

Prepared by and Mail to:
McNaughton Development, Inc.
13500 Circle Drive
Orland Park, IL 60462

 **R2011041931**
Receipt # T20110047206
Karen A. Stukel Will County Recorder **10P**
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Recording Fees: \$30.75
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**FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
WHISPER CREEK NORTH SINGLE FAMILY RESIDENCES**

140318
This First Amendment To Declaration of Covenants, Conditions and Restrictions of Whisper Creek North Single Family Residences (this "Amendment") is entered into this 15th day of April, 2011 by McNaughton Development, Inc., an Illinois corporation, (hereafter "McNaughton").

RECITALS

WHEREAS, First Midwest Bank, not personally but as Trustee under Trust Agreement dated March 11, 1985 and known as Trust Number 2658 ("Declarant") and Wayne Hummer Trust Company, not personally but as Trustee under Trust Agreement dated May 26, 2005 and known as Trust Number HBT-2060 subjected the Property legally described as Exhibit A to the terms of that certain Declaration of Covenants and Restrictions of Whisper Creek North Single Family Residences dated December 28, 2007 and recorded on January 11, 2008 in the Office of the Recorder of Deeds of Will County, Illinois as Document No. R 2008005385 (the "Declaration"); and

WHEREAS, contemporaneously herewith McNaughton has assigned all of its rights and interests under the Declaration to Whisper Creek LLC, an Illinois limited liability company ("Whisper Creek"); and

WHEREAS, McNaughton has also contemporaneously herewith conveyed certain property encumbered by the Declaration to Whisper Creek as legally described on

Exhibit B attached hereto and incorporated by reference (the "Whisper Creek Lots");
and

WHEREAS, McNaughton, pursuant to the authority vested in it by virtue of the Declaration, specifically Article 12. Section 5: "Amendments," has determined that it is desirable to amend the Declaration, as hereinafter provided;

NOW, THEREFORE, by and through McNaughton's execution hereof,
McNaughton hereby amends the Declaration as follows:

1. RECITALS are hereby incorporated herein and made a part hereof.
2. Article 1, Section 1, "Association" of the Declaration is hereby amended to provide that the Members shall be the Owners, Whisper Creek and Hartz.
3. Article 1. Section 10, "Owner" shall be amended to provide that the notwithstanding the conveyance of the Whisper Creek Lots to Whisper Creek, Whisper Creek shall not be deemed an "Owner", as defined in the Declaration and with respect to such Whisper Creek Lots, the Owner shall mean and refer to the record owner after transfer from Whisper Creek of fee simple title to any such Whisper Creek Lots. Conversely, McNaughton, as the owner of Lots ^{24, 25, 26, 33, 34} ~~41, 43, 44, 61, 62~~ _{63, 65, 66} shall from and after the date hereof be deemed an "Owner" for all purposes under the Declaration.
4. Article 1. Section 15: "McNaughton" of the Declaration shall be amended to provide that effective as of the date hereof, the phrase "McNaughton", where it appears in the Declaration shall mean and refer to Whisper Creek, its successors and assigns, including, but not limited to, the following:
 - (a) Article 3, Section 2(A) shall be amended to provide that the Class A members shall be Hartz and all Owners, except Whisper Creek;
 - (b) Article 3, Section 2(B) shall be amended to provide that the Class B member shall be Whisper Creek and all references in said Section 2(B) to the Class B's member rights shall be deemed to refer to Whisper Creek. In addition, pursuant to said Section, Whisper Creek shall control the architectural committee.
 - (c) Article 4, Section 3(C) shall be amended to provide that with respect to the Whisper Creek Lots owned by Whisper Creek, no Operating Assessments, Reserve Fund Fee or Special Assessment shall be required or collected.

(d) Article 4, Section 4 shall be amended to provide that the conveyance of the Whisper Creek Lots to Whisper Creek shall not be deemed a conveyance under this Section and shall not obligate Whisper Creek to pay the assessments provided for in this Section. McNaughton, as an Owner, shall be obligated, as of the date hereof, to make the assessment payments provided for in this Section with respect to the Lots owned by McNaughton.

(e) Article 5 shall be amended in the following respects:

(i) Whisper Creek will administer the Architectural Review Committee; and

(ii) All deposits required under Article 5, Section 2 shall be paid to Whisper Creek and administered pursuant to the provisions of said Section 2.

(f) Article 10, Section 4 shall be amended to provide that the Maintenance Deposits shall be paid to Whisper Creek and administered pursuant to the provisions of said Section 4.

(g) Article 12, Section 2 shall be amended to provide that Whisper Creek shall serve as the managing agent and receive the fees provided for in said Section.

(h) All references to "McNaughton" in Article 12, Section 3 shall be deemed to refer to Whisper Creek.

5. Except as modified herein, the terms, conditions and covenants of the Declaration shall remain unchanged and otherwise in full force and effect. In the event of an inconsistency between this Amendment and the Declaration the terms herein shall control.

