

Sec One
BK 0737PG0056

9502440

DEED OF MODIFICATION
OF
PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
MENLOUGH P.U.D. - SECTION ONE

THIS DEED OF MODIFICATION OF PROTECTIVE COVENANTS,
CONDITIONS AND RESTRICTIONS, made this 4th day of
April, 1995, by and between B. G. SOWDER, TRUSTEE,
party of the first part, and MENLOUGH, INC., a Virginia
Corporation in dissolution, party of the second part.

W I T N E S S E T H :

THAT WHEREAS, the party of the first part is the owner
of Lots 1, 2, 3, 4, 5, 66, 67, 68, 69, and 70, in the subdivision
known as MENLOUGH P.U.D. - SECTION ONE, as the same is duly
dedicated and platted in Deed Book 709 at page 710 in the Clerk's
Office of the Circuit Court of Fauquier County, Virginia; and

WHEREAS, said lots in MENLOUGH P.U.D. - SECTION ONE,
are subject to certain protective covenants, conditions and
restrictions as contained in Deed of Subdivision, Dedication and
Imposition of Protective Covenants, Conditions and Restrictions
recorded in the aforesaid Clerk's Office in Deed Book 709,
beginning at Page 710, and as contained in Declaration of
Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4,
5, 66, 67, 68, 69, and 70, Menlough P.U.D. - Section 1-A,
recorded in the aforesaid Clerk's Office in Deed Book 705,
beginning at Page 957; and

WHEREAS, in accordance with the terms and provisions of
Paragraph VIII, 3. of said Deed of Subdivision, etc. recorded in
Deed Book 709, beginning at Page 710, it is the desire of the
party of the first part, with the consent of the party of the
second part, as required by the aforesaid Declaration, etc.
recorded in Deed Book 705, beginning at page 957, to amend the

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APR 12 1995
S.H.W.

covenant regarding allowable exterior construction materials for houses constructed on Lots 2, 5, and 66, to include and allow use of beaded vinyl siding of premium grade as more particularly set forth hereinbelow.

NOW, THEREFORE, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration, the parties do hereby modify and amend the aforesaid protective covenants, conditions and restrictions as contained in Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions recorded in Deed Book 709, beginning at Page 710, and as contained in Declaration of Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69, and 70, Menlough P.U.D. - Section 1-A, recorded in Deed Book 705, beginning at Page 957, as follows:

1. In Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions, recorded in Deed Book 709, beginning at Page 710, Paragraph (a) of the Section entitled "COVENANTS RELATING TO CERTAIN LOTS IN MENLOUGH P.U.D. - SECTION ONE" is hereby deleted in its entirety and the following sentence is substituted in lieu thereof:

"(a) Exterior of houses to be constructed of brick, stone, stucco, (or, on Lots 2, 5, and 66 beaded vinyl siding of premium grade) or wood siding except for gable ends, entries, porticos, etc."

2. In Declaration of Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69, and 70, Menlough P.U.D. - Section 1-A, recorded in Deed Book 705, beginning at Page 957, Paragraph (a) of the Section entitled "COVENANTS, CONDITIONS AND RESTRICTIONS:" is hereby deleted in its entirety and the following sentence is substituted in lieu thereof:

"(a) Exterior of houses to be constructed of brick, stone, stucco, (or, on Lots 2, 5, and 66 beaded vinyl siding of premium grade) or wood siding except for gable ends, entries, porticos, etc."

All other terms and conditions of the aforesaid protective covenants, conditions and restrictions applicable to Menlough P.U.D. - Section One, as recorded in Deed Book 709, beginning at Page 710, and in Deed Book 705, beginning at Page 957, not herein specifically amended shall remain in full force and effect.

WHEREAS Per Bang-Jensen and Stephen S. Roszel were the officers and sole shareholders of the Corporation which has heretofore been dissolved.

WITNESS the following signatures and seals:

B. G. Sowder, Trustee (SEAL)
B. G. SOWDER, TRUSTEE

MENLOUGH, INC., a Virginia Corporation in dissolution

By: Per Bang-Jensen (SEAL)
PER BANG-JENSEN, as Trustee
in dissolution

By: Stephen S. Roszel (SEAL)
STEPHEN S. ROSZEL, as Trustee
in dissolution

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 12th day of APRIL, 1995, by B. G. Sowder, Trustee.

Jason W. Remy
Notary Public

My Commission Expires:

July 31, 1995

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 4th day of April, 1995, by Per Bang-Jensen, as Trustee in dissolution of Menlough, Inc., a Virginia Corporation in dissolution.

Anne Mehling Corbin
Notary Public

My Commission Expires:

May 31, 1996

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 4th day of April, 1995, by Stephen S. Roszel, as Trustee in dissolution of Menlough, Inc., a Virginia Corporation in dissolution.

Anne Mehling Corbin
Notary Public

My Commission Expires:

May 31, 1996

VIRGINIA: IN THE CLERK'S OFFICE OF THE FAUQUIER CIRCUIT COURT

This Instrument was received in this office and with certificate admitted to record on APR 12 1995

A:\28\Amend.C&R

at 2:42 p.m. Tax of \$_____ imposed by

Section 58.1-802 Paid. Consideration: \$_____

State Tax _____ County Tax _____

Transfer _____ VSLF \$1.00 Clerk 25.00

TOTAL 26.00 Tests: Wm D Harris Clerk

THIS DEED OF SUBDIVISION, DEDICATION AND IMPOSITION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS, made and entered into this 2nd day of May, 1995, by and between B. G. SOWDER, TRUSTEE, party of the first part; and the TOWN OF WARRENTON, VIRGINIA, a Virginia municipal corporation, party of the second part; and JAMES M. LEWIS, and COURTLAND L. TRAVER, Trustees (any one of whom may act), parties of the third part; and THE FAUQUIER BANK (formerly THE FAUQUIER NATIONAL BANK), party of the fourth part.

