

DESIGN GUIDELINES

FOR

ASHLEY FOREST

Effective: _____

TABLE OF CONTENTS

COMMUNITY PLAN

<u>ARTICLE</u>	<u>SECTION</u>	<u>PAGE</u>
I.	INTRODUCTION TO DESIGN REVIEW	1
A.	Purpose of Design Guidelines	1
B.	Governmental Permits	1
C.	Definitions.....	1
D.	Preparer	1
E.	Applicability of Design Review.....	1
F.	Review Structure.....	2
	1. Declarant	2
	2. Architectural Review Committee	2
G.	Review Fees	2
II.	DESIGN REVIEW PROCEDURES	3
A.	Review of New Construction.....	3
B.	Review of Modifications.....	3
C.	Plans to be Reviewed	3
	1. Floor Plan.....	3
	2. Elevations.....	4
	3. Roof Plan	4
	4. Exterior Finishes	4
	5. Landscaping Plan	4
	6. Other	4
D.	Review Criteria; Recommendations; Variances	4
E.	Review Period.....	5
	1. Approved.....	5
	2. Approved as Noted	5
	3. Disapproved	5
F.	Appeal	5
G.	Fayette County Approval.....	5
H.	Implementation of Approved Plans	6
	1. Time to Commence.....	6
	2. Time to Complete	6
I.	Changes After Approval	6
J.	Enforcement.....	6

<u>ARTICLE</u>	<u>SECTION</u>	<u>PAGE</u>
III.	ARCHITECTURAL AND IMPROVEMENT DESIGN STANDARDS FOR RESIDENTIAL PROPERTIES	7
A.	Accessory Buildings	7
B.	Additions and Expansions.....	7
C.	Air Conditioning Equipment	7
D.	Antennae and Communication Dishes.....	7
E.	Architectural Standards.....	7
F.	Awnings and Overhangs	8
G.	Birdbaths, Birdhouses and Birdfeeders.....	8
H.	Clothesline	8
I.	Compost.....	8
J.	Decks and Balconies	8
K.	Exterior Lighting.....	8
L.	Flagpoles.....	9
M.	Garage or Carport.....	9
N.	Gazebos and Greenhouses	9
O.	Home Sizes	9
P.	Hot Tubs and Saunas	9
Q.	Latticework	9
R.	Mail Boxes	9
S.	Paint	10
T.	Patios.....	10
U.	Pet Runs and Houses.....	10
V.	Playhouses.....	10
W.	Pools	10
X.	Recreational Equipment.....	11
Y.	Roofing	11
Z.	Roof Accessories and Equipment.....	11
AA.	Septic Tanks.....	11
BB.	Setbacks and Yards	11
CC.	Siding	12
DD.	Signs	12
EE.	Statues	12
FF.	Temporary Structures.....	12
GG.	Trash Containers	12
HH.	Utilities.....	13
II.	Wood Piles and Equipment.....	13

IV.	LANDSCAPING AND SITE STANDARDS FOR RESIDENTIAL PROPERTIES	13
	A. Initial Landscaping.....	13
	B. Drainage.....	13
	C. Fences	14
	1. Materials; Types.....	14
	2. Reviewer's Authority	14
	3. Maintenance.....	14
	D. Grading	14
	E. Paving; Driveways.....	14
	F. Retaining Walls.....	15
V.	CONSTRUCTION GUIDELINES	15
	A. Inspections	15
	B. Construction Damages.....	15
	C. Conduct.....	15
	D. Site Cleanliness.....	16
VI.	CHANGE AND AMENDMENTS TO THE DESIGN GUIDELINES	16
VII.	DEFINITIONS	16

TABLE OF EXHIBITS

- A. Owner Application for Architectural Review
- B. Builder Application for Architectural Review

TABLE OF FIGURES*

1.	Typical Landscape Plan	4
2.	Typical Setback Requirements	12
3.	Trash Enclosures and Screening	12
4.	Typical Retaining Wall.....	15

* Figures are provided for reference only and are not intended to supplement, supplant, alter or modify the written or implied terms of the Design Guidelines

I. INTRODUCTION

A. Purpose of Design Guidelines

The Design Guidelines for Ashley Forest ("Design Guidelines") provide an overall framework and comprehensive set of standards and procedures for the development of the community in an orderly and cohesive manner. These standards have been developed to assist in the planning, constructing, landscaping, and modifying of Units within Ashley Forest. The standards set forth criteria for design, style, materials, colors, and location of site improvements, landscaping, signage, and lighting. In addition, the Design Guidelines establish a process for review of proposed construction and modifications to Units.

B. Governmental Permits

To the extent that Fayette County ordinances or any local government ordinance, building code or regulation requires a more restrictive standard than the standards set forth in these Design Guidelines, the Amended and Restated Declaration of Protective Covenants and Restrictions for Ashley Forest (the "Declaration") or the local government standards shall prevail. To the extent that any local government standard is less restrictive, the Declaration and the Design Guidelines (in that order) shall prevail.

C. Definitions

The words used in these Design Guidelines shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth in the Declaration, unless the context indicates otherwise.

D. Preparer

These initial Design Guidelines have been prepared by the Ashley Forest Development Company, LLC (the "Declarant") and adopted by the Declarant pursuant to the Declaration. The Design Guidelines may be changed and amended to serve the needs of an evolving community pursuant to the procedures set forth in the Declaration and in Article VI of these Design Guidelines.

E. Applicability of Design Review

Unless otherwise specifically stated in Article IX of the Declaration or these Design Guidelines, all plans and materials for new construction or exterior modifications of improvements on a Unit must be approved before any construction activity begins. Unless otherwise specifically stated in these Design Guidelines, no structure may be erected upon any Unit, and no improvements (including staking, clearing, excavation, grading and other site work, exterior alteration of existing improvements, and planting or removal of landscaping materials) shall take place without receiving the prior written approval of the appropriate reviewer as described below. Where these Design Guidelines specifically allow an Owner to proceed without advance approval, such allowance shall only be effective so long as the Owner complies with the requirements of the stated guideline.

