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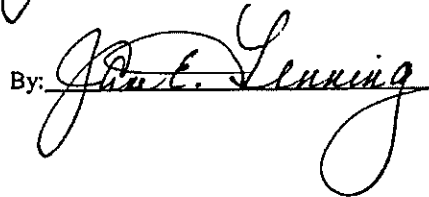
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Robert G. Montgomery
Franklin County Recorder

**SECOND AMENDMENT TO DECLARATION OF
VICTORIAN GATE CONDOMINIUMS
TO CONVERT UNITS**

The undersigned hereby certifies that copies of this Amendment to Declaration of Victorian Gate Condominiums and all drawings and other exhibits thereto, if any, were filed with the Auditor of Franklin County, Ohio this 21 day of June, 2006, as required by §5311.06(B) of the Ohio Revised Code.



Franklin County Auditor

By: 

VORYS BOX-BUDA

TRANSFERRED

JUN 21 2006

JOSEPH W. TESTA
AUDITOR
FRANKLIN COUNTY, OHIO

FOR REFERENCE PLEASE SEE
CORRESPONDING PLAT BOOK NO. 169, PAGE 59-62

**SECOND AMENDMENT TO THE DECLARATION OF
VICTORIAN GATE CONDOMINIUMS**

Background

A. Victorian Gate Conversion Company LLC ("VGCC"), an Ohio limited liability company, is the Declarant of Victorian Gate Condominiums, which was created upon the recording of the Declaration and Bylaws of Victorian Gate Condominiums as Instrument Number 200503210051286 (as previously amended from time to time, the "Declaration"), together with the Drawings attached thereto and incorporated therein by reference, which were filed of record as Instrument Number 200503210051287 and are located in Condominium Plat Book 145, beginning at page 90;

B. VGCC is the owner of Units 2 Victorian Gate Way through 9 Victorian Gate Way (the "VGCC Units");

C. Pursuant to Section 4(a) of Article V of the Declaration, the VGCC Units are "Convertible Units," as that term is defined in the Declaration;

D. VGCC desires amend the Declaration to effect a conversion of the VGCC Units as set forth herein;

E. Capitalized terms used but not defined herein shall have the meaning assigned thereto within the Declaration.

Amendment

In pursuance of the right and option set forth in Section 4 of Article V of the Declaration, VGCC hereby amends the Declaration as set forth herein to be effective as of the date of recording of this Amendment in the office of the Recorder of Franklin County, Ohio:

1. Conversion of Existing Convertible Units. The VGCC Units are hereby converted by combining two or more of such Units into one or more resulting Units as set forth in the following table which reflects (a) the designations of the respective VGCC Units which are hereby combined by conversion, (b) the designation of the Unit resulting from such combination by conversion (each a "Resulting Unit"), (c) the approximate size of each Resulting Unit's interior, (d) the par value assigned to each Resulting Unit, and (e) the percentage interest in the common elements appurtenant to the Resulting Unit, which is the same as the Resulting Unit's proportionate share of common surplus and common expenses (see Ohio Revised Code Sections 5311.041 and 5311.21, and Section 3(a)(ii) of Article XV of the Declaration), and also the same as the Resulting Unit's voting power (see Section 3 of Article VII of the Declaration):

(a)	(b)	(c)	(d)	(e)
Designation of Units Combined by Conversion	Designation of Resulting Unit	Approximate Interior Size	Par Value	% Interest In Common Elements
2 & 4 Victorian Gate Way	4 Victorian Gate Way	1,301 sq. ft.	1.62625	.764609568%
3 & 5 Victorian Gate Way	5 Victorian Gate Way	1,301 sq. ft.	1.62625	.764609568%
6 & 8 Victorian Gate Way	8 Victorian Gate Way	1,301 sq. ft.	1.62625	.764609568%
7 & 9 Victorian Gate Way	9 Victorian Gate Way	1,301 sq. ft.	1.62625	.764609568%

The par value, percentage interest in the Common Elements, proportionate share of common surplus and common expenses, and voting power assigned to each Resulting Unit equals the aggregate total of par values, percentage interests, proportionate shares and voting powers, respectively, of the VGCC Units combined by conversion to create the Resulting Unit. From and after the effective date of this Amendment, the VGCC Units shall cease to exist and shall be replaced by, and shall hereinafter be known as, the respective Resulting Unit(s). Exhibit E to the Declaration is hereby amended with regard to the VGCC Units and the Resulting Units, and except as amended hereby, Exhibit E to the Declaration remains unchanged and in full force and effect. There are no Limited Common Elements formed as a result of the conversion effected hereunder. Each Resulting Unit shall be a Convertible Unit subject to the terms and conditions of Section 4(a) of Article V of the Declaration.

