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RECORDED December 1 1969 9:11 M
 IN BOOK 26 Miscellaneous PAGE 279
 FEES \$ 2.50 Robert W. Evans COUNTY CLERK
 SUBLETTE COUNTY, PINEDALE, WYOMING 5700

CERTIFICATE

Chandler & Associates, Inc., being the general partner of Chandler Exploration 801, Ltd., a Colorado limited partnership and desiring to comply with Sections 17-238, et seq., of Wyoming Statutes, 1957, does hereby certify as follows:

1. Roger O. Brown, a special partner, has assigned all of his interest in the limited partnership to the following persons (hereafter called the substituted limited partners) in the percentages set opposite their names:

<u>Name</u>	<u>Address</u>	<u>Percentage</u>
Jack Joseph and Barbara E. Brown as Trustees of the RBC Trust u/a dated December 15, 1964	c/o Jack Joseph 69 W. Washington St. Suite 1238 Chicago, Illinois	25%
Barbara E. Brown	1261 Clavey Road Highland Park, Illinois	75%

By the assignment the substituted limited partners are entitled to receive in proportion to their assigned interest the share of the profits or other compensation by way of income or the return of the contribution to which Roger O. Brown would otherwise be entitled. Such persons will become substituted limited partners and will be received into the limited partnership at such time as (1) the Colorado certificate of limited partnership is amended as required by Colorado law, and (2) this certificate has been executed, filed and published as provided for by Wyoming law.

2. The certificate of special partnership previously recorded in Book 25 at Pages 411-412 of the Miscellaneous Records, Sublette County, Wyoming, as modified by this Certificate, is hereby certified to be and is republished as the certificate of special partnership of Chandler Exploration 801, Ltd.

3. The general partner, each of the special partners and the substituted limited partners have executed in counterpart a partnership agreement in accordance with applicable law. This Certificate is executed by the general partner for himself and in behalf of the special partners and substituted limited partners for the purpose of furnishing notice through recording of the fact of the foregoing assignment of limited partnership interest.

CHANDLER & ASSOCIATES, INC.
 General Partner

By Collis P. Chandler, Jr.
 Collis P. Chandler, Jr.

STATE OF COLORADO)
) ss.
 County of Denver)

The foregoing instrument was acknowledged before me this 25 day of November, 1969, by Collis P. Chandler, Jr., as President of CHANDLER & ASSOCIATES, INC.

Witness my hand and official seal.



My Commission expires:
May 27, 1973

Jacqueline Free
 Notary public