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EXHIBIT

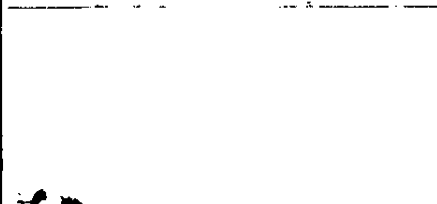
ATTACHED TO

0010145262

DOCUMENT NUMBER

2-23-01

SEE PLAT BOOK



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Property of Cook County Clerk's Office
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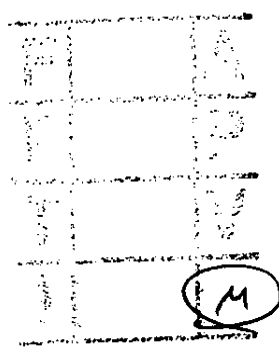
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93120007 00 001 Page 1 of 13
2001-02-23 09:39:38
Cook County Recorder 87.00

EXHIBIT ATTACHED

**THIRD ADD ON AMENDMENT TO DECLARATION OF
CONDOMINIUM OWNERSHIP FOR
SOUTHGATE ON THE GLEN CONDOMINIUM**

Property of Cook County Clerk's Office



PREPARED BY AND AFTER
RECORDING MAIL TO:
JOHN H. JACKSON
c/o MORGAN, LANOFF, DENNISTON
& JACKSON, LTD.
2 NORTH LA SALLE STREET #1808
CHICAGO, IL 60602

RECORDING FEE 87.00
DATE 2/23/01 6
BY JM 13pgs

**THIRD ADD ON AMENDMENT TO
DECLARATION OF CONDOMINIUM OWNERSHIP FOR
SOUTHGATE ON THE GLEN CONDOMINIUM**

This instrument, is made on the date set forth below by GLENBASE VENTURE, a Joint Venture of ODESIGN, INC., an Illinois corporation, and GLENBASE PARTNERS, LLC, an Illinois limited liability company, hereinafter referred to as "Developer" or "Declarant":

WHEREAS, the Declarant has heretofore caused to be recorded with the Recorder of Deeds of Cook County, Illinois on September 14, 2000, as Document No. 00-717613, a Declaration of Condominium Ownership for SOUTHGATE ON THE GLEN CONDOMINIUM, ("Declaration") pursuant to the Condominium Property Act ("Act") of the State of Illinois, submitting the real property ("Property") described in Exhibit A thereto, to the provisions of the Act; and

WHEREAS, additional real property was added to the Property pursuant to First Add-On Amendment recorded as Document No. 00-907913 on November 17, 2000, and the Second Add-On Amendment recorded as Document No. 00-972964 on December 11, 2000; and

WHEREAS, the Declaration reserves to the Declarant, the right to add to the Property (as defined in the Declaration), and thereby add to the Condominium created by the Declaration all or any portion of the Additional Land described in Exhibit E of the Declaration; and

WHEREAS, the Declarant now desires to add to said Property, and submit to the provisions of the Act and the Declaration, the Additional Land described as Lots 204 and 406 in Amended Exhibit A attached hereto.

NOW, THEREFORE, the Declarant does hereby amend the Declaration as follows:

1. The Additional Land and improvements, consisting of two (2) multi-family buildings, namely Buildings 204, (a three (3) story building) and 406, (a two (2) story building), as depicted on Exhibit B hereto (Third Add-On Amendment Plat to Declaration), containing six (6) Units in Building 204 and six (6) Units in Building 406 are hereby added to Exhibit B of the Declaration pursuant to paragraph 3 below; are hereby submitted to the provisions of the Act as a part of the Condominium in accordance with, and shall be deemed to be governed in all respects by, the terms and provisions of the Declaration; and are included in the legal description set forth in Amended Exhibit A.

2. Exhibit A of the Declaration as amended is hereby amended by substituting, therefore, Amended Exhibit A which is attached hereto.

