

**FIRST AMENDMENT TO RESTATED AND AMENDED
DECLARATION OF COVENANTS,
CONDITIONS, EASEMENTS AND RESTRICTIONS
OF GLENCAIRN FOREST**

RECITALS

WHEREAS, Glencairn Corporation, an Ohio corporation ("Declarant"), filed for record the Restated and Amended Declaration of Covenants, Conditions, Easements and Restrictions of Glencairn Forest (the "Restated Declaration") on July 15, 2003, the Declaration being recorded as document number 54907875 of the Summit County Records;

WHEREAS, the Restated Declaration restated and amended the Declaration of Covenants, Conditions, Easements and Restrictions of Glencairn Forest recorded in OR 1685, pages 310-356 of the Summit County Records.

WHEREAS, under Section 15.11 of the Restated Declaration, the right was reserved by Declarant to amend and modify the Restated Declaration;

NOW, THEREFORE, Declarant, pursuant to the authority of 15.11 of the Restated Declaration, hereby declares that the Restated Declaration be, and hereby is, amended as follows:

1. Unless otherwise defined in this First Amendment, all capitalized terms shall have the same meaning as given in the Restated Declaration.

2. The second to last sentence of Section 2.1(o) is hereby deleted and the following is substituted in lieu thereof:

"Any Exclusive Common Area shall be designated as such, and the exclusive use thereof shall be assigned, in a Subsequent Amendment or in a deed conveying Exclusive Common Area to a Neighborhood Association."

3. The private roads located in the Glencoe and Chapelton Court Neighborhoods are hereby designated as Exclusive Common Areas of such respective Neighborhoods.

4. Section 5.5(b) is hereby clarified and amended by adding the following two subparagraphs thereto: (i) Neighborhood Expenses include maintenance expenses for private roads titled to respective Neighborhoods. Neighborhood Expenses shall be assessed by the respective Neighborhood Associations in accordance with Section 9.1 below; (ii) the assessment of Neighborhood Assessments for Living Units and Vacant Single Family Lots may vary between different Neighborhoods based on the relative amount of services they receive from the Association.



5. Section 5.5(a)(iii) is hereby clarified and amended by adding the following sentence:

“A Neighborhood Architectural Review Board may not contravene the general policies of the Architectural Review Board Policies and Guidelines, including policies on the prohibitions listed in Section 7.12 (e.g. the prohibition on signs).”

6. The following sentence is hereby added to Section 9.1:

“Neighborhood Assessments shall be levied by the respective Neighborhood Associations as assessments against the owners of Living Units and Single Family Vacant Lots (other than Declarant or its affiliates) within the respective Neighborhoods.”

7. Section 10.1 is hereby amended by adding the following at the end thereof:

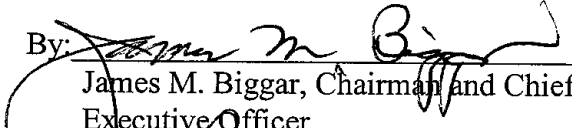
“A lien in connection with the failure to timely pay a Neighborhood Expense shall occur by action of the Board of Trustees of the applicable Neighborhood Association rather than Board.”

Except as amended hereby, all of the remaining terms, conditions, covenants, restrictions and easements contained in the Restated Declaration shall remain unmodified and in full force and effect.

IN EXECUTION WHEREOF, Glencairn Corporation as Declarant, and as attorney-in-fact, coupled with an interest for all owners of real property within the Property, has executed this First Amendment to the Restated Declaration on this 25th day of MAY, 2005.

DECLARANT:

GLENCAIRN CORPORATION

By: 
James M. Biggar, Chairman and Chief
Executive Officer

And by: 
Pam Martin, Secretary

STATE OF OHIO)
COUNTY OF Summit) SS:

Before me, a Notary Public in and for said County and State, personally appeared James M. Biggar and Pam Martin, known to me to be the Chairman/Chief Executive Officer and Secretary, respectively, of Glencairn Corporation, the corporation which executed the foregoing instrument, and acknowledged to me that they did sign said instrument in the name and on behalf of said corporation as such officers, respectively, having been duly authorized by the Board of Directors, and that the same is their free act and deed as such officers, and the free and corporate act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal at Richfield, Ohio, this 5th day of June, 2005.

Julie Ann Buchagen
Notary Public

This Instrument prepared by:

Woods King III, Esq.
Buckley King
1400 Bank One Center
Cleveland, Ohio 44114-2652
216-363-1400



JULIE ANN BUCHAGEN
Notary Public, State of Ohio
My Commission Expires 4-25-07

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