 349.13 acre parcel (D2-42-391); thence in a generally southeastwardly direction along the northeasterly property line of said 349.13 acre parcel to a point on the southwest corner of the Windyke Park Planned Development Outline Plan (PB-147, PG-21); thence in an eastwardly direction along the southerly boundary line of said Outline Plan to a point on the most easterly northeast corner of the Windyke Country Club Incorporated 349.13 acre parcel (D2-42-391); thence in a generally southwestwardly direction following the easterly property line of the said 349.13 acre parcel to a point on the southeast corner of said parcel; thence westwardly with the southerly property line of the Windyke Country Club parcel to a point on the most easterly southwest corner of said parcel; thence northwardly and northwestwardly with the most easterly westerly property line of the Windyke Country Club parcel to a point on the most northerly southerly property line of

said parcel; thence westwardly and southwestwardly with the most northerly southerly property line of the Windyke Country Club parcel to a point on the most westerly easterly property line of said parcel; thence southwardly with the most westerly easterly property line of the Windyke Country Club parcel to a point on the most westerly southeast corner of said parcel; thence northwestwardly with the southerly property line of the Windyke Country Club parcel to a point on the southeast corner of Lot No. 97 (D2-42M-B10) of the King's Mill At Windyke Subdivision, Section "B" (PB-118, PG-37); thence northwestwardly with the most easterly boundary line of the said King's Mill At Windyke Subdivision, Section "B" to a point on the northeast corner property line of the Martha A. Lorren .20 acre parcel (D2-42M-B21C); thence northwardly and northwestwardly along the most easterly and northeasterly boundary line of the King's Mill At Windyke Subdivision, Section "C" (PB-110, PG-12) to a point on the most easterly southeast corner of Lot No. 33 of the Kings Mill at Windyke Subdivision, Section "A" (PB-158, PG-64); thence northwestwardly along the northeasterly boundary line of the Kings Mill at Windyke Subdivision, Section "A" to a point on the southeast corner of the Windyke Hills Subdivision, Section "B", First Addition (PB-61, PG-11); thence northwardly along the westerly boundary line of the Windyke Hills Subdivision, Section "B", First Addition to a point on the southeast corner of the Windyke Hills Subdivision, Section "A" (PB-127, PG-91); thence northwardly along the westerly boundary line of the Windyke Hills Subdivision, Section "A" to a point on the most southerly southwest corner of Lot No. 13 (D2-42RA-13) of said subdivision; thence easterly along the most northerly southerly boundary line of the Windyke Hills Subdivision, Section "A" to a point on the southeasterly property line of Lot No. 5 (D2-42RA-5C) of said subdivision; thence northwardly along the most easterly boundary line of the said Windyke Hills Subdivision, Section "A" to a point on the southerly right-of-way of Winchester Road; thence westwardly along the southerly right-of-way of Winchester Road to a point on the existing Memphis City Limits, said point being the intersection of the southerly right-of-way of Winchester Road and said City Limits with the point of the southward projection of the westerly property line of the Federal Express Corporation 13.0638 acre parcel (D2-42-59); said point being the point of beginning.

LEGAL DESCRIPTION OF AREA "A3"

Beginning at a point on the existing Memphis City Limits, said point being the intersection of the southerly right-of-way of Winchester Road and said City Limits with the point on the northeast corner of the Hacks Cross / Winchester Planned Development (PB-151, PG-59); thence southwardly with the easterly boundary line of the Hacks Cross / Winchester Planned Development to a point on the northeast corner of the Malco Subdivision, Section "A" (PB-94, PG-51); thence westwardly with the northerly boundary line of the Malco Subdivision, Section "A" to a point on the northwest corner of the said subdivision; thence southwardly with the westerly boundary line of the Malco Subdivision, Section "A" to a point on the southwest corner of the said subdivision; thence southwardly, crossing Misty Meadows Lane, to a point on the northwest corner of the Windyke Estates Subdivision, Section "B" (PB-71, PG-18); thence continuing southwardly along the westerly boundary line of the Windyke Estates Subdivision, Section "B" to a

