

WORTHINGTON GLEN CONDOMINIUM
(Phase Three)

SECOND AMENDMENT TO DECLARATION OF MASTER DEED

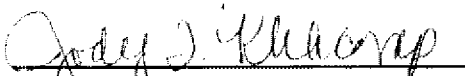
I hereby certify that copies of the within Second Amendment to Declaration of Master Deed for Worthington Glen Condominium have been filed in the Office of the County Auditor, Jefferson County, Kentucky.

JEFFERSON COUNTY, KENTUCKY AUDITOR

By _____
Deputy

Date: _____, 1998

This Instrument Prepared By:



Jody T. Klekamp, Esq.
Keating, Muething & Klekamp, P.L.L.
1800 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6400

**SECOND AMENDMENT TO DECLARATION OF MASTER DEED
(PHASE THREE)**

FOR

WORTHINGTON GLEN CONDOMINIUM

KNOW ALL MEN BY THESE PRESENTS:

A. That Hills Communities, Inc., an Ohio corporation, is the Declarant in the Declaration of Master Deed for Worthington Glen Condominium (Phase I), recorded in Deed Book 6952, Page 1 and re-recorded in Deed Book 6953, Page 602 of the Jefferson County, Kentucky Clerk records, as amended by First Amendment to Declaration of Master Deed (Phase II) recorded at Deed Book 6971, Page 666 of the Jefferson County, Kentucky Clerk records (collectively the "Declaration"), the Floor Plans for which are recorded in A.O.B. Book 62, Pages 29-32 (Phase I), and A.O.B. Book 63, Pages 22-24 (Phase II), all of the Jefferson County, Kentucky Clerk records (collectively the "Drawings"); and

B. That Declarant, in Article 2 of the Declaration, has reserved the right to amend the Declaration and the Drawings attached as Exhibits C-1 through C-7 and all other exhibits attached thereto and made a part thereof in all ways necessary to submit additional property pursuant to the provisions of KRS 381.805 to 381.910; and

C. That Declarant desires to submit part of the property presently described as Parcel 3 in Exhibit B to the Declaration into a new tract which will be known as "Phase Three"; and

D. That Declarant desires to submit Phase Three described in Exhibit A attached hereto and made a part hereof, together with all improvements constructed thereon, to the provisions of the Declaration and of KRS 381.805 to 381.910, and to make Phase Three, together with all improvements constructed thereon, a part of the Condominium Property; and

E. That Declarant desires to attach, in addition to a legal description for Phase Three in Exhibit A hereto, a legal description for a Parcel 4 which is described in Exhibit B attached hereto and made a part hereof, for which Parcel 4 Declarant reserves all of the rights described in Article 2 of the Declaration.

NOW, THEREFORE, Declarant hereby declares as follows:

1. All terms used in this Amendment which are defined in the Declaration shall have the same meanings as given to them in the Declaration, except as otherwise hereinafter stated.

2. Declarant owns the property described as Phase Three in Exhibit A hereto, together with all buildings, structures, improvements and other permanent fixtures of whatsoever kind situated thereon, and all easements, rights and appurtenances belonging or pertaining thereto,

and together with all articles of personal property located thereon. This property, together with all buildings, structures, improvements and other permanent fixtures of whatsoever kind situated thereon with all easements, rights and appurtenances belonging thereto and with all articles of personal property located thereon, is hereby submitted to the provisions of KRS 381.805 to 381.910 and to the provisions of the Declaration as amended hereby, and is included in and made part of the Condominium Property, subject to the easements described in Exhibit C-8 attached hereto and made a part hereof, and all other easements, restrictions, covenants and conditions of record.

3. Declarant further hereby amends the Declaration by deleting the third sentence of the first paragraph of Section 2.1 thereof and by inserting in place thereof the following:

"The Condominium Property consists of seventy-six (76) residential Units and the Recreational Facilities."

4. Declarant further hereby amends the Declaration by adding thereto the floor plans attached hereto and marked as Exhibits C-8 through C-11 to show the location, together with the particulars of the buildings situated on Phase Two as described in Exhibit A hereto; the layout, location, unit numbers and dimensions of the Units; and the Common Areas and Limited Common Areas located on Phase Three. These floor plans were prepared by and bear the certified statement of Steven L. Burch, P.S., registered surveyor and Robert S. Wempe, P.E., registered engineer, as required by Section 381.835(5) of the Kentucky Revised Statute.

