

**AMENDED DECLARATION OF COVENANTS AND RESTRICTIONS--MANCHESTER KNOLLS
PHASE I AND II**

This Amended Declaration of Covenants and Restrictions is made this 2nd day of November, 2005, by the Kay Family Asset Company, L.L.C., whose address is P.O. Box 1000, Lake Orion, Michigan 48361 (the "Declarant").

WITNESSETH

WHEREAS, Declarant is the developer of certain real property located in the city of Rochester Hills, Oakland County, Michigan, which real property is more particularly described in Exhibit "A" attached hereto and by reference made a part hereof, commonly known as Manchester Knolls Phase I, a subdivision according to the plat thereof recorded at Liber 283 of Plats, pages 40 through 42 inclusive, Oakland County Records and

WHEREAS, the Declarant intends to develop said real property described in Exhibit "B" attached hereto as a residential subdivision to be known as Manchester Knolls Phase II; and

WHEREAS, the Declarant has previously declared and recorded a Declaration of Covenants and Restrictions dated May 15, 2002, and recorded at Liber 26438, pages 575 through 588 inclusive (the "Declaration"), which created certain obligations and undertakings on the part of the lot owners in Manchester Knolls Phase I, and granted certain rights and benefits thereto; and

WHEREAS, the Declarant is the owner of the real property described in Exhibit "B" and is desirous of subjecting the property described in attached Exhibit "B" to each and every one of the covenants, undertakings, and obligations, and each and every right and benefit contained in the Declaration; and

WHEREAS, the Declarant now desires to obtain approval of the final plat for Manchester Knolls Phase II.

NOW THEREFORE, in consideration of the approval by the City of Rochester Hills of the final plat of Manchester Knolls Phase II, and other good and valuable consideration, the receipt of which is acknowledged by the Declarant, the Declarant agrees and declares as follows:

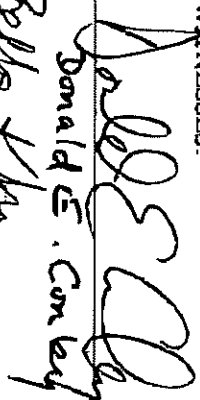
1. Declarant hereby conveys, dedicates and makes available to each of the lot owners in Manchester Knolls Phase I and Phase II, the right of use and easement of enjoyment of the Open Space Areas as defined in the Declaration, located in Manchester Knolls Phase I and Manchester Knolls Phase II, subject to all reservations and restrictions contained herein or contained in the Declaration.

2. Upon the execution and recordation of this Amended Declaration of Covenants and Restrictions, and the recordation of the final plat of Manchester Knolls Phase II, each and every one of the rights, benefits, covenants, conditions, and undertakings as contained in the Declaration shall be, and the same hereby are, incorporated herein by reference as though set forth in their entirety, to inure to the benefit of and be binding upon the parties hereto, their successors and assigns, and upon the land contained within the proposed Manchester Knolls Phase II, as more particularly described in attached Exhibit "B." Each and every lot owner within Manchester Knolls Phase II shall enjoy and be subject to each and every one of the covenants, reservations,

rights, privileges, easements, benefits, burdens, restrictions, responsibilities and obligations set forth in the Declaration and shall be members of Manchester Knolls Homeowners' Association.

IN WITNESS WHEREOF, the parties hereto have set their hands on the date first above written.

WITNESSES:

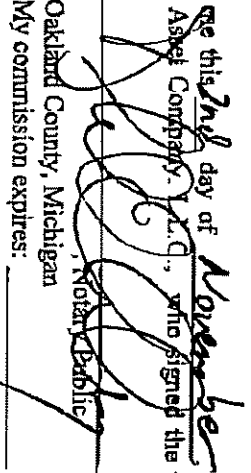

Donald E. Conley
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STATE OF MICHIGAN)
COUNTY OF OAKLAND) SS

The foregoing instrument was acknowledged before me this 2nd day of November 2005, by Joseph J. Kowalczyk, the Managing Member of Kay Family Asset Company, L.L.C., who signed the foregoing instrument with authority as its free act and deed.

DONALD E. CONLEY
Notary Public, Oakland County, MI
My Commission Expires June 10, 2011

By: 
Joseph J. Kowalczyk, Managing Member


Notary Public
Oakland County, Michigan
My commission expires: _____

Drafted by:

Donald E. Conley
38500 Woodward, Suite 300
Bloomfield Hills, MI 48304-5051

Upon recording, return to:

City of Rochester Hills
1000 Rochester Hills Drive
Rochester Hills, Michigan 48309