

THIRD AMENDMENT

TO

DECLARATION OF MASTER DEED

FOR

Citation Pointe Condominium

(Phase 4)

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Return to:
BRADY W. DUNNIGAN
Frost Brown Todd, LLC
250 West Main St., 27th Floor
Lexington, KY 40507

THIRD AMENDMENT
TO
DECLARATION OF MASTER DEED
FOR
Citation Pointe Condominium

THIS **THIRD AMENDMENT TO DECLARATION OF MASTER DEED** (this "Amendment") is made as of the 20th day of July, 2007 by **HILLS HOMES OF KENTUCKY, LLC**, a Kentucky limited liability company and the successor by merger to Citation Pointe, LLC ("Declarant").

1. RECITALS

1.1 Declarant recorded the Declaration of Master Deed ("Original Master Deed") for Citation Pointe Condominium (the "Condominium") in Deed Book 2604, Page 546 and in Condominium Book 60, Page 427 of the Office of the Clerk of Fayette County, Kentucky. The amended Drawing for Phase 1 of the Condominium was recorded at Plat Cabinet G, Slide 755 of the Office of the Clerk of Fayette County, Kentucky.

1.2 Declarant has recorded the amendments to the Original Master Deed listed below, together with the additional Drawings listed below, in the Office of the Clerk of Fayette County, Kentucky. The Original Master Deed, together with the following amendments, are hereafter sometimes referred to as the "Master Deed."

<u>Phase</u>	<u>Amendment</u>	<u>Recording Information</u>	<u>Additional Drawings</u>
Two	First Amendment	Book 63, Page 273	Plat Cabinet G, Slide 754
Three	Second Amendment	Book 66, Page 406	Plat Cabinet G, Slide 807

1.3 Declarant is the owner of the real property described in Exhibit B attached to this Amendment, together with all improvements, easements, rights, and appurtenances thereto (the "Expansion Property"). Declarant acquired title to the Expansion Property by deed recorded in Deed Book 2539, Page 1 of the Office of the Clerk of Fayette County, Kentucky. The Expansion Property is part of the Property described in Exhibit A to the Original Master Deed and depicted on the Drawings as a portion of the Future Expansion Areas.

1.4 In accordance with the provisions of Article 12 of the Original Master Deed, Declarant desires to amend the Master Deed to reflect the expansion of the Condominium and to include the Expansion Property in the Condominium Property.

2. DEFINITIONS

All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Master Deed.

3. AMENDMENTS

The Master Deed is hereby amended as follows:

- 3.1 As provided in Article 12 of the Original Master Deed, the Expansion Property is hereby submitted to the condominium form of ownership pursuant to the provisions of Sections 381.805 through 381.910 of the Kentucky Revised Statutes. The Expansion Property is hereby included as "Phase 4" of the Condominium Property. Each and every reference in the Master Deed to the Condominium Property shall be deemed to include the Expansion Property. Exhibit B of the Master Deed is amended to include Exhibit B attached to this Amendment.
- 3.2 The following additional Buildings are located on the Condominium Property: (i) Building 4, which is a three-story structure containing 36 Units; and (ii) two Buildings, each containing 11 detached Garages for a total of 22 additional Garages. References in the Master Deed to the Drawings shall be deemed to include the plans depicting the Expansion Property prepared pursuant to the Condominium Law. The Drawings for the Expansion Property are being recorded simultaneously with this Amendment in the Office of the Clerk of Fayette County, Kentucky at Plat Cabinet C, Slide 879. With the recordation of this Amendment and the Drawings for the Expansion Property, the Condominium Property contains 120 Units and 94 Garages.
- 3.3 Building 4 includes three detached storage closets which are designated as Common Elements on the Drawings. The Council (i) as agent for all of the Owners, may rent such closets to any Owner(s) on such basis as the Board determines; or (ii) may use such closets in connection with the Council's administration and maintenance of the Common Elements.
- 3.4 Exhibit C of the Master Deed is amended to include Exhibit C, Page 4 attached hereto (Phase 4 Drawings).
- 3.5 Exhibit E of the Master Deed is deleted, and Exhibit E attached to this Amendment is substituted in place thereof.
- 3.6 Declarant hereby confirms that, with the addition of Phase 4 to the Condominium, all of the property that Declarant reserved in Article 12 of the Original Declaration for future expansion of the Condominium, has been added. No additional property, Units, or Garages will be added to the Condominium in the future by Declarant.

