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NINETEENTH AMENDMENT TO DECLARATION OF

CONDOMINIUM OWNERSHIP FOR

THE COUNTRY HOMES AT TALBOT'S MILL

This Nineteenth Amendment to Declaration made and entered into by the Talbot's Mill Limited Partnership, an Illinois limited partnership, by Kimball Hill, Inc., its sole general partner ("Declarant").

WHEREAS, by the Declaration of Condominium Ownership recorded in the Office of the Recorder of Deeds of Cook County, Illinois as Document No. 89587109 ("Declaration"), certain real estate was submitted to the Illinois Condominium Property Act (the "Act"), said Condominium being known as the Country Homes at Talbot's Mill (the "Condominium"); and

WHEREAS the Declarant is the legal title holder of and wishes to so annex and add to said Parcel and Property, as those terms are redefined in the Declaration, and therefore submit to the Act as part of the Condominium the following real property (the "Additional Property") as described on Exhibit "A", attached hereto and made a part hereof.

NOW THEREFORE, Declarant as legal title holder of the Property, and for the purposes above set forth, hereby declares that the Declaration be and hereby is amended as follows:

1. The Additional Property is hereby annexed to the Parcel and Property as defined in Article I of the Declaration and is hereby submitted to the provisions of the Act as 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.

2. It is understood that each Unit in the Property consists of the space enclosed or bound by the horizontal and vertical planes set forth in the delineation thereof in Exhibit C. The legal description of each such Unit shall consist of the identifying number for such Unit as shown in Exhibit C. Exhibit C of the Declaration is hereby amended by the addition of Exhibit C attached hereto.

3. Exhibit D attached to the Declaration is hereby amended and superseded in its entirety by Exhibit D attached hereto, and respective percentages of ownership in the Common Elements appurtenant to each Unit described in the said Exhibit D prior to this amendment are hereby reduced to the respective percentages set forth in Exhibit D, as hereby amended.

4. The additional Common Elements are hereby granted and conveyed to the Grantees of the Units heretofore conveyed, all as set forth in the Declaration.

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

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IN WITNESS WHEREOF, Declarant has caused its name to be signed by its President and attested by its Secretary on 12/31, 1991.

TALBOT'S MILL
LIMITED PARTNERSHIP,
an Illinois limited partnership,
by Kimball Hill, Inc.,
its sole general partner.

By: *David K. Hill, Jr.*
David K. Hill, Jr. President

ATTEST:

Barbara G. Cooley
Barbara G. Cooley, Secretary

CHTM. AND

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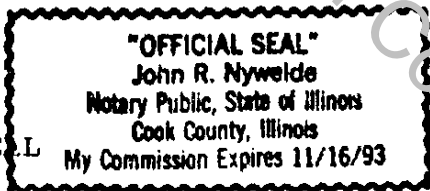
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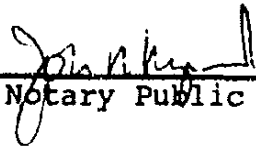
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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

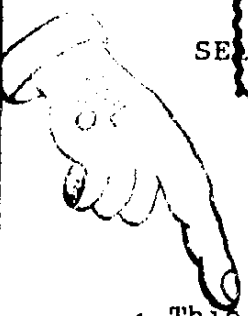
I, John R. Nyweide, a Notary Public in and for Cook County, Illinois, do hereby certify that David K. Hill, Jr., as President of Kimball Hill, Inc. and Barbara G. Cooley, as Secretary thereof, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such President and Secretary, respectively, appeared before me this day in person and acknowledge that they signed and delivered the foregoing instrument as their 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 31st day of December, 1992.





Notary Public
My commission expires 11/16/93



This instrument was prepared by and
MAIL TO AFTER RECORDING to:

John R. Nyweide,
HILL, VAN SANTEN, STEADMAN & SIMPSON, P.C.
7000 Sears Tower
Chicago, IL 60606

(312) 876-0200

PROPERTY INDEX NO. : 08-31-400-046-053

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EXHIBIT A
TO
AMENDMENT TO DECLARATION OF CONDOMINIUM OWNERSHIP FOR
THE COUNTRY HOMES AT TALBOT'S MILL
(Undivided Interests)

The legal description of the "Additional Property " as defined in the Declaration:

OUTLOTS "D" AND "E" IN TALBOT'S MILL, BEING A SUBDIVISION OF PART OF THE SOUTH 1/2 OF SECTION 31 AND THE SOUTHWEST 1/4 OF SECTION 32, ALL IN TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED JUNE 23, 1989 AS DOCUMENT NO. 89287964, IN COOK COUNTY, ILLINOIS.

