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Third Amendment to Agreement of
Limited Partnership of Continental
Towers Associates - I
and

Fourth Amendment to Certificate of
Limited Partnership of Continental
Towers Associates - I

88282462

THIS IS THE THIRD AMENDMENT to the Agreement of
Limited Partnership of Continental Towers Associates - I and
the FOURTH AMENDMENT to the Certificate of Limited Partnership
of Continental Towers Associates - I.

Background

A. The Agreement of Limited Partnership of Continental Towers Associates - I was executed as of July 26, 1977, and was amended by a First Amendment dated as of September 6, 1978, and a Second Amendment dated as of December 24, 1985.

B. The original Certificate of Limited Partnership of Continental Towers Associates - I (the "Certificate"), dated as of July 26, 1977, was recorded on October 3, 1977, in the Office of the Recorder of Deeds of Cook County, Illinois, as Document Number 24131069; the First Amendment to the Certificate, dated as of September 6, 1978, was so recorded on November 16, 1979, as Document Number 25245449; the Second Amendment to the Certificate, dated as of November 2, 1981, was so recorded on November 18, 1981, as Document Number 26063212; and the Third Amendment to the Certificate, dated as of December 24, 1985, was so recorded on December 26, 1985, as Document Number 85339496.

C. The Partners and certain affiliates of the Partners are the owners of all the partnership interests in Continental Towers Associates - II ("CTA-II"), and Continental Towers Associates - III ("CTA-III"), limited partnerships organized under the laws of Illinois which are the owners of real estate adjoining that owned by the Partnership; and the Partners and these affiliates have agreed to consolidate CTA-II and CTA-III into the Partnership, and to admit the partners of CTA-II and CTA-III as Partners of the Partnership and to adjust the partnership interests of the parties based upon the agreed relative values of the assets of the three partnerships, which are:

the Partnership - 40% of the whole
CTA - II - 30%
CTA - III - 30%

Amendment

The undersigned agree, swear and certify as follows:

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1. Effective as of December 31, 1986, The Northern Trust Company, not personally, but as Trustee of the Casati Continental Trust ("Casati Trust") and The Northern Trust Company, not personally, but as Trustee of the Heise Brothers Continental Trust ("Heise Trust") are admitted as Limited Partners of the Partnership. As of the same date, the partners of CTA-II, who are Casati-Heise Partnership, Roland E. Casati, Richard A. Heise, Casati Trust and Heise Trust, and the partners of CTA-III, who are Casati-Heise Partnership, Roland E. Casati and Richard A. Heise, have contributed all of the assets of their respective partnerships to the Partnership. Also effective as of that date, the Participation Percentages of the Partners shall be as set forth on Exhibit "A" dated December 29, 1986, attached hereto.

2. The term "Limited Partner" as used in the Agreement shall be deemed to refer to all those presently admitted as Limited Partners, and whenever the approval of the Limited Partner is required, the Agreement shall be understood to require the consent of Limited Partners holding a majority of the interests in the net profits and losses from operations held by the Limited Partners.

3. The Partners acknowledge that no further distributions shall be made pursuant to Section 5.01.A, Subsections 5.01.B(1)-(6), Subsection 5.01.C(1), Subsection 5.01.C(2)(ii), Subsection 5.01.C(2)(iii) and Section 5.04. The Partners further agree that Article VI is no longer applicable.

4. The names and places of residence of the Partners effective as of December 31, 1986 are as follows:

General Partner: Casati-Heise Partnership
c/o Continental Offices, Ltd.
Suite 100
Two Continental Towers
1701 Golf Road
Rolling Meadows, Illinois 60008

Limited Partners: Roland E. Casati
c/o Continental Offices, Ltd.
Suite 100
Two Continental Towers
1701 Golf Road
Rolling Meadows, Illinois 60008

Richard A. Heise
c/o Financial Place Corporation
Suite 3900
One Financial Place
440 South La Salle Street
Chicago, Illinois 60605

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The Northern Trust Company as Trustee
of Casati Continental Trust
50 South La Salle Street
Chicago, Illinois 60610
Attention: Paul Schwab

The Northern Trust Company as
Trustee of Heise Brothers
Continental Trust
50 South La Salle Street
Chicago, Illinois 60610
Attention: Paul Schwab

Any notices required or permitted to be given under
the Agreement shall be given to the foregoing addresses, with
a copy in each case to:

Albert Ritchie
Sidley & Austin
One First National Plaza
Chicago, Illinois 60603

IN WITNESS WHEREOF, the undersigned have executed and
acknowledged this Third Amendment to Agreement of Limited Part-
nership and Fourth Amendment to Certificate of Limited Partner-
ship as of this 30th day of December 1986.

GENERAL PARTNER

CASATI-HEISE PARTNERSHIP

WITNESS: *Albert Ritchie*

by *Roland E. Casati*
Roland E. Casati, a Partner

WITNESS: *Albert Ritchie*

by *Richard A. Heise*
Richard A. Heise, a Partner

LIMITED PARTNERS

WITNESS: *Albert Ritchie*

Roland E. Casati
Roland E. Casati, individually

WITNESS: *Albert Ritchie*

Richard A. Heise
Richard A. Heise, individually

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THE NORTHERN TRUST COMPANY,
not personally but as Trustee of
the CASATI CONTINENTAL TRUST

WITNESS:

by

Vice President

THE NORTHERN TRUST COMPANY,
not personally but as Trustee of
the HEISE BROTHERS CONTINENTAL TRUST

WITNESS:

by

Vice President

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December 29, 1986

AGREEMENT OF LIMITED PARTNERSHIP CONTINENTAL TOWERS ASSOCIATES-I

EXHIBIT A

Schedule of Participation Percentages

	<u>Column A</u>	<u>Column B</u>	<u>Column C</u>
<u>General Partner</u>			
Casati-Heise Partnership	36.328%	36.328%	36.328%
<u>Limited Partners</u>			
Roland E. Casati	44.568%	36.096%	36.096%
Richard A. Heise	19.104%	10.632%	10.632%
Casati Trust	NA	8.472%	8.472%
Heise Trust	NA	8.472%	8.472%

Column A - Participation Percentages for allocation of Net Cash Flow and Profits and Losses (except those resulting from a sale of all or any part of the assets of the Partnership) from January 1, 1985, through December 31, 1994.

