

MARTHA A. WOMACKS
MARION COUNTY AUDITOR

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DUTY PER TAXATION
SUBJECT TO FINAL ACCEPTANCE
FOR TRANSFER

**FOURTH AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR WOODLAND TRACE**

THIS FOURTH AMENDMENT, dated February 16, 2002, is made by C.P. MORGAN COMMUNITIES, L.P., an Indiana limited partnership ("Declarant").

Recitals:

A. Declarant and its predecessor in interest recorded a document entitled "Declaration of Covenants and Restrictions of Woodland Trace," dated December 21, 1999, and recorded on April 25, 2000, as Instrument No. 2000-0064247, as amended by a First Amendment to Declaration of Covenants and Restrictions of Woodland Trace, dated September 13, 2001, and recorded on October 9, 2002, as Instrument No. 2001-0179350, and by a Second Amendment to Declaration of Covenants and Restrictions of Woodland Trace, dated January 21, 2002, and recorded January 4, 2002, as Instrument No. 2002-0015504, and by a Third Amendment to Declaration of Covenants and Restrictions of Woodland Trace and Designation of Successor Declarant, dated January 25, 2002, and recorded January 29, 2002, as Instrument No. 2002-0018817 (the "Declaration"), all in the Office of the Recorder of Marion County.

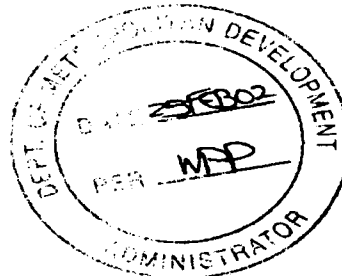
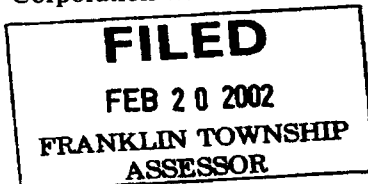
B. Article XI, Section 2 of the Declaration provides that the Declarant may amend the Declaration, acting alone, to comply with the requirements of the Department of Housing and Urban Development ("HUD"), among others.

C. Declarant desires to make certain amendments to the Declaration which are being required by HUD.

Terms:

NOW THEREFORE, the Declarant hereby amends the Declaration as set forth below, and represents that all such amendments are being required by HUD:

1. Article III, Section 2, of the Declaration, is hereby amended by adding to the end of such subsection the following: "The Common Areas shall not be mortgaged or conveyed by the Corporation without the vote that would otherwise be required for an amendment to this



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Declaration, as provided in Article XI, below. If ingress or egress to any residence constructed on a Lot is through a Common Area, such encumbrance or conveyance shall be subject to an easement in favor of such Lot for ingress and egress thereto."

2. Article IX, Section 5(a) of the Declaration, is hereby amended by adding to the end of such subsection the following: "The lien for Assessments shall be subordinate the lien of any first mortgage on a Lot. An Owner's failure to pay any Assessment shall not, by the terms of this Declaration, constitute a default under an insured mortgage on such Lot. Mortgagees shall not be required to collect any Assessment."

3. Article XI of the Declaration is hereby amended by adding thereto the following new Section: "Section 3. Limitation on Certain Acts. Until the Applicable Date, the following actions will require the prior approval of the Department of Housing and Urban Development or the Department of Veterans Affairs: Annexation of additional properties, dedication of Common Area, and amendment of this Declaration."

4. Except as amended by Sections 1 through 3, above, the Declaration shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the undersigned has caused this Fourth Amendment to be executed as of the date written above.

C.P. MORGAN COMMUNITIES, L.P.
By: C.P. MORGAN INVESTMENT CO., INC.,
its general partner

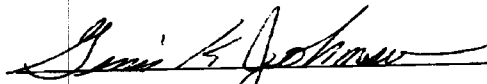
By: 
Mark W. Boyce, Vice President

"Declarant"

STATE OF INDIANA)
) SS:
COUNTY OF HAMILTON)

Before me, a Notary Public in and for said County and State, personally appeared Mark W. Boyce, the Vice President of C.P. Morgan Investment Co., Inc., the general partner of C.P. Morgan Communities, L.P., an Indiana limited partnership, who, having been duly sworn, executed the foregoing Fourth Amendment to Declaration of Covenants and Restrictions for Woodland Trace for and on behalf of said entities and stated that the representations contained therein are true.

Witness my hand and Notarial Seal this 18 day of February, 2002.


(G. Mark Johnson)) Notary Public

My Commission Expires:

November 18, 2007

My County of Residence is:

Hamilton

This Instrument prepared by:
Lewis E. Willis, Jr., Esq.
Stark Doninger & Smith
Suite 700
Indianapolis, Indiana 46204

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