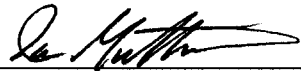
4. RATIFICATION

Except as set forth herein, no changes or revisions are effected in the Master Deed. The Master Deed as amended herein is hereby reaffirmed by the incorporation by reference of each and every page thereof and remains in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant has caused this Amendment to be executed by a duly authorized officer as of the date first above written.

HILLS HOMES OF KENTUCKY, LLC, a
Kentucky limited liability company

By: Hills Homes of America, Inc., an
Ohio corporation, its sole member

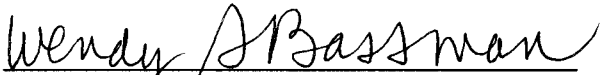
By: 
Ian Guttman, Vice President

STATE OF OHIO, COUNTY OF HAMILTON) ss:

The foregoing instrument was acknowledged before me, a notary public, this 20th day of July, 2007 by Ian Guttman, the duly authorized Vice President of Hills Homes of America, Inc., an Ohio corporation which is the sole member of HILLS HOMES OF KENTUCKY, LLC, a Kentucky limited liability company, on behalf of the corporation and the company.



WENDY S. BASSMAN
Notary Public, State of Ohio
My Commission Expires
June 19, 2010


Notary Public

This Instrument Prepared By:


Sandra L. Nunn, Esq.
FROST BROWN TODD LLC
201 East Fifth Street, Suite 2200
Cincinnati, Ohio 45202
(513) 651-6800

EXHIBIT B

LEGAL DESCRIPTION OF THE EXPANSION PROPERTY INCLUDED IN THE CONDOMINIUM PROPERTY

Being a portion of Lot 2, known as 2312 Remington Way, as shown on the Easement minor Amended Subdivision Plat of Belmont Farm (formerly Givens Property) of record in Plat Cabinet M, Slide 374 in the office of the County Clerk of Fayette County, Kentucky. Containing approximately 1.87 acres.

For metes and bounds survey showing the Expansion Property, see the Drawings.

EXHIBIT C

DRAWINGS FOR PHASE 4 OF THE CONDOMINIUM PROPERTY

Surveyor's Certifications

I hereby certify that the survey for this plan was made under my supervision and that the recorded documents and the lines and acreage to the best of my knowledge.

Signature: *[Signature]*
 Date: 7/24/07

SEE P.C. 191.014 FOR SURVEY SPECIFICS, INCLUDING NONMENTIONING, SURVEY DATE, ACCURACY, ETC.

Engineer's Certifications

I hereby certify that the above certifications were signed before me on 7/24/07

Signature: *[Signature]*
 Date: 7/24/07

Notary Public
 Albert William Gross
 Notary Public, State of Kentucky
 My commission expires 8-19-07

LEGAL DESCRIPTION BUILDING NUMBER 4:
 BEING A PORTION OF LOT 2, KNOWN AS 2312 REMINGTON WAY, AS SHOWN ON PLAT NO. 100, BELMONT FARM (FORMERLY GIVENS PROPERTY) OF RECORD IN PLAT CABINET M, SLIDE 374, IN THE OFFICE OF THE COUNTY CLERK OF FAYETTE COUNTY, KENTUCKY.

