

FIRST AMENDMENT TO AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR
PARK DuVALLE SUBDIVISION

This FIRST AMENDMENT TO AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PARK DuVALLE SUBDIVISION (the "Declaration") is made on September 25, 2000, by the HOUSING AUTHORITY OF LOUISVILLE, a public body corporate ("Developer") with its principal office at 420 South Eighth Street, Louisville, Kentucky 40203, and consented to by the LOUISVILLE AND JEFFERSON COUNTY PLANNING COMMISSION.

A By instrument (the " CC&R's") dated June 20, 2000, of record in Deed Book 7466 Page 956 in the Office of the Clerk aforesaid, Developer imposed certain covenants, conditions and restrictions on certain real property (the "Original Property") described in the CC&R's. Developer owns additional property shown as lots 7-47 (the "Additional Property") on the record plat of Park DuValle Phase 3A Section 1, of record in Plat and Subdivision Book 46, Page 90 in the Office of the Clerk of Jefferson County, Kentucky, which lots adjoin the Original Property.

B. It is the desire and intention of the parties to apply the CC&R's to the Additional Property.

C The Louisville and Jefferson County Planning Commission joins in this Supplementary Declaration to consent to this amendment as required by Section 4.5 of the CC&R's.

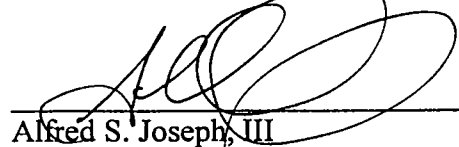
NOW, THEREFORE, in accordance with the foregoing premises, which are hereby incorporated herein, Developer amends the CC&R's as follows:

1. Exhibit A attached hereto is substituted for Exhibit A attached to the CC&R's.
2. A new section 6.10 is added as follows:

6.10 Fencing Prohibited in Certain Easements. For lots 7-47 as shown on the record plat of Park DuValle Phase 3A Section 1, of record in Plat and Subdivision Book 46, Page 90 in the Office of the Clerk of Jefferson County, Kentucky, no fence may be erected in a 5' gas, electric and telecommunication easement which is located in a rear yard and runs parallel to, and abuts a 15' alley.

0807518PG0974

THIS INSTRUMENT PREPARED BY:

A handwritten signature in black ink, appearing to read "Alfred S. Joseph, III", is written over a horizontal line.

Alfred S. Joseph, III
Stites & Harbison
400 West Market Street
Suite 1800
Louisville, KY 40202
(502) 587 3400

EXHIBIT A

DB07518PG0975

Lot No.	Plat Reference	Sale Lots	Rental	Square Footage
1	44x88-90		X	3,333.19
2	44x88-90		X	3,632.23
3	44x88-90		X	3,361.19
4	44x88-90		X	3,893.40
5	44x88-90		X	5,049.08
6	44x88-90		X	4,156.83
7	44x88-90	X		4,547.56
8	44x88-90	X		3,640.40
9	44x88-90	X		3,640.40
10	44x88-90	X		3,640.40
11	44x88-90	X		5,460.60
12	44x88-90	X		3,640.40
13	44x88-90	X		3,640.40
14	44x88-90	X		3,737.70
15	44x88-90	X		7,455.30
16	44x88-90	X		6,043.79
17	44x88-90		X	8,508.04
18	44x88-90		X	6,366.98
19	44x88-90		X	2,286.58
20	44x88-90		X	3,175.24
21	44x88-90		X	3,033.35
22	44x88-90		X	3,685.55
23	44x88-90		X	2,718.59
24	44x88-90		X	3,922.40
25	44x88-90		X	3,180.45
26	44x88-90		X	2,291.49
27	44x88-90		X	3,284.68
28	44x88-90		X	3,187.05
29	44x88-90		X	7,061.67
30	44x88-90	X		6,000.00
32	44x88-90	X		5,000.00
33	44x88-90	X		8,316.80
34	44x88-90	X		8,619.22
36	44x88-90	X		7,412.00
37	DB 7335/69	X		8,720.00
38	DB 7335/69	X		9,592.00
40	DB 7335/69	X		8,361.10
42	DB 7335/69	X		5,672.10
43	44x88-90	X		6,688.88
44	44x88-90	X		6,154.79
45	44x88-90	X		4,313.27
46	44x88-90	X		4,198.45
47	44x88-90	X		4,198.45
48	44x88-90	X		4,198.45
49	44x88-90	X		4,198.45
50	44x88-90	X		4,198.45
51	44x88-90	X		6,297.67
52	44x88-90	X		6,297.67