5. Declarant further hereby amends the Declaration by adding to the legal description captioned "Exhibit A, Parcel 1" attached to the Declaration, the legal description of Phase Three described in Exhibit A attached hereto. Phase Three shall be deemed and shall be a part of "Parcel 1" of the Condominium Property as such phrase is used in the Declaration.

6. Declarant further hereby amends the Declaration by revising the legal description set forth in Exhibit B attached to the Declaration to the description attached as Exhibit B hereto and described as Parcel 4.

7. Declarant further hereby amends the Declaration by deleting therefrom Exhibit C attached to the Declaration and substituting in its place a new Exhibit C which is attached hereto.

8. Declarant hereby reserves all rights held by it pursuant to Article 2 of the Declaration with respect to what is described in Exhibit B to the original Declaration for all or any part of what is now described as Parcel 4 in Exhibit B hereto.

9. All provisions of the Declaration and of all exhibits thereto not affected by the foregoing Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, Hills Communities, Inc., an Ohio corporation, by its duly authorized officer has consented to all of the foregoing and have caused this instrument to be executed this 4 day of February, 1998.

Signed and Acknowledged
in the Presence of:

HILLS COMMUNITIES, INC., an Ohio
corporation

Marsha K. Beckham
Print: Marsha K. Beckham

By: Stephen Guttman, Pres
Name: Stephen Guttman
Title: President

Amy L. Howard
Print: Amy L. Howard

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 4 day of February, 1998 by Stephen Guttman, President of HILLS COMMUNITIES, INC., an Ohio corporation, on behalf of the corporation.

Amy L. Howard
Notary Public



AMY L. HOWARD
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JUNE 18, 2001

This Instrument Prepared By:

Jody T. Klekamp
Jody T. Klekamp, Esq.
Keating, Muething & Klekamp, P.L.L.
1800 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6400



SABAK, WILSON & LINGO, INC.

ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS

315 WEST MARKET STREET • LOUISVILLE, KENTUCKY 40202
PHONE 502-584-6271 • FAX 502-584-6292

EXHIBIT A

February 9, 1998
Phase 3

LEGAL DESCRIPTION
Tract 3
Worthington Glen Condominiums

Being a portion of the tract of land conveyed to Hills Communities, Inc. as recorded in Deed Book 6810 Page 581 in the office of the County Court Clerk of Jefferson County, Kentucky, and more particularly described as follows:

Beginning at a point in the northwest corner of a tract conveyed to Hills Real Estate Group L.P. as recorded in Deed Book 6936, Page 766 in the aforementioned clerk's office; thence leaving the northwest corner of Hills Real Estate Group L.P. North 34°57'17" West, 39.89 feet to the true point of beginning; thence with the arc of a curve to the right having a radius of 441.00 feet and a chord of South 72°22'29" West, 208.73 feet to a point; thence with the arc of a curve to the left having a radius of 252.00 feet and a chord of South 69°07'00" West, 146.91 feet to a point; thence with the arc of a curve to the right having a radius of 498.00 feet and the following two chords:

South 54°30'48" West, 40.73 feet to a point;

South 62°31'23" West, 98.35 feet to a point; thence North 20°49'32" West, 264.42 feet to a point; thence North 71°01'40" East, 444.17 feet to a point; thence with the arc of a curve to the right having a radius of 6562.00 feet and a chord of South 21°28'05" East, 60.55 feet to a point; thence with the arc of a curve to the left having a radius of 302.00 feet and a chord of South 35°25'56" East, 143.05 feet to a point; thence South 36°48'12" East, 42.53 feet to the true point of beginning containing 2.556 acres.



EXHIBIT B

February 9, 1998

LEGAL DESCRIPTION
Tract 4
Worthington Glen Condominiums

Being a portion of the tract of land conveyed to Hills Communities, Inc. as recorded in Deed Book 6810 Page 581 in the office of the County Court Clerk of Jefferson County, Kentucky, and more particularly described as follows:

