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2. The withdrawing limited partners do hereby withdraw from the Partnership as limited partners, and from and after the date of this Agreement, all of their rights, interests,

Rosemont-Gage Investors Limited Partnership
99% \$ 16,640,000.00

Limited Partners

Field Companies, Ltd., an Illinois limited partnership
1% \$ 160,000.00

General Partner Partnership Interest
Capital Contribution

1. Rosemont-Gage Investors is hereby admitted as a limited partner in the Partnership, and the withdrawing limited partners, as limited partners of the Partnership, are withdrawn, so that the General Partner (defined in the Partnership Agreement) and Limited Partners (defined in the Partnership Agreement) of the Partnership and their interests and capital contributions to the Partnership, are as follows:

WHEREAS, the parties hereto desire to amend the Agreement and Certificate of Limited Partnership of Rosemont-Gage Associates Limited Partnership (the "Partnership") dated as of April 27, 1987, (the "Partnership Agreement") recorded on April 27, 1987, as Document No. 87210370, (the "Certificate"), as follows:

This First Amendment to the Agreement and Certificate of Limited Partnership of Rosemont-Gage Associates Limited Partnership is made as of the 20th day of April, 1987, by and between Field Companies, Ltd., an Illinois limited partnership as the General Partner (the "General Partner"), Field Rosemont-O'Hare, Ltd., Westminister Rosemont-O'Hare Associates, Donald J. Cianone, Louis Kahn, Malcolm S. Sina, Robert E. Sabetana, Field Gage Street Associates, Westminister Gage Street Associates, Theodore J. Novak, Lee I. Miller, Jay Hinshaw, Ralph Cincinnati, John Corey, John Jones, Francis Stankiewicz, Steven L. Vander Zanden, Joseph Forgue, (collectively referred to herein as the "Withdrawing Limited Partners"), and Rosemont-Gage Investors Limited Partnership (an Illinois limited partnership ("Rosemont-Gage Investors")).

FIRST AMENDMENT TO PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF ROSEMONT-GAGE ASSOCIATES LIMITED PARTNERSHIP, AN ILLINOIS LIMITED PARTNERSHIP

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duties, and obligations as limited partners shall cease and terminate; and such rights, interests, duties, and obligations and such other rights, interests, duties, and obligations as are set forth herein shall be assumed by Rosemont-Gage Investors.

3. 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 hereby reaffirm their intent to be bound thereby.

IN WITNESS WHEREOF, the General Partner, the Withdrawing Limited Partners and Rosemont-Gage Investors, each being duly sworn, have executed this First Amendment to the Partnership Agreement as of the date first written above.

GENERAL PARTNER:

FIFIELD COMPANIES, LTD.,
an Illinois limited
partnership

By: 

Its: General Partner

LIMITED PARTNER:

ROSEMONT-GAGE INVESTORS
LIMITED PARTNERSHIP, an
Illinois limited partnership

By: Fifield Companies, Ltd.,
an Illinois limited
partnership

By: 

Its: General Partner

WITHDRAWING LIMITED PARTNERS:

Fifield Rosemont-O'Hare,
Ltd.

By: 

Steven D. Fifield

Westminster Rosemont-O'Hare
Associates

By: 

Erik Moskowitz

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[Signature]
Donald J. Franone

[Signature]
Louis Kahn

[Signature]
Malcolm S. Sina

[Signature]
Robert E. Smietana

Fifield Gage Street
Associates

Westminster Gage Street
Associates

By: [Signature]
Steven D. Fifield

By: [Signature]
Erik Moskowitz

[Signature]
Theodore J. Novak

[Signature]
Jay Hinshaw

[Signature]
Lee I. Miller

[Signature]
Ralph Cincinelli

[Signature]
John Corey

[Signature]
John Jones

[Signature]
Francis Stankiewicz

[Signature]
Steven L. Vander Zanden

[Signature]
Joseph Forgue

Cook County Clerk's Office

87210370

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Wenzel, 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 a partner of Fifield Companies, Ltd., an Illinois limited partnership and 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 and delivered the said instrument as a partner of said limited partnership as his free and voluntary act and as the free and voluntary act and deed of said limited partnership, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 20th day of April, 1987.

Donna A. Wenzel
Notary Public

My Commission Expires:

February 10, 1988

CLERK'S OFFICE OF COOK COUNTY

87210370

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Weaver, 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 a partner of Fifield Companies, Ltd., an Illinois limited partnership, the general partner of Rosemont-Gage Investors Limited Partnership, an Illinois limited partnership, and 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 and delivered the said instrument as a general partner of said limited partnership, as his free and voluntary act and as the free and voluntary act and deed of said limited partnership, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 20th day of April, 1987.