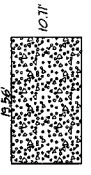
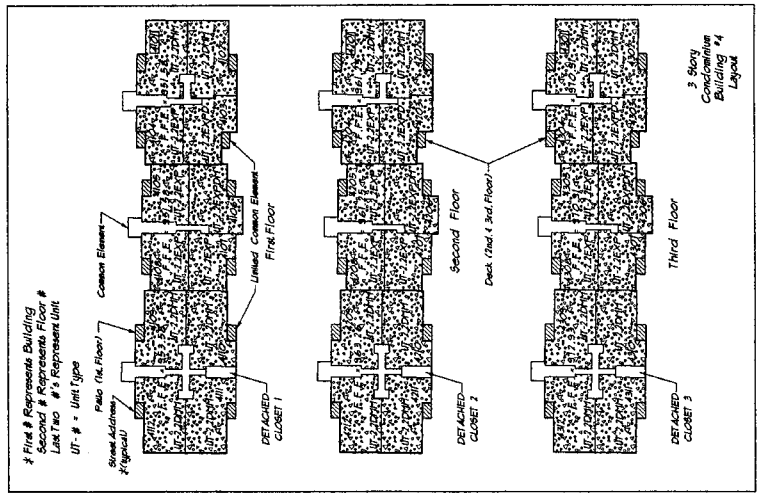
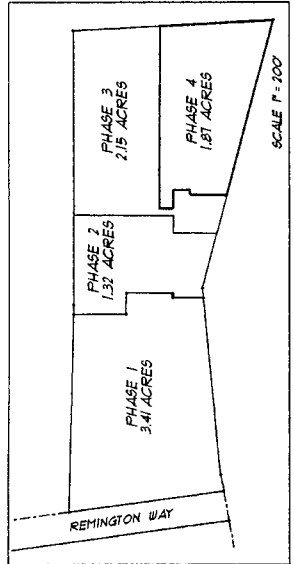
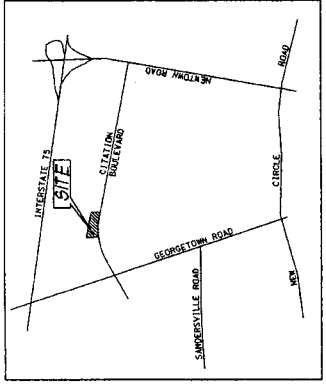
FLAT CABINET SLIDE

- GENERAL NOTES
- EACH CONDOMINIUM UNIT CONSISTS OF THE SPACE BOUNDED BY THE INSIDE SURFACE OF THE EXTERIOR WALLS OF THE UNIT, THE CENTER OF THE SHARED INSIDE WALLS AND THE INSIDE SURFACE OF THE SHARED EXTERIOR WALLS, INCLUDING THE APERTURES OF DOORS, WINDOWS, STAIRS AND ELEVATORS, THE DIMENSIONS SHOWN IN THE CASE OF DISCREPANCIES.
 - BASED ON MAPS PREPARED BY THE DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT, AND THE LEXINGTON FAYETTE AND JEFFERSON COUNTY GOVERNMENTS, THE IMPROVEMENTS SHOWN HEREON DO NOT LIE WITHIN THE FIA FLOOD HAZARD AREA.
 - EXTERIOR UTILITY METERS AND AIR CONDITIONING CONDENSER UNITS WHICH SERVE EACH UNIT ARE A PART OF THAT UNIT, EVEN IF THEY ARE LOCATED WITHIN A GENERAL COMMON ELEMENT SHOWN ON THIS PLAN.
 - SEE FINAL RECORD PLAT, BELMONT FARM (FORMERLY GIVENS PROPERTY), LOTS 1 & 2, AT PLAT CABINET M, SLIDE 374 FOR COMMON AREA EASEMENTS AND RESTRICTIONS NOT SHOWN.