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EXHIBIT D TO DECLARATION OF CONDOMINIUM OWNERSHIP FOR THE COUNTRY HOMES AT TALBOT'S MILL (Undivided interests)

Unit	Undivided Interest	Unit	Undivided Interest	Unit	Undivided Interest
				104-1	.00437%
				104-2	.00409
83-1	.00586%	94-1	.00437%	104-3	.00537
83-2	.00487	94-2	.00409	104-4	.00539
83-3	.00539	94-3	.00537	104-5	.00487
83-4	.00537	94-4	.00539	104-6	.00586
83-5	.00409	94-5	.00487		
83-6	.00437	94-6	.00586	105-1	.00586
		94-7	.00409	105-2	.00487
		94-8	.00437	105-3	.00539
84-1	.00437			105-4	.00537
84-2	.00409	95-1	.00586	105-5	.00409
84-3	.00537	95-2	.00487	105-6	.00437
84-4	.00539	95-3	.00539		
84-5	.00487	95-4	.00537	106-1	.00586
84-6	.00586	95-5	.00409	106-2	.00487
		95-6	.00437	106-3	.00539
85-1	.00437			106-4	.00537
85-2	.00409	96-1	.00586	106-5	.00409
85-3	.00537	96-2	.00487	106-6	.00437
85-4	.00539	96-3	.00539		
85-5	.00487	96-4	.00537	107-1	.00437
85-6	.00586	96-5	.00409	107-2	.00409
85-7	.00409	96-6	.00437	107-3	.00537
85-8	.00437			107-4	.00539
		97-1	.00437	107-5	.00487
86-1	.00586	97-2	.00409	107-6	.00586
86-2	.00487	97-3	.00537		
86-3	.00539	97-4	.00539	108-1	.00586
86-4	.00537	97-5	.00487	108-2	.00487
86-5	.00409	97-6	.00586	108-3	.00539
86-6	.00437			108-4	.00537
		98-1	.00586	108-5	.00409
87-1	.00437	98-2	.00487	108-6	.00437
87-2	.00409	98-3	.00539		
87-3	.00537	98-4	.00537	109-1	.00437
87-4	.00539	98-5	.00409	109-2	.00409
87-5	.00487	98-6	.00437	109-3	.00537
87-6	.00586			109-4	.00539
		99-1	.00586	109-5	.00487
88-1	.00437	99-2	.00487	109-6	.00586
88-2	.00409	99-3	.00539	109-7	.00409
88-3	.00517	99-4	.00537	109-8	.00437
88-4	.00539	99-5	.00409		
88-5	.00487	99-6	.00437	110-1	.00437
88-6	.00586			110-2	.00409
		100-1	.00586	110-3	.00537
89-1	.00437	100-2	.00487	110-4	.00539
89-2	.00409	100-3	.00539	110-5	.00487
89-3	.00586	100-4	.00537	110-6	.00586
89-4	.00487	100-5	.00409	110-7	.00409
89-5	.00539	100-6	.00437	110-8	.00437
89-6	.00537				
89-7	.00409	101-1	.00437	111-1	.00437
89-8	.00437	101-2	.00409	111-2	.00409
		101-3	.00537	111-3	.00537
90-1	.00437	101-4	.00539	111-4	.00539
90-2	.00409	101-5	.00487	111-5	.00487
90-3	.00537	101-6	.00586	111-6	.00586
90-4	.00539	101-7	.00409	111-7	.00409
90-5	.00487	101-8	.00437	111-8	.00437
90-6	.00586				
		102-1	.00437	112-1	.00437
91-1	.00437	102-2	.00409	112-2	.00409
91-2	.00409	102-3	.00537	112-3	.00537
91-3	.00537	102-4	.00539	112-4	.00539
91-4	.00539	102-5	.00487	112-5	.00487
91-5	.00487	102-6	.00586	112-6	.00586
91-6	.00586	102-7	.00409	112-7	.00409
91-7	.00409	102-8	.00437	112-8	.00437
91-8	.00437				
		103-1	.00586	100.000%	
92-1	.00437	103-2	.00487		
92-2	.00409	103-3	.00539		
92-3	.00537	103-4	.00537		
92-4	.00539	103-5	.00409		
92-5	.00487	103-6	.00437		
92-6	.00586				
92-7	.00409				
92-8	.00437				
93-1	.00437				
93-2	.00409				
93-3	.00537				
93-4	.00539				
93-5	.00487				
93-6	.00586				
93-7	.00409				
93-8	.00437				

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