

**FIFTH SUPPLEMENTAL DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS**

**CREEK PARTNERS, LLC
LOCUST CREEK SUBDIVISION, PHASE 5A
JEFFERSON COUNTY, KENTUCKY**

THIS FIFTH SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS for Locust Creek Subdivision, Phase 5A ("Fifth Supplemental Declaration") is made on this 16th day of June, 2005, by Creek Partners, LLC, a Kentucky limited liability company, with an address of 1510 PNC Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202 ("Developer").

WHEREAS, Developer caused that certain Declaration of Covenants, Conditions, and Restrictions of Locust Creek Subdivision, Phase I, to be duly recorded in Deed Book 7718, Page 22, in the Office of the Clerk of Jefferson County, Kentucky, on August 31, 2001 ("Prior Declaration") for the purpose of creating a residential subdivision (the "Subdivision") in multiple phases (individually, a "Phase"); and whereas Prior Declaration having been amended by First Supplemental Declaration of Covenants, Conditions and Restrictions of Creek Partners, LLC, Locust Creek Subdivision, Phase 2-A ("First Supplemental Declaration") and duly recorded on January 11, 2002, in Deed Book 7800, Page 384; whereas Prior Declaration and First Supplemental Declaration having been amended by Second Supplemental Declaration of Covenants, Conditions and Restrictions of Creek Partners, LLC, Locust Creek Subdivision, Phase 2-B ("Second Supplemental Declaration") and duly recorded on January 28, 2003, in Deed Book 8057, Page 792; whereas Prior Declaration, First Supplemental Declaration and Second Supplemental Declaration having been amended by Third Supplemental Declaration of Covenants, Conditions and Restrictions of Creek Partners, LLC, Locust Creek Subdivision, Phase 3 ("Third Supplemental Declaration") and duly recorded on January 4, 2004, in Deed Book 8333, Page 459; and whereas Prior Declaration, First Supplemental Declaration and Second Supplemental Declaration having been amended by Fourth Supplemental Declaration of Covenants, Conditions and Restrictions of Creek Partners, LLC, Locust Creek Subdivision, Phase 4 ("Fourth Supplemental Declaration") and duly recorded on July 15, 2004, in Deed Book 8449, Page 917; and

WHEREAS, Developer is the owner of certain real property located in Jefferson County, Kentucky, to be added to the Subdivision as an additional Phase.

NOW, THEREFORE, Developer hereby declares that a portion of the Subdivision consisting of "Phase 5A", as hereinafter defined, shall be held, sold, and conveyed

subject to the easements, restrictions, covenants, and conditions in the Prior Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration, which are for the purpose of protecting the value and desirability of the Subdivision. The easements, restrictions, covenants, and conditions shall: (i) run with the land contained in the subdivision; (ii) be binding on all parties having any right, title, or interest in the Subdivision, their heirs, successors, and assigns; and (iii) inure to the benefit of each owner.

1. Amendment to Section 1. Section 1 of the Prior Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration entitled "The Property", is hereby amended to include the following described property (Phase 5A) in addition to the property currently subject to and described in the Prior Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration:

BEING Lots 187 through 204 as shown on the plat of Locust Creek Subdivision, Phase 5A, of record in Plat and Subdivision Book 50, Page 94, in the Office of the Clerk of the County Court of Jefferson County, Kentucky.

BEING the same property acquired by Creek Partners, LLC, by Deed from Creek Capital, Inc., dated March 11, 2005, of record in Deed Book 8585, Page 186, of record in the Office of the County Court of Jefferson County, Kentucky; and

The term "Lot", as used in the Prior Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration, shall include any lot or similar property as delineated on the Plat of Phase 5A.

The term "Lot Owner", as used in the Prior Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration, shall include the owner or owners of a Lot in Phase 5A.

2. Article III, Section 3. Article III, Section 3, of the Prior Declaration shall be amended as follows:

- A. Lots 187 through 204:
- i.) The ground floor of a ranch (one-story) house shall have the minimum floor area of 3,400 square feet, exclusive of garage, with a minimum house width of 70 feet.
 - ii.) The ground floor of a one and one-half story house shall have the minimum first floor area of 2,500 square feet and a total minimum area of 3,800 square feet, exclusive of garage, with a minimum house width of 70 feet.
 - iii.) The ground floor of a two-story house shall have the minimum first floor area of 1,900 square feet and a total minimum area of 3,800 square feet, exclusive of garage, with a minimum house width of 70 feet.
 - iv.) The total floor area of all other types of houses for Lots 187 through 204 shall be a minimum floor area of 3,800 square feet, exclusive of garage, with a minimum house width of 70 feet.
- B. Up to five feet (5') of the required minimum house width defined hereinabove may be achieved with a wing wall.
- C. Finished basement areas, garages, and open porches are not included in computing floor areas.
- D. Simultaneous with completion of construction of a residence and prior to placement of sod and landscaping, the Lot Owner shall install an irrigation system which shall provide irrigation for grass and trees planted on the Lot.

3. Definitions. All capitalized terms not defined herein shall have the same meanings as those set forth in the Prior Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration.

4. No Other Modifications. Other than as set forth herein, the Prior Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration shall remain in full force and effect.

WITNESS the signature of Developer on this 16th day of June, 2005.

CREEK PARTNERS, LLC
A Kentucky Limited Liability Company
BY: CMB DEVELOPMENT COMPANY, LLC
A Kentucky Limited Liability Company
The Sole Member of Creek Partners, LLC

BY: William H. Cull
Name: William H. Cull
Title: Member, CMB Development Company, LLC

STATE OF KENTUCKY
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me by William H. Cull, Member of CMB Development Company, LLC, a Kentucky limited liability company, the sole member of Creek Partners, LLC, a Kentucky limited liability company, on behalf of said limited liability company, on this 16th day of June, 2005.

Jeresa S. Stevers
NOTARY PUBLIC
KENTUCKY STATE AT LARGE

My Commission Expires: 3-31-07

THIS INSTRUMENT PREPARED BY:

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Recorded On: 07/29/2005 01:39:09
Total Fees: 14.00
Transfer Tax: .00
County Clerk: BOBBIE HOLSCLAW-JEFF CO KY
Deputy Clerk: LATHIL

C:\CREEK PARTNERS, LLC
CCR'S - Phase 5A
6/16/2005

Recorded in Plat Book
No. 50 Page 94
Part No. _____