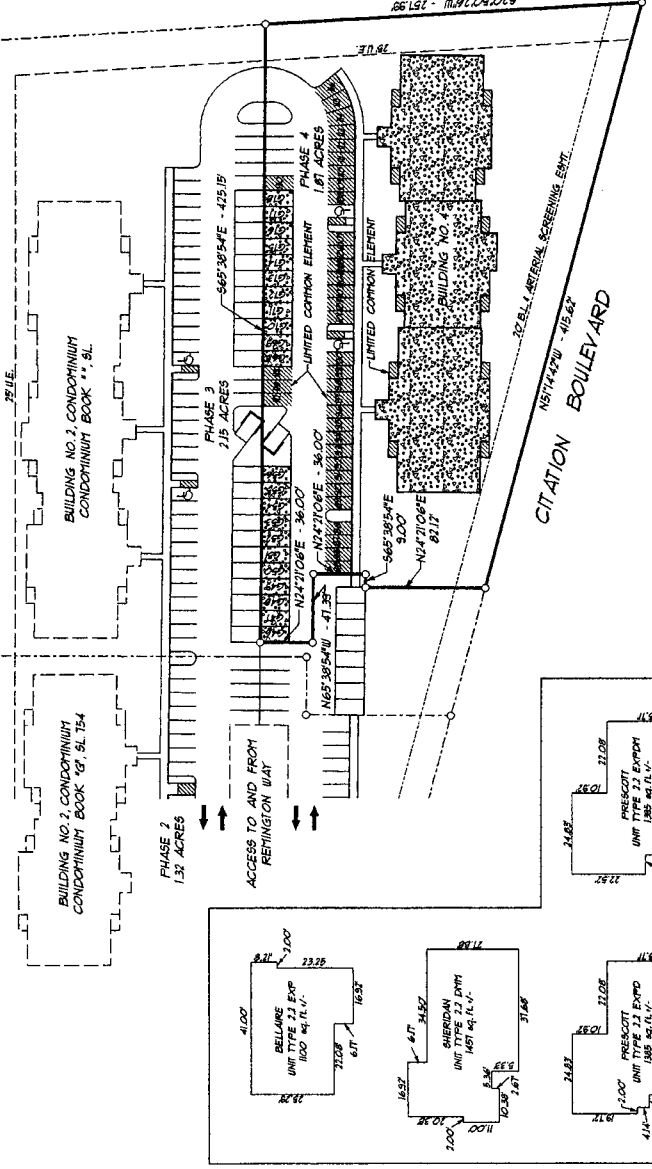
Units
 Limited Common Area
 Common Area

VICINITY MAP
 (NOT TO SCALE)

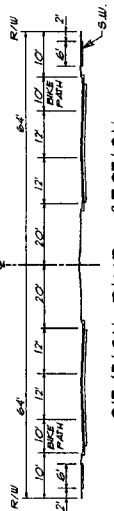


Non-Attached Garage Units
 G-46 thru G-56 and G-66 thru G-76
 Non-Enclosed Parking Spaces B5-120, B-118

E.J. Parsons, PLLC
 CIVIL ENGINEER - LAND SURVEYOR - LANDSCAPE ARCHITECT
 311 FILL STREET, SUITE 100
 LEXINGTON, KY 40502
 PHONE: (606) 254-5400
 FACSIMILE: (606) 254-5001



CONDOMINIUM PLAN
 CITATION POINTE CONDOMINIUMS
 CONDOMINIUMS HORIZONTAL PROPERTY REGIME
 BUILDING 4
 KNOWN AS
 BELMONT FARM FORMERLY GIVENS PROPERTY
 LOT 2, 2312 REMINGTON WAY
 (A PORTION OF)
 LEXINGTON, FAYETTE COUNTY, KENTUCKY
 JULY, 2007



CITATION BLDY. - SECTION

EXHIBIT E
UNITS, GARAGES, AND UNDIVIDED INTERESTS IN THE COMMON ELEMENTS

Number	Type	Floor	Location	Actual Square Footage*	Assigned Square Footage**	Undivided Interest (Rounded)***
Units						
1101	Sheridan	First	Left building, front left	1,457	1,450	0.8550%
1102	Sheridan	First	Left building, rear left	1,457	1,450	0.8550%
1103	Prescott	First	Left building, rear right	1,385	1,400	0.8255%
1104	Bellaire	First	Left building, front right	1,100	1,100	0.6486%
1105	Bellaire	First	Right building, front left	1,100	1,100	0.6486%
1106	Prescott	First	Right building, rear left	1,385	1,400	0.8255%
1107	Sheridan	First	Right building, rear right	1,457	1,450	0.8550%
1108	Sheridan	First	Right building, front right	1,457	1,450	0.8550%
1201	Sheridan	Second	Left building, front left	1,457	1,450	0.8550%
1202	Sheridan	Second	Left building, rear left	1,457	1,450	0.8550%
1203	Prescott	Second	Left building, rear right	1,385	1,400	0.8255%
1204	Bellaire	Second	Left building, front right	1,100	1,100	0.6486%
1205	Bellaire	Second	Right building, front left	1,100	1,100	0.6486%
1206	Prescott	Second	Right building, rear left	1,385	1,400	0.8255%
1207	Sheridan	Second	Right building, rear right	1,457	1,450	0.8550%
1208	Sheridan	Second	Right building, front right	1,457	1,450	0.8550%
1301	Sheridan	Third	Left building, front left	1,457	1,450	0.8550%
1302	Sheridan	Third	Left building, rear left	1,457	1,450	0.8550%
1303	Prescott	Third	Left building, rear right	1,385	1,400	0.8255%
1304	Bellaire	Third	Left building, front right	1,100	1,100	0.6486%
1305	Bellaire	Third	Right building, front left	1,100	1,100	0.6486%
1306	Prescott	Third	Right building, rear left	1,385	1,400	0.8255%
1307	Sheridan	Third	Right building, rear right	1,457	1,450	0.8550%
1308	Sheridan	Third	Right building, front right	1,457	1,450	0.8550%
2101	Sheridan	First	Left building, front left	1,457	1,450	0.8550%
2102	Sheridan	First	Left building, rear left	1,457	1,450	0.8550%
2103	Prescott	First	Left building, rear right	1,385	1,400	0.8255%
2104	Bellaire	First	Left building, front right	1,100	1,100	0.6486%
2105	Bellaire	First	Right building, front left	1,100	1,100	0.6486%
2106	Prescott	First	Right building, rear left	1,385	1,400	0.8255%
2107	Sheridan	First	Right building, rear right	1,457	1,450	0.8550%
2108	Sheridan	First	Right building, front right	1,457	1,450	0.8550%
2201	Sheridan	Second	Left building, front left	1,457	1,450	0.8550%
2202	Sheridan	Second	Left building, rear left	1,457	1,450	0.8550%
2203	Prescott	Second	Left building, rear right	1,385	1,400	0.8255%

