

**SECOND AMENDMENT
TO
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS**

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS ("Amendment") is made effective as of April 5, 2019 ("Effective Date"), by **ONE VENUE, LLC** ("Developer"), a Kentucky limited liability company, with a mailing address of 148 Malabu Drive, Suite 160, Lexington, Kentucky 40503.

RECITALS:

A. Developer has previously made that certain Declaration of Covenants, Restrictions and Easements dated effective as January 22, 2018, of record in Deed Book 3559, Page 362 in the Fayette County Clerk's Office, as amended by that certain First Amendment to Declaration of Covenants, Restrictions and Easements dated March 30, 2018, of record in Deed Book 3570, Page 330 in the Fayette County Clerk's Office (collectively, "Original Declaration" and, collectively with this Amendment and as the same may be hereafter amended in writing in accordance with its terms, "Declaration").

B. Pursuant to Section 7.3 and Section 15.4 of the Original Declaration, Developer now desires to amend the Original Declaration as set forth herein.

AGREEMENT:

NOW, THEREFORE, for and in consideration of the Recitals, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Original Declaration is hereby amended as follows:

1. CAPITALIZED TERMS. Capitalized terms used but not otherwise defined herein shall have the same meanings herein as are given to them in the Original Declaration.

2. TENANT EXCLUSIVE. For as long as the "Club Pilates Lease" (as defined herein) and the tenant restrictions and/or exclusions set forth therein remain in effect, no portion of the Shopping Center (other than the premises defined in the Club Pilates Lease) shall be used, rented, leased, licensed or sold to any Person for use as a boutique fitness studio offering group and individual classes in Pilates, provided, however, that the foregoing restriction shall not apply to (a) the Spectrum Parcel or (b) Lot 2 as shown on the *Amended Final Record Plat of BROOKHAVEN Subdivision, Lot 1E, Block "A", Unit 1-F*, of record in Plat Cabinet R, Slide 755, in the Fayette County Clerk's Office, being known and designated as 134 Malabu Drive. As used herein, the term "Club Pilates Lease" means that certain Lease Agreement dated October 29, 2018, from One Venue, LLC to Performance Pilates, LLC, d/b/a Club Pilates, as the same may be amended and/or assigned from time to time as permitted thereunder.

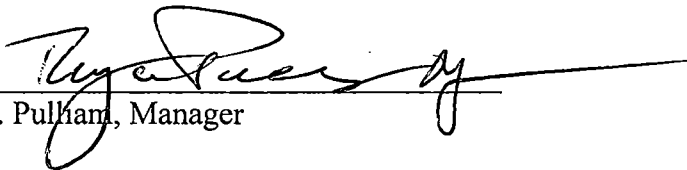
3. MISCELLANEOUS. As amended hereby, the Original Declaration shall remain in full force and effect. This Amendment shall be governed by, and construed in accordance with, the laws of the Commonwealth of Kentucky. All exhibits to this Amendment and the Recitals hereto are incorporated herein by reference.

RETURN TO:

**Cheryl L. Voll, Paralegal
Dickinson Wright PLLC
300 West Vine Street, Suite 1700
Lexington, Kentucky 40507**

IN WITNESS WHEREOF, the Developer has executed this Amendment as of the Effective Date.

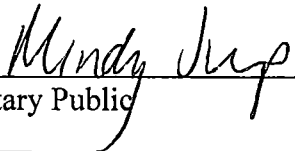
ONE VENUE, LLC

By: 
Royce G. Pulliam, Manager

STATE OF KENTUCKY)
) ss.
COUNTY OF FAYETTE)

The foregoing instrument was acknowledged before me this 5 day of April, 2019, by Royce G. Pulliam, as Manager of **ONE VENUE, LLC**, a Kentucky limited liability company, for and on behalf of the limited liability company.

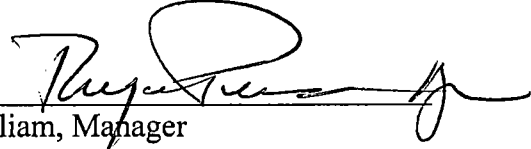
WITNESS my hand and official seal:


Notary Public

My commission expires: 11-17-2021
Notary ID: 590765

The undersigned, **2420 HOLDING COMPANY, LLC**, as fee simple owner of the majority of the Shopping Center described in the Original Declaration, hereby joins in and consents to this Amendment.

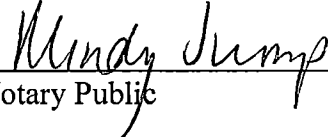
2420 HOLDING COMPANY, LLC

By: 
Royce G. Pulliam, Manager

STATE OF KENTUCKY)
) ss.
COUNTY OF FAYETTE)

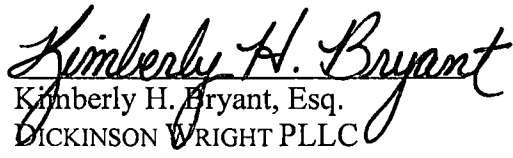
The foregoing instrument was acknowledged before me this 5 day of April, 2019, by Royce G. Pulliam, as Manager of **2420 HOLDING COMPANY, LLC**, a Delaware limited liability company, for and on behalf of the limited liability company.

WITNESS my hand and official seal:


Notary Public

My commission expires: 11-17-2021
Notary ID: 590765

THIS INSTRUMENT PREPARED BY:

Handwritten signature of Kimberly H. Bryant in black ink.

Kimberly H. Bryant, Esq.

DICKINSON WRIGHT PLLC

300 West Vine Street, Suite 1700

Lexington, Kentucky 40507

899-899-8700

LEXINGTON 64830-11 76654v1

**I, Donald W Blevins Jr, County Court Clerk
of Fayette County, Kentucky, hereby
certify that the foregoing instrument
has been duly recorded in my office.**



By: EMILY GENTRY ,dc

201904250175

April 25, 2019

14:44:10 PM

Fees	\$16.00	Tax	\$.00
-------------	----------------	------------	---------------

Total Paid	\$16.00
-------------------	----------------

THIS IS THE LAST PAGE OF THE DOCUMENT

5 Pages

176 - 180