

**SIXTH AMENDMENT TO MASTER DEED ESTABLISHING
HIGBEE MILL RESERVE CONDOMINIUMS
(PALOMAR RESERVE CONDOMINIUMS)
HORIZONTAL PROPERTY REGIME**

This **SIXTH AMENDMENT TO MASTER DEED ESTABLISHING HIGBEE MILL RESERVE CONDOMINIUMS (PALOMAR RESERVE CONDOMINIUMS) HORIZONTAL PROPERTY REGIME** (the "Sixth Amendment"), made and entered into on this 21 day of September, 2013, by the Unit Owners ("Unit Owners") of the Palomar Reserve Council of Co-Owners, Inc. (the "Association").

WITNESSETH

WHEREAS, Article XIII of the Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated March 29, 2006, of record in Deed Book 2632, Page 502 and in Condominium Deed Book 62, Page 305 (the "Master Deed") provides that it may be modified, altered, amended or added to by a vote of greater than fifty percent (50%) in interest of the common elements at any duly called meeting of Unit Owners, noticed and held in accordance with the Master Deed and Bylaws;

WHEREAS, the Board of Directors of the Association approved a proposed modification, alteration and amendment to withdraw the Additional Land, as defined in the Fifth Amendment to Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated December 12, 2011, of record in Condominium Deed Book 90, Page 1358, in the Fayette County Clerk's Office (the "Fifth Amendment"), and Building 4113 from the Regime (the "Withdrawal") in accordance with the Memorandum Agreement dated October 25, 2012, by and between the Association, through its Board of Directors, Community Trust Bank, and Homes by Anderson-Tate, LLC (the "Memorandum Agreement");

WHEREAS, a Notice of Special Meeting for Thursday, November 8, 2012 at the hour of 6:30 p.m., containing a full statement of the proposed Withdrawal, was sent to all Unit Owners as listed on the books and records of the Association and to any mortgage who had requested same, in accordance with the Master Deed and Bylaws for the Association;

WHEREAS, said Special Meeting was held on Thursday, November 8, 2012 at the hour of 6:30 p.m., in accordance with the Notice of Special Meeting, Master Deed and Bylaws;

WHEREAS, at said Special Meeting, the Unit Owners approved and adopted this Withdrawal by a vote of greater than fifty percent (50%) in interest of the common elements; and

WHEREAS, the President of the Association and the Secretary of the Association have been authorized to sign this Amendment approving and adopting the Withdrawal as set forth herein.

NOW THEREFORE, for and in consideration of the premises, terms and conditions of the Master Deed, First Amendment to Master Deed, Second Amendment to Master Deed, Third

Amendment to Master Deed, and Fourth Amendment to Master Deed, the Fifth Amendment to Master Deed, the Memorandum Agreement and this Sixth Amendment to the Master Deed, the Unit Owners did agree and consent to the following modification, alteration and amendment to the Master Deed:

1. WITHDRAWAL OF ADDITIONAL PROPERTY AND BUILDING 4113. The "Additional Land" as defined in the Fifth Amendment and Building 4113 are hereby WITHDRAWN from the Regime and shall no longer be subject to the Master Deed or any amendment thereto. The title owner of record of the Additional Land and Building 4113, and its successors, heirs and assigns, shall no longer be considered Unit Owner in the Regime, nor subject to the Bylaws, or any rules, regulations, policies, procedures or otherwise of the Regime or Association, except to the extent said Unit Owner may own other property in the Regime subject to the Master Deed.

2. PERCENTAGE INTEREST. Unless and until otherwise provided, the percentage of undivided ownership interest in the common elements pertaining to each Unit in the Regime is hereby amended as set forth in EXHIBIT A hereto.

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My Commission Expires: 10-19-16

Notary number (if any): 476915

PREPARED BY AND RETURN TO:



John N. Billings, Esq.
Billings Law Firm, PLLC
177 Church Street, Suite 200
Lexington, KY 40507
(859) 225-5240
nbillings@blfky.com