point on the southwesterly property line of Lot No. 58 (D2-42NB-21) of said subdivision; thence southeasterly following the southerly boundary line of the Windyke Estates Subdivision, Section "B" to a point on the southwest corner of the Windyke Estates Subdivision, Section "C" (PB-59, PG-45); thence continuing southeasterly following the southerly boundary line of the Windyke Estates Subdivision, Section "C" to a point on the southwest corner of the Windyke Estates Subdivision, Section "D" (PB-72, PG-60); thence continuing southeasterly following the southerly boundary line of the Windyke Estates Subdivision, Section "D" to a point on the southwest corner of the Windyke Hills Subdivision, Revocation Plat, Section "C", First Addition (PB-183, PG-47); thence continuing southeasterly following the southerly boundary line of the Windyke Hills Subdivision, Revocation Plat, Section "C", First Addition to a point on the southeast corner of the said Windyke Hills Subdivision, Revocation Plat, Section "C", First Addition; thence southwestwardly following the southwestward projection of the eastern terminus of Windyke Drive and the easterly boundary line of the said Windyke Hills Subdivision, Revocation Plat, Section "C", First Addition to its intersection with the mid-stream of the Nonconnah Creek Drainage Canal; thence northwestwardly with the mid-stream of Nonconnah Creek Drainage Canal and its meanderings to its intersection with the easterly right-of-way of Hacks Cross Road; thence northwardly with the easterly right-of-way of Hacks Cross Road to a point intersecting the eastward projection of the southerly boundary line of the Winchester / Hacks Cross Planned Development, Phase 7, Area "D-1" (PB-191, PG-25) and the existing Memphis City Limits; thence continuing northwardly along the easterly right-of-way of Hacks Cross Road and the said City Limits to a point on the southwest corner of the Bank of America 1.278 acre parcel (81-83-01); thence eastwardly along the southerly property lines of the Bank of America 1.278 acre parcel and the existing Memphis City Limits to a point on the southeast corner of said parcel; thence northerly along the easterly property lines of the Bank of America 1.278 acre parcel and the existing Memphis City Limits to a point on the northeast corner of said parcel; thence eastwardly along the southerly right-of-way of Winchester Road and the Existing Memphis City Limits to a point on the northeast corner of the Hacks Cross / Winchester Planned Development (PB-151, PG-59), said point being the point of beginning.

SOUTHWIND / WINDYKE ANNEXATION AREA 42 AREAS "B1" and "B2"

LEGAL DESCRIPTION OF AREA "B1"

Beginning at a point on the existing Memphis City Limits, said point being the intersection of said City Limits with the southerly right-of-way of Tournament Drive, said point being located at the northwest corner property line of the Tournament Players Club at Southwind Incorporated 56.81 acre parcel (D2-42-114); thence eastwardly along the northerly property line of the said Tournament Players Club at Southwind Incorporated 56.81 acre parcel to its intersection with the westerly right-of-way line of Players Club Parkway; thence eastwardly, crossing Players Club Parkway, with the eastward projection of the northerly property line of the Tournament Players Club at Southwind Incorporated 56.81 acre parcel to its intersection with a point on the easterly right-of-way line of Players Club Parkway; thence northwardly along the easterly right-of-way line of Players Club Parkway to a point on the southwest corner of Highlands / Tennessee Holdings LP 4.7 acre parcel (D2-42-295); thence eastwardly along the southerly property line of the said Highlands / Tennessee Holdings LP 4.7 acre parcel to a point on the most southerly southeast corner property line of said parcel; thence northeastwardly along the southeasterly property line of the said Highlands / Tennessee Holdings LP 4.7 acre parcel to a point on the southwest corner property line of the Shadow Creek Owners Association 1.8 acre parcel (D2-42-326); thence northeastwardly along the southeasterly property line of the said Shadow Creek Owners Association 1.8 acre parcel to a point on the southwest corner of The Fairways Planned Unit Development, Phase 7, Parcel "8A" (PB-114, PG-9); thence northwardly along the westerly boundary line of the said The Fairways Planned Unit Development, Phase 7, Parcel "8A" to a point on the northwest corner of the said The Fairways Planned Unit Development, Phase 7, Parcel "8A"; thence westwardly along the southerly property line of the Southwind Residential Properties Association Incorporation 4.83 acre parcel to a point on the most westerly southwest corner of said parcel, said point being the southerly right-of-way of Tournament Drive; thence northwardly, crossing Tournament Drive, along the westerly property line of the said Southwind Residential Properties Association Incorporation 4.83 acre parcel to a point on the northwest corner property line of the said parcel, said point being on the northerly right-of-way line of Tournament Drive; thence westwardly along the northerly right-of-way line of Tournament Drive to its intersection at a point on the northeasterly right-of-way line of Players Club Parkway; thence northwestwardly along the northeasterly right-of-way line of Players Club Parkway to a point on the most westerly southwest corner of the Southwind Planned Development, Phase 36, Part of Parcel 7 (PB-150, PG-47); thence northeastwardly along the northwesterly boundary line of the said Southwind Planned Development, Phase 36, Part of Parcel 7 to a point on the most northerly northeast corner of the said Southwind Planned Development, Phase 36, Part of Parcel 7; thence northeastwardly along the northwesterly boundary line of the Southwind Planned