W I T N E S S E T H :

WHEREAS, the party of the first part acquired certain lands, the property described herein being a portion of said lands, from AS Land Limited Partnership, a Virginia Limited Partnership, by deed dated August 19, 1993, recorded in the Clerk's Office of the Circuit Court of Fauquier County, Virginia, in Deed Book 701 at page 353;

WHEREAS, by Deed of Trust dated May 24, 1994, of record in the aforesaid Clerk's Office in Deed Book 721 at page 326, B. G. Sowder, Trustee, did convey certain lands, the property described herein being a portion of said lands, unto James M. Lewis and Courtland L. Traver, Trustees (any one of whom may act), in trust to secure The Fauquier National Bank (now The Fauquier Bank) payment of an indebtedness more particularly described in said deed of trust; and

WHEREAS, it is the desire of the party of the first part, by and with the consent of the parties of the third and fourth parts, to subdivide a certain tract of land situate in the Town of Warrenton, Fauquier County, Virginia, containing 4.6480 acres, as hereinafter described, and to dedicate for public street purposes a portion of said lands, containing 0.854 acre, known as Menlough Drive and English Chase Lane, to grant a

Examined and
Returned To:

W. G. L. P. & D. S.
May 11 1995
P.C.

temporary turn around easement, a storm drainage easement, and a 15' waterline easement, likewise hereinafter described, and to impose certain Protective Covenants, Conditions and Restrictions on said lands, said subdivision to be known as "MENLOUGH P.U.D., SECTION ONE, PHASE 1B";

NOW, THEREFORE, in consideration of the sum of ONE DOLLAR (\$1.00), cash in hand paid, the premises, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the party of the first party does hereby confirm, pursuant to the provisions of Section 15.1-477 and Section 15.1-478 of the 1950 Code of Virginia, as amended, that the platting of that certain parcel of land situate in the Town of Warrenton, Fauquier County, Virginia, containing 4.6480 acres, the dedication to the Town of Warrenton of that certain area, containing 0.854 acre, known as Menlough Drive and English Chase Lane, for public street purposes, the granting of the temporary turn around easement, a storm drainage easement, and a 15' waterline easement, all as shown on that certain plat of subdivision entitled "RECORD PLAT, MENLOUGH P.U.D., SECTION ONE, PHASE 1B", prepared under date of April 4, 1995, by Andy L. Collis, Surveying and Land Planning, Culpeper, Virginia, said plat of subdivision being attached to this instrument and incorporated herein by reference, is with the free consent and in accordance with the desire of the undersigned owner, proprietor and trustees, if any.

The party of the first part, by and with the consent of the parties of the third and fourth parts, does further hereby impose upon the lands encompassed within MENLOUGH P.U.D., SECTION ONE, PHASE 1B, each and every one of those certain Protective Covenants, Conditions and Restrictions being attached to and made

a part of that certain Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions, of record in the Clerk's Office of the Circuit Court of Fauquier County, Virginia, in Deed Book 709 beginning at Page 710, said Protective Covenants, Conditions and Restrictions being deemed covenants running with the land.

WITNESS the following signatures and seals:

B. G. Sowder, Trustee (SEAL)
B. G. SOWDER, TRUSTEE

James M. Lewis, Trustee (SEAL)
JAMES M. LEWIS, Trustee

Courtland L. Traver, Trustee (SEAL)
COURTLAND L. TRAVER, Trustee

THE FAUQUIER BANK (formerly The Fauquier National Bank)

By: [Signature] (SEAL)
A.V.P.

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 2nd day of May, 1995, by B. G. Sowder, Trustee.

[Signature]
Notary Public

My Commission Expires: July 31, 1995

STATE OF VIRGINIA
COUNTY OF Fairfax, to-wit:

The foregoing instrument was acknowledged before me this 4th day of May, 1995, by James M. Lewis, Trustee.

[Signature]
Notary Public

My Commission Expires: July 31, 1998

STATE OF VIRGINIA.

COUNTY OF Fairfax, to-wit:

The foregoing instrument was acknowledged before me
 this 4th day of May, 1995, by Courtland L. Traver, Trustee.

Shirley R. Chapman
 Notary Public

My Commission Expires: July 31, 1998

STATE OF VIRGINIA

COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me
 this 3rd day of May, 1995, by Jeffrey A. Sisson, formerly The
Asst Vice President, of The Fauquier Bank, formerly The
 Fauquier National Bank.

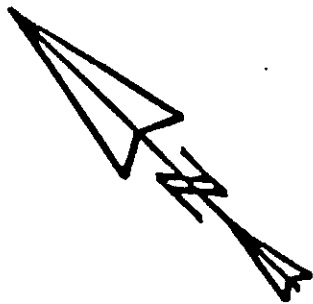
Shirley R. Chapman
 Notary Public

My Commission Expires: December 31, 1995

A:\29\Menlough.dos

RESIDUE OF
B. G. SOWDER, TRUSTEE

BK 0738PG0270



TEMPORARY TURN AROUND EASEMENT
(TO BE ABANDONED AT SUCH TIME
MENLOUGH DRIVE IS EXTENDED)

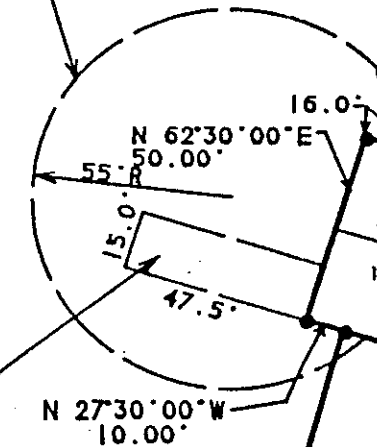
LOT 18
0.370 ACRE

LOT 19

SOLD

MENLOUGH DRIVE

(SEE SHEET 3 OF 4)



15' WATERLINE
EASEMENT (TO
BECOME NULL AND
VOID UPON
EXTENSION OF
RIGHT-OF-WAY)

LOT 10
0.512 ACRE

LOT 9
0.426 ACRE

LOT 8

SOLD

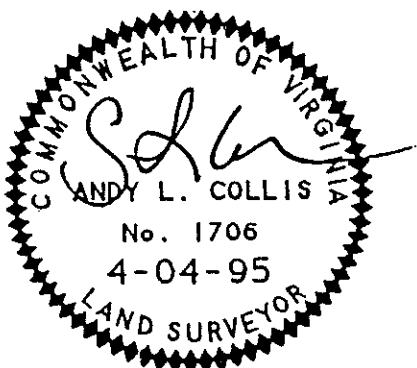
SOLD

144.22'

146.03'

N 44°19'01"W 704.96' (TOTAL)

