



AMENDMENT OF REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

02 AUG 12 PM 2:01

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the foreign limited liability company prior to this amendment is: _____

BTS Properties, L.C.

2. If the foreign limited liability company was required to adopt an assumed name in order to register in Idaho, the name the foreign limited liability company used in Idaho is: _____

3. The application for registration in Idaho was filed on: January 25, 1995

4. The foreign limited liability company's registration is amended as follows:
(check one or more)

a. The name of the limited liability company has been changed to: _____

If the new name is not available or permissible in Idaho, the name to be used in Idaho is: _____

b. Other amendment: (a) the address of the limited liability company's office

in the jurisdiction under whose laws it is organized is: Gateway Tower East,

Suite 900, 10 East South Temple, Salt Lake City, Utah 84133

Continued on Exhibit A attached hereto and made a part hereof.

5. Signature of authorized person:

Signature *Robert A. Michaels*

Typed Name Robert A. Michaels, President, see

Capacity Exhibit B attached hereto and made a part hereof

Secretary of State use only

9.ccorp-forms-amend-reg_foreign_llc.p65
Revised 01/2001

IDAHO SECRETARY OF STATE
08/12/2002 05:00
CK: 23608 CT: 19577 BH: 482231
1 @ 30.00 = 30.00 FOR LLC AM # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

W 839

**EXHIBIT A
TO
AMENDMENT TO CERTIFICATE
OR
REGISTRATION
OF
LIMITED PARTNERSHIP
OF
BTS PROPERTIES, L.C.**

(b) The address of the limited liability company's principle office has changed to the following:

110 North Wacker Drive
Chicago, Illinois 60606

(c) The address to which correspondence should be addressed has changed to the following:

110 North Wacker Drive
Chicago, Illinois 60606

EXHIBIT B
TO
AMENDMENT OF REGISTRATION
OF
FOREIGN LIMITED
LIABILITY COMPANY
OF
BTS PROPERTIES, L.C.

Robert A. Michaels is President of General Growth Properties, Inc., a Delaware corporation, the general partner of GGP Limited Partnership, a Delaware limited partnership, the managing member of GGPLP L.L.C., a Delaware limited liability company, the sole member of GGP Acquisition, L.L.C., a Delaware limited liability company, the general partner of Price Development Company, Limited Partnership, a Maryland limited partnership and a member of BTS Properties, L.C.