

FIRST AMENDMENT TO DECLARATION OF MASTER DEED
(PHASE 2)

FOR

THE SUMMIT AT POLO FIELDS 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 The Summit at Polo Fields Condominium (Phase 1), recorded in Decd Book 7839, Page 284 of the Jefferson County, Kentucky Clerk records (the "Declaration"), the Floor Plans for which are recorded in A O B Book 86, Pages 28-30 (Phase 1), of the Jefferson County, Kentucky Clerk records (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 D-1 through D-3 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 2 in Exhibit B to the Declaration into a new tract which will be known as "Phase 2", and

D That Declarant desires to submit Phase 2 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 2, 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 2 in Exhibit A hereto, a legal description for Parcel 3 which is described in Exhibit B attached hereto and made a part hereof, for which Parcel 3 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 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 D-4 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 Section 2.1 thereof and by inserting in place thereof the following:

“The Condominium Property consists of sixteen (16) Condominium Units in four (4) separate buildings”

4. Declarant further hereby amends the Declaration by adding thereto the floor plans attached hereto and marked as Exhibits D-4 through D-6 to show the location, together with the particulars of the buildings situated on Phase 2 as described on the Site Plan, the layout, location, unit numbers and dimensions of the Units, and the Common Areas and Limited Common Areas located on Phase 2. These floor plans were prepared by and bear the certified statement of Steven L. Burch, P.S., registered land surveyor and David J. Sedler, 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 2 described in Exhibit A attached hereto. Phase 2 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 3

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 3 described on Exhibit B

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

[Remainder of page intentionally left blank]

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 22 day of April, 2002.

HILLS COMMUNITIES, INC , an Ohio corporation

By *Ian Guttman*
Name Ian Guttman
Title Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

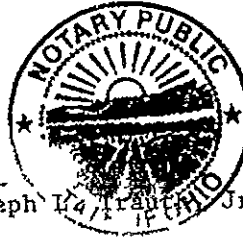
The foregoing instrument was acknowledged before me this 22 day of April, 2002 by Ian Guttman, as Vice President of HILLS COMMUNITIES, INC , an Ohio corporation, on behalf of the corporation

Wendy S Bassman
Notary Public

This Instrument Prepared By

Jody T Klekamp
Jody T Klekamp, Esq / Susan L Mueller, Esq / Joseph V. Tranter Jr., Esq.

Keating, Muething & Klekamp, P L L
1400 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6954



WENDY S BASSMAN
Notary Public - State of
My Commission Expires
June 19, 2005



SABAK, WILSON & LINGO, INC. 07873PG0966
 ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS
 315 WEST MARKET STREET LOUISVILLE, KENTUCKY 40202
 PHONE 502 584-6271 FAX 502 584 6292

EXHIBIT A
LEGAL DESCRIPTION
PHASE 2
 The Summit at Polo Fields

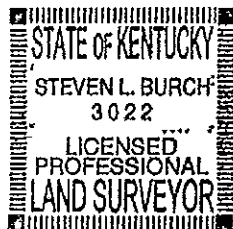
April 15, 2002

Job No 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows

Unless stated otherwise, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S L Burch, L S 3022" All bearings stated herein are in reference to the Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein

Beginning at a point in the southwest corner of Lot 43 of the Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 and conveyed to Samuel W and Gail S Mansfield as recorded in Deed Book 6673, Page 955 in the aforementioned clerk's office, thence with the south line of Mansfield South 64°35'45" East, 157 96 feet to an iron pin with a cap stamped LS 2223, said pin is in the northwest corner of Lot 41 of the Polo Fields, Section 3 and conveyed to GC Development, Inc as recorded in Deed Book 6810, Page 224 in the aforementioned clerk's office, thence with the west line of Lot 41 South 32°43'42" West, 296 99 feet to a point, thence with the phase line of Phase 2 North 57°19'04" West, 308 84 feet to a point, thence South 30°16'49" West 0 52 feet to a point, thence with the arc of a curve to the right having a radius of 81 10 feet and a chord of South 55°04'05" West, 68 01 feet to a point, thence South 79°51'20" West 51 27 feet to a point in the north right- of- way line of Taunton Vale Road, thence with the north right- of- way line of Taunton Vale Road with an arc of a curve to the left having a radius of 205 00 feet and a chord of North 23°02'52" West, 91 56 feet to a point, thence leaving the North right- of way line of Taunton Vale Road and along the Phase 1 North 54°02'55" East, 14 21 feet to a point, thence with the arc of a curve to the left having a radius of 100 00 feet and a chord of North 42°08'29" East, 41 27 feet to a point, thence North 30°14'03" East, 232 98 feet to a point, thence South 64°35'45" East, 291 88' to the point of beginning and containing 2 928 acres and being a part of the property conveyed to Hills Communities, Inc , by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky



Steven L. Burch

Steven L Burch
 Licensed Professional Land Surveyor 3022
 Sabak, Wilson & Lingo, Inc
 315 West Market Street
 Louisville, Kentucky 40202

PATRICK R DOMINIK, Landscape Architect • JOHN D WILSON, Civil Sanitary Engineer • D SCOTT LINGO, Planner
 DAVID J SEDLAR, Civil Engineer • DENNIS L KRAUS, Land Surveyor



EXHIBIT B
 ADDITIONAL PROPERTY
SABAK, WILSON & LINGO, INC. 7873 PG 0967
 ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS
 315 WEST MARKET STREET LOUISVILLE KENTUCKY 40202
 PHONE 502 584 6271 FAX 502 584 6292

LEGAL DESCRIPTION

Parcel 3 (Additional Property)
 The Summit at Polo Fields

January 8, 2002

Job No: 2249-AOP

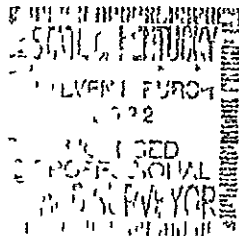
A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows

Unless stated otherwise, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S L Burch, L S 3022". All bearings stated herein are in reference to The Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein

Beginning at a point in the northeast corner of a tract conveyed to Margaret M. Kleinert as recorded in Deed Book 6482, Page 558 in the aforementioned clerk's office, thence leaving the northeast corner of Kleinert and along the east line of a tract conveyed to GC Development, Inc as recorded in Deed Book 6238, Page 797 North 30°16'49" East, 315 65 feet to a pin and cap in the west right-of-way line of Taunton Vale Road, thence with the west right-of-way line of Taunton Vale Road with an arc of a curve to the left having a radius of 405 26 feet and a chord of South 43°12'44" East, 110 41 feet to a pin and cap, thence South 51°02'29" East, 112 70 feet to a pin and cap, thence with an arc of a curve to the right having a radius of 145 00 feet and a chord of South 06°02'26" East, 205 06 feet to a pin and cap, thence South 38°57'36" West, 152.00 feet to a pin and cap in the north line of Kleinert aforementioned, thence with the north line of Kleinert North 51°02'24" West, 319 45 feet to the point of beginning containing 2 241 acres and being part of the property conveyed to Hills Communities, Inc by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky

Steven L. Burch

Steven L Burch
 Licensed Professional Land Surveyor 3022



Sabak, Wilson & Lingo, Inc
 315 West Market Street
 Louisville, Kentucky 40202

PATRICK R. DOMINIK, Landscape Architect • JOHN D. WILSON, Civil-Sanitary Engineer • D. SCOTT LINGO, Planner
 DAVID J. SEDLAR, Civil Engineer • DENNIS L. KRAUS, Land Surveyor



SABAK, WILSON & LINGO, INC.

DB 07873PG0968

ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS

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

EXHIBIT B

LEGAL DESCRIPTION

Parcel 3 - Continued (Additional Property)
The Summit at Polo Fields

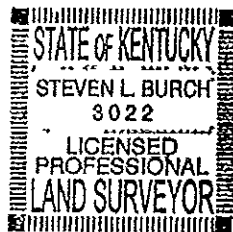
March 1, 2002

Job No 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows

Unless otherwise stated, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S L Burch, L S 3022" All bearings stated herein are in reference to the Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein

Beginning at a point in the northeast corner of a tract conveyed to Margaret M Kleinert as recorded in Deed Book 6482, Page 558 in the aforementioned clerk's office, thence with the north line of Kleinert North 51°02'24" West, 337 40 feet to a pin and cap in the east right- of- way line of Taunton Vale Road, thence with said right- of- way North 38°57'36" East, 152 00 feet to a pin and cap, thence with the arc of a curve to the left having a radius of 205 00 feet and a chord of North 14°24'28" East, 170 36 feet to a point, thence leaving the north right- of- way line of Taunton Vale Road North 79°51'20" East, 51 27 feet to a point, thence with the arc of a curve to the left having a radius of 81 10 feet and a chord of North 55°04'05" East, 68 01 feet to a point, thence North 30°16'49" East, 0 52 feet to a point, thence South 57°19'04" East, 308 84 feet to a point in the west line of a tract conveyed to Metropolitan Sewer District as recorded in Deed Book 6485, Page 383 in the aforementioned clerk's office, thence with the west line of Metropolitan Sewer District South 32°43'42" West, 170 29 feet to an iron pin stamped LS#2223 and the northwest corner of a tract conveyed to Phillip R Jr and Marilyn R Anderson as recorded in Deed Book 5801, Page 901 in the aforementioned clerk's office, thence with the west line of Anderson South 32°40'56" West, 277 72 feet to the point of beginning containing 3 254 acres and being a part of the property conveyed to Hills Communities, Inc , by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky



Steven L. Burch

Steven L Burch
Licensed Professional Land Surveyor 3022
Sabak, Wilson & Lingo, Inc
315 West Market Street
Louisville, Kentucky 40202

Exhibit B - continued
(Additional Property)

00 07873PG0969



SABAK, WILSON & LINGO, INC.
ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS
315 WEST MARKET STREET • LOUISVILLE, KENTUCKY 40202
PHONE 502-584-6271 FAX 502-584-6292

LEGAL DESCRIPTION
ADDITION PROPERTY
The Summit at Polo Fields

May 1, 2002

Job No 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows

Unless otherwise stated, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S L Burch, L S 3022" All bearings stated herein are in reference to the Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein

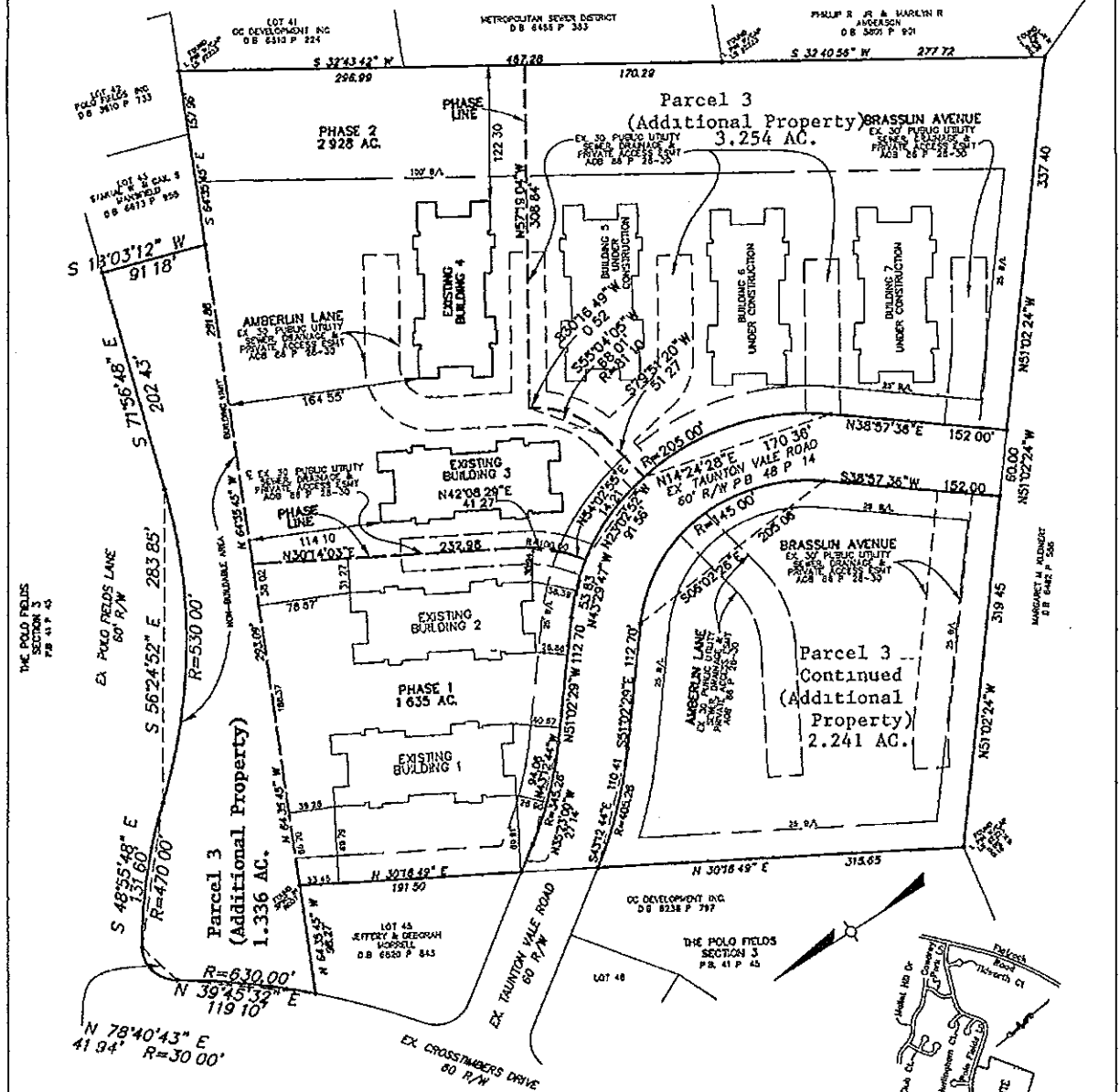
Being Lot 44 as recorded on the Plat for The Polo Fields, Section 3, Plat Book 41, page 45 in the Office of the Clerk of Jefferson County, Kentucky and being more particularly described as follows

Beginning at a point in the southeast right-of-way line of Crosstimbers Drive and the northern most corner of Lot 45, Polo Fields, Section 3, as recorded in Plat Book 41, Page 45, in the aforesaid Clerk's office, thence along said right-of-way line following a curve to the left having a radius of 630 00 feet and a chord of North 39°45'32" East, 119 10 feet, thence following a curve to the right having a radius of 30 00 feet and a chord of North 78°40'43" East, 41 94 feet, thence with the south right-of-way line of Polo Fields Lane following a curve to the right having a radius of 470 00 feet and a chord of South 48°55'48" East, 131 60 feet, thence following a curve to the left having a radius of 530 00 feet and a chord of South 56°24'52" East, 283 85 feet, thence South 71°56'48" East, 202 43 feet, thence South 18°03'12" West, 91 18 feet, thence North 64°35'45" West, 683 24 feet to the point of beginning, containing 1 336 acres and being a part of the property conveyed to Hills Communities, Inc, by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky



Steven L. Burch

Steven L Burch
Licensed Professional Land Surveyor 3022
Sabak, Wilson & Lingo, Inc
315 West Market Street
Louisville, Kentucky 40202

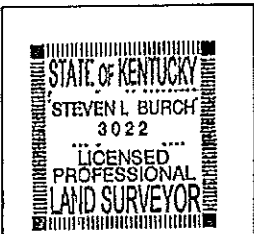
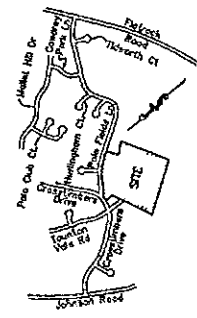


--- PHASE LINE
NOT A PROPERTY LINE

—○— #5 REBAR SET WITH
PLASTIC CAP STAMPED
SL BURCH LS 3022
UNLESS OTHERWISE NOTED

NOTES

- 1 THIS EXHIBIT IS SUBJECT TO EASEMENTS AND RESTRICTIONS OF RECORD
- 2 BEARING DATUM FOR THIS EXHIBIT WAS BASED ON THE RECORD PLAT FOR THE POLO FIELDS SECTION 3 AS RECORDED IN P.B. 41 P. 45
- 3 THIS SURVEY IS A CLASS "A" SURVEY AND THE ACCURACY AND PRECISION OF SAID SURVEY MEETS ALL THE SPECIFICATIONS OF THIS CLASS

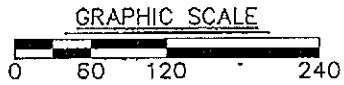


LAND SURVEYOR'S CERTIFICATE

I hereby certify that the survey for this plat was made under my supervision and that the angular and linear measurements shown thereon are correct to the best of my knowledge and belief. This survey and plat meets or exceeds the minimum standards of governing authorities.