CURVE	DELTA ANGLE	RADIUS	ARC	TANGENT	CHORD	CHORD BEARING
C 2	25°30'00"	800.00'	356.05'	181.02'	353.12'	N 40°15'00"W
C 5	25°30'00"	750.00'	333.79'	169.71'	331.05'	N 40°15'00"W
C 8	25°30'00"	775.00'	344.92'	175.36'	342.08'	N 40°15'00"W



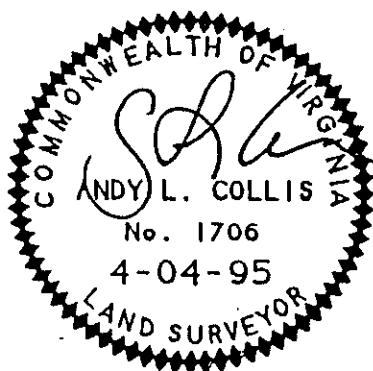
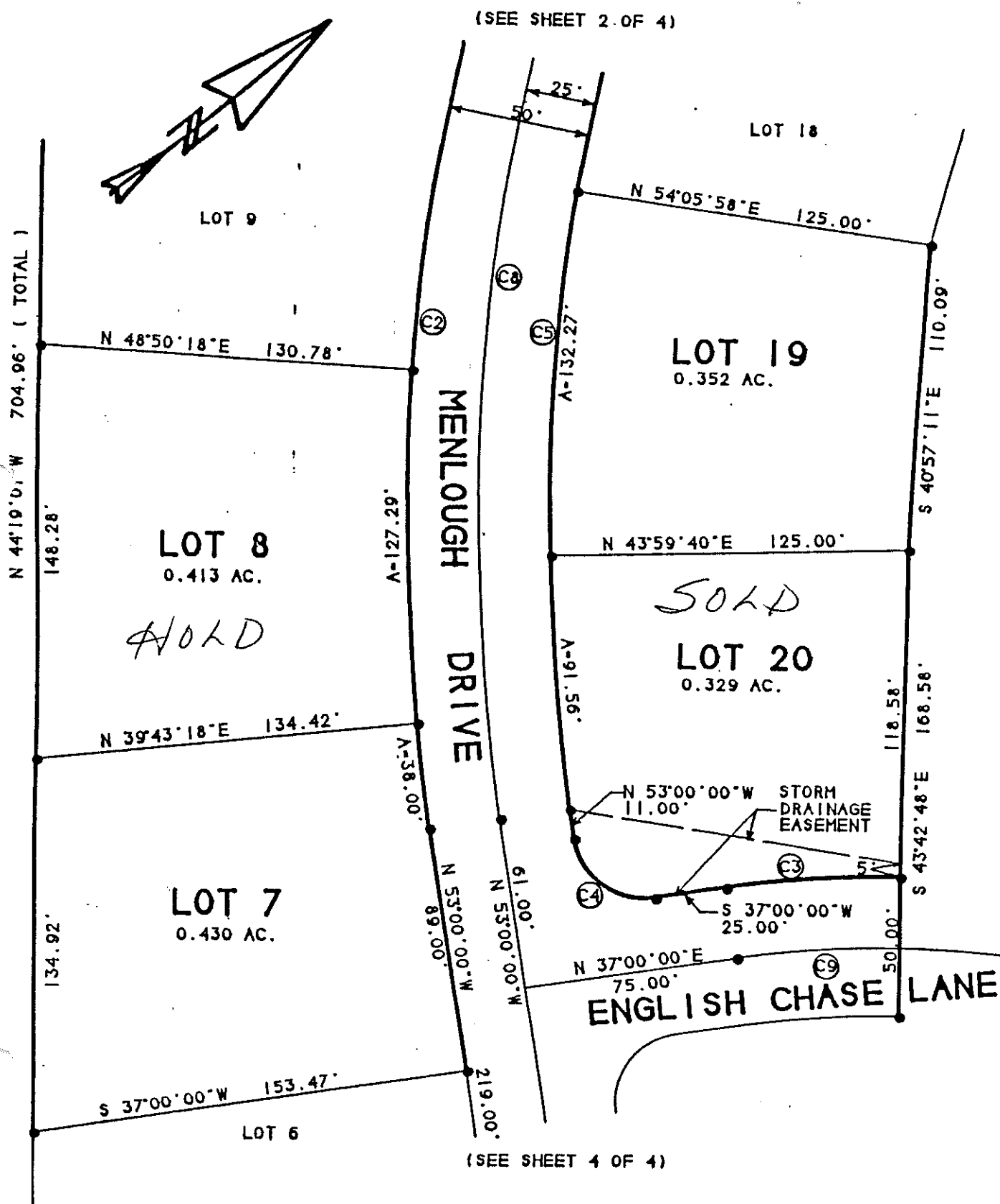
RECORD PLAT
MENLOUGH P.U.D.

SECTION ONE
PHASE 1B
CENTER MAGISTERIAL DISTRICT
TOWN OF WARRENTON
FAUQUIER COUNTY, VIRGINIA
SCALE: 1" = 50' APRIL 4, 1995