EXHIBIT A

MD Bldg	MD Unit	Bldg	Unit	Sq Ft	% of Ownership
3I	104	4205	104	1303	1.493
3I	103	4205	103	1368	1.567
3I	102	4205	102	1445	1.656
3I	101	4205	101	1344	1.540
3I	204	4205	204	1356	1.554
3I	203	4205	203	1480	1.696
3I	202	4205	202	1661	1.903
3I	201	4205	201	1498	1.716
3I	304	4205	304	1356	1.554
3I	303	4205	303	1483	1.699
3I	302	4205	302	1664	1.906
3I	301	4205	301	1498	1.716
3L	104	4218	104	1303	1.493
3L	103	4218	103	1368	1.567
3L	102	4218	102	1445	1.656
3L	101	4218	101	1344	1.540
3L	204	4218	204	1356	1.554
3L	203	4218	203	1480	1.696
3L	202	4218	202	1661	1.903
3L	201	4218	201	1498	1.716
3L	304	4218	304	1356	1.554
3L	303	4218	303	1483	1.699
3L	302	4218	302	1664	1.906
3L	301	4218	301	1498	1.716
3J	104	4219	104	1303	1.493
3J	103	4219	103	1368	1.567
3J	102	4219	102	1445	1.656
3J	101	4219	101	1344	1.540
3J	204	4219	204	1356	1.554
3J	203	4219	203	1480	1.696
3J	202	4219	202	1661	1.903
3J	201	4219	201	1498	1.716
3J	304	4219	304	1356	1.554
3J	303	4219	303	1483	1.699
3J	302	4219	302	1664	1.906
3J	301	4219	301	1498	1.716
3K	1	4235	104	1303	1.493
3K	2	4235	103	1368	1.567

3K	3	4235	102	1344	1.540
3K	4	4235	101	1445	1.656
3K	5	4235	204	1356	1.554
3K	6	4235	203	1480	1.696
3K	7	4235	202	1499	1.717
3K	8	4235	201	1661	1.903
3K	9	4235	304	1356	1.554
3K	10	4235	303	1483	1.699
3K	11	4235	302	1499	1.717
3K	12	4235	301	1664	1.906
3M	104	4248	104	1303	1.493
3M	103	4248	103	1368	1.567
3M	102	4248	102	1445	1.656
3M	101	4248	101	1344	1.540
3M	204	4248	204	1356	1.554
3M	203	4248	203	1480	1.696
3M	202	4248	202	1661	1.903
3M	201	4248	201	1498	1.716
3M	304	4248	304	1356	1.554
3M	303	4248	303	1483	1.699
3M	302	4248	302	1664	1.906
3M	301	4248	301	1498	1.716
				87,282.00	100.000

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



By: DOUG BRADLEY ,dc

201311010293

November 1, 2013 15:57:01 PM

Fees	\$22.00	Tax	\$.00
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Total Paid	\$22.00
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7 Pages

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**FIFTH AMENDMENT TO MASTER DEED ESTABLISHING
HIGBEE MILL RESERVE CONDOMINIUMS
(PALOMAR RESERVE CONDOMINIUMS)
HORIZONTAL PROPERTY REGIME**

This FIFTH AMENDMENT TO MASTER DEED ESTABLISHING HIGBEE MILL RESERVE CONDOMINIUMS (PALOMAR RESERVE CONDOMINIUMS) HORIZONTAL PROPERTY REGIME (the "Fifth Amendment"), made and entered into on this 12 day of December 2011, by PINECREST DEVELOPMENT COMPANY, LLC, a Kentucky limited liability company having an office of 2021 Majestic Drive, Suite 310, Lexington, KY 40513 (the "Declarant").

WITNESSETH

WHEREAS, the Declarant is the Declarant referred to in the Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated March 29, 2006, of record in Deed Book 2632, Page 502 and in Condominium Deed Book 62, Page 305; and First Amendment to Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated June 6, 2006, of record in Condominium Deed Book 63, Page 303; and Second Amendment to Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated August, 2006, of record in Condominium Deed Book 65, Page 244; and Third Amendment to Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated September 19, 2007, of record in Condominium Deed Book 71, Page 212; and Fourth Amendment to Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated August 11, 2008, of record in Condominium Deed Book 77, Page 88, in the Fayette County Clerk's Office (collectively, the "Master Deed"); and

WHEREAS, Article I (C) of the Master Deed provides that the Declarant may add additional property into the horizontal property regime governed by the Master Deed ("Condominium Project"); and

WHEREAS, Declarant has elected to add certain property to the Condominium project; and

NOW THEREFORE, for and in consideration of the premises, terms and conditions of the Master Deed, First Amendment to Master Deed, Second Amendment to Master Deed, Third Amendment to Master Deed, and Fourth Amendment to Master Deed, and this Fifth Amendment to Master Deed, and the Settlement Agreement entered into on said even date by Declarant and the Council of Co-Owners for Palomar Reserve Condominiums, Declarant declares as follows:

1. BUILDING AND UNITS. The building numbers and unit numbers of the buildings and units submitted to the Condominium Project are set forth in the Fourth

Amendment to the Master Deed, and as more particularly shown by the Floor Plans filed of record in the Fayette County Clerk's Office.