Steven L. Burch 04/15/02
Land Surveyor License No 3022 Date

SABAK, WILSON & LINGO INC
Engineers, Landscape Architects & Planners
315 West Market Street
Louisville, Kentucky 40202



PHASE 2 EXHIBIT

OWNER HILLS COMMUNITIES, INC
7420 MONTGOMERY ROAD
CINCINNATI, OHIO 45236
TAX BLOCK 25, TAX LOT 275
DEED BOOK 7554, PAGE 714

LOCATION Taunton Vale Road
Jefferson County, Kentucky

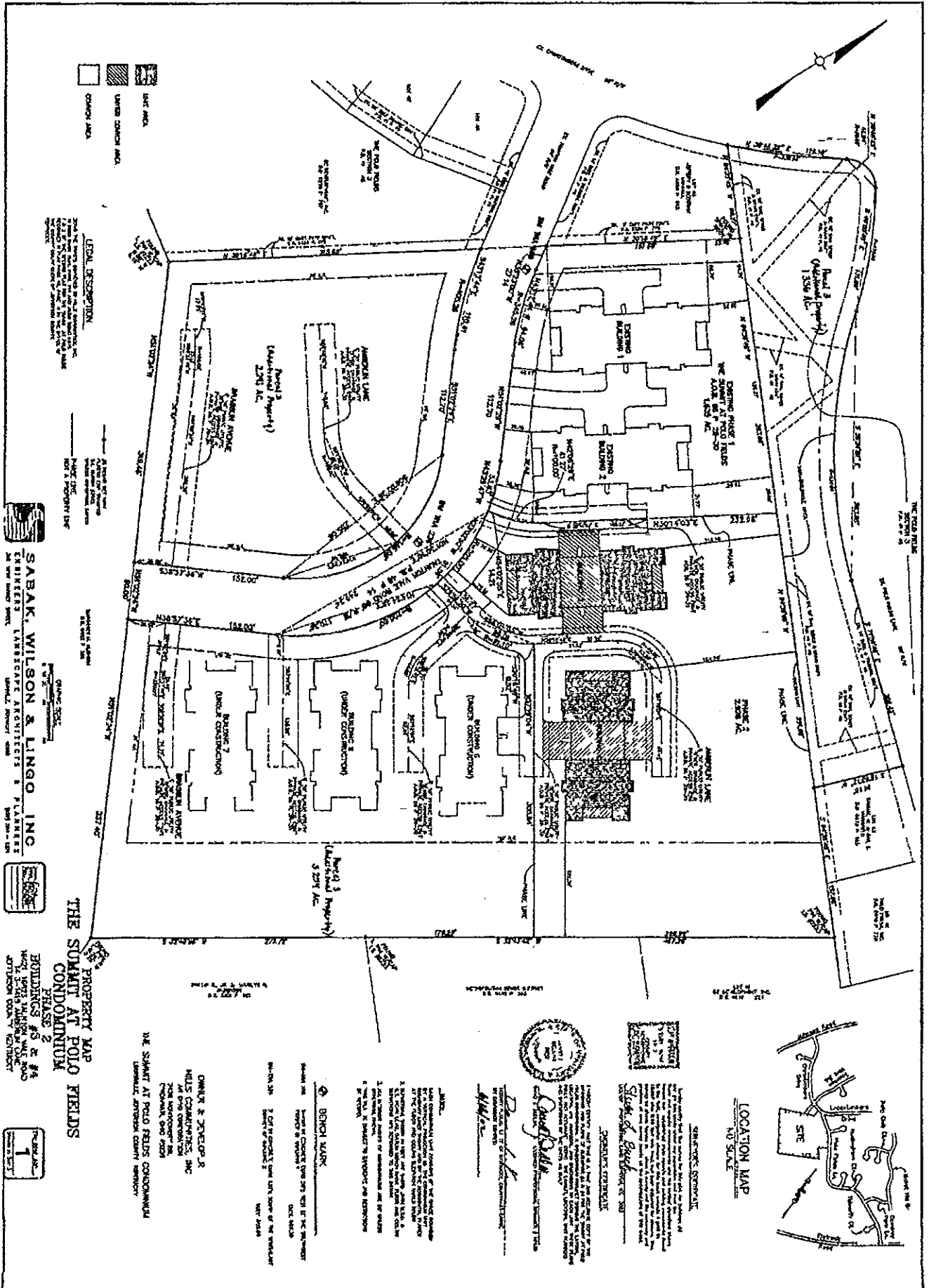
DATE. 03-11-02 SCALE. 1"=120'
04-15-02 JOB NO 2249-MP

EXHIBIT C

Unit No.	Unit Type	Level	Unit Location	Proposed Unit Floor Area*	% of Common Interest**
16605	Windsor	First	Back Right	1850	
16607	Sussex	First	Back Left	1625	
16609	Sussex	First	Front Left	1625	
16611	Windsor	First	Front Right	1850	
16613	Windsor	First	Back Right	1850	
16615	Sussex	First	Back Left	1625	
16617	Sussex	First	Front Left	1625	
16619	Windsor	First	Front Right	1850	
16621	Windsor	First	Back Right	1850	
16623	Sussex	First	Back Left	1625	
1414	Sussex	First	Front Left	1625	
1416	Windsor	First	Front Right	1850	
1413	Windsor	First	Front Right	1850	
1415	Sussex	First	Front Left	1625	
1417	Sussex	First	Back Left	1625	
1419	Windsor	First	Back Right	1850	
TOTAL:				27800	100%

*The Proposed Floor Area of a Unit is measured from the interior surface of the walls of the Unit and the interior surface of the ceiling and floor of the Unit

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



LEGEND

- [Symbol] LINE AREA
- [Symbol] UNITED CONCRETE AREA
- [Symbol] COMMON AREA

SABAK WILSON & LINGO INC.
 ARCHITECTS & PLANNERS
 1000 W. 10TH AVENUE, SUITE 100
 DENVER, CO 80202



PROPERTY MAP
THE SUMMIT AT POLO FIELDS
 CONDOMINIUM
 PHASE 2
 BUILDINGS #5 & #6
 1000 W. 10TH AVENUE, SUITE 100
 DENVER, CO 80202



GENERAL NOTES

1. REFER TO THE GENERAL NOTES OF THE PREVIOUS PHASES OF THIS PROJECT.
2. ALL CONSTRUCTION SHALL BE IN ACCORDANCE WITH THE CITY OF DENVER SPECIFICATIONS AND THE IBC.
3. THE OWNER SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE CITY OF DENVER.
4. THE CONTRACTOR SHALL MAINTAIN ACCESS TO ALL ADJACENT PROPERTIES AT ALL TIMES.
5. THE CONTRACTOR SHALL BE RESPONSIBLE FOR PROTECTING ALL EXISTING UTILITIES AND STRUCTURES.
6. ALL MATERIALS AND WORKMANSHIP SHALL BE SUBJECT TO INSPECTION AND APPROVAL BY THE CITY OF DENVER.
7. THE CONTRACTOR SHALL MAINTAIN A NEAT AND SAFE WORKING SITE AT ALL TIMES.
8. ALL UTILITIES SHALL BE DEPTH MARKED PRIOR TO ANY EXCAVATION WORK.
9. THE CONTRACTOR SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE CITY OF DENVER.
10. THE CONTRACTOR SHALL MAINTAIN ACCESS TO ALL ADJACENT PROPERTIES AT ALL TIMES.
11. THE CONTRACTOR SHALL BE RESPONSIBLE FOR PROTECTING ALL EXISTING UTILITIES AND STRUCTURES.
12. ALL MATERIALS AND WORKMANSHIP SHALL BE SUBJECT TO INSPECTION AND APPROVAL BY THE CITY OF DENVER.
13. THE CONTRACTOR SHALL MAINTAIN A NEAT AND SAFE WORKING SITE AT ALL TIMES.
14. ALL UTILITIES SHALL BE DEPTH MARKED PRIOR TO ANY EXCAVATION WORK.
15. THE CONTRACTOR SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE CITY OF DENVER.
16. THE CONTRACTOR SHALL MAINTAIN ACCESS TO ALL ADJACENT PROPERTIES AT ALL TIMES.
17. THE CONTRACTOR SHALL BE RESPONSIBLE FOR PROTECTING ALL EXISTING UTILITIES AND STRUCTURES.
18. ALL MATERIALS AND WORKMANSHIP SHALL BE SUBJECT TO INSPECTION AND APPROVAL BY THE CITY OF DENVER.
19. THE CONTRACTOR SHALL MAINTAIN A NEAT AND SAFE WORKING SITE AT ALL TIMES.
20. ALL UTILITIES SHALL BE DEPTH MARKED PRIOR TO ANY EXCAVATION WORK.



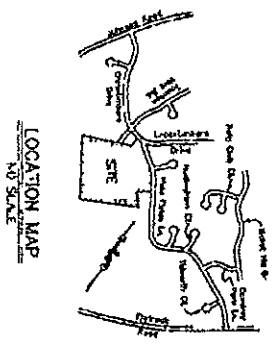
CONTRACTOR'S CERTIFICATE
 I, the undersigned, being a duly licensed Professional Engineer in the State of Colorado, do hereby certify that the above is a true and correct copy of the plans as shown to me by the architect and as approved by me for construction.

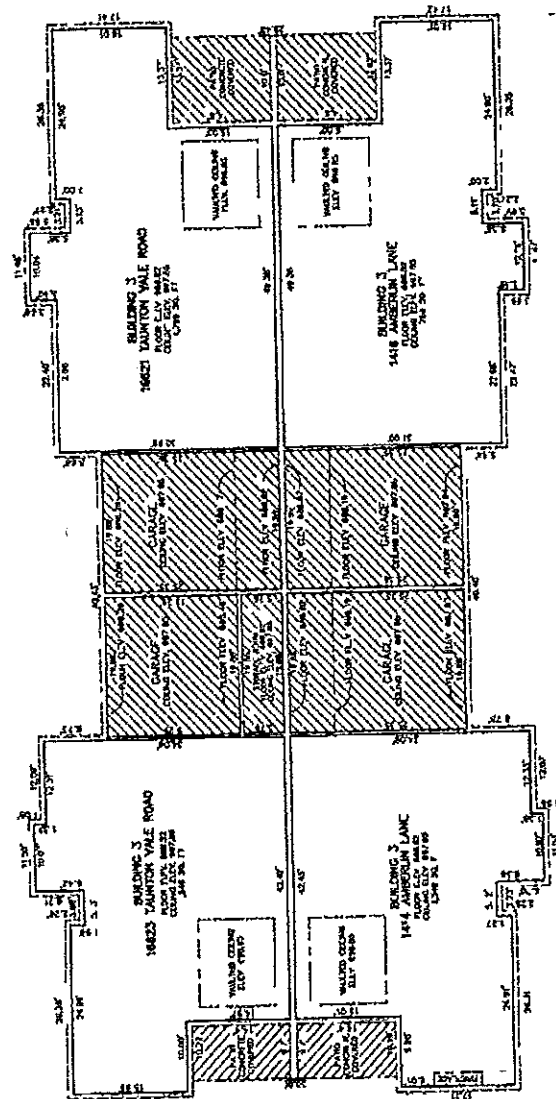
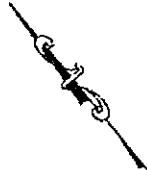
[Signature]
 [Name]
 PROFESSIONAL ENGINEER



CONTRACTOR'S CERTIFICATE
 I, the undersigned, being a duly licensed Professional Engineer in the State of Colorado, do hereby certify that the above is a true and correct copy of the plans as shown to me by the architect and as approved by me for construction.

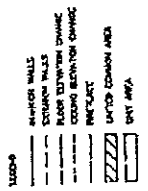
[Signature]
 [Name]
 PROFESSIONAL ENGINEER





BUILDING #3

1. Each condominium unit consists of the space bounded by a vertical projection of the exterior walls and floor and ceiling surfaces of the unit.
2. Dimensions shown on this plan are based on independent corner measurements. The "book" name, floor and ceiling elevations refer to the interior.
3. All interior surfaces of condominium are 8'0" except otherwise noted.
4. LEGEND



THE SUMMIT AT POLO FIELDS
CONDOMINIUM
BUILDING 3
ATTIQUON COUNTY KENTUCKY



SABAK, WILSON & LINGO, INC.
ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS
20 WEST MARKET STREET, SUITE 200
CINCINNATI, OHIO 45219



CONSENT AND SUBORDINATION 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 at Mortgage Book 5708, Page 564 hereby consents to the execution and delivery of the foregoing First Amendment to Declaration of Master Deed, with exhibits thereto (the "Declaration"), and to the filing thereof, in the office of the County Recorder of Jefferson County, Kentucky, and further subjects and subordinates the above-described mortgage to the provisions of the foregoing Declaration with attached exhibits

The Fifth Third Bank, an Ohio banking corporation, by its authorized officer, has caused the execution of this Consent this 2 day of May, 2002.

THE FIFTH THIRD BANK,
an Ohio banking corporation

By [Signature]
Name MARK A. CAESAR
Title VICE PRESIDENT

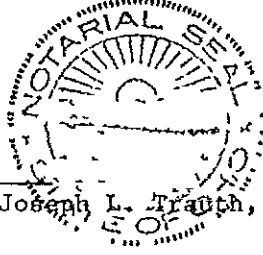
STATE OF OHIO)
 : ss.
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 2 day of May, 2002, by MARK A CAESAR, as VICE PRESIDENT of The Fifth Third Bank, an Ohio banking corporation, on behalf of the corporation

[Signature]
Notary Public

This instrument prepared by

[Signature]
~~Joseph L. Truth, Jr., Esq.~~ / Jody T Klekamp, Esq. / Joseph L. Truth, Jr., Esq.
KEATING, MUETHING & KLEKAMP, P.L.L.
1400 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6954



DONNA M BETSCH
Notary Public, State of Ohio
My Commission Expires Dec 12, 2004

SECOND AMENDMENT TO DECLARATION OF MASTER DEED
(PHASE 3)

FOR

THE SUMMIT AT POLO FIELDS 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 The Summit at Polo Fields Condominium (Phase 1), recorded in Deed Book 7839, Page 284 of the Jefferson County, Kentucky Clerk records and as amended by the First Amendment to Declaration of Master Deed for The Summit at Polo Fields Condominium (Phase 2) recorded in Deed Book 7873, Page 963 of the Jefferson County, Kentucky Clerk records (collectively, the "Declaration"), the Floor Plans for which are recorded in A.O.B. Book 86, Pages 28-30 (Phase 1) and in A.O.B. Book 87, Pages 30-32 (Phase 2), 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 D-1 through D-6 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 3"; and

D. That Declarant desires to submit Phase 3 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 3, 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 3 in Exhibit A hereto, a legal description for 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 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

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 D-7 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 Section 2.1 thereof and by inserting in place thereof the following:

"The Condominium Property consists of thirty-two (32) Condominium Units in eight (8) separate buildings."

