

SHERRY WITT
REGISTER OF DEEDS
KNOX COUNTY

This Instrument Prepared By:
R. Scott Elmore
Ramsey, Elmore, Stone & Caffey, PLLC
5616 Kingston Pike, Suite 301
Knoxville, Tennessee 37919

Amends Amended and Restated Master Deed of
Bakertown Station of record as Instrument No.
200706220105440 in the Knox County Register of
Deeds Office and First Amendment to Amended and
Restated Master Deed of Bakertown Station of record
as Instrument No. 200804290080770.

**SECOND AMENDMENT TO AMENDED AND RESTATED MASTER DEED
OF BAKERTOWN STATION TO INCORPORATE ALL UNITS COMPRISING
PHASE I INTO THE CONDOMINIUM**

WHEREAS, McBRIDE CO., L.L.C., is the original Developer of Bakertown Station Condominiums as set forth in the Amended and Restated Master Deed of Bakertown Station of record as Instrument No. 200706220105440 in the Register's Office for Knox County, Tennessee, as subsequently amended by First Amendment to Amended and Restated Master Deed of Bakertown Station of record as Instrument No. 200804290080770 in said Register's Office (hereafter referred to as the "Master Deed");

WHEREAS, the Master Deed contemplated that the condominium project would be constructed in phases;

WHEREAS, Article VII, Section 9(b) of the Master Deed provides that the Developer may (acting alone and without joinder of Unit Owners or any other party) create additional Units within the Condominium by converting Common Elements on the Land into said additional Units and amend the Master Deed to show such created Units and Common Elements and to provide for the incorporation thereof into the Condominium and may amend Exhibit E to alter the Percentage Interest of each Unit Owner in the General Common Elements and the Common Expense liability; and

WHEREAS, the Developer now desires to amend the Master Deed pursuant to Article VII, Section 9(B) to incorporate additional Units into Bakertown Station Condominiums to be known collectively as Phase 1 and consisting of Units 44 – 74.

NOW, THEREFORE, in consideration of the premises and for the mutual benefit and valuable consideration, the Developer, pursuant to Article VII, Section 9(b) of the Master Deed hereby amends the Master Deed as follows:

1. The Percentage Interest & Other Data exhibit is attached hereto as Exhibit A and incorporated by reference and replaces Exhibit E of the Master Deed
2. The Plat of Bakertown Station Condominiums, Phase 1, is attached hereto as Exhibit B and incorporated herein by reference and replaces Exhibit F-1 of the Master Deed.
3. The Property, Common Elements and Units described in Exhibit B and shown on Exhibit B are hereby submitted to the provisions of the Horizontal Property Act of the State of

Tennessee and shall be held and conveyed subject to the provisions of the Master Deed as Phase 1 of Bakertown Station Condominiums.

4. Except as amended herein, all of the terms and conditions contained within the original Master Deed and previous amendment referenced above shall remain in full force and effect.

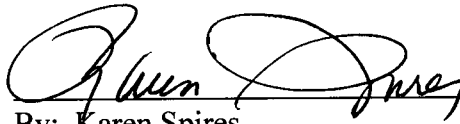
5. Capitalized terms used herein shall have the same meaning as in the Master Deed, unless specifically defined herein.

6. This Second Amendment to Master Deed is made by Developer pursuant to the provisions and authority of Article VII, Section 9(b) of the Master Deed.

IN WITNESS WHEREOF, Developer has executed this instrument on the 14th day of June, 2011.

DEVELOPER

McBRIDE CO., L.L.C.



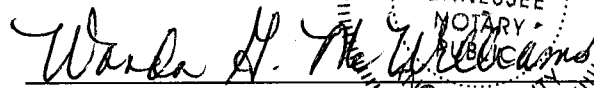
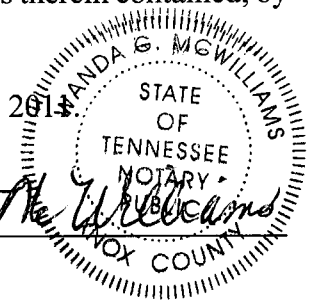
By: Karen Spires

Its: Secretary

STATE OF TENNESSEE)
)
COUNTY OF KNOX)

Before me, Wanda G. McWilliams, the undersigned authority, a Notary Public in and for said County and State, personally appeared **KAREN SPIRES**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the Secretary of **McBRIDE CO., L.L.C.**, the within named bargainor, a limited liability company, and that she as such Secretary being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by herself as Secretary.

WITNESS my hand and seal at office, this 14th day of June, 2011.


Notary Public

My Commission expires: 5/4/2013



EXHIBIT A

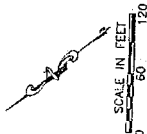
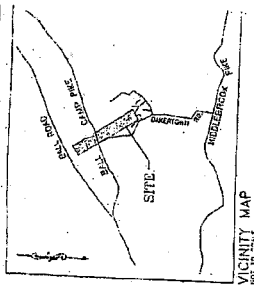
PERCENTAGE INTEREST & OTHER DATA

Unit Numbers	Fractional Share Of General Common Elements	Fractional Share of Common Expenses	Number of Votes in Association
44	1/31	1/31	1*
45	1/31	1/31	1*
46	1/31	1/31	1*
47	1/31	1/31	1*
48	1/31	1/31	1*
49	1/31	1/31	1*
50	1/31	1/31	1*
51	1/31	1/31	1*
52	1/31	1/31	1*
53	1/31	1/31	1*
54	1/31	1/31	1*
55	1/31	1/31	1*
56	1/31	1/31	1*
57	1/31	1/31	1*
58	1/31	1/31	1*
59	1/31	1/31	1*
60	1/31	1/31	1*
61	1/31	1/31	1*
62	1/31	1/31	1*
63	1/31	1/31	1*
64	1/31	1/31	1*
65	1/31	1/31	1*
66	1/31	1/31	1*
67	1/31	1/31	1*
68	1/31	1/31	1*
69	1/31	1/31	1*
70	1/31	1/31	1*
71	1/31	1/31	1*
72	1/31	1/31	1*
73	1/31	1/31	1*
74	1/31	1/31	1*

*Subject to Developer's Reserved Rights to increase the number of Units and to provisions relating to Developer's voting rights during the Developer Control Period.