Owners and Builders are responsible for ensuring compliance with all standards and procedures within these Design Guidelines. Owners and Builders are also governed by the requirements and restrictions set forth in the Declaration and any applicable Supplemental Declaration. In particular, Unit Owners should review and become familiar with the Use Restrictions and Rules

applicable to Ashley Forest which address restricted and prohibited activities and conditions within the community.

F. Review Structure

Architectural control and design review for Ashley Forest is handled by either (i) the Declarant or its designee or (ii) the Architectural Review Committee. The term "reviewer," as used in these Design Guidelines, shall refer to the appropriate reviewing entity.

1. Declarant.

The Declarant has exclusive jurisdiction over all matters relating to architecture and landscaping, as set forth in Article IX of the Declaration, so long as Declarant owns property subject to the Declaration or retains an ownership interest in property which may become subject to the Declaration in accordance with Section 7.1 of the Declaration, and has not earlier terminated such rights by written instrument executed by Declarant and recorded in the Public Records (the period during which the Declarant exercises architectural control will hereinafter be referred to as the "Declarant Review Period"). During the Declarant Review Period, the Declarant shall review plans and specifications for and shall have jurisdiction over all construction and landscaping on any Unit, shall be the conclusive interpreter of these Design Guidelines, shall monitor the effectiveness of these Design Guidelines, and may, but shall not be obligated to, promulgate additional design standards and review procedures as it deems appropriate.

2. Architectural Review Committee.

The Architectural Review Committee (the "ARC") has jurisdiction over those responsibilities delegated to it by the Declarant, if any, during the Declarant Review Period. Following the Declarant Review Period, the ARC has jurisdiction over all architectural and landscaping matters as set forth in Article IX of the Declaration. Following the Declarant Review Period, the ARC shall review plans and specifications for all construction, modifications, and landscaping on any Unit, shall be the conclusive interpreter of these Design Guidelines, shall monitor the effectiveness of these Design Guidelines, and may promulgate additional design standards and review procedures consistent with these Design Guidelines. Members of the ARC will be appointed by the Board.

G. Review Fees

When an Owner (hereafter referred to as "Applicant") submits plans to the reviewer for approval, the submission shall include a "Review Fee." Except for applications already submitted to the ARC, Review Fees may be modified at anytime in accordance with Article VI. The Review Fee shall be made payable to the Ashley Forest Property Owners' Association, Inc. ("Association") as follows:

1. New home - The original improvement of a Unit from a site into a residential dwelling.

Review fee - \$_____.

2. Major alteration or addition - a structural or site modification significant enough to warrant the issuance of a building permit by a governmental authority.

Review fee - \$ _____.

3. Minor architectural modification or addition - any architectural changes which require architectural review and approval as set forth in the Declaration or these Design Guidelines but a governmental building permit is not required. For example, changing the exterior color scheme of the residence or installing landscaping which deviates from the typical landscaping plan.

Review fee - \$ _____.

4. Changes to or resubmission of approved or unapproved plans.

Review fee - \$ _____.

II. DESIGN REVIEW PROCEDURES

A. Review of New Construction

Plans for new construction upon any Unit must be reviewed and approved by the reviewer, requiring the submission of an Application for Review and payment of the Review Fee. Each Applicant shall submit a conceptual or preliminary site layout and some or all of the plans listed in Section II.C. Also, exterior finishes and color schemes, if available, and information concerning irrigation systems, drainage, lighting, landscaping, and other features shall be provided. Applicants may request an initial meeting with a representative of the reviewer to address any questions about Ashley Forest and the Design Guidelines.

The Application for Review may be waived, in the discretion of the reviewer, for Builders who have been approved for participation in the Ashley Forest Builder Program. Approved Builders of multiple Units within the community also may submit multiple plans and specifications for similar site plans, floor plans, and layouts on similarly situated Units for pre-approval, in lieu of seeking approval as to each Unit owned; provided, however, the reviewer may require a review of pre-approved plans for their use on specific Units. To be pre-approved the plans and specifications shall show the nature, kind, shape, color (if available at that time), size, materials and location of all proposed structures and improvements. Any changes made to preapproved plans and specifications during the construction of improvements shall require approval of the reviewer.

B. Review of Modifications

The review of modifications to existing structures or improvements shall require the submission of an Application for Review to the reviewer along with the required Review Fee. Depending on the scope of the modification, the reviewer may require the submission of all or some of the plans and specifications listed below in Section II.C. In the alternative, the reviewer may require a less detailed description of the proposed modification. The review and approval of modifications shall take place within the same time periods as required for new construction.

C. Plans to be Reviewed

A reviewer may require two sets any of the following plans for new construction or a modification, in addition to the submission

of an Application for Review and the payment of a Review Fee:

1. Floor Plan.

Showing decks, patios, stoops, retaining walls related to the residential dwelling, trash enclosures, HVAC equipment and utilities, and the screening for same, interior spacing of rooms, and connections to driveways and walkways. Minimum scale of 1/4" = 1'0".

2. Elevations.

Front, rear, and side exterior elevations showing building materials and finishes, and indicating the maximum height of the residential dwelling.

3. Roof Plan.

Showing slopes, pitches and gables, unless reflected in the other plans.

4. Exterior Finishes.

Showing the exterior color scheme (including samples and color chips, if requested), lighting scheme and other details affecting the exterior appearance of the proposed improvements.

