

This Document should be registered in the Grantor Index under the names RIVERSIDE VENTURE, LLC, JOSEPH BEESON AND MARY ANNE BEESON and in the Mortgage Index under the name PEOPLES NATIONAL BANK.

**SUPPLEMENT TO THE DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS APPLICABLE TO A SUBDIVISION KNOWN AS
THE RIVER RESERVE,
PLAT BOOK 1425, PAGES 9 and 10.**

THIS SUPPLEMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS APPLICABLE TO A SUBDIVISION KNOWN AS THE RIVER RESERVE is made on the date hereinafter set forth by Riverside Venture, LLC, a South Carolina limited liability company, hereinafter referred to as "Declarant."

WITNESSETH

WHEREAS, Declarant has previously recorded a Declaration Of Covenants, Conditions and Restrictions Applicable To A Subdivision Known As The River Reserve, Plat Book 1425, Pages 9 and 10, dated November 16, 2003, and recorded January 7, 2004, in the Office of the Anderson County Register of Deeds in Book 5939, at Page 41, as rerecorded on February 6, 2004, in Book 5984, at Page 53, subjecting the property described therein to certain protective covenants, conditions, restrictions, easements, liens and charges as therein set forth (the "Declaration");

WHEREAS, Declarant is the owner of certain property in Anderson County, South Carolina, is more particularly described as 72.67 Acres, as shown on Plat entitled "The River Reserve, Phase II," prepared by Souther Land Surveying, dated September 14, 2004, ("Plat"), a copy of which plat is recorded in Plat Book 1506 at Pages 8&9 in the Office of the Anderson County Register of Deeds and reference to which Plat is hereby craved for a complete-metes and bounds description (the "Phase II Property");

WHEREAS, the Declarant, in Article II of the Declaration, reserved the right to unilaterally annex additional properties into the Property (as defined in the Declaration) for the purpose of subjecting the annexed property to the provisions of the Declaration and the jurisdiction of the Association;

WHEREAS, Declarant desires to annex the Phase II Property into the Property for the purpose of subjecting the Phase II Property to the provisions of the Declaration and the jurisdiction of the Association;

WHEREAS, Declarant owns one hundred percent (100%) of the Phase II Property;

NOW, THEREFORE, Declarant hereby declares that the Phase II Property described on the Plat, which is incorporated herein by reference, shall be held, sold, and conveyed subject to the easements, restrictions, covenants, and conditions of the Declaration which are for the purpose of protecting the value and desirability of the Property, to include the Phase II Property, and which Declaration shall run with, the Phase II Property and be binding on all parties having any right, title, or interest in the described properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each Owner thereof.

For purposes of this annexation, Article 1, Section 9 of the Declaration is hereby amended to include within its definition of the term "Subdivision" the Phase II Property as described on the Plat and such additions thereto as may be hereafter brought within the jurisdiction of the Declaration and the Association.

Except as hereinabove amended and supplemented, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has hereunto set its hands and seals this 4th day of January, 2005.

SIGNED SEALED AND DELIVERED
IN THE PRESENCE OF:

RIVERSIDE VENTURE, LLC

W. Philby
WITNESS 1
J. Faulkner
NOTARY PUBLIC

BY: [Signature]
William H. Dennis JAMES B. ROBERTS
Vice President MEMBER

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

PROBATE

PERSONALLY APPEARED before me the undersigned witness who, after being duly sworn, says that (s)he saw the within Declarant, through William H. Dennis, its Vice President, seal, and as its act and deed deliver the within written Supplement to the Declaration of Covenants, Conditions, and Restrictions, and that (s)he, with the other two witnesses subscribed above, witnessed the execution thereof.

JAMES B. ROBERTS (D&B) MEMBER (D&B)

SWORN to before me this 4th day of January, 2005.

