

Substituted Limited Partners:

Chandler & Associates, Inc.	Denver Club Bldg. Denver, Colo. 80202	\$5,000
Barbara E. Brown	1261 Clavey Road Highland Park, Ill.	\$15,000
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, Ill.	\$5,000

No property other than cash was contributed by the partners. The combined contributions of the substituted limited partners refer to the contributions originally made by Roger O. Brown and Clarke D. Young."

3. The Certificate of Limited Partnership previously filed as amended is hereby certified to be and is republished as the Certificate of Limited Partnership of Chandler Exploration 801, Ltd.

4. The General Partner and each of the limited partners and substituted limited partners have executed in counterpart a partnership agreement in accordance with applicable law. This amendment is executed by the General Partner for itself and in behalf of the limited partners, by the assigning limited partner and by the substituted limited partner for the purpose of furnishing notice through recording of the foregoing assignment and substitution of limited partners.

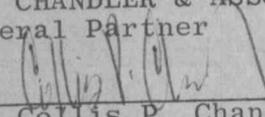
Limited Partners:

Louis P. Bansbach, Jr.  
M. C. Hoffman  
Franklin Supply Company  
Leo Sade  
John D. Mabie

Substituted Limited Partners:

Barbara E. Brown, individually and  
as Trustee of the RBC Trust u/a  
dated 12/15/64  
Jack Joseph as Trustee of the RBC  
Trust u/a dated 12/15/64

By CHANDLER & ASSOCIATES, INC.  
General Partner

By   
Collis P. Chandler, Jr.