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Form LP 202
January 2005

Filing Fee: \$50

Submit in duplicate. Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to Secretary of State.

Please do not send cash.

Department of Business Services
Limited Partnership Division
357 Howlett Building
Springfield, IL 62756
217-785-8960
www.cyberdriveillinois.com

Correspondence regarding this filing will be sent to the registered agent of the Limited Partnership unless a self-addressed, stamped envelope is included.



Doc#: 0605431032 Fee: \$26.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 02/23/2008 10:39 AM Pg: 1 of 2

3572
DATED 2-19-08 FEE 150.00
SOSIL FILE NO. C006454
FILED EXPEDITED BY: WFB

Illinois Secretary of State
Department of Business Services
Certificate of Amendment to the
Certificate of Limited Partnership
(Illinois Limited Partnership or LLLP)

Please type or print clearly.

- Limited Partnership Name: Grosvenor Capital Management, L.P.
- File Number assigned by Secretary of State: C006454
- Federal Employer Identification Number (F.E.I.N.): 36-3795985
- The Certificate of Limited Partnership is amended as follows:
(Check applicable changes and specify in item 5. For address changes, P.O. Box alone is unacceptable.)
 - a) Admission of a new General Partner (give name and business address in item 5)
 - b) Withdrawal of a General Partner (give name in item 5)
 - c) Change of Registered Agent and/or Registered Agent's office (give new name and address, including county in item 5)
 - d) Change in address of office at which the records required by Section 104 or 111 of the Act are kept (give new address in item 5)
 - e) Change in General Partner's name and/or business address (give new name and address in item 5)
 - f) Change in Partner's total aggregate contribution amount (give new dollar amount in item 5)
 - g) Change in Limited Partnership's name (give new name in item 5)
 - h) Change in Date of Dissolution (give new date in item 5)
 - i) Other (give information in item 5)
 - j) Dissociation of General Partner (only for Limited Partnerships registered in 2005 and later; give name in item 5)
- Item #4 changes (For additional space, continue on next page.):
c), d) and e): 900 N. Michigan Avenue, Suite 1100, Chicago, Illinois 60611, Cook County

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5. Item #4 changes (cont.)

Names and Business Addresses of General Partners

The undersigned affirms, under penalties of perjury, that the facts stated herein are true. The following signatures are required:

- at least one General Partner on record,
- all new General Partners,
- all Dissociated and withdrawing General Partners.

If adding or deleting a statement that this Limited Partnership is a Limited Liability Limited Partnership, all General Partners on record must sign

<p>1. _____ <small>Signature</small></p> <p>Paul A. Meister, Member of Grosvenor Holdings, L.L.C., Manager of the General Partner</p> <p>_____ <small>Name and Title (type or print)</small></p> <p>GCM, L.L.C.</p> <p>_____ <small>General Partner Name if corporation or other entity (must be in good standing)</small></p> <p>900 N. Michigan Avenue, Suite 1100</p> <p>_____ <small>Street Address</small></p> <p>Chicago, Illinois 60611</p> <p>_____ <small>City, State, ZIP</small></p>	<p>2. _____ <small>Signature</small></p> <p>_____ <small>Name and Title (type or print)</small></p> <p>_____ <small>General Partner Name if corporation or other entity (must be in good standing)</small></p> <p>_____ <small>Street Address</small></p> <p>_____ <small>City, State, ZIP</small></p>
<p>3. _____ <small>Signature</small></p> <p>_____ <small>Name and Title (type or print)</small></p> <p>_____ <small>General Partner Name if corporation or other entity (must be in good standing)</small></p> <p>_____ <small>Street Address</small></p> <p>_____ <small>City, State, ZIP</small></p>	<p>4. _____ <small>Signature</small></p> <p>_____ <small>Name and Title (type or print)</small></p> <p>_____ <small>General Partner Name if corporation or other entity (must be in good standing)</small></p> <p>_____ <small>Street Address</small></p> <p>_____ <small>City, State, ZIP</small></p>

**Signatures must be in black ink on an original document.
Carbon copy, photocopy or rubber stamp signatures
may only be used on conformed copies.**

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