5. Landscaping Plan.

Showing location of trees, protection of existing vegetation, use of plants, and other landscaping details. A typical landscape plan is shown below. The requirements for a landscape plan submittal are set forth in Section IV.A.

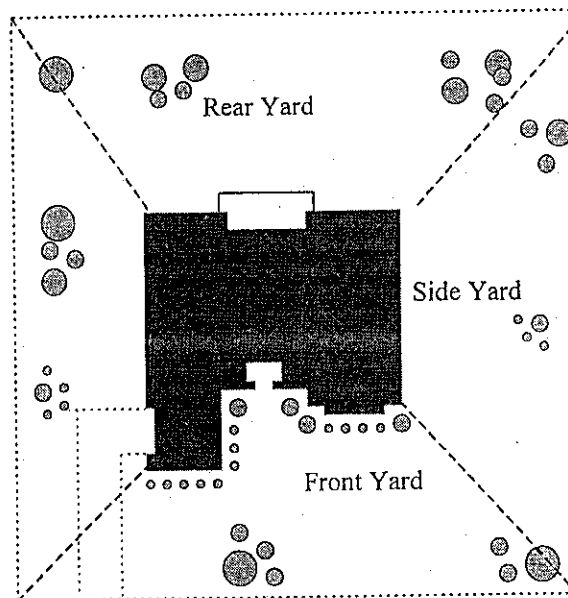


Figure 1, Typical Landscape Plan

6. Other.

Such other information, data, and drawings as may be reasonably requested, including, without limitation, irrigation systems, drainage, lighting, TV antenna and satellite dish placement, landscaping, and other features.

D. Review Criteria; Recommendations; Variances

While the Design Guidelines are intended to provide a framework for construction and modifications, the Design Guidelines are not all-inclusive. In its review process, the reviewer may consider the quality of workmanship and design, harmony of external design with existing structures, and location in relation to surrounding structures, topography, and finish grade elevation, among other things. Reviewer decisions may be based on purely aesthetic considerations. However, no reviewer shall grant approval for proposed construction that

is inconsistent with the Design Guidelines, unless such reviewer grants a variance.

The Declarant, prior to the expiration or termination of the Declarant Review Period and the ARC, after the expiration or termination of the Declarant Review Period, shall have the authority from time to time to adopt and revise lists of recommended landscape materials. The Declarant or ARC, whichever is authorized, may, in its sole discretion, provide that the lists of recommended materials constitute "approved materials" and that the installation of such materials requires no reviewer approval. Alternatively, the authorized entity which establishes the list(s) may provide that the purpose of the list(s) is merely to provide guidance and that installation of recommended materials does not relieve the Applicant from any obligations set forth in these Design Guidelines to acquire approval prior to installation.

Variances may be granted in some circumstances (including, but not limited to, topography, natural obstructions, hardship, or environmental considerations) when deviations may be required. The reviewer shall have the power to grant a variance from strict compliance in such circumstances, so long as the variance does not result in a material violation of the Declaration. No variance shall be effective unless in writing, signed by the reviewer.

E. Review Period

Each Application for Review and plan submittal shall be approved or disapproved within 30 days of submission of all materials required by the reviewer. Within 30 days of receipt of a complete review request, the reviewer shall respond to Applicant. One set of plans shall be returned to the Applicant,

accompanied by the reviewer's decision. The other set of plans shall be retained for the reviewer's records. The reviewer's decision shall be rendered in one of the following forms:

1. "Approved" - The entire application as submitted is approved.
2. "Approved As Noted" - The application is not approved as submitted, but the reviewer's suggestions for curing objectionable features or segments are noted. The Applicant must correct the plan's objectionable features or segments, and the Applicant may be required to resubmit the application and receive approval prior to commencing the construction or alteration.
3. "Disapproved" - The entire application as submitted is rejected in total. The reviewer may provide comments but is not required to do so.

If the reviewer fails to respond within 30 days, the Applicant shall give the reviewer written notice of its failure to respond. Unless the reviewer responds within an additional 10 days of receipt of such notice, approval shall be deemed granted. However, no construction or modification that is inconsistent with the Declaration or the Design Guidelines shall be deemed approved, unless the reviewer has granted a variance.

F. Appeal

Any Applicant shall have the right to appeal a decision of the reviewer by resubmitting the information, documents, and fees set forth above; however, such appeal shall be considered only if the Applicant has modified the proposed construction or modification or has new information which

would, in the reviewer's opinion, warrant a reconsideration. If Applicant fails to appeal a decision of the reviewer, the reviewer's decision is final. In the case of a disapproval and resubmittal, the reviewer shall have 10 days from the date of each resubmittal to approve or disapprove any resubmittal. The filing of an appeal does not extend any maximum time period for the completion of any new construction or modification.

G. Fayette County Approval

The review and approval of plans and specifications shall not be a substitute for compliance with the permitting and approval requirements of Fayette County or other governmental authorities. It is the responsibility of Applicant to obtain all necessary permits and approvals.

H. Implementation of Approved Plans

All work must conform to approved plans. If it is determined by the reviewer that work completed or in progress on any Unit is not in compliance with these Design Guidelines or any approval issued by the reviewer, the reviewer shall, directly or through the Board, notify the Owner and Builder, if any, in writing of such noncompliance specifying in reasonable detail the particulars of noncompliance and shall require the Owner and/or Builder to remedy the same. If the Owner and/or Builder fails to remedy such noncompliance or fails to commence and continue diligently toward achieving compliance within the time period stated in the notice, then such noncompliance shall be deemed to be in violation of the Declaration and these Design Guidelines.

1. Time to Commence.

If construction does not commence on a project for which plans have been approved within 12 months of such approval, such approval shall be deemed withdrawn, and it shall be necessary for the Applicant to resubmit the plans to the appropriate committee for reconsideration.