J. Faulkner
Notary Public for South Carolina
My commission expires: 6-15-05

x W. Philby

CONSENT AND SUBORDINATION

For and in consideration of Ten and 00/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, PEOPLES NATIONAL BANK, the holder of that certain Mortgage from Riverside Venture, LLC (the "Mortgagor"), recorded in the land records for Anderson County, South Carolina (the "Mortgage"), hereby consents to the Supplement to the Declaration of Covenants, Conditions and Restrictions Applicable to a Subdivision Known as The River Reserve (the "Declaration") to which this consent and subordination is attached, and hereby subordinates the lien and security interest created by the Mortgage to the Supplement to the Declaration.

SIGNED SEALED AND DELIVERED
IN THE PRESENCE OF:

LENDER:

PEOPLES NATIONAL BANK

Valerie Elson

UNOFFICIAL WITNESS

NOTARY PUBLIC

BY: [Signature]
Print Name: Jeff Turner
Title: Vice President

STATE OF SOUTH CAROLINA)
)
COUNTY OF PICKENS)

PROBATE

PERSONALLY APPEARED before me the undersigned witness who, after being duly sworn, says that (s)he saw the within Lender, seal, and as its act and deed deliver the within written Consent and Subordination to Declaration of Covenants, Conditions, and Restrictions, and that (s)he, with the other two witnesses subscribed above, witnessed the execution thereof.

SWORN to before me this 4
day of January, 2005.

[Signature]
Notary Public for South Carolina
My commission expires: 12/7/2006


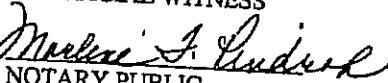
Valerie Elson
Witness 1

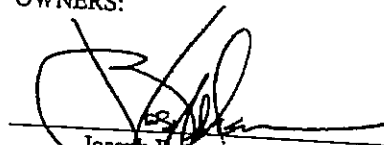
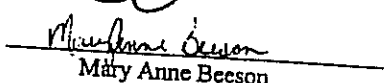
CONSENT AND SUBORDINATION

...for and in consideration of Ten and 00/100 Dollars (\$10.00) and other good and valuable ... the receipt and adequacy of which are hereby acknowledged, Joseph Beeson and Mary Anne Beeson, the owners of Lots 104 and 105as shown on Plat entitled "The River Reserve, Phase II," prepared by Souther Land Surveying, dated September 14, 2004, ("Plat"), a copy of which plat is recorded in Plat Book 1506 at Pages 8&9 in the Office of the Anderson County Register of Deeds and reference to which Plat is hereby craved for a complete-metes and bounds description, hereby consents to the Supplement to the Declaration of Covenants, Conditions and Restrictions Applicable to a Subdivision Known as The River Reserve (the "Declaration") to which this consent and subordination is attached, and hereby agrees that the Declaration shall run with Lots 104 and 105 and be binding on all parties having any right, title, or interest in the described properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each Owner thereof.

SIGNED SEALED AND DELIVERED
IN THE PRESENCE OF:

OWNERS:

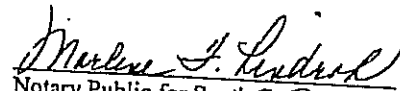

UNOFFICIAL WITNESS

NOTARY PUBLIC



Joseph Beeson

Mary Anne Beeson

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE) . PROBATE

PERSONALLY APPEARED before me the undersigned witness who, after being duly sworn, says that (s)he saw the within Owners, seal, and as its act and deed deliver the within written Consent and Subordination to Declaration of Covenants, Conditions, and Restrictions, and that (s)he, with the other two witnesses subscribed above, witnessed the execution thereof.

SWORN to before me this 15th
day of January, 2005.


Notary Public for South Carolina
My commission expires: June 8, 2008


Witness 1

050002714 01/27/2005 01:10:12PM
FILED, RECORDED, INDEXED
Bk:06568 Pg:00031 Pages:4
RecFee:10.00 St Fee:0.00
Co Fee:0.00
REGISTER OF DEEDS, ANDERSON CO, SC
Shirley McElhannon