ANDY L. COLLIS
SURVEYING & LAND PLANNING
CULPEPER, VIRGINIA
(703) 825-4350

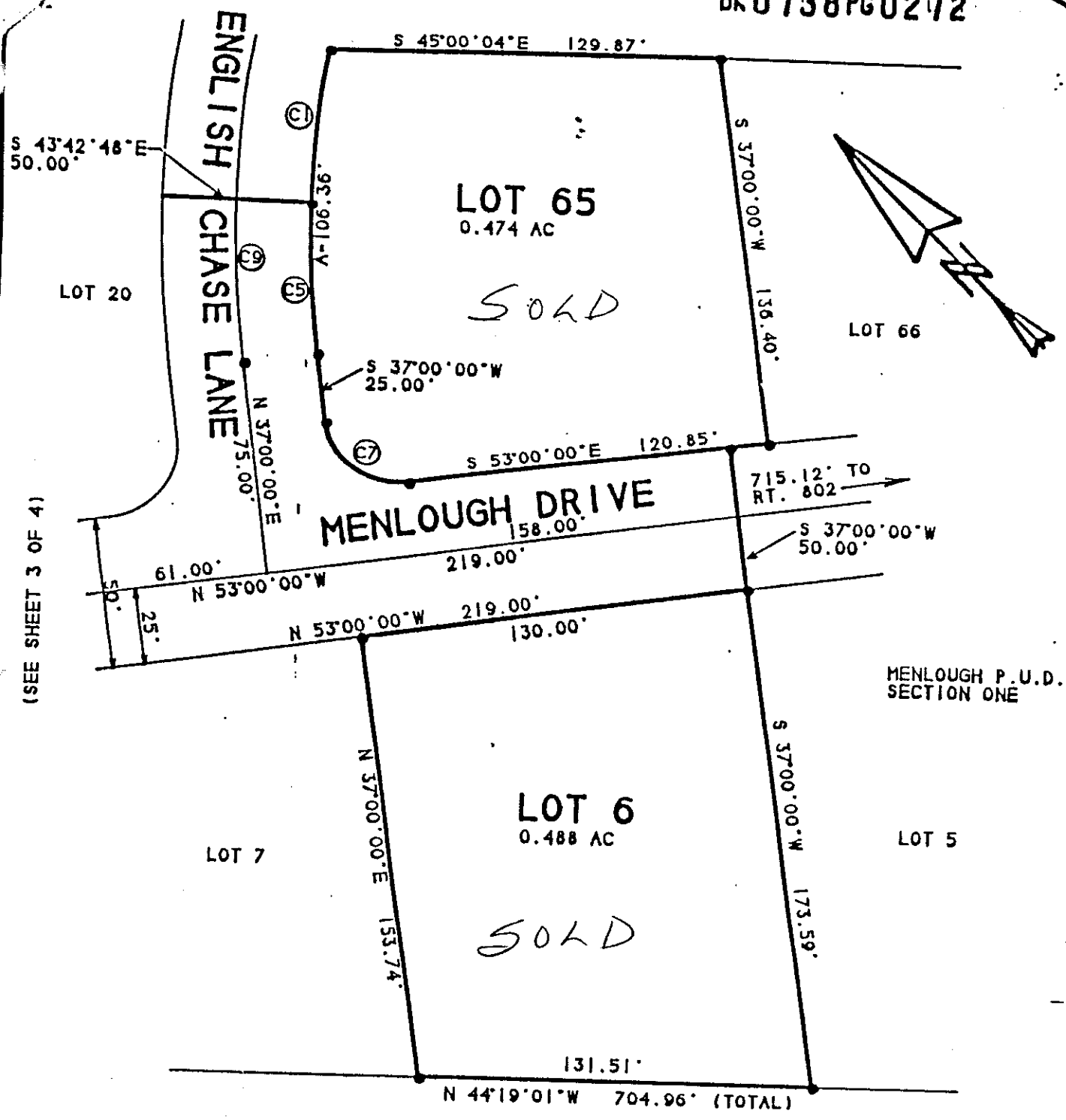
800738P0271

CURVE	DELTA ANGLE	RADIUS	ARC	TANGENT	CHORD	CHORD BEARING
C 2	25°30'00"	800.00'	356.05'	181.02'	353.12'	N 40°15'00"W
C 3	09°17'12"	375.00'	60.78'	30.46'	60.71'	S 41°38'36"W
C 4	90°00'00"	25.00'	39.27'	25.00'	35.36'	S 82°00'00"W
C 5	25°30'00"	750.00'	333.79'	169.71'	331.05'	N 40°15'00"W
C 8	25°30'00"	775.00'	344.92'	175.36'	342.08'	N 40°15'00"W
C 9	18°45'00"	350.00'	114.54'	57.79'	114.03'	N 46°22'30"E



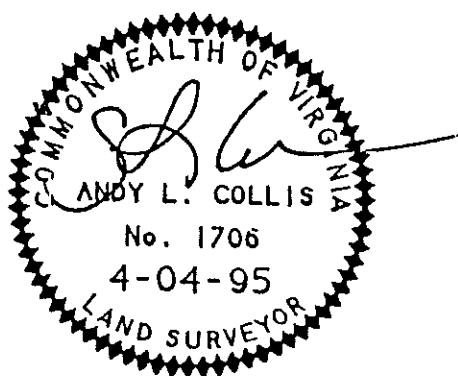
RECORD PLAT
MENLOUGH P.U.D.
SECTION ONE
PHASE 1B
CENTER MAGISTERIAL DISTRICT
TOWN OF WARRENTON
FAUQUIER COUNTY, VIRGINIA
SCALE: 1" = 50' APRIL 4, 1995

ANDY L. COLLIS
SURVEYING & LAND PLANNING
CULPEPER, VIRGINIA
(703) 825-4350



(SEE SHEET 3 OF 4)

CURVE	DELTA ANGLE	RADIUS	ARC	TANGENT	CHORD	CHORD BEARING
C 1	09°27'48"	325.00'	53.68'	26.90'	53.62'	N 51°01'06"E
C 5	25°30'00"	750.00'	333.79'	169.71'	331.05'	N 40°15'00"W
C 7	90°00'00"	25.00'	39.27'	25.00'	35.36'	S 08°00'00"E
C 9	18°45'00"	350.00'	114.54'	57.79'	114.03'	N 46°22'30"E



RECORD PLAT
MENLOUGH P.U.D.
SECTION ONE
PHASE 1B
CENTER MAGISTERIAL DISTRICT
TOWN OF WARRENTON
FAUQUIER COUNTY, VIRGINIA
SCALE: 1" = 50' APRIL 4, 1995

ANDY L. COLLIS
SURVEYING & LAND PLANNING
CULPEPER, VIRGINIA
(703) 825-4350

BK0736PG0273

VIRGINIA IN THE CLERK'S OFFICE OF THE FAUQUIER CIRCUIT COURT

This Instrument was received in this office and with
certificate admitted to record on MAY 11 1995

at 12:10 P.m. Tax of \$ Imposed by

Sec. in 58.1-802 Paid. Consideration: \$ 00

State Tax County Tax

Transfer VSLF \$1.00 Clerk 16.00

TOTAL 12.00 Tests: W. P. Harris Clerk

BK 0776PG0535

9703110

DEED OF MODIFICATION
OF
PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
MENLOUGH P.U.D. - SECTION ONE

THIS DEED OF MODIFICATION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS, made this 18th day of March, 1996, by and between B. G. SOWDER, TRUSTEE, party of the first part, and MENLOUGH, INC., a Virginia Corporation in dissolution, party of the second part.