2. Time to Complete.

The reviewer shall include in any approval a maximum time period for the completion of any new construction or modification. If no maximum time period is specified in the approval, construction shall be completed within one year of its commencement. The Applicant may request an extension of such maximum time period not less than three days prior to the expiration of the maximum time period, which the reviewer may approve or disapprove, in its sole discretion.

If construction is not completed on a project within one year, or within any other period of time approved by the reviewer, the approval shall be deemed withdrawn, and the incomplete construction shall be deemed to be in violation of the Declaration and these Design Guidelines.

I. Changes After Approval

All proposed changes to plans, including changes that affect the exterior of any building, colors, windows, grading, paving, utilities, landscaping or signage, made after the approval of plans must be submitted to and approved in writing by the reviewer prior to implementation. Close cooperation and coordination between the Applicant and the reviewer will ensure that changes are approved in a timely manner.

If Fayette County or any other authority having jurisdiction requires that changes be made to final construction plans previously approved by the reviewer, the Applicant must notify the reviewer of such changes and receive approval from the reviewer prior to implementing such changes.

J. Enforcement

In the event of any violation of these Design Guidelines, the Declarant or the Board may take any action set forth in the By-Laws or the Declaration, including the levy of a Specific Assessment pursuant to the Declaration. The Declarant or the Board may remove or remedy the violation and/or seek injunctive relief requiring the removal or the remedying of the violation. In addition, the Declarant or the Board shall be entitled to recover the costs incurred in enforcing compliance and/or impose a fine against the Unit upon which such violation exists.

III. DESIGN STANDARDS

The following specific site criteria shall apply to all proposed or existing construction within Ashley Forest unless a variance is granted by a reviewer.

A. Accessory Buildings

Owners shall secure reviewer approval prior to construction of any accessory building, including sheds or permanently installed playhouses. A detached garage is not considered an accessory building, and its construction shall require reviewer approval on a case-by-case basis. Accessory buildings shall meet the following criteria:

1. An accessory building must be of the same color, material, and architectural style

as the main residence or of color, material, and style that is generally recognized as complementary to that of the main residence. An accessory building's roofing materials shall match those of the main residence.

2. Any utilities servicing accessory buildings shall be installed underground.

3. Accessory buildings generally shall be located in the rear yard but may not be located within an easement area, shall not unreasonably obstruct any adjacent neighbor's views, and must be screened by a fence or vegetation.

3. No contractor or Builder shall erect on any Unit any temporary building for use in connection with construction on such Unit. Provided, however, the ARC may in its sole discretion waive this requirement for temporary construction trailers.

B. Additions and Expansions

Reviewer approval is required for any addition to or expansion of a residence. Materials shall match the existing residence.

C. Air Conditioning Equipment

Unless otherwise permitted by the ARC, no window air-conditioning unit shall be installed which is visible from the street.

D. Antennae and Communication Dishes

Standard TV antennas and satellite dishes of less than one (1) meter in diameter shall be permitted upon the Properties; however, the installation of such over-the-air reception devices shall be first approved by the reviewer. In approving the location of the device, the reviewer may consider various factors, including: visibility of the device

from the street and adjoining Units; sufficiency of screening by landscaping, plants and other materials; acceptable quality of signal reception; and, any other such factors as the reviewer may deem relevant. It is suggested that satellite dishes be placed in the rear yard and be screened by bushes, and that TV antennas be placed in the attic of the residential dwelling. In no case shall the reviewer deny or unreasonably delay or inhibit the installation of TV antennas and satellite dishes described above.

E. Architectural Standards

The exteriors of all buildings must be designed to be compatible with the natural site features of the Unit and to be in harmony with their surroundings. The land forms, the natural contours, local climate, vegetation, and the views should dictate the building location, the building form, and the architectural style. The reviewer may disapprove plans if in its judgment the massing, architectural style, roof line, exterior materials, colors or other features of the building do not meet these standards.

F. Awnings and Overhangs

The installation of awnings or overhangs requires reviewer approval. The awning or overhang color must be the same as or generally recognized as complementary to the exterior of the residence.

G. Birdbaths, Birdhouses and Birdfeeders

Reviewer approval is not required for the rear yard installation of any birdbath that has height of three feet or less, including any pedestal. Placement of such items in any front or side yard placement requires reviewer approval. No reviewer approval is

required for one rear yard installation of a birdhouse or birdfeeder. Such birdhouse or birdfeeder shall measure no more than one foot by two feet. Additional feeders or installation in front or side yard requires reviewer approval. Reviewer approval is also required before the installation of similar ornaments, objects or devices (not specifically mentioned herein) in any yard.

H. Clotheslines

No clotheslines shall be permitted upon any Unit.

I. Compost

One compost pile measuring not more than three feet in diameter and three feet in height may be permitted on the rear yard if such is adequately screened by planting and/or fencing so as to conceal them from view of neighboring residents and the street. Owners shall be responsible for ensuring that compost piles are maintained in a manner which does not emit odors or attract rodents or insects, which may result in appropriate sanctions if allowed to occur.

J. Decks and Balconies

Owners shall secure reviewer's approval before installing decks or balconies. Decks and balconies must be constructed of wood or other material similar to that of the residence and, if painted, must be painted a color similar to or generally acceptable as complementary to the residence. Decks and balconies must be installed as an integral part of the residence or patio area. Any such decks or balconies must be located so as not to obstruct or diminish the view of or through such use create an unreasonable level of noise for adjacent property owners. Construction shall not occur over easements

and must comply with the applicable Fayette County requirements.

