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**APRIL 2004 SECTION 17A OF THE POLO FIELDS
 AMENDMENT TO THE ORIGINAL
 DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
 POLO FIELDS SUBDIVISION**

APRIL 22, 2004

**AFTER RECORDING RETURN TO
 BORDERS & BORDERS, ATTORNEYS
 920 DUPONT ROAD
 LOUISVILLE, KY 40207**

**POLO FIELDS, INC.
 12305 Westport Road, Suite 4
 Louisville, Kentucky 40245**

THIS APRIL 2004 SECTION 17A OF THE POLO FIELDS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR POLO FIELDS SUBDIVISION ("APRIL 2004 Section 17A Amendment") is made, imposed and declared as of this 22 day of April, 2004, by POLO FIELDS, INC., a Kentucky corporation, with principal office and place of business at 12305 Westport Road, Suite 104, Louisville, Kentucky 40245 ("Declarant").

WITNESSETH:

WHEREAS, pursuant to that certain Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, Phase I, dated January 1, 1993 of record in Deed Book 6266, Page 692, as amended by that First Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, Phase I, as of March 15, 1993, of record in Deed Book 6300, Page 439, as further amended by Second Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, Phase I (to Include Section 2), as of January 26, 1995, of record in Deed Book 6412, Page 789, as further amended by that Special Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision as of June 27, 1994, of record in Deed Book 6470, page 596, as further amended by that September 1994 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision as of September 26, 1994 of record in Deed Book 6505, page 917, as further amended by that November 1994 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivisions of November 8, 1995, of record in Deed Book 6528, Page 252, as further amended by that April 1995 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision as of April 5, 1995 of record in Deed Book 6547, page 584, as further amended by that October 31, 1995, of record in Deed Book 6664, page 890, and as further amended by that February 1996 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision as of February 21, 1996, of record in Deed Book 6705, Page 218, as further amended by that March 1996 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision as of March 1, 1996, of record in Deed Book 6715, Page 53, and as further amended by that December 1996 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision as of December 16, 1996, of record in Deed Book 6825, Page 848, and as further amended by that October 7, 1998 Section 5 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, as of October 27, 1998, of record in Deed Book 7129, Page 206, and as further amended by that December 1998 Curry/Polo, LLC Annexation and Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, as of December 23, 1998, of record in Deed Book 7164, Page 941, as further amended by that March 1999, Section 6 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, as of March 11, 1999, of record in Deed Book 7213, Page 828, as further amended by that August 1999 Section 8 and 9 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, as of August 27, 1999 of record in Deed Book 7338, Page 645, as further amended by that September 26, 2002 Amendment to Declaration of Covenants,

Conditions and Restrictions for Polo Fields Subdivision, as of September 26, 2002, in Deed Book 7968, Page 315, as further amended by that May 22, 2003 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, as of May 22, 2003, in Deed Book 8161, Page 114, as further amended by that January 2004 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, as of January 19, 2004, in Deed Book 8340, Page 379, as further amended by that January 2004 Section 17 of The Polo Fields Amendment to the Original Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, as of January 29, 2004, in Deed Book 8346, Page 803, all in the office of the Clerk of the County Court of Jefferson County, Kentucky (as amended, the "Declaration"), Declarant imposed certain covenants, conditions and restrictions upon certain real property defined in the Declaration being a part of the property set forth in Plats recorded in Plat and Subdivision Book 49, Page 56, in the office of the Clerk of the County Court of Jefferson County, Kentucky.

