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 IN BOOK 46 OIL & GAS PAGE 309
 FEES \$ 5.25 Robert W. Evans COUNTY CLERK
 SUBLLETTE COUNTY, PINEDALE, WYOMING
by Kay Jensen
 123713

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership of Chandler Exploration 801, Ltd. ("the limited partnership"), a Colorado limited partnership, filed in the office of the County Clerk and Recorder of Denver County of January 3, 1969, do hereby certify as follows:

1. The limited partner Clarke D. Young has assigned all of his right, title and interest in the limited partnership to Chandler & Associates, Inc. Such company will be substituted as limited partner in the limited partnership effective at such time as this Amendment shall have been executed and filed as required by Colorado law and a certificate of the fact of the assignment shall have been executed, filed and published as provided for by Wyoming law.

2. Because of the foregoing assignment, Paragraph 4 of the Certificate of Limited Partnership is amended to read as follows, effective at the time provided for above:

"4. Name and place of residence of each member and cash and property contributed by each limited partner and each substituted limited partner:

<u>PARTNERS</u>	<u>RESIDENCE</u>	<u>CONTRIBUTION</u>
<u>General Partner:</u>		
Chandler & Associates, Inc.	Denver Club Bldg. Denver, Colo. 80202	None
<u>Limited Partners:</u>		
Louis P. Bansbach, Jr.	770 Grant St. Denver, Colo.	\$ 5,000
M. C. Hoffman	Denver Club Bldg. Denver, Colo. 80202	\$ 5,000
Franklin Supply Company	2900 Security Life Bldg., Denver, Colo. 80202	\$ 5,000
Leo Sade	905 16th St., N.W. Washington, D.C.	\$10,000
John D. Mabie	120 S. LaSalle St. Chicago, Ill.	\$10,000