K. Exterior Lighting

Except for seasonal Christmas decorative lighting, all exterior lights must be approved by the ARC. Christmas lights shall be permitted not earlier than Thanksgiving and must be removed no later than January 15th. Holiday displays which, in the opinion of the reviewer, create traffic congestion or become an annoyance to adjacent property owners shall not be allowed. The reviewer may take into consideration the visibility and style of any exterior lighting fixture and its location on the home. Exterior lights shall be conservative in design and small in size as practical. Lights shall be directed toward the house or ground and limited in wattage to 2,000 lumens. Low voltage (12 volt) lighting is preferred.

L. Flagpoles

Flagpoles are not allowed. Decorative or seasonal flags must be mounted on the main residential dwelling and shall not exceed the roof line of the main residential dwelling.

M. Garage

Each residential dwelling must include a garage sufficient to store two standard automobiles. All garages require reviewer approval. Garages which are constructed independent from the home shall be compatible with and complementary to the main residence in architectural style, material, color, and location. Review shall be made on a case-by-case basis. Carports shall be prohibited. Garage doors shall not be removed and shall remain closed except during periods of ingress and egress.

N. Gazebos and Greenhouses

Reviewer approval is required prior to the construction of any gazebo. Any gazebo must be an integral part of the landscape plan and must not obstruct any adjacent property owner's view. Greenhouses are not permitted.

O. Homes - Minimum and Maximum Dwelling Sizes

The minimum square footage of heated space within the exterior frame line of any residential dwelling ("finished area") permitted on each Unit shall be 1,800 square feet. Additionally, the minimum square footage of the finished area of a split-level dwelling shall be 1,900 square feet, and multi-level homes shall have a minimum of 2,100 square feet of finished area. The reviewer may require additional square footage allocations by floor on a case by case basis to ensure uniform development standards in the community.

P. Hot Tubs and Saunas

Reviewer approval is required for the installation of any exterior hot tub, jacuzzi, sauna, or spa. Any hot tub, jacuzzi, or spa shall be an integral part of the deck or patio area and/or the rear yard landscaping. A hot tub, jacuzzi, or spa shall be located in the rear or side yard, shall be installed in such a way that it is not immediately visible to adjacent property owners, and shall not create an unreasonable level of noise for adjacent property owners. Owners may be required to install safety features such as locks or covers for these items when such are not in use.

Q. Latticework

Latticework or a garden trellis which is a part of the landscaping or exterior of a structure must be approved.

R. Mail Boxes

Mail boxes should be well constructed and placed and maintained to complement the Unit. Mail box placement, design, and other specifications must be approved by the reviewer. Mail boxes shall be of brick, stucco, or some other masonry type material. Free standing newspaper boxes are not permitted. It is the Unit Owner's responsibility to ensure that the mail box conforms to regulations promulgated by the U.S. Postal Service.

S. Paint

The original paint for any exterior structure on a Unit must be approved. Owners may repaint in accordance with the originally approved color scheme of any dwelling or improvement without further approval. Reviewer approval is required for all changes in exterior painting. Review criteria may include, but shall not be limited to, the sheen of paint, the home's architecture, any existing stone or brick accents, roof color, and neighboring properties' colors. Primary colors for all exterior building surfaces must complement the architectural theme of the house.

T. Patios

Reviewer approval is required for the construction of patio covers, open patios, and enclosed patios. Patio covers shall be constructed of wood or material generally recognized as complementary to the residence and be similar or generally

recognized as complementary in color to the exterior color of the residence.

Open patios must be an integral part of the landscape plan and must be located so as not to create an unreasonable level of noise for adjacent property owners. The patio color must be similar to or generally accepted as a color complementary to the design and color of the residence.

Enclosed patios shall be constructed of materials that are similar to or generally accepted as complementary to those of the residence.

U. Pet Runs and Houses

No structure for the care, housing, or confinement of any animal shall be constructed, placed, or altered on any Unit unless plans and specifications for such structure have been approved by the ARC. No stable, poultry house, rabbit hut, or other similar yard structure, with the exception of a doghouse (not to exceed 16 square feet in size and 3.5 feet in height), shall be constructed or allowed to remain on any Unit. The installation, construction or maintenance of other pet houses shall be made only with the approval of the ARC. Pet runs are prohibited.

V. Playhouses

A playhouse shall be considered an accessory building if it measures more than 24 square feet, is more than 6 feet high from peak to ground, or is constructed on a concrete slab or footing.

W. Pools

Reviewer approval is required for the construction or installation of pools. Pools

shall be an integral part of the deck or patio area and/or the rear yard landscaping. A pool shall be located in the rear or side yard, shall be installed in such a way that it is not immediately visible to adjacent property owners, and shall not create an unreasonable level of noise for adjacent property owners. Pools shall be fenced for safety purposes, and Owners may be required to install safety features such as locks or covers for these items when they are not in use. No above-ground pools are permitted. Neither the Association nor the reviewer shall be liable for any occurrence or accident which results from the installation and use of any pool on Unit property. It is the Unit Owner's responsibility to ensure that the installation and use of any pool conforms to any applicable governmental regulations.

X. Recreational Equipment

Installation of all basketball goals requires reviewer approval. Basketball goals may only be placed or installed in the rear of a Unit so that it is not visible from the street and shall not be placed on the front of the structure or garage at any time. Freestanding pole-mounted backboards are prohibited in the front yard, whether permanent or sleeve-set. Pole-mounted basketball goals must be mounted on black poles and have backboards either clear or white, providing same are not visible from the street unless waived by the ARC. The review of rear yard pole-mounted backboards shall be based upon, but not limited to, the following considerations: proximity of goal to property lines and proximity of goal to neighbors' living areas, landscaping, and vehicles.

