

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

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WOODS OF FOX CREEK ("Amendment") is entered into and effective as of March 5, 1999, but actually executed on June 1, 2000, by **DOMINION HOMES OF KENTUCKY, LTD.**, a Kentucky limited partnership, with principal offices and place of business at 1216 South Hurstbourne Parkway, Louisville, Kentucky 40222 ("Dominion")

RECITALS:

A. Developer has previously entered into that certain Declaration of Covenants, Conditions and Restrictions (as amended, the "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, as amended by a First Amendment dated as of March 5, 1999, of record in Deed Book 7239, Page 804, in the office aforesaid

B. Dominion is obligated as the "Developer" under the Declaration, as successor-in-interest to Dominion Homes, Inc, which was the successor-in-interest to Glen-Mar Development, Inc

C. Section 12.3 of the Declaration provides until the Turnover Date, the Developer may unilaterally amend this Declaration at any time without the consent of any owners of lots in the real estate described in the Declaration

D. The parties now desire to amend the Declaration, to delete the prohibition contained in the Declaration relating to bi-level homes and to change the provisions regarding fencing, as described herein

AGREEMENT:

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

1. USE OF LOTS The third, fourth and fifth sentences of Section 10.1 of the Declaration are hereby deleted, such that Section 10.1 of the Declaration shall hereinafter read as follows (the deleted language appears in italics and brackets)

No Lot shall be used except for residential purposes, provided, however, that the foregoing shall not prohibit the operation of builders' model homes. No building shall be erected, altered, placed, or permitted to remain on any Lot other than one single-family dwelling not to exceed two and one-half stories in height, and each such dwelling shall have a two-car attached garage *[No bi-level homes shall be permitted in the subdivision. As used herein, "bi-level home" shall mean a home*

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having two levels with an integral garage on the lower level. No home shall be constructed on any Lot having a garage with a lower elevation than the street elevation such that the garage and/or driveway are depressed below the finished grade of the Lot.] No structure of a temporary character, trailer, basement, tent, shack, garage, barn, or other outbuilding shall be used on any Lot at any time as a residence either temporarily or permanently

2. FENCING Section 10.19 of the Declaration is hereby amended and restated in its entirety, as follows

No fence or wall shall be constructed or placed on any of the Lots except for (i) enclosure of an in-ground pool to meet safety requirements, (ii) white vinyl split rail fencing similar to the fencing in the entrance area, to be no higher than 48", (iii) dark mesh contained within the above-referenced split rail fence, and (iv) picket-style or board-on-board ("shadow box") type wooden fencing constructed of pressure-treated material which must be left in its natural state and may not be stained, sealed or painted, to be no higher than 48" A drawing illustrating an acceptable picket-style or board-on-board fence is attached hereto as Exhibit A No fencing shall be installed or erected until plans therefor have been approved in writing by the Developer or the Design Review Committee and shall be permitted only in the back yard of a Lot (i.e., such fence shall be constructed no closer to the street than the rear building line of the home located on the Lot, and in the case of a corner Lot, cannot encroach upon or extend beyond the building line) Any enclosure of an in-ground pool under item (i) above shall be located immediately surrounding the pool and any pool patio area, and shall not be located within ten (10) feet of any Lot line Ornamental fences integrated with a landscape design are permitted with approval of the Developer or the Design Review Committee

3. RATIFICATION Except as modified by this Amendment, the Declaration shall remain in full force and effect


[SIGNATURE PAGE FOLLOWS]

DB 0 7 4 6 5 P G 0 5 8 3

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

DOMINION HOMES OF KENTUCKY, LTD.

