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AMENDMENT #2
TO
CERTIFICATE OF LIMITED PARTNERSHIP

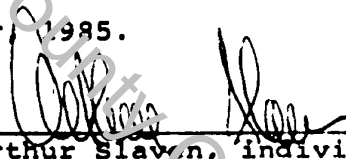
WHEREAS, a Certificate of Limited Partnership for Chestnut Galleria Limited Partnership dated January 12, 1984 was recorded on July 26, 1984 as Document No. 27188941, as amended by Amendment #1 recorded on February 13, 1985 as Document No. 27442338; and

WHEREAS, the Partnership Agreement has been amended to decrease the cash capital contributions to be made by the Class A Limited Partners, and pursuant to said amendment the cash contribution to be made for each Class A Limited Partnership Interest is now \$22,083.33; and

WHEREAS, the undersigned desires to amend Exhibit A to the Certificate so that it correctly sets forth the reduced cash capital contributions to be made by each of the Class A Limited Partners;

NOW, THEREFORE, Exhibit A attached to the foregoing Certificate is hereby amended by deleting it in its entirety and in its place substituting the new Exhibit A attached to this present Amendment. Except as amended hereby, the Certificate remains in full force and effect in accordance with its terms.

Dated this 9th day of October, 1985.



Arthur Slaven, individually and as attorney-in-fact for and on behalf of each and all of the General Partners, the Class A Limited Partners, and the Class B Limited Partners

Subscribed and Sworn to
before me this 10th day
of OCTOBER, 1985.



Notary Public

This document prepared by and
after recording return to:

Simon H. Aronson
Lord, Bissell & Brook
115 South LaSalle Street
Chicago, Illinois 60603



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EXHIBIT A

<u>General Partners</u>	<u>Number of Interests</u>	<u>Capital Contributions In cash unless otherwise noted</u>
Laurence Ashkin 414 West Arlington Chicago, IL 60614	1	
Arthur Slaven 2608 North Lakeview Chicago, IL 60614	1	
Aradco, Inc. c/o Centrum Properties 566 West Adams Chicago, IL 60606	1	
<u>Class B Limited Partners</u>		
Laurence Ashkin 414 West Arlington Chicago, IL 60614	20	None
Arthur Slaven 2608 North Lakeview Chicago, IL 60614	20	None
<u>Class A Limited Partners</u>		
Howard Aduss 237 Lakeside Place Highland Park, IL 60035	1	\$22,083.33
Virginia Aronson 2500 North Lakeview Chicago, IL 60614	3	\$66,249.99
Stanley Eisenstat 498 Hensler Lane Oradel, NJ 07649	1	\$22,083.33
Abe Elenowitz 16 Shorewood Drive Sands Point, NY 11050	2	\$44,166.66
Amy Elenowitz 16 Shorewood Drive Sands Point, NY 11050	2	\$44,166.66
David Elenowitz 52 Hillside Avenue Williston Park, NY 11596	1	\$22,083.33
Florence Elenowitz 16 Shorewood Drive Sands Point, NY 11050	2	\$44,166.66

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Robert Elenowitz 8 Wimbledon Court Jericho, NY 11753	1	\$22,083.33
Robert Hahn 20 Forbes Terrace Pittsburgh, PA 15217	1	\$22,083.33
George Hahn 3 Knoll Road Sands Point, NY 11050	1	\$22,083.33
William B. Hewitt 44 Greenfield Avenue Bronxville, NY 10708	4	\$88,333.32
Burton Joseph 134 North LaSalle Street Chicago, IL 60602	2	\$44,166.66
Scott P. Marks, Jr. 151 North Michigan Avenue Chicago, IL 60601	2	\$44,166.66
James M. McCormick Premium Point Road New Rochelle, NY 10801	5	\$110,416.65
Jon Moynihan 8 Saint Marks Place Apt. 17 New York, NY 10003	2	\$44,166.66
Steven & Marcella Slaven 201 East 79th Street New York, NY 10021	2	\$44,166.66
Tefft W. Smith Suite 6000 Kirkland & Ellis 200 East Randolph Street Chicago, IL 60601	1	\$22,083.33
Robert M. Tetenbaum 303 East 83rd Street - 5B New York, NY 10028	3	\$66,249.99

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