Approval is required for the installation of play and sports equipment taller than seven feet. All play equipment must be wood construction, environmentally and

aesthetically compatible, and approved by the ARC. Ten foot portable basketball goals may be permitted, provided such goals are stored out of view when not in use. Owner shall exercise consideration toward neighbors; any such equipment shall be set back a reasonable distance from adjacent property lines so as to avoid disturbance of neighbors and shall not obstruct neighbors' views of open spaces. Treehouses are prohibited.

Y. Roofing

Roof pitches and overhangs may vary as dictated by architectural design. Reviewer approval is required for a roof-material change.

Z. Roof Accessories and Equipment

Reviewer approval is required for all rooftop equipment and accessories, unless specifically excepted in this Section. All rooftop equipment must match roofing colors or be of a color that complements the house and must be placed as inconspicuously as possible. Exposed flashing gutters and downspouts must be painted to match the fascia and siding of the structure. No exposed attachment straps will be allowed.

Any installed solar energy equipment shall have the appearance of a skylight, shall have a finished trim material or curb, and shall not be visible from the street. Landscaping or other buffering may be required for solar panels.

Reviewer approval is not required for skylights having measurements of three feet by five feet or less. Skylights should be placed in locations so as not to detract from the building elevations.

AA. Septic Tanks

Unit owners must use septic tanks and drain fields for sewage disposal with installation subject to approval by the appropriate municipal agency and the reviewer. The reviewer may consider such factors as the location of the septic tank and drainage field as well as design specifications of the system.

BB. Setbacks and Yards

Set back requirements from property lines are established by the Declarant and Fayette County ordinance and are subject to public utility easements, drainage easements, right-of-way, and landscape easements depicted on the recorded plats.

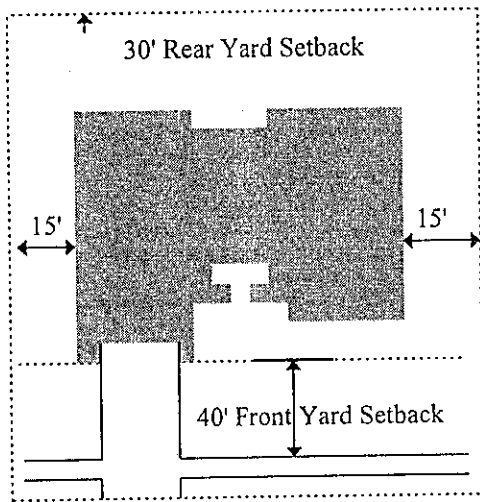


Figure 2, Typical Setback Requirements

CC. Siding

Owners shall seek reviewer approval before installing or replacing siding which differs from original approved material.

DD. Signs

No sign whatsoever shall, without the ARC's prior written approval of plans and specifications therefor, be installed, altered, or maintained on any Unit or on any portion of a structure visible from the exterior thereof, except: one temporary sign per Unit that advertises property for sale or rent, which has a maximum face area of five square feet, and which is conservative in color and style; one small security service sign per Unit, which has a maximum face area of two square feet, and which is located adjacent to the mailbox or driveway, and partially screened by plantings; such permits as may be required by legal proceedings; such permits as may be required by governmental entity.

In no event during approved construction of any structure shall more than one job identification sign be approved by the ARC.

EE. Statues

Reviewer approval is not required for the rear-yard installation of any statue, which, including any pedestal, stands no more than three feet tall. All other statues or yard orientation is subject to reviewer approval.

FF. Temporary structures

Temporary structures, other than those used during the initial construction of a residence, including without limitation, shacks, are prohibited. Reviewer approval is required for tents other than camping tents that are used for occasional overnight sleeping by children and are left standing for 72 hours or longer.

GG. Trash Containers

Reviewer approval is required for the installation of trash enclosures. Trash or containers shall be enclosed or screened from view of adjacent property in accordance with Figure 3.

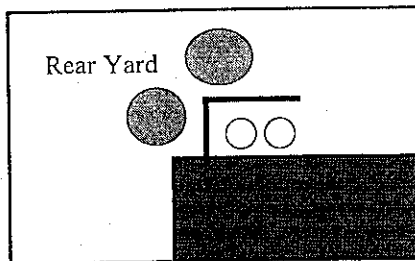


Figure 3, Trash Enclosures and Screening

Trash containers shall be kept in a manner which is not visible from the street or adjacent residence at all times other than during trash collection. Trash containers shall also be kept in a clean and sanitary condition.

HH. Utilities

Pipes, wires, poles, utility meters, and other utility facilities shall be kept and maintained, to the extent reasonably possible, underground or within an enclosed structure. Any utilities or utility equipment not installed below ground or within an enclosed structure requires reviewer approval. Utilities include water, sewer, power, telephone, cable television, and miscellaneous conduits.

II. Woodpiles and Equipment

Woodpiles and equipment shall be kept and maintained in the rear yard only and be screened by adequate planting and/or fencing so as to conceal them from view of neighboring residences and the streets. No above-ground tanks for the storage of fuel,

water or any other substance shall be located on any Unit.

IV. LANDSCAPING AND SITE STANDARDS FOR RESIDENTIAL PROPERTIES

Landscaping is an essential element of design at Ashley Forest. Preservation of existing vegetation in addition to the introduction of plants native to the Fayette County area must be considered in establishing the landscape design.

A. Initial Landscaping

Unless landscaping is provided with the purchase of the Unit, within 90 days of recordation of the deed of a Unit to an Applicant, or within any extended period as may be provided in writing by the reviewer, the Applicant shall develop a landscaping plan and install and maintain landscaping on such Unit (subject to such extensions granted by the reviewer due to weather conditions). Professional landscapers, greenhouses, and home gardening stores often prepare and provide such plans for a nominal fee; however, such commercially prepared plans are not required.

