

2 A

4 P 3

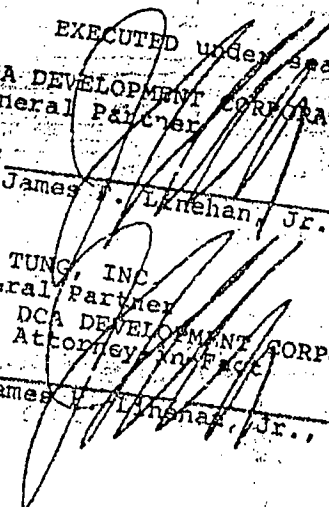
John

FIRST AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TAI TUNG APARTMENTS COMPANY

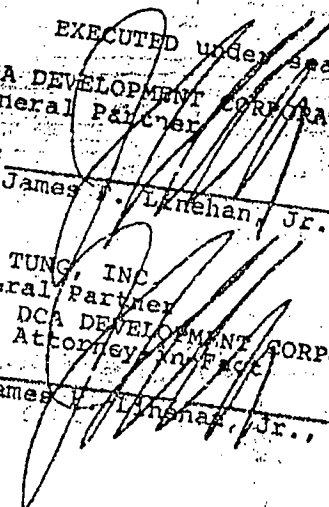
Pursuant to Sections 24 and 25 of Chapter 109 of the General Laws of Massachusetts, the undersigned hereby amend the Certificate of Limited Partnership of TAI TUNG APARTMENTS COMPANY, said Certificate having been filed in the office of the Secretary of the Commonwealth of Massachusetts on December 31, 1970. Exhibit A to the Certificate which is incorporated by reference in Articles IV and VI of the Certificate, is hereby amended as set forth in the Amended Exhibit A attached hereto in order to reflect the assignment by DCA Development Corporation of all its interest as original Limited Partner to the individuals named in said Amended Exhibit A. There are no other changes in the Certificate.

EXECUTED under seal as of this 31st day of December, 1970.

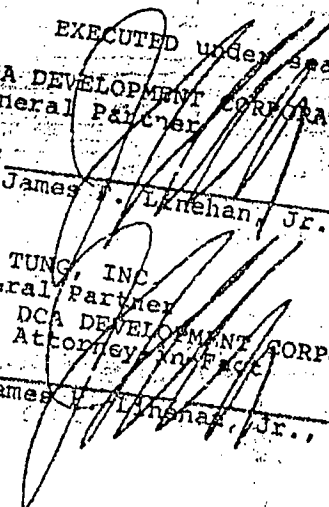
DCA DEVELOPMENT CORPORATION  
General Partner

BY:   
James F. Lenehan, Jr., President

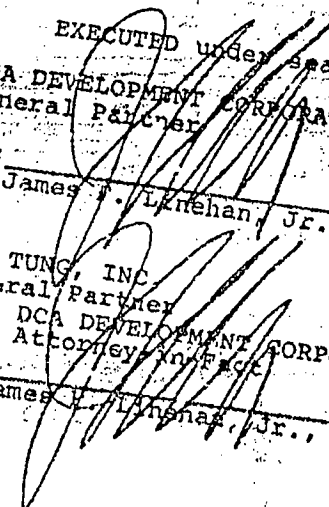
TAI TUNG, INC.  
General Partner

BY:   
DCA DEVELOPMENT CORPORATION  
Attorney in Fact  
James F. Lenehan, Jr., President

HUDSON TOWERS, INC.  
General Partner

BY:   
DCA DEVELOPMENT CORPORATION  
Attorney in Fact  
James F. Lenehan, Jr., President

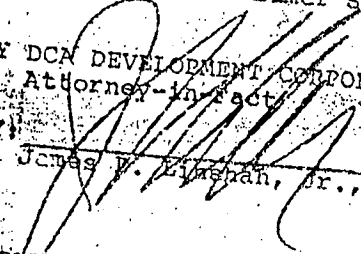
DCA DEVELOPMENT CORPORATION  
Assignor Limited Partner