2. PERCENTAGE INTEREST. Unless and until otherwise provided, the percentage of undivided ownership interest in the common elements pertaining to each Unit in the Regime is set forth in the Fourth Amendment to the Master Deed.

3. ADDITIONAL PROPERTY. Declarant does hereby place into and render subject to the Regime, the specific property being Lots 3D, 3E, 3F, 3G, and 3H, as shown and depicted on the plat filed at Plat Cabinet N, Slide 1, filed of record in the Fayette County Clerk's Office, also being Parcels 1, 2, and 3 as shown and depicted on the plat filed at Plat Cabinet N, Slide 632, filed of record in the Fayette County Clerk's Office (the "Additional Property").

Such Additional Property shall not be subject to dues or assessments to the Council of Co-Owners for HIGBEE MILL RESERVE CONDOMINIUMS (PALOMAR RESERVE CONDOMINIUMS) HORIZONTAL PROPERTY REGIME until such time as a Certificate of Occupancy is issued for such building and unit.

Furthermore, any subsequent owner of the Additional Property shall be deemed the "Declarant" under the Master Deed for purposes of placing such any building and unit into and subject to the Regime, and shall establish the percentage of undivided ownership interest in the common elements pertaining to each unit in the Regime in accordance with the percentage of undivided ownership interest in the common elements pertaining to each Unit in the Regime is set forth in the Fourth Amendment to the Master Deed and the new square footage of any such new building and unit. Said Declarant shall have the right and duty to file an AMENDMENT TO MASTER DEED ESTABLISHING HIGBEE MILL RESERVE CONDOMINIUMS (PALOMAR RESERVE CONDOMINIUMS) HORIZONTAL PROPERTY REGIME, setting forth such new percentages based on the new square footage of any such new building and unit.

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**FOURTH AMENDMENT TO MASTER DEED ESTABLISHING
HIGBEE MILL RESERVE CONDOMINIUMS
(PALOMAR RESERVE CONDOMINIUMS)
HORIZONTAL PROPERTY REGIME.**

**THIS FOURTH AMENDMENT TO MASTER DEED
ESTABLISHING HIGBEE MILL RESERVE CONDOMINIUMS
(PALOMAR RESERVE CONDOMINIUMS) HORIZONTAL
PROPERTY REGIME** (the "Fourth Amendment to Master Deed"), made
and entered into this 11th day of AUGUST, 2008, by PINECREST
DEVELOPMENT COMPANY, LLC, a Kentucky limited liability company,
having an office at 1029 Monarch Street, Suite 110, Lexington, Kentucky
40513 (the "Declarant").

WITNESSETH:

WHEREAS, Declarant is the Declarant referred to in the Master Deed
Establishing Higbee Mill Reserve Condominiums (Palomar Reserve
Condominiums) Horizontal Property Regime, dated March 29, 2006, of
record in Deed Book 2632, Page 502 and in Condominium Deed Book 62,
Page 305 and First Amendment to Master Deed Establishing Higbee Mill
Reserve Condominiums (Palomar Reserve Condominiums) Horizontal
Property Regime, dated June 6, 2006, of record in Condominium Deed Book
63, Page 303 and Second Amendment to Master Deed Establishing Higbee
Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal
Property Regime, dated August, 2006, of record in Condominium Deed
Book 65, Page 244 and Third Amendment to Master Deed Establishing
Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums)
Horizontal Property Regime, dated September 19, 2007, of record in
Condominium Deed Book 71, Page 212, in the Fayette County Clerk's
Office ("Master Deed"); and

WHEREAS, Article I (C) of the master Deed, provides that the
Developer may add additional buildings and units to the horizontal property
regime governed by the Master Deed ("Condominium Project"); and

WHEREAS, Developer has elected to add certain buildings and units
to the Condominium Project; and

HOLD: MAINOUS

NOW, THEREFORE, for and in consideration of the premises, terms and conditions of the Master Deed, First Amendment to Master Deed, Second Amendment to Master Deed, Third Amendment, and this Fourth Amendment to Master Deed, Declarant declares as follows:

