

THIS DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS made this _____ day of September, 1998, by and between EDGEMOORE INVESTMENT GROUP, L.L.C., a Virginia limited liability company, party of the first part, also called "Owner" (Grantor); GREGORY L. CARTER, TRUSTEE and PATRICIA I. DUBOIS, TRUSTEE, either of whom may act, parties of the second part, also called "Trustee" (Grantor); NATONSBANK, N.A., a banking corporation, party of the third part, also called "Beneficiary" (Grantor); and THE PRESERVE COMMUNITY ASSOCIATION, INC., a Virginia nonstock corporation, party of the fourth part, also called "Association"(Grantee).

W I T N E S S E T H:

WHEREAS, EDGEMOORE INVESTMENT GROUP, L.L.C., a Virginia limited liability company, is the fee simple owner of Lots One (1) through Thirty-seven (37), both inclusive, PARKSIDE MANOR, as the same was duly dedicated, platted and recorded as Instrument No. _____, on _____, 1998; and,

WHEREAS, THE PRESERVE COMMUNITY ASSOCIATION, INC., a Virginia nonstock corporation, a Virginia nonstock corporation, is the fee simple owner of Parcels "A" and "B", PARKSIDE MANOR, as the same was duly dedicated, platted and recorded as Instrument No. _____, on _____, 1998; and,

WHEREAS, a portion of the heretofore described property is subject to the lien of a certain Deed of Trust recorded in Deed Book _____, at page _____,

wherein said property was conveyed unto Trustee, in trust, to secure a certain indebtedness to Bank; and,

WHEREAS, the Declarant and Association, acting with the consent and joinder of the Trustee and Bank, desires to create and impose certain restrictive covenants on the Property;

NOW, THEREFORE, the Declarant and Association, acting with the consent and joinder of the Trustee and Bank, do hereby create certain Restrictive Covenants which will affect the Property (Lots One (1) through Thirty-seven (37), both inclusive, and Parcels "A" and "B", PARKSIDE MANOR, as the same were duly dedicated, platted and recorded as Instrument Number _____, among the land records of Fairfax County, Virginia.)

The Covenants, Conditions and Restrictions will be covenants running with the land and are set forth on Schedule A attached hereto and made a part hereof, and shall be binding upon all future owners of any Lot and/or Parcels in said subdivision.

WITNESS the following signatures and seals:

EDGEMOORE INVESTMENT GROUP, L.L.C.,
a Virginia limited liability company
By: Five Pillars, Inc., a Virginia
corporation, Its Manager

By: _____(SEAL)
Al-Husain Y. Al-Hussain, President

_____(SEAL)
GREGORY L. CARTER, TRUSTEE

_____(SEAL)
PATRICA I. DUBOIS, TRUSTEE

NATIONSBANK, N.A., a banking

corporation

By: _____(SEAL)
Its Authorized Officer

STATE OF _____,
COUNTY OF _____, to-wit:

I, the undersigned Notary Public in and for the County and State aforesaid, whose commission as a Notary expires _____, do hereby certify that Al-Husain Y. Al-Hussain, President, of Five Pillars, Inc., a Virginia corporation, the Manager of Edgemoore Investment Group, L.L.C., a Virginia limited liability company, whose name is signed to the bearing date on the ____ day of October, 1998, has acknowledged the same before me in the State and County aforesaid on behalf of the corporation and limited liability company.

foregoing instrument
acknowledged the same
the corporation and

GIVEN under my hand and seal this ____ day of October,
1998.

Notary Public

STATE OF _____,
COUNTY OF _____, to-wit:

I, the undersigned Notary Public in and for the County and State aforesaid,
whose commission as Notary expires _____, do hereby certify that
GREGORY L. CARTER, TRUSTEE, whose name is signed to the foregoing instrument
bearing date on the _____ day of October, 1998, has acknowledged the same before
me in the _____ State and County aforesaid.

GIVEN under my hand and seal this _____ day of October, 1998.

Notary Public

STATE OF _____,
COUNTY OF _____, to-wit:

I, the undersigned Notary Public in and for the County and State aforesaid,
whose commission as Notary expires _____, do hereby certify that
PATRICIA I. DUBOIS, TRUSTEE, whose name is signed to the foregoing instrument bearing
date on the _____ day of October, 1998, has acknowledged the same before me in
the _____ State and County aforesaid.

GIVEN under my hand and seal this _____ day of October, 1998.

Notary Public

STATE OF _____,
COUNTY OF _____, to-wit:

I, the undersigned Notary Public in and for the County and State aforesaid,
whose commission as Notary expires _____, do hereby certify that
_____, _____ of NATIONSBANK, N.A., a
banking corporation, whose name is signed to the foregoing instrument bearing
date on the _____ day of October, 1998, has acknowledged the same before me in the
State _____ and County aforesaid on behalf of the _____ corporation.

GIVEN under my hand and seal this _____ day of October, 1998.

Notary Public

c:\hoa\hoa\parkside manor restrictive covenants(a)