

FIFTH

AMENDMENT TO MASTER DEED

FOR

BROOKLEY PLACE

THIS DECLARATION is made and entered into this 16th day of August, 2005, by Brookley Place, LLC, a Kentucky limited liability company, hereinafter referred to as "Developer".

WITNESSETH;

WHEREAS, the Developer acquired certain property in Jefferson County, as referenced in Deed, dated March 9, 2001, of record in Deed Book 7607, Page 170, in the office of the County Clerk of Jefferson County, Kentucky; and

WHEREAS, the Developer submitted a part of the above-referenced property to the condominium form of ownership and use by Master Deed dated December 1, 2003, of record in Deed Book 8312, Page 001, in the office of the Clerk aforesaid; and


WHEREAS, the Developer now desires to submit Phase IV consisting of six (6) additional residential units in Building 4 of said property to the Horizontal Property Regime known as Brookley Place and to record an amended plat correcting certain survey and boundary descriptions;

NOW, THEREFORE, pursuant to the power retained in the
 aforementioned master deed, the Developer does hereby amend the
 aforementioned master deed to declare, establish and submit Phase
 IV consisting of the additional residential units shown on the
 attached Exhibit A to the condominium regime created therein as
 shown on the original Plans previously recorded in Apartment
 Ownership Book 99, Pages 36 through 38, in the office of the Clerk
 aforesaid, and the previous amendments thereto, and as amended by
 the amended Plans recorded in Apartment Ownership Book 109,
 Pages 85 through 86, all of which are hereby
 incorporated by reference herein and made a part hereof.

The percentage of ownership of each unit in Brookley
 Place is hereby amended as shown on the attached Exhibit A which is
 incorporated herein by this reference.

IN TESTIMONY WHEREOF, witness the signature of the
 Developer, the day and year first above written.


BROOKLEY PLACE, LLC

By: 
 Daniel Hancock, President
 Danmark, Inc., Member

COMMONWEALTH OF KENTUCKY)
) ss.
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 16th day of August, 2005, by Daniel Hancock, President of Danmark, Inc., Member of Brookley Place, LLC, on behalf of said limited liability company.

My commission expires: 9-20-2006.



Notary Public

This instrument prepared by:

Harold W. Thomas
Harold W. Thomas
THOMAS, DODSON & WOLFORD, PLLC
9200 Shelbyville Road, Suite 611
Louisville, Kentucky 40222
(502) 426-1700

**PERCENTAGE OF OWNERSHIP
FOR
"BROOKLEY PLACE"**

UNIT DESIGNATION	SQ. FOOTAGE OF FLOOR SPACE	PERCENTAGE OF OWNERSHIP
<u>BUILDING 1</u>		
UNIT 11138	920.75	2.16%
UNIT 11136	1270.61	2.99%
UNIT 11134	959.40	2.26%
UNIT 11132	1137.62	2.67%
UNIT 11130	1270.85	2.99%
UNIT 11128	922.46	2.17%
<u>BUILDING 2</u>		
UNIT 11124	928.10	2.18%
UNIT 11122	1260.44	2.96%
UNIT 11120	962.00	2.26%
UNIT 11118	961.48	2.26%
UNIT 11116	1268.97	2.98%
UNIT 11114	921.02	2.17%
<u>BUILDING 3</u>		
UNIT 11110	911.43	2.14%
UNIT 11108	1268.87	2.98%
UNIT 11106	1070.36	2.52%
UNIT 11104	1092.98	2.57%
UNIT 11102	1257.98	2.96%
UNIT 11100	906.50	2.13%
<u>BUILDING 4</u>		
UNIT 11066	1072.93	2.52%
UNIT 11064	1252.36	2.94%
UNIT 11062	1162.66	2.73%
UNIT 11060	1160.43	2.73%
UNIT 11058	1253.61	2.95%
UNIT 11056	1073.72	2.52%

BUILDING 25

UNIT 4800	1361.58	3.20%
UNIT 4802	1809.59	4.25%
UNIT 4804	1679.55	3.95%
UNIT 4806	1682.16	3.95%
UNIT 4808	1809.03	4.25%
UNIT 4810	1402.94	3.30%

BUILDING 26

UNIT 4814	1655.8	3.89%
UNIT 4816	1609.02	3.78%
UNIT 4818	1608.15	3.78%
UNIT 4820	1655.85	3.89%

TOTALS 42541.20 100.00%

Document No.: DN2005136588
 Lodged By: THOMAS DODSON
 Recorded On: 08/18/2005 09:53:54
 Total Fees: 16.00
 Transfer Tax: .00
 County Clerk: BOBBIE HOLSCLAW-JEFF CO KY
 Deputy Clerk: CARHAR

END OF DOCUMENT

Recorded in Condo Book
 No. 109 Page 85+86
 Part No. 2072