Number	Type	Floor	Location	Actual Square Footage*	Assigned Square Footage**	Undivided Interest (Rounded)***
2204	Bellaire	Second	Left building, front right	1,100	1,100	0.6486%
2205	Bellaire	Second	Right building, front left	1,100	1,100	0.6486%
2206	Prescott	Second	Right building, rear left	1,385	1,400	0.8255%
2207	Sheridan	Second	Right building, rear right	1,457	1,450	0.8550%
2208	Sheridan	Second	Right building, front right	1,457	1,450	0.8550%
2301	Sheridan	Third	Left building, front left	1,457	1,450	0.8550%
2302	Sheridan	Third	Left building, rear left	1,457	1,450	0.8550%
2303	Prescott	Third	Left building, rear right	1,385	1,400	0.8255%
2304	Bellaire	Third	Left building, front right	1,100	1,100	0.6486%
2305	Bellaire	Third	Right building, front left	1,100	1,100	0.6486%
2306	Prescott	Third	Right building, rear left	1,385	1,400	0.8255%
2307	Sheridan	Third	Right building, rear right	1,457	1,450	0.8550%
2308	Sheridan	Third	Right building, front right	1,457	1,450	0.8550%
3101	Sheridan	First	Left building, front left	1,457	1,450	0.8550%
3102	Sheridan	First	Left building, rear left	1,457	1,450	0.8550%
3103	Prescott	First	Left building, rear right	1,385	1,400	0.8255%
3104	Bellaire	First	Left building, front right	1,100	1,100	0.6486%
3105	Bellaire	First	Center building, front left	1,100	1,100	0.6486%
3106	Prescott	First	Center building, rear left	1,395	1,400	0.8255%
3107	Bellaire	First	Center building, rear right	1,100	1,100	0.6486%
3108	Bellaire	First	Center building, front right	1,100	1,100	0.6486%
3109	Sheridan	First	Right building, front left	1,457	1,450	0.8550%
3110	Sheridan	First	Right building, rear left	1,457	1,450	0.8550%
3111	Sheridan	First	Right building, rear right	1,457	1,450	0.8550%
3112	Sheridan	First	Right building, front right	1,457	1,450	0.8550%
3201	Sheridan	Second	Left building, front left	1,457	1,450	0.8550%
3202	Sheridan	Second	Left building, rear left	1,457	1,450	0.8550%
3203	Prescott	Second	Left building, rear right	1,385	1,400	0.8255%
3204	Bellaire	Second	Left building, front right	1,100	1,100	0.6486%
3205	Bellaire	Second	Center building, front left	1,100	1,100	0.6486%
3206	Prescott	Second	Center building, rear left	1,395	1,400	0.8255%
3207	Bellaire	Second	Center building, rear right	1,100	1,100	0.6486%
3208	Bellaire	Second	Center building, front right	1,100	1,100	0.6486%
3209	Sheridan	Second	Right building, front left	1,457	1,450	0.8550%
3210	Sheridan	Second	Right building, rear left	1,457	1,450	0.8550%
3211	Sheridan	Second	Right building, rear right	1,457	1,450	0.8550%
3212	Sheridan	Second	Right building, front right	1,457	1,450	0.8550%
3301	Sheridan	Third	Left building, front left	1,457	1,450	0.8550%
3302	Sheridan	Third	Left building, rear left	1,457	1,450	0.8550%
3303	Prescott	Third	Left building, rear right	1,385	1,400	0.8255%

