

Fidelity Development Corporation, a Kentucky Corporation, 121 Prosperous Place, Lexington, Kentucky, hereafter referred to as the Developer, declares this as its first Amendment to the Master Deed above referenced.

W I T N E S S E T H :

WHEREAS, Developer by Master Deed dated May 22, 1987, recorded in Condominium Deed Book 17, Page 672, created the condominiums known as Richmond Square Office Townhouse Condominiums, and

WHEREAS, in paragraphs 5 and 24 thereof Developer stated that by that Master Deed the first building, known as Phase I, was thereby converted into a Horizontal Property Regime, or condominium, pursuant to KRS Chapter 381.805 et seq, and

WHEREAS, Developer specifically reserved unto itself the right and power, under paragraphs 2 and 24 thereof, to amend that Master Deed to include later phases of Richmond Square, and

WHEREAS, Developer now desires to add Phase II, consisting of six (6) connected townhouses in a row which shall be divided into twelve (12) units, to the aforementioned condominium project, and

WHEREAS, Phase II was built upon the land described in Exhibit A to the aforementioned Master Deed, NOW, THEREFORE,

For and in consideration of the premises and reasons recited above, and for other good and valuable consideration, the receipt of which is acknowledged, Developer does hereby:

1. Amend the aforementioned Master Deed to include a twelve (12) unit office building known as Phase II of Richmond Square Office Townhouse Condominiums, which consists of six additional townhouses divided by floors.

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2. Submit Phase II to all terms, conditions, restrictions, provisions, and paragraphs of the Master Deed recorded at Condominium Book 17, Page 672, and the Bylaws of the Richmond Square Office Townhouse Condominium Council of Co-Owners, Inc. recorded at Condominium Book 17, Page 700, all in the Fayette County Clerk's Office.

3. Specifically adopt and affirm that plat of Phase II, prepared by Wheat and Ladenburgher, Civil Engineers, and recorded simultaneously herewith, which plat is to be found at File Cabinet G, number 441-442 and

4. Specifically adopt and affirm Exhibit A attached hereto which recites the percentage interests in the Common Elements appertaining to each unit owner for all purposes in both Phase I and II.

5. Each of the townhouses in Phase II contains a full basement. These basements are not included for purposes of calculating percentage interest in the common elements. Unfinished basements are not assessed for association fees. Finished basements are assessed at one-half the rate which is set for above grade space. The Master Deed is hereby amended to so provide.

6. All other terms of the Master Deed and Bylaws shall remain as originally set out and are reaffirmed as if set out in their entirety herein.

IN TESTIMONY WHEREOF, witness the signature of the duly authorized and acting officers of Fidelity Development Corporation this 18th day of April, 1988.

FIDELITY DEVELOPMENT CORPORATION

BY: James E. Howard
James E. Howard, President

ATTEST:


Charles J. Bausch, Jr.
Charles J. Bausch, Jr., Secretary

STATE OF KENTUCKY)

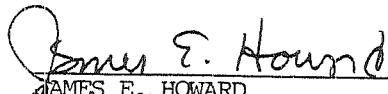
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COUNTY OF FAYETTE)

The foregoing Amendment was acknowledged before me by James E. Howard, President and Charles J. Bausch, Jr., Secretary respectively of Fidelity Development Corporation, to be their free act and deed and the free act and deed of that corporation this 18th day of April, 1988.


NOTARY PUBLIC
State at Large
My commission expires: 10/13/90

PREPARED BY:



JAMES E. HOWARD
Attorney at Law
121 Prosperous Place
Lexington, KY 40509

EXHIBIT "A" (CONTINUED)
 RICHMOND SQUARE PHASE I AND PHASE II
 PERCENTAGE OF OWNERSHIP

PHASE I
 (FOURTEEN UNIT BUILDING)

<u>UNIT NO.</u>	<u>FLOOR AREA</u>	<u>PERCENTAGE OF TOTAL FLOOR AREA (PHASE I AND PHASE II)</u>
7-A	1,033.86 S.F.	4.14718%
7-B	958.03 S.F.	3.84300%
8-A	933.60 S.F.	3.74500%
8-B	938.90 S.F.	3.76626%
9-A	1,026.49 S.F.	4.11762%
9-B	957.02 S.F.	3.83895%
10-A	1,011.03 S.F.	4.05560%
10-B	959.33 S.F.	3.84821%
11-A	954.12 S.F.	3.82731%
11-B	938.80 S.F.	3.76586%
12-A	933.27 S.F.	3.74368%
12-B	927.14 S.F.	3.71909%
13-A	967.29 S.F.	3.88014%
13-B	<u>929.79 S.F.</u>	<u>3.72972%</u>
	24,929.23 S.F.	100.00000%
	(TOTAL FLOOR AREA)	

EXHIBIT "A"
RICHMOND SQUARE PHASE I AND PHASE II
PERCENTAGES OF OWNERSHIP

PHASE II
(TWELVE UNIT BUILDING)

<u>UNIT NO.</u>	<u>FLOOR AREA</u>	<u>PERCENTAGE OF TOTAL FLOOR AREA (PHASE I AND PHASE II)</u>
1-A	980.88 S.F.	3.93466%
1-B	942.77 S.F.	3.78179%
2-A	896.82 S.F.	3.59746%
2-B	904.07 S.F.	3.62655%
3-A	969.80 S.F.	3.89021%
3-B	947.59 S.F.	3.80112%
4-A	967.07 S.F.	3.87926%
4-B	948.45 S.F.	3.80457%
5-A	981.43 S.F.	3.93686%
5-B	957.07 S.F.	3.83915%
6-A	1,014.72 S.F.	4.07040%
6-B	949.89 S.F.	3.81035%

STATE OF KENTUCKY
COUNTY OF FAYETTE SGT.

I, DONALD W. BLEVINS, CLERK OF SAID COUNTY COURT HEREBY CERTIFY THAT THE FOREGOING INSTRUMENT HAS BEEN DULY RECORDED IN DEED BOOK 19 PAGE 357 IN MY SAID OFFICE.

DONALD W. BLEVINS, CLERK
BY A. F. News D.C.

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STATE OF KENTUCKY
COUNTY OF FAYETTE SGT.

I, DONALD W. BLEVINS, CLERK OF SAID COUNTY COURT HEREBY CERTIFY THAT THE FOREGOING INSTRUMENT HAS BEEN DULY RECORDED IN DEED BOOK 1474 PAGE 272 IN MY SAID OFFICE.

DONALD W. BLEVINS, CLERK
BY A. F. News D.C.

DONALD W. BLEVINS
FAYETTE COUNTY CLERK
BY [Signature]

Apr 19 9 39 AM '88

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ORDERED TO RECORD
PAID \$27.00 INC. TAX