EXHIBIT B PHASE 1 OF THE MASTER PLAN OF BAKERTOWN STATION

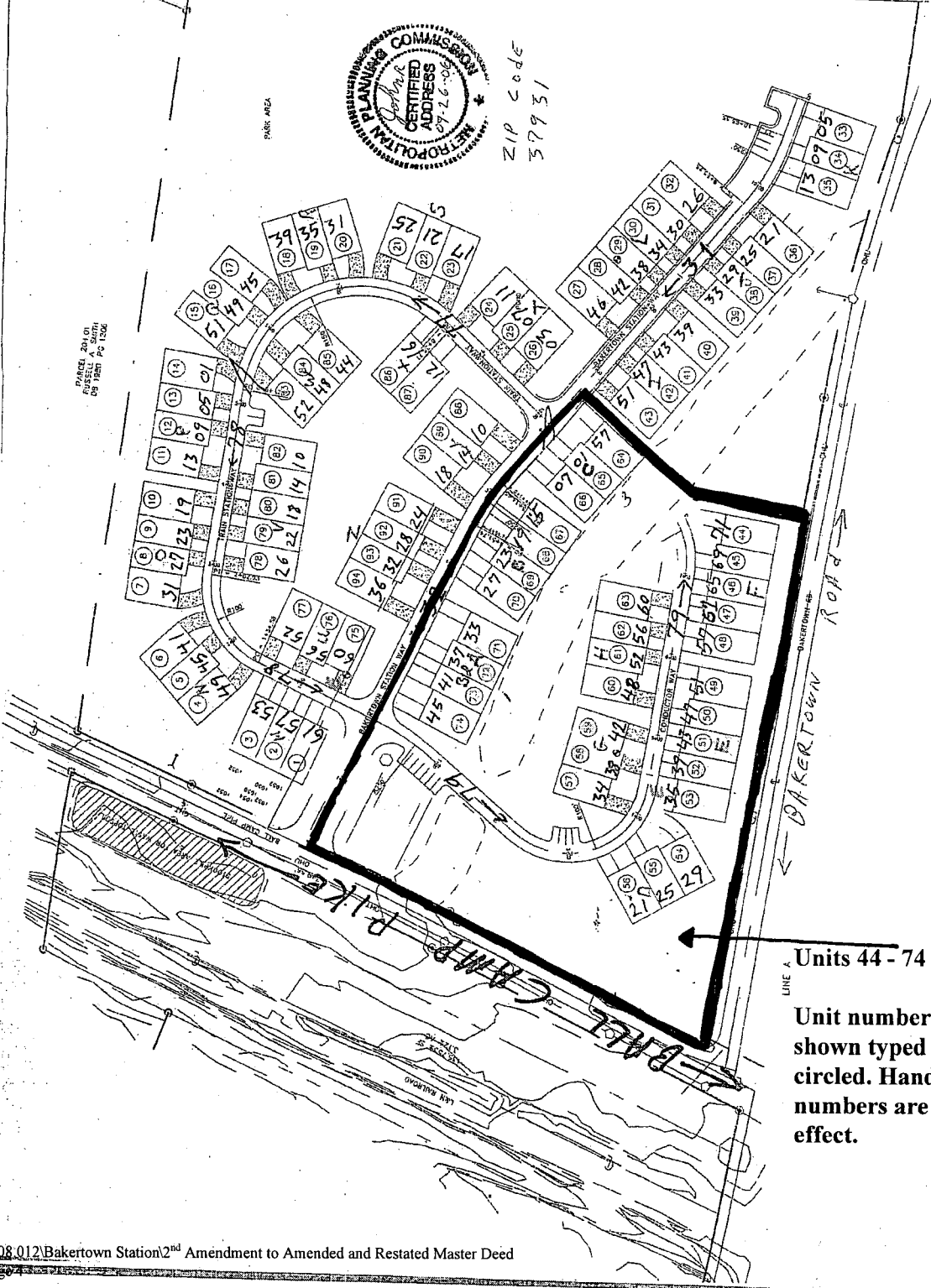


Bakerstown Station File # 8-SH-05-C CLT 09/ 256 Knoxville, Knox County, Tennessee	Prepared For: Ball Camp Residential, LLC 815 Sunnydale Drive Knoxville, Tennessee 37923 (865) 693-5441 Municipality: Knox County Department of Engineering and Public Works 205 W. Boone Avenue Knoxville, Tennessee 37917 (865) 215-5800
The Campbell Company, Inc. 325 Wooded Lane Knoxville, Tennessee 37922 Incorporated (865) 755-5575	



ZIP CODE
37931

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Phase 1

Unit numbers are shown typed and circled. Handwritten numbers are of no effect.