By **Dominion Homes of Kentucky GP, LLC**

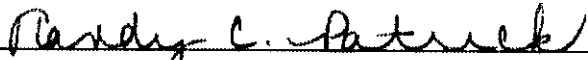
By 
Jack L. Mautino, President

("Dominion")

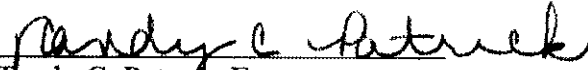
COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 1st day of June, 2000, by Jack L. Mautino, as President of Dominion Homes of Kentucky GP, LLC, a Kentucky limited liability company, as General Partner of Dominion Homes of Kentucky, Ltd, a Kentucky limited partnership, on behalf of the limited partnership

My commission expires 10/24/2002


NOTARY PUBLIC

This instrument was prepared by

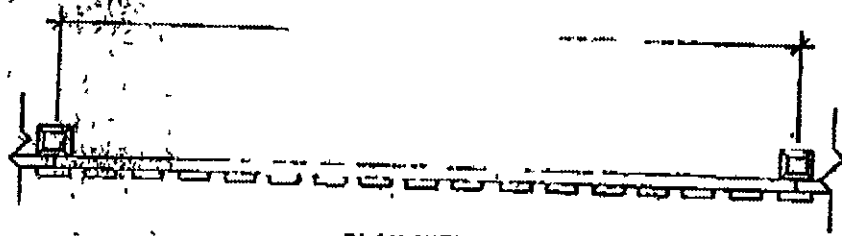

Randy C. Patrick, Esq
GREENEBAUM DOLL & McDONALD PLLC
3300 National City Tower
101 South Fifth Street
Louisville, Kentucky 40202-3197
(502) 589-4200

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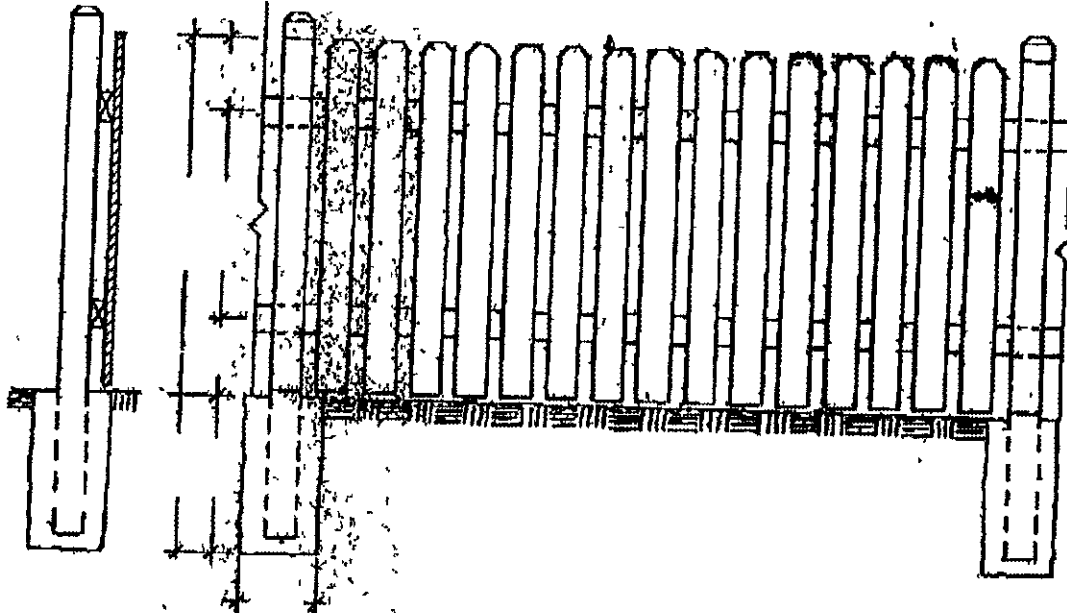
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Judge (to be filled in)
Records (to be filled in)
Index (to be filled in)
County Clerk (to be filled in)
Deputy (to be filled in)