The plan should include the following:

1. Format to be 24" x 36" sheet size.
2. Site plan with property boundary, footprints of permanent structures, and locations and identifications of every hardwood tree with a diameter of eight inches or more at a height of three feet above grade.
3. Project location and owner's name.

4. North arrow, drawing scale, sheet number, and date.

5. Planting plan showing locations of proposed and existing plants. Plants should be drawn at mature size.

6. Irrigation plan if irrigation will be installed.

7. Construction details for all structural elements; i.e., retaining walls over 2'-6", pools, decks, etc.

8. Submit 2 copies of the package.

B. Drainage

Drainage of the Unit must conform to all Fayette County requirements. All drainage and grading must be indicated on the plans approved by the reviewer. There shall be no interference with the established drainage pattern over any property except as approved in writing by the reviewer. The established drainage pattern is defined as the drainage pattern as engineered and constructed by the Declarant or approved Builder prior to (or in some cases, immediately following) conveyance of title from Builder to the individual homeowner. Owners may make minor drainage modifications to their Units provided that they do not alter the established drainage pattern.

Landscape plans shall conform to the established drainage pattern, shall cause water to drain away from the foundation of the house, and shall prevent water from flowing under or ponding near or against the house foundation. Water should flow fully over walkways, sidewalks or driveways into the street. The reviewer may require a report from a drainage engineer as part of landscaping or improvement plan approval.

Sump pump drainage should be vented a reasonable distance from the property line to allow for absorption.

C. Fences

No fence or wall of any kind shall be erected, installed, or altered on any Unit without prior written approval of the ARC of plans and specifications for such fences and walls. Absent a specific written waiver from the ARC, all wood fences must be installed so that the finish side of the fences faces outward from the Owner's Unit, so that the support structure side of the fence should face the Owner's Unit. Except for pool or tennis court fences approved by the reviewer, no fence may exceed six (6) feet in height.

1. Materials; Types.

Suggested fence types and materials include wood and other natural building materials frequently and customarily used in the construction of fences. Plastic, vinyl or chain link fence materials are prohibited.

2. Reviewer's Authority.

The Declarant, prior to the expiration or termination of the Declarant Review Period and the ARC, after the expiration or termination of the Declarant Review Period, shall have the authority from time to time to create, revise, or eliminate a list of pre-approved fence types and/or fence materials.

3. Maintenance.

Any fences or walls, whether constructed by the Owner or a Builder, shall be well repaired and maintained consistent with the Development-Wide Standard. In the event a fence or wall is damaged or destroyed, the

Owner shall repair or recondition the same at the Owner's expense.

D. Grading

Owners shall not grade their property so as to interfere with the established drainage pattern over any property except as approved in writing by the reviewer. Owners should work with the natural contours and seek solutions that minimize the impact of grading with respect to major alterations of existing grades.

Owners may create berms, slopes, and swales for the purpose of defining space and screening undesirable views, noise, and high winds. Grassed slopes or berms are suggested not to exceed three feet of horizontal distance to one foot of rise or vertical height (3 to 1 slope) in order to permit greater ease of mowing and general maintenance.

E. Paving; Driveways

All driveways shall be a minimum of ten (10) feet in width and have a surface treatment of concrete asphalt or other authorized material. Owner shall secure reviewer's approval prior to paving with any paving material, including concrete, asphalt, brick, flagstone, stepping stones, and pre-cast patterned or exposed aggregate concrete pavers, and for any purpose, including walks, driveways, or patio areas. Owners shall secure reviewer approval before extending or expanding any driveway.

F. Retaining Walls

All retaining walls require approval by the reviewer. Such walls shall be properly anchored to withstand overturning forces. Stone walls shall be made thicker at the

bottom than at the top to achieve stability. All retaining walls shall incorporate weep holes into the wall design to permit water trapped behind them to be released. Timbers for walls or other landscape use should be treated to resist decay. Walls shall not be located so as to alter the existing drainage patterns.

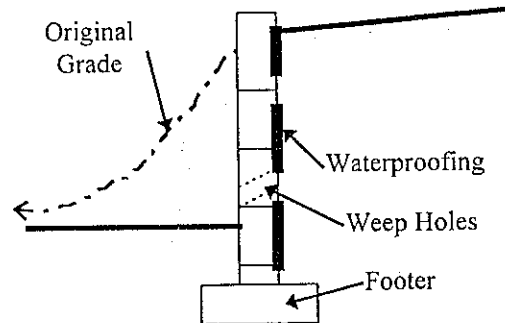


Figure 4, Typical Retaining Wall

V. CONSTRUCTION GUIDELINES

A. Inspections

The Applicant shall schedule and coordinate a review of all construction activities with the reviewer to verify compliance with the approved plans and specifications. The reviewer may also perform additional periodic informal inspections to ensure that work is being performed in conformance with approved plans, these Design Guidelines, and the Community-Wide Standard. All inspections are observations only and will not relieve the obligation to obtain inspection approvals from Fayette County and other organizations having jurisdiction. Job sites not in compliance with the Declaration, these Design Guidelines, or approved plans will be issued a Notice of Violation and a punchlist of items needed to bring the construction and/or job site into compliance. Further construction is

prohibited until such punchlist items have been corrected.

B. Construction Damages

Any damage to vegetation or common area facilities caused by the Applicant, its contractors, sub-contractors, agents, or employees must be corrected immediately to the satisfaction of the reviewer, the Declarant, and the owner of the damaged property. If the damage is not corrected, the Declarant or the Association may repair such damage and assess the costs of repair to the Applicant.

C. Conduct

The Applicant must ensure that all contractors and subcontractors control the conduct of their employees while working in Ashley Forest. Loud music, profanity, and other behavior which is inconsistent with a professional operation will not be tolerated. Employees violating this policy may be asked to leave the premises and may be denied access to the construction site.