1. BUILDINGS AND UNITS. The building numbers and unit numbers of the buildings and units submitted to the Condominium Project are shown on the Floor Plans recorded in Plat Cabinet G, Slide 740 and First Amendment of record in Plat Cabinet G, Slide 933; Plat Cabinet G, Slide 753 and First Amendment of record in Plat Cabinet G, Slide 931; Plat Cabinet G, Slide 752 and First Amendment of record in Plat Cabinet G, Slide 932; Plat Cabinet G, Slide 884 and First Amendment of record in Plat Cabinet G, Slide 934; Plat Cabinet G, Slide 798 and First Amendment of record in Plat Cabinet G, Slide 930; Plat Cabinet G, Slide 992, in the Fayette County Clerk's Office, respectively and such buildings and units are more particularly set forth, as follows:

<u>Building No.</u>	<u>Unit No.</u>
3K	1
3K	2
3K	3
3K	4
3K	5
3K	6
3K	7
3K	8
3K	9
3K	10
3K	11
3K	12
3M	104
3M	103
3M	102
3M	101
3M	204
3M	203
3M	202
3M	201

4113	101
4113	102
4113	103
4113	104
4113	201
4113	202
4113	203
4113	204
4113	301
4113	302
4113	303
4113	304

2. PERCENTAGE INTEREST, Unless otherwise provided, the new percentage of undivided ownership interest in the common elements pertaining to each unit in the Regime is as follows:

Building No. Unit No. Sq. Ft. of Unit % of Interest of Unit

4235 3K	104	1303	.01273
3K	2 103	1368	.01337
3K	3 102	1344	.01313
3K	4 101	1445	.01412
3K	5 204	1356	.01325
3K	6 203	1480	.01446
3K	7 202	1499	.01466
3K	8 201	1661	.01623
3K	9 304	1356	.01325
3K	10 303	1483	.01449
3K	11 302	1499	.01465
3K	12 301	1664	.01626

SUBTOTAL .17060

4218 3M	104	1303	.01273
3M	103	1368	.01337
3M	102	1445	.01412
3M	101	1344	.01313
3M	204	1356	.01325
3M	203	1480	.01446

3M	202	1661	.01623
3M	201	1498	.01464
3M	304	1356	.01325
3M	303	1483	.01449
3M	302	1664	.01626
3M	301	1498	.01464

SUBTOTAL .17057

4219

3J	104	1303	.01273
3J	103	1368	.01337
3J	102	1445	.01412
3J	101	1344	.01313
3J	204	1356	.01325
3J	203	1480	.01446
3J	202	1661	.01623
3J	201	1498	.01464
3J	304	1356	.01325
3J	303	1483	.01449
3J	302	1664	.01626
3J	301	1498	.01464

SUBTOTAL .17057

4205

3I	104	1303	.01273
3I	103	1368	.01337
3I	102	1445	.01412
3I	101	1344	.01313
3I	204	1356	.01325
3I	203	1480	.01446
3I	202	1661	.01623
3I	201	1498	.01464
3I	304	1356	.01325
3I	303	1483	.01449
3I	302	1664	.01626
3I	301	1498	.01464

SUBTOTAL .17057

41218

3L	104	1303	.01273
3L	103	1368	.01337
3L	102	1445	.01412
3L	101	1344	.01313
3L	204	1356	.01325
3L	203	1480	.01446
3L	202	1661	.01623
3L	201	1498	.01464
3L	304	1356	.01325
3L	303	1483	.01449
3L	302	1664	.01626
3L	301	1498	.01464

SUBTOTAL .17057

41

4113	101	1105	.01080
4113	102	1105	.01080
4113	103	1404	.01372
4113	104	1404	.01372
4113	201	1105	.01080
4113	202	1105	.01080
4113	203	1404	.01372
4113	204	1404	.01372
4113	301	1105	.01080
4113	302	1105	.01080
4113	303	1404	.01372
4113	304	1404	.01372

SUBTOTAL .14712

TOTAL 100

IN WITNESS WHEREOF, the Declarant has caused this Fourth Amendment to Master Deed to be executed actually on the date indicated in the notarial certificate affixed hereto but effective this 11th day of AUGUST, 2008.

DECLARANT:

PINECREST DEVELOPMENT COMPANY, LLC,
a Kentucky limited liability company

BY: *David Briggs*
DAVID BRIGGS, MEMBER

STATE OF KENTUCKY
COUNTY OF FAYETTE

The foregoing instrument was acknowledged before me this the 11th day of August, 2008, by DAVID BRIGGS, as Member of PINECREST DEVELOPMENT COMPANY, LLC, a Kentucky limited liability company, on behalf of said company.