BY:   
James F. Lenehan, Jr., President

AGREEMENT OF LIMITED PARTNERSHIP

Richard E. Blanchard, Cyril Edwards, H. Bartow Farr, Jr.,  
Margaret Jewett Greer, George F. Jewett, Jr., Hennessey  
Associates, Ruth A. Merillat and E. Elmer Sivacek, ASSIGNEE  
LIMITED PARTNERS

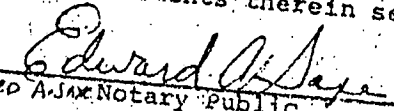
BY DCA DEVELOPMENT CORPORATION  
Attorney-in-Fact

BY:   
James F. Linehan, Jr., President

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

On this 31st day of December, 1970, personally  
appeared before me James F. Linehan, Jr., as he is President  
of DCA Development Corporation, who being duly sworn, acknow-  
ledged that he subscribed the foregoing First Amendment to  
Certificate of Limited Partnership as a duly authorized  
officer of DCA Development Corporation (subscribing in its  
own behalf and as Attorney-in-Fact of Richard E. Blanchard,  
Cyril Edwards, H. Bartow Farr, Jr., Margaret Jewett Greer,  
George F. Jewett, Jr., Hennessey Associates, Ruth A. Merillat  
and E. Elmer Sivacek) and that the statements therein set  
forth are true.

  
EDWARD A. JAX Notary Public

My commission expires: December 23, 1971

AGREEMENT OF LIMITED PARTNERSHIP

AMENDED  
EXHIBIT A

Amounts and Dates of Contributions  
(subject to terms of Certificate and the Agreement)

First Installment

Upon the later of (i) the admission of certain investors as the Limited partners, (ii) satisfaction of the conditions of Paragraph 11(a) of the Agreement or (iii) Initial Endorsement (after notice from DCA)

Names and Addresses  
of Limited Partners

Dr. Richard E. Blanchard  
7312 Granby Street  
Norfolk, Virginia

\$75,100

Mrs. Cyril Edwards  
35 McKinley Place  
Grosse Pointe Farms, Michigan

\$15,100

H. Bartow Farr, Jr.  
Knollwood Drive  
Greenwich, Connecticut

\$ 7,550

Mrs. Margaret Jewett Greer  
6401 Brookside Drive  
Chevy Chase, Maryland

\$52,850

Second Installment

Upon the later of (i) 12 months after the First Installment or (ii) 50% of the Improvements (after notice from DCA)

\$15,100

\$15,100

\$ 7,550

\$52,850

AMENDED  
EXHIBIT A

Amounts and Dates of Contributions  
(subject to terms of Certificate and the Agreement)

First Installment

Upon the later of (i) the admission of certain investors as the Limited Partners, (ii) satisfaction of the conditions of Paragraph 11(a) of the Agreement or (iii) Initial Endorsement (after notice from DCA)

Second Installment

Upon the later of (i) 12 months after the First Installment or (ii) 50% of the Improvements (after notice from DCA)

Names and Addresses of  
Limited Partners (continued)

Mr. George F. Jewett, Jr.  
Skyland Way  
Ross, California

Hennessey Associates  
330 New Park Avenue  
Hartford, Connecticut

Mrs. Ruth A. Merillat  
780 Harkness Drive  
Adrain, Michigan

Mr. E. Elmer Sivacek  
1070 Chestnut Street  
Ann Arbor, Michigan

\$52,850

\$15,100

\$15,100

\$ 7,550

\$181,200

TOTAL

\$52,850

\$15,100

\$15,100

\$ 7,550

\$181,200

AGREEMENT OF LIMITED PARTNERSHIP

AMENDED  
EXHIBIT A

Amounts and Dates of Contributions  
(subject to terms of Certificate and the Agreement)