3. Exhibit B of the Declaration as amended is hereby amended by the addition of Exhibit B attached hereto.

4. Exhibit C of the Declaration as amended is hereby amended by substituting therefore, Amended Exhibit C which is attached hereto and which shows the percentage of ownership in the Common Elements appurtenant to each Unit shifted to the new percentages set forth in said Amended Exhibit C.

5. The existing Units shall be entitled to their respective percentages of ownership, as amended and adjusted in any added Common Elements as well as the existing Common Elements.

6. The added Units shall be entitled to their respective percentage of ownership, in any added Common Elements as well as the existing Common Elements.

7. Any added Common Elements contained in the added property are hereby granted and conveyed to the Owners subject to the provisions of the Act and the Declaration as amended.

8. Exhibit E of the Declaration as amended is hereby amended by substituting, therefore, Amended Exhibit E which is attached hereto.

9. Except as expressly set forth herein, the Declaration shall remain unchanged and in full force and effect in accordance with its terms.

THIS DECLARATION is executed this 19 day of FEB, 2001, by the Declarant, GLENBASE VENTURE, a Joint Venture, as aforesaid, as the Owner of the Project.

GLENBASE VENTURE, an Illinois General Partnership of ODESIGN, INC., an Illinois corporation and GLENBASE PARTNERS, LLC., an Illinois Limited Liability Company, Declarant

By: ODESIGN, INC.

By: [Signature]
VICE President

By: GLENBASE PARTNERS, LLC., an Illinois Limited Liability Company

By: E-GLENBASE CORP., an Illinois Corporation, Managing Member

By: [Signature]
VICE President

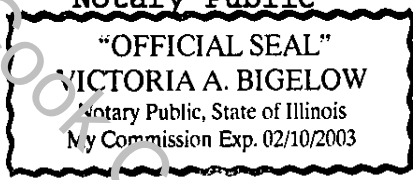
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, the undersigned a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that the above named Frank Donovan, Vice President of ODESIGN, INC., an Illinois corporation and Joint Venturer in the GLENBASE VENTURE, Declarant, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said Corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal this 19 day of February, A.D., 2001.

Victoria A. Bigelow
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

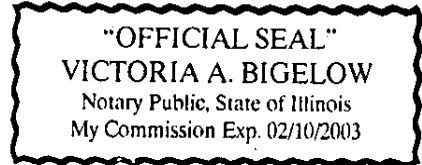


I, the undersigned a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that the above named Warren A. James, Vice President of E-GLENBASE CORP., an Illinois corporation, Manager of GLENBASE PARTNERS, LLC., an Illinois limited liability company, a Joint Venturer in the GLENBASE VENTURE, Declarant, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President appeared before me this day in person and acknowledge that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said company for the uses and purposes therein set forth.

Given under my hand and notarial seal this 19 day of February, A.D., 2001.

Victoria A. Bigelow
Notary Public

This Document Was Prepared By And After Recording Mail To:
Samuel M. Lanoff and John H. Jackson, Attorneys at Law
c/o Morgan, Lanoff, Denniston & Jackson, Ltd.
2 North LaSalle Street, Suite 1808
Chicago, Illinois 60602
(312) 346-3055



CONSENT

Illinois Tool Works, Inc., a Delaware corporation, mortgagee, hereby consents to the recording of the foregoing Third Add On Amendment to Declaration of Condominium Ownership for **SOUTHGATE ON THE GLEN CONDOMINIUM.**

Dated: Feb 21, 2001.

ILLINOIS TOOL WORKS, INC.,
a Delaware Corporation

By: [Signature]
Its: Director, Corp. Real Estate

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AMENDED EXHIBIT A

TO THE DECLARATION OF CONDOMINIUM OWNERSHIP FOR
SOUTHGATE ON THE GLEN CONDOMINIUM

LEGAL DESCRIPTION OF THE PROPERTY

LOTS 201, 202, 203, 204, 401, 402, 403, 404, 405 and 406, IN
GLENBASE SUBDIVISION - UNIT 1, BEING A SUBDIVISION OF LOTS 27 AND
28 IN GLENVIEW NAVAL AIR STATION SUBDIVISION NO. 2, BEING A
SUBDIVISION OF PART OF SECTIONS 15, 21, 22, 23, 26, 27, 28 AND 34,
TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN,
ACCORDING TO THE PLAT OF SAID GLENBASE SUBDIVISION - UNIT 1,
RECORDED MARCH 23, 2000 AS DOCUMENT 00202940, IN COOK COUNTY,
ILLINOIS.

