

FIRST AMENDMENT TO PARTNERSHIP AGREEMENT AND CERTIFICATE
OF LIMITED PARTNERSHIP OF ROSEMONT-O'HARE ASSOCIATES,
AN ILLINOIS LIMITED PARTNERSHIP

We, the undersigned, being all of the Partners of Rosemont-O'Hare Associates (the "Partnership"), an Illinois limited partnership, do hereby amend the Limited Partnership Agreement of the Partnership dated December 12, 1986 (the "Partnership Agreement") and the Certificate of Limited Partnership of the Partnership dated December 12, 1986 (the "Certificate") in the manner set forth below:

1. The Partnership Agreement is amended in the following respects:

Schedule A is amended in its entirety to reflect transfers by Fifield Rosemont-O'Hare Partners of portions of its limited partnership interest to Ralph Cincinelli, John Corey, Joseph Forgue, Jay Hinshaw, John Jones, Francis Stankiewicz and Steven L. Vander Zanden as follows:

<u>SCHEDULE A</u>		
<u>CAPITAL CONTRIBUTIONS</u>		
<u>GENERAL PARTNER</u>	<u>INTEREST</u>	<u>CAPITAL CONTRIBUTION</u>
Fifield Companies Ltd.	1.00%	\$ 10.00
<u>LIMITED PARTNERS</u>		
Ralph Cincinelli	1.00%	\$ 10.00
John Corey	1.00%	\$ 10.00
Joseph Forgue	.50%	\$ 5.00
Jay Hinshaw	1.00%	\$ 10.00
John Jones	.50%	\$ 5.00
Francis Stankiewicz	.50%	\$ 5.00
Steven L. Vander Zanden	.50%	\$ 5.00
Westminster Rosemont-O'Hare Associates	19.47%	\$194.70
Donald J. Gianone	19.47%	\$194.70
Louis Kahn	2.00%	\$ 20.00
Malcolm S. Sina	9.24%	\$ 92.40
Fifield Rosemont-O'Hare, Ltd.	39.19%	\$391.90
Robert E. Smietana	4.63%	\$ 46.30

2. The Certificate is amended in the following respects:

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Paragraph 4 which sets forth the name, place of residence, percentage interest and capital contribution of each person or entity that is a member of the Partnership is amended in its entirety to state as follows:

<u>GENERAL PARTNER</u>	<u>PERCENTAGE INTEREST</u>	<u>CAPITAL CONTRIBUTION</u>
Eifield Companies, Ltd., an Illinois limited partnership 100 S. Wacker Drive Suite 900 Chicago, IL 60606	1.00%	\$ 10.00
<u>LIMITED PARTNERS</u>		
Ralph Cincinelli 1750 N. Potter Road Park Ridge, IL 60068	1.00%	\$ 10.00
John Corey 21576 N. Sylvander Barrington, IL 60010	1.00%	\$ 10.00
Joseph Forgue 2117 N. Sheffield Chicago, IL 60614	.50%	\$ 5.00
Jay Hinshaw One East Scott Apartment 609 Chicago, IL 60610	1.00%	\$ 10.00
John Jones 25 West 171 Essex Naperville, IL 60540	.50%	\$ 5.00
Francis Stankiewicz 1208 Granville Park Ridge, IL 60068	.50%	\$ 5.00
Steven L. Vander Zanden 2121 N. Dayton Chicago, IL 60614	.50%	\$ 5.00
Westminster Rosemont-O'Hare Associates 735 E. Westminster Lake Forest, IL 60045	19.47%	\$194.70

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Donald J. Gianone 519 Princeton Hinsdale, IL 6052q	19.47%	\$194.70
Louis Kahn 1254 Country Lane Deerfield, IL 60015	2.00%	\$ 20.00
Malcolm S. Sina 591 Peachtree Lane Lake Zurich, IL 60047	9.24%	\$ 92.40
Fifield Rosemont-O'Hare, Ltd. 100 S. Wacker Drive Suite 900 Chicago, IL 60606	39.19%	\$391.90
Robert E. Smietana 1107 Oakton Street Evanston, IL 60202	4.63%	\$ 46.30

The Partners do hereby acknowledge that in all other respects the Partnership Agreement and Certificate remain in full force and effect upon the terms stated therein and the Partners do hereby reaffirm their intent to be bound thereby.

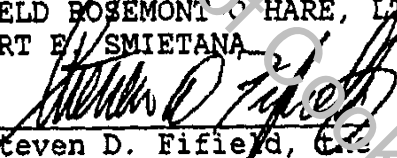
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IN WITNESS WHEREOF, the General and Limited Partners, each being duly sworn, have executed this Amendment to the Partnership Agreement and Certificate of Limited Partnership as of the 12th day of December, 1986.


LIMITED PARTNERS

RALPH CINCINELLI
JOHN COREY
JOSEPH FORGUE
JAY HINSHAW
JOHN JONES
FRANCIS STANKIEWICZ
STEVEN D. VANDER ZANDEN
WESTMINSTER ROSEMONT-O'HARE ASSOCIATES
DONALD J. GIANONE
LOUIS KAHN
MALCOLM S. SINA
FIFIELD ROSEMONT O'HARE, LTD.
ROBERT E. SMIETANA

By: 
Steven D. Fifield, Esq.
General Partner of
Fifield Companies, Ltd.,
the general partner of
Rosemont-O'Hare Associates,
as attorney-in-fact for the
Limited Partners

GENERAL PARTNER

FIFIELD COMPANIES, LTD.

By: 
Steven D. Fifield,
general partner

DeKalb County Clerk's Office

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COOK COUNTY, ILLINOIS
FILED FOR RECORD

STATE OF ILLINOIS)

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COUNTY OF C O O K)

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I, the undersigned, a Notary Public in and for said County, in the State aforesaid, do hereby certify that STEVEN D. FIFIELD, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act, for the purposes therein set forth.

GIVEN under my hand and Notarial Seal this 12th day of December, 1986.



Notary Public

My Commission Expires:

February 10, 1987

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PERMANENT TAX NUMBERS

Address:

9450 W. Bryn Mawr
Rosemont, Illinois

12-03-310-001
12-03-310-002
12-03-310-003
12-03-310-004
12-03-310-005
12-03-310-006
12-03-310-007
12-03-310-010
12-03-310-011
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12-10-100-051

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