EXHIBIT A

DB07518PG0976

53	44x88-90	X		6,345.56
55	44x88-90	X		6,766.51
56	44x88-90	X		5,521.80
57	44x88-90	X		6,332.17
58	44x88-90	X		7,012.50
59	44x88-90	X		7,700.00
61	44x88-90	X		7,700.00
62	44x88-90	X		8,189.61
63	44x88-90	X		8,316.80
64	44x88-90	X		4,500.00
66	44x88-90	X		5,400.00
67	44x88-90	X		4,834.00
68	44x88-90	X		4,157.92
69	44x88-90	X		5,198.00
70	44x88-90	X		5,198.00
71	44x88-90	X		4,157.46
72	44x88-90	X		4,157.33
73	44x88-90	X		4,677.70
74	44x88-90		X	10,092.89
75	44x88-90	X		5,000.80
76	44x88-90	X		8,371.78
78	44x88-90	X		4,561.10
79	44x88-90	X		4,500.60
80	44x88-90	X		3,600.52
81	44x88-90	X		3,600.52
82	44x88-90	X		3,600.52
83	44x88-90	X		3,600.52
84	44x88-90	X		3,616.44
85	44x88-90		X	3,889.29
86	44x88-90		X	4,127.30
87	44x88-90		X	2,846.05
88	44x88-90		X	1,755.42
89	44x88-90		X	2,397.57
90	44x88-90		X	3,575.22
91	44x88-90		X	3,578.92
92	44x88-90		X	5,942.69
93	44x88-90		X	3,024.17
94	44x88-90		X	8,132.23
95	44x88-90		X	3,954.87
96	44x88-90		X	2,809.56
97	44x88-90		X	2,835.59
98	44x88-90		X	2,126.70
99	44x88-90		X	2,969.33
100	44x88-90		X	4,074.86
101	44x88-90		X	5,256.60
102	44x88-90		X	12,197.00
103	DB 7335/69		X	6,098.00
105	44x88-90		X	3,049.00
106	44x88-90		X	3,049.00
107	44x88-90		X	2,614.00
108	DB 7335/69		X	4,356.00

EXHIBIT A

D807518PG0977

110	44x88-90		X	3,485.00
111	44x88-90		X	3,485.00
112	44x88-90		X	3,485.00
113	44x88-90		X	2,614.00
114	DB 7335/69		X	4,791.00
116	44x88-90		X	14,329.00
117	44x88-90		X	10,229.55
118	44x88-90		X	2,942.83
119	44x88-90		X	2,268.01
120	44x88-90		X	12,868.85
121	44x88-90		X	3,258.16
122	44x88-90		X	3,529.65
123	44x88-90		X	6,301.80
124	44x88-90		X	2,260.43
125	44x88-90		X	3,288.33
126	44x88-90		X	3,378.31
127	44x88-90		X	3,485.10
128	44x88-90		X	3,311.42
129	44x88-90		X	8,436.95
130	44x88-90		X	3,447.89
131	44x88-90		X	2,522.39
132	44x88-90		X	3,123.96
133	44x88-90		X	2,196.05
134	44x88-90		X	3,597.85
135	44x88-90		X	3,360.25
136	44x88-90		X	5,236.11
137	45X84-86	X		5,853.34
138	45X84-86	X		3,756.15
139	45X84-86	X		3,756.15
140	45X84-86	X		5,422.63
142	45X84-86		X	4,072.83
143	45X84-86		X	2,340.00
144	45X84-86		X	1,620.00
145	45X84-86		X	2,340.00
146	45X84-86		X	3,150.00
147	45X84-86		X	3,507.51
148	45X84-86	X		4,238.34
149	45X84-86	X		4,079.79
150	45X84-86	X		4,364.81
151	45X84-86	X		4,649.82
152	45X84-86	X		7,509.12
153	45X84-86	X		5,362.34
154	45X84-86	X		6,388.19
155	45X84-86		X	6,836.50
156	45X84-86	X		3,945.88
157	45X84-86	X		3,957.16
158	45X84-86	X		3,992.17
159	45X84-86	X		4,007.85
160	45X84-86	X		4,009.19
161	45X84-86	X		5,776.53
163	45X84-86	X		5,169.82