Beginning at a point in the northwest corner of a tract conveyed to Hills Real Estate Group L.P. as recorded in Deed Book 6936, Page 766 in the aforementioned clerk's office; thence leaving the northwest corner of Hills North 34°57'17" West, 39.89 feet to a point; thence North 36°48'12" West, 42.53 feet to a point; thence with the arc of a curve to the right having a radius of 302.00 feet and a chord of North 35°25'56" West, 143.05 feet to a point; thence with the arc of a curve to the left having a radius of 6562.00 feet and a chord of North 21°28'05" West, 60.55 feet to a point; thence South 71°01'40" West, 444.17 feet to a point; thence North 20°49'32" West, 271.53 feet to a point in the south right-of-way line of Interstate 71; thence with the south right-of-way line of Interstate 71 with the arc of a curve to the left having a radius of 11609.16 feet and a chord of North 68°11'38" East, 397.28 feet to a point; thence North 75°22'01" East, 101.86 feet to an existing iron pin; thence with the arc of a curve to the left having a radius of 11,624.16 feet and a chord of North 63°35'00" East, 1,268.50 feet to an existing iron pin; thence North 66°04'46" East, 223.62 feet to a point; thence leaving aforementioned right-of-way line South 06°27'31" West, 72.17 feet to a point; thence South 21°40'11" East, 80.30 feet to a point; thence South 00°58'30" East, 110.44 feet to a point; thence South 21°28'11" East, 140.18 feet to a point; thence South 29°47'58" East, 100.32 feet to a point; thence South 26°07'49" East, 97.23 feet to a point; thence South 01°23'34" East, 167.95 feet to a point; thence South 29°21'23" West, 63.34 feet to a point; thence South 84°26'31" West, 62.88 feet to a point; thence South 37°47'39" West, 60.95 feet to a point; thence South 04°29'01" East, 100.91 feet to a point; thence North 80°29'01" West, 543.56 feet to a point; thence with the arc of a curve to the left having a radius of 1050.00 feet and a chord of South 67°54'09" West, 467.29 feet to a point; thence South 55°02'43" West, 265.00 feet to the point of beginning containing 23.779 acres.

EXHIBIT C

PERCENTAGE OWNERSHIP INTEREST
IN COMMON AREAS AND FACILITIES

WORTHINGTON GLEN CONDOMINIUM

For purposes of calculating the percentage of interest in Common Areas, the following range of square footage listed in the left column shall be deemed equal to the corresponding deemed square footage in the right column.

<u>Range of Square Footage*</u>	<u>Deemed Square Footage For Purposes of Percentage Ownership in Common Areas</u>
200-280	100
1000-1150	1150
1151-1300	1300
1301-1450	1450
1451-1600	1600

* The range of square footage includes square footage of the interior of the Unit and excludes the square footage of any deck, patio, basement, or storage area located in the Common Area. The Actual Square Footage may vary between the architectural drawings and the as-built drawings.

To calculate the percentage of interest, divide the respective Unit's Deemed Square Footage by the aggregate amount of Deemed Square Footage for all Units.

<u>Unit Number</u>	<u>Unit Type</u>	<u>Actual Square Footage</u>	<u>Deemed Square Footage</u>	<u>Percentage Interest in Common Areas**</u>
5305-101	Taft	1393	1450	1.486%
5305-102	Taft	1393	1450	1.486%
5305-103	Adams	1083	1150	1.178%
5305-104	Adams	1083	1150	1.178%
5305-201	Lexington	1519	1600	1.639%
5305-202	Lexington	1519	1600	1.639%
5305-203	Adams	1083	1150	1.178%
5305-204	Adams	1083	1150	1.178%
5303-101	Adams	1083	1150	1.178%
5303-102	Adams	1083	1150	1.178%
5303-103	Adams	1083	1150	1.178%
5303-104	Adams	1083	1150	1.178%
5303-201	Adams	1083	1150	1.178%

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<u>Unit Number</u>	<u>Unit Type</u>	<u>Actual Square Footage</u>	<u>Deemed Square Footage</u>	<u>Percentage Interest in Common Areas**</u>
5303-202	Adams	1083	1150	1.178%
5303-203	Adams	1083	1150	1.178%
5303-204	Adams	1083	1150	1.178%
5301-101	Adams	1083	1150	1.178%
5301-102	Adams	1083	1150	1.178%
5301-103	Taft	1393	1450	1.486%
5301-104	Taft	1393	1450	1.486%
5301-201	Adams	1083	1150	1.178%
5301-202	Adams	1083	1150	1.178%
5301-203	Lexington	1519	1600	1.639%
5301-204	Lexington	1519	1600	1.639%
10302-101	Taft	1393	1450	1.486%
10302-102	Taft	1393	1450	1.486%
10302-103	Adams	1083	1150	1.178%
10302-104	Adams	1083	1150	1.178%
10302-201	Lexington	1519	1600	1.639%
10302-202	Lexington	1519	1600	1.639%
10302-203	Adams	1083	1150	1.178%
10302-204	Adams	1083	1150	1.178%
10304-101	Adams	1083	1150	1.178%
10304-102	Adams	1083	1150	1.178%
10304-103	Adams	1083	1150	1.178%
10304-104	Adams	1083	1150	1.178%
10304-201	Adams	1083	1150	1.178%
10304-202	Adams	1083	1150	1.178%
10304-203	Adams	1083	1150	1.178%
10304-204	Adams	1083	1150	1.178%
10306-101	Adams	1083	1150	1.178%
10306-102	Adams	1083	1150	1.178%
10306-103	Taft	1393	1450	1.486%
10306-104	Taft	1393	1450	1.486%
10306-201	Adams	1083	1150	1.178%
10306-202	Adams	1083	1150	1.178%
10306-203	Lexington	1519	1600	1.639%
10306-204	Lexington	1519	1600	1.639%