W I T N E S S E T H :

THAT WHEREAS, the party of the first part is the owner of certain lots, in the subdivision known as MENLOUGH P.U.D. - SECTION ONE, as the same is duly dedicated and platted in Deed Book 709 at page 710 in the Clerk's Office of the Circuit Court of Fauquier County, Virginia; and

WHEREAS, said lots in MENLOUGH P.U.D. - SECTION ONE, are subject to certain protective covenants, conditions and restrictions as contained in Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions recorded in the aforesaid Clerk's Office in Deed Book 709, beginning at Page 710, and as contained in Declaration of Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69, and 70, Menlough P.U.D. - Section 1-A, recorded in the aforesaid Clerk's Office in Deed Book 705, beginning at Page 957 and modified in Deed Book 737, page 56; and

red and
red to:

ed By:

ES. LAWRENCE,
SAYAGE P.C.
YS AT LAW
R HALL
TER STREET
VIRGINIA 20146

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BK 0776PG0536

WHEREAS, in accordance with the terms and provisions of Paragraph VIII, 3. of said Deed of Subdivision, etc. recorded in Deed Book 709, beginning at Page 710, it is the desire of the party of the first part, with the consent of the party of the second part, as required by the aforesaid Declaration, etc. recorded in Deed Book 705, beginning at page 957, to amend the covenant regarding allowable exterior construction materials for houses constructed on Lots 2, 5, 66 and 68, to include and allow use of beaded vinyl siding of premium grade as more particularly set forth hereinbelow.

NOW, THEREFORE, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration, the parties do hereby modify and amend the aforesaid protective covenants, conditions and restrictions as contained in Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions recorded in Deed Book 709, beginning at Page 710, and as contained in Declaration of Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69, and 70, Menlough P.U.D. - Section 1-A, recorded in Deed Book 705, beginning at Page 957 and modified in Deed Book 737, page 56, as follows:

1. In Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions, recorded in Deed Book 709, beginning at Page 710, Paragraph (a) of the Section entitled "COVENANTS RELATING TO CERTAIN LOTS IN MENLOUGH

BK 0776PG0507

P.U.D. - SECTION ONE" is hereby deleted in its entirety and the following sentence is substituted in lieu thereof:

"(a) Exterior of houses on Lots 1, 3, 4, 67, 69 and 70 to be constructed of brick, stone, stucco or wood siding except for gable ends, entries, porticos, etc. Exterior of houses on Lots 2, 5 and 66 to be constructed of brick, stone, stucco, wood siding or beaded vinyl siding of premium grade, except for gable ends, entries, porticos, etc. Exterior of house on Lot 68 to be constructed of brick, stone, stucco, wood siding, or beaded vinyl siding of premium grade, on rear only, except for gable ends, entries, etc."

2. In Declaration of Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69, and 70, Menlough P.U.D. - Section 1-A, recorded in Deed Book 705, beginning at Page 957, Paragraph (a) of the Section entitled "COVENANTS, CONDITIONS AND RESTRICTIONS:" is hereby deleted in its entirety and the following sentence is substituted in lieu thereof:

"(a) Exterior of houses on Lots 1, 3, 4, 67, 69 and 70 to be constructed of brick, stone, stucco or wood siding except for gable ends, entries, porticos, etc. Exterior of houses on Lots 2, 5 and 66 to be constructed of brick, stone, stucco, wood siding or beaded vinyl siding of premium grade, except for gable ends, entries, porticos, etc. Exterior of house on Lot 68 to be constructed of brick, stone, stucco, wood siding, or beaded vinyl siding of premium grade, on rear only, except for gable ends, entries, etc."

All other terms and conditions of the aforesaid protective covenants, conditions and restrictions applicable to Menlough P.U.D. - Section One, as recorded in Deed Book 709, beginning at Page 710, and in Deed Book 705, beginning at Page 957, not herein specifically amended shall remain in full force and effect.

BK 0776P00538

WHEREAS Per Bang-Jensen and Stephen S. Roszel were the officers and sole shareholders of the Corporation which has heretofore been dissolved.

WITNESS the following signatures and seals:

B. G. Sowder, Trustee (SEAL)
B. G. SOWDER, TRUSTEE

MENLOUGH, INC., a Virginia Corporation in dissolution

By: Per Bang-Jensen (SEAL)
PER BANG-JENSEN, as Trustee in dissolution

By: Stephen S. Roszel (SEAL)
STEPHEN S. ROSZEL, as Trustee in dissolution

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 12th day of February, 1997, by B. G. Sowder, Trustee.

David L. Goff

Notary Public

My Commission Expires: June 30, 1997

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 11th day of February, 1997, by Per Bang-Jensen, as Trustee in dissolution of Menlough, Inc., a Virginia Corporation in dissolution.

Earl H. Zohback

Notary Public

My Commission Expires: 8/31/97

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C

THIS DEED OF SUBDIVISION, DEDICATION AND IMPOSITION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS, made and entered into this 4th day of April, 1997, by and between B. G. SOWDER, TRUSTEE, party of the first part; and the TOWN OF WARRENTON, VIRGINIA, a Virginia municipal corporation, party of the second part; and JAMES M. LEWIS, Sole Acting Trustee, party of the third part, and THE FAUQUIER BANK, party of the fourth part; and MENLOUGH, INC., A Virginia Corporation in dissolution, party of the fifth part;

W I T N E S S E T H :

WHEREAS, the party of the first part acquired certain lands, the property described herein being a portion of said lands, from AS Land Limited Partnership, a Virginia Limited Partnership, by Deed dated August 19, 1993, recorded in the Clerk's Office of the Circuit Court of Fauquier County, Virginia, in Deed Book 701, page 353;

WHEREAS, by Deeds of Trust dated June 11, 1996, of record in the aforesaid Clerk's Office in Deed Book 757, page 1794, and in Deed Book 757, page 1805, B. G. Sowder, Trustee, did convey certain lands, the property described herein being a portion of said lands, unto James M. Lewis and Courtland L. Traver, Trustees (either of whom may act), in trust to secure The Fauquier Bank payment of an indebtedness more particularly described in said deed of trust; and

WHEREAS, it is the desire of the party of the first part, by and with the consent of the parties of the third and fourth

parts, to subdivide a certain tract of land situate in the Town of Warrenton, Fauquier County, Virginia, containing a total of 358,890 square feet, as shown on said plat, and to dedicate for public street purposes a portion of said lands, containing 80,223 square feet, to delineate 2,291 square feet designated as Common Areas, and 276,376 square feet designated as Lots, all as shown on said plat, and to impose certain Protective Covenants, Conditions and Restrictions on said lands, said subdivision to be known as "MENLOUGH P.U.D., SECTION ONE, PHASES 1C & 1D";