[Signatures on Following Page]

IN WITNESS WHEREOF, the undersigned has executed this Amendment as of the date first written above.

MCNAUGHTON DEVELOPMENT, INC.

By: [Signature]
Paul R. McNaughton, President

State of Illinois
County of Will

The undersigned, a notary public in and for the above county and state, certifies that PAUL R. MCNAUGHTON, known to me to be the same person whose name is subscribed as the grantor of the foregoing Amendment, appeared before me in person and acknowledged signing and delivering the instrument as the free and voluntary act of the Company, for the uses and purposes therein set forth.

Dated: 4-15-11

(SEAL)

[Signature]
Notary Public



My commission expires: 12/17/13

Pursuant to the provisions of Article 12, Section 5 of the Declaration the undersigned hereby consents to the above Amendment this 15 day of April, 2011.

Hartz Construction Co., Inc.

By: Michael J Gembana
Name: MICHAEL J GEMBANA
Its: AGENT

State of Illinois
County of Will

The undersigned, a notary public in and for the above county and state, certifies that MICHAEL J GEMBANA, known to me to be the same person whose name is subscribed as the grantor of the foregoing Assignment, appeared before me in person and acknowledged signing and delivering the instrument as the free and voluntary act of the Company, for the uses and purposes therein set forth.

Dated: 4-15-2011

(SEAL)

[Signature]
Notary Public



My commission expires: 9/17/2011

The undersigned hereby consents to the above Amendment this 18 day of April 2011.

FIRST MIDWEST BANK, as Trustee aforesaid and not personally as to Trust 2658:

By: Robin Labaj
Its: Authorized Signer

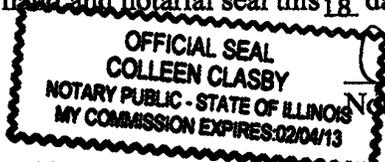
ATTEST:

By: [Signature]
Its: Authorized Signer

State of Illinois
County of ~~XXX~~ Cook

I, Colleen Clasby, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that Robin Labaj as authorized signer of First Midwest Bank, and James Schramm as authorized signer thereof, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such authorized signors 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 Bank, as Trustee, for the uses and purposes therein set forth; and that the said authorized signors did also then and there acknowledge that he/she, as custodian of the corporate seal of said Bank, did affix the said corporate seal of said Bank to said instrument as his/her own free and voluntary act, and as the free and voluntary act of the said Bank, as Trustee, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 18 day of April, 2011

 Colleen Clasby
Notary Public

This instrument is executed by FIRST MIDWEST BANK, not personally but solely as Trustee under Trust No. 2658, in the exercise of the power and authority conferred upon and vested in it as such Trustee. All the terms, provisions, stipulations, covenants and conditions to be performed by FIRST MIDWEST BANK, are undertaken by it solely as Trustee, as aforesaid, and not individually, and all statements herein made are made on information and belief and are to be construed accordingly, and no personal liability shall be asserted or be enforceable against FIRST MIDWEST BANK, by reason of any of the terms, provisions, stipulations, covenants and/or statements contained in this instrument.

EXHIBIT A

LOTS 1 THROUGH 70 IN WHISPER CREEK, BEING A SUBDIVISION IN PART OF THE SOUTHWEST QUARTER OF SECTION 1 AND THE NORTHWEST QUARTER OF SECTION 12, ALL IN TOWNSHIP 35 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN WILL COUNTY, ILLINOIS.

LOT #	TAX ID # (PIN)	PROPERTY ADDRESS
1	15-08-01-304-079-0000	18931 DELRAY COURT OR 12420 ALPINE RIDGE DRIVE
2	15-08-01-304-078-0000	18921 DELRAY COURT
3	15-08-01-304-077-0000	18911 DELRAY COURT
4	15-08-01-304-076-0000	18910 DELRAY COURT
5	15-08-01-304-075-0000	18920 DELRAY COURT
6	15-08-01-304-074-0000	18930 DELRAY COURT OR 12430 ALPINE RIDGE DRIVE
7	15-08-01-304-073-0000	12440 ALPINE RIDGE DRIVE
8	15-08-01-304-072-0000	12450 ALPINE RIDGE DRIVE
9	15-08-01-304-071-0000	12500 ALPINE RIDGE DRIVE
10	15-08-01-304-070-0000	12510 ALPINE RIDGE DRIVE
11	15-08-01-304-069-0000	12520 ALPINE RIDGE DRIVE
12	15-08-01-304-068-0000	12530 ALPINE RIDGE DRIVE
13	15-08-01-304-067-0000	12540 ALPINE RIDGE DRIVE OR 18901 LANSBROOK LANE
14	15-08-01-304-049-0000	18902 LANSBROOK LANE
15	15-08-01-304-050-0000	18912 LANSBROOK LANE
16	15-08-01-304-051-0000	18922 LANSBROOK LANE
17	15-08-01-304-055-0000	18952 LANSBROOK LANE OR 12550 WHISPER CREEK WAY
18	15-08-01-304-054-0000	12610 WHISPER CREEK WAY
19	15-08-01-304-053-0000	12620 WHISPER CREEK WAY
20	15-08-01-304-052-0000	12630 WHISPER CREEK WAY
21	15-08-01-304-056-0000	12631 WHISPER CREEK WAY
22	15-08-01-304-057-0000	12621 WHISPER CREEK WAY
23	15-08-01-304-058-0000	12611 WHISPER CREEK WAY
24	15-08-01-304-059-0000	12601 WHISPER CREEK WAY
25	15-08-01-304-060-0000	12551 WHISPER CREEK WAY
26	15-08-01-304-061-0000	12541 WHISPER CREEK WAY
27	15-08-01-304-062-0000	12531 WHISPER CREEK WAY
28	15-08-01-304-063-0000	12521 WHISPER CREEK WAY
29	15-08-01-304-064-0000	12511 WHISPER CREEK WAY
30	15-08-01-304-065-0000	19040 WHISPER CREEK WAY
31	15-08-01-304-066-0000	19050 WHISPER CREEK WAY
32	15-08-01-305-008-0000	12510 WHISPER CREEK WAY
33	15-08-01-305-007-0000	12520 WHISPER CREEK WAY