My Commission Expires: 10-9-11

Joseph E. Mainous, Jr.
NOTARY PUBLIC, STATE AT LARGE, KENTUCKY

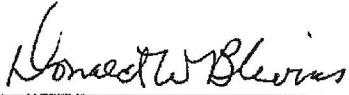
PREPARED BY:

MAINOUS & GRANT, PLLC
201 West Vine Street
Lexington, Kentucky 40507

BY: *Joseph E. Mainous, Jr.*
JOSEPH E. MAINOUS, JR.

DEED BOOK 2825 PAGE 36

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



By: MARCIA DERR , dc

200808120275

August 12, 2008 12:34:51 PM

Fees	\$25.00	Tax	\$0.00
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Total Paid	\$25.00
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8 Pages

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**THIRD AMENDMENT TO MASTER DEED ESTABLISHING
HIGBEE MILL RESERVE CONDOMINIUMS
(PALOMAR RESERVE CONDOMINIUMS)
HORIZONTAL PROPERTY REGIME**

THIS THIRD AMENDMENT TO MASTER DEED ESTABLISHING HIGBEE MILL RESERVE CONDOMINIUMS (PALOMAR RESERVE CONDOMINIUMS) HORIZONTAL PROPERTY REGIME (the "Third Amendment to Master Deed"), made and entered into this 19th day of SEPTEMBER, 2007, by PINECREST DEVELOPMENT COMPANY, LLC, a Kentucky limited liability company, having an office at 523 Wellington Way, Suite 325, Lexington, Kentucky 40503 (the "Declarant").

WITNESSETH:

WHEREAS, Declarant is the Declarant referred to in the Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated March 29, 2006, of record in Deed Book 2632, Page 502 and in Condominium Deed Book 62, Page 305 and First Amendment to Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated June 6, 2006, of record in Condominium Deed Book 63, Page 303 and Second Amendment to Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated August, 2006, of record in Condominium Deed Book 65, Page 244, in the Fayette County Clerk's Office ("Master Deed"); and

WHEREAS, Article I (C) of the Master Deed, provides that the Developer may add additional buildings and units to the horizontal property regime governed by the Master Deed ("Condominium Project"); and

WHEREAS, Developer has elected to add certain buildings and units to the Condominium Project; and

NOW, THEREFORE, for and in consideration of the premises, terms and conditions of the Master Deed, First Amendment to Master Deed, Second Amendment to Master Deed, and this Third Amendment to Master Deed, Declarant declares as follows:

1. BUILDINGS AND UNITS. The building numbers and unit numbers of the buildings and units submitted to the Condominium Project are shown on the Floor Plans recorded in Plat Cabinet G, Slide 740, Plat Cabinet G, Slide 753 and Plat Cabinet G, Slide 752 and Plat Cabinet G, Slide 884, in the Fayette County Clerk's Office, respectively and such buildings and units are more particularly set forth, as follows:

<u>Building No.</u>	<u>Unit No.</u>
3K	1
3K	2
3K	3
3K	4
3K	5
3K	6
3K	7
3K	8
3K	9
3K	10
3K	11
3K	12
3M	104
3M	103
3M	102
3M	101
3M	204
3M	203
3M	202
3M	201
3M	304
3M	303
3M	302
3M	301
3J	104
3J	103
3J	102
3J	101
3J	204
3J	203
3J	202
3J	201
3J	304
3J	303
3J	302
3J	301
3I	104
3I	103
3I	102
3I	101
3I	204
3I	203
3I	202

3I	201
3I	304
3I	303
3I	302
3I	301

2. PERCENTAGE INTEREST. Unless otherwise provided, the new percentage of undivided ownership interest in the common elements pertaining to each unit in the Regime is as follows:

<u>Building No.</u>	<u>Unit No.</u>	<u>Sq. Ft. of Unit</u>	<u>% of Interest of Unit</u>
3K	1	1303	.01493
3K	2	1368	.01567
3K	3	1490	.01707
3K	4	1299	.01488
3K	5	1356	.01553
3K	6	1480	.01696
3K	7	1661	.01903
3K	8	1499	.01717
3K	9	1356	.01553
3K	10	1483	.01699
3K	11	1661	.01903
3K	12	1502	.01721

			SUB TOTAL .20
3M	104	1303	.01493
3M	103	1368	.01567
3M	102	1490	.01707
3M	101	1299	.01488
3M	204	1356	.01553
3M	203	1480	.01696
3M	202	1661	.01903
3M	201	1499	.01717
3M	304	1356	.01553
3M	303	1483	.01699
3M	302	1661	.01903
3M	301	1502	.01721