Number	Type	Floor	Location	Actual Square Footage*	Assigned Square Footage**	Undivided Interest (Rounded)***
3304	Bellaire	Third	Left building, front right	1,100	1,100	0.6486%
3305	Bellaire	Third	Center building, front left	1,100	1,100	0.6486%
3306	Prescott	Third	Center building, rear left	1,395	1,400	0.8255%
3307	Bellaire	Third	Center building, rear right	1,100	1,100	0.6486%
3308	Bellaire	Third	Center building, front right	1,100	1,100	0.6486%
3309	Sheridan	Third	Right building, front left	1,457	1,450	0.8550%
3310	Sheridan	Third	Right building, rear left	1,457	1,450	0.8550%
3311	Sheridan	Third	Right building, rear right	1,457	1,450	0.8550%
3312	Sheridan	Third	Right building, front right	1,457	1,450	0.8550%
4101	Sheridan	First	Right building, front right	1,457	1,450	0.8550%
4102	Sheridan	First	Right building, rear right	1,457	1,450	0.8550%
4103	Sheridan	First	Right building, rear left	1,457	1,450	0.8550%
4104	Sheridan	First	Right building, rear right	1,457	1,450	0.8550%
4105	Bellaire	First	Center building, front right	1,100	1,100	0.6486%
4106	Bellaire	First	Center building, rear right	1,100	1,100	0.6486%
4107	Prescott	First	Center building, rear left	1,395	1,400	0.8255%
4108	Bellaire	First	Center building, front left	1,100	1,100	0.6486%
4109	Bellaire	First	Left building, front right	1,100	1,100	0.6486%
4110	Prescott	First	Left building, rear right	1,385	1,400	0.8255%
4111	Sheridan	First	Left building, rear left	1,457	1,450	0.8550%
4112	Sheridan	First	Left building, front left	1,457	1,450	0.8550%
4201	Sheridan	Second	Right building, front right	1,457	1,450	0.8550%
4202	Sheridan	Second	Right building, rear right	1,457	1,450	0.8550%
4203	Sheridan	Second	Right building, rear left	1,457	1,450	0.8550%
4204	Sheridan	Second	Right building, rear right	1,457	1,450	0.8550%
4205	Bellaire	Second	Center building, front right	1,100	1,100	0.6486%
4206	Bellaire	Second	Center building, rear right	1,100	1,100	0.6486%
4207	Prescott	Second	Center building, rear left	1,395	1,400	0.8255%
4208	Bellaire	Second	Center building, front left	1,100	1,100	0.6486%
4209	Bellaire	Second	Left building, front right	1,100	1,100	0.6486%
4210	Prescott	Second	Left building, rear right	1,385	1,400	0.8255%
4211	Sheridan	Second	Left building, rear left	1,457	1,450	0.8550%
4212	Sheridan	Second	Left building, front left	1,457	1,450	0.8550%
4301	Sheridan	Third	Right building, front right	1,457	1,450	0.8550%
4302	Sheridan	Third	Right building, rear right	1,457	1,450	0.8550%
4303	Sheridan	Third	Right building, rear left	1,457	1,450	0.8550%
4304	Sheridan	Third	Right building, rear right	1,457	1,450	0.8550%
4305	Bellaire	Third	Center building, front right	1,100	1,100	0.6486%
4306	Bellaire	Third	Center building, rear right	1,100	1,100	0.6486%
4307	Prescott	Third	Center building, rear left	1,395	1,400	0.8255%

Number	Type	Floor	Location	Actual Square Footage*	Assigned Square Footage**	Undivided Interest (Rounded)***
4308	Bellaire	Third	Center building, front left	1,100	1,100	0.6486%
4309	Bellaire	Third	Left building, front right	1,100	1,100	0.6486%
4310	Prescott	Third	Left building, rear right	1,395	1,400	0.8255%
4311	Sheridan	Third	Left building, rear left	1,457	1,450	0.8550%
4312	Sheridan	Third	Left building, front left	1,457	1,450	0.8550%
Subtotal Units (120 Units)					160,200	94.4575%