NOW, THEREFORE, in consideration of the sum of ONE DOLLAR (\$1.00), cash in hand paid, the premises, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the party of the first part does hereby confirm, pursuant to the provisions of Section 15.1-477 and Section 15.1-478 of the 1950 Code of Virginia, as amended, that the platting of that certain parcel of land situate in the Town of Warrenton, Fauquier County, Virginia, containing a total of 358,890 square feet, the dedication to the Town of Warrenton of those certain areas, containing 80,223 square feet for public street purposes, the delineation of 2,291 square feet designated as Common Areas, and the subdivision of 276,376 square feet into Lots 21 through 43 and Lots 60 through 64, all inclusive, all as shown on that certain plat of subdivision entitled "SUBDIVISION PLAT, MENLOUGH P.U.D., SECTION ONE, PHASES 1C & 1D", prepared under date of October 9, 1996, by Zigler & Payne, Manassas, Virginia, said plat of subdivision being attached to this

instrument and incorporated herein by reference, is with the free consent and in accordance with the desire of the undersigned owner, proprietor and trustees, if any.

The party of the first part, by and with the consent of the parties of the third and fourth parts, does further hereby impose upon the lands encompassed with MENLOUGH P.U.D., - SECTION ONE, PHASE 1C & 1D, each and every one of those certain Protective Covenants, Conditions and Restrictions which are attached to and made a part of that certain Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions, dated November 24, 1993, of record in the Clerk's Office of the Circuit Court of Fauquier County, Virginia, in Deed Book 709, beginning at page 710, as amended by instruments recorded in the aforesaid Clerk's Office in Deed Book 737, beginning at page 56; Deed Book 738, beginning at page 265 and Deed Book _____, beginning at page _____; said Protective Covenants, Conditions and Restrictions, as amended, being deemed covenants running with the land; PROVIDED HOWEVER, that Paragraph (d) of the Section entitled "COVENANTS RELATING TO CERTAIN LOTS IN MENLOUGH P.U.D. - SECTION ONE" (which is contained in Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions, recorded in Deed Book 709, beginning at page 710) is hereby DELETED IN ITS ENTIRETY AND THE FOLLOWING IS SUBSTITUTED IN LIEU THEREOF.

"(d) Any dwelling erected on any of the lots shall contain no less than 1,800 square feet of finished heated living space. No building shall be higher than 2 1/2 stories and no garage shall be built for more

ST
CO

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of

My

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day
of

My

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day
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My C

than two (2) automobiles, provided, however, that dwelling located on lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 65, 66, 67, 69 and 70 shall have a 2,400 square foot minimum inclusive of all enclosed areas such as garages, porches and basements.

WITNESS the following signatures and seals.

B. G. Sowder, Trustee
B. G. SOWDER, TRUSTEE

JAMES M. LEWIS, Sole Acting

THE FAUQUIER BANK

BY: _____

MENLOUGH, INC., A Virginia Corporation in Dissolution

BY: Per Bang-Jensen
PER BANG-JENSEN, as Trustee in dissolution

BY: _____
STEPHEN S. ROSZEL, as Trustee in dissolution

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me on the _____ day of April, 1997, by B. G. Sowder, Trustee.

Notary Public

My Commission Expires: _____

STATE OF VIRGINIA
COUNTY OF _____, to-wit:

The foregoing instrument was acknowledged before me on the _____ day of April, 1997, by James M. Lewis, Sole Acting Trustee

Notary Public

My Commission Expires: _____

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this _
day of April, 1997, by _____,
of The Fauquier Bank.

Notary Public

My Commission Expires: _____

STATE OF VIRGINIA
COUNTY OF Fauquier, to-wit:

The foregoing instrument was acknowledged before me this 4
day of April, 1997, by Per Bang-Jensen, as Trustee in dissolution
of Menlough, Inc., a Virginia Corporation in dissolution.

Eddie H. Zohbark
Notary Public

My Commission Expires: 8/31/97

STATE OF VIRGINIA
COUNTY OF _____, to-wit:

The foregoing instrument was acknowledged before me this _
day of April, 1997, by Stephen S. Roszel, as Trustee in
dissolution of Menlough, Inc., a Virginia Corporation in
dissolution.

Notary Public

My Commission Expires: _____

Document Prepared By:
Walker, Jones, Lawrence, Duggan & Savage, P.C.

DEED OF MODIFICATION
OF
PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
MENLOUGH P.U.D. - SECTION ONE

THIS DEED OF MODIFICATION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS, made this 18th day of June, 1997, by and between B. G. SOWDER, TRUSTEE, party of the first part, and MENLOUGH, INC., a Virginia Corporation in dissolution, party of the second part.

W I T N E S S E T H :

THAT WHEREAS, the party of the first part is the owner of certain lots, in the subdivision known as MENLOUGH P.U.D. - SECTION ONE, as the same is duly dedicated and platted in Deed Book 709 at page 710 in the Clerk's Office of the Circuit Court of Fauquier County, Virginia; and

WHEREAS, some of said lots in MENLOUGH P.U.D. - SECTION 1-A, are subject to certain protective covenants, conditions and restrictions as contained in Declaration of Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69 and 70, Menlough P.U.D., Section 1-A, recorded in the aforesaid Clerk's Office in Deed Book 705, beginning at page 957, and as contained in Covenants Relating to Certain Lots in Menlough P.U.D. - Section One, Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69 and 70, Menlough P.U.D. - Section 1, recorded in the aforesaid Clerk's Office in Deed Book 709, beginning at page 710 and modified in Deed Book 737, page 56, Deed Book 776, page 535, and Deed Book 776, at page 540; and

WHEREAS, in accordance with the terms and provisions of Paragraph VIII, 3. of said Deed of Subdivision, etc. recorded in Deed Book 709, beginning at Page 710, it is the desire of the party of the first part, with the consent of the party of the second part, as required by the aforesaid Declaration, etc. recorded in Deed Book 705, beginning at page 957, to amend the covenant regarding allowable exterior construction materials for house constructed on Lot 4, to include and allow use of maintenance free aluminum or vinyl siding as more particularly set forth hereinbelow.