			SUB TOTAL .20

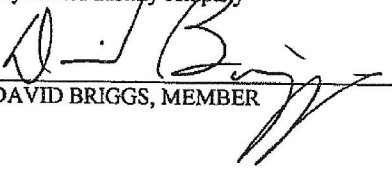
3J	104	1303	.01493
3J	103	1368	.01567
3J	102	1299	.01488
3J	101	1490	.01707
3J	204	1356	.01553
3J	203	1480	.01696
3J	202	1499	.01717
3J	201	1661	.01903
3J	304	1356	.01553
3J	303	1483	.01699
3J	302	1502	.01721
3J	301	1661	.01903
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			SUB TOTAL .20
3I	104	1303	.01493
3I	103	1368	.01567
3I	102	1490	.01707
3I	101	1299	.01488
3I	204	1356	.01553
3I	203	1480	.01696
3I	202	1661	.01903
3I	201	1499	.01717
3I	304	1356	.01553
3I	303	1483	.01699
3I	302	1661	.01903
3I	301	1502	.01721
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			SUB TOTAL .20
3L		17,458	
			SUB TOTAL .20
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			TOTAL 100

IN WITNESS WHEREOF, the Declarant has caused this Third Amendment to Master Deed to be executed actually on the date indicated in the notarial certificate affixed hereto but effective this 19TH day of SEPTEMBER, 2007.

DECLARANT:

PINECREST DEVELOPMENT COMPANY, LLC,
a Kentucky limited liability company

By:




DAVID BRIGGS, MEMBER

STATE OF KENTUCKY
COUNTY OF FAYETTE

The foregoing instrument was acknowledged before me this the 19th day of September, 2007, by DAVID BRIGGS, as Member of Pinecrest Development Company, LLC, a Kentucky limited liability company, on behalf of said company.

My Commission Expires: 10-1-07

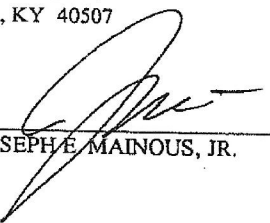


NOTARY PUBLIC

PREPARED BY:

MAINOUS & GRANT, PLLC
201 West Vine Street
Lexington, KY 40507

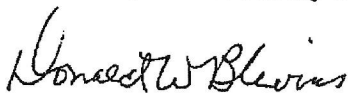
BY:



JOSEPH E. MAINOUS, JR.

CONDO DEED BOOK 71 PAGE 217

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



By: DOUG BRADLEY , dc

200709200060

September 20, 2007 9:17:38 AM

Fees	\$19.00	Tax	\$.00
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Total Paid	\$19.00
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6 Pages

212 - 217

**SECOND AMENDMENT TO MASTER DEED ESTABLISHING
HIGBEE MILL RESERVE CONDOMINIUMS
(PALOMAR RESERVE CONDOMINIUMS)
HORIZONTAL PROPERTY REGIME**

**THIS FIRST AMENDMENT TO MASTER DEED ESTABLISHING HIGBEE
MILL RESERVE CONDOMINIUMS (PALOMAR RESERVE CONDOMINIUMS)
HORIZONTAL PROPERTY REGIME** (the "First Amendment to Master Deed"), made and entered into this ____ day of AUGUST, 2006, by PINECREST DEVELOPMENT COMPANY, LLC, a Kentucky limited liability company, having an office at 1021 Majestic Drive, Suite 310, Lexington, Kentucky 40513 (the "Declarant") .

WITNESSETH:

WHEREAS, Declarant is the Declarant referred to in the Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated March 29, 2006, of record in Deed Book 2632, Page 502 and in Condominium Deed Book 62, Page 305 and First Amendment to Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated June 6, 2006, of record in Condominium Deed Book 63, Page 303, in the Fayette County Clerk's Office ("Master Deed"); and

WHEREAS, Article I (C) of the Master Deed, provides that the Developer may add additional buildings and units to the horizontal property regime governed by the Master Deed ("Condominium Project"); and

WHEREAS, Developer has elected to add certain buildings and units to the Condominium Project; and

NOW, THEREFORE, for and in consideration of the premises, terms and conditions of the Master Deed, First Amendment to Master Deed, and this Second Amendment to Master Deed, Declarant declares as follows:

1. **BUILDINGS AND UNITS.** The building numbers and unit numbers of the buildings and units submitted to the Condominium Project are shown on the Floor Plans recorded in Plat Cabinet G, Slide 740, Plat Cabinet G, Slide 753 and Plat Cabinet G, Slide 752, in the Fayette County Clerk's Office, respectively and such buildings and units are more particularly set forth, as follows:

