AMENDMENT TO PROTECTIVE COVENANTS

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being the owner of eighty percent (80%) or more of all of the Lots hereinafter described, to-wit:

Lots 3 through 7 and Lots 10 through 36 in Silverthorn Estates III, a subdivision of part of the Northwest Quarter of Section Twenty-Four (24) in Township One (1) South of the Base Line, in Range Nine (9) West of the Fourth Principal Meridian, situated in the County of Adams and State of Illinois (the "Real Estate"),

does hereby amend the Protective Covenants covering the Real Estate, which Protective Covenants were dated on or about April 8, 1994 and recorded in Book 91 of Miscellaneous Records at page 278 in the Adams County Recorder of Deeds' office (the "Protective Covenants"). Said Amendments shall run with the land and shall be binding upon the present Owners of the Real Estate and shall be binding upon each and every person, firm and corporation claiming by, through or under them, as if this Amendment was part of the original Protective Covenants. All words and phrases having a defined meaning when used in the Protective Covenants shall have the same meaning when used herein.

The Protective Covenants are hereby changed, modified and amended by adding the following provision, to-wit:

No pre-fabricated structures, pre-cut homes, manufactured or modular Dwellings, mobile homes, or like structures shall be permitted on any Lot.

No Dwelling shall be erected, placed or built on any Lot until the construction plans and specifications and any plans showing the location of the Dwelling have been approved by one of the Architectural Trustees as to the quality of workmanship and materials, and as to harmony in external design with existing Dwellings. It is intended that the Architectural Trustees, when considering approval of plans and specifications, may consider reasonable factors beyond those set forth herein as appropriate to the overall development of the Real Estate.

The Architectural Trustees are Dan R. Bangert and Stephen R. Bangert, either of whom may act independently to approve or disapprove an Owner's plans and specifications. In the event both of the Architectural Trustees die, resign or are unable to act, a successor trustee may be designated by a majority of the then Owners of the Lots as determined in accordance with these covenants.

Approval or disapproval by either of the Architectural Trustees as required herein shall be in writing. The actions of one of the Architectural Trustees in approving or disapproving an Owner's plans and specifications shall be binding on the other. In the event the Architectural Trustees fail to approve or disapprove of plans or specifications within thirty (30) days after such plans and specifications have been submitted to them, or in the event no suit to enjoin the construction has been commenced prior to the completion thereof, approval will not be required and the covenants related thereto, as set forth above, shall be deemed to have been fully complied with.

Except for the modifications hereinabove provided, the Protective Covenants shall continue in full force and effect, and the restrictions imposed thereby on the Owners of the Lots in Silverthorn Estates III shall continue in full force and effect, except as modified herein. No other amendments shall be binding unless the same is in writing and duly approved by eighty percent (80%) of the then Owners of the Real Estate.

IN WITNESS WHEREOF, the undersigned, being the owner of 29 of the 32 lots constituting the Real Estate, or ninety percent (90%) thereof, has caused its name to be signed to this Amendment this 12th day of January, 1995.

Bangert Construction Co.

Dan R. Bangert

Its President

ATTEST:

Beverly A. Bangert

Its Secretary

STATE OF ILLINOIS)

COUNTY OF ADAMS)

I, William W. W. Cicui Jr., a Notary Public in and for the State and County aforesaid, do hereby certify that Dan R. Bangert as President and

Beverly A. Bangert as Secretary, respectively, of BANGERT CONSTRUCTION CO., an Illinois corporation, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, as having executed the same in the name of and for and on behalf of the corporation, appeared before me this day in person and acknowledged that they as President and Secretary, respectively, and pursuant to power and direction of the Board of Directors of said corporation, signed, affixed the corporate seal and delivered the said instrument as their free and voluntary act as such President and Secretary, respectively, and as the free and voluntary act and deed of the corporation for the uses and purposes therein set

Given under my hand and notarial seal this 12th day of January, 1995.

Notary Public

OFFICIAL SEAL
WILLIAM M. MC CLEERY, JR.
BOTAET BUBLIC, STATE OF ILLINOIS
TO COMMISSION EXPIRES 1-18-98

INSTRUMENT PREPARED BY:
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