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**FOURTEENTH AMENDMENT TO
MORGAN'S GATE HOMEOWNERS ASSOCIATION
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

This FOURTEENTH AMENDMENT TO DECLARATION made and entered into by THE HOFFMAN GROUP, INC., (hereinafter and in the Declaration referred to as the "Developer").

W I T N E S S E T H:

13.00

WHEREAS, by a Declaration of Covenants, Conditions and Restrictions (the "Declaration"), recorded in the office of the Recorder of Deeds of Cook County, Illinois as Document No. 87640425 the Developer subjected certain real estate to the covenants, restrictions, easements, charges and liens set forth therein; and

WHEREAS, the Declaration reserves to the Developer the rights, from time to time, to subject portions of the Existing Property (as defined in the Declaration) to the covenants, restrictions, easements, charges and liens set forth in the Declaration; and

WHEREAS, the Developer is the record owner of and now desires to so subject a portion of the Existing Property, described as Addition XIV on Exhibit A attached hereto, to the Declaration;

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

1. The real estate described as Addition XIV in Exhibit A attached hereto is hereby annexed and made subject to the Declaration and included within the covenants, and restrictions of the Declaration, and shall be deemed to be governed in all respects by the terms and provisions of the Declaration.

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

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ENCLOSURE

1300

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ENCLOSURE

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IN WITNESS WHEREOF, THE HOFFMAN GROUP, INC., as Developer, has caused its corporate seal to be affixed hereunder and has caused its name to be signed to these presents by its Elex Vice President and attested by its Secretary, this 2nd day of May, 1989

THE HOFFMAN GROUP, INC.

By: [Signature]
Elex Vice President

ATTEST:

By: [Signature]
Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, Betty A Zhe, a Notary Public in and for said County, the State aforesaid, do hereby certify that Carl Hoffmann personally known to me to be the Vice-President and Rita J. Kalston personally known to me to be the Assistant Secretary of THE HOFFMAN GROUP, INC., and personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Vice President and Assistant Secretary, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said Corporation, for the uses and purposes therein set forth.

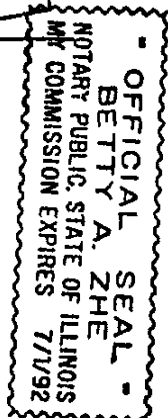
Given under my hand and notarial seal this 2nd day of May, 1989

[Signature]
NOTARY PUBLIC

My Commission Expires: _____

PREPARED BY:
Donna L. Head
Gould & Ratner
222 North LaSalle Street
Chicago, IL 60601

RETURN TO:
The Hoffman Group, Inc.
300 Park Blvd.
Suite 515
Itasca, IL 60143
Attn: Carolyn Katta



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EXHIBIT A

ADDITION XIV

Lots 41,47, 49, 50 and 51 in Morgan's Gate Subdivision, being a Subdivision, being a subdivision of part of the Northeast Quarter and the Southeast Quarter of Section 8, and the Southwest Quarter of Section 9, all in Township 42 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois, according to the plat thereof recorded August 3, 1987, as Document No. 87425912 in the office of the Recorder of Deeds in Cook County, Illinois.

P.I.N. 02-08-202-004
02-08-401-002

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