

**FIFTH (A) AMENDMENT AND SUPPLEMENT TO
THE LEGENDARY RUN DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
AND RESERVATION OF EASEMENTS**

This Fifth (A) Amendment and Supplement to the Legendary Run Declaration of Covenants, Conditions and Restrictions and Reservation of Easements ("Amendment") is made as of the 17th day of June, 1999, by TRADITIONS INVESTMENTS-PIERCE, INC., an Ohio corporation ("Declarant") as follows:

WHEREAS, Declarant filed the Legendary Run Declaration of Covenants, Conditions and Restrictions and Reservation of Easements on the 12th day of March, 1998, which Declaration is recorded in Official Record Book 1031, Page 762 of the Clermont County, Ohio Records to aid in the development of the property described therein ("Legendary Run"), which was modified by the First Amendment and Supplement thereto recorded at Official Record Book Volume 1087, Page 119, by the Third Amendment and Supplement thereto recorded at Official Record Volume 1145, Page 579, and by the Fourth Amendment and Supplement thereto recorded at Official Record Volume 1168, Page 1036, all of the Clermont County, Ohio Records (collectively, the Declaration, as so modified is hereinafter referred to as the "Declaration", and it being expressly stated herein that no Second Amendment and Supplement was ever filed);

WHEREAS, Declarant desires to provide for the preservation of values and amenities in Legendary Run and to provide for the maintenance of the Common Areas and Community Facilities (as defined in the Declaration) within Legendary Run;

WHEREAS, the Declaration provides, in Article II, that Declarant can annex property to the Development (as defined in the Declaration) and subject property to the terms and conditions of the Declaration.

NOW, THEREFORE, Declarant makes the following Amendment:

9900027118
Filed for Record in
CLERMONT COUNTY, OH
CAROLYN GREEN
On 06-25-1999 At 12:14 pm.
DECLAR 34.00
Book OR Vol. 1209 Pg. 1147 - 1153

The following provisions of the Declaration are amended as provided for in Article XIV of the Declaration.

1.1 Common Areas and Community Facilities.

Article I, Section 1(e) of the Declaration, which sets forth the definition of Common Areas and Community Facilities, is amended to include the property described in Exhibit A hereto and made a part hereof.

1.2 Property Subject to Declaration.

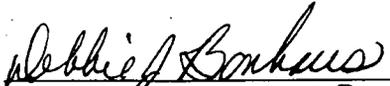
Article II, Section 1 of the Declaration, which sets forth the real property that is to be subject to the terms and conditions of the Declaration, is amended to include the real property described in Exhibit B hereto and made a part hereof.

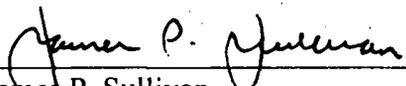
Except as expressly amended by this Amendment, the Declaration remains in full force and effect.

IN WITNESS WHEREOF, James P. Sullivan, Vice President and Treasurer of TRADITIONS Investments-Pierce, Inc., an Ohio corporation, has executed this Amendment on behalf of the corporation as of the date first above written.

Signed and acknowledged
in the presence of:

TRADITIONS INVESTMENTS-PIERCE, INC.
An Ohio corporation


Print Name: DEBBIE J. BONHAUS

By: 
James P. Sullivan,
Vice President & Treasurer


Print Name: DANIELLE T. MARNAHA

STATE OF OHIO, COUNTY OF HAMILTON, SS:

The foregoing Amendment was acknowledged before me this 17th day of JUNE, 1999, by James P. Sullivan, Vice President and Treasurer of Traditions Investments-Pierce, Inc., an Ohio corporation, on behalf of such corporation.

Danielle T. Marnocha
Notary Public

This instrument was prepared
Andrew D. Graf, ESQ.
BARRON, PECK & BENNIE
One West Fourth Street
Suite 1400
Cincinnati, Ohio 45202-3618
513/721-1350



DANIELLE T. MARNOCHA
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JUNE 30, 2003

EXHIBIT A

Instrument Book Vol. Page
9900027118 OR 1209 1150

Situated in Eddins Military Survey No. 1366, Lucas Military Survey No. 1753, Pierce Township, Clermont County, Ohio and being all of Lots 169, 178 and 186 of the Legendary Run Subdivision, Section Two-B, as recorded in Plat Cabinet 8, Pages 180 and 181 inclusive, of the Clermont County, Ohio Records.

27 - 28 - 13E - 179 ,

27 - 28 - 13E - 188 .

27 - 28 - 13E - 196 .

