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MARCH 1999, SECTION 6 AMENDMENT
TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
POLO FIELDS SUBDIVISION
JEFFERSON COUNTY, KENTUCKY
MARCH 11, 1999

Polo Fields, Inc.
17310 Polo Fields Lane
Louisville, Kentucky 40245

This March 1999, Section 6 Amendment Declaration of Covenants, Conditions, and Restrictions ("March 1999, Section 6 Amendment") is made, declared, and imposed as of the 11. Day of March, 1999 by (1) Polo Fields, Inc., a Kentucky Corporation with principal office and place of business at 17310 Polo Fields Lane, Louisville, Kentucky 40245 ("Declarant").

WITNESSETH:

WHEREAS, pursuant to that certain Declaration of Covenants, Conditions, and Restrictions for Polo Fields Subdivision, Phase I, dated as of 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 that Second Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, Phase I (to include Section 2), as of January 26, 1994, 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 Subdivision as 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 1995 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision as of 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, 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 23, 1998 Section 5 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision of record in Deed Book 7127,

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Page 548, as further amended by that October 27 Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision of record in Deed Book 7129, Page 206, all in the Office of the Clerk 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 44, Page 75, in the Office of the Clerk of Jefferson County, Kentucky and as further amended by that December 25, 1998 Curry/Polo L.L.C. Annexation and Amendment to Declaration of Covenants, Conditions and Restrictions for Polo Fields Subdivision, of record in Deed Book 7164, page 941, in the Office of the Clerk of Jefferson County, Kentucky.

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

1. Section 1.1 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:

BEING Lots 95 through 100 and Lots 225 through 235 inclusive, as shown on the plat of Polo Fields Section 6 (Collectively the "Section 6 Lots") of record in Plat and Subdivision Book 45 Page 29, in the Office of the Clerk of Jefferson County, Kentucky.

The term "Property", as used in the Declaration, shall be deemed to include the Curry/Polo Property described above and being added to the Declaration pursuant to this Amendment.

2. The following section is hereby added to the Declaration:
Section 3.3 F Minimum Finished Floor Areas. The following shall be the minimum finished floor areas for homes to be constructed on the Section 6 Lots (unless other minimum finished floor areas are otherwise specified with respect to any of the other Section 6 Lots in any supplemental declaration or on the plat filed in the aforesaid Clerk's Office with respect to such Section 6 Lots).

(a) One-Story - The ground floor area of a ranch (one-story) residence shall be a minimum of 2,300 finished and habitable square feet, exclusive of the garage.

(b) One and One-Half Story - The ground floor area of a one-and-one-half story of Cape Cod residence shall be a minimum of 1,700 finished and habitable square feet, exclusive of the garage, and the residence shall contain a minimum of 2,750 finished and habitable square feet.

(c) Two-Story - The ground floor area of a two-story residence shall be a minimum of 1,500 finished and habitable square feet, exclusive of the garage, and the residence shall contain a minimum of 3,000 finished and habitable square feet.

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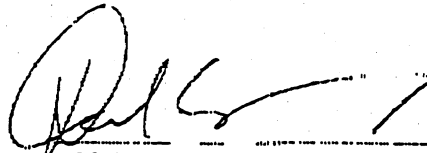
(d) Others- All other housing designs shall contain a minimum of 2,750 finished and habitable square feet, exclusive of the garage.

(e) Exclusions - finished basement areas, garages and open porches are not included in computing minimum floor areas pursuant to this Section 3.31.

3. The following paragraph is hereby added to Section 3.1 (b) of the Declaration, entitled Landscape Plans:

(a) Notwithstanding anything in this Section 3.1 (b) to the contrary, each landscape plan submitted to Declarant for a Lot contained within Section 6 shall show that the Lot has or will have prior to occupancy a minimum of two trees (at least 2-1/2 inches in diameter) in the front yard of the Lot located outside of the planting bed, and an additional three trees (at least 2-1/2 inches in diameter) in the rear yard of the Lot located outside of the planting bed.

IN WITNESS WHEREOF, the undersigned have duly executed this Amendment as of the day, month and year first above written.



POLO FIELDS, INC., a Kentucky Corporation by David S. Greenberg

Subscribed and sworn to before me by Polo Fields, Inc. by David S. Greenberg on this the 11 day of March, 1999.

Care A. Depant
NOTARY PUBLIC

My Commission expires: 4-10-2002

David S. Greenberg

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POLO FIELDS COMMUNITY ASSOCIATES, INC., a Kentucky non-profit corporation by DAVID S. GREENBERG

Subscribed and sworn to before me by David S. Greenberg on this the 11 day of March, 1999.

Carol A. Dupont
NOTARY PUBLIC

My Commission expires: 12/10/2002

Recorded In Plat Book
No. 45 Page 29
Part No. _____

Document No.: DN1999051612
Lodged By: POLO FIELDS INC
Recorded On: 03/29/1999 03:21:12
Total Fees: 14.00
Transfer Tax: .00
County Clerks: Bobbie Holsclaw
Deputy Clerks: DIARDE

END OF DOCUMENT