EXHIBIT A

DB07518PG0978

164	45X84-86	X		5,463.88
165	45X84-86	X		5,042.97
166	45X84-86	X		4,729.96
167	45X84-86	X		4,416.95
168	45X84-86	X		4,103.94
169	45X84-86	X		3,801.98
170	45X84-86	X		4,093.73
171	45X84-86		X	3,177.64
172	45X84-86		X	3,150.00
173	45X84-86		X	2,700.00
174	45X84-86		X	3,150.00
175	45X84-86		X	3,150.00
176	45X84-86		X	2,942.43
177	45X84-86	X		3,642.83
178	45X84-86	X		5,448.69
179	45X84-86	X		3,604.71
180	45X84-86	X		3,582.51
181	45X84-86	X		3,476.35
182	45X84-86		X	9,594.87
183	45X84-86	X		3,848.15
184	45X84-86	X		3,807.67
185	45X84-86	X		3,771.34
186	45X84-86	X		4,662.39
187	45X84-86	X		3,672.55
188	45X84-86	X		4,471.00
189	45X84-86	X		3,285.84
190	45X84-86	X		3,285.84
191	45X84-86	X		3,285.84
192	45X84-86	X		4,694.05
193	45X84-86	X		3,823.15
194	45X84-86	X		3,839.63
195	45X84-86	X		3,839.63
196	45X84-86	X		3,839.63
197	45X84-86	X		3,839.63
198	45X84-86	X		3,839.63
199	45X84-86	X		3,821.65
200	45X84-86	X		5,688.09
201	45X84-86	X		3,630.12
202	45X84-86	X		3,640.45
203	45X84-86	X		5,723.05
204	45X84-86	X		3,815.22
205	45X84-86	X		3,833.15
206	45X84-86	X		3,834.28
207	45X84-86	X		3,835.41
208	45X84-86	X		3,827.16
209	44x88-90	X		3,809.52
210	45X84-86	X		3,774.23
213	44x88-90		X	3,515.43
214	44x88-90		X	2,466.59
215	44x88-90		X	3,296.70
216	44x88-90		X	3,283.60

EXHIBIT A

DB07518PG0979

217	44x88-90		X	2,648.06
218	44x88-90		X	3,397.75
219	45X84-86	X		4,482.57
220	45X84-86	X		3,600.00
221	45X84-86	X		3,600.00
222	45X84-86	X		3,600.00
223	45X84-86	X		3,600.00
224	45X84-86	X		3,600.00
225	45X84-86	X		3,680.71
226	45X84-86	X		6,304.07
227	45X84-86	X		3,998.82
228	45X84-86	X		3,918.67
229	45X84-86	X		5,680.43
230	45X84-86	X		3,968.14
231	45X84-86	X		3,640.00
232	45X84-86	X		3,640.00
233	45X84-86	X		3,640.00
234	45X84-86	X		3,640.00
235	45X84-86	X		3,640.00
236	45X84-86	X		4,286.24
237	44x88-90		X	3,184.80
238	44x88-90		X	3,590.53
239	44x88-90		X	2,372.89
240	44x88-90		X	1,686.43
241	44x88-90		X	2,374.26
242	44x88-90		X	2,192.24
243	44x88-90		X	3,313.67
244	44x88-90		X	2,906.54
245	44x88-90		X	2,769.89
246	44x88-90		X	6,797.39
247	44x88-90		X	1,943.36
248	44x88-90		X	2,308.50
249	44x88-90		X	2,844.82
250	44x88-90		X	3,027.83
251	44x88-90		X	3,226.39
252	44x88-90		X	2,704.14
253	44x88-90		X	3,823.14
254	44x88-90		X	3,517.27
255	44x88-90		X	3,762.61
256	44x88-90	X		3,527.92
257	44x88-90	X		3,678.52
258	44x88-90	X		3,680.00
259	44x88-90	X		3,680.00
260	44x88-90	X		3,680.00
261	44x88-90	X		3,680.00
262	44x88-90	X		3,974.03
263	44x88-90		X	3,350.47
264	44x88-90		X	2,076.52
265	44x88-90		X	3,026.31
266	44x88-90		X	3,930.73
267	44x88-90		X	4,096.55