4. Declarant further hereby amends the Declaration by adding thereto the floor plans attached hereto and marked as Exhibits D-7 through D-11 to show the location, together with the particulars of the buildings situated on Phase 3 as described on the Site Plan; the layout, location, unit numbers and dimensions of the Units; and the Common Areas and Limited Common Areas located on Phase 3. These floor plans were prepared by and bear the certified statement of Steven L. Burch, P.S., registered land surveyor and David J. Sedler, 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 3 described in Exhibit A attached hereto. Phase 3 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 described on Exhibit B.

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

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 October, 2002.

HILLS COMMUNITIES, INC.,
an Ohio corporation

By: [Signature]
Name: Jan Guttman
Title: Vice President

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 4 day of October, 2002 by Jan Guttman, as Vice President, of HILLS COMMUNITIES, INC., an Ohio corporation, on behalf of the corporation.

Wendy S. Bassman
Notary Public



WENDY S. BASSMAN
Notary Public - State of Ohio
My Commission Expires
June 19, 2005

This Instrument Prepared By:

[Signature]
Joseph L. Trauth, Jr., Esq. / Jody T. Klekamp, Esq.
Keating, Muehling & Klekamp, P.L.L.
1400 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: 502-564-6271 • FAX 502-564-9372

EXHIBIT A

LEGAL DESCRIPTION

Phase 3

The Summit at Polo Fields

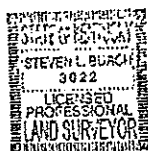
August 30, 2002

Job No: 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows:

Unless otherwise stated, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S.L. Burch, L.S. 3022". All bearings stated herein are in reference to the Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein.

Beginning at a point in the northeast corner of a tract conveyed to Margaret M. Kleinert as recorded in Deed Book 6482, Page 538 in the aforementioned clerk's office; thence with the north line of Kleinert North 51°02'24" West, 337.40 feet to a pin and cap in the east right-of-way line of Taunton Vale Road; thence with said right-of-way North 38°57'36" East, 152.00 feet to a pin and cap; thence with the arc of a curve to the left having a radius of 205.00 feet and a chord of North 14°24'28" East, 170.36 feet to a point; thence leaving the north right-of-way line of Taunton Vale Road North 79°51'20" East, 51.27 feet to a point; thence with the arc of a curve to the left having a radius of 81.10 feet and a chord of North 55°04'05" East, 68.01 feet to a point; thence North 30°16'49" East, 0.52 feet to a point; thence South 57°19'04" East, 308.84 feet to a point in the west line of a tract conveyed to Metropolitan Sewer District as recorded in Deed Book 6485, Page 383 in the aforementioned clerk's office; thence with the west line of Metropolitan Sewer District South 32°43'42" West, 170.29 feet to an iron pin stamped LS#2223 and the northwest corner of a tract conveyed to Phillip R. Jr. and Marilyn R. Anderson as recorded in Deed Book 5801, Page 901 in the aforementioned clerk's office; thence with the west line of Anderson South 32°40'56" West, 277.72 feet to the point of beginning containing 3.254 acres and being a part of the property conveyed to Hills Communities, Inc., by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky.



Steven L. Burch
Steven L. Burch
Licensed Professional Land Surveyor 3022
Sabak, Wilson & Lingo, Inc.
315 West Market Street
Louisville, Kentucky 40202

PATRICK R. DOMITK, Landscape Architect • JOHN D. WILSON, Civil-Sanitary Engineer • D. SCOTT LINGO, Planner
DAVID J. SEDLAR, Civil Engineer • DENNIS L. KRAUS, Land Surveyor



SABAK, WILSON & LINGO, INC.
 ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS
 315 WEST MARKET STREET • LOUISVILLE, KENTUCKY 40202
 PHONE: 502-511-6371 • FAX 502-511-4191

08 07978PG0938

LEGAL DESCRIPTION
 Phase 3
 The Summit at Polo Fields

August 30, 2002

Job No: 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows:

Unless stated otherwise, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S.L. Burch, L.S. 3022". All bearings stated herein are in reference to The Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein.

Beginning in the north line of a tract conveyed to Margaret M. Kleinert as recorded in Deed Book 6482, Page 558 in the aforementioned clerk's office said point being in the west right-of-way line and terminus of Taunton Vale Road as recorded in Plat Book 48, Page 14; thence with the north line of Kleinert North 51°02'24" West, 201.61 feet to a point; thence leaving the north line of Kleinert North 38°57'36" East, 169.26 feet to a point; with South 59°43'10" East 46.61 feet to a point; thence with the arc of a curve to the left having a radius of 100.00 feet and a chord of South 79°55'55" East, 69.10 feet to a point; thence North 79°51'20" East, 68.69 feet to a point in the west right-of-way line of Taunton Vale Road; thence with the west right-of-way line of Taunton Vale Road with a arc of a curve to the right having a radius of 145.00 feet and a chord of South 14°24'28" West, 120.50 feet to a point; thence South 38°57'36" West, 152.00 feet to the point of beginning containing 0.950 acres and being part of the property conveyed to Hills Communities, Inc. by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky.

Steven L. Burch

Steven L. Burch
 Licensed Professional Land Surveyor 3022



Sabak, Wilson & Lingo, Inc.
 315 West Market Street
 Louisville, Kentucky 40202

PATRICK R. DOMINIK, Landscape Architect • JOHN D. WILSON, Civil-Sanitary Engineer • D. SCOTT LINGO, Planner
 DAVID J. SEDLAR, Civil Engineer • DENNIS L. KRAUS, Land Surveyor

H:\JOBS\2249\DOC\LEGAL\2249 PHASE 3.DOC



08 07978PG0939
SABAK, WILSON & LINGO, INC.
 ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS
 315 WEST MARKET STREET • LOUISVILLE, KENTUCKY 40202
 PHONE: 502-584-6271 • FAX 502-584-6292

EXHIBIT B

LEGAL DESCRIPTION
Parcel 4
Additional Property
The Summit at Polo Fields

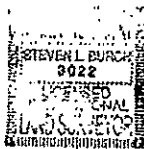
August 30, 2002

Job No: 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows:

Unless stated otherwise, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S.L. Burch, L.S. 3022". All bearings stated herein are in reference to The Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein.

Beginning at a point in the northeast corner of a tract conveyed to Margaret M. Kleinert as recorded in Deed Book 6482, Page 558 in the aforementioned clerk's office; thence leaving the northeast corner of Kleinert and along the east line of a tract conveyed to GC Development, Inc. as recorded in Deed Book 6238, Page 797 North 30°16'49" East, 315.65 feet to a pin and cap in the west right-of-way line of Taunton Vale Road; thence with the west right-of-way line of Taunton Vale Road with an arc of a curve to the left having a radius of 405.26 feet and a chord of South 43°12'44" East, 110.41 feet to a pin and cap; thence South 51°02'29" East, 112.70 feet to a pin and cap; thence with an arc of a curve to the right having a radius of 145.00 feet and a chord of South 30°35'34" East, 101.32 feet to a point; thence leaving the west right-of-way line of Taunton Vale Road South 79°51'20" West, 68.69 feet to a point; thence with the arc of a curve to the right having a radius of 100.00 feet and a chord of North 79°55'55" West, 69.10 feet to a point; thence North 59°43'10" West, 46.61 feet to a point, thence South 38°57'36" West, 169.26 feet to a point in the north line of a tract conveyed to Margaret M. Kleinert aforementioned; thence with the north line of Kleinert North 51°02'24" West, 117.84 feet to the point of beginning containing 1.291 acres and being part of the property conveyed to Hills Communities, Inc. by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky.



Steven L. Burch

Steven L. Burch
 Licensed Professional Land Surveyor 3022

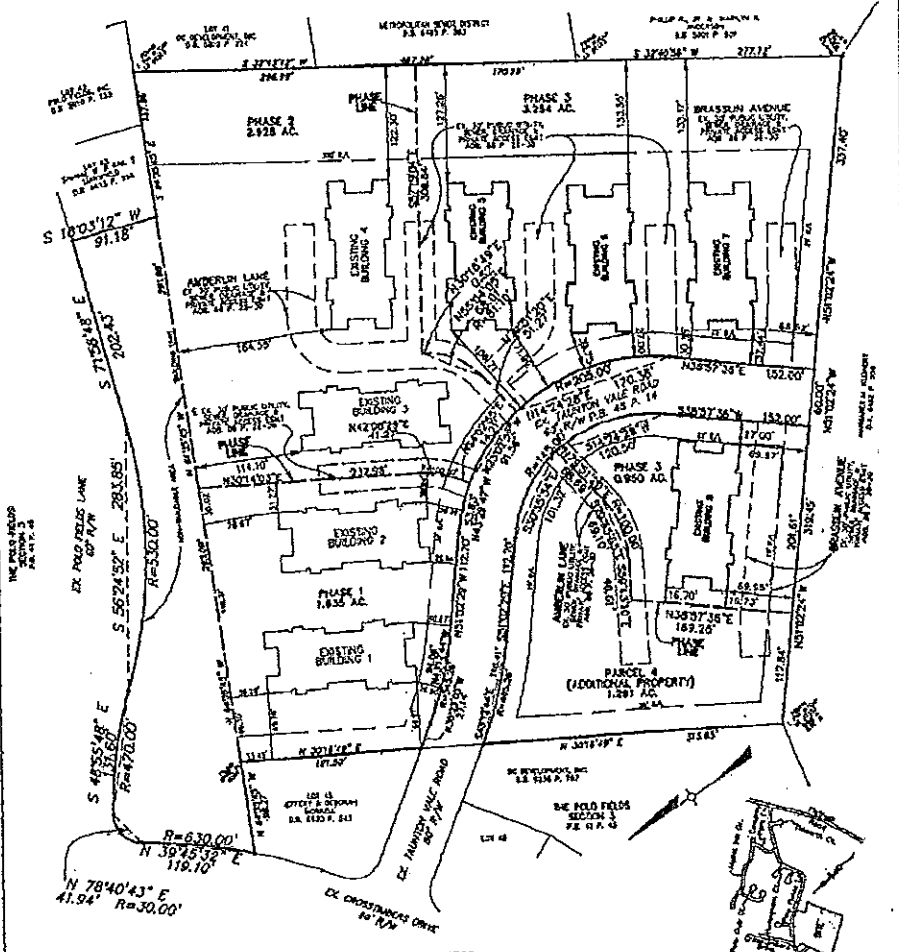
Sabak, Wilson & Lingo, Inc.
 315 West Market Street
 Louisville, Kentucky 40202

PATRICK R. DOMINIK, Landscape Architect • JOHN D. WILSON, Civil-Sanitary Engineer • D. SCOTT LINGO, Planner
 DAVID J. SEDLAR, Civil Engineer • DENNIS L. KRAUS, Lead Surveyor

H:\08502149.DOC\LEGAL\2149 ADDITION PROPERTY

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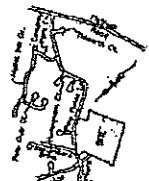
EXHIBIT 3



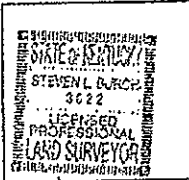
--- PHASE LINE
NOT A PROPERTY LINE

--- REBAR SET WITH
PLASTIC CAP STAMPED
SL BURCH LS 3022
UNLESS OTHERWISE NOTED

- NOTES:
1. THIS EXHIBIT IS SUBJECT TO EASEMENTS AND RESTRICTIONS OF RECORD.
 2. BEARING DATA FOR THIS EXHIBIT WAS BASED ON THE RECORD PLAT FOR THE ROLD FIELDS, SECTION 3 AS RECORDED IN P.B. 41, P. 42.
 3. THIS SURVEY IS A CLASS "A" SURVEY AND THE ACCURACY AND PRECISION OF SAID SURVEY MEETS ALL THE SPECIFICATIONS OF THIS CLASS.

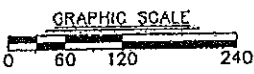


LOCATION MAP



LAND SURVEYOR'S CERTIFICATE

I hereby certify that the survey for this plat was made under my supervision and that the angular and linear measurements shown hereon are correct to the best of my knowledge and belief. This survey and plat meets or exceeds the minimum standards of governing authorities.



PHASE 3 EXHIBIT

OWNER: HILLS COMMUNITIES, INC.
4901 HUNT ROAD, SUITE 300
CINCINNATI, OHIO 45242
TAX BLOCK 25, TAX LOT 275
DEED BOOK 7534, PAGE 714

Steven L. Burch 09/30/02
Land Surveyor License No. 3022 Date

LOCATION: Taunton Vale Road
Jefferson County, Kentucky

DATE: 09-30-02 SCALE: 1"=120'
JOB NO.: 2249-MP

SABAK, WILSON & LINGO INC.
Engineers, Landscape Architects & Planners
315 West Market Street
Louisville, Kentucky 40202

K:\2005\2249\PLAT\PHASE3

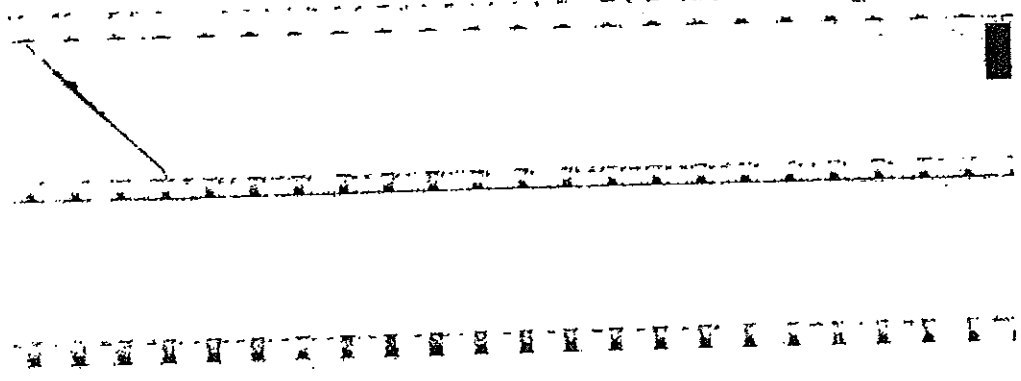
EXHIBIT C

Unit No.	Unit Type	Level	Unit Location	Proposed Unit Floor Area*	% of Common Interest**
16605	Windsor	First	Back Right	1850	3.327%
16607	Sussex	First	Back Left	1625	2.923%
16609	Sussex	First	Front Left	1625	2.923%
16611	Windsor	First	Front Right	1850	3.327%
16613	Windsor	First	Back Right	1850	3.327%
16615	Sussex	First	Back Left	1625	2.923%
16617	Sussex	First	Front Left	1625	2.923%
16619	Windsor	First	Front Right	1850	3.327%
16621	Windsor	First	Back Right	1850	3.327%
16623	Sussex	First	Back Left	1625	2.923%
1414	Sussex	First	Front Left	1625	2.923%
1416	Windsor	First	Front Right	1850	3.327%
1413	Windsor	First	Front Right	1850	3.327%
1415	Sussex	First	Front Left	1625	2.923%
1417	Sussex	First	Back Left	1625	2.923%
1419	Windsor	First	Back Right	1850	3.327%
1405	Windsor	First	Front Right	1850	3.327%
1407	Sussex	First	Front Left	1625	2.923%
1409	Sussex	First	Back Left	1625	2.923%
1411	Windsor	First	Back Right	1850	3.327%
1401	Sussex	First	Back Left	1625	2.923%
1403	Windsor	First	Back Right	1850	3.327%
16701	Sussex	First	Front Left	1625	2.923%
16703	Windsor	First	Front Right	1850	3.327%
1400	Sussex	First	Front Left	1625	2.923%
1402	Windsor	First	Front Right	1850	3.327%
16705	Windsor	First	Back Right	1850	3.327%

Unit No.	Unit Type	Level	Unit Location	Proposed Unit Floor Area*	% of Common Interest**
16707	Sussex	First	Back Left	1625	2.923%
1302	Windsor	First	Front Right	1850	3.327%
1303	Windsor	First	Back Right	1850	3.327%
1304	Sussex	First	Front Left	1625	2.923%
1305	Sussex	First	Back Left	1625	2.923%
TOTAL:				55,600	100.00%

*The Proposed Floor Area of a Unit is measured from the interior surface of the walls of the Unit and the interior surface of the ceiling and floor of the Unit.

