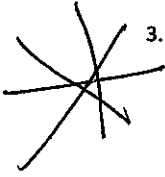


WHEREAS, GLP is authorized to amend the Declarations in accordance with the terms of Article XI; and

NOW, THEREFORE, for and in consideration of the sum ten dollars (\$10.00) in hand paid and other good and valuable consideration the receipt and legal sufficiency of which is acknowledged, GLP hereby amends the Declaration with this Amendment as follows:

1. The foregoing recital of facts is agreed to be true and correct and is incorporated herein by reference.
2. Effective as of the date hereof the name of the Subdivision shall no longer be "Pine Ridge Plantation: Orchard Estates". The name of the Subdivision shall be "PINE RIDGE ESTATES". "Pine Ridge Plantation: Orchard Estates" shall be deleted from the terms of the Declaration and the Plat and "PINE RIDGE ESTATES" substituted in lieu thereof.
3. Developer rights, if any, stated in the Declarations, including, but not limited to ACC appointment rights, any rights under Article VII, VIII and XI shall terminate effective as of the date and time this Amendment is recorded.
4. Any capitalized terms not defined herein shall have the meaning ascribed to them in the Declarations.
5. Any terms of the Declarations, not revised hereby, shall remain in full force and effect.



(SIGNATURE ON FOLLOWING PAGE)

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first above written.

GROBE-LICH PROPERTIES, LTD.,

A Texas limited partnership

By: Grobe-Lich Investments, LLC, a Texas limited liability company,
its sole General Partner

By: [Signature] [SEAL]
Kash Morrow, Member

IN THE PRESENCE OF :

Rebekah Dunks
Witness

[Signature]
Witness

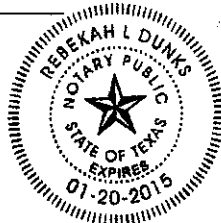
STATE OF TEXAS)

COUNTY OF KERR)

ACKNOWLEDGMENT

On April 15, 2013, before me, a Notary Public for said County and State, personally appeared the above-named Grobe-Lich Properties, Ltd., by and through its designated agent, who is personally known to me to be the person(s) that executed the foregoing instrument and I along with Jacrod L. Hamil, witnessed the execution thereof.

Rebekah Dunks
Notary Public for state of Texas
My Commission Expires: 1-20-15



R13-533

Law Offices

DAVID L. HUGUENIN, PC
P.O. Box 211683
Martinez, GA 30917 1683

Instrument 201300001491 OR Book Page 1427 22

STATE OF SOUTH CAROLINA) FIRST AMENDMENT TO CORRECTED & ORIGINAL
) DECLARATIONS OF PROTECTIVE COVENANTS,
) CONDITIONS AND RESTRICTIONS OF PINE RIDGE
COUNTY OF EDGEFIELD) PLANTATION, Orchard Estates, Lots 1-125

THIS FIRST AMENDMENT TO CORRECTED AND ORIGINAL VERSIONS OF DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS OF PINE RIDGE PLANTATION, Orchard Estates, Lots 1-125 AND DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS OF PINE RIDGE PLANTATION, ("Amendment") is made effective this 15th day of April, 2013, by Grobe-Lich Properties, Ltd., ("GLP")

WITNESSETH

WHEREAS, MV DEVELOPMENT COMPANY, LLC, ("MV") developed a residential subdivision known as "Pine Ridge Plantation: Orchard Estates" (the "Subdivision") and recorded a plat of the Subdivision in Judgment Roll 38742 (the "Plat") and recorded a Declaration of Protective Covenants, Conditions and Restrictions, Homesites 1-125 ("Covenants") recorded in the Edgefield County Register of Deeds office in Deed Book 1071 at page 149, as said Declaration of Protective Covenants, Conditions and Restrictions, was corrected and re-recorded ("Corrected Declaration") in the Edgefield County Register of Deeds office in Deed Book 1096 at page 139; (collectively the Covenants and the Declaration may hereinafter be referred to as "Declarations")

WHEREAS, by Order of Foreclosure dated May 29, 2012, Warren Herndon, as Special Referee for Edgefield County, ordered and declared that Branch Banking and Trust Company, or any other entity succeeding to ownership of the lots in the Subdivision owned by MV ("MV Lots") as the successful bidder at the foreclosure sale, would become owner of the foreclosed lots in the Subdivision.;

WHEREAS, Branch Banking and Trust Company was the successful bidder at the foreclosure sale and thereafter assigned said bid to Atlas SC I SPE, LLC;

WHEREAS, Warren Herndon, as Special Referee for Edgefield County, conveyed the MV Lots to Atlas SC I SPE, LLC, by deed dated August 10, 2012, and recorded in Deed Book 1391, page 48; and

WHEREAS, Atlas SC I SPE, LLC, has conveyed the MV Lots to GLP, by deed dated March 28, 2013, and recorded in Deed Book 1423, page 294, making GLP the owner of over seventy-five percent (75%) of the lots within the Subdivision.; and

WHEREAS, GLP desires to amend certain terms and conditions of the Declarations; and.

201300001491
Filed for Record in
EDGEFIELD COUNTY, SC
SHIRLEY F NEWBY, CLERK OF COURT
04-19-2013 At 12:41 pm.
AMEND RESTR 10.00
OR Book 1427 Page 22 - 24