

**FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
WOODS OF FOX CREEK
JEFFERSON COUNTY, KENTUCKY**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WOODS OF FOX CREEK ("Amendment") is entered into and effective as of March 5, 1999, by and between: (i) **GLEN-MAR DEVELOPMENT, INC.**, a Kentucky corporation, with principal office and place of business at Unit 1, 206 Old Harrods Creek Road, Louisville, Jefferson County, Kentucky 40223 ("Developer"), and (ii) **DOMINION HOMES, INC.**, an Ohio corporation, with principal offices and place of business at Dominion Homes, Inc., 5501 Frantz Road, P. O. Box 2166, Dublin, OH 43017-0766 ("Dominion").

RECITALS:

A. Developer has previously entered into that certain Declaration of Covenants, Conditions and Restrictions ("Declaration") pertaining to *Woods of Fox Creek* dated as of March 5, 1999, of record in Deed Book 7199, Page 326, in the Jefferson County Clerk's office.

B. Subsequent to the recordation of the Declaration, Dominion acquired title to the real estate described in, and subject to, the Declaration, pursuant to a Special Warranty Deed pertaining to "Phase I" of such real estate dated March 8, 1999, of record in Deed Book 7200, Page 354, in the Jefferson County Clerk's office, and pursuant to a Special Warranty Deed pertaining to "Phase II" of such real estate dated March 8, 1999, of record in Deed Book 7200, Page 357, in the office aforesaid.

C. Notwithstanding the transfer of the real estate to Dominion, Developer continues to be obligated as the "Developer" under the Declaration, which obligation shall continue until the indebtedness owed by Dominion to Developer secured by a lien on Phase II has been paid in full.

D. The parties now desire to amend the Declaration, to make a correction in the maximum amount of the "Annual Assessment" as described herein.

AGREEMENT:

NOW, THEREFORE, for and in consideration of the agreements of the parties, the parties hereby agree as follows:

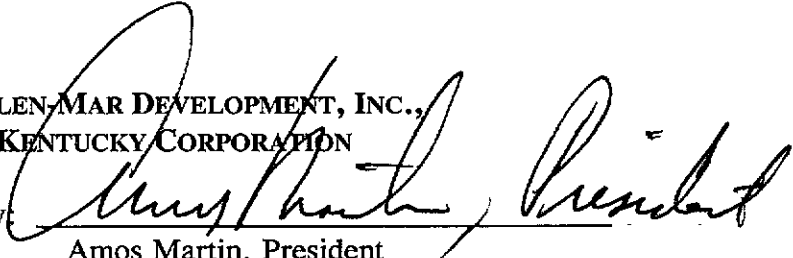
1. ANNUAL ASSESSMENTS. The third sentence of Section 6.3 of the Declaration, on page 8, is hereby amended, by changing the word, "month", which appears at the end of (i), to the word, "year", such that subsection (i) reads in its entirety as follows:

(i) prior to January 1, 2000, in no event shall the Annual Assessments for each Lot exceed \$100.00 per year;

2. RATIFICATION. Except as modified by this Amendment, the parties agree that the Declaration is in full force and effect.

IN TESTIMONY WHEREOF, witness the signatures of the parties hereto as of the date noted above.

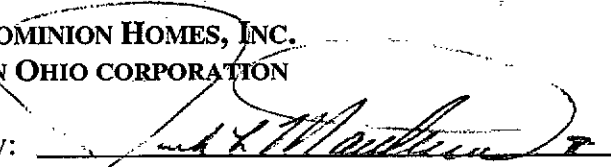
GLEN-MAR DEVELOPMENT, INC.,
A KENTUCKY CORPORATION

By:  President

Amos Martin, President

("Developer")

DOMINION HOMES, INC.
AN OHIO CORPORATION

By: 

Jack L. Mautino, Senior Vice President

("Dominion")

COMMONWEALTH OF KENTUCKY)
) SS.
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 30th day of April, 1999, by Amos Martin, as President of Glen-Mar Development, Inc., a Kentucky corporation, on behalf of the corporation.


My commission expires: January 30, 2001


NOTARY PUBLIC

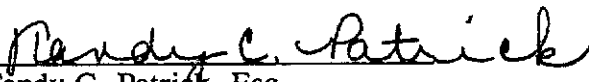
COMMONWEALTH OF KENTUCKY)
) SS.
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this th 14 day of April, 1999, by Jack L. Mautino, as Senior Vice President of Dominion Homes, Inc., an Ohio corporation, on behalf of the corporation.

My commission expires: MARCH 11, 2003


NOTARY PUBLIC

This instrument is prepared by:


Tandy C. Patrick, Esq.
GREENEBAUM DOLL & McDONALD PLLC
.3300 National City Tower
Louisville, Kentucky 40202
(502) 589-4200

LOU-226983-1

Document No.: DN1999076675
Lodged By: GREENBAUM DOLL
Recorded On: 05/07/1999 11:46:22
Total Fees: 12.00
Transfer Tax: .00
County Clerk: Bobbie Holsclaw
Deputy Clerk: DENKIN

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