NOW, THEREFORE, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration, the parties do hereby modify and further amend the aforesaid protective covenants, conditions and restrictions as contained in Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions recorded in Deed Book 709, beginning at Page 710, and as contained in Declaration of Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69, and 70, Menlough P.U.D. - Section 1-A, recorded in Deed Book 705, beginning at Page 957 and modified in Deed Book 737, page 56, Deed Book 776, page 535, and Deed Book 776, page 540 as follows:

1. In Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions, recorded in Deed Book 709, beginning at Page 710, Paragraph (a) of the Section entitled "COVENANTS RELATING TO CERTAIN LOTS IN MENLOUGH

P.U.D. - SECTION ONE" as amended is hereby deleted in its entirety and the following sentence is substituted in lieu thereof:

"(a) Exterior of houses on Lots 1, 3, 67, 69 and 70 to be constructed of brick, stone, stucco or wood siding except for gable ends, entries, porticos, etc. Exterior of houses on Lots 2, 5 and 66 to be constructed of brick, stone, stucco, wood siding or beaded vinyl siding of premium grade, except for gable ends, entries, porticos, etc. Exterior of house on Lot 68 to be constructed of brick, stone, stucco, wood siding, or beaded vinyl siding of premium grade, on rear only, except for gable ends, entries, etc. The exterior of house on Lot 4 to be constructed of brick or stone on the foundation, up to the first floor. The siding above the foundation may be maintenance free aluminum or vinyl."

2. In Declaration of Protective Covenants and Restrictions Affecting Lots 1, 2, 3, 4, 5, 66, 67, 68, 69, and 70, Menlough P.U.D. - Section 1-A, recorded in Deed Book 705, beginning at Page 957, Paragraph (a) of the Section entitled "COVENANTS, CONDITIONS AND RESTRICTIONS:" is hereby deleted in its entirety and the following sentence is substituted in lieu thereof:

"(a) Exterior of houses on Lots 1, 3, 67, 69 and 70 to be constructed of brick, stone, stucco or wood siding except for gable ends, entries, porticos, etc. Exterior of houses on Lots 2, 5 and 66 to be constructed of brick, stone, stucco, wood siding or beaded vinyl siding of premium grade, except for gable ends, entries, porticos, etc. Exterior of house on Lot 68 to be constructed of brick, stone, stucco, wood siding, or beaded vinyl siding of premium grade, on rear only, except for gable ends, entries, etc. The exterior of house on Lot 4 to be constructed of brick or stone on the foundation, up to the first floor. The siding above foundation may be maintenance free aluminum or vinyl."

All other terms and conditions of the aforesaid protective covenants, conditions and restrictions applicable to Menlough P.U.D. - Section One, as recorded in Deed Book 709, beginning at Page 710, and in Deed Book 705, beginning at Page 957, not herein specifically amended shall remain in full force and effect.

WHEREAS Per Bang-Jensen and Stephen S. Roszel were the officers and sole shareholders of the Corporation which has heretofore been dissolved.

WITNESS the following signatures and seals:

B. G. Sowder, Trustee (SEAL)
B. G. SOWDER, TRUSTEE

MENLOUGH, INC., a Virginia Corporation in dissolution

By: Per Bang-Jensen (SEAL)
PER BANG-JENSEN, as Trustee in dissolution

By: Stephen S. Roszel (SEAL)
STEPHEN S. ROSZEL, as Trustee in dissolution

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 25 day of June, 1997, by B. G. Sowder, Trustee.

Edie H. Obbbeck
Notary Public

My Commission Expires: 8/31/97

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me
this 24 day of June, 1997, by Per Bang-Jensen, as
Trustee in dissolution of Menlough, Inc., a Virginia Corporation
in dissolution.

My Commission Expires: 8/31/97

Edie H. Hobbback
Notary Public

STATE OF VIRGINIA
COUNTY OF Fauquier, to-wit:

The foregoing instrument was acknowledged before me
this 24 day of June, 1997, by Stephen S. Roszel, as
Trustee in dissolution of Menlough, Inc., a Virginia Corporation
in dissolution.

My Commission Expires: 8/31/97

Edie H. Hobbback
Notary Public

Document Prepared By:
Walker, Jones, Lawrence, Duggan & Savage, P.C.

1F
BK 0804 PG 0963

9804937

THIS DEED OF SUBDIVISION, DEDICATION AND IMPOSITION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS, made and entered into this 2nd day of April, 1998, by and between B. G. SOWDER, TRUSTEE, party of the first part; and the TOWN OF WARRENTON, VIRGINIA, a Virginia municipal corporation, party of the second part; and JAMES M. LEWIS, Sole Acting Trustee, party of the third part, and THE FAUQUIER BANK, party of the fourth part.

W I T N E S S E T H :

WHEREAS, the party of the first part acquired certain lands, the property described herein being a portion of said lands, from AS Land Limited Partnership, a Virginia Limited Partnership, by Deed dated August 19, 1993, recorded in the Clerk's Office of the Circuit Court of Fauquier County, Virginia, in Deed Book 701, page 353;

WHEREAS, by Deeds of Trust dated June 11, 1996, of record in the aforesaid Clerk's Office in Deed Book 757, page 1794, and in Deed Book 757, page 1805, B. G. Sowder, Trustee, did convey certain lands, the property described herein being a portion of said lands, unto James M. Lewis and Courtland L. Traver, Trustees (either of whom may act), in trust to secure The Fauquier Bank payment of an indebtedness more particularly described in said deeds of trust; and

WHEREAS, it is the desire of the party of the first part, by and with the consent of the parties of the third and fourth parts, to subdivide a certain tract of land situate in the Town

Examined and
Returned to:

Mount

ONES, ATTORNEY,
16
ATTORNEYS AT LAW
COURT HOUSE
CHESTER STREET
FALLS CHURCH, VIRGINIA 22036

AY - 7 1998


R.A.K.