34	15-08-01-305-006-0000	12530 WHISPER CREEK WAY
35	15-08-01-305-005-0000	12540 WHISPER CREEK WAY OR 18955 LANSBROOK LANE
36	15-08-01-305-004-0000	18945 LANSBROOK LANE
37	15-08-01-305-003-0000	18935 LANSBROOK LANE
38	15-08-01-305-002-0000	18925 LANSBROOK LANE OR 12541 ALPINE RIDGE DRIVE
39	15-08-01-305-009-0000	12521 ALPINE RIDGE DRIVE OR 18920 WEDGEWOOD COURT
40	15-08-01-305-010-0000	18930 WEDGEWOOD COURT
41	15-08-01-305-011-0000	18940 WEDGEWOOD COURT
42	15-08-01-305-012-0000	18950 WEDGEWOOD COURT
43	15-08-01-305-013-0000	18951 WEDGEWOOD COURT
44	15-08-01-305-014-0000	18941 WEDGEWOOD COURT
45	15-08-01-305-015-0000	18931 WEDGEWOOD COURT
46	15-08-01-305-016-0000	18921 WEDGEWOOD COURT OR 12501 ALPINE RIDGE DRIVE
47	15-08-01-305-017-0000	12441 ALPINE RIDGE DRIVE
48	15-08-01-305-018-0000	12431 ALPINE RIDGE DRIVE
49	15-08-01-305-019-0000	12421 ALPINE RIDGE DRIVE OR 18950 HILLCREST DRIVE
50	15-08-01-305-020-0000	19000 HILLCREST DRIVE
51	15-08-01-305-021-0000	19010 HILLCREST DRIVE
52	15-08-01-305-022-0000	19020 HILLCREST DRIVE
53	15-08-01-305-023-0000	19030 HILLCREST DRIVE
54	15-08-01-305-024-0000	12430 HILLCREST DRIVE
55	15-08-01-305-025-0000	12440 HILLCREST DRIVE
56	15-08-01-305-026-0000	12450 HILLCREST DRIVE
57	15-08-01-305-027-0000	12500 HILLCREST DRIVE OR 19043 WHISPER CREEK WAY
58	15-08-01-306-009-0000	12501 HILLCREST DRIVE OR 19053 WHISPER CREEK WAY
59	15-08-01-306-010-0000	12451 HILLCREST DRIVE
60	15-08-01-306-011-0000	12441 HILLCREST DRIVE
61	15-08-01-306-012-0000	12431 HILLCREST DRIVE
62	15-08-01-306-013-0000	12421 HILLCREST DRIVE
63	15-08-01-306-008-0000	12411 HILLCREST DRIVE
64	15-08-01-306-007-0000	19051 HILLCREST DRIVE
65	15-08-01-306-006-0000	19041 HILLCREST DRIVE
66	15-08-01-306-005-0000	19031 HILLCREST DRIVE
67	15-08-01-306-004-0000	19021 HILLCREST DRIVE
68	15-08-01-306-003-0000	19011 HILLCREST DRIVE
69	15-08-01-306-002-0000	19001 HILLCREST DRIVE
70	15-08-01-306-001-0000	18051 HILLCREST DRIVE OR 12401 ALPINE RIDGE DRIVE

EXHIBIT B

LOTS 1, 2, 3, 5, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, 22, 23, 27, 28, 29, 32, 35, 36, 37, 38, 39, 40, 41, 44, 45, 59, 60, 67, 68, 69, 70 IN WHISPER CREEK, BEING A SUBDIVISION IN PART OF THE SOUTHWEST QUARTER OF SECTION 1 AND THE NORTHWEST QUARTER OF SECTION 12, ALL IN TOWNSHIP 35 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN WILL COUNTY, ILLINOIS.

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