

SECOND 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 further 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") as previously amended, 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 to Theodore J. Novak and Lee I. Miller, effective as of December 12, 1986 so that the Partners and their Partnership Interests are as follows:

SCHEDULE A

CAPITAL CONTRIBUTIONS

<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	18.84%	\$188.40
Donald J. Gianone	18.84%	\$188.40
Louis Kahn	2.00%	\$ 20.00
Malcolm S. Sina	8.94%	\$ 89.40
Fifield Rosemont-O'Hare, Ltd.	37.90%	\$379.00
Robert E. Smietana	4.48%	\$ 44.80
Lee I. Miller	.90%	\$ 9.00
Theodore J. Novak	2.10%	\$ 21.00

Box 416 (2/4) <sup>ca</sup>

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2. The Certificate is amended in the following respects:

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>
Fifield 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	18.84%	\$188.40

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Donald J. Gianone 519 Princeton Hinsdale, IL 60521	18.84%	\$188.40
Louis Kahn 1254 Country Lane Deerfield, IL 60015	2.00%	\$ 20.00
Malcolm S. Sina 591 Peachtree Lane Lake Zurich, IL 60047	8.94%	\$ 89.40
Fifield Rosemont-O'Hara, LLC 100 S. Wacker Drive Suite 900 Chicago, IL 60606	37.90%	\$379.00
Robert E. Smietana 1107 Oakton Street Evanston, IL 60202	4.48%	\$ 44.80
Theodore J. Novak 1812 N. Sedgwick Chicago, IL 60614	2.10%	\$ 21.00
Lee I. Miller 228 E. St. Andrews Lane Deerfield, IL 60015	.90%	\$ 9.00

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 L. VANDER ZANDEN  
WESTMINSTER ROSEMONT-O'HARE  
ASSOCIATES  
DONALD J. GIANONE  
LOUIS KAHN  
MALCOLM S. SINA  
FIFIELD ROSEMONT-O'HARE, LTD.  
ROBERT E. SMIETANA  
THEODORE J. NOVAK  
LEE I. MILLER

By:   
Steven D. Fifield, the  
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

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STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

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 as of this 12th
day of December, 1986.

[Signature]
Notary Public

My Commission Expires:

February 10, 1990

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