EXHIBIT A

DB07518PG0980

268	44x88-90		X	3,454.69
269	44x88-90		X	3,036.60
270	44x88-90		X	23,141.58
271	45X84-86	X		6,486.79
273	45X84-86	X		4,137.11
274	45X84-86	X		4,122.66
275	45X84-86	X		6,156.89
276	45X84-86	X		4,086.53
277	45X84-86	X		6,102.71
278	45X84-86	X		4,050.41
279	45X84-86	X		4,036.96
280	45X84-86	X		6,047.03
281	45X84-86		X	3,275.45
282	45X84-86		X	1,748.61
283	45X84-86		X	2,518.63
284	45X84-86		X	4,539.43
285	45X84-86		X	4,450.62
286	45X84-86		X	2,686.33
287	45X84-86		X	1,936.55
288	45X84-86		X	1,960.41
289	45X84-86		X	3,667.77
290	45X84-86		X	4,300.68
291	45X84-86		X	2,790.82
292	45X84-86		X	4,717.04
293	45X84-86		X	4,602.23
294	45X84-86		X	2,548.20
295	45X84-86		X	1,762.85
296	45X84-86		X	3,251.85
299	44x88-90		X	3,145.90
300	44x88-90		X	3,021.43
301	44x88-90		X	2,716.48
302	44x88-90		X	1,887.63
303	44x88-90		X	1,881.72
304	44x88-90		X	2,687.39
305	44x88-90		X	2,142.52
306	44x88-90		X	1,517.48
307	44x88-90		X	2,129.20
308	44x88-90		X	2,090.94
309	44x88-90		X	3,272.29
310	44x88-90		X	3,720.64
311	44x88-90		X	2,616.09
312	44x88-90		X	8,211.68
313	44x88-90		X	3,461.94
314	44x88-90		X	2,615.01
315	44x88-90		X	4,041.25
316	44x88-90		X	15,116.83
317	44x88-90		X	2,327.34
318	44x88-90		X	2,415.84
319	44x88-90		X	2,096.33
320	44x88-90		X	2,156.17
321	44x88-90		X	9,032.68

Phase 3A Section 1				
7	46x90		X	3240
8	46X90		X	4455
9	46X90		X	4584
10	46X90	X		8028
11	46X90	X		8297
12	46X90	X		8306
13	46X90	X		8052
14	46X90	X		8918
15	46X90	X		5360
16	46X90	X		5360
17	46X90	X		5360
18	46X90	X		5360
19	46X90	X		5360
20	46X90	X		5360
21	46X90	X		5360
22	46X90	X		5360
23	46X90	X		5360
24	46X90	X		5360
25	46X90	X		5360
26	46X90	X		6760
27	46X90		X	5760
28	46X90		X	2778
29	46X90		X	4130
30	46X90		X	4279
31	46X90		X	3413
32	46X90		X	3189
33	46X90		X	5636
34	46X90		X	3203
35	46X90		X	9405
36	46X90		X	1879
37	46X90		X	2643
38	46X90		X	6883
39	46X90		X	3310
40	46X90		X	3843
41	46X90		X	3463
42	46X90		X	4031
43	46X90		X	7236
44	46X90		X	2777
45	46X90		X	1974
46	46X90		X	2776
47	46X90		X	7524
				209,732
9/14/00				

Recorded In Plat Book

No. 416 Page 90

Part No. _____

Document No.: DN2000129745
 Lodged By: PARK DUVALLE
 Recorded On: 09/25/2000 11:11:08
 Total Fees: 28.00
 Transfer Tax: .00
 County Clerk: Bobbie Holsclaw-JEFF CO KY
 Deputy Clerk: PENWIM