Column B - Participation Percentages for allocation of Net Sale Proceeds, Net Refinancing Proceeds and Profits and Losses from a sale of all or any part of the assets of the Partnership and distribution in liquidation pursuant to Section 11.03 beginning January 1, 1985 through December 31, 1994.

Column C - Participation Percentages for all purposes beginning January 1, 1995.

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STATE OF ILLINOIS)
COUNTY OF COOK) ss.
)

The undersigned, a Notary Public in and for the jurisdiction aforesaid, does hereby certify that Roland E. Casati, who is named as a General Partner of the Casati-Heise Partnership, the General Partner named in the foregoing Amendment to Certificate of Limited Partnership, personally appeared before me in such jurisdiction, and the said Roland E. Casati, being personally known to me as (or proved by the oath of credible witnesses to be) the person who executed the foregoing Amendment to Certificate of Limited Partnership, acknowledged that the statements made therein are true and that, being authorized to do so, he executed the same on behalf of the Casati-Heise Partnership for the purposes therein stated.

Given under my hand and seal this 3rd day of December, 1986.

Robert H. Heise
Notary Public

[Notary Seal]

My Commission Expires: April 23, 1989
10/23/86

STATE OF ILLINOIS)
COUNTY OF COOK) ss.
)

The undersigned, a Notary Public in and for the jurisdiction aforesaid, does hereby certify that Richard A. Heise, who is named as a General Partner of the Casati-Heise Partnership, the General Partner named in the foregoing Amendment to Certificate of Limited Partnership, personally appeared before me in such jurisdiction, and the said Richard A. Heise, being personally known to me as (or proved by the oath of credible witnesses to be) the person who executed the foregoing Amendment to Certificate of Limited Partnership, acknowledged that the statements made therein are true and that, being authorized to do so, he executed the same on behalf of the Casati-Heise Partnership for the purposes therein stated.

Given under my hand and seal this 3rd day of December, 1986.

Robert H. Heise
Notary Public

[Notary Seal]

My Commission Expires: April 23, 1989

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STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

The undersigned, a Notary Public in and for the jurisdiction aforesaid, does hereby certify that Roland E. Casati, who is named as a Limited Partner

in the foregoing Amendment to Certificate of Limited Partnership, personally appeared before me in such jurisdiction, and the said Roland E. Casati, being personally known to me as (or proved by the oath of credible witnesses to be) the person who executed the foregoing Amendment to Certificate of Limited Partnership, acknowledged that the statements made therein are true and that, being authorized to do so, he executed the same for the purposes therein stated.

Given under my hand and seal this 31st day of December, 1986.

Robert Mitchell
Notary Public

[Notary Seal]

My Commission Expires: April 23, 1989

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

The undersigned, a Notary Public in and for the jurisdiction aforesaid, does hereby certify that Richard A. Heise, who is named as a Limited Partner

in the foregoing Amendment to Certificate of Limited Partnership, personally appeared before me in such jurisdiction, and the said Richard A. Heise, being personally known to me as (or proved by the oath of credible witnesses to be) the person who executed the foregoing Amendment to Certificate of Limited Partnership, acknowledged that the statements made therein are true and that, being authorized to do so, he executed the same for the purposes therein stated.

Given under my hand and seal this 31st day of December, 1986.

Robert Mitchell
Notary Public

[Notary Seal]

My Commission Expires: April 23, 1989

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STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

The undersigned, a Notary Public in and for the jurisdiction aforesaid, does hereby certify that MICHAEL V. SMITH who is a VICE PRESIDENT of The Northern Trust Company, which as ~~Trustee~~ is a Limited Partner named in the foregoing Amendment to Certificate of Limited Partnership, personally appeared before me in such jurisdiction, and the said MICHAEL V. SMITH, being personally known to me as (or proved by the oath of credible witnesses to be) the person who executed the foregoing Amendment to Certificate of Limited Partnership, acknowledged that the statements made therein are true and that, being authorized to do so, he executed the same on behalf of The Northern Trust Company for the purposes therein stated.

Given under my hand and seal this 30th day of December, 1986.

David B. Jark

Notary Public
My Commission Expires August 26, 1989
My Commission Expires:

[Notary Seal]

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

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COOK COUNTY RECORDER

The undersigned, a Notary Public in and for the jurisdiction aforesaid, does hereby certify that PAUL SCHWAB who is a VICE PRESIDENT of The Northern Trust Company, which as ~~Trustee~~ is a Limited Partner named in the foregoing Amendment to Certificate of Limited Partnership, personally appeared before me in such jurisdiction, and the said PAUL SCHWAB, being personally known to me as (or proved by the oath of credible witnesses to be) the person who executed the foregoing Amendment to Certificate of Limited Partnership, acknowledged that the statements made therein are true and that, being authorized to do so, he executed the same on behalf of The Northern Trust Company for the purposes therein stated.

Given under my hand and seal this 30th day of December, 1986.

Linda Kelmawski
Notary Public

[Notary Seal]

My Commission Expires: March 30, 1989

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