<u>Unit Number</u>	<u>Unit Type</u>	<u>Actual Square Footage</u>	<u>Deemed Square Footage</u>	<u>Percentage Interest in Common Areas**</u>
10301-101	Taft	1393	1450	1.486%
10301-102	Taft	1393	1450	1.486%
10301-103	Adams	1083	1150	1.178%
10301-104	Adams	1083	1150	1.178%
10301-201	Lexington	1519	1600	1.639%
10301-202	Lexington	1519	1600	1.639%
10301-203	Adams	1083	1150	1.178%
10301-204	Adams	1083	1150	1.178%
10303-101	Adams	1083	1150	1.178%
10303-102	Adams	1083	1150	1.178%
10303-103	Adams	1083	1150	1.178%
10303-104	Adams	1083	1150	1.178%
10303-201	Adams	1083	1150	1.178%
10303-202	Adams	1083	1150	1.178%
10303-203	Adams	1083	1150	1.178%
10303-204	Adams	1083	1150	1.178%
10303-301	Adams	1083	1150	1.178%
10303-302	Adams	1083	1150	1.178%
10303-303	Adams	1083	1150	1.178%
10303-304	Adams	1083	1150	1.178%
10305-101	Taft	1393	1450	1.486%
10305-102	Taft	1393	1450	1.486%
10305-103	Taft	1393	1450	1.486%
10305-104	Taft	1393	1450	1.486%
10305-201	Taft	1393	1450	1.486%
10305-202	Taft	1393	1450	1.486%
10305-203	Lexington	1519	1600	1.645%
10305-204	Lexington	1519	<u>1600</u>	<u>1.645%</u>
		Total	97,600	100%

**As additional Units are added to the Condominium, the various Unit's percentage of interest in Common Areas above will decrease accordingly.

CONSENT OF MORTGAGEE

The Fifth Third Bank, an Ohio banking corporation and the holder of a mortgage deed to the premises recorded in the Official Records of Jefferson County, Kentucky on October 20, 1997 at Book 4485, Page 857 hereby consents to the execution and delivery of the foregoing Second Amendment to Declaration of Master Deed, with exhibits thereto (the "Declaration"), and to the filing thereof, in the office of the County Clerk of Jefferson County, Kentucky, and further subjects the above-described mortgage to the provisions of the foregoing Declaration with attached exhibits.

IN WITNESS WHEREOF, The Fifth Third Bank, by its authorized officer, has caused the execution of this Consent this 12 day of February, 1998.

Signed and acknowledged
in the presence of:

THE FIFTH THIRD BANK

Brent C. Rembold
Printed: Brent C. Rembold

BY: Gregory A. Schaeck
Name: Gregory A. Schaeck
Title: Vice President

Mark A. Caesar
Print: MARK A. CAESAR

STATE OF OHIO)
 : ss:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 12th day of FEBRUARY, 1998, by GREGORY A. SCHAECK, VICE PRESIDENT of The Fifth Third Bank, an Ohio banking corporation, on behalf of the corporation.

Mark A. Caesar
Notary Public

This instrument prepared by:

Jody T. Klekamp
Jody T. Klekamp, Esq.
KEATING, MUETHING & KLEKAMP, P.L.L.
1800 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6400

MARK A. CAESAR
Notary Public, State of Ohio
My Commission Expires Jan. 26, 2000

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CONSENT OF MORTGAGEE

Hills Financial Group, A Limited Partnership, an Ohio limited partnership, and the holder of a mortgage deed to the premises recorded at Book 4484, Page 824 of the Jefferson County, Kentucky Clerk's Records, hereby consents to the execution and delivery of the foregoing Second Amendment to Declaration of Master Deed, with exhibits thereto (the "Declaration"), and to the filing thereof, in the office of the County Clerk's Office of Jefferson County, Kentucky, and further subjects the above-described mortgage to the provisions of the foregoing Declaration with attached exhibits.

IN WITNESS WHEREOF, Hills Financial Group, A Limited Partnership, by its