

**TENTH AMENDMENT
TO DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS AND RESERVATION OF EASEMENTS
AND DECLARATION FOR HOMEOWNERS ASSOCIATION
FOR
PLANTATION POINTE**

THIS TENTH AMENDMENT, to Declaration of Covenants, Conditions and Restrictions and Reservation of Easements and Declaration for Homeowners Association for Plantation Pointe (the "Amendment"), is made effective as of March 31, 2000 by A & K Enterprise, Inc., a Kentucky corporation ("Declarant"), and Magnolia Trace Development, LLC, a Kentucky limited liability company ("Magnolia").

WITNESSETH:

WHEREAS, Declarant recorded in Miscellaneous Book 521, Page 57 of the Boone County, Kentucky recorder's office at Burlington, Kentucky, the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements and Declaration for Homeowners Association (the "Declaration") of Plantation Pointe (the "Project"); and

WHEREAS, Magnolia is the fee simple title holder of that certain parcel of real estate described in Exhibit A attached hereto and made a part hereof commonly referred to as Section IV of Magnolia Trace Subdivision (the "Real Estate"); and

WHEREAS, as set forth in Article II, Section 3 of the Declaration, Additional Property as defined therein may be annexed to the Declaration; and

WHEREAS, Declarant and Magnolia both desire to subject the Real Estate to the covenants, conditions, restrictions, easements, charges and liens as set forth in the Declaration as Additional Property and as provided in Article II, Section 3 thereof.

NOW, THEREFORE, for the purposes and pursuant to the procedures set forth in the Declaration, Declarant hereby supplements the Declaration as follows:

1. Pursuant to Article II, Section 3 of the Declaration, Declarant and Magnolia hereby annex to the Project as Additional Property the Real Estate as described in Exhibit A attached hereto so as to fully and completely subject said Additional Property to the terms and provisions of the Declaration.

Except as expressly modified by this Amendment or as may be necessary to effect the terms of this Amendment, the Declaration remains unchanged and is in full force and effect.

RETURN TO
RAYMOND ERPENBECK
CONSULTING ENGINEERS
4205 DIXIE HIGHWAY
ELSMERE, KY 41018

IN WITNESS WHEREOF, the Declarant, A & K Enterprise, Inc., a Kentucky corporation has caused its name to hereunto subscribed by its president effective as of the first date written above and Magnolia Trace Development, LLC, a Kentucky limited liability company, owner in fee simple of the Real Estate has caused its name to be hereunto subscribed by its managing member effective as of the date first written above.

A & K ENTERPRISE, INC.

By: W. Thomas Erpenbeck
W. Thomas Erpenbeck
Its: President

MAGNOLIA TRACE DEVELOPMENT, LLC

By: Raymond Erpenbeck
~~Paul I. Kahmann~~ Raymond Erpenbeck
Its: Managing Member

STATE OF KENTUCKY)
)
COUNTY OF KENTON)

The foregoing instrument was acknowledged before me this 31ST day of MARCH, 2000 by W. Thomas Erpenbeck, President of A & K Enterprise, Inc., a Kentucky corporation.

Raymond Wayne Erpenbeck
Notary Public
My Commission Expires: 2-18-03

STATE OF KENTUCKY)
)
COUNTY OF KETON)

The foregoing instrument was acknowledged before me this 31ST day of MARCH, 2000 by ~~Paul I. Kahmann~~, Magnolia Trace Development, LLC, a Kentucky limited liability company. Raymond Erpenbeck

Raymond Wayne Erpenbeck
Notary Public
My Commission Expires: 2-18-03

58312_1.DOC

This instrument was prepared by:

A handwritten signature in black ink, appearing to be 'Pete A. Smith', written over a horizontal line.

Pete A. Smith, Esq.
Strauss & Troy
50 East RiverCenter Blvd.
Suite 1400
Covington, Kentucky 41011
(513) 621-8900

58312_1.DOC

Raymond Erpenbeck Consulting Engineers

ENGINEERS • SURVEYORS • PLANNERS

4205 DIXIE HWY • ELSMERE, KY 41018 • (606) 727-4200 FAX (606) 342-5852

EXHIBIT "A"

LEGAL DESCRIPTION

Being a tract of land located in the City of Florence, Boone County, Kentucky and described as follows:

Unless stated otherwise, any monument referred to herein as a "pipe and cap" is a set 5/8" diameter rebar, eighteen (18") inches in length, with a yellow plastic cap stamped "Erpenbeck LS 249". All bearings stated herein are referred to the Final Subdivision Plat for Section One, Magnolia Trace at Plantation Pointe, Plat Slide 465 A.

