

**FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THE GABLES AT BRICKYARD HILL

**Adams Township
Butler County, Pennsylvania**

This FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (this "First Amendment") is made as of this 17th day of November 2010, by SERIES D. MARKETING, LLC, a Pennsylvania limited liability company, as the owner in fee simple of the real estate herein described. This First Amendment amends the Declaration of Covenants, Condition, Reservations and Restrictions of The Gables At Brickyard Hill dated July 12, 2004, as recorded on July 15, 2004, in the Office of the Recorder of Butler County, Pennsylvania, at Instrument #200407150023267 (the "Declaration") and the Supplemental Declaration dated July 18, 2006, as recorded on July 24, 2006, in the Office of the Recorder of Butler County, Pennsylvania, at Instrument #200607240018607 (the "Supplemental Declaration"). This First Amendment is made pursuant to Section 4.4 of the Declaration.

NOW, THEREFORE, the Declaration is hereby amended as follows:

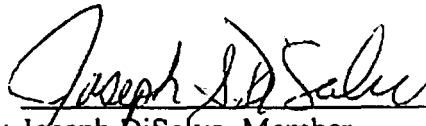
1. Article IV, Section 4.4 of the Declaration is amended to read as follows:

Mining. No structure designed for use in extracting oil or natural gas shall be located upon the surface of any part of the Real Estate.

2. Except as specifically amended hereby, all covenants, conditions and restrictions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the said Series D. Marketing, LLC, has caused its name to be signed to these presents on the day and year first above written.

SERIES D. MARKETING, LLC,
a Pennsylvania limited liability company
By: Semper Fi Associates, LLC
a Pennsylvania limited liability company
Its: Member

By: 
Name: Joseph DiSalvo, Member

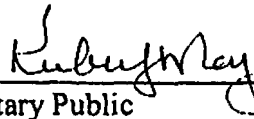
DUPLICATE

ACKNOWLEDGEMENT:

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF BUTLER) ss:

On this, the 17th day of November 2010, before me, the undersigned Notary Public, personally appeared the above named Joseph DiSalvo, known to me to be the Member of Semper Fi Associates, LLC, a Pennsylvania limited liability company and the Member of Series D. Marketing, LLC, a Pennsylvania limited liability company, who acknowledged that he did sign said instrument for and on behalf of said limited liability companies, being thereunto duly authorized by said limited liability companies; that the same is his free act and deed and the free act and deed of said limited liability companies.

Given under my hand and notarial seal this 17th day of November 2010.



Notary Public

My Commission Expires: 9/13/12

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Kimberly May, Notary Public
Cranbury Twp., Butler County
My Commission Expires Sept. 13, 2012
Member, Pennsylvania Association of Notaries