Development, Phase 38, Part of Parcel 7 (PB-155, PG58) to a point on the most northerly northwest corner of the said Southwind Planned Development, Phase 38, Part of Parcel 7, said point being located on the southerly right-of-way line of C. D. Smith Road; thence northeastwardly, crossing C. D. Smith Road, along the northeastward projection of the northwesterly boundary line of the said Southwind Planned Development, Phase 38, Part of Parcel 7 to its intersection with a point on the southerly right-of-way line of Southern Railroad, said point also being located on the Existing Germantown City Limits; thence southeastwardly with the southerly right-of-way line of the Southern Railroad and the existing Germantown City Limits to its intersection with a southward projection of the westerly boundary line of the Oakleigh Subdivision, Section "D" (PB-157, PG-46); thence northwardly with said southward projection of the Oakleigh Subdivision, Section "D" and the existing Germantown City Limits to a point on the northerly right-of-way line of the Southern Railroad; thence eastwardly with the northerly right-of-way line of the Southern Railroad and the existing Germantown City Limits to its intersection with a northward projection of the westerly boundary line of the Aintree Farms Subdivision (PB-147, PG-40); thence southwardly with said northward projection and the westerly boundary line of the Aintree Farms Subdivision to a point on the southwest corner of said subdivision; thence eastwardly with the southerly boundary line of the Aintree Farms Subdivision to a point on the westerly boundary line of the Forest Hill Manor Subdivision (PB-74, PG-28); thence southwardly with the westerly boundary line of the Forest Hill Manor Subdivision to a point on the southwest corner of said subdivision; thence eastwardly with the southerly boundary line of the Forest Hill Manor Subdivision to a point on the most easterly boundary line of the Southwind Planned Development, Section "D", Phase VI, Parcel 13 (PB-124, PG-77), thence southwardly with said easterly boundary line to a point on the most easterly northerly boundary line of the Southwind Planned Development, Phase 53, Parts of Parcels 14, 15, & 16 (PB-205, PG-7); thence westwardly along the most easterly northerly boundary line of the said Southwind Planned Development, Phase 53, Parts of Parcels 14, 15, & 16 to a point on the easterly property line of the James M & Barbara H Phillips .41 acre parcel (D2-42PD-04); thence northwardly along the easterly property line of the said James M & Barbara H Phillips .41 acre parcel to a point on the northeast corner of said parcel; then westwardly along the northerly property line of the said James M & Barbara H Phillips .41 acre parcel to a point on the easterly boundary line of the Southwind Planned Development, Final Site Plan, Phase I, Parcel I (PB-211, PG-36); thence southwardly with said easterly boundary line of the Southwind Planned Development, Phase I, Parcel I to a point on the southeast corner of said Planned Development; thence in a generally southwestwardly, westwardly and northwestwardly direction following the southerly boundary line of the Southwind Planned Development, Phase I, Parcel I to a point on the most easterly northeast corner of Lot No. 12 (D2-42PB-12) of the Southwind Planned Development, Section "E", Phase XXXIV (PB-142, PG-38); thence southwestwardly with the southeasterly boundary line of said Planned Development to a point on the southwesterly right-of-way line of Classic Drive South (Private Drive); thence northwestwardly with the southwesterly right-of-way line of Classic Drive South to a point on the northeast corner of Lot No. 13 (D2-42PB-13) of the Southwind Planned Development, Section "E"; thence southwestwardly with the southeasterly boundary line of said Planned Development to a point on the southeast corner of Lot 13 of said Planned Development; thence westwardly with