Beginning at a point on the west right-of-way line of Colonade Drive and being the southwest corner of Lot 10, Section One, Magnolia Trace at Plantation Pointe, Plat Slide 465 A and being a found pin and cap stamped "Erpenbeck LS 249"; thence with the south line of said Section One, Magnolia Trace at Plantation Pointe and being the rear line of lot 10 and 9, N 72° 30' 27" W, 150.00 feet to a pin and cap; thence with the south line of lots 8 and 7 of said Section One S 73° 26' 28" W, 118.86 feet to a pin and cap; thence continuing with the south line of said lot 7 S 77° 08' 00" W, 60.90 feet to a pin and cap, said point being a common corner with lot 42, Section Three, Magnolia Trace at Plantation Pointe, Plat Slide 524 B and on the east line of a previous out parcel from ERPS, Inc. to Magnolia Trace Development LLC and recorded in Deed Book 749, page 302; thence with the east line of said out parcel S 12° 52' 00" E, 213.76 to a pin and cap; thence with the south line of said out parcel S 77° 08' 00" W, 451.23 feet to a pin and cap; said point being on the proposed east right-of-way line of Wetherington Boulevard and being 35 feet from the centerline of said Wetherington Boulevard; thence with said proposed east right-of-way line of Wetherington Boulevard, S 12° 52' 00" E, 372.98 feet to a pin and cap at the "PC" of a curve; thence continuing with said proposed right-of-way and along a curve to the right having a radius of 535.00 feet, and a chord bearing S 11° 54' 05" E, 18.03 feet and being a corner with lot 1, Section One, Tara at Plantation Pointe, Plat Slide 490 B; thence with the north line of said Section One, N 79° 03' 51" E, 155.39 feet to a pin and cap; thence N 12° 52' 00" W, 133.20 feet to a pin and cap;

Legal Description

Exhibit "A"

Page 2.

thence N 77° 08' 00" E, 212.34 feet to a pin and cap; thence N 62° 33' 15" E, 195.50 feet to a pin and cap; thence N 69° 21' 45" E, 116.39 feet to a pin and cap; thence N 78° 55' 18" E, 139.15 feet to a pin and cap and being a corner with lot 7, Section Two, Tara at Plantation Pointe, Plat Slide 557 A; thence with the north line of said Section Two N 84° 47' 34" E, 96.16 feet to a pin and cap; thence N 80° 56' 08" E, 49.81 feet to a pin and cap; thence N 87° 23' 17" E, 234.31 feet to a pin and cap; thence N 70° 56' 42" E, 200.51 feet to a pin and cap and being a corner between lots 9 and 10 of said Section Two; thence leaving said Section Two N 16° 29' 24" W, 600.00 feet to a pin and cap; thence N 87° 55' 55" W, 132.20 feet to a pin and cap, said point being on the east line of lot 72, Section Two, Magnolia Trace at Plantation Pointe, Plat Slide 505 B; thence with the east line of said lot 72, S 15° 21' 30" W, 50.00 feet to a pin and cap, said point being corner between lot 71 of said Section Two, Magnolia Trace at Plantation Pointe and lot 19 and 20, Section One, Magnolia Trace at Plantation Pointe, Plat Slide 465 A; thence with east and south line of said Section One, Plat Slide 465 A, S 57° 13' 50" E, 171.81 feet to a pin and cap thence S 13° 07' 13" E, 103.58 feet to a pin and cap; thence S 08° 27' 03" W, 50.91 feet to a pin and cap; thence N 81° 52' 15" W, 124.45 feet to a pin and cap on the east right-of-way line of Crimson Oak Drive and being on the arc of a curve; thence with said right-of-way and along said curve to the right, radius 45.00 feet, arc length 7.03 feet, chord S 12° 36' 13" W, 7.02 feet to a pin and cap; thence leaving said right-of-way S 81° 52' 15" E, 124.95 feet to a pin and cap; thence S 08° 25' 28" W, 18.22 feet to a pin and cap; thence S 23° 06' 52" W, 34.98 feet to a pin and cap; thence S 34° 39' 15" W, 54.59 feet to a pin and cap; thence S 59° 21' 18" W, 74.05 feet to a pin and cap; thence S 75° 27' 45" W, 30.07 feet to a pin and cap; thence S 84° 52' 52" W, 201.53 feet to a pin and cap; thence N 72° 30' 27" W, 287.96 feet to a pin and cap and being a point on the west right-of-way line of Colonade Drive, Section One, Magnolia Trace at Plantation Pointe, Plat Slide 465 A, said point being on the arc of a curve to the left, Radius 75.00 feet, arc length 5.45 feet to the PC of said curve; thence with said right-of-way N 17° 29' 33" E, 2.73 feet to the Point of Beginning and containing 10.304 acres more or less, according to a survey by Raymond H. Erpenbeck, PLS #249, with Raymond Erpenbeck Consulting Engineers on January 3, 2000 and being a part of the same property conveyed to ERPS, Inc. by Deed recorded in Deed Book 749, page 302 in the records of the Boone County Clerk, Burlington, Kentucky.