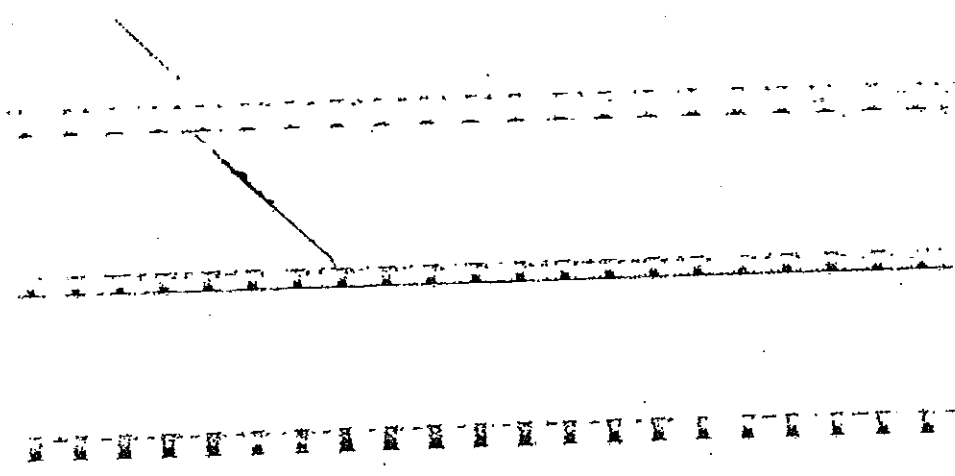
**As additional Units are added to the Condominium, the various Unit's percentage of Interest in Common Areas above will decrease accordingly.

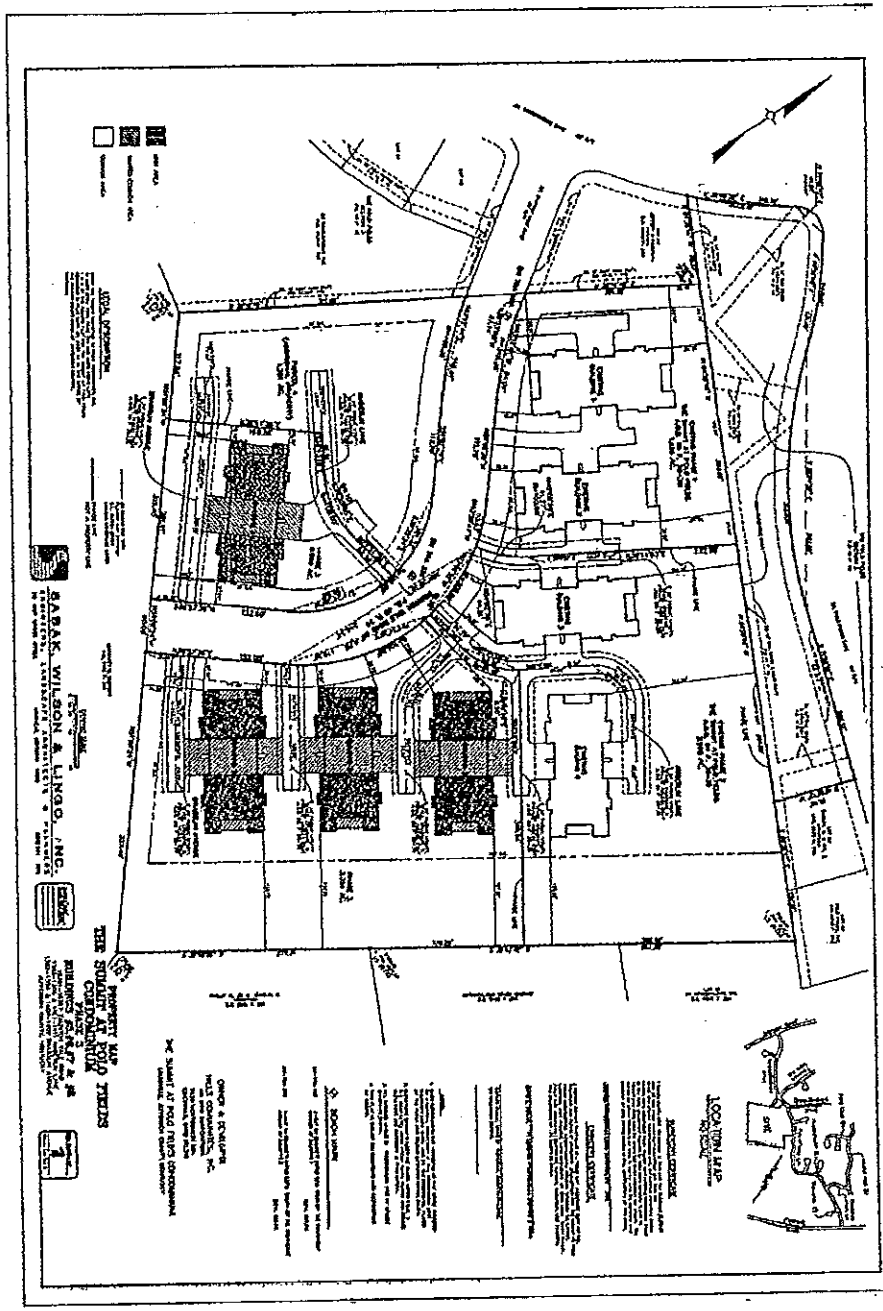


08 07978PG0943

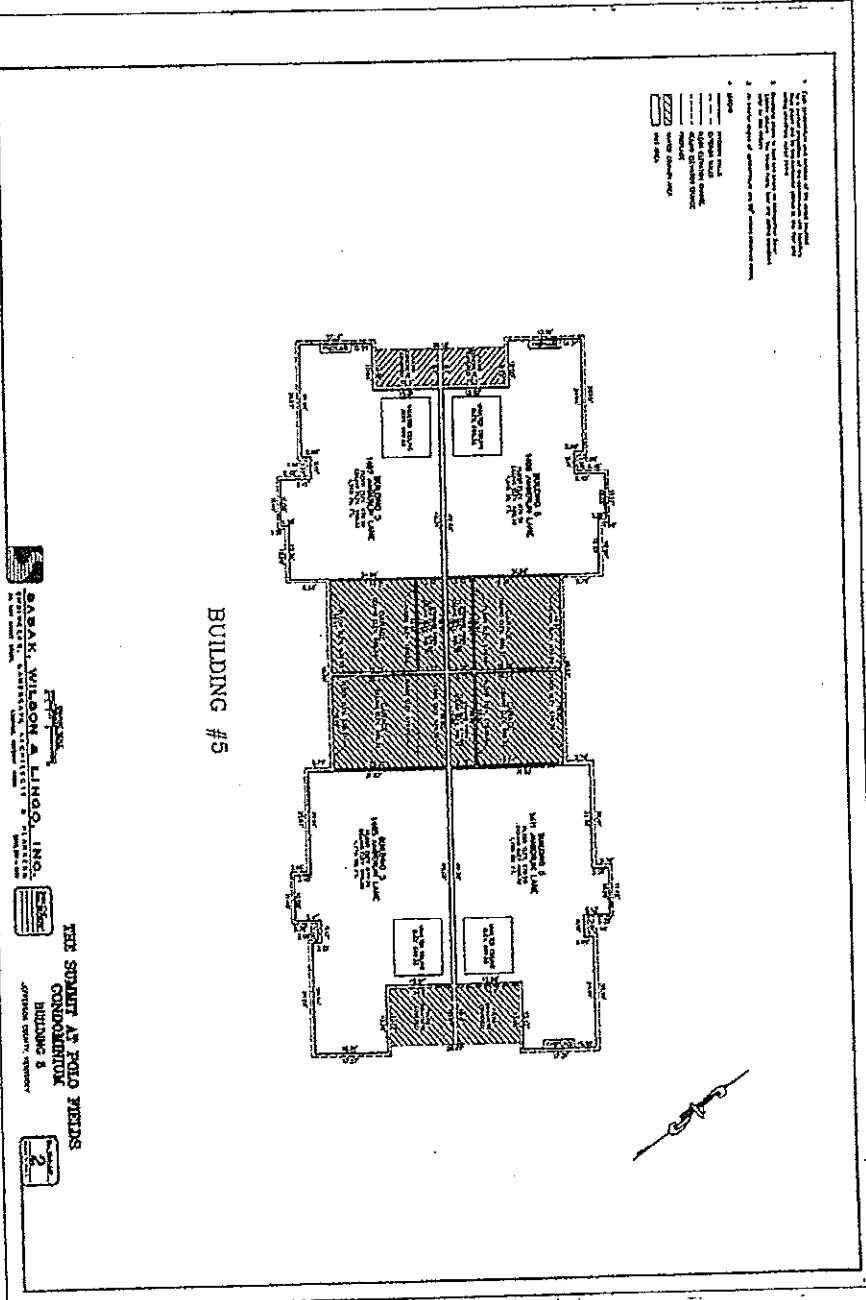
EXHIBIT D

[DRAWINGS]





08 07978PG0945



1. All dimensions are given in feet and inches.
 2. All dimensions are given in feet and inches.
 3. All dimensions are given in feet and inches.
 4. All dimensions are given in feet and inches.
- Legend:
- Diagonal lines: Concrete floor
 - Horizontal lines: Carpet
 - Vertical lines: Hardwood floor
 - Stippled: Acoustic ceiling
 - White: Painted wall
 - White: Painted ceiling
 - White: Painted floor

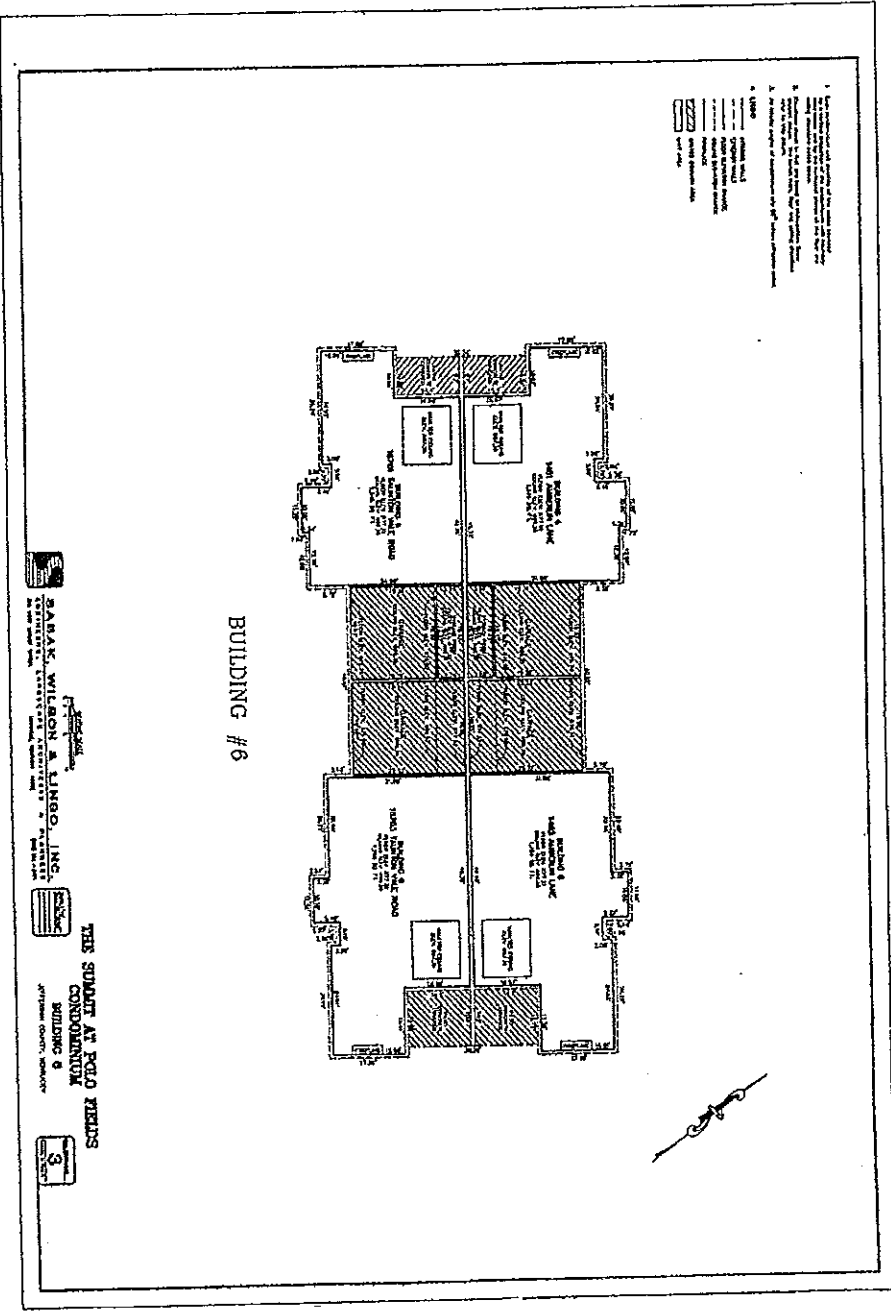
BUILDING #5

SASAKI, WILSON, & PARTNERS, INC.
 ARCHITECTS
 1000 AVENUE OF THE STARS
 SUITE 1000
 FORT MYERS, FLORIDA 33907
 TEL: (888) 444-4444
 FAX: (888) 444-4444
 WWW.SASAKI-WILSON.COM