WHEREAS, Declarant as the owner of such property (hereinafter "Owner" and "Declarant"), has determined that the recordation of Restrictions against the "Section 17A Lots" in the Polo Fields as defined below, will increase the value of such property for the benefit of Owner and all subsequent owners of any portion of such Section 17A Lots; and

WHEREAS, Owner desires to impose upon certain property owned by Owner as described hereinbelow, the covenants, conditions and restrictions set forth in the Declaration, as amended herein; and;

WHEREAS, Declarant and Owner desire to amend the Declaration as hereinafter described;

NOW, THEREFORE, in consideration of the forgoing preambles and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Owner hereby agrees as follows and Owner and Declarant hereby amend the Declaration as follows:

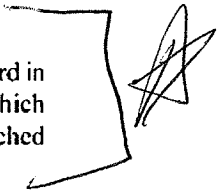
1. Owner hereby imposes the terms and obligations of the Restrictions upon Lots designated as 817 and 815 of the Polo Fields Subdivision, as defined below and hereby grants, gives and agrees to the obligations, terms, liens and impositions set forth in such Restrictions, as amended herein. Owner hereby adopts each of the recitals of the Restrictions as Owner's own desire and intent with respect to the Section 17A Lots.

2. Declarant hereby agrees that the Section 17A Lots shall be governed by, and entitled to the rights set forth in the Restrictions, as amended from time to time, provided that such changes to the Restrictions shall not be effective with respect to the Section 17A Lots unless Owner or its assigns has consented to same in writing.

3. Section 1.2 of the Declaration, entitled Subject Property, is hereby amended to include the following described property, in addition to the property currently subject to and described in the Declaration:

Section 17A

BEING Lots 817 and 816 (collectively referred to as "Section 17A Lots"), all as shown on the plat of record in Plat and Subdivision Book 49, Page 56, in the office of the Clerk of Jefferson County, Kentucky, and which are more specifically described in the "Legal Description of Polo Fields Subdivision Section 17A" attached hereto as Exhibit "A".



4. Section 3.3 of the Declaration entitled "Minimum finished Floor Areas" is hereby amended to state that homes to be constructed on Section 17A Lots shall have the following minimum finished floor areas:

All Section 17A Lots

(a) One-Story. A ranch or one story residence shall be a minimum of 2,400 finished and habitable square feet, exclusive of the garage.

(b) One and One-Half-Story. A one and one-half story of Cape Cod residence shall be a minimum of 3,000 finished and habitable square feet, exclusive of the garage.

(c) Two-Story. A two-story residence shall be a minimum of 3,100, finished and habitable square feet, exclusive of the garage.

(d) Exclusions. Finished basements areas, garages and open porches are not included in computing the minimum floor areas pursuant to the Section 3.3G.

5. All capitalized terms not defined herein shall have same meanings as those set forth in the Declaration.

6. Other than as modified herein, the Declaration shall remain in full force and effect unchanged.

7. Polo Fields Community Association, Inc., hereby enters herein for the purpose of consenting to the foregoing amendments.

IN WITNESS WHEREON, the undersigned have duly executed this April 22 2004 section 17a of the polo fields amendment to the original declaration of covenants, conditions and restrictions polo fields subdivision. Section 17 Amendment as of the day, month and year first above written.

POLO FIELDS, INC.,
a Kentucky corporation

By: _____

Title: V. President

POLO FIELDS COMMUNITY ASSOCIATION, INC.,
a Kentucky corporation

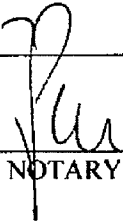
By: _____

Title: President

STATE OF KENTUCKY)
)SS:
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 22 day of April, 2004 by David S. Greenberg, as Vice President of Polo Fields , Inc., a Kentucky corporation, on behalf of said corporation.

My commission expires: 3-7-07

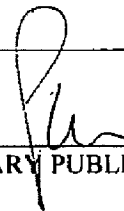


NOTARY PUBLIC

STATE OF KENTUCKY)
)SS:
COUNTY OF JEFFERSON)

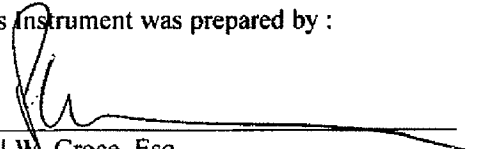
The foregoing instrument was acknowledged before me this 22 day of April, 2004 by David S. Greenberg, as President and Chairman of the Board of Directors of Polo Fields Community Association, Inc., a Kentucky corporation, on behalf of said corporation.