Donna A. Weaver
Notary Public

My Commission Expires:

February 10, 1990

Clerk's Office

87210370

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Property of Cook County Clerk's Office

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Wheeler, 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 a partner of Fifield Rosemont-O'Hare, Ltd., an Illinois limited partnership and 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 and delivered the said instrument as a partner of said partnership, as his free and voluntary act and as the free and voluntary act and deed of said partnership, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 30th day of April, 1987.

Donna A. Wheeler
Notary Public

My Commission Expires:

February 10, 1988

Property of Cook County Clerk's Office

87210370

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

I, Donna A Werner, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Erik Moskowitz, personally known to me to be a partner of Westminster Rosemont-O'Hare Associates, an Illinois limited partnership and 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 and delivered the said instrument as a partner of said partnership, as his free and voluntary act and as the free and voluntary act and deed of said partnership, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 20th day of April, 1987.

Donna A. Werner
Notary Public

My Commission Expires:
February 10, 1988

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Werner, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Donald J. Gianone, 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 20th day of April, 1987.

Donna A. Werner
Notary Public

My Commission Expires:

February 10, 1988

Property of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Uvner, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Louis Kahn, 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 20th day of April, 1987

Donna A. Uvner
Notary Public

My Commission Expires:

February 10, 1988

Notary Public of Cook County Clerk's Office

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Decker, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Robert E. Smietana, 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 20th day of April, 1987.

Donna A. Decker
Notary Public

My Commission Expires:

February 10, 1988

Notary Public of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Werner, 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 a partner of Fifield Gage Street Associates, an Illinois limited partnership and 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 and delivered the said instrument as a partner of said partnership, as his free and voluntary act and as the free and voluntary act and deed of said partnership, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 20th day of April, 1987.

Donna A. Werner
Notary Public

My Commission Expires:

February 10, 1988

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Werner, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Erik Moskowitz, personally known to me to be a partner of Westminster Cage Street Associates, an Illinois limited partnership and 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 and delivered the said instrument as a partner of said partnership, as his free and voluntary act and as the free and voluntary act and deed of said partnership, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 20th day of April, 1987.

Donna A. Werner
Notary Public

My Commission Expires:

February 10, 1988

Notary of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Kanna A. Weaver, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Jay Hinshaw, 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 20th day of April, 1937.

Dorothy J. Stearns
Notary Public

My Commission Expires:

February 10, 1938

Notary of Cook County Clerk's Office

87210370

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna J. Werner, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Lee I. Miller, 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 20th day of April, 1987

Donna J. Werner
Notary Public

My Commission Expires:

February 10, 1988

Property of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Werner, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Ralph Cincinelli, 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 20th day of April, 1987

Donna A. Werner
Notary Public

My Commission Expires:

February 10, 1988

Property of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Wexler, a Notary Public in and for said County, in the State aforesaid, do hereby certify that John Corey, 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 30th day of April, 1987

Donna A. Wexler
Notary Public

My Commission Expires:

February 10, 1988

Property of Cook County Clerk's Office

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STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

I, Donna A. Werner, a Notary Public in and for said County, in the State aforesaid, do hereby certify that John Jones, 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 20th day of April, 1987.

Donna A. Werner
Notary Public

My Commission Expires:

February 10, 1988

Notary Public of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Donna A. Weser, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Francis Stankiewicz, 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 20th day of April, 1987.

Donna A. Weser
Notary Public

My Commission Expires:

February 10, 1988

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COOK COUNTY, ILLINOIS
FILED FOR RECORD

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS.

1987 APR 21 PM 2:28

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I, Donna A. Werner, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Steven L. Vander Zanden, 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 20th day of April, 1987.

Donna A. Werner
Notary Public

My Commission Expires:

February 10, 1988

COOK COUNTY, ILLINOIS
FILED FOR RECORD

1987 APR 21 PM 2:28

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Cook County Clerk's Office

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STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

I, Dennis A. Weir, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Joseph Forgue, 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 20th day of April, 1987.

Dennis A. Weir
Notary Public

My Commission Expires:
February 10, 1988

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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
12-03-309-001
12-03-309-002
12-03-309-003
12-03-309-004
12-03-309-005
12-03-309-006
12-03-309-007
12-03-309-009
12-03-309-010
12-03-309-011
12-04-402-023
12-04-402-024
12-04-402-025
12-04-402-026
12-04-402-053
12-04-402-054
12-04-402-055
12-04-402-056
12-10-100-051

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