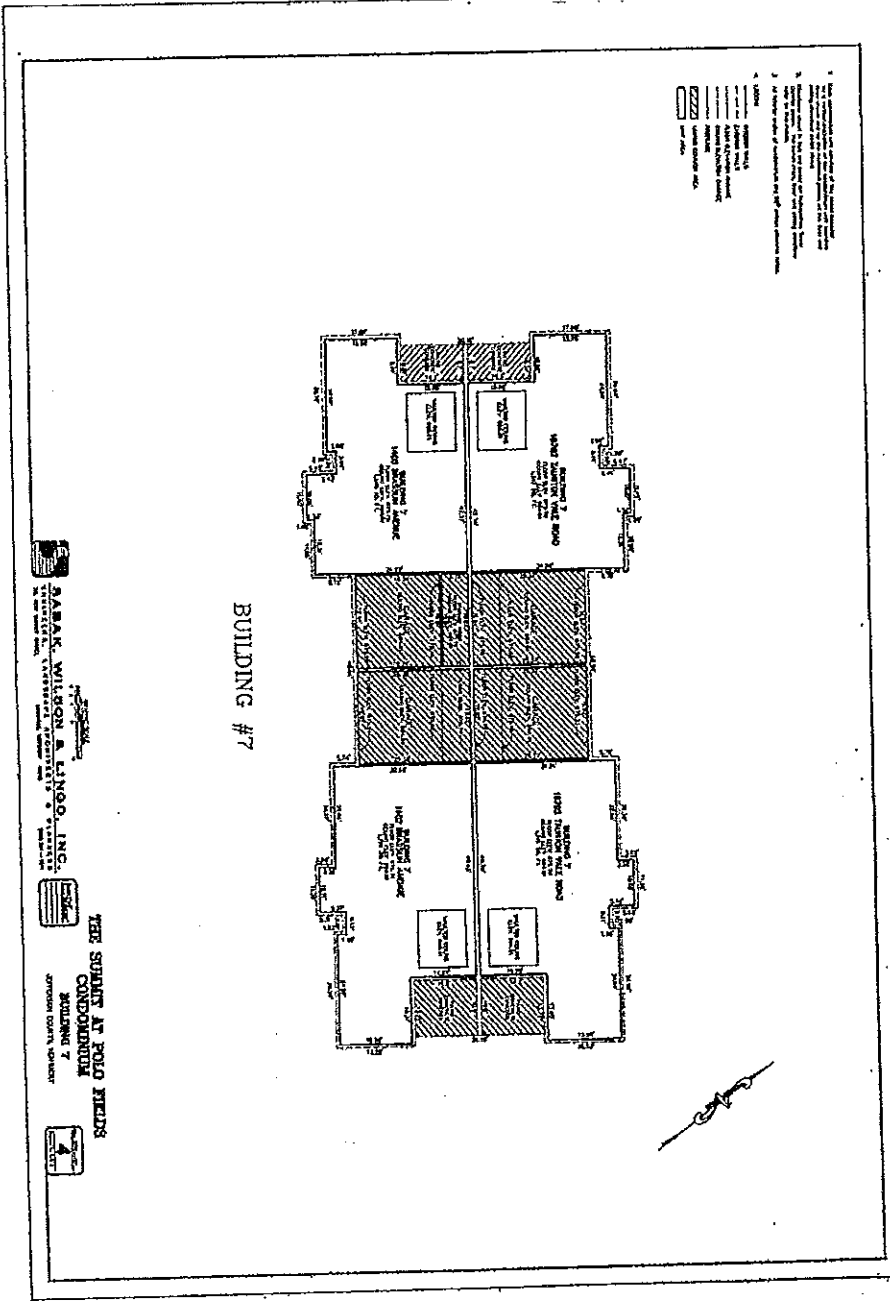
THE STRAIT AT POND WIELDS
 CONDOMINIUM
 BUILDING 5
 OFFICIAL COUNTY RECORD




1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100




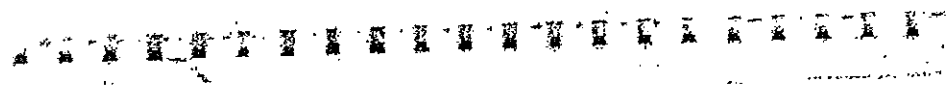
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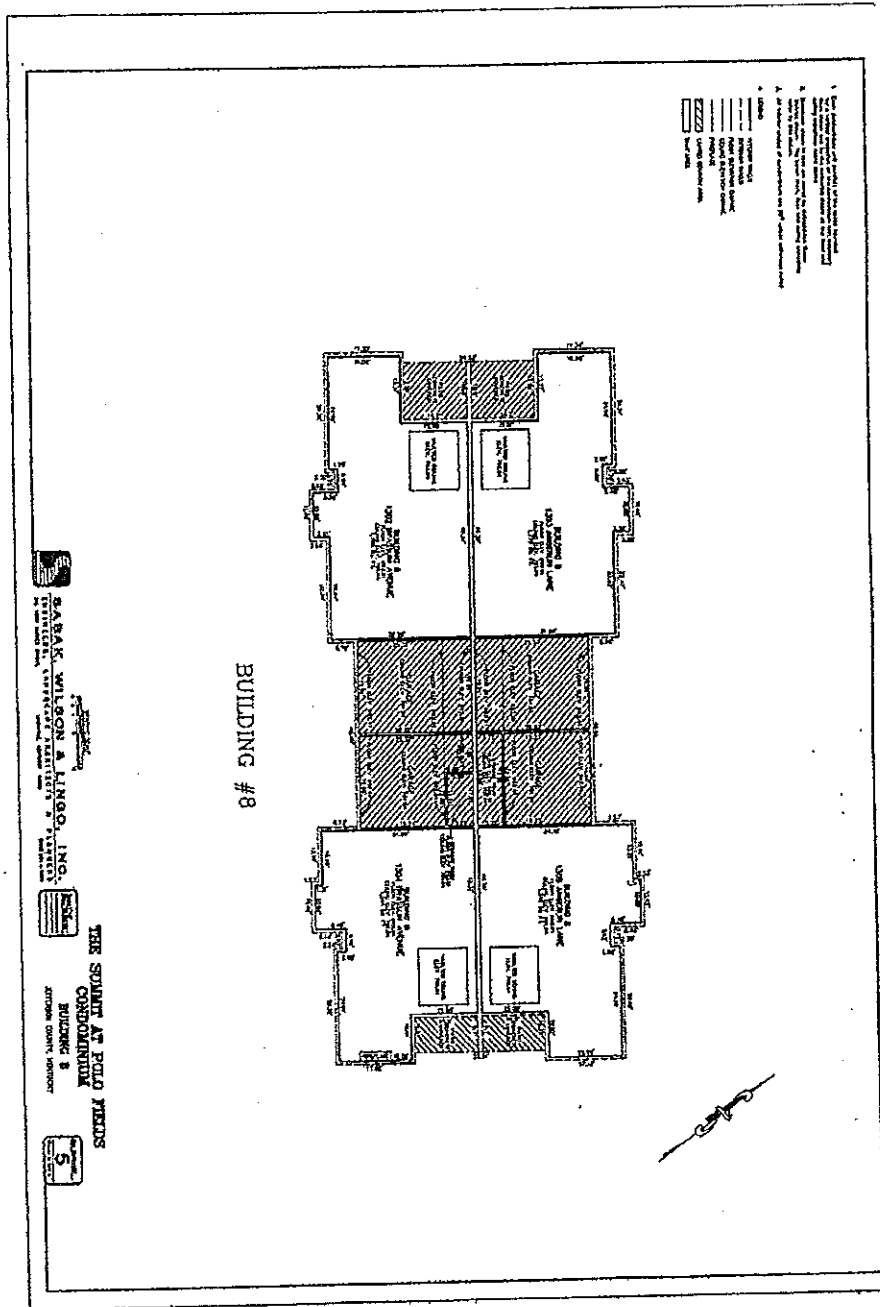


BUILDING #7


SABAK VILLAGES & LINDO, INC.
 11000 W. 11th Street, Suite 100, Westchester, NY 10598
 Phone: (914) 941-1100


THE SUMMIT AT FOLD FIELDS
 CONDOMINIUM
 BUILDING 7
 40000 SOUTH AVENUE





BUILDING #8



SANAK WILSON & LINGCO, INC.
ARCHITECTS



THE SQUARE AT FORD YARDS
CONDOMINIUM
BUILDING #8
ATTORNEY: DAVID L. HOFFMAN



5

CONSENT AND SUBORDINATION 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 at Mortgage Book 5708, Page 564 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 Recorder of Jefferson County, Kentucky, and further subjects and subordinates the above-described mortgage to the provisions of the foregoing Declaration with attached exhibits.

The Fifth Third Bank, an Ohio banking corporation, by its authorized officer, has caused the execution of this Consent this 8 day of OCTOBER, 2002.

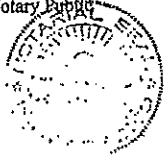
THE FIFTH THIRD BANK,
an Ohio banking corporation

By: [Signature]
Name: MARK A. CAESAR
Title: VIC PRESIDENT

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 8 day of OCTOBER, 2002, by MARK A. CAESAR, as VIC PRESIDENT of The Fifth Third Bank, an Ohio banking corporation, on behalf of the corporation.

[Signature]
Notary Public



DONNA M. BETSCH
Notary Public, State of Ohio
Commission Expires Dec 12, 2004

This instrument prepared by:

[Signature]
Jody T. Klekamp, Esq./Joseph L. Trauth, Jr., Esq.
KEATING, MUEHNING & KLEKAMP, P.L.L.
1400 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6400

CONSENT AND SUBORDINATION OF MORTGAGEE

Hills Financial Group, A Limited Partnership, an Ohio limited partnership and the holder of a mortgage deed to the premises recorded in the Official Records of Jefferson County, Kentucky at Mortgage Book 5708, Page 577 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 Recorder of Jefferson County, Kentucky, and further subjects and subordinates the above-described mortgage to the provisions of the foregoing Declaration with attached exhibits.

Hills Financial Group, A Limited Partnership, by its authorized partner, has caused the execution of this Consent this 4 day of October, 2002.

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

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

By: [Signature]
Name: Jan Guttman
Title: Vice President

STATE OF OHIO)
: SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 4 day of October, 2002, by Jan Guttman, as Vice President of Hills Developers, Inc., an Ohio corporation, as 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, 2005

Wendy S. Bassman
Notary Public

WENDY S. BASSMAN
Notary Public - State of Ohio
My Commission Expires
June 19, 2005



1004077.1

CONDOMINIUM
OR
APT. OWNERSHIP
BOOK 91 PAGE 15
FILE NO 1531

Document No. 182902183484
Logged by: hoyburn
Recorded On: 10/11/2002 11:45:13
Total Fees 40.00
Transfer Tax .00
County Clerk: Bobbie Holcclaw-JEFF CO KY
Deputy Clerk: SHERID

END OF DOCUMENT

THIRD AMENDMENT TO DECLARATION OF MASTER DEED
(PHASE 4)

FOR

THE SUMMIT AT POLO FIELDS 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 The Summit at Polo Fields Condominium (Phase 1), recorded in Deed Book 7839, Page 284 of the Jefferson County, Kentucky Clerk records, as amended by the First Amendment to Declaration of Master Deed for The Summit at Polo Fields Condominium (Phase 2) recorded in Deed Book 7873, Page 963 of the Jefferson County, Kentucky Clerk records and as amended by the Second Amendment to Declaration of Master Deed for The Summit at Polo Fields Condominium (Phase 3) recorded in Deed Book 7978, Page 934 of the Jefferson County, Kentucky Clerk records (collectively, the "Declaration"), the Floor Plans for which are recorded in A.O.B. Book 86, Pages 28-30 (Phase 1), in A.O.B. Book 87, Pages 30-32 (Phase 2) and in A.O.B. Book 91, Pages 1-5 (Phase 3), 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 D-1 through D-11 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 4 in Exhibit B to the Declaration into a new tract which will be known as "Phase 4"; and

D. That Declarant desires to submit Phase 4 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 4, 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 4 in Exhibit A hereto, a legal description for Parcel 5 which is described in Exhibit B attached hereto and made a part hereof, for which Parcel 5 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 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 D-12 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 Section 2.1 thereof and by inserting in place thereof the following:

"The Condominium Property consists of thirty-six (36) Condominium Units in nine (9) separate buildings."

4. Declarant further hereby amends the Declaration by adding thereto the floor plans attached hereto and marked as Exhibits D-12 through D-13 to show the location, together with the particulars of the buildings situated on Phase 4 as described on the Site Plan; the layout, location, unit numbers and dimensions of the Units; and the Common Areas and Limited Common Areas located on Phase 4. These floor plans were prepared by and bear the certified statement of Steven L. Burch, P.S., registered land surveyor and David J. Sedler, 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 4 described in Exhibit A attached hereto. Phase 4 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 5.

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 5 described on Exhibit B.

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 19 day of November, 2002.

HILLS COMMUNITIES, INC.,
an Ohio corporation

By: *Ian Guttman*
Name: Ian Guttman
Title: Vice President

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 19 day of November, 2002 by Ian Guttman, as Vice President of HILLS COMMUNITIES, INC., an Ohio corporation, on behalf of the corporation.



WENDY S. BASSMAN *Wendy S. Bassman*
Notary Public - State of Ohio Notary Public
My Commission Expires
June 19, 2005

This Instrument Prepared By:

Joseph L. Trauth, Jr.
Joseph L. Trauth, Jr., Esq./ Jody T. Klekamp, Esq.
Keating, Muething & Klekamp, P.L.L.
1400 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

LEGAL DESCRIPTION

Phase 4

The Summit at Polo Fields

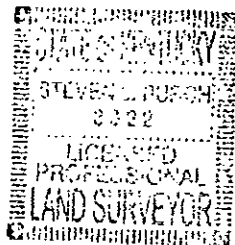
October 30, 2002

Job No: 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows:

Unless stated otherwise, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S.L. Burch, L.S. 3022". All bearings stated herein are in reference to The Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein.

Beginning at a point in the northeast corner of a tract conveyed to Margaret M. Kleinert as recorded in Deed Book 6482, Page 558 in the aforementioned clerk's office; thence leaving the northeast corner of Kleinert and along the east line of a tract conveyed to GC Development, Inc. as recorded in Deed Book 6238, Page 797 North 30°16'49" East, 149.54 feet to the true point of beginning; thence continuing with the east line of GC Development, Inc. North 30°16'49" East, 166.11 to a pin in the west right-of-way line of Taunton Vale Road; thence with the west right-of-way line of Taunton Vale Road with an arc of a curve to the left having a radius of 405.26 feet and a chord of South 43°12'44" East, 110.41 feet to a pin and cap; thence South 51°02'29" East, 112.70 feet to a pin and cap; thence with an arc of a curve to the right having a radius of 145.00 feet and a chord of South 30°35'34" East, 101.32 feet to a point; thence leaving the west right-of-way line of Taunton Vale Road South 79°51'20" West, 68.69 feet to a point; thence with the arc of a curve to the right having a radius of 100.00 feet and a chord of North 79°55'55" West, 69.10 feet to a point; thence North 59°43'10" West, 188.64 feet to the true point of beginning containing 0.818 acres and being part of the property conveyed to Hills Communities, Inc. by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky.



Steven L. Burch

Steven L. Burch
 Licensed Professional Land Surveyor 3022

Sabak, Wilson & Lingo, Inc.
 315 West Market Street
 Louisville, Kentucky 40202

EXHIBIT B



SABAK, WILSON & LINGO, INC.
ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS
315 WEST MARKET STREET • LOUISVILLE, KENTUCKY 40202
PHONE: 502-584-6271 • FAX 502-584-6292

LEGAL DESCRIPTION

Parcel 5

Additional Property

The Summit at Polo Fields

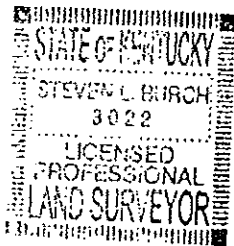
October 30, 2002

Job No: 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows:

Unless stated otherwise, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S.L. Burch, L.S. 3022". All bearings stated herein are in reference to The Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein.

Beginning at a point in the northeast corner of a tract conveyed to Margaret M. Kleinert as recorded in Deed Book 6482, Page 558 in the aforementioned clerk's office; thence leaving the northeast corner of Kleinert and along the east line of a tract conveyed to GC Development, Inc. as recorded in Deed Book 6238, Page 797 North 30°16'49" East, 149.54 feet to a point thence South 59°43'10" East, 142.03 feet to a point; thence South 38°57'36" West, 169.26 feet to a point in the north line of Kleinert aforementioned; thence with the north line of Kleinert North 51°02'24" West, 117.84 feet to the point of beginning containing 0.473 acres and being part of the property conveyed to Hills Communities, Inc. by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky.