D. Site Cleanliness

All sites must be maintained in a clean and orderly manner at all times. The storage of materials should be in an inconspicuous location within the site and stored neatly and orderly. All construction debris shall be cleared at the end of each working day.

VI. CHANGES AND AMENDMENTS TO THE DESIGN GUIDELINES

These Design Guidelines may be amended as follows:

A. So long as Declarant owns any portion of the residential properties or has the authority

to expand the residential properties pursuant to Section 7.1 of the Declaration, Declarant may, in its sole discretion, amend these Design Guidelines as they apply to the residential properties, notwithstanding any delegation of reviewing authority to the ARC.

B. When Declarant no longer owns any portion of the residential properties or no longer has the authority to expand the residential properties pursuant to Section 9.1 of the Declaration or has delegated its right to amend these Design Guidelines, these Design Guidelines may be amended only upon the affirmative vote of two-thirds of the members of the ARC and the consent of the Board.

C. Any amendment to the Design Guidelines shall be published and/or promptly posted in a prominent place within the Properties.

D. All amendments shall become effective upon adoption by the Declarant, so long as Declarant has the authority to amend these Design Guidelines or, if the Declarant no longer has such authority, upon adoption by the ARC. Such amendments shall not be retroactive so as to apply to previous work or approved work in progress.

E. In no way shall any amendment to these Design Guidelines change, alter or modify any provision of the Declaration or any Supplemental Declaration.

VII. DEFINITIONS

Capitalized terms that are not defined in these Design Guidelines shall have the same meaning as set forth in the Declaration.

These Design Guidelines have been prepared by the Declarant for Ashley Forest and are hereby adopted on this _____ day of _____, 19____.

ASHLEY FOREST DEVELOPMENT COMPANY, LLC

By: _____
John E. Ryckeley, President

5152.02/CA Docs/Design Guidelines

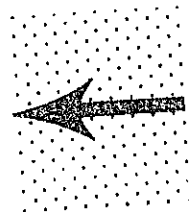


EXHIBIT "A"
Owner Application for Architectural Review

Date: _____ Owner's Name: _____

Address: _____ Telephone: _____

Location of Improvement: _____

If an agent is submitting on behalf of the owner, also complete the following:

Agent's Name: _____ Company Name: _____

Type of Agent: _____ Telephone: _____

In accordance with the Article IX of the Amended and Restated Declaration of Protective Covenants and Restrictions for Ashley Forest and the Design Guidelines, application is hereby made for review and approval of the following described improvements: (Provide brief description)

In support of this application the following required items are submitted. (See Section II.C of the Design Guidelines)

A. Two sets of Plans. The plans will show the following (where applicable): site plan, floor plan, exterior elevations, roof design, exterior materials and finishes, landscaping plan, and such other items as may be needed to reflect the character and dimensions of the improvements.

B. Summary. Written statement summarizing setback, height and square footage of proposed construction, how these numbers compare with the requirements, and whether any variance requests are made.

If the application is incomplete, the reviewer will notify the applicant as to the needed documents and the application will not be further considered until receipt of these materials.

It is hereby understood and agreed that approval of this application by a reviewer does not constitute approval as to compliance with applicable Georgia law or Fayette County ordinances.

Signature of Owner(s): _____ Date: _____

_____ Date: _____

Signature of Agent: _____ Date: _____

Submit Applications to:

Ashley Forest Property Owners' Association, Inc.

Attn: Architectural Reviewer

Action by Reviewer:

Approved: _____ Date: _____

Approved as Noted: _____ Date: _____

Disapproved: _____ Date: _____

EXHIBIT "B"

Builder Application for Architectural Review

Date: _____ Builder's Name: _____

Company Name: _____ Telephone: _____

Address: _____

General Information:

This application is for approval of (please check one and complete specified information for the category):

_____ Single Unit: _____
(address)

_____ Neighborhood: _____
(name of neighborhood)

_____ Tract: _____
(tract description)

_____ Request for Review Waiver of the above unit, neighborhood, or tract.

Please supply the following information regardless of the category for which this application is being completed. If information is unavailable, please so indicate:

OWNER: _____ Telephone: _____
Address: _____ City/State/Zip: _____

ARCHITECT: _____ Telephone: _____
Address: _____ City/State/Zip: _____

CONTRACTOR: _____ Telephone: _____
Address: _____ City/State/Zip: _____

ENGINEER: _____
Address: _____

Telephone: _____
City/State/Zip: _____

LANDSCAPE ARCHITECT/DESIGNER: _____
Telephone: _____
City/State/Zip: _____

Address: _____

In accordance with the Article IX of the Amended and Restated Protective Covenants and Restrictions for Ashley Forest and the Design Guidelines, application is hereby made for review and approval of the following described improvements: (Provide brief description)

In support of this application the following required items are submitted. (See Section II.C of the Design Guidelines)

A. Two sets of Plans. The plans will show the following (where applicable): site plan, floor plan, exterior elevations, roof design, exterior materials and finishes, landscaping plan, and such other items as may be needed to reflect the character and dimensions of the improvements.

B. Summary. Written statement summarizing setback, height and square footage of proposed construction, how these numbers compare with the requirements, and whether any variance requests are made.

If the application is incomplete, the reviewer will notify the applicant as to the needed documents and the application will not be further considered until receipt of these materials.

It is hereby understood and agreed that approval of this application by a reviewer does not constitute approval as to compliance with applicable Georgia law or Fayette County ordinances.

Signature of Builder: _____ Date: _____

Submit Applications to:

Ashley Forest Property Owners' Association, Inc.

Attn: Architectural Reviewer

Action by Reviewer:

Approved: _____ Date: _____

Approved as Noted: _____ Date: _____

Disapproved: _____ Date: _____