the most northerly southerly boundary line of the Southwind Planned Development, Section "E" to a point on the most westerly easterly boundary line of said Section "E"; thence southwardly with the most westerly easterly boundary line of the Southwind Planned Development, Section "E" to a point on the northerly property line of the Christ the Rock Church 20 acre parcel (D2-42-221); thence eastwardly along the northerly property line of said Church 20 acre parcel to a point on the northeast corner of said parcel; thence southwardly with the easterly property line of the Christ the Rock Church parcel to a point on the northerly right-of-way line of Winchester Road; thence southwestwardly, crossing Winchester Road, to a point on the southerly right-of-way line of Winchester Road, said point also being located on the northeast corner of the Windyke Park Planned Development, Phase 2 – Area "B" (PB-150, PG-57); thence southwardly with the easterly boundary lines of the Windyke Park Planned Development, Phase 2 – Area "B" and the Windyke Park Planned Development Outline Plan (PB-147, PG-21) to a point on the southeast corner of said Outline Plan; thence westwardly along the most southerly boundary line of the Windyke Park Planned Development Outline Plan (PB-147, PG-21) to a point on the southwest corner of the MRB Windyke LP 6.02 acre parcel (D2-42-285), said point also being located on the easterly property line of the Windyke Country Club Incorporated 349.13 acres parcel (D2-42-391) Instrument No. CU5944; thence in a generally northwestwardly direction along the northeasterly property line of said 349.13 acre parcel to its point of intersection with the Industrial Development Board of the City of Memphis and the County of Shelby 5.05 acre parcel (D2-42-351) Windyke Park Planned Development, Phase 5, Area "A" (PB-189, PG21); thence in a northeastwardly direction along the most southerly southeasterly property line of said 5.05 acre parcel to a point on the most southerly southeast corner of said 5.05 acre parcel; thence in a generally northwardly direction along the easterly property line of said 5.05 acre parcel to a point on the most northerly southerly property line of said 5.05 acre parcel; thence eastwardly along the most northerly southerly property line of said 5.05 acre parcel to a point on the most northerly and the most easterly southeast corner of said 5.05 acre parcel; thence northwardly along the most easterly property line of the said 5.05 acre parcel to a point on the northeast corner of said 5.05 acre parcel, said point also being located on the southerly right-of-way line of Winchester Road; thence westwardly along the southerly right-of-way line of Winchester Road to its intersection with the southwardly projection of the easterly right-of-way line of Tournament Drive; thence northwardly, crossing Winchester Road, to a point on the northerly right-of-way line of Winchester Road, said point being at the southwest corner of the Christ the Rock Church 20 acre parcel (D2-42-221); thence northwardly along the westerly property line of the said 20 acre parcel and the easterly right-of-way of Tournament Drive to a point on the on the northwest corner of said 20 acre parcel; thence in a generally northwardly direction along the meanderings of the easterly right-of-way of Tournament Drive and the westerly boundary line of the Southwind Planned Development, Phase 34, Section "E", Part of Parcels 14 & 16 (PB-142, PG-38) to a point on the southeast corner of the Southwind LP 1.68 acre parcel (D2-42Q-A38) Private Drive – Lot "D" Southwind Planned Development, Phase 39, Parcel 10, The Golf Villas at Southwind (PB-165, PG-6); thence westwardly along the most southerly property line of said 1.68 acre parcel to its intersection with the westerly right-of-way of Tournament Drive and the westerly boundary line of the Southwind Planned Development, Phase 39, Parcel 10, The Golf Villas at Southwind (PB-165, PG-6); thence in a generally southwestwardly and westwardly

direction along the southerly boundary line of the said Southwind Planned Development, Phase 39, Parcel 10, The Golf Villas at Southwind to its intersection with the southeast corner property line of Southwind Residential Properties Association Incorporated .01 acre parcel (D2-42Q-B49); thence westwardly along the southerly property line of the of said .01 acre parcel to a point on the easterly boundary line of the Southwind Planned Development, Phase 69, Part of Parcel 10 (PB-213, PG-17); thence southwardly to a point on the southeast corner of said Southwind Planned Development, Phase 69, Part of Parcel 10; thence westwardly along the northerly boundary line of Southwind Planned Development, Phase 57, Part of Parcel 9 (PB-171, PG-11) to a point on the easterly property line of the Industrial Development Board of the City of Memphis and the County of Shelby (AKA Nike) 37.01 acre parcel (D2-42-60C); thence northwardly along the easterly property line of the said Industrial Development Board 37.01 acre parcel to the northeast corner of said parcel; thence westwardly along the northerly property line of the said Industrial Development Board 37.01 acre parcel to a point on the northwest corner of said 37.01 acre parcel (D2-42-60C); thence westwardly, crossing the Avenue of Commerce right-of-way, along a westerly projection of the northerly property line of the said 37.01 acre parcel (D2-42-60C) to its intersection with the easterly property line of the Mid-Am Apts. L.P. (AKA Lincoln on the Green at Southwind Apartments) 26.99 acre parcel (D2-42-138C); thence southwardly along the easterly property line of the 26.99 acre parcel (D2-42-138C) to a point on the southeast corner of said 26.99 acre parcel (D2-42-138C); thence westwardly along the southerly property line of the 26.99 acre parcel (D2-42-138C) to a point on the southwest corner of said 26.99 acre parcel (D2-42-138C), said point being the existing Memphis City Limits; thence in a generally southwesterly, northwesterly, and westerly direction along the southerly property line of the Tournament Players Club at Southwind Incorporated 56.81 acre parcel (D2-42-114) and along the existing Memphis City Limits to a point on the southwest corner of the said parcel; thence northwardly along the Existing Memphis City Limits and the westerly property line of the said Tournament Players Club at Southwind Incorporated 56.81 acre parcel to a point on the northwest corner property line of said parcel, said point being the intersection of said City Limits with the southerly right-of-way of Tournament Drive, said point being the point of beginning.