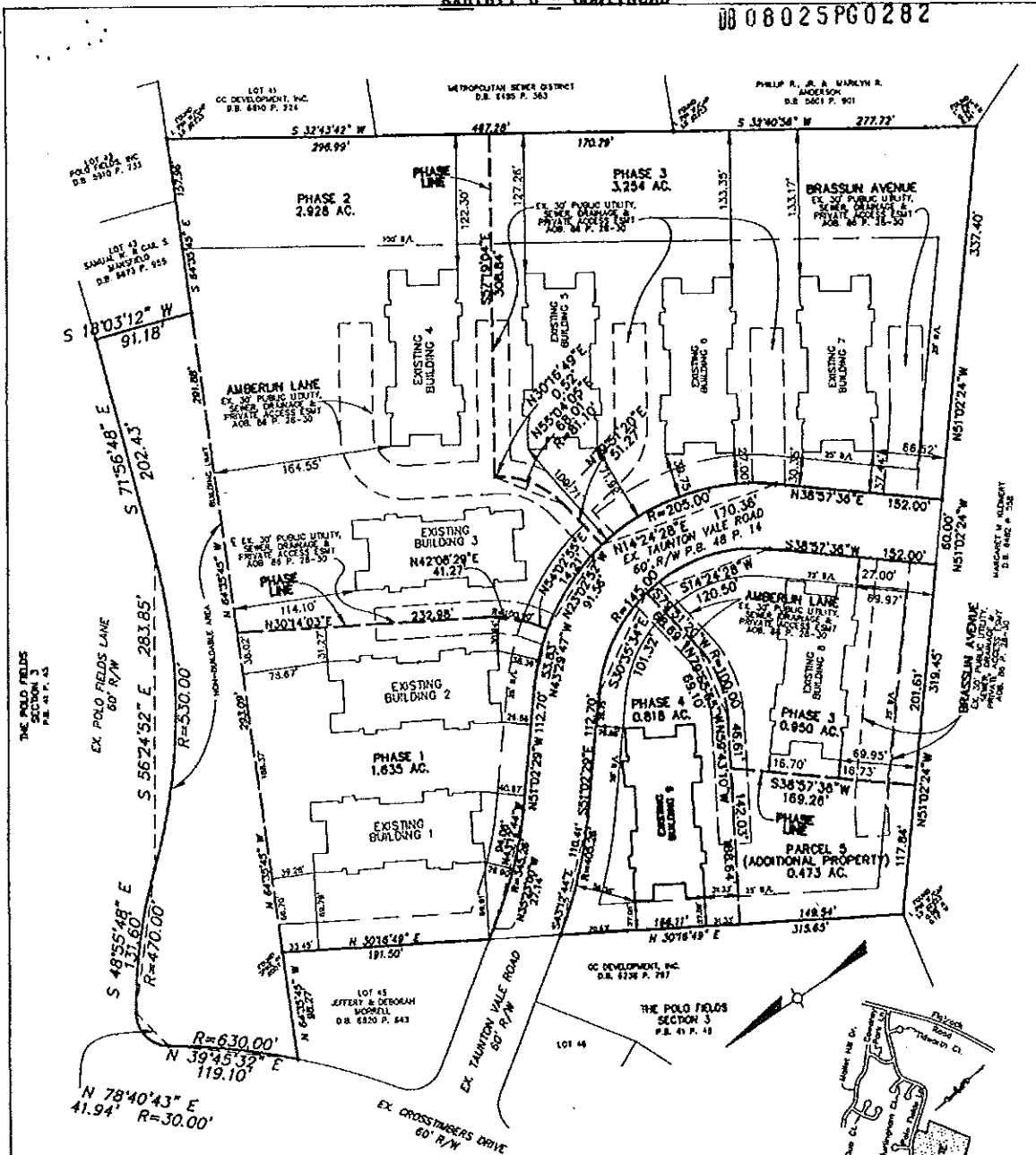


Steven L. Burch

Steven L. Burch
Licensed Professional Land Surveyor 3022

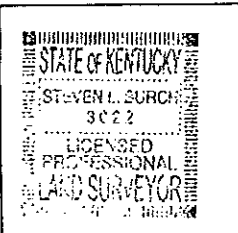
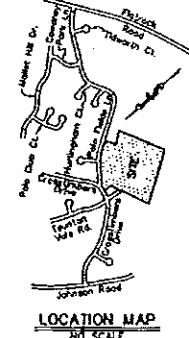
Sabak, Wilson & Lingo, Inc.
315 West Market Street
Louisville, Kentucky 40202

00 08025PG0282



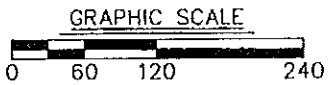
--- PHASE LINE
 NOT A PROPERTY LINE
 ○ #5 REBAR SET WITH PLASTIC CAP STAMPED SL BURCH LS 3022 UNLESS OTHERWISE NOTED

NOTES:
 1. THIS EXHIBIT IS SUBJECT TO EASEMENTS AND RESTRICTIONS OF RECORD.
 2. BEARING DATUM FOR THIS EXHIBIT WAS BASED ON THE RECORD PLAT FOR THE POLO FIELDS, SECTION 3 AS RECORDED IN P.B. 41, P. 45.
 3. THIS SURVEY IS A CLASS "A" SURVEY AND THE ACCURACY AND PRECISION OF SAID SURVEY MEETS ALL THE SPECIFICATIONS OF THIS CLASS.



LAND SURVEYOR'S CERTIFICATE
 I hereby certify that the survey for this plat was made under my supervision and that the angular and linear measurements shown thereon are correct to the best of my knowledge and belief. This survey and plat meets or exceeds the minimum standards of governing authorities.

Steven L. Burch 11/12/02
 Land Surveyor License No. 3022 Date



PHASE 4 EXHIBIT
 OWNER: HILLS COMMUNITIES, INC.
 4901 HUNT ROAD, SUITE 300
 CINCINNATI, OHIO 45242
 TAX BLOCK 25, TAX LOT 275
 DEED BOOK 7554, PAGE 714

LOCATION: Taunton Vale Road
 Jefferson County, Kentucky
 DATE: 11-12-02 SCALE: 1"=120'
 JOB NO.: 2249-MP

SABAK, WILSON & LINGO INC.
 Engineers, Landscape Architects & Planners
 315 West Market Street
 Louisville, Kentucky 40202

EXHIBIT C

Unit No.	Unit Type	Level	Unit Location	Proposed Unit Floor Area*	% of Common Interest**
16605	Windsor	First	Back Right	1850	2.958%
16607	Sussex	First	Back Left	1625	2.598%
16609	Sussex	First	Front Left	1625	2.598%
16611	Windsor	First	Front Right	1850	2.958%
16613	Windsor	First	Back Right	1850	2.958%
16615	Sussex	First	Back Left	1625	2.598%
16617	Sussex	First	Front Left	1625	2.598%
16619	Windsor	First	Front Right	1850	2.958%
16621	Windsor	First	Back Right	1850	2.958%
16623	Sussex	First	Back Left	1625	2.598%
1414	Sussex	First	Front Left	1625	2.598%
1416	Windsor	First	Front Right	1850	2.958%
1413	Windsor	First	Front Right	1850	2.958%
1415	Sussex	First	Front Left	1625	2.598%
1417	Sussex	First	Back Left	1625	2.598%
1419	Windsor	First	Back Right	1850	2.958%
1405	Windsor	First	Front Right	1850	2.958%
1407	Sussex	First	Front Left	1625	2.598%
1409	Sussex	First	Back Left	1625	2.598%
1411	Windsor	First	Back Right	1850	2.958%
1401	Sussex	First	Back Left	1625	2.598%
1403	Windsor	First	Back Right	1850	2.958%
16701	Sussex	First	Front Left	1625	2.598%
16703	Windsor	First	Front Right	1850	2.958%
1400	Sussex	First	Front Left	1625	2.598%
1402	Windsor	First	Front Right	1850	2.958%
16705	Windsor	First	Back Right	1850	2.958%

Unit No.	Unit Type	Level	Unit Location	Proposed Floor Area	% of Common Interest**
16707	Sussex	First	Back Left	1625	2.598%
1302	Windsor	First	Front Right	1850	2.958%
1303	Windsor	First	Back Right	1850	2.958%
1304	Sussex	First	Front Left	1625	2.596%
1305	Sussex	First	Back Left	1625	2.596%
1300	Windsor	First	Front Right	1850	2.958%
1302	Sussex	First	Front Left	1625	2.596%
16606	Windsor	First	Back Right	1850	2.958%
16608	Sussex	First	Back Left	1625	2.596%
TOTAL:				62550	100.00%

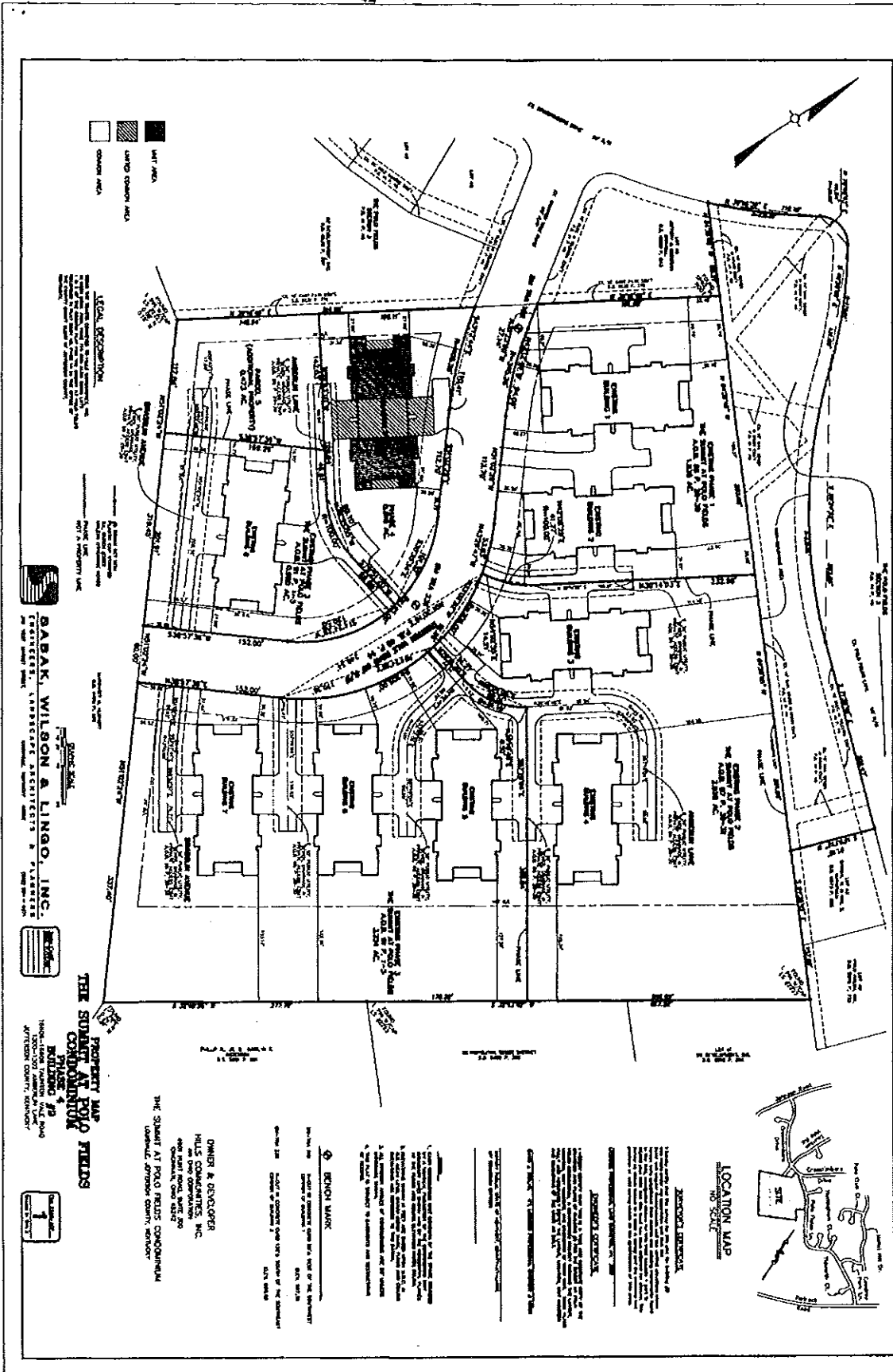
*The Proposed Floor Area of a Unit is measured from the interior surface of the walls of the Unit and the interior surface of the ceiling and floor of the Unit.

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

08 08025PG0285

EXHIBIT D

[DRAWINGS]



LEGAL DESCRIPTION:
 A certain portion of the land described in the plat of 'THE SHAWNEE AT POLO FIELDS CONDOMINIUM' as shown on the attached plat of 'THE SHAWNEE AT POLO FIELDS CONDOMINIUM' and as more fully described in the plat of 'THE SHAWNEE AT POLO FIELDS CONDOMINIUM' and as more fully described in the plat of 'THE SHAWNEE AT POLO FIELDS CONDOMINIUM' and as more fully described in the plat of 'THE SHAWNEE AT POLO FIELDS CONDOMINIUM'.

SABAK WILSON & LINGO, INC.
 ARCHITECTS
 1000 W. 10TH STREET, SUITE 100
 DENVER, CO 80202
 PHONE: (303) 733-1111
 FAX: (303) 733-1112
 WWW: SWLINC.COM

PROPERTY MAP
THE SHAWNEE AT POLO FIELDS CONDOMINIUM
 BUILDING # 28
 PHASE 4
 1000 W. 10TH STREET, SUITE 100
 DENVER, CO 80202
 PHONE: (303) 733-1111
 FAX: (303) 733-1112
 WWW: SWLINC.COM

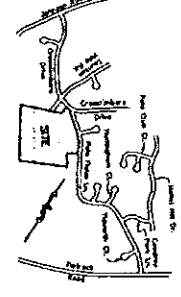
OWNER & DEVELOPER:
 HILLS CONDOMINIUMS, INC.
 AN OREGON CORPORATION
 4800 LAUREL ROAD, SUITE 200
 PORTLAND, OREGON 97207
 (503) 253-1111
 WWW: HILLSCONDOMINIUMS.COM

GENERAL NOTES:

1. THIS PLAN IS THE PROPERTY OF THE ARCHITECT AND IS TO BE USED ONLY FOR THE PROJECT AND SITE SPECIFICALLY IDENTIFIED HEREON. IT IS NOT TO BE REPRODUCED, COPIED, OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF THE ARCHITECT.
2. THE ARCHITECT HAS CONDUCTED A VISUAL SURVEY OF THE SITE AND HAS OBSERVED THE EXISTING CONDITIONS. THE ARCHITECT HAS NOT CONDUCTED A SURVEY OF THE SITE AND HAS NOT OBSERVED THE EXISTING CONDITIONS. THE ARCHITECT HAS NOT CONDUCTED A SURVEY OF THE SITE AND HAS NOT OBSERVED THE EXISTING CONDITIONS.
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6. THE ARCHITECT HAS CONDUCTED A VISUAL SURVEY OF THE SITE AND HAS OBSERVED THE EXISTING CONDITIONS. THE ARCHITECT HAS NOT CONDUCTED A SURVEY OF THE SITE AND HAS NOT OBSERVED THE EXISTING CONDITIONS. THE ARCHITECT HAS NOT CONDUCTED A SURVEY OF THE SITE AND HAS NOT OBSERVED THE EXISTING CONDITIONS.
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9. THE ARCHITECT HAS CONDUCTED A VISUAL SURVEY OF THE SITE AND HAS OBSERVED THE EXISTING CONDITIONS. THE ARCHITECT HAS NOT CONDUCTED A SURVEY OF THE SITE AND HAS NOT OBSERVED THE EXISTING CONDITIONS. THE ARCHITECT HAS NOT CONDUCTED A SURVEY OF THE SITE AND HAS NOT OBSERVED THE EXISTING CONDITIONS.
10. THE ARCHITECT HAS CONDUCTED A VISUAL SURVEY OF THE SITE AND HAS OBSERVED THE EXISTING CONDITIONS. THE ARCHITECT HAS NOT CONDUCTED A SURVEY OF THE SITE AND HAS NOT OBSERVED THE EXISTING CONDITIONS. THE ARCHITECT HAS NOT CONDUCTED A SURVEY OF THE SITE AND HAS NOT OBSERVED THE EXISTING CONDITIONS.

REVISION MARK:

NO. 1: CORRECTED PER CITY OF DENVER
 DATE: 1/11/2011



LOCATION MAP
 NO. 2011



CONSENT AND SUBORDINATION OF MORTGAGEE

Hills Financial Group, A Limited Partnership, an Ohio limited partnership and the holder of a mortgage deed to the premises recorded in the Official Records of Jefferson County, Kentucky at Mortgage Book 5708, Page 577 hereby consents to the execution and delivery of the foregoing Third Amendment to Declaration of Master Deed, with exhibits thereto (the "Declaration"), and to the filing thereof, in the office of the County Recorder of Jefferson County, Kentucky, and further subjects and subordinates 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 authorized partner, has caused the execution of this Consent this 19 day of November, 2002.