2. Drawings. The conversion effected hereunder has no affect on the exterior of any building which is part of the Condominium Property or on any other matter depicted on the survey drawing attached as Exhibit B to the Declaration, which is filed in Condominium Plat Book 145 at Page 90. Therefore, no amended survey drawing of the Condominium Property is attached hereto.

Attached hereto and incorporated herein as Exhibit A are certified architectural drawings which depict the Resulting Units (the "Amended Drawings"). These Amended Drawings hereby amend and supersede those portions, and only those portions, of sheets 3, 4, 5 & 6 of Exhibit C of the Declaration (Condominium Plat Book 145, pages 93-96) which depict the VGCC Units. Except with regard to the depiction of the Resulting Units set forth in the Amended Drawings, Exhibit C of the Declaration remains unchanged and in full force and effect.

3. Lender Consents. The attached Consents of Mortgagee are hereby incorporated into this Declaration as if set forth within the body hereof.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged this Amendment, or caused this Amendment to be executed and acknowledged by its duly authorized officer, to be effective as of May 2, 2006.

VICTORIAN GATE CONVERSION COMPANY LLC, an Ohio limited liability company

By: 
Patrick M. Grabill, Managing Member

STATE OF OHIO)
COUNTY OF FRANKLIN) ss:

The foregoing instrument was acknowledged before me this 2nd day of May 2006 by Patrick M. Grabill, the Managing Member of Victorian Gate Conversion Company LLC, an Ohio limited liability company, on behalf of the limited liability company.


Notary Public

REBECCA B. GUTERBA, Notary Public
in and for the State of Ohio
My Commission Expires 9-28-07

CONSENT OF MORTGAGEE

The undersigned, Fifth Third Bank, an Ohio banking corporation, is the holder of an Open-End Mortgage, Assignment of Rents and Security Agreement, recorded as Instrument Number 200501310018260 in the Recorder's Office of Franklin County, Ohio, covering the VGCC Units. The undersigned hereby consents to the execution, filing and recording of the foregoing Amendment to the Declaration, as required by Section 4(b) of Article VI of the Declaration.

Dated: May 19, 2006

FIFTH THIRD BANK

By: Mindy F. Schuler
Printed Name: Mindy F. Schuler
Title: Vice President

STATE OF OHIO)
COUNTY OF Franklin) ss:

This instrument was acknowledged before me this 19 day of May, 2006, by Mindy F. Schuler, the Vice President of Fifth Third Bank, an Ohio banking corporation, on behalf of the corporation.



C. MICHELLE WOODRUFF
Notary Public, State of Ohio
My Commission Expires
10-19-10

C. Michelle Woodruff
Notary Public

CONSENT OF MORTGAGEE

The undersigned, Hallmark Partners, an Ohio general partnership, is the holder of a Mortgage Deed, recorded as Instrument Number 200501310018262 in the Recorder's Office of Franklin County, Ohio, covering the VGCC Units. The undersigned hereby consents to the execution, filing and recording of the foregoing Amendment to the Declaration, as required by Section 4(b) of Article VI of the Declaration.

Dated: May 18, 2006

HALLMARK PARTNERS

By: [Signature]
Franklin E. Kass, general partner

STATE OF OHIO)
COUNTY OF Franklin) ss:

This instrument was acknowledged before me this 18th day of May, 2006, by Franklin E. Kass, a general partner of Hallmark Partners, an Ohio general partnership, on behalf of the partnership.



NANNETTE C. BUEL
Notary Public, State of Ohio
My Commission Expires 10-04-09

[Signature]
Notary Public

This Instrument Prepared by
and After Recording Return to:

J. Theodore Smith, Esq.
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Post Office Box 1008
Columbus, Ohio 43216-1008

EXHIBIT A

[See Condominium Plat Book Referenced on Cover Page]