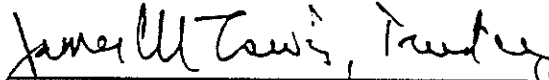
of Warrenton, Fauquier County, Virginia, containing a total of 224,308 square feet, as shown on said plat, and to dedicate for public street purposes a portion of said lands, containing 52,217 square feet, and 172,091 square feet designated as Lots, all as shown on said plat, and to impose certain Protective Covenants, Conditions and Restrictions on said lands, said subdivision to be known as "MENLOUGH P.U.D., SECTION ONE, PHASE 1F";

NOW, THEREFORE, in consideration of the sum of ONE DOLLAR (\$1.00), cash in hand paid, the premises, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the party of the first part does hereby confirm, pursuant to the provisions of Section 15.1-477 and Section 15.1-478 of the 1950 Code of Virginia, as amended, that the platting of that certain parcel of land situate in the Town of Warrenton, Fauquier County, Virginia, containing a total of 224,308 square feet, the dedication to the Town of Warrenton of those certain areas, containing 52,217 square feet for public street purposes, and the subdivision of 172,091 square feet into Lots 44 through 59, all inclusive, all as shown on that certain plat of subdivision entitled "SUBDIVISION PLAT, MENLOUGH P.U.D., SECTION ONE, PHASE 1F", prepared under date of March 18, 1998, by Zigler & Payne, Manassas, Virginia, said plat of subdivision being attached to this instrument and incorporated herein by reference, is with the free consent and in accordance with the desire of the undersigned owner, proprietor and trustees, if any.

The party of the first part, by and with the consent of the parties of the third and fourth parts, does further hereby impose upon the lands encompassed with MENLOUGH P.U.D., - SECTION ONE, PHASE 1F, each and every one of those certain Protective Covenants, Conditions and Restrictions which are attached to and made a part of that certain Deed of Subdivision, Dedication and Imposition of Protective Covenants, Conditions and Restrictions, dated November 24, 1993, of record in the Clerk's Office of the Circuit Court of Fauquier County, Virginia, in Deed Book 709, beginning at page 710, as amended by instruments recorded in the aforesaid Clerk's Office in Deed Book 737, beginning at page 56; Deed Book 738, beginning at page 265, Deed Book 776, beginning at page 535, Deed Book 776, beginning at page 540, Deed Book 781, beginning at page 1296, and Deed Book 789, beginning at page 430; said Protective Covenants, Conditions and Restrictions, as amended, being deemed covenants running with the land and shall be in full force and effect.

WITNESS the following signatures and seals.

 (SEAL)
B. G. SOWDER, TRUSTEE

 (SEAL)
JAMES M. LEWIS, Sole Acting Trustee

THE FAUQUIER BANK

BY:  (SEAL)

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 10
day of April, 1998, by B. G. Sowder, Trustee

Edie H. Fisher
Notary Public

My Commission Expires: 8/31/01

STATE OF VIRGINIA
COUNTY OF Fauquier, to-wit:

The foregoing instrument was acknowledged before me this 10
day of April, 1998, by James M. Lewis, Sole Acting
Trustee.

Karen L. Diller
Notary Public

My Commission Expires: 11-30-01

STATE OF VIRGINIA
COUNTY OF FAUQUIER, to-wit:

The foregoing instrument was acknowledged before me this 10
day of April, 1998, by Jeffrey A. Sisson
President of The Fauquier Bank.

Linda L. Sisson
Notary Public

My Commission Expires: 12/31/00

Document Prepared By:
Walker, Jones, Lawrence, Duggan & Savage, P.C.

a:menlough.cov

AMENDMENT TO MENLOUGH SUBDIVISION.
PHASE ONE
PROTECTIVE COVENANTS, CONDITIONS, AND RESTRICTIONS

Doc ID: 00168850002 Type: DEE
Recorded: 02/23/2005 at 11:32:03 AM
Fee Amt: \$21.00 Page 1 of 2
Fauquier County, VA
Gail H Barb Clerk of Circuit Court
File# 2005-00003330
BK 1143 Pg 283-284

This Amendment to the Protective Covenants, Conditions, and Restrictions made as of this 13th day of February 2005, by the owners of lots and members of the Menlough-Culpeper Street Homeowners' Association, Inc., hereinafter referred to as the "Association";

WITNESSETH:

WHEREAS, the Association is comprised of all owners of the lots in the subdivision of Menlough, Phase One, as the same appears duly dedicated, platted, and recorded among the land records of Fauquier County, Virginia, in Deed Book 709, Page 710 and additionally recorded in Deed Book 737, Page 56, Deed Book 738, Page 265, Deed Book 776, Page 535, and Deed Book 804, Section 963; and

WHEREAS, the Association desires to amend the Protective Covenants, Conditions, and Restrictions for the purpose of enhancing and protecting the value, attractiveness, and desirability of the lots and homes constituting the Subdivision,

Now, therefore in consideration of the mutual benefits to be derived therefrom, and pursuant to Article VIII, Section 3 of the Protective Covenants, Conditions, and Restrictions, the Association does hereby amend the Protective Covenants, Conditions, and Restrictions of the Menlough Subdivision, Phase One (also variously named and referred to as the Menlough Planned Unit Development, Section One) as recorded in Deed Book 709, Page 710, and including all sections as additionally recorded in Deed Book 737, Page 56, Deed Book 738, Page 265, Deed Book 776, Page 535, and Deed Book 804, Section 963 among the aforesaid land records as follows:

Article II, Section 2. Funding is hereby deleted and the following is substituted therefor:

The Association shall be funded by the levying of regular and special assessments as hereinafter provided.

Examined and
Returned to:
Austin Realty
PO Box 606
Warrenton, VA 20188

IN WITNESS WHEREOF, the above amendment having been approved pursuant to the Covenants, Conditions, and Restrictions, by a quorum of eligible homeowners, the undersigned has executed this instrument and set his hand and seal hereto as of the day and year first above written:

Members, Menlough-Culpeper Street
Homeowners' Association, Inc.

By: Roger A. Comer, Jr.
Roger Comer, President, Board of Directors

COMMONWEALTH OF VIRGINIA
COUNTY OF FAUQUIER, to wit:

The foregoing instrument was acknowledged before me, a notary public, this 27th
day of February, 2005, by Roger Comer, President
Board of Directors' of the Menlough-Culpeper Street Homeowners' Association, Inc.

Julia Pinner
Notary Public

My commission expires:

May 31, 2007

RECORDED IN CLERKS OFFICE OF
FAUQUIER ON
February 23, 2005 AT 11:32:03 AM
\$0.00 GRANTOR TAX PD
AS REQUIRED BY VA CODE §58.1-802
STATE: \$0.00 LOCAL: \$0.00
FAUQUIER COUNTY, VA
GAIL H BARB CLERK OF CIRCUIT COURT
Gail H Barb, Clerk