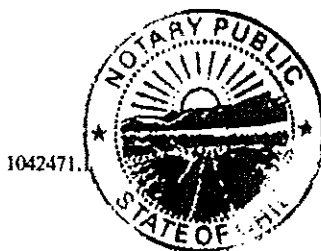
HILLS FINANCIAL GROUP, A LIMITED PARTNERSHIP, an Ohio limited partnership

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

By: *Ian Guttman*
Name: Ian Guttman
Title: Vice President

STATE OF OHIO)
: SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 19 day of November, 2002, by Ian Guttman, as Vice President of Hills Developers, Inc., an Ohio corporation, as 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 18, 2005

Wendy S. Bassman
Notary Public

Document No.: IM2002237726
Lodged By: HEYBURN
Recorded On: 12/12/2002 12:30:39
Total Fees: 32.00
Transfer Tax: .00
County Clerk: Bobbie Holclem-JEFF CO KY
Deputy Clerk: EWEAY

... OF BOOK ...

FOURTH AMENDMENT TO DECLARATION OF MASTER DEED
(PHASE 5)

FOR

THE SUMMIT AT POLO FIELDS 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 The Summit at Polo Fields Condominium (Phase 1), recorded in Deed Book 7839, Page 284 of the Jefferson County, Kentucky Clerk records, as amended by the First Amendment to Declaration of Master Deed for The Summit at Polo Fields Condominium (Phase 2) recorded in Deed Book 7873, Page 963 of the Jefferson County, Kentucky Clerk records, as amended by the Second Amendment to Declaration of Master Deed for The Summit at Polo Fields Condominium (Phase 3) recorded in Deed Book 7978, Page 934 of the Jefferson County, Kentucky Clerk records and as amended by the Third Amendment to Declaration of Master Deed for The Summit at Polo Fields Condominium (Phase 4) recorded at Deed Book 8025, Page 277 of the Jefferson County, Kentucky Clerk records (collectively, the "Declaration"), the Floor Plans for which are recorded in A.O.B. Book 86, Pages 28-30 (Phase 1), in A.O.B. Book 87, Pages 30-32 (Phase 2), in A.O.B. Book 91, Pages 1-5 (Phase 3) and in A.O.B. Book 91, Pages 20-21 (Phase 4), 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 D-1 through D-13 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 all the property presently described as Parcel 5 in Exhibit B to the Declaration into a new tract which will be known as "Phase 5"; and

D. That Declarant desires to submit Phase 5 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 5, together with all improvements constructed thereon, a part of the Condominium Property.

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 in Exhibit A hereto, together with all buildings, structures, improvements and other permanent fixtures of whatsoever kind situated

- 2 -

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 D-14 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 Section 2.1 thereof and by inserting in place thereof the following:

“The Condominium Property consists of thirty-eight (38) Condominium Units in ten (10) separate buildings.”

4. Declarant further hereby amends the Declaration by adding thereto the floor plans attached hereto and marked as Exhibits D-14 through D-15 to show the location, together with the particulars of the buildings situated on Phase 5 as described on the Site Plan; the layout, location, unit numbers and dimensions of the Units; and the Common Areas and Limited Common Areas located on Phase 5. These floor plans were prepared by and bear the certified statement of Steven L. Burch, P.S., registered land surveyor and David J. Sedler, 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 5 described in Exhibit A attached hereto. Phase 5 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 deleting all references to Exhibit B and all references to the Additional Property.

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

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 17 day of January, 2003.

HILLS COMMUNITIES, INC.,
an Ohio corporation

By: *Ian Guttman*
Name: Ian Guttman
Title: Vice President

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 17 day of January, 2003 by Ian Guttman, as Vice President of HILLS COMMUNITIES, INC., an Ohio corporation, on behalf of the corporation.

Wendy A. Bassman
Notary Public

This Instrument Prepared By:

Joseph L. Trauth, Jr. / Jody T. Klekamp
Joseph L. Trauth, Jr., Esq./ Jody T. Klekamp, Esq.
Keating, Muething & Klekamp, P.L.L.
1400 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6400



WENDY S. BASSMAN
Notary Public - State of Ohio
My Commission Expires
June 19, 2005



SABAK, WILSON & LINGO, INC.

ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS

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

LEGAL DESCRIPTION

Phase 5

The Summit at Polo Fields

November 22, 2002

Job No: 2249-AOP

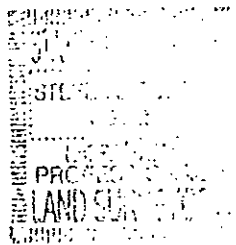
A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows:

Unless stated otherwise, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S.L. Burch, L.S. 3022". All bearings stated herein are in reference to The Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein.

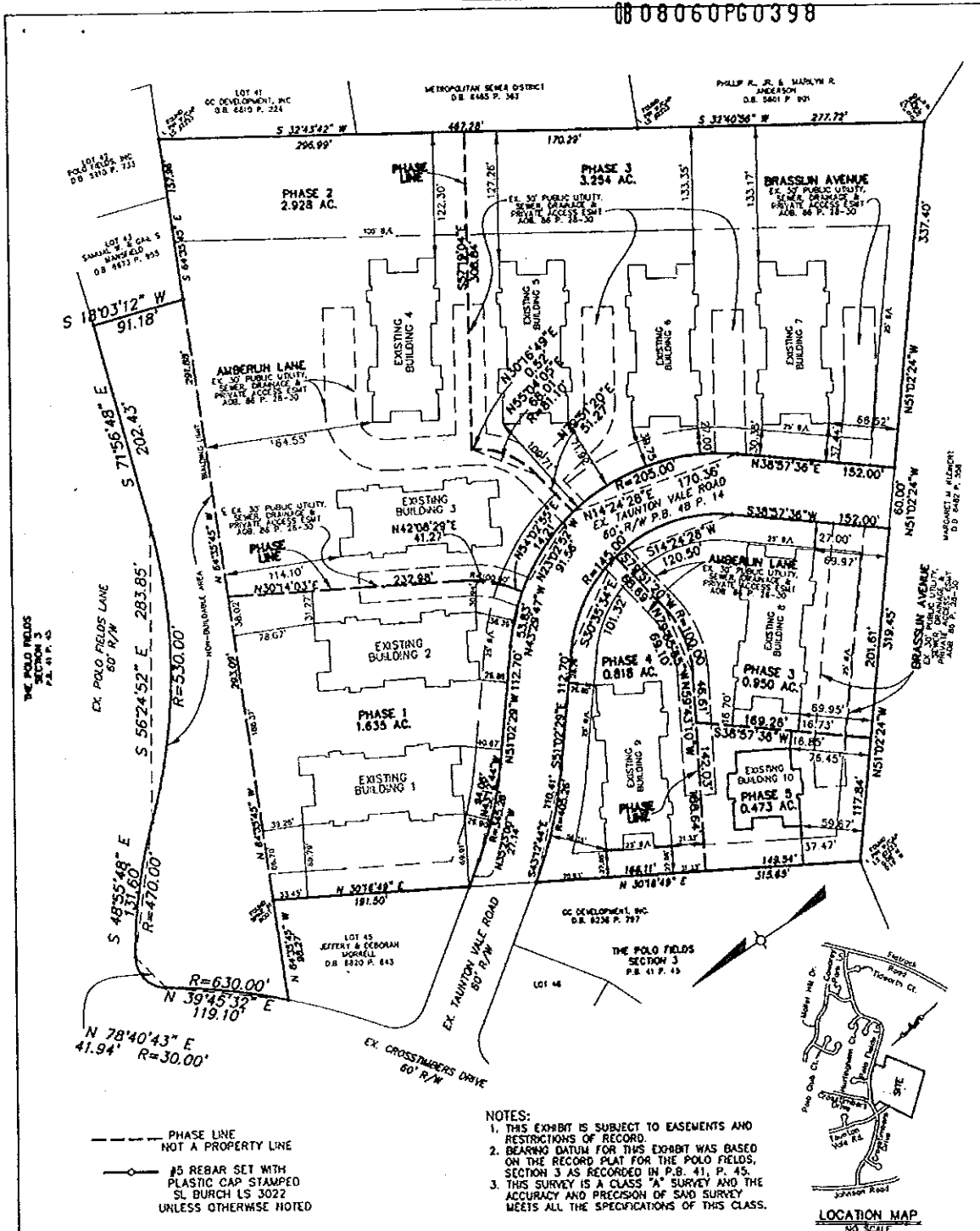
Beginning at a point in the northeast corner of a tract conveyed to Margaret M. Kleinert as recorded in Deed Book 6482, Page 558 in the aforementioned clerk's office; thence leaving the northeast corner of Kleinert and along the east line of a tract conveyed to GC Development, Inc. as recorded in Deed Book 6238, Page 797 North 30°16'49" East, 149.54 feet to a point thence South 59°43'10" East, 142.03 feet to a point; thence South 38°57'36" West, 169.26 feet to a point in the north line of Kleinert aforementioned; thence with the north line of Kleinert North 51°02'24" West, 117.84 feet to the point of beginning containing 0.473 acres and being part of the property conveyed to Hills Communities, Inc. by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky.

Steven L. Burch
Licensed Professional Land Surveyor 3022

Sabak, Wilson & Lingo, Inc.
315 West Market Street
Louisville, Kentucky 40202



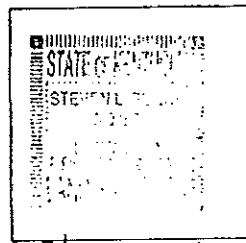
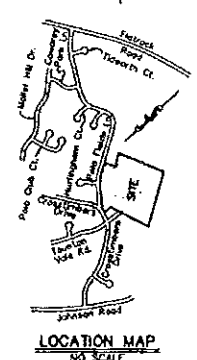
0808060PG0398



--- PHASE LINE
NOT A PROPERTY LINE

○ #5 REBAR SET WITH
PLASTIC CAP STAMPED
SL BURCH LS 3022
UNLESS OTHERWISE NOTED

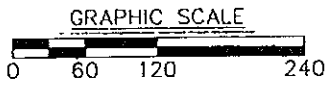
- NOTES:
1. THIS EXHIBIT IS SUBJECT TO EASEMENTS AND RESTRICTIONS OF RECORD.
 2. BEARING DATUM FOR THIS EXHIBIT WAS BASED ON THE RECORD PLAT FOR THE POLO FIELDS, SECTION 3 AS RECORDED IN P.B. 41, P. 45.
 3. THIS SURVEY IS A CLASS "A" SURVEY AND THE ACCURACY AND PRECISION OF SAID SURVEY MEETS ALL THE SPECIFICATIONS OF THIS CLASS.



LAND SURVEYOR'S CERTIFICATE

I hereby certify that the survey for this plat was made under my supervision and that the angular and linear measurements shown thereon are correct to the best of my knowledge and belief. This survey and plot meets or exceeds the minimum standards of governing authorities.

Steven L. Burch 11/22/02
Land Surveyor License No. 3022 Date



PHASE 5 EXHIBIT

OWNER: HILLS COMMUNITIES, INC.
4901 HUNT ROAD, SUITE 300
CINCINNATI, OHIO 45242
TAX BLOCK 25, TAX LOT 275
DEED BOOK 7554, PAGE 714

LOCATION: Taunton Vale Road
Jefferson County, Kentucky

DATE: 11-22-02 SCALE: 1"=120'
JOB NO.: 2249-MP

SABAK, WILSON & LINGO INC.
Engineers, Landscape Architects & Planners
315 West Market Street
Louisville, Kentucky 40202

EXHIBIT C

Unit No.	Unit Type	Level	Unit Location	Proposed Unit Floor Area*	% of Common Interest**
16605	Windsor	First	Back Right	1850	2.792%
16607	Sussex	First	Back Left	1625	2.453%
16609	Sussex	First	Front Left	1625	2.453%
16611	Windsor	First	Front Right	1850	2.792%
16613	Windsor	First	Back Right	1850	2.792%
16615	Sussex	First	Back Left	1625	2.453%
16617	Sussex	First	Front Left	1625	2.453%
16619	Windsor	First	Front Right	1850	2.792%
16621	Windsor	First	Back Right	1850	2.792%
16623	Sussex	First	Back Left	1625	2.453%
1414	Sussex	First	Front Left	1625	2.453%
1416	Windsor	First	Front Right	1850	2.792%
1413	Windsor	First	Front Right	1850	2.792%
1415	Sussex	First	Front Left	1625	2.453%
1417	Sussex	First	Back Left	1625	2.453%
1419	Windsor	First	Back Right	1850	2.792%
1405	Windsor	First	Front Right	1850	2.792%
1407	Sussex	First	Front Left	1625	2.453%
1409	Sussex	First	Back Left	1625	2.453%
1411	Windsor	First	Back Right	1850	2.792%
1401	Sussex	First	Back Left	1625	2.453%
1403	Windsor	First	Back Right	1850	2.792%
16701	Sussex	First	Front Left	1625	2.453%
16703	Windsor	First	Front Right	1850	2.792%
1400	Sussex	First	Front Left	1625	2.453%
1402	Windsor	First	Front Right	1850	2.792%
16705	Windsor	First	Back Right	1850	2.792%

Unit No.	Unit Type	Level			Common Interest
16707	Sussex	First	Back Left	1625	2.453%
1302	Windsor	First	Front Right	1850	2.792%
1303	Windsor	First	Back Right	1850	2.792%
1304	Sussex	First	Front Left	1625	2.453%
1305	Sussex	First	Back Left	1625	2.453%
1300	Windsor	First	Front Right	1850	2.792%
1302	Sussex	First	Front Left	1625	2.453%
16606	Windsor	First	Back Right	1850	2.794%
16608	Sussex	First	Back Left	1625	2.453%
1300	Windsor	First	Front	1850	2.794%
1301	Windsor	First	Back	1850	2.794%
TOTAL:				66250	100.00%

*The Proposed Floor Area of a Unit is measured from the interior surface of the walls of the Unit and the interior surface of the ceiling and floor of the Unit.

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

FIFTH AMENDMENT
TO
DECLARATION OF MASTER DEED
FOR
THE SUMMIT AT POLO FIELDS CONDOMINIUM

THIS FIFTH AMENDMENT TO DECLARATION OF MASTER DEED (this "Amendment") is made as of the 12 day of July, 2005 by HILLS COMMUNITIES, INC., an Ohio corporation ("Declarant").

1. RECITALS

1.1 Declarant recorded the Declaration of Master Deed (the "Original Declaration") for The Summit at Polo Fields Condominium (the "Condominium") in Deed Book 7839, Page 284 of the Jefferson County, Kentucky Clerk's records. The Floor Plans for Phase 1 of the Condominium were recorded at A.O.B. Book 86, Pages 28 through 30 of the Jefferson County, Kentucky Clerk's records.

1.2 Declarant has recorded the amendments to the Original Declaration listed below, together with the additional Floor Plans listed below, in the Jefferson County, Kentucky Clerk's records. The Original Declaration, together with the following amendments, are hereafter sometimes referred to as the "Declaration."

<u>Phase</u>	<u>Amendment</u>	<u>Recording Information</u>	<u>Additional Floor Plans</u>
2	First Amendment	Deed Book 7873, Page 963	A.O.B. Book 87, Pages 30-32
3	Second Amendment	Deed Book 7978, Page 934	A.O.B. Book 91, Pages 1-5
4	Third Amendment	Deed Book 8025, Page 277	A.O.B. Book 91, Pages 20-21
5	Fourth Amendment	Deed Book 8060, Page 394	A.O.B. Book 93, Pages 25-26

1.3 In Section 2.5 of the Original Declaration, Declarant reserved the right to add Units to the Condominium, so that the Condominium ultimately could include a maximum of 128 Units. Subsequent to recording the Original Declaration, Declarant added Units to the Condominium so that, as of the date the Fourth Amendment was recorded, the Condominium included a total of 38 Units.

1.4 Declarant has no further plans to add more Units to the Condominium, and the Property Valuation Administrator of Jefferson County, Kentucky has requested that Declarant execute and record this Amendment to confirm that no more Units will be added to the Condominium.