	Third Installment	Fourth Installment	Fifth Installment	Sixth Installment
	Upon the later of (i) 24 months after the First Installment or (ii) the date on which DCA certifies that the project is receiving at least 95% of total projected rental income (after notice from DCA)	Upon the later of (i) 36 months after the First Installment or (ii) Final Endorsement (after notice from DCA)	Upon the later of (i) 48 months after the First Installment or (ii) Final Endorsement (after notice from DCA)	Upon the later of (i) 60 months after the First Installment or (ii) Final Endorsement (after notice from DCA)
	\$15,100	\$15,100 (est.)	\$15,100 (est.)	\$15,100 (est.)
	\$15,100	\$15,100 (est.)	\$15,100 (est.)	\$15,100 (est.)
	\$ 7,550	\$ 7,550 (est.)	\$ 7,550 (est.)	\$ 7,550 (est.)
	\$52,850	\$52,850 (est.)	\$52,850 (est.)	\$52,850 (est.)

Names and Addresses  
of Limited Partners

D. Richard E. Blanchard  
7312 Granby Street  
Norfolk, Virginia \$15,100

Mrs. Cyril Edwards  
35 McKinley Place  
Grosse Pointe Farms, Michigan \$15,100

H. Bartow Farr, Jr.  
Knollwood Drive  
Greenwich, Connecticut \$ 7,550

Mrs. Margaret Jewett Greer  
6401 Brookside Drive  
Chevy Chase, Maryland \$52,850

Third Installment  
 Upon the later of  
 (i) 24 months after  
 the First Installment  
 or (ii) the  
 date on which DCA  
 certifies that the  
 project is receiving  
 at least 95% of total  
 projected rental in-  
 come (after notice  
 from DCA)

Fourth Installment  
 Upon the later of  
 (i) 36 months after  
 the First Installment  
 or (ii) Final  
 Endorsement (after  
 notice from DCA)

Fifth Installment  
 Upon the later of  
 (i) 43 months after  
 the First Installment  
 or (ii) Final  
 Endorsement (after  
 notice from DCA)

Sixth Installment  
 Upon the later of  
 (i) 60 months  
 after the First  
 Installment or  
 (ii) Final Endor-  
 sement (after  
 notice from DCA)

Names and Addresses  
 Of Limited Partners

Mr. George F. Jewett, Jr. \$52,850  
 Skyland Way  
 Ross, California

Hennessey Associates  
 330 New Park Avenue  
 Hartford, Connecticut \$15,100

Mrs. Ruth A. Merillat  
 780 Harkness Drive  
 Adrian, Michigan \$15,100

Mr. E. Elmer Sivacek  
 1070 Chestnut Street  
 Ann Arbor, Michigan \$ 7,550

\$52,850 (est.)	\$52,850 (est.)	\$52,850 (est.)
\$15,100 (est.)	\$15,100 (est.)	\$15,100 (est.)
\$15,100 (est.)	\$15,100 (est.)	\$15,100 (est.)
\$ 7,550 (est.)	\$ 7,550 (est.)	\$ 7,550 (est.)
<u>\$181,200 (est.)</u> <sup>1</sup>	<u>\$181,200 (est.)</u> <sup>2</sup>	<u>\$181,200 (est.)</u> <sup>3</sup>

- (1) The Fourth Installment shall be equal to the difference between \$6.66667% of the Project Price (as described in Article VI of the Certificate) and the sum of the First, Second and Third Installment.
- (2) The Fifth Installment shall be equal to 16.66667% of the Project Price.
- (3) The Sixth Installment shall be equal to 16.66666% of the Project Price.

FIRST AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
\* TAI TONG APARTMENTS COMPANY

Chapter 109 of the Gen. Laws

Filed in the Office of the Secretary of the Commonwealth  
December 31, 1970

PEABODY, BROWN, ROWLEY & STOREY  
70 FEDERAL STREET, BOSTON 02110

RECEIVED  
JAN 5 1971  
CLERK OF THE COMMONWEALTH  
SECRETARY'S OFFICE

1-5-71