Garages

G1	Garage	First		207	100	0.0590%
G2	Garage	First		209	100	0.0590%
G3	Garage	First		209	100	0.0590%
G4	Garage	First		209	100	0.0590%
G5	Garage	First		207	100	0.0590%
G6	Garage	First		207	100	0.0590%
G7	Garage	First		209	100	0.0590%
G8	Garage	First		209	100	0.0590%
G9	Garage	First		209	100	0.0590%
G10	Garage	First		207	100	0.0590%
G11	Garage	First		265	100	0.0590%
G12	Garage	First		209	100	0.0590%
G13	Garage	First		209	100	0.0590%
G14	Garage	First		209	100	0.0590%
G15	Garage	First		209	100	0.0590%
G16	Garage	First		207	100	0.0590%
G17	Garage	First		265	100	0.0590%
G18	Garage	First		209	100	0.0590%
G19	Garage	First		209	100	0.0590%
G20	Garage	First		209	100	0.0590%
G21	Garage	First		209	100	0.0590%
G22	Garage	First		207	100	0.0590%
G23	Garage	First		265	100	0.0590%
G24	Garage	First		209	100	0.0590%
G25	Garage	First		209	100	0.0590%
G26	Garage	First		209	100	0.0590%
G27	Garage	First		209	100	0.0590%
G28	Garage	First		207	100	0.0590%
G29	Garage	First		265	100	0.0590%
G30	Garage	First		209	100	0.0590%
G31	Garage	First		209	100	0.0590%
G32	Garage	First		209	100	0.0590%

Number	Type	Floor	Location	Actual Square Footage*	Assigned Square Footage**	Undivided Interest (Rounded)***
G33	Garage	First		209	100	0.0590%
G34	Garage	First		207	100	0.0590%
G35	Garage	First		209	100	0.0590%
G36	Garage	First		209	100	0.0590%
G37	Garage	First		209	100	0.0590%
G38	Garage	First		209	100	0.0590%
G39	Garage	First		209	100	0.0590%
G40	Garage	First		209	100	0.0590%
G41	Garage	First		209	100	0.0590%
G42	Garage	First		209	100	0.0590%
G43	Garage	First		209	100	0.0590%
G44	Garage	First		209	100	0.0590%
G45	Garage	First		209	100	0.0590%
G46	Garage	First		209	100	0.0590%
G47	Garage	First		209	100	0.0590%
G48	Garage	First		209	100	0.0590%
G49	Garage	First		209	100	0.0590%
G50	Garage	First		209	100	0.0590%
G51	Garage	First		209	100	0.0590%
G52	Garage	First		209	100	0.0590%
G53	Garage	First		209	100	0.0590%
G54	Garage	First		209	100	0.0590%
G55	Garage	First		209	100	0.0590%
G56	Garage	First		209	100	0.0590%
G57	Garage	First		209	100	0.0590%
G58	Garage	First		209	100	0.0590%
G59	Garage	First		209	100	0.0590%
G60	Garage	First		209	100	0.0590%
G61	Garage	First		209	100	0.0590%
G62	Garage	First		209	100	0.0590%
G63	Garage	First		209	100	0.0590%
G64	Garage	First		209	100	0.0590%
G65	Garage	First		209	100	0.0590%
G66	Garage	First		209	100	0.0590%
G67	Garage	First		209	100	0.0590%
G68	Garage	First		209	100	0.0590%
G69	Garage	First		209	100	0.0590%
G70	Garage	First		209	100	0.0590%
G71	Garage	First		209	100	0.0590%
G72	Garage	First		209	100	0.0590%

Number	Type	Floor	Location	Actual Square Footage*	Assigned Square Footage**	Undivided Interest (Rounded)***
G73	Garage	First		209	100	0.0590%
G74	Garage	First		209	100	0.0590%
G75	Garage	First		209	100	0.0590%
G76	Garage	First		209	100	0.0590%
G77	Garage	First		209	100	0.0590%
G78	Garage	First		209	100	0.0590%
G79	Garage	First		209	100	0.0590%
G80	Garage	First		209	100	0.0590%
G81	Garage	First		209	100	0.0590%
G82	Garage	First		209	100	0.0590%
G83	Garage	First		209	100	0.0590%
G84	Garage	First		209	100	0.0590%
G85	Garage	First		209	100	0.0590%
G86	Garage	First		209	100	0.0590%
G87	Garage	First		209	100	0.0590%
G88	Garage	First		209	100	0.0590%
G89	Garage	First		209	100	0.0590%
G90	Garage	First		209	100	0.0590%
G91	Garage	First		209	100	0.0590%
G92	Garage	First		209	100	0.0590%
G93	Garage	First		209	100	0.0590%
G94	Garage	First		209	100	0.0590%
Subtotal Garages (94 Garages)					9,400	5.5425%
Total All Units and Garages					169,600	100.0000%