*For The Purpose Of Indexing Use
Parcel # _____ *

EXHIBIT B

Instrument Book Vol. Page
9900027118 OR 1209 1151

Situated in Eddins Military Survey No. 1366, Lucas Military Survey No. 1753, Pierce Township, Clermont County, Ohio and being all of Lots 165 through 191 inclusive of the Legendary Run Subdivision, Section Two-B, as recorded in Plat Cabinet 8, Pages 180 and 181 inclusive, of the Clermont County, Ohio Records.

28-13E-175, 176, 177, 178, 179, 180, 181,
182, 183, 184, 185, 186, 187, 188,
189, 190, 191, 192, 193, 194, 195,
196, 197, 198, 199, 200, 201

CONSENT OF MORTGAGEE

The undersigned, WINCHESTER FUNDING, LTD., ("Mortgagee") is the holder of a Mortgage on a portion of the real estate described in the foregoing Fifth (A) Amendment and Supplement to the Legendary Run Declaration of Covenants, Conditions and Restrictions and Reservation of Easements (the "Declaration") for Legendary Run from Traditions Investments-Pierce, Inc., dated September 25, 1996 and recorded in Official Record book 0884, Page 698 of the Mortgage Records of Clermont County, Ohio as amended.

Mortgagee hereby consents to the execution and delivery of the Declaration, together with the exhibits thereto, and consents to the filing thereof in the office of the Recorder of Clermont County, Ohio. Mortgagee hereby subjects and subordinates the above-described mortgage as amended to the easements, covenants and restrictions contained in the foregoing Declaration with all exhibits attached thereto; provided however, the mortgage shall not be subordinate in priority to any of the assessments that can be charged under or pursuant to the Declaration.

IN WITNESS WHEREOF, the Mortgagee has caused the execution of this Consent of Mortgagee this 17th day of JUNE, 1999, by its duly authorized officer.

Signed and acknowledged
in the presence of:

WINCHESTER FUNDING, LTD.,
an Ohio limited liability company,

By Great Traditions Development Group, Inc.,
Its Authorized Member

Debbie J. Bonhaus
Print Name: BONHAUS, DEBBIE J.

By James P. Sullivan
James P. Sullivan
Its Vice President and Treasurer

Danielle T. Marnocha
Print Name: DANIELLE T. MARNOCHA

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 17th day of JUNE, 1999, by James P. Sullivan, as Vice President and Treasurer of Great Traditions Development Group, Inc., an Ohio corporation, and as the Authorized Member of Winchester Funding, Ltd., an Ohio limited liability company, on behalf of such corporation and limited liability company.

Danielle T. Marnocha
Notary Public

Z:\DMB\LEGRUN\DECAMEND.5TH



DANIELLE T. MARNOCHA
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JUNE 30, 2003

CONSENT OF MORTGAGE

The undersigned, FIRSTAR BANK, N.A. FKA STAR BANK, N.A. ("Mortgagee") is the holder of a Mortgage on a portion of the real estate described in the foregoing Fifth (A) Amendment and Supplement to the Legendary Run Declaration of Covenants, Conditions and Restrictions and Reservation of Easements (the "Declaration") for Legendary Run from Traditions Investments-Pierce, Inc., dated September 25, 1996 and recorded in Official Record Book 0990, Page 280 of the Clermont County, Ohio Records as amended.

Mortgagee hereby consents to the execution and delivery of the Declaration, together with the exhibits thereto, and consents to the filing thereof in the office of the Recorder of Clermont County, Ohio. Mortgagee hereby subjects and subordinates the above-described mortgage and any amendments thereto, to the easements, covenants and restrictions contained in the foregoing Declaration with all exhibits attached thereto; provided however, the mortgage shall not be subordinate in priority to any of the assessments that can be charged under or pursuant to the Declaration.

IN WITNESS WHEREOF, the Mortgagee has caused the execution of this Consent of Mortgagee this 18th day of June, 1999, by its duly authorized officer.

Signed and acknowledged

FIRSTAR BANK, N.A.,
a national banking association

[Signature]
Print Name: Ron E. Murphy
[Signature]
Print Name: Brooke Waters

By: Wendy A. Baumann
Name: Wendy A. Baumann
Its: Assistant Vice President



BROOKE WATERS
Notary Public, State of Ohio
My Commission Expires April 6, 2004

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 18 day of June, 1999, by Wendy A. Baumann as _____ of Firstar Bank, N.A., a national banking association, on behalf of the same.

[Signature]
Notary Public