LEGAL DESCRIPTION OF AREA "B2"

Beginning at a point on the existing Memphis City Limits, said point being the intersection of the southerly right-of-way of Winchester Road and said City Limits with the point on the northeast corner of the Hacks Cross / Winchester Planned Development (PB-151, PG-59); thence eastwardly along the existing Memphis City Limits and the southerly right-of-way of Winchester Road to a point on the northeast corner of the Windyke Hills Subdivision, Section "A" (PB-127, PG-91); thence southwardly along the most easterly boundary line of the said Windyke Hills Subdivision, Section "A" to a point on the southeasterly property line of Lot No. 5 (D2-42R-A5C) of said subdivision; thence westwardly along the most northerly southerly boundary line of the Windyke Hills Subdivision, Section "A" to a point on the easterly property line of Lot No. 14 (D2-42R-A14) of said subdivision; thence southwardly along the most westerly easterly boundary line of the Windyke Hills Subdivision, Section "A" (PB-127, PG-91) to a point on the

most southerly southeast corner of said subdivision; thence southwardly along the most easterly boundary line of the Windyke Hills Subdivision, Section "B", First Addition (PB-61, PG-11) to a point on the most easterly southeast corner of said subdivision; thence southeastwardly along the northeasterly boundary line of the Kings Mill at Windyke Subdivision, Section "A" (BK-158, PG-64) to the most northerly point of the Kings Mill at Windyke Subdivision, Section "C" (BK-110, PG-12); thence southeastwardly and southwardly along the northeasterly and easterly boundary lines of the Kings Mill at Windyke Subdivision, Section "C" to a point on the southeast property line of the Martha A. Lorren .20 acre parcel (D2-42M-B21C); thence southeastwardly along the most easterly boundary line of the Kings Mill at Windyke Subdivision, Section "B" (BK-118, PG-37) to a point on the southeast corner of said subdivision; thence westwardly with the southerly boundary line of the said King's Mill At Windyke Subdivision, Section "B" to a point on the northeasterly right-of-way line of Windyke Drive and the northeasterly boundary line of the Windyke Hills Subdivision, Revocation Plat, Section "C", First Addition (PB-183, PG-47); thence southeastwardly with the northeasterly right-of-way line of Windyke Drive to its termination at the easterly boundary line of said Windyke Hills Subdivision, Revocation Plat, Section "C", First Addition (PB-183, PG-47); thence southwestwardly with the eastern terminus of Windyke Drive and the easterly boundary line of the Windyke Hills Subdivision, Revocation Plat, Section "C", First Addition to a point on the most southerly southeast point of said subdivision; thence northwestwardly along the southerly boundary line of the Windyke Hills Subdivision, Revocation Plat, Section "C", First Addition to a point on the most westerly southwest corner of said subdivision; thence continuing northwestwardly along the southerly boundary line of the Windyke Estates Subdivision, Section "D" (PB-59, PG-50) to a point on the southeast corner of the Windyke Estates Subdivision, Section "C" (PB-59, PG-45); thence continuing northwestwardly along the southerly boundary line of the Windyke Estates Subdivision, Section "C" to a point on the southwesterly property line of Lot No. 58 (D2-42N-B21) of the Windyke Estates Subdivision, Section "B" (PB-71, PG-18); thence northwardly along the westerly boundary line of the Windyke Estates Subdivision, Section "B" to a point on the southwest corner of said subdivision; thence northwardly, crossing Misty Meadows Lane, to a point on the southwest corner of the Malco Subdivision, Section "A" (PB-94, PG-51); thence northwardly along the westerly boundary line of the Malco Subdivision, Section "A" to a point on the northwest corner of said subdivision; thence eastwardly along the northerly boundary line of the Malco Subdivision, Section "A" to a point on the northeast corner of said subdivision; thence northwardly along the easterly boundary line of the Hacks Cross / Winchester Planned Development (PB-151, PG-59) to its point of intersection with the southerly right-of-way of Winchester Road and the Existing Memphis City Limits, said point being the point of beginning.