2. DEFINITIONS

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

3. AMENDMENT

Declarant waives, as of the date that the Fourth Amendment was recorded, any additional rights Declarant may have to add additional Units to the Condominium pursuant to Section 2.5 of the Original Declaration. Development of the Condominium was completed as of such date, Declarant has turned over control of the Board of Directors of the Madison Park Council of Co-Owners, Inc. to the Unit Owners, and Declarant no longer owns any Units in the Condominium.

4. RATIFICATION

Except as set forth herein, no changes or revisions are effected in the Declaration. The Declaration 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 COMMUNITIES, INC.

By: *Ian Guttman*
Ian Guttman, Vice President

STATE OF OHIO, COUNTY OF HAMILTON) ss:

The foregoing instrument was acknowledged before me this 12 day of July, 2005 by Ian Guttman, the Vice President of HILLS COMMUNITIES, INC., an Ohio corporation, on behalf of the corporation.



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

Wendy S. Bassman
Notary Public
My Commission Expires: June 19, 2010

This instrument was acknowledged by me as the undersigned:
Sandra L. Nunn
Sandra L. Nunn, Esq.
FROST BROWN TODD LLC
201 East Fifth Street, Suite 2200
Cincinnati, OH 45202

CinLibrary/1523167.1

END OF DOCUMENT

Document No.: DN2005112652
Lodged By: frost brown todd
Recorded On: 07/13/2005 02:54:44
Total Fees: 12.00
Transfer Tax: .00
County Clerks: BOBBIE HOLSCRAW-JEFF CO KY
Deputy Clerk: CARHAR

**SIXTH AMENDMENT
TO
DECLARATION OF MASTER DEED
FOR
THE SUMMIT AT POLO FIELDS CONDOMINIUM**

THIS SIXTH AMENDMENT TO DECLARATION OF MASTER DEED (this "Amendment") is made as of the 2 day of November, 2005 by HILLS COMMUNITIES, INC., an Ohio corporation ("Declarant").

1. RECITALS

1.1 Declarant recorded the Declaration of Master Deed (the "Original Declaration") for The Summit at Polo Fields Condominium (the "Condominium") in Deed Book 7839, Page 284 of the Jefferson County, Kentucky Clerk's records. The Floor Plans for Phase 1 of the Condominium were recorded at A.O.B. Book 86, Pages 28 through 30 of the Jefferson County, Kentucky Clerk's records.

1.2 Declarant has recorded the amendments to the Original Declaration listed below, together with the additional Floor Plans listed below, in the Jefferson County, Kentucky Clerk's records. The Original Declaration, together with the following amendments, are hereafter sometimes referred to as the "Declaration."

<u>Phase</u>	<u>Amendment</u>	<u>Recording Information</u>	<u>Additional Floor Plans</u>
2	First Amendment	Deed Book 7873, Page 963	A.O.B. Book 87, Pages 30-32
3	Second Amendment	Deed Book 7978, Page 934	A.O.B. Book 91, Pages 1-5
4	Third Amendment	Deed Book 8025, Page 277	A.O.B. Book 91, Pages 20-21
5	Fourth Amendment	Deed Book 8060, Page 394	A.O.B. Book 93, Pages 25-26
---	Fifth Amendment	Deed Book 8656, Page 909	---

1.3 In Section 2.5 of the Original Declaration, Declarant reserved the right to add certain real property to the Condominium, as described in Exhibit B to the Original Declaration.

1.4 Although Declarant has no further plans to add more Units to the Condominium and the Fifth Amendment to the Original Declaration so states, the real property described on attached Exhibit A, which was part of the real property described in Exhibit B to the Original Declaration, inadvertently was never added to the Condominium.

1.5 This Amendment is being recorded to add the real property described on attached Exhibit A to the Condominium as part of the Common Elements of the Condominium.

2. DEFINITIONS

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

3. AMENDMENT

The real property described on attached Exhibit A is hereby added to the Condominium as Common Elements. As indicated on the drawings attached to the Original Declaration and the various Amendments thereto, this real property is non-buildable.

4. RATIFICATION

Except as set forth herein, no changes or revisions are effected in the Declaration. The Declaration 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 COMMUNITIES, INC.

By: [Signature]
Ian Guttman, Vice President

STATE OF OHIO, COUNTY OF HAMILTON) ss:

The foregoing instrument was acknowledged before me this 2 day of November, 2005 by Ian Guttman, the Vice President of HILLS COMMUNITIES, INC., an Ohio corporation, on behalf of the corporation.

[Signature]
Notary Public Nov. 24, 2008
My Commission Expires: 6/19/2010

This instrument prepared by:

[Signature]
Sandra L. Nunn, Esq.
FROST BROWN TODD LLC
201 East Fifth Street, Suite 2200
Cincinnati, OH 45202

CinLibrary/1561323.1



STEFANI M. FERNBACH
Notary Public, State of Ohio
My Commission Expires Nov. 24, 2008



SABAK, WILSON & LINGO, INC.
ENGINEERS, LANDSCAPE ARCHITECTS & PLANNERS
315 WEST MARKET STREET • LOUISVILLE, KENTUCKY 40202
PHONE 602-384-6371 FAX 602-384-6393

**LEGAL DESCRIPTION
ADDITION PROPERTY
The Summit at Polo Fields**

May 1, 2002

Job No 2249-AOP

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, more particularly described as follows

Unless otherwise stated, any monument referred to here as a "pin and cap" is set 5/8" diameter rebar, eighteen (18") in length, with a yellow plastic cap stamped "S L Burch, L S 3022" All bearings stated herein are in reference to the Polo Fields, Section 3 as recorded in Plat Book 41, Page 45 in the office of the County Court Clerk of Jefferson County, Kentucky and described herein

Being Lot 44 as recorded on the Plat for The Polo Fields, Section 3, Plat Book 41, page 45 in the Office of the Clerk of Jefferson County, Kentucky and being more particularly described as follows

Beginning at a point in the southeast right-of-way line of Crosstembers Drive and the northern most corner of Lot 45, Polo Fields, Section 3, as recorded in Plat Book 41, Page 45, in the aforesaid Clerk's office, thence along said right-of-way line following a curve to the left having a radius of 630 00 feet and a chord of North 39°45'32" East, 119 10 feet, thence following a curve to the right having a radius of 30 00 feet and a chord of North 78°40'43" East, 41 94 feet, thence with the south right-of-way line of Polo Fields Lane following a curve to the right having a radius of 470 00 feet and a chord of South 48°55'48" East, 131 60 feet, thence following a curve to the left having a radius of 530 00 feet and a chord of South 56°24'52" East, 283 85 feet, thence South 71°56'48" East, 202 43 feet, thence South 18°03'12" West, 91 18 feet, thence North 64°35'45" West, 683 24 feet to the point of beginning, containing 1 336 acres and being a part of the property conveyed to Hills Communities, Inc., by deed dated December 4, 2000, which is of record in Deed Book 7554, Page 714 in the office of the County Court Clerk of Jefferson County, Kentucky



Steven L. Burch

Steven L. Burch
Licensed Professional Land Surveyor 3022
Sabak, Wilson & Lingo, Inc
315 West Market Street
Louisville, Kentucky 40202

Document No.: DN2885190616
Lodged By: FROST BROWN TODD
Recorded On: 11/18/2005 09:59:42
Total Fees: 12.00
County Clerk: BOBBIE HOLSCLOW-JEFF CO KY
Deputy Clerk: TERHIG

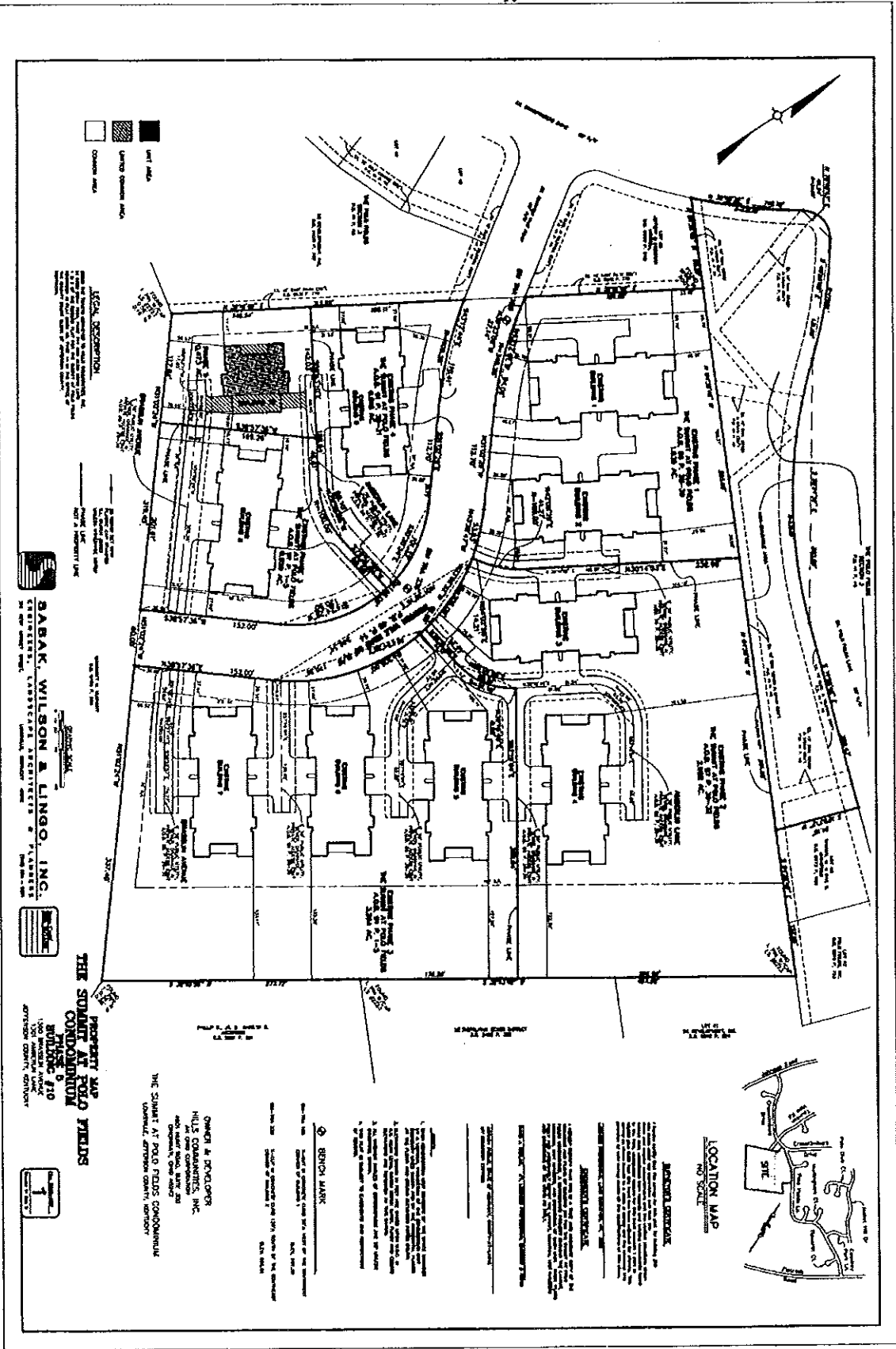
PATRICK R. DOMINIK, Landscape Architect • JOHN D. WILSON, Civil-Mechanical Engineer
DAVID J. SEDLAR, Civil Engineer • DENNIS L. KRALLS, Land Surveyor

END OF DOCUMENT

DB 08060PG0401

EXHIBIT D

[DRAWINGS]



UNIT AREA
 COMMON AREA
 LIMITED COMMON AREA

LEGAL DESCRIPTION:
 THE STABLE AT POLO FIELDS CONDOMINIUM, INC. is a limited liability company organized under the laws of the State of New York, and is the owner of the property described in the attached plat, and is the owner of the property described in the attached plat, and is the owner of the property described in the attached plat.

SABAK, WILSON & LINGO, INC.
 ARCHITECTS
 100 WEST 42ND STREET, SUITE 1000
 NEW YORK, NY 10018-3601
 TEL: (212) 850-1000
 FAX: (212) 850-1001

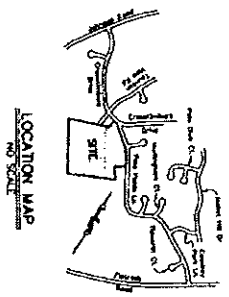


PROPERTY MAP
THE STABLE AT POLO FIELDS CONDOMINIUM
 PLAT NO. 1
 100 WEST 42ND STREET, SUITE 1000
 NEW YORK, NY 10018-3601
 TEL: (212) 850-1000
 FAX: (212) 850-1001



OWNER & DEVELOPER:
HILLS COMMUNITIES, INC.
 100 WEST 42ND STREET, SUITE 1000
 NEW YORK, NY 10018-3601
 TEL: (212) 850-1000
 FAX: (212) 850-1001

LEGEND:
 1. UNIT AREA
 2. COMMON AREA
 3. LIMITED COMMON AREA
 4. SERVICE AREA
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 100. SERVICE AREA



LOCATION MAP NO SCALE

CONSENT AND SUBORDINATION OF MORTGAGEE

Hills Financial Group, A Limited Partnership, an Ohio limited partnership and the holder of a mortgage deed to the premises recorded in the Official Records of Jefferson County, Kentucky at Mortgage Book 5708, Page 577 hereby consents to the execution and delivery of the foregoing Fourth Amendment to Declaration of Master Deed, with exhibits thereto (the "Declaration"), and to the filing thereof, in the office of the County Recorder of Jefferson County, Kentucky, and further subjects and subordinates 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 authorized partner, has caused the execution of this Consent this 17 day of January, 2003.

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

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

By: *Ian Guttman*
Name: Ian Guttman
Title: Vice President

STATE OF OHIO)

: SS:

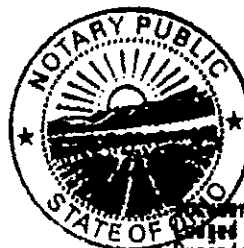
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 17 day of January, 2003, by Ian Guttman, as Vice President of Hills Developers, Inc., an Ohio corporation, as 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

1058130.1

CONDOMINIUM
OR
APT. OWNERSHIP
BOOK 93 PAGE 25-26
FILE NO. 1580



WENDY S. BASSMAN
Notary Public - State of Ohio
My Commission Expires
June 19, 2005

Document No.: DM2003023077
Logged By: HEYBURN & JONES
Recorded On: 01/31/2003 02:52:22
Total Fees: 30.00
Transfer Tax: .00
County Clerk: Bobbie Holsclaw-JEFF CD KY
Deputy Clerk: EVENAY

END OF DOCUMENT

CONSENT AND SUBORDINATION 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 at Mortgage Book 5708, Page 564 hereby consents to the execution and delivery of the foregoing Fourth Amendment to Declaration of Master Deed, with exhibits thereto (the "Declaration"), and to the filing thereof, in the office of the County Recorder of Jefferson County, Kentucky, and further subjects and subordinates the above-described mortgage to the provisions of the foregoing Declaration with attached exhibits.

IN WITNESS WHEREOF, The Fifth Third Bank, an Ohio banking corporation, by its authorized officer, has caused the execution of this Consent this 24 day of JANUARY, 2003.

THE FIFTH THIRD BANK,
an Ohio banking corporation

By: [Signature]
Name: MARK A. CAESAR
Title: VICE PRESIDENT

STATE OF OHIO)
 : ss:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 24 day of JANUARY, 2003, by MARK A. CAESAR, as VICE PRESIDENT of The Fifth Third Bank, an Ohio banking corporation, on behalf of the corporation.

[Signature: Donna M. Betsch]
Notary Public

This instrument prepared by:

[Signature]
Jody T. Klekamp, Esq./Joseph L. Trauth, Jr., Esq.
KEATING, MUETHING & KLEKAMP, P.L.L.
1400 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6400



DONNA M. BETSCH
Notary Public, State of Ohio
Commission Expires Dec. 12, 2004