International
Fence
Industry
Association



PLAN VIEW



SIDE VIEW

FRONT VIEW

4' SPACED PICKET FENCE DETAIL

STYLE: *FACE NAIL*

NTB

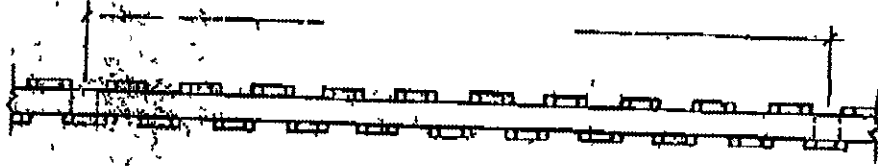
SPECIFICATIONS			PROJECT		
COMPONENT	DIMENSIONS	MATERIAL	DIVERSION CON.		
BACK RAILS	X	X	SUBMITTED BY		
POSTS	X	X			
PICKETS	X	X	DRAWING NO		
FOOTING	DIA 2"	CONC			
RAILS			DATE		
TOP DESIGN					
			W-2		

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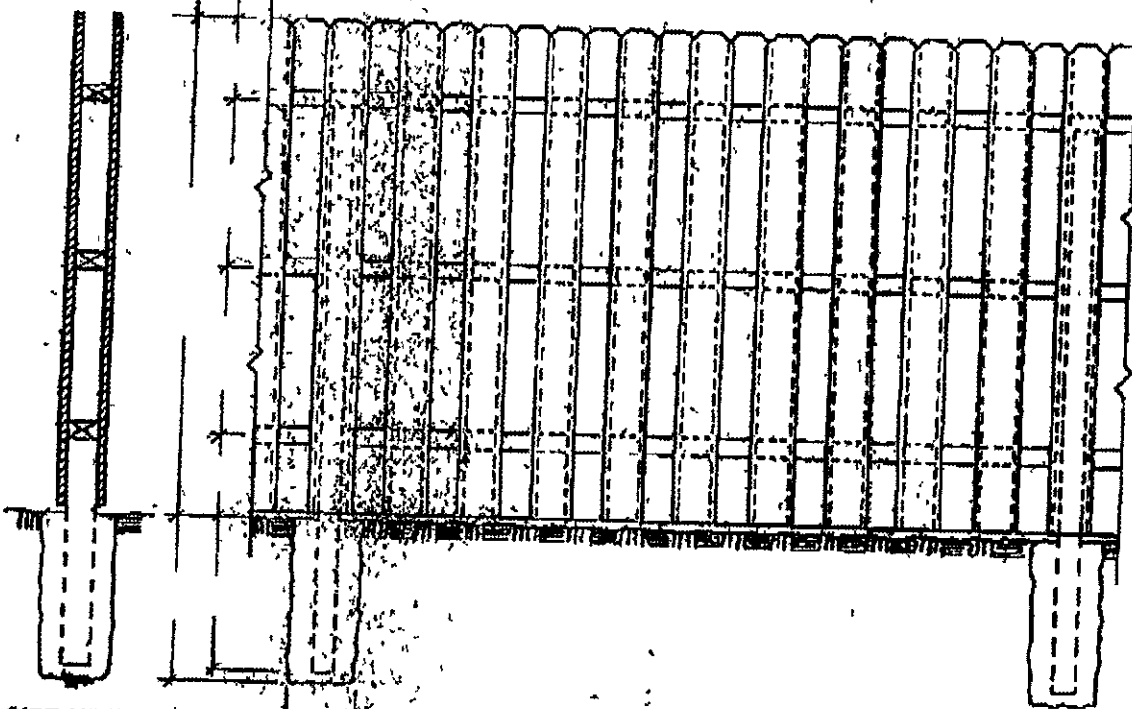
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International
Fence
Industry
Association



PLAN VIEW



SIDE VIEW

FRONT VIEW

BOARD ON BOARD FENCE DETAIL

STYLE: *NO PEAKED*

NTS

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SPECIFICATIONS			PROJECT		
COMPONENT	DIMENSIONS	NOTES	OWNER/GEN CON		
BACK RAILS	X		SUBMITTED BY		
PICKETS	X				
FOOTING	24" X 4" DEEP		DRAWING NO		
NAIS					
TOP SECTION			DATE		W-12