-- See Notes on Next Page --

Notes:

* Unit sale prices are not based solely on the size of the Unit. Advertised square footages for Units may vary from the square footages shown above to allow consumer comparison with traditional housing, landminiums, and apartments, which are measured differently from condominiums.

** For purposes of calculating the undivided interest in the Common Elements for each Unit and Garage, the Assigned Square Footage in the right column shall be used, as follows:

<u>Range of Actual Square Footage</u>		<u>Assigned Square Footage</u>
<u>More Than</u>	<u>Up To</u>	
100	400	100
1,075	1,125	1,100
1,125	1,175	1,150
1,175	1,225	1,200
1,225	1,275	1,250
1,275	1,325	1,300
1,325	1,375	1,350
1,375	1,425	1,400
1,425	1,475	1,450
1,475	1,525	1,500
1,525	1,575	1,550
1,575	1,625	1,600
1,625	1,675	1,650
1,675	1,725	1,700
1,725	1,775	1,750
1,775	1,825	1,800
1,825	1,875	1,850
1,875	1,925	1,900
1,925	1,975	1,950
1,975	2,025	2,000
2,025	2,075	2,050

*** Solely for the purpose of conforming with the legal requirement that the total of all undivided interests must equal exactly 100%, Declarant reserves the right to adjust the undivided interest of any Unit or Garage, in a de minimus amount, to the extent necessary to assure that the total of all Units' and Garages' interests equal 100%. By their acceptance of a deed to a Unit or Garage, all Unit Owners agree to the foregoing. Such amount will not affect any of the Units' or Garages' obligations relative to common expenses or of the Owners' rights as members of the Association (all Owners shall have the same membership interest and vote).


CONSENT OF MORTGAGEE

HILLS FINANCIAL GROUP, A LIMITED PARTNERSHIP, an Ohio limited partnership, which is the holder of a certain mortgage (the "Mortgage") encumbering the Condominium Property and filed in the Office of the Clerk of Fayette County, Kentucky, hereby consents to the execution and delivery of the foregoing Third Amendment to Declaration of Master Deed (the "Amendment") and to the filing thereof; and further subjects the Mortgage to the provisions of the Amendment, provided, however, that this consent shall not waive, invalidate or discharge the lien of the Mortgage nor subordinate the lien thereof to the lien of any charges or assessments created by the Declaration of Master Deed, as amended.

IN WITNESS WHEREOF, the undersigned has executed this Consent this 20th day of July, 2007.

**HILLS FINANCIAL GROUP,
A LIMITED PARTNERSHIP,**
an Ohio limited partnership

By: Hills Developers, Inc., an Ohio corporation, its General Partner

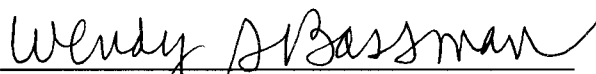
By: 
Ian Guttman,
Vice President

STATE OF OHIO, COUNTY OF HAMILTON) ss:

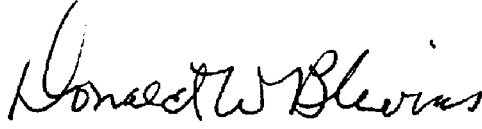
The foregoing instrument was acknowledged before me, a notary public, this 20th day of July, 2007, by Ian Guttman, the duly authorized Vice President of Hills Developers, Inc., an Ohio corporation which is the General Partner of **Hills Financial Group, A Limited Partnership**, an Ohio limited partnership, on behalf of the corporation and partnership.



WENDY S. BASSMAN
Notary Public, State of Ohio
My Commission Expires
June 19, 2010


Notary Public

I, Donald W Blevins, County Court Clerk
of Fayette County, Kentucky, hereby
certify that the foregoing instrument
has been duly recorded in my office.



By: MARCIA DERR, dc

200708010287

August 1, 2007 12:10:39 PM

Fees	\$49.00	Tax	\$0.00
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Total Paid	\$49.00
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