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CERTIFICATE AND SECOND AMENDMENT  
TO THE AMENDED AND RESTATED AGREEMENT OF  
LIMITED PARTNERSHIP ESTABLISHING  
CABLEVISION OF CHICAGO

THIS CERTIFICATE AND SECOND AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP is made as of the 13<sup>th</sup> day of May, 1986, by and among CHARLES F. DOLAN, of Cove Neck, New York (hereinafter sometimes referred to individually as "Dolan" or as the "Managing General Partner"); COMMUNICATIONS MANAGEMENT CORPORATION, a Delaware corporation (hereinafter sometimes referred to individually as "CMC" or as the "Corporate General Partner"); CABLEVISION SYSTEMS CHICAGO CORP., a Delaware corporation (hereinafter sometimes referred to as "CSCC"); (Dolan and CSCC sometimes being hereinafter collectively referred to as the "General Partner" or as the "General Partners"); CABLEVISION OF ILLINOIS, an Illinois limited partnership (hereinafter sometimes referred to as "C of I"); CHICAGO CABLEVISION INVESTMENTS, an Illinois limited partnership (hereinafter sometimes referred to as "CCI"); and CABLEVISION HEADQUARTERS INVESTMENTS, an Illinois limited partnership (hereinafter sometimes referred to as "CHI"); (C of I, CCI and CHI sometimes being hereinafter collectively referred to as the "Limited Partners").

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W I T N E S S E T H:

WHEREAS, by the Agreements dated as of January 1, 1979 (the "Original Partnership Agreement"), the limited partnership, Cablevision of Chicago (referred to herein as "Cablevision" or the "Partnership"), was formed under the Uniform Partnership Act of the State of Illinois with C of I as the initial limited partner;

WHEREAS, by Agreement dated November 1, 1981 (the "Amended and Restated Partnership Agreement"), CCI was admitted as a limited partner in Cablevision and the Original Partnership Agreement was amended and restated;

WHEREAS, by Agreement dated as of October 1, 1983 (the "First Amendment to the Amended and Restated Partnership Agreement"), CHI was admitted as a limited partner in Cablevision;

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WHEREAS, CMC desires to withdraw from the Partnership as the Corporate General Partner;

WHEREAS, the parties hereto have determined that it would be in the interest of Cablevision to admit a substitute corporate general partner, "Cablevision Systems Chicago Corp.", in accordance with the terms and conditions set forth in the Amended and Restated Partnership Agreement;

WHEREAS, by their respective execution hereof C of I, CCI and CHI have each consented to the admission of CSCC as the substitute Corporate General Partner of the Partnership with a share of the P & L Items and Cash Flow (as such terms are defined in the aforementioned agreements or provisions thereof) of the Partnership, and have further agreed to such amendments as are effected hereby to the Amended and Restated Partnership Agreement and the First Amendment to the Amended and Restated Partnership Agreement (such agreements shall be collectively referred to herein as the "Partnership Agreement"); and

WHEREAS, the parties hereto desire to enter into this Second Amendment to the Partnership Agreement for the purposes hereinabove stated.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth, the parties hereto have agreed and by these presents do hereby agree, each intending to be legally bound as hereinafter set forth.

1. All references to CMC as the General Partner or the Corporate General Partner of the Partnership are hereby deleted and replaced by references to Cablevision Systems Chicago Corp. or CSCC.

2. Except as specifically modified above, all terms and provisions of the Partnership Agreement shall remain in full force and effect.

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IN WITNESS WHEREOF, the parties hereto have hereunto set their respective hands and seals as of the day and month and year first above written.

*not*

GENERAL PARTNERS:

*[Signature]*  
\_\_\_\_\_  
Charles F. Dolan

CABLEVISION SYSTEMS CHICAGO CORP.

By:

*[Signature]*  
\_\_\_\_\_  
F. F. Randolph, Jr., Vice President

LIMITED PARTNERS:

CABLEVISION OF ILLINOIS, an Illinois limited partnership

By:

*[Signature]*  
\_\_\_\_\_  
Charles F. Dolan, General Partner

CHICAGO CABLEVISION INVESTMENTS, an Illinois limited partnership

By:

*[Signature]*  
\_\_\_\_\_  
Charles F. Dolan, General Partner

CABLEVISION HEADQUARTERS INVESTMENTS, an Illinois limited partnership

By:

*[Signature]*  
\_\_\_\_\_  
Charles F. Dolan, General Partner

ACCEPTED AND AGREED:

COMMUNICATIONS MANAGEMENT CORPORATION

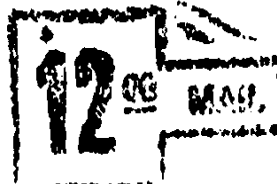
BY:

*[Signature]*  
\_\_\_\_\_  
John Tatta, President

May 13, 1986

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55 EAST MONROE Suite 4100

Chicago IL 60603

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