My commission expires: 3-7-07



NOTARY PUBLIC

This instrument was prepared by :



Paul W. Croce, Esq.
12305 Westport Road, Suite 104
Louisville, Kentucky 40245

EXH. "A"

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April 22, 2004

**Legal Description
of Polo Fields Subdivision Section 17A**

A certain tract of land in Jefferson County, Kentucky, more particular described as follows:

Unless stated otherwise, any monument referred to herein as a "set pin and cap" is a set 5/8" diameter, steel rebar, eighteen inches (18") in length, with a yellow plastic cap stamped "B. Matherly PLS 3596". All bearings stated herein are referred to the east line of Polo Fields Subdivision, Section 17 as recorded in Plat Book 49, Page 56.

The following property contains a cemetery as shown on the record plat of Polo Fields Subdivision, Section 17 as recorded in Plat Book 49, Page 56.

Beginning at a found pin and cap "S.L. Burch PLS 3022" on the east right-of-way line of Mallet Hill Drive and at the northwest corner of a tract of land conveyed to Polo Joint Venture, LLC. as recorded in Deed Book 7491, Page 696 in the office of the County Clerk of Jefferson County, Kentucky and shown on Polo Fields Subdivision, Section 17 as Lot 818; thence following the east right-of-way line of Mallet Hill Drive, with a curve to the left, having a radius of 2,240.00 feet, the chord being North 27 deg. 49 min. 10 sec. East, 308.10 feet to a found pin and cap "S.L. Burch PLS 3022" at the southwest corner of a tract of land conveyed to Polo Fields, Inc. as recorded in Deed Book 7944, Page 873 in the aforementioned clerk's office and shown on Polo Fields Subdivision, Section 14 (Amended) recorded in Plat Book 48, Page 63 as Lot 815; thence with the line of Polo Fields, Inc. the following courses: South 64 deg. 14 min. 26 sec. East, 85.78 feet to a found pin and cap "S.L. Burch PLS 3022"; South 25 deg. 45 min. 34 sec. West, 30.00 feet to a found pin and cap "S.L. Burch PLS 3022"; South 64 deg. 14 min. 26 sec. East, 132.14 feet to a found pin and cap "S.L. Burch PLS 3022" at the southeast corner of Polo Fields, Inc. (Lot 815) and on the west line of Hull Street Condominium Developers, Inc. as recorded in Deed Book 8162, Page 349 in the afore-mentioned clerk's office; thence with the line of Hull Street Condominium Developers, Inc. South 25 deg. 45 min. 34 sec. West, 277.19 feet to a found pin and cap "S.L. Burch PLS 3022" at the northeast corner of a tract of land conveyed to Polo Joint Venture, LLC. (Lot 818); thence with the line of Polo Joint Venture, LLC. North 64 deg. 24 min. 59 sec. West, 229.08 feet to the point of beginning containing 1.462 acres, according to a survey by Brian E. Matherly, PLS #3596, with Sabak, Wilson and Lingo, Inc., on April 13, 2004 and being a portion of the same property acquired by Polo Joint Venture, LLC. as recorded in Deed Book 7491, Page 696 in the office of the County Court Clerk of Jefferson County, Kentucky.

END OF DOCUMENT

Brian E. Matherly
Licensed Professional Land Surveyor 3596
Sabak, Wilson & Lingo, Inc.

Document No.: DN2004069274
Lodged by: burders & borders
Recorded On: 04/26/2004 10:59:53
Total Fees: 16.00
Transfer Tax: .00
County Clerk: BOBBIE HOLSCLAW-JEFF CO KY
Deputy Clerk: YOLLOGE