<u>Building No.</u>	<u>Unit No.</u>
3K	1
3K	2
3K	3
3K	4

Hold: MAIN

3K	5
3K	6
3K	7
3K	8
3K	9
3K	10
3K	11
3K	12
3M	104
3M	103
3M	102
3M	101
3M	204
3M	203
3M	202
3M	201
3M	304
3M	303
3M	302
3M	301
3J	104
3J	103
3J	102
3J	101
3J	204
3J	203
3J	202
3J	201
3J	304
3J	303
3J	302
3J	301

2. **PERCENTAGE INTEREST.** Unless otherwise provided, the new percentage of undivided ownership interest in the common elements pertaining to each unit in the Regime is as follows:

<u>Building No.</u>	<u>Unit No.</u>	<u>Sq. Ft. of Unit</u>	<u>% of Interest of Unit</u>
3K	1	1303	.01866
3K	2	1368	.01959
3K	3	1490	.02134
3K	4	1299	.01860
3K	5	1356	.01942
3K	6	1480	.02119
3K	7	1661	.02378

3K	8	1499	.02147
3K	9	1356	.01942
3K	10	1483	.02124
3K	11	1661	.02378
3K	12	1502	.02151

			SUB TOTAL .25
3M	104	1303	.01866
3M	103	1368	.01959
3M	102	1490	.02134
3M	101	1299	.01860
3M	204	1356	.01942
3M	203	1480	.02119
3M	202	1661	.02378
3M	201	1499	.02147
3M	304	1356	.01942
3M	303	1483	.02124
3M	302	1661	.02378
3M	301	1502	.02151

			SUB TOTAL .25
3J	104	1303	.01866
3J	103	1368	.01959
3J	102	1299	.01860
3J	101	1490	.02134
3J	204	1356	.01942
3J	203	1480	.02119
3J	202	1499	.02147
3J	201	1661	.02378
3J	304	1356	.01942
3J	303	1483	.02124
3J	302	1502	.02151
3J	301	1661	.02378

			SUB TOTAL .25
3L		17,458	

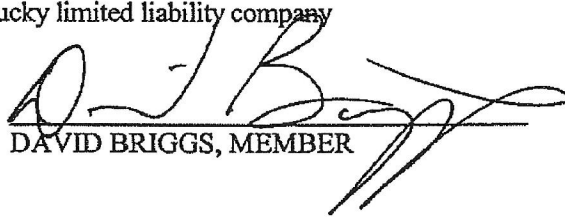
			SUB TOTAL .25
			=====
			TOTAL 100

IN WITNESS WHEREOF, the Declarant has caused this First Amendment to Master Deed to be executed actually on the date indicated in the notarial certificate affixed hereto but effective this ___ day of AUGUST, 2006.

DECLARANT:

PINECREST DEVELOPMENT COMPANY, LLC,
a Kentucky limited liability company

By:

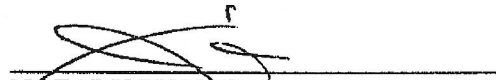


DAVID BRIGGS, MEMBER

STATE OF KENTUCKY
COUNTY OF FAYETTE

The foregoing instrument was acknowledged before me this the ___ day of August, 2006, by DAVID BRIGGS, as Member of Pinecrest Development Company, LLC, a Kentucky limited liability company, on behalf of said company.

My Commission Expires: 10/9/07

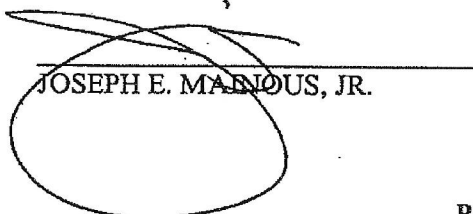


NOTARY PUBLIC

PREPARED BY:

MAINOUS & GRANT, PLLC
201 West Vine Street
Lexington, KY 40507

BY:



JOSEPH E. MAINOUS, JR.