PIN: 04-34-100-001-0000

Property of Cook County Clerk's Office

AMENDED EXHIBIT C

TO THE DECLARATION OF CONDOMINIUM OWNERSHIP FOR SOUTHGATE ON THE GLEN CONDOMINIUM SCHEDULE OF OWNERSHIP INTEREST IN THE COMMON ELEMENTS

PERCENTAGE OF OWNERSHIP

Bldg/Unit #	Model Type	Percentage of Ownership
201-001	Briarwood	1.5400%
201-002	Ashbury	1.6222%
201-003	Carlyle	1.7763%
201-004	Carlyle	1.7763%
201-005	Ashbury	1.5709%
201-006	Briarwood	1.4887%
202-007	Briarwood	1.4887%
202-008	Ashbury	1.5709%
202-009	Carlyle	1.7763%
202-010	Carlyle	1.7763%
202-011	Ashbury	1.6736%
202-012	Briarwood	1.5914%
203-013	Briarwood	1.6120%
203-014	Ashbury	1.6736%
203-015	Carlyle	1.7969%
203-016	Carlyle	1.7969%
203-017	Ashbury	1.6068%
203-018	Briarwood	1.5606%
204-019	Briarwood	1.5606%
204-020	Ashbury	1.5914%
204-021	Carlyle	1.8123%
204-022	Carlyle	1.8123%
204-023	Ashbury	1.6736%
204-024	Briarwood	1.5760%

Bldg/Unit #	Model Type	Percentage of Ownership
401-025	Camden	1.9509%
401-026	Broadmoor	1.8225%
401-027	Broadmoor	1.8225%
401-028	Camden	1.9663%
402-029	Camden	1.9509%
402-030	Broadmoor	1.6941%
402-031	Arlington	1.5195%
402-032	Arlington	1.5195%
402-033	Broadmoor	1.7095%
402-034	Camden	1.8841%
403-035	Camden	1.8635%
403-036	Broadmoor	1.7301%
403-037	Arlington	1.5400%
403-038	Arlington	1.5555%
403-039	Broadmoor	1.7455%
403-040	Camden	1.8995%
404-041	Camden	1.8995%
404-042	Broadmoor	1.8071%
404-043	Arlington	1.6274%
404-044	Arlington	1.6274%
404-045	Broadmoor	1.8071%
404-046	Camden	1.9303%
405-047	Camden	1.9303%
405-048	Broadmoor	1.7917%
405-049	Arlington	1.6068%
405-050	Arlington	1.6068%
405-051	Broadmoor	1.7865%
405-052	Camden	1.9355%
406-053	Camden	1.9355%
406-054	Broadmoor	1.7969%
406-055	Arlington	1.6171%
406-056	Arlington	1.6171%
406-057	Broadmoor	1.7969%
406-058	Camden	1.9816%

100.0000%

**AMENDED EXHIBIT E TO
DECLARATION OF CONDOMINIUM OWNERSHIP
FOR SOUTHGATE ON THE GLEN CONDOMINIUM**

LEGAL DESCRIPTION OF ADDITIONAL LAND

LOTS 407 IN GLENBASE SUBDIVISION -UNIT 1, BEING A SUBDIVISION OF LOTS 27 AND 28 IN GLENVIEW NAVAL AIR STATION SUBDIVISION NO. 2, BEING A SUBDIVISION OF PART OF SECTIONS 15, 21, 22, 23, 26, 27, 28 AND 34, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT OF SAID GLENBASE SUBDIVISION - UNIT 1 RECORDED MARCH 23, 2000 AS DOCUMENT 00202940, IN COOK COUNTY, ILLINOIS.

Property of Cook County Clerk's Office

EXHIBIT ATTACHED