CONDO DEED BOOK 65 PAGE 248

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

Donald W Blevins

By: DOUG BRADLEY , dc

200609180107

September 18, 2006 9:38:31 AM

Fees	\$16.00	Tax	\$0.00
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Total Paid	\$16.00
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5 Pages

244 - 248

FIRST AMENDMENT TO MASTER DEED ESTABLISHING
HIGBEE MILL RESERVE CONDOMINIUMS
(PALOMAR RESERVE CONDOMINIUMS)
HORIZONTAL PROPERTY REGIME

THIS FIRST AMENDMENT TO MASTER DEED ESTABLISHING HIGBEE MILL RESERVE CONDOMINIUMS (PALOMAR RESERVE CONDOMINIUMS) HORIZONTAL PROPERTY REGIME (the "First Amendment to Master Deed"), made and entered into this ___ day of JUNE, 2006, by PINECREST DEVELOPMENT COMPANY, LLC, a Kentucky limited liability company, having an office at 1021 Majestic Drive, Suite 310, Lexington, Kentucky 40513 (the "Declarant").

WITNESSETH:

WHEREAS, Declarant is the Declarant referred to in the Master Deed Establishing Higbee Mill Reserve Condominiums (Palomar Reserve Condominiums) Horizontal Property Regime, dated March 29, 2006, of record in Deed Book 2632, Page 502 and in Condominium Deed Book 62, Page 305, in the Fayette County Clerk's Office ("Master Deed"); and

WHEREAS, Article I (C) of the Master Deed, provides that the Developer may add additional buildings and units to the horizontal property regime governed by the Master Deed ("Condominium Project"); and

WHEREAS, Developer has elected to add certain buildings and units to the Condominium Project; and

NOW, THEREFORE, for and in consideration of the premises, terms and conditions of the Master Deed, and this First Amendment to Master Deed, Declarant declares as follows:

1. **BUILDINGS AND UNITS.** The building numbers and unit numbers of the buildings and units submitted to the Condominium Project are shown on the Floor Plans recorded in Plat Cabinet G, Slide 740, and Plat Cabinet G, Slide 753, in the Fayette County Clerk's Office, respectively and such buildings and units are more particularly set forth, as follows:

<u>Building No.</u>	<u>Unit No.</u>
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3K	4
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3K	6

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3K	8
3K	9
3K	10
3K	11
3K	12
3M	104
3M	103
3M	102
3M	101
3M	204
3M	203
3M	202
3M	201
3M	304
3M	303
3M	302
3M	301

2. **PERCENTAGE INTEREST.** Unless otherwise provided, the new percentage of undivided ownership interest in the common elements pertaining to each unit in the Regime is as follows:

<u>Building No.</u>	<u>Unit No.</u>	<u>Sq. Ft. of Unit</u>	<u>% of Interest of Unit</u>
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3K	4	1299	.01860
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3K	8	1499	.02147
3K	9	1356	.01942
3K	10	1483	.02124
3K	11	1661	.02378
3K	12	1502	.02151
<hr/>			
SUB TOTAL .25			
3M	104	1303	.01866
3M	103	1368	.01959
3M	102	1490	.02134
3M	101	1299	.01860
3M	204	1356	.01942
3M	203	1480	.02119

3M	202	1661	.02378
3M	201	1499	.02147
3M	304	1356	.01942
3M	303	1483	.02124
3M	302	1661	.02378
3M	301	1502	.02151
			<hr/>
			SUB TOTAL .25
3J		17,458	SUB TOTAL .25
3L		17,458	SUB TOTAL .25
			<hr/> <hr/>
			TOTAL 100

IN WITNESS WHEREOF, the Declarant has caused this First Amendment to Master Deed to be executed actually on the date indicated in the notarial certificate affixed hereto but effective this 10 day of JUNE, 2006.

DECLARANT:

PINECREST DEVELOPMENT COMPANY,
LLC, a Kentucky limited liability company

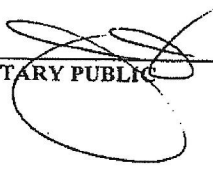
By:


DAVID BRIGGS, MEMBER

STATE OF KENTUCKY
COUNTY OF FAYETTE

The foregoing instrument was acknowledged before me this the 10 day of June, 2006, by DAVID BRIGGS, as Member of Pinecrest Development Company, LLC, a Kentucky limited liability company, on behalf of said company.


My Commission Expires: 10/9/07


NOTARY PUBLIC

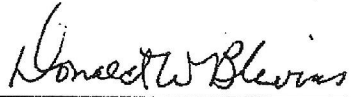
PREPARED BY:

MAINOUS & GRANT, PLLC
201 West Vine Street
Lexington, KY 40507

BY:


JOSEPH E. MAINOUS, JR.

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



By: DOUG BRADLEY , dc

200606060371

June 6, 2006 13:47:27 PM

Fees	\$14.00	Tax	\